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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE CAROLYN J. AND ROBERT J. ALLISON, JR. FAMILY FOUNDATION		A Employer identification number 76-0539246
Number and street (or P O box number if mail is not delivered to street address) CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249	Room/suite 760	B Telephone number (see instructions) (832) 636-3201
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77070		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 26,220,801.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)	294,330.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	353,275.	351,825.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,917,936.			
	b Gross sales price for all assets on line 6a 12,806,818.				
	7 Capital gain net income (from Part IV, line 2)		4,917,936.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	5,565,541.	5,269,761.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	5,235.			5,235.
	c Other professional fees (attach schedule) *	60,858.	60,858.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	77,147.	2,147.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	143,240.	63,005.		5,235.
	25 Contributions, gifts, grants paid	1,237,355.			1,237,355.
26 Total expenses and disbursements. Add lines 24 and 25	1,380,595.	63,005.	0	1,242,590.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,184,946.				
b Net investment income (if negative, enter -0-)		5,206,756.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,245,339.	1,320,273.	1,320,273.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - US and state government obligations (attach schedule), **		601,396.	601,363.
		b Investments - corporate stock (attach schedule) ATCH 6	8,550,991.	14,126,968.	21,554,103.
		c Investments - corporate bonds (attach schedule) ATCH 7		2,697,909.	2,665,204.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 8	2,099,073.	73,740.	79,858.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	1,715.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,897,118.	18,820,286.	26,220,801.	
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 (attach schedule)			
	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"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	13,897,118.	18,820,286.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	13,897,118.	18,820,286.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,897,118.	18,820,286.	

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	13,897,118.
2	Enter amount from Part I, line 27a	2	4,184,946.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	738,222.
4	Add lines 1, 2, and 3	4	18,820,286.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,820,286.

**ATCH 5

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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 SEE PART IV SCHEDULE					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
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	4,917,936.	
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) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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	873,100.	19,604,186.	0.044536
2011	549,600.	19,831,268.	0.027714
2010	655,900.	16,301,513.	0.040236
2009	1,462,000.	14,674,310.	0.099630
2008	3,264,222.	20,516,611.	0.159101
2 Total of line 1, column (d)			2 0.371217
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 0.074243
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 23,634,132.
5 Multiply line 4 by line 3			5 1,754,669.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 52,068.
7 Add lines 5 and 6			7 1,806,737.
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 1,242,590.

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)		1	104,135.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	104,135.
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	104,135.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 80,228.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	80,228.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	295.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	24,202.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> DOMINICK J. TRIMARCHI Telephone no <input type="checkbox"/> 518-512-5098			
Located at <input type="checkbox"/> 126 STATE STREET, SUITE 300 ALBANY, NY ZIP+4 <input type="checkbox"/> 12207				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 <input type="checkbox"/>		
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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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)	3b	N/A
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

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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)? (see instructions) ☐ 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)? ☐

5b N/A

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

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

6b 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

7b 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 (see instructions).

(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
ATCH 10		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). 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		▶

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶

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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	19,354,714.
b	Average of monthly cash balances	1b	4,639,329.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	23,994,043.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	23,994,043.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	359,911.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,634,132.
6	Minimum investment return. Enter 5% of line 5	6	1,181,707.

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	1,181,707.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	104,135.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	104,135.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,077,572.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,077,572.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,077,572.

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	1,242,590.
b	Program-related investments - total from Part IX-B	1b	
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	1,242,590.
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,242,590.

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.

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Page **9****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				1,077,572.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 2,244,743.				
b From 2009 731,437.				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	2,976,180.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,242,590.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,077,572.
e Remaining amount distributed out of corpus	165,018.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,141,198.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,244,743.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	896,455.			
10 Analysis of line 9				
a Excess from 2009 731,437.				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 165,018.				

Form **990-PF** (2013)

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

NOT APPLICABLE

1a 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(i)(3) or

4942(1)(5)

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

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))

CAROLYN J. ALLISON & ROBERT J. ALLISON, JR.

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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
a Paid during the year				
ATCH 11				
Total			3a	1,237,355.
b Approved for future payment				
NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations



- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here		<u>5-7-14</u>	
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/type preparer's name Jennifer D. Rhoderick	Preparer's signature <i>Jennifer D. Rhoderick</i>	Date 04/30/14	Check <input type="checkbox"/> if self-employed	PTIN P00395735
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-656596	
	Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 4000 INDIANAOLIS, IN 46204			Phone no 317-681-7000	

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**THE CAROLYN J. AND ROBERT J. ALLISON, JR.
FAMILY FOUNDATION**Employer identification number**

76-0539246

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CAROLYN J. AND ROBERT J. ALLISON, JR.
FAMILY FOUNDATION

Employer identification number
76-0539246

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT J. AND CAROLYN J. ALLISON, JR. C/O TRIMARC WEALTH MGMT LLC, 126 STATE ST. ALBANY, NY 12207	\$ 294,330.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number
76-0539246

[illegible]

Name of organization **THE CAROLYN J. AND ROBERT J. ALLISON, JR.**
FAMILY FOUNDATION

Employer identification number
76-0539246

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12803370.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 7,888,882.				P	VAR 4,914,488.	VAR
3,448.		CAPITAL GAIN DISTRIBUTIONS					VAR 3,448.	VAR
TOTAL GAIN (LOSS)							<u>4,917,936.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB INTEREST INCOME	60,300.	60,300.
GOLDMAN SACHS INTEREST INCOME	73,350.	73,350.
CHARLES SCHWAB DIVIDEND INCOME	147,662.	147,662.
GOLDMAN SACHS DIVIDEND INCOME	70,513.	70,513.
GOLDMAN SACHS NONTAXABLE DIVIDEND INCOME	1,450.	
TOTAL	<u>353,275.</u>	<u>351,825.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AYCO COMPANY FEES	5,235.			5,235.
TOTALS	<u>5,235.</u>			<u>5,235.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS INVESTMENT FEES	52,442.	52,442.
CHARLES SCHWAB INVESTMENT FEES	8,416.	8,416.
TOTALS	<u>60,858.</u>	<u>60,858.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL TAX PAYMENTS	75,000.	
FOREIGN TAXES PAID	2,147.	2,147.
TOTALS	<u>77,147.</u>	<u>2,147.</u>

Schwab One® Account of
CAROLYN J & ROBERT J ALLISON J

Account Number
7222-1098

Statement Period
December 1-31, 2013

Investment Detail - Fixed Income

Agency Securities	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FFCB 4.95%17 DUE 01/03/17 CUSIP: 31331XFD9 MOODY'S: Aaa S&P: AA+	205,000.0000	111.7364	229,059.62 237,095.00 ^a	218,398.55	<1%	10,661.07 ^b	10,147.50 2.67%
FHLB 3.125%16 DUE 03/11/16 CUSIP: 3133XXP43 MOODY'S: Aaa S&P: AA+	120,000.0000	105.5977	126,717.24 126,830.00 ^a	122,598.61	<1%	4,118.63 ^b	3,750.00 2.10%
FHLMC 5%14 DUE 11/13/14 CUSIP: 3128X3L76 MOODY'S: Aaa S&P: AA+	75,000.0000	104.1559	78,116.93 77,655.00 ^a	75,390.64	<1%	2,725.29 ^b	3,750.00 4.37%
FHLMC 2.5%16 DUE 05/27/16 CUSIP: 3137EACT4 MOODY'S: Aaa S&P: AA+	160,000.0000	104.6683	167,469.28 159,816.00 ^a	159,816.00	<1%	7,653.28	4,000.00 2.52%
Total Agency Securities	560,000.0000		601,363.07 601,396.00	576,203.80	2%	25,159.27^b	Accrued Interest: 377.78 21,847.50

Total Accrued Interest for Agency Securities: 7,040.99

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANADARKO PETROLEUM CORP	858,991.	7,328,771.
ISHARES ETF	500,109.	501,063.
ISHARES IBOX INVESTMENT	1,500,374.	1,492,551.
ISHARES MSCI EMRG MKT FD	365,249.	426,309.
ISHARES MSCI EMU ETF	1,249,964.	1,313,815.
ISHARES MSCI JPN ETF	349,987.	353,463.
ISHARES RUSSELL ETF	1,500,728.	1,685,925.
ISHARES TR MSCI EAFE	999,927.	1,083,584.
ISHARES TR RUSSELL 2000	1,499,863.	1,750,127.
ISHARES TRUST	749,977.	746,198.
POWERSHARES ETF	499,966.	500,984.
POWERSHARES S&P ETF	1,001,069.	1,035,255.
SPDR S&P 500 ETF TR	1,450,812.	1,650,944.
VANGUARD FTSE EUROPE	1,249,988.	1,314,592.
WISDOMTREE JPN HDGD EQTY	349,964.	370,522.
TOTALS	<u>14,126,968.</u>	<u>21,554,103.</u>

Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds							
ANHEUSER-BUSCH 1.375%17	150,000.0000	99.7552	149,632.80	151,043.84	<1%	(1,411.04) ^b	2,062.50
DUE 07/15/17			151,368.00 ¹				1.17%
CUSIP: 03523TEN7							
MOODY'S: A3 S&P: A							
AT&T INC. 1.7%17	100,000.0000	100.5177	100,517.70	102,266.14	<1%	(1,748.44) ^b	1,700.00
DUE 06/01/17			103,086.00 ¹				1.02%
CUSIP: 00206RBF8							
MOODY'S: A3 S&P: A-							
BANK OF NOVA SCO 3.4%15F	150,000.0000	103.1264	154,689.60	150,360.95	<1%	4,328.65 ^b	5,100.00
DUE 01/22/15			151,522.50 ¹				3.16%
BANK OF NOVA SCOT CUSIP: 064149A64							
MOODY'S: Aa2 S&P: A+							
BHP BILLITON FIN 5.4%17F	100,000.0000	111.4583	111,458.30	110,877.41	<1%	580.89 ^b	5,400.00
DUE 03/29/17			117,197.00 ¹				1.92%
BHP BILLITON FIN CUSIP: 055451AF5							
MOODY'S: A1 S&P: A+							
BOTTLING GROUP LL 5.5%16	95,000.0000	110.3131	104,797.45	100,356.44	<1%	4,441.01 ^b	5,225.00
DUE 04/01/16			106,742.95 ¹				2.88%
CUSIP: 10138MAG0							
MOODY'S: A1 S&P: A							

Accrued Interest: 951.04

Accrued Interest: 141.67

Accrued Interest: 2,252.50

Accrued Interest: 1,380.00

Accrued Interest: 1,306.25

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
DUKE ENERGY CAROL 5.3% ¹⁵	150,000.0000	108.1282	162,192.30	156,138.81	<1%	6,053.40 ^b	7,950.00
DUE 10/01/15 CUSIP: 264399EM4 MOODY'S: Aa3 S&P: A			167,845.50 ¹				2.88%
EMERSON ELECTRIC CO 5% ¹⁴	145,000.0000	104.3706	151,337.37	148,404.16	<1%	2,933.21 ^b	7,250.00
DUE 12/15/14 CUSIP: 291011AS3 MOODY'S: A2 S&P: A			160,754.25 ¹				2.49%
GENERAL ELECTRIC 2.25% ¹⁵	200,000.0000	103.0595	206,119.00	198,996.07	<1%	7,122.93 ^b	4,500.00
DUE 11/09/15 CUSIP: 36962G4T8 MOODY'S: A1 S&P: AA+			197,708.00 ¹				2.52%
HEWLETT-PACKARD 4.75% ¹⁴	75,000.0000	101.6740	76,255.50	75,329.52	<1%	925.98 ^b	3,562.50
DUE 06/02/14 CUSIP: 428236AV5 MOODY'S: Baa1 S&P: BBB+			78,584.25 ¹				3.67%
HONEYWELL INTL 5.4% ¹⁶	75,000.0000	109.8934	82,420.05	80,783.51	<1%	1,636.54 ^b	4,050.00
DUE 03/15/16 CUSIP: 438516AP1 MOODY'S: A2 S&P: A			88,673.25 ¹				1.81%
						Accrued Interest: 1,192.50	

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Fixed Income (continued)

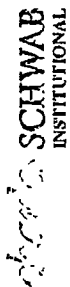
Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
JPMORGAN CHASE 2% ¹⁷ DUE 08/15/17 CUSIP: 48126EAA5 MOODY'S: A3 S&P: A	130,000.0000	101.1978	131,557.14 131,050.40 ¹	130,785.88	<1%	771.26 ^b	2,600.00 1.82%
LOWE'S CO 2.125% ¹⁶ DUE 04/15/16 CALLABLE 02/01/14 AT 100.00000 CUSIP: 548661CS4 MOODY'S: A3 S&P: A-	75,000.0000	102.6046	76,953.45 74,962.50 ¹	74,962.50	<1%	1,990.95	1,593.75 2.13%
MEDTRONIC INC. 2.625% ¹⁶ DUE 03/15/16 CUSIP: 585055AU0 MOODY'S: A2 S&P: AA-	170,000.0000	103.6803	176,256.51 168,609.40 ¹	168,609.40	<1%	7,647.11	4,462.50 2.80%
OCCIDENTAL PETRO 1.75% ¹⁷ DUE 02/15/17 CUSIP: 674599CB9 MOODY'S: A1 S&P: A	60,000.0000	101.4189	60,851.34 61,372.20 ¹	60,933.44	<1%	(82.10) ^b	1,050.00 1.24%
ORACLE CORPORATIO 1.2% ¹⁷ DUE 10/15/17 CUSIP: 68389XAN5 MOODY'S: A1 S&P: A+	200,000.0000	98.6251	197,250.20 201,352.00 ¹	201,062.64	<1%	(3,812.44) ^b	2,400.00 1.05%
Accrued Interest: 982.22							
Accrued Interest: 336.46							
Accrued Interest: 1,313.96							
Accrued Interest: 396.67							
Accrued Interest: 506.67							

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
PARKER-HANNIFIN C 5.5%18	75,000.0000	113.6114	85,208.55	87,063.71	<1%	(1,855.16)^b	4,125.00
DUE 05/15/18			89,343.75 ¹				1.66%
CUSIP: 70109HAH8							
MOODY'S: A2 S&P: A							
STRYKER CORPORATION 3%15	130,000.0000	102.6289	133,417.57	131,975.56	<1%	1,442.01^b	3,900.00
DUE 01/15/15			137,824.70 ¹				1.51%
CUSIP: 863667AA9							
MOODY'S: A3 S&P: A+							
TJX CO 4.2%15	150,000.0000	105.5348	158,302.20	153,064.28	<1%	5,237.92^b	6,300.00
DUE 08/15/15			159,492.00 ¹				2.90%
CUSIP: 872540AN9							
MOODY'S: A3 S&P: A+							
TOTAL FINA ELF 2.3%16F	100,000.0000	102.9531	102,953.10	100,379.49	<1%	2,573.61^b	2,300.00
DUE 03/15/16			100,906.00 ¹				2.12%
TOTAL FINA ELF							
CUSIP: 89152UAE2							
MOODY'S: Aa1 S&P: AA-							
UPS, INC. 3.875%14	75,000.0000	100.8571	75,642.83	75,125.60	<1%	517.23^b	2,906.25
DUE 04/01/14			77,311.50 ¹				3.18%
CUSIP: 911312AL0							
MOODY'S: Aa3 S&P: A+							
Accrued Interest: 677.22							
Accrued Interest: 726.56							

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



Schwab One® Account of
CAROLYN J & ROBERT J ALLISON J

Account Number
7222-1098

Statement Period
December 1-31, 2013

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
VERIZON COMMS 5.5%18	65,000.0000	113.0477	73,481.01	74,794.05	<1%	(1,313.04) ^b	3,575.00
DUE 02/15/18 CUSIP: 92343VAL8			76,616.80 ¹				1.69%
MOODY'S: Baa1 S&P: BBB+							
WELLS FARGO BANK 1.5%18	95,000.0000	98.8530	93,910.35	95,500.62	<1%	(1,590.27) ^b	1,425.00
DUE 01/16/18 CUSIP: 94974BFG0			95,586.15 ¹				1.36%
MOODY'S: A2 S&P: A+							
Total Corporate Bonds	2,565,000.0000		2,885,204.32	2,828,814.02	10%	36,390.30 ^b	Accrued Interest: 653.73
		Total Cost Basis:	2,697,509.10				83,437.50

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS HEDGE FUND/REAL ESTATE	73,740.	79,858.
TOTALS	<u>73,740.</u>	<u>79,858.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT TO BASIS OF STOCK	738,222.
TOTAL	<u>738,222.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. ALLISON CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249, SUITE 760 HOUSTON, TX 77070	PRESIDENT 1.00	0	0	0
CAROLYN J. ALLISON CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249, SUITE 760 HOUSTON, TX 77070	TREASURER 1.00	0	0	0
JANE S. ALLISON CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249, SUITE 760 HOUSTON, TX 77070	SECRETARY 1.00	0	0	0
ANN A. STANISLAW CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249, SUITE 760 HOUSTON, TX 77070	DIRECTOR 1.00	0	0	0
AMY A. WATKINS CHASEWOOD CROSSING ONE 19500 STATE HIGHWAY 249, SUITE 760 HOUSTON, TX 77070	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ST. JUDE CHILDREN'S RESEARCH HOSPITAL INC 262 DANNY THOMAS PLACE MEMPHIS, TX 38105	NONE PC		CHARITABLE	1,000
TOMBALL PREGNANCY CENTER 990 VILLAGE SQUARE DRIVE TOMBALL, TX 77375	NONE PC		CHARITABLE	60,000
THE 100 CLUB, INC. 5555 SAN FELIPE ST , STE 1750 HOUSTON, TX 77056	NONE PC		CHARITABLE	4,100
AMERICAN ACADEMY OF CRISIS COUNSELING P O. BOX 1157 ROCKDALE, TX 76567	NONE PC		CHARITABLE	500,000
PARKER COUNTY CENTER OF HOPE P O. BOX 190 WEATHERFORD, TX 76086	NONE PC		CHARITABLE	200,000
ARTHRITIS FOUNDATION INC. 1330 WEST PEACHTREE ST., #100 ATLANTA, GA 30309	NONE PC		CHARITABLE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLE CHILDREN 2222 WELBORN STREET DALLAS, TX 75219	NONE PC		CHARITABLE	28,000
ADVENT PRESBYTERIAN CHURCH 1879 N. GERMANTOWN PKWY CORDOVA, TN 38016	NONE PC		CHARITABLE	41,000
CLIFF WILLIAMS MEMORIAL FOUNDATION P.O. BOX 2990 JENA, LA 71342	NONE NC		CHARITABLE	1,000
JUNIOR ACHIEVEMENT OF SOUTHEAST TEXAS INC 2115 E GOVERNORS CIRCLE HOUSTON, TX 77092	NONE PC		CHARITABLE	5,000
AMERICAN NATIONAL RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE PC		CHARITABLE	25,000
SAN FRANCISCO BAY AREA COUNCIL BSA 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE PC		CHARITABLE	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNITED WAY WORLDWIDE 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314	NONE PC		CHARITABLE	60,000
BAYLOR UNIVERSITY ONE BEAR PLACE 97043 WACO, TX 76798	NONE PC		CHARITABLE	203,755
BRIDGE OVER TROUBLED WATERS INC P.O. BOX 3488 PASADENA, TX 77501	NONE PC		CHARITABLE	40,000
MEMORIAL HERMANN HEALTH SYSTEM 909 FROSTWOOD HOUSTON, TX 77024	NONE PC		CHARITABLE	25,000
BIBLEWAY CHURCH OF HOLINESS 6201 HIRSCH ROAD HOUSTON, TX 77026	NONE PC		CHARITABLE	10,000
SPRING ASSISTANCE MINISTRIES INC 810 EAST LOUETTA ROAD SPRING, TX 77373	NONE PC		CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON, TX 77007	NONE SO I	CHARITABLE	20,000.
TOTAL CONTRIBUTIONS PAID			1,237,355.