Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
SHADYWOOD FOUNDATION

A Employer identification number
76-0592215

Number and street (or P O box number if mail is not delivered to street address)
1001 FANNIN
ROOM/SUITE 720

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77002

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)* ▶$ 1,398,277

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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)	1,019,060			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16	16		
	4	Dividends and interest from securities	17,855	17,855		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	109,323			
	b	Gross sales price for all assets on line 6a 333,441				
	7	Capital gain net income (from Part IV, line 2)		109,323		
	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	1,146,254	127,194		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,650			
	b	Accounting fees (attach schedule)	2,575	2,575		
	c	Other professional fees (attach schedule)	1,604	1,604		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,332	24		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,761	4,761		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,922	8,964		0
	25	Contributions, gifts, grants paid	110,470			110,470
	26	**Total expenses and disbursements.** Add lines 24 and 25	123,392	8,964		110,470
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,022,862			
	b	**Net investment income** (if negative, enter -0-)		118,230		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	78,538	39,458	39,458
	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	500	1,602	1,602
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	60	945,150	1,357,217
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	79,098	986,210	1,398,277
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	79,098	986,210	
	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 page 17 of the instructions)	79,098	986,210	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	79,098	986,210	

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	79,098
2	Enter amount from Part I, line 27a	2	1,022,862
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	1,101,960
5	Decreases not included in line 2 (itemize) ▶ ________	5	115,750
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	986,210

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	COCA COLA	D	2011-12-21	2013-08-15
d	COCA COLA	D	2012-03-21	2013-11-04
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	157,988		143,796	14,192
b	116,904		80,292	36,612
c	38,977		20	38,957
d	19,478		10	19,468
e				

	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				14,192
b				36,612
c				38,957
d				19,468
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	109,323
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	14,192

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 page 18 of 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	124,318	165,490	0 751212
2011	168,263	92,186	1 825255
2010	184,675	175,190	1 054141
2009	102,590	233,323	0 439691
2008	128,361	254,274	0 504814

2	**Total** of line 1, column (d).	2	4 575113
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 915023
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,085,501
5	Multiply line 4 by line 3.	5	993,258
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,182
7	Add lines 5 and 6.	7	994,440
8	Enter qualifying distributions from Part XII, line 4.	8	110,470

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	2,365
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	2,365
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,365
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,100		
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	2,100
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	265
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** ▶ **Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶N/A

14 The books are in care of ▶ROBERT A WEIGLE Telephone no ▶(713) 652-6113

Located at ▶1001 FANNIN SUITE 722 HOUSTON TX ZIP+4 ▶77002

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 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ 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)?	☐ Yes ☑ 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)	☐ Yes ☑ 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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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		
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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**

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

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? **6b** No

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? **7b**

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
See Additional Data Table				

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 ▶

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	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	1,064,615
b	Average of monthly cash balances	1b	37,416
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,102,031
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	1,102,031
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,530
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,085,501
6	**Minimum investment return.** Enter 5% of line 5	6	54,275

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	54,275
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,365		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,365
3	Distributable amount before adjustments Subtract line 2c from line 1			3	51,910
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	51,910
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	51,910

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	110,470
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	110,470
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	110,470

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				51,910
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 128,505				
b From 2009. 102,590				
c From 2010. 181,765				
d From 2011. 163,732				
e From 2012. 118,087				
f Total of lines 3a through e.	694,679			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 110,470				
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.				51,910
e Remaining amount distributed out of corpus	58,560			
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	753,239			
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				0
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) . . .	128,505			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	624,734			
10 Analysis of line 9				
a Excess from 2009. . . . 102,590				
b Excess from 2010. . . . 181,765				
c Excess from 2011. . . . 163,732				
d Excess from 2012. . . . 118,087				
e Excess from 2013. . . . 58,560				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 organization 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))

DANIEL C BEVERLY B ARNOLD

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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*				
See Additional Data Table				
Total . . . . ▶ **3a**				110,470
b *Approved for future payment*				
DBSA GREATER HOUSTON 3800 BUFFALO SPEEDWAY350 HOUSTON,TX 77098			ANNUAL FUND	3,000
LONE STAR FLIGHT MUSEUM 2002 TERMINAL DRIVE GALVESTON,TX 77554			ANNUAL FUND	10,000
Total . . . . ▶ **3b**				13,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16	
4 Dividends and interest from securities			14	17,855	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	109,323	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				127,194	

13 Total. Add line 12, columns (b), (d), and (e) **13** 127,194

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)

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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-08-04	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
CYNTHIA G MATTHEWS		2014-08-13		P00286341

Firm's name ▶ STEVENS & MATTHEWS LLP	Firm's EIN ▶ 26-3922905
Firm's address ▶ 1177 WEST LOOP S STE 600 HOUSTON, TX 770279057	Phone no (713) 621-1177

Form 990PF Part VIII Line 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
DANIEL C ARNOLD 1001 FANNIN SUITE 720 HOUSTON,TX 77002	CHAIRMAN/DIR 1 00	0	0	0
BEVERLY B ARNOLD 1001 FANNIN SUITE 720 HOUSTON,TX 77002	PRES/DIRECTO 1 00	0	0	0
ALICE A HELMS 1001 FANNIN SUITE 720 HOUSTON,TX 77002	VP/DIRECTOR 1 00	0	0	0
SUSAN A MARTIN 1001 FANNIN SUITE 720 HOUSTON,TX 77002	VP/DIRECTOR 1 00	0	0	0
STEVEN D ARNOLD 1001 FANNIN SUITE 720 HOUSTON,TX 77002	VP/DIRECTOR 1 00	0	0	0
ROBERT A WEIGLE 1001 FANNIN SUITE 722 HOUSTON,TX 77002	EXEC DIRECT 1 00	0	0	0

Form 990PF Part XV Line 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*				
AMAZING PLACE 3735 DREXEL HOUSTON,TX 77027			ANNUAL FUND	1,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA HOUSTON,TX 770303411			ANNUAL FUND	500
CAMP FOR ALL 10500 NW FREEWAY STE 220 HOUSTON,TX 77092			ANNUAL FUND	5,000
CENTER FOR HOUSTON'S FUTURE 1200 SMITH STE 1150 HOUSTON,TX 77002			ANNUAL FUND	2,500
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS,TX 775623199			ANNUAL FUND	1,000
DBSA GREATER HOUSTON 3800 BUFFALO SPEEDWAY350 HOUSTON,TX 77098			ANNUAL FUND	10,000
EPISCOPAL DIOCESE OF WEST TEXAS PO BOX 6885 SAN ANTONIO,TX 78209			ANNUAL FUND	25,000
FAMILY GATEWAY 5840 W NORTHWEST HIGHWAY DALLAS,TX 75225			ANNUAL FUND	2,500
JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON,TX 77027			ANNUAL FUND	1,000
MENNINGER FOUNDATION PO BOX 809045 HOUSTON,TX 77280			ANNUAL FUND	5,000
MFAH PO BOX 4606 HOUSTON,TX 772104606			ANNUAL FUND	1,500
OPEN DOOR MISSION FOUNDATION 5803 HARRISBURG HOUSTON,TX 77011			ANNUAL FUND	500
SUSAN G KOMEN NORTH TEXAS PO BOX 678435 DALLAS,TX 75267			ANNUAL FUND	300
TEACH FOR AMERICA 4669 SOUTHWEST FEEWAY SUITE 600 HOUSTON,TX 77027			ANNUAL FUND	1,000
TEXAS CHILDREN'S HOSPITAL 1919 SOUTH BRAESWOOD SUITE 5214 HOUSTON,TX 77030			ANNUAL FUND	24,170
Total . . . . ▶ **3a**				110,470

Form 990PF Part XV Line 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*				
THE HERITAGE SOCIETY 1100 BAGBY ST HOUSTON,TX 77002			ANNUAL FUND	1,000
THE JUNG CENTER 5200 MONTROSE BLVD HOUSTON,TX 77006			ANNUAL FUND	2,500
THE RISE SCHOOL 5618 H MARK CROSSWELL JR HOUSTON,TX 77021			ANNUAL FUND	5,000
THETA CHARITY ANTIQUE SHOW 4212 SAN FELIPE HOUSTON,TX 77027			ANNUAL FUND	5,000
TROTTER FAMILY YMCA 1331 AUGUSTA DRIVE HOUSTON,TX 77057			ANNUAL FUND	5,000
UNITED WAY OF GREATER HOU PO BOX 3247 HOUSTON,TX 77253			ANNUAL FUND	10,000
YMCA OF GREATER HOUSTON 2600 NORTH LOOP WEST SUITE 300 HOUSTON,TX 77092			ANNUAL FUND	1,000
Total . . . . ▶ **3a**				110,470

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at ***www.irs.gov/form990***.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
SHADYWOOD FOUNDATION	76-0592215

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 foundation

Check 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 for 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 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 990PF, 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	Employer identification number
SHADYWOOD FOUNDATION	76-0592215

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	ALICE DAVID C BINTLIFF FOUNDATION 1001 FANNIN STE 720 HOUSTON, TX77002	$ 1,019,060	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
SHADYWOOD FOUNDATION

Employer identification number
76-0592215

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECS-SEE DETAIL	$ 802,700	2013-01-03

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SHADYWOOD FOUNDATION

Employer identification number
76-0592215

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

TY 2013 Accounting Fees Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	2,575	2,575		

TY 2013 Compensation Explanation

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Person Name	Explanation
DANIEL C ARNOLD	
BEVERLY B ARNOLD	
ALICE A HELMS	
SUSAN A MARTIN	
STEVEN D ARNOLD	
ROBERT A WEIGLE	

TY 2013 Investments Corporate Stock Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COCA COLA	30	61,965
LEUCADIA NATIONAL		1,474
CRIMSON WINE		44
NORTHERN TRUST	945,120	1,293,734

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TY 2013 Legal Fees Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,650			

TY 2013 Other Assets Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL COSTS	3,478	3,478	3,478
ACCUM AMORT ORG COSTS	-3,478	-3,478	-3,478

TY 2013 Other Decreases Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Description	Amount
DIFF IN BASIS & FMV CONTRIBUTED SECS	115,750

TY 2013 Other Expenses Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE SUPPLIES				
OTHER DEDUCTIONS	4,400	4,400		
OTHER PORTFOLIO DEDUCTIONS 2	361	361		

TY 2013 Other Professional Fees Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES	1,604	1,604		

TY 2013 Taxes Schedule

Name: SHADYWOOD FOUNDATION

EIN: 76-0592215

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	2,308			
FOREIGN TAX WITHHELD	24	24		

as of 12/31/2012 Market Value	as of 12/31/2012 Market Price	as of 12/31/2012 Share/Par Value	Shadywood Foundation Asset Name
$ 5,857.46	$ 59.77	98	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK
$ 5,427.24	$ 18.46	294	CHICOS FAS INC COM
$ 6,533.50	$ 44.75	146	BALL CORP COM
$ 14,166.34	$ 108.14	131	CHEVRON CORP COM
$ 6,869.82	$ 37.54	183	CARMAX INC COM
$ 15,562.20	$ 70.10	222	JOHNSON & JOHNSON COM USD1
$ 24,060.90	$ 86.55	278	EXXON MOBIL CORP COM
$ 7,059.15	$ 28.35	249	SUN TR BANKS INC COM
$ 11,300.29	$ 43.97	257	JPMORGAN CHASE & CO COM
$ 10,209.55	$ 73.45	139	GILEAD SCIENCES INC
$ 11,112.22	$ 33.32	333.5	ORACLE CORP COM
$ 7,278.90	$ 191.55	38	INTERNATIONAL BUSINESS MACHS CORP COM
$ 9,293.38	$ 40.94	227	MERCK & CO INC NEW COM
$ 6,097.20	$ 101.62	60	CDN PAC RY LTD COM CDN PAC RY LTD
$ 7,382.49	$ 33.71	219	AT&T INC COM
$ 9,143.32	$ 25.54	358	NEWS CORP CL A COM
$ 5,950.28	$ 75.32	79	CHUBB CORP COM
$ 9,785.49	$ 68.43	143	PEPSICO INC COM
$ 7,462.26	$ 63.78	117	THERMO FISHER CORP
$ 6,705.42	$ 19.78	339	D R HORTON INC COM
$ 8,373.12	$ 7.12	1176	REGIONS FINL CORP NEW COM
$ 10,047.24	$ 62.02	162	QUALCOMM INC COM
$ 4,097.10	$ 39.02	105	MACYS INC COM STK
$ 7,216.50	$ 42.45	170	TJX COS INC COM NEW
$ 9,336.66	$ 51.02	183	EBAY INC COM USD0.001
$ 8,686.44	$ 53.62	162	STARBUCKS CORP COM
$ 8,405.28	$ 40.41	208	GENERAL MILLS INC COM
$ 7,994.34	$ 57.93	138	CAP 1 FNCL COM
$ 5,906.01	$ 16.27	363	HERTZ GLOBAL HLDGS INC COM
$ 8,719.10	$ 35.30	247	AMERICAN INTERNATIONAL GROUP INC COM
$ 14,923.89	$ 20.99	711	GENERAL ELECTRIC CO
$ 14,511.60	$ 11.60	1251	BANK OF AMERICA CORP
$ 7,692.10	$ 59.17	130	TARGET CORP COM STK
$ 9,334.32	$ 491.28	19	MASTERCARD INC CL A
$ 4,376.64	$ 31.04	141	GAP INC COM
$ 8,808.75	$ 36.25	243	COCA COLA CO COM
$ 8,391.78	$ 60.81	138	ILL TOOL WKS INC COM
$ 5,038.39	$ 30.17	167	HCA HLDGS INC COM
$ 9,822.12	$ 127.56	77	GOLDMAN SACHS GROUP INC COM
$ 10,937.60	$ 34.18	320	WELLS FARGO & CO NEW COM STK
$ 7,452.00	$ 54.00	138	EXPRESS SCRIPTS HLDG CO COM
$ 7,478.79	$ 57.09	131	LYONDELLBASELL INDU-CL A-W/I
$ 8,336.70	$ 53.10	157	PHILLIPS 66 COM
$ 6,401.87	$ 120.79	53	EOG RESOURCES INC COM
$ 5,703.60	$ 29.40	194	MAXIM INTEGRATED PRODS INC COM
$ 6,522.12	$ 53.46	122	CIGNA CORPORATION
$ 7,038.46	$ 27.82	253	WEYERHAEUSER CO COM
$ 6,924.96	$ 27.48	252	MYLAN INC
$ 8,822.33	$ 63.47	139	HONEYWELL INTL INC COM STK
$ 6,364.00	$ 86.00	74	WATSON PHARMACEUTICALS INC COM
$ 13,648.20	$ 39.56	345	CITIGROUP INC COM NEW COM NEW
$ 8,213.52	$ 146.67	56	BIOGEN IDEC INC COM STK
$ 5,580.08	$ 63.41	88	FAMILY DLR STORES INC COM
$ 10,057.60	$ 125.72	80	UNION PAC CORP COM
$ 7,324.02	$ 26.73	274	MICROSOFT CORP COM
$ 4,182.51	$ 82.01	51	UNITED TECHNOLOGIES CORP COM
$ 5,286.54	$ 42.98	123	KOHLS CORP COM
$ 6,765.20	$ 26.02	260	KROGER CO COM
$ 9,709.76	$ 31.94	304	US BANCORP
$ 15,785.50	$ 65.50	241	ABBOTT LAB COM
$ 5,947.50	$ 79.30	75	WESTLAKE CHEM CORP COM STK
$ 8,407.05	$ 68.35	123	NATIONAL OILWELL VARCO COM STK
$ 9,181.05	$ 94.65	97	MONSANTO CO NEW COM

as of 12/31/2012 Market Value	as of 12/31/2012 Market Price	as of 12/31/2012 Share/Par Value	Shadywood Foundation Asset Name
$ 8,265.60	$ 78.72	105	CELGENE CORP COM
$ 7,009.15	$ 68.05	103	EASTMAN CHEM CO COM
$ 10,764.00	$ 89.70	120	BERKSHIRE HATHAWAY INC-CL B
$ 6,027.78	$ 91.33	66	WHOLE FOODS MKT INC COM
$ 14,019.72	$ 25.08	559	PFIZER INC COM
$ 6,111.16	$ 80.41	76	ASHLAND INC NEW COM
$ 9,367.68	$ 83.64	112	PHILIP MORRIS INTL COM STK NPV
$ 10,346.90	$ 48.35	214	CVS CAREMARK CORP COM STK
$ 12,059.29	$ 709.37	17	GOOGLE INC CL A CL A
$ 7,503.20	$ 66.40	113	YUM BRANDS INC COM
$ 9,707.10	$ 19.65	494	CISCO SYSTEMS INC
$ 8,545.68	$ 86.32	99	AMGEN INC COM
$ 7,900.30	$ 19.90	397	YAHOO INC COM
$ 6,681.60	$ 55.68	120	MOTOROLA SOLUTIONS INC
$ 11,009.30	$ 61.85	178	HOME DEPOT INC COM
$ 4,157.94	$ 31.74	131	PERKINELMER INC COM
$ 12,220.20	$ 67.89	180	PROCTER & GAMBLE COM NPV
$ 12,858.72	$ 37.38	344	COMCAST CORP NEW-CL A
$ 5,331.92	$ 32.12	166	FOOT LOCKER INC COM
$ 7,404.04	$ 34.12	217	VALERO ENERGY CORP COM STK NEW
$ 29,849.68	$ 533.03	56	APPLE INC COM STK
$ 11,065.34	$ 151.58	73	VISA INC COM CL A STK
$ 6,097.56	$ 59.78	102	TRIMBLE NAV LTD COM
$ 4,375.70	$ 46.55	94	HOLLYFRONTIER CORP COM
$ 4,018.84	$ 18.52	217	ALKERMES PLC SHS
$ 6,560.34	$ 20.63	318	INTEL CORP COM
$ 9,316.32	$ 89.58	104	CATERPILLAR INC COM
$ 8,134.76	$ 43.27	188	VERIZON COMMUNICATIONS COM
$ 4,980.79	$ 68.23	73	WAL-MART STORES INC COM
$ 802,700.36			
$ 216,360.24			Northern Trust Money Market Account
$ 1,019,060.60			Total