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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **THE ANDREWS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **2408 KIPLING ST.**

City or town, state or province, country, and ZIP or foreign postal code: **HOUSTON, TX 77098-5604**

A Employer identification number: **76-0537224**

B Telephone number: **713-528-6571**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 2,102,394.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	153.	153.		STATEMENT 1
4	Dividends and interest from securities	35,991.	35,991.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	68,934.			
b	Gross sales price for all assets on line 6a	69,079.			
7	Capital gain net income (from Part IV, line 2)		68,934.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	20,491.	20,491.		STATEMENT 3
12	Total. Add lines 1 through 11	125,569.	125,569.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	7,015.	3,507.		3,508.
c	Other professional fees				
17	Interest	101.	101.		0.
18	Taxes STMT 5	1,793.	250.		0.
19	Depreciation and depletion	4,130.	4,130.		
20	Occupancy				
21	Travel, conferences, and meetings	1,052.	526.		526.
22	Printing and publications				
23	Other expenses STMT 6	15,597.	12,825.		2,766.
24	Total operating and administrative expenses. Add lines 13 through 23	29,688.	21,339.		6,800.
25	Contributions, gifts, grants paid	113,310.			113,310.
26	Total expenses and disbursements. Add lines 24 and 25	142,998.	21,339.		120,110.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<17,429.>			
b	Net investment income (if negative, enter -0-)		104,230.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	148.	148.	148.
	2 Savings and temporary cash investments	22,767.	776,717.	776,717.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,520.	1,571.	1,571.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	330.	1,201,760.	1,323,876.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	1,936,211.	82.	82.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,960,976.	1,980,278.	2,102,394.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,034,841.	2,017,412.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<73,865.>	<37,134.>		
30 Total net assets or fund balances	1,960,976.	1,980,278.		
31 Total liabilities and net assets/fund balances	1,960,976.	1,980,278.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,960,976.
2 Enter amount from Part I, line 27a	2	<17,429.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	36,731.
4 Add lines 1, 2, and 3	4	1,980,278.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,980,278.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 69,079.		29,302.	68,934.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			68,934.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	68,934.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	119,412.	2,100,711.	.056844
2011	120,090.	2,193,779.	.054741
2010	111,353.	1,741,402.	.063944
2009	96,615.	1,897,471.	.050918
2008	118,525.	2,012,143.	.058905

2 Total of line 1, column (d)	2	.285352
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057070
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,033,023.
5 Multiply line 4 by line 3	5	116,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,042.
7 Add lines 5 and 6	7	117,067.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	120,110.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,042.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).	2	0.
3	Add lines 1 and 2	3	1,042.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,042.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,571.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	3,071.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,029.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities.		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JUDITH N. ANDREWS Telephone no ► 713-528-6571 Located at ► 2408 KIPLING ST., HOUSTON, TX ZIP+4 ► 77098-5604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **6b**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **7b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAXABLE YEAR	
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	0.
All other program-related investments See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,355,055.
b	Average of monthly cash balances	1b	708,928.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,063,983.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,063,983.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,960.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,033,023.
6	Minimum investment return. Enter 5% of line 5	6	101,651.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	101,651.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,042.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,042.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,609.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	100,609.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	100,609.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	120,110.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	120,110.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,042.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	119,068.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				100,609.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	19,360.			
b From 2009	3,785.			
c From 2010	27,517.			
d From 2011	13,417.			
e From 2012	17,462.			
f Total of lines 3a through e	81,541.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 120,110.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				100,609.
e Remaining amount distributed out of corpus	19,501.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	101,042.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	19,360.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	81,682.			
10 Analysis of line 9:				
a Excess from 2009	3,785.			
b Excess from 2010	27,517.			
c Excess from 2011	13,417.			
d Excess from 2012	17,462.			
e Excess from 2013	19,501.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

SEE STATEMENT 11

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JUDITH N ANDREWS, 713-528-6571
2408 KIPLING ST., HOUSTON, TX 77098

b The form in which applications should be submitted and information and materials they should include

NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines:

NONE - BUT MUST BE SOON ENOUGH FOR APPROPRIATE CONSIDERATION

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ONLY LIMITATION - NO SCHOLARSHIP PROGRAM

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 12</p>				113,310.
Total			▶ 3a	113,310.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
Total			▶ 3b	0.

THE ANDREWS FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NATIONAL FINANCIAL SVCS LLC-CAPITAL GAIN DISTR		VARIOUS	12/31/13
b 500 SHS LILLY ELI & CO	P	04/23/13	07/29/13
c 2000 SHS INTEL	D	04/29/77	03/04/13
d ACM FUND LP K-1		VARIOUS	12/31/13
e ACM FUND LP K-1		VARIOUS	12/31/13
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,724.
b 26,768.		29,082.	<2,314.>
c 42,311.		220.	42,091.
d			<3,534.>
e			30,967.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a			1,724.
b			<2,314.>
c			42,091.
d			<3,534.>
e			30,967.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	68,934.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACM FUND, LP FORM K-1	73.	73.	
NATIONAL FINANCIAL SERVICES (FIDELITY)	78.	78.	
PROVIDENT MINERAL FORM K-1	2.	2.	
TOTAL TO PART I, LINE 3	153.	153.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACM FUND, L.P. FORM K-1	9,898.	0.	9,898.	9,898.	
NATIONAL FINANCIAL SERVICES (FIDELITY)	26,093.	0.	26,093.	26,093.	
TO PART I, LINE 4	35,991.	0.	35,991.	35,991.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	27,533.	27,533.	
PROVIDENT ROYALTY EXPENSE	<4,412.>	<4,412.>	
PROVIDENT ADMIN FEE	<2,630.>	<2,630.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,491.	20,491.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	7,015.	3,507.		3,508.
TO FORM 990-PF, PG 1, LN 16B	7,015.	3,507.		3,508.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - ACM FUND, LP FORM K-1	47.	47.		0.
FEDERAL EXCISE TAX	1,543.	0.		0.
FOREIGN TAX- NAT'L FIN SVCS LLC	203.	203.		0.
TO FORM 990-PF, PG 1, LN 18	1,793.	250.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	1,290.	645.		645.
TELEPHONE	642.	321.		321.
OTHER DEDUCTIONS-ACM FUND LP K-1	10,059.	10,059.		0.
CONTRACT LABOR	3,600.	1,800.		1,800.
PENALTY	6.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15,597.	12,825.		2,766.

FOOTNOTES

STATEMENT 7

TAXPAYER USES THE CASH BASIS OF ACCOUNTING
AND ALL ASSETS ARE RECORDED ON THE BOOKS
AT COST BASIS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET ASSET ADJUSTMENT-DEPLETION	4,130.
ADJUSTMENT TO BASIS OF ASSETS	32,601.
TOTAL TO FORM 990-PF, PART III, LINE 3	36,731.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3000 SHS INTEL	0.	0.
FIDELITY SECURITIES	1,201,760.	1,323,876.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,201,760.	1,323,876.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM FUND, LP	COST	0.	0.
PROVIDENT MINERAL PARTNERSHIP	COST	82.	82.
TOTAL TO FORM 990-PF, PART II, LINE 13		82.	82.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

RICHARD J ANDREWS
 JUDITH N ANDREWS

**The Andrews Foundation
 Contribution Listing
 January 1, 2013 to December 31, 2013
 Statement 12**

Date	Check No.	Amount	Name and Address	Purpose
1/3/2013	2064	\$3,000	Houston Aphasia Recovery Center 3701 Bnarpark #310 Houston, TX 77042	General Fund Public Health Fund
1/3/2013	2065	\$1,000	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/16/2013	2067	\$2,000	Roman Catholic Diocese of Bismark 420 Raymond Bismark N D 58502	General Fund Religious
1/27/2013	2068	\$2,500	Northwest Assistance Ministries 15555 Kuykendahl Rd Houston, Texas 77090	General Fund Youth Health Fund
2/6/2013	2071	\$1,000	La Posada Providencia 1650 Maryland Road San Benita, TX 78586	Food Budget Public Welfare
2/6/2013	2072	\$1,000	Community Endowment Foundation (SWEHLA HOUSE) 2516 Mandell Street #6 Houston, Texas 77006	General Fund Public Welfare
2/6/2013	2073	\$2,000	San Jose Clinic P O Box 2808 Houston, Texas 77252-2808	General Fund Public Health
2/6/2013	2074	\$2,000	St. Michael School/ Building on Faith and Formation Campaign 1801 Sage Road Houston, Texas 77056-3598	Capital Campaign Education
2/19/2013	2026	\$2,500	Diocesan Services Fund P O Box 4681 Houston, Texas 77210-4681	Religious General Fund
2/19/2013	2027	\$2,000	Casa de Esperanza P O Box 66581 Houston, TX 77256	General Fund Youth Welfare
2/25/2013	2029	\$2,000	SEARCH Homeless Services 2505 Fannin Houston, Texas 77002	General Fund Public Welfare
2/25/2013	2030	\$2,500	University of Houston – College of Education 317 McElhinney Hall Houston, Texas 77204-5052	General Fund Educational
2/25/2013	2031	\$2,000	Communities In Schools - Bay Area P O Box 580096 Houston, Texas 77258	General Fund Educational
3/1/2013	2032	\$1,500	Spaulding for Children/Post Adoption Services 8582 Katy Freeway, Suite 100 Houston, Texas 77024	General Fund Public Welfare
3/1/2013	2033	\$1,000	Passages Residential Treatment Center 7722 Westview Houston, Texas 77055	General Fund Public Health
3/1/2013	2034	\$1,000	Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024	Religious General fund

**The Andrews Foundation
 Contribution Listing
 January 1, 2013 to December 31, 2013
 Statement 12**

Date	Check No.	Amount	Name and Address	Purpose
3/6/2013	2037	\$500	Dr Marnie Rose Foundation 5090 Richmond Ave , PMB-291 Houston, TX 77056	General Fund Remembering Greg Team
3/6/2013	2038	\$600	TIRR 4605 Post Oak Place, Suite 222 Houston, Texas 77027	General Fund Education
3/19/2013	2041	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
3/20/2013	2042	\$1,000	Communities In Schools - Houston 1235 North Loop West suite 300 Houston, Texas 77008	General Fund Youth
3/20/2013	2043	\$1,000	Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	General Fund Mental Health
3/21/2013	2044	\$1,500	The Source for Women of Houston 6009 Richmond Ave, Suite 130 Houston, Texas 77057	General Fund Public Health
3/29/2013	2047	\$500	Lamar FFA Booster Club Lamar High School 3325 Westheimer Houston, Texas 77098	General Fund Educational
4/28/2013	2101	\$1,000	Bridges to Life P O Box 570895 Houston, Texas 77247-7200	Public General Fund
4/28/2013	2102	\$1,000	Alliance Of Community Assistance Ministries (ACAM) 770 South Post Oak Lane, Suite 525 Houston, 77056	General Fund Public Welfare
4/28/2013	2103	\$1,000	Immunization Partnership 3015 Richmond Avenue, Suite 270 Houston, Texas 77098	General Fund Public Health
4/28/2013	2104	\$500	BARC Foundation P O Box 22568 Houston, Texas 77227-2568	General Fund Public Welfare
4/28/2013	2105	\$500	LIFE Houston 2002 S Wayside Dr Ste 113 Houston, Texas 77023	General fund Public Welfare
5/7/2013	2108	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
5/7/2013	2109	\$1,500	Five Talents/ South Sudan Consortium 543 Buelah Rd , NE Vienna, VA 22180	General Fund Public Welfare Needs
5/16/2013	2111	\$1,000	St Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	General Fund Educational
6/5/2013	2113	\$1,500	St Paul the Apostle 201 Dalton Circle	Capital Campaign Religious

**The Andrews Foundation
 Contribution Listing
 January 1, 2013 to December 31, 2013
 Statement 12**

<u>Date</u>	<u>Check No.</u>	<u>Amount</u>	<u>Name and Address</u>	<u>Purpose</u>
			P.O Box 8019 Horseshoe Bay, Texas 78657	
6/18/2013	2116	\$750	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
6/24/2013	2124	\$2,500	Family Services of Greater Houston 3815 Montrose Suite 200 Houston, Texas 77006	General Fund Child and Family
6/24/2013	2117	\$2,000	Beacon 1117 Texas Avenue Houston, Texas 77002	General Fund Public Welfare
6/24/2013	2121	\$1,000	Houston Achievement Place 245 W 17th St Houston, Texas 77098	General Fund Foster Care Program
6/24/2013	2122	\$500	Lone Star Association of Charitable Clinics PO Box 684127 Austin, Texas 78768	General Fund Health
6/24/2013	2123	\$500	The Victory Tree Foundation 1009 South Maddox Ave Dumas, Texas 79029	General Fund Public Welfare
6/24/2013	2120	\$2,000	Beacon 1117 Texas Avenue Houston, Texas 77002	General Fund Public Welfare
8/5/2013	2132	\$2,000	Houston Food Bank 535 Portwall Street Houston, Texas 77029	General Fund Public Welfare
8/5/2013	2131	\$2,000	Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Houston, TX 77006	General Fund Refugee Youth Program
8/5/2013	2133	\$2,500	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
8/6/2013	2130	\$500	St Patrick's Catholic Church 309 North Spruce PO Box 398 Telluride, CO 81435	General Fund Religious
9/5/2013	2134	\$5,000	MD Anderson Cancer Center P O Box 4486 Houston, 77210-4486	General Public Health
9/5/2013	2135	\$500	Hospice Support, Inc PO Box 1417 El Campo, Texas 77437	General Fund Health
9/5/2013	2136	\$1,500	Franciscan Works PO Box 56007 Chicago, Illinois 56007	General Fund Liberia Mission
9/30/2013	2140	\$500	Rafiki Foundation PO Box 1988 Eustis, FL 32727	General Fund Public Welfare

The Andrews Foundation
Contribution Listing
January 1, 2013 to December 31, 2013
Statement 12

Date	Check No.	Amount	Name and Address	Purpose
10/31/2013	2144	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
11/9/2013	2146	\$2,000	Fruited Plains, Inc PO Box 80375 Rancho Santa Margarita, CA 92688	General Fund Religious
11/9/2013	2147	\$2,000	The Mission Continues 1141 S 7 th Street St Louis, Missouri 63104	General Youth
11/21/2013	2149	\$3,000	The American Fund for Chanties for re-granting to Harvest Time Partners 1000 N West St , Suite 1200 Wilmington, DE 19801	General Fund Public Welfare
11/21/2013	2150	\$2,000	Proyecto Desarrollo Humano 17617 Sabal Palm Drive Penitas, Texas 78576	General Fund Religious
11/21/2013	2079	\$2,500	American Red Cross 2700 Southwest Freeway Houston, TX 77098	General Fund Public Welfare
11/26/2013	2080	\$2,500	Save the Children 54 Wilton Road Westport, CT 06880	General Fund Public Welfare Children
11/26/2013	2083	\$2,500	St Dominic Village 2401 Holcombe Blvd Houston, Texas 77021	Fund for Washer/Dryer Public Welfare
11/26/2013	2084	\$2,000	Prison Entrepreneurship Program PO Box 926274 Houston, Texas 77292-6274	General Fund Public Welfare
12/5/2013	2085	\$1,000	St Dominic Village 2401 Holcombe Blvd Houston, TX 77021	General Fund Family Welfare
12/5/2013	2086	\$100	Rafiki Foundation PO Box 1988 Eustis, FL 32727	General Fund Public Welfare
12/6/2013	2087	\$1,000	Faith Foundation P O Box 677458 Orlando, FL 32867	General Fund Family and Children Welfare
12/6/2013	2088	\$1,000	Woman Inc P O Box 571898 Houston, Texas 77257	General Fund Women Public Housing
12/19/2013	2092	\$500	Casa Juan Diego P O Box 70113 Houston, Texas 77270	General Fund Public Welfare
	Total	\$113,310		

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE ANDREWS FOUNDATION	76-0537224
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	2408 KIPLING ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77098-5604	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDITH N. ANDREWS

• The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**
Telephone No. ▶ **713-528-6571** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ▶ calendar year **2013** or
- ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,071.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,571.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.