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Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

▶ Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

H E B TOURNAMENT OF CHAMPIONS

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

646 S MAIN AVE

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

SAN ANTONIO TX 78204

G Check all that apply:

☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,139,605

J Accounting method: ☐ Cash ☒ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

76-6187819

B Telephone number (see instructions)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)	6,550,367			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
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)	0			
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	6,550,367	0	0	
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)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	113,085			
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,164,525			
24 Total operating and administrative expenses. Add lines 13 through 23	1,277,610	0	0	0
25 Contributions, gifts, grants paid	4,843,117			4,843,117
26 Total expenses and disbursements. Add lines 24 and 25	6,120,727	0	0	4,843,117
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	429,640			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5,592,465	6,139,605	6,139,605
	2 Savings and temporary cash investments			
	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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	5,592,465	6,139,605	6,139,605	
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 ▶ ☐ 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	5,592,465	6,139,605	
	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)	5,592,465	6,139,605	
31 Total liabilities and net assets/fund balances (see instructions)	5,592,465	6,139,605		

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	5,592,465
2 Enter amount from Part I, line 27a	2	429,640
3 Other increases not included in line 2 (itemize) ▶ <u>STATEMENT 4</u>	3	117,500
4 Add lines 1, 2, and 3	4	6,139,605
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	6,139,605

Part IV Capital Gains and Losses for Tax on Investment Income

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

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	3,872,542	5,647,555	0.6857
2011	3,059,614	3,773,017	0.8109
2010	2,451,833	2,617,242	0.9368
2009	5,474,613	2,188,987	2.5010
2008	3,025,708	2,567,617	1.1784

2 Total of line 1, column (d)	2	6.1128
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	1.2226
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,146,292
5 Multiply line 4 by line 3	5	7,514,457
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	7,514,457
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	4,843,117

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 ☐ 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	
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	0
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	0
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	239
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	239
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	239
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 239 Refunded	11	0

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)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?	N/A	
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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> Statement 3	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MEGAN ROONEY Telephone no. ► 210-939-9455 Located at ► 646 S. MAIN AVENUE, SAN ANTONIO, TX ZIP+4 ► 72804-1210			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)?	1b	N/A
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	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? ☐ Yes ☐ No If "Yes," list the years ► 20 , 20 , 20 , 20	2a	
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. ► 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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

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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **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
- If "Yes" to 6b, file Form 8870. **6b** X
- 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
MARTIN H. OTTO 646 S. MAIN; SAN ANTONIO, TX 78204	TRUSTEE HOURS VARY	0	0	0
WINELL I. HERRON 646 S. MAIN; SAN ANTONIO, TX 78204	TRUSTEE HOURS VARY	0	0	0
ROBERT D. LOEFFLER 646 S. MAIN; SAN ANTONIO, TX 78204	TRUSTEE HOURS VARY	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

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
KATHY ASHWIN	COORDINATION CONSULTING	
1610 WINSTON COVE		90,468
SAN ANTONIO, TX 78260		
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 NONE	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,238,076
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,238,076
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	6,238,076
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	91,784
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,146,292
6	Minimum investment return. Enter 5% of line 5	6	307,315

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	307,315
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	307,315
4	Recoveries of amounts treated as qualifying distributions	4	117,500
5	Add lines 3 and 4	5	424,815
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	424,815

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	4,843,117
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	4,843,117
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	4,843,117

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				424,815
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 2,897,412				
b From 2009 5,365,203				
c From 2010 2,236,271				
d From 2011 2,869,989				
e From 2012 3,559,164				
f Total of lines 3a through e	16,928,039			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 4,843,117				
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				424,815
e Remaining amount distributed out of corpus	4,418,302			
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	21,346,341			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	21,346,341			
10 Analysis of line 9:				
a Excess from 2009 5,365,203				
b Excess from 2010 2,236,271				
c Excess from 2011 2,869,989				
d Excess from 2012 3,559,164				
e Excess from 2013 4,418,302				

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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).)

NONE

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

NONE

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

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

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

HEB TOURNAMENT OF CHAMPIONS ATT: DIRECTOR-PUBLIC AFFAIRS; 646 S. MAIN AVE.; SAN ANTONIO, TX 78204

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

LETTER

- c** Any submission deadlines:

NONE

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

NONE

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 <i>Paid during the year</i> SEE STATEMENT 1				4,843,117
Total			▶ 3a	4,843,117
b <i>Approved for future payment</i> 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.)

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> | <p>Yes</p> | <p>No</p> |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | |
| <p>(1) Cash</p> | 1a(1) | X |
| <p>(2) Other assets</p> | 1a(2) | X |
| <p>b Other transactions:</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | X |
| <p>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.</p> | | |

[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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date July 29, 2014 TRU
Title _____

TRUSTEE
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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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**

H E B TOURNAMENT OF CHAMPIONS

Employer identification number

76-6187819

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 $\frac{1}{3}$ % 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization**Employer identification number**

H E B TOURNAMENT OF CHAMPIONS

76-6187819

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	SEE STATEMENT 2	\$ 6,550,367	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

H E B TOURNAMENT OF CHAMPIONS

Employer identification number

76-6187819

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

Name of organization H E B TOURNAMENT OF CHAMPIONS	Employer identification number 76-6187819
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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
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----

H-E-B TOURNAMENT OF CHAMPIONS**EMPLOYER ID: 76-618719****990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION****FOR CALENDAR YEAR 2013****STATEMENT 1**

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 Plus Black Girls Coalition	2013 Luncheon	3,000
Abilene Philharmonic Association, Inc.	2013 Youth Orchestra Program	10,000
Acres Home Chamber for Business & Economic	English/Spanish Literacy Classes	6,000
Adelante U.S. Education Leadership Fund	2013 Natl Leadership Inst & Recruitment	15,000
Alamo Heights School Foundation	Alamo Heights Wellness Program	25,000
Any Baby Can	Rockin Roundup	10,000
Arc of San Antonio	2013 TOC Charity Work Project	50,000
ArtPace	\$45K Pledge-ArtElements Educ Program	15,000
Asian Pacific American Heritage Association	APAHA Scholarship	2,000
Assistance League of San Antonio	\$60K Pledge	20,000
August Heart	Cardiac Screening Event	25,000
Austin Child Guidance Center	Austin Originals Benefit Concert	15,000
Austin Children's Choir	Music education for children	10,000
Austin Children's Shelter	A Night of Giving Dangerously Gala	10,000
Austin Lyric Opera	Austin Lyric Opera's Education and Community Outreach	10,000
Austin Smiles - The Austin Plastic Surgeon	Wish Upon a Smile	5,000
Austin Summer Musical for Children	Live music theater for children	2,000
Austin YMBL Sunshine Camps	Austin Sunshine Camp-Capital Campaign	100,000
BABA SUPPORT OUR TROOPS INC	2013 OFH/TOC Community Project	75,000
Ballet Austin	School Shows	15,000
Ballet San Antonio	The Nutcracker	10,000
Ballet San Antonio	Cinderella	25,000
Barbara Bush Foundation for Family Literacy	A Celebration of Reading	10,000
BCFS-Health and Human Services	Kerrville Transition Center Capital Campaign	50,000
Beaumont Art League	Art Adventures 2013-Summer Art Camp	3,000
Beaumont Public Library System	Summer Reading Club Celebration	2,000
Beaumont Public School Foundation, Inc	Awards Program	5,000
Black Professional Cowboys and Cowgirls Association	2013 Scholarship Program	15,000
Books are the Beginning	Fall into Reading	5,000
BookSpring	2013 Read-A-Thon: "Be a Book Hero"	5,000
BookSpring	Read Across Austin 2014 Read-A-Thon	5,000
Boy Scouts of America	Learning for Life	5,000
Boys & Girls Club of Edinburg RGV	Education & Technology Program	5,000
Boys and Girls Club of Gatesville	Renovations for new Clubhouse	10,000
Boys and Girls Club of Greater Houston	Diplomas to Degrees	25,000
Boys and Girls Club of Harlingen	Summer/Afterschool Feeding Programs	10,000
Boys and Girls Club of San Antonio	\$45K Pledge-Aquatics Restore-Eastside	15,000
Boys and Girls Club of the Austin Area	Austin Specialty Beer Fest	5,000
Boysville	\$70 Pledge	25,000
Brenham High School	Brenham High School: English as a Second Language	2,000
Brighton Center	A Taste of the Northside	12,500

H-E-B TOURNAMENT OF CHAMPIONS**EMPLOYER ID: 76-618719****990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION****FOR CALENDAR YEAR 2013****STATEMENT 1**

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Buffalo Valley Youth Association	Phase II of Schertz Ballpark	5,000
Calallen Percussion Theater	Calallen Percussion Theater	1,000
Camp Fire USA - Balcones Council	Camp Fire Absolutely Incredible Kids	5,000
Casa de la Cultura/El Comite Cultural del	Spring/Summer/Winter 2013 Art	10,000
CASA of the Coastal Bend	Superheroes "Building for Children's Futures" Can	50,000
Center for Women & Their Work	It Takes ART to Spell SmART!	6,000
Centers for Children & Families	Kids First	10,000
Chabad Lubavitch of South Texas	Camp Gan Israel Aquatics Program	10,000
Charity Ball Association	2013 Annual Donation	10,000
Child Advocates of San Antonio	Growth Achievement Pilot (GAP)	30,000
Children At Heart Ministries, Inc.	Children at Heart Ministries Golf	5,000
Children's Books on Wheels	Seed to Read	2,500
Children's Day Celebration	Children's Day Celebration	5,000
Children's Defense Fund/CDF-TX Rio Grande	Children's Defense Fund Freedom Schools	15,000
City of McAllen	Gus & Goldie Learn to Swim	4,000
City of San Antonio - MLK Commission	2012 MLK March-replaced check 2716	10,000
Collaborative for Children	Spirit of Collaboration Gala	12,500
COLUMBUS BAND BOOSTERS	SCHOLARSHIP	2,500
Communities in Schools of Laredo, Inc.	Communities in Schools Laredo, Inc.	5,000
Communities in Schools of San Antonio, In	Support for At-risk Youth	25,000
Communities in Schools of San Antonio, In	Communities In Schools of San Antonio Program S	25,000
Cultural Activities Center	Arts in Education and Culture Series	5,000
Deer Park Education Foundation	Teacher Education Grants	3,000
Del Mar College	Double The Dreams	20,000
Down Syndrome Association of South Texas	Outreach Program	10,000
Down Syndrome Association of South Texas	Buddy Walk	10,000
E3 Alliance	Missing School Matters	15,000
Eagle Pass Independent School District	Eagle Pass ISD Education Foundation Schools	25,000
Edgewood Education Foundation of San Anto	Education Education Foundation Scholarship	10,000
El Amistad Club of Round Rock	Scholarship Program for HS Grad Seniors	2,500
Ella Austin Community Center	2013 TOC Charity Work Project	50,000
Eva's Heroes	Casino Night 2012	25,000
Family Empowered	2013-2014 School Connections Fairs	10,000
Family Violence Prevention Services, Inc.	\$100K Pledge - Program Service Funding	25,000
Film School of Austin, Inc., d/b/a Austin	AFS Community Education	10,000
Fire Museum of Texas	Fire Prevention & Family Safety Festival	1,000
Fort Bend ISD Education Foundation	Grants to teachers and schools	5,000
Friends of Northside Libraries	Library Palooza 2014: That Author Thing	5,000
Friends of the Bulverde/Spring Branch Lib	Library Children's Summer Reading Prog	5,000
GENAustin	We Are Girls Conference	10,000
Genesys Works-Houston	Three Options: Win/Win, Breaking Through	10,000

H-E-B TOURNAMENT OF CHAMPIONS**EMPLOYER ID: 76-618719****990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION****FOR CALENDAR YEAR 2013****STATEMENT 1**

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Georgetown Palace Theatre, Inc	2013-2014 Children's Programming	15,000
Georgetown Symphony Society, Inc.	Annual Holiday Concert	6,000
Girlstart	STEM Programs 2013-2014	5,000
Granbury Education Foundation	Teacher Grants	5,000
Harris County Street Olympics, Inc.	The Cafe @ Finnigan Park	5,000
Help Educate Texas Children, Inc.	Help Educate Texas Children	5,000
Helping Hand Home for Children	The Crystal Ball	5,000
Helping Hand Home for Children	Champions for Children	2,500
High Sky Children's Ranch, Inc.	Operating Support	15,000
Hill Country Arts Foundation	2013 Young Artist's Summer Camp	5,000
Hispanas Unidas	The Escuelitas Leadership/Mentor Prog	10,000
Hispanic Leadership Development Foundatio	4th Annual CORE\$ STEM Expo	15,000
Holocaust Museum Houston	All Behaviors Count	10,000
Hondo Education Foundation	2013 Fundraising Campaign	5,000
Hope Stone, Inc.	Hope Stone, Inc. 2013-2014 Programming	5,000
Houston Livestock Show & Rodeo	Rabbit/Cavy	3,000
Humble ISD	Camp Nobis Est/Keep Calm and Lead On	150
IEA - Inspire - Encourage - Achieve	Camp Bright Star	10,000
Jazz Education	2013 Annual Summer Jazz Workshop	20,000
Junior Achievement - South Texas	2012-2013 Corporate Sponsorship	78,500
Junior Achievement - South Texas	2013-2014 Program Support	78,500
Junior Achievement of Southeast Texas	Junior Achievement programming for great	25,000
KIPP Academy - Houston	\$1 Million Pledge	100,000
KIPP Aspire Academy	\$1 Million Pledge	100,000
Klein ISD Education Foundation	2013-2014 Teacher Education Grants	5,000
Knowledge Arts Foundation	Touchdown for Knowledge Arts Foundation	10,000
Lake Travis Education Foundation	A Red Carpet Affair-LTEF's 2013 Gala	3,000
Latinitas, Inc.	College Chica Conference	2,500
Lexi's Place	Food and Nutrition Education	10,000
Literacy San Antonio	SAReads	25,000
Making It Better	Making It Better's Literacy Program	2,500
Manor ISD Education Foundation	2013 MEF Annual Gala	1,500
Martinez Street Women's Center	Girl Zone	10,000
Mayor's Anti Gang Office	2013 Youth Enrichment Program	2,000
Mayor's Anti Gang Office	Seasonal Youth Enrichment Program	4,000
Midland Children's Rehabilitation Center	Hippotherapy	10,000
Midway ISD Education Foundation	Grants for Great Ideas	2,500
Milby Hispanic Alumni Association, Inc	Milby Hispanic Alumni Assoc Golf Tourney	2,500
Mission Road Developmental Center	S.O.A.R. and MORE	35,000
NAACP Youth Council	2013 Youth Conference	3,000
National Advising Corps	College Prep Advisory Program	100,000

H-E-B TOURNAMENT OF CHAMPIONS**EMPLOYER ID: 76-618719****990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION****FOR CALENDAR YEAR 2013****STATEMENT 1**

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
National Museum of Education	Science Screen Report Series	2,850
New Miles Foundation	Bridging the Gap, 2013	5,000
Northside Education Foundation	Northside ISD Family Science Nights: Portable Plai	5,000
Oblate School of Theology	Sankofa Institute for African American Pastoral Le	1,000
Palmer Drug Abuse Program	Younger Group Program	25,000
Pasadena ISD Education Foundation	2013-2014 Teacher Education Grants	5,000
Poth Education Foundation	Poth Education Foundation Annual Campaign	10,000
Presa Community Center	Presa Youth Program	10,000
Project Grad - Houston	Project GRAD Scholarship Award Ceremony	2,500
Proyecto Teatro	Proyecto Teatro's 2013-2014 Youth Education	2,500
R.O.C.K., Ride On Center for Kids	Barn Dance	10,000
Raven Star Inc	Outdoor Classrooms/Field Trip	5,000
Respite Care of San Antonio	HEB TOC Respite Home	250,000
Rice Summer Business Institute	Rice Summer Business Institute	2,500
S.O.A.R.	Soccer With a Cause - Donation	125,000
SA Youth	2013 TOC Charity Work Project	50,000
SAMMinistries	Pledge-Help, Hope and Home Campaign	25,000
San Angelo Symphony Society	Youth Concerts Program	2,500
San Anto Cultural Arts, Inc.	San Anto's Youth Programming	10,000
San Antonio Children's Museum	Capital Campaign	500,000
San Antonio Children's Shelter	\$150,000 Pledge Children's Emergency Campus	50,000
San Antonio College	\$150,000 Pledge Challenger Learning Center	50,000
San Antonio Police Officer's Association	Benefits Fund	15,000
San Jacinto Museum of History Association	San Jacinto Museum of History's Education	25,000
San Juan Diego Catholic High School	Construction on a multi-purpose gym	50,000
Santa Fe Texas Education Foundation	Annual Gala	5,000
Sharpstown High School	Sharpstown High School Theatre	2,750
Shiner ISD	Athletic Department Donation	10,000
Society for the Performing Arts	Preludes and Prof Devel Sessions for Educators	25,000
Somerset ISD Education Foundation	Innovative Teaching Grants, Scholarships	10,000
Southwest School of Art	The Young Artist Programs SWSA	15,000
Special Olympics	2013 TOC Support	440,000
St. Philip's College	\$250K Pledge-Culinary Scholarship Prog	50,000
Sustainable Food Center	The Happy Kitchen/La Cocina Alegre	25,000
Symphony of the Hills Association, Inc.	Children's Outreach Program	5,000
Tarkington Student Foundation	Tarkington Student Assistance Program	2,700
Temple Symphony Orchestra	Temple Symphony String Quartet Outreach	2,500
Texans Care for Children	6th Annual 2013 Put Kids First Luncheon	25,000
Texans Care for Children	Advocacy and Public Policy Program	25,000
Texas A&M Corpus Christi	\$250K Pledge of the Engineering Program	50,000
Texas A&M Corpus Christi	HEB Tournament of Champions	10,000

H-E-B TOURNAMENT OF CHAMPIONS**EMPLOYER ID: 76-618719****990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION****FOR CALENDAR YEAR 2013****STATEMENT 1**

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Texas A&M University-Corpus Christi-Found	New Student Orientation	5,000
Texas A&M University-Corpus Christi-Found	Island day (University's Preview Program)	5,000
Texas A&M University-Corpus Christi-Found	College of Science and Engineering STEM	10,000
Texas AgriLife Extension-Fort Bend County	AG"tivity Barn	1,000
Texas Association for Infant Mental Healt	Teaching and Training	10,000
Texas Book Festival	Rockstar Reading Program	25,000
Texas Casa	Texas Children, Texas Champions	10,000
Texas Educational Theatre Association	TheatreFest 2014	2,500
Texas Performing Arts	Campus and Community Engagement	90,000
Texas State University - San Marcos	Junior Summer Math Camp	10,000
Texas Wildlife Association	WildLife 2013, TWA's Annual Convention	10,000
The Arc of the Capital Area	Art Auction & Celebration	5,000
The Miracle League of San Antonio	Miracle League All-Star Evening	10,000
The Playwell Group	Invoice SI-10633	2,667
The Rise School of Austin	Annual Gold Shootout	15,000
The Shumia School, Inc.	Border-Area Discovery Learning Programs	10,000
The University of Texas-Pan American Foun	UTPA HESTEC	43,000
Theatre Under the Stars	Musical for Young Audiences	20,000
Theatre Under the Stars	Free Day of Reading & Musical Theatre	20,000
Tools 4 Life Books	The Tools 4 Teens Re-Entry Program	4,000
Transplant Assoc of TX-DBA Transplants fo	Sponsorship	33,500
TRM-Trinity River Mission	Homework Help, Tutor Power Hour, Believe	5,000
United Civic Organization	United Civic Organization Scholarship	10,000
United Way of San Antonio & Bexar County	Night of a Thousand Stars	5,000
United Way of the Coastal Bend	2013 Operation Supply our Students	15,000
University of Texas at Austin-Texas Perfo	2012-2013 Sponsorship	90,000
University of Texas at San Antonio-Colleg	\$500K pledge-Center for Educational Leadership	100,000
University of the Incarnate Word	25th Anniversary Light the Way Scholarship	12,500
Urban Harvest	Children's Gardening Series	5,000
UTSA-College of Education and Human Devel	\$500K Pledge-Ctr for Educational Learning - repla	100,000
Valley Interfaith Leadership and Educatio	Parent Engage and Leader Devel in School	20,000
Vannie E. Cook Jr. Cancer Foundation	\$100K Pledge	50,000
Victoria Business and Education Coalition	VBEC Sure Bet Educational Program 2011-2 - repli	5,000
Waco Symphony Association, Inc.	Ho-Ho-Holiday Family Concert	5,000
Workshop Houston	Middle School Program	15,000
World Youth Foundation	Educational Scholarships	5,000
Yes Prep	\$1 Million Pledge	100,000
YMCA of the Coastal Bend	Celebration of Collaborations with Tim T	25,000
Young Audiences, Inc. of Houston	Arts-Promise Program	5,000
Youth Connection, Inc.	Down on the Bayou	2,500
Youth Orchestra of San Antonio	YOSA Summer Symphony Camp	25,000

H-E-B TOURNAMENT OF CHAMPIONS

EMPLOYER ID: 76-618719

990 - PF, PAGE 11, SUPPLEMENTAL INFORMATION

FOR CALENDAR YEAR 2013

STATEMENT 1

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Zilker Theatre Productions	Zilker Summer Musical	25,000
		<u>4,843,117</u>

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	3M	25,000 00	PERSON
2	Acadian Crossing Consumer Products	3,500 00	PERSON
3	ACH Food Companies	3,500 00	PERSON
4	Actavis (Watson Pharmaceuticals)	3,500 00	PERSON
5	Additech, Inc	3,500 00	PERSON
6	AdvancePierre Foods	7,000 00	PERSON
7	Agroamerica Fruit Company	15,300 00	PERSON
8	Ainsworth Pet Nutrition	7,000 00	PERSON
9	Algood Food Co	7,000 00	PERSON
10	Allegro Fine Foods Inc	500 00	PERSON
11	Allen Canning	3,500 00	PERSON
12	Alpine Fresh	3,500 00	PERSON
13	Altria Group Distribution Company	7,000 00	PERSON
14	Alva-Amco Pharmacal	1,000 00	PERSON
15	American Nutrition Inc.	500 00	PERSON
16	Amigos Foods	3,500 00	PERSON
17	Amiri, Monica	50 00	PERSON
18	Amneal Pharmaceuticals	7,000 00	PERSON
19	Amtelco Industries Inc.	500 00	PERSON
20	Anchor Bay Entertainment	17,500 00	PERSON
21	ANCO Fine Cheese	3,500.00	PERSON
22	Andean Sun Produce	3,500 00	PERSON
23	Andrew & Williamson	7,000 00	PERSON
24	Angie's Kettle Corn	1,000 00	PERSON
25	Anguiano, Lizbeth	50 00	PERSON
26	Anheuser-Busch, Inc.	150,000 00	PERSON
27	Anonymous	80,946 35	PERSON
28	Anova Food, LLC	7,000 00	PERSON
29	Ansell Healthcare	3,500 00	PERSON
30	Applegate	7,000 00	PERSON
31	Aria Foods	3,500 00	PERSON
32	Arnold, Mike	50 00	PERSON
33	Assembled Products Corporation	3,500 00	PERSON
34	Associated Brands	1,000 00	PERSON
35	Associated Hygienic Products LLC	7,000 00	PERSON
36	AT&T	1,000.00	PERSON
37	Atico International USA	3,500 00	PERSON
38	Azteca Milling	3,500 00	PERSON
39	B. Catalani Produce	7,000 00	PERSON
40	Baker & Patterson, LLP	1,500 00	PERSON
41	Barcel USA	7,000 00	PERSON
42	Bar-S Foods	14,000 00	PERSON
43	Bay Bridge Administrators	7,000 00	PERSON
44	Bay Valley Foods	17,500 00	PERSON
45	Bayer Healthcare	7,000 00	PERSON
46	Beanitos, Inc.	7,000 00	PERSON
47	Bebo Distributing Co , Inc	3,500 00	PERSON
48	Bel Brands USA	3,500 00	PERSON
49	Bell Carter Foods	3,500 00	PERSON
50	Bellisio Foods	14,000 00	PERSON
51	Bendon Publishing International	7,000 00	PERSON
52	Berner Food & Beverage	1,000 00	PERSON
53	Berry Plastics	2,000 00	PERSON
54	BESCO Manufacturing	500 00	PERSON
55	Best Maid Products	7,000 00	PERSON
56	Bic Consumer Products	5,000 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
57	Bieneke, Jimmy	50 00	PERSON
58	Biesenbach, Inc.	1,000 00	PERSON
59	Big Chuy Distributors & Sons	3,500 00	PERSON
60	Big Time Products, LLC	3,500 00	PERSON
61	Bimbo Bakeries USA	14,000 00	PERSON
62	Bissell Homecare	10,500 00	PERSON
63	Black Box	3,500 00	PERSON
64	Blue Bell Creameries	7,000 00	PERSON
65	Blue Circle Foods	3,500 00	PERSON
66	Blue Cross Blue Shield of Texas	7,000 00	PERSON
67	Blue Orange Pottery	3,500 00	PERSON
68	Bob Evans / Owens	7,000 00	PERSON
69	Bolner's Fiesta Products	7,000 00	PERSON
70	Bolthouse Farms	2,500 00	PERSON
71	Bonipak Produce	3,500 00	PERSON
72	Borden Dairy Company	25,000 00	PERSON
73	Borges Mediterranean Group	3,400 00	PERSON
74	Boutin, Brian	50 00	PERSON
75	Bradshaw International	7,000 00	PERSON
76	Brown Forman	24,500 00	PERSON
77	Brown, Tom	50 00	PERSON
78	Bubba Burgers	3,500 00	PERSON
79	Bueche, Jay	50 00	PERSON
80	Buentello, Jaime	50 00	PERSON
81	Burciaga, Jaime	50 00	PERSON
82	Bury+Partners	3,500 00	PERSON
83	Butterball LLC	10,500 00	PERSON
84	C.H. Guenther & Son, Inc.	7,000 00	PERSON
85	C H Robinson	7,000 00	PERSON
86	CA Technologies	3,500 00	PERSON
87	Cacique, Inc.	7,000 00	PERSON
88	Calavo Growers Inc.	7,000 00	PERSON
89	Callahan, Cristina	50 00	PERSON
90	Cal-Maine Foods	25,000 00	PERSON
91	Campbell/Pepperidge Farm	25,000 00	PERSON
92	Cardtronics	7,000 00	PERSON
93	Cargill	50,000 00	PERSON
94	Carl Buddig and Company	1,000.00	PERSON
95	Carts and Parts, Inc	500 00	PERSON
96	Cascades Tissue	7,000 00	PERSON
97	Catalina	3,500 00	PERSON
98	CE North America LLC	7,000.00	PERSON
99	Centro	1,000 00	PERSON
100	CFI Delivery, Ltd	3,500 00	PERSON
101	Chattem	3,500 00	PERSON
102	Chemstar Corporation	1,500 00	PERSON
103	Chicken of the Sea Frozen Foods	7,000 00	PERSON
104	Chobani, Inc.	25,000 00	PERSON
105	Chorizo de San Manuel, Inc.	500 00	PERSON
106	Christopher Ranch	3,500.00	PERSON
107	Church & Dwight Co. Inc.	7,000 00	PERSON
108	Cintas	7,000 00	PERSON
109	Cisco Systems	14,000 00	PERSON
110	Clements Foods Foundation	3,500 00	PERSON
111	Clif Bar	14,000 00	PERSON
112	Coastal Transport Co., Inc.	1,000 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
113	Coca-Cola Refreshments	100,000 00	PERSON
114	Coffee Holding Company	1,000.00	PERSON
115	Cognizant Technology Solutions	25,000 00	PERSON
116	Coinstar, Inc	3,500 00	PERSON
117	Colgate-Palmolive Company	50,000 00	PERSON
118	Colorful Harvest	3,500 00	PERSON
119	Combs Produce	3,500 00	PERSON
120	Comet Neon Advertising Co	3,500 00	PERSON
121	Communication Supply Corporation	3,500 00	PERSON
122	ConAgra Foods, Inc	136,000 00	PERSON
123	Conair Corporation	7,000 00	PERSON
124	Continental Case Company	3,500 00	PERSON
125	Costa Solutions	3,500 00	PERSON
126	Cott Beverages	50,000 00	PERSON
127	Cournoyer, Yvan	50 00	PERSON
128	Courtyard Creations	3,500 00	PERSON
129	Crayola	7,000 00	PERSON
130	Creative Décor Sourcing	3,500 00	PERSON
131	Crescent Fruit & Vegetable, LLC	2,500 00	PERSON
132	Crider Inc	7,000 00	PERSON
133	CTM Enterprises	7,000 00	PERSON
134	Dahlen, Jim	50 00	PERSON
135	Dairy Farmers of America	3,500 00	PERSON
136	Daisy Brand	7,000 00	PERSON
137	Datalogic ADC, Inc.	7,000.00	PERSON
138	Daymon Worldwide	125,000 00	PERSON
139	Del Grosso Foods, Inc.	250 00	PERSON
140	Del Monte	28,000 00	PERSON
141	Del Real Foods	7,000 00	PERSON
142	Delaney, Craig	50 00	PERSON
143	Dell, Inc.	14,000 00	PERSON
144	Delta Dental Insurance Company	3,500 00	PERSON
145	Dempsey, Christine	50 00	PERSON
146	Dimare Fresh	3,500 00	PERSON
147	DiPlacido, Mary	50 00	PERSON
148	Direct Energy	3,500 00	PERSON
149	Distributech	3,500 00	PERSON
150	Diversey	500 00	PERSON
151	DNI Group	3,500 00	PERSON
152	Dole Food Company	100,000 00	PERSON
153	Domex Superfresh Growers	3,500 00	PERSON
154	Double B Foods, Inc	1,750 00	PERSON
155	Douglas, Greg	50 00	PERSON
156	Dr Pepper Snapple	100,000 00	PERSON
157	Dulcinea Farms	3,500 00	PERSON
158	Eagle Eye Produce	7,000 00	PERSON
159	Eardley, Michael	50 00	PERSON
160	Earthbound Farm	3,500 00	PERSON
161	EarthTronics	3,500 00	PERSON
162	Easterling, Mike	50 00	PERSON
163	Ebro North America	3,500 00	PERSON
164	Eck, Jim	50 00	PERSON
165	Eldridge Electric	7,000 00	PERSON
166	Electra Link	3,500 00	PERSON
167	EMC	14,000 00	PERSON
168	Enacomm, Inc.	3,500 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
169	Energizer Holdings, Inc.	50,000 00	PERSON
170	Energizer Private Brand Group (ASR)	3,500 00	PERSON
171	Energy Squared, LLC	7,000 00	PERSON
172	Englander dZignPak	7,000 00	PERSON
173	English, Jon	50 00	PERSON
174	Epson America, Inc	7,000 00	PERSON
175	Ernst & Young LLP	3,500 00	PERSON
176	Evergreen Enterprises, Inc.	10,500 00	PERSON
177	Expack Seafood Inc	25,000 00	PERSON
178	ExxonMobil	3,500 00	PERSON
179	F.B. Purnell Sausage Co., Inc	2,000 00	PERSON
180	Falcon Trading Company Inc.	3,500 00	PERSON
181	Faleshia Brown	1,250 00	PERSON
182	Falletta, Fred	50 00	PERSON
183	Family Tree Farms	3,000 00	PERSON
184	Faribault Foods	3,500 00	PERSON
185	Farmer's Best	13,000 00	PERSON
186	Farrimond, Mallory	50 00	PERSON
187	Faultless Starch/Bon Ami Co.	3,500 00	PERSON
188	Fernandez, Maura	50 00	PERSON
189	Ferrero USA, Inc	25,000 00	PERSON
190	FHP / O-Cedar	14,000 00	PERSON
191	First Quality Consumer Products	7,000 00	PERSON
192	FirstFruits Marketing of Washington	3,505 00	PERSON
193	Fischer & Wieser Specialty Food, Inc	3,500 00	PERSON
194	Flagstone Foods	7,000 00	PERSON
195	Flint Hills Resources	7,000 00	PERSON
196	Florida's Natural Growers	14,000 00	PERSON
197	Flowers Bakeries	14,000 00	PERSON
198	FoodSource	7,000 00	PERSON
199	Forbes Hever & Wallace	3,500 00	PERSON
200	Fortuno, Ignacio	50 00	PERSON
201	Foster Farms	7,000 00	PERSON
202	Fresh Creative Foods	2,000 00	PERSON
203	Fresh From Texas, Inc.	7,000 00	PERSON
204	Fresh Results, LLC	3,500 00	PERSON
205	G&S Metal Products Company, Inc.	3,500 00	PERSON
206	G&W Laboratories, Inc.	3,500 00	PERSON
207	Garza, Jesse	50 00	PERSON
208	Gel Spice Company	3,500 00	PERSON
209	General Mills	150,000 00	PERSON
210	George Delallo Company	3,500 00	PERSON
211	Georgia-Pacific Consumer Products LP	50,000 00	PERSON
212	Gerner, Paul	50 00	PERSON
213	Gipp, Daniel	50 00	PERSON
214	Glazer's/E&J Gallo	50,000 00	PERSON
215	Global Pharmaceuticals	3,500 00	PERSON
216	Globe Electric Company (USA) Inc.	3,500 00	PERSON
217	Gomez, Cindy	50 00	PERSON
218	Gorton's Seafood	7,000 00	PERSON
219	Gourmet Trading Company	3,500 00	PERSON
220	Grassel, Nathan	50 00	PERSON
221	Great American Appetizers, Inc.	3,500.00	PERSON
222	Great Lakes Cheese Co.	14,000 00	PERSON
223	Green Mountain Coffee Roasters	7,000 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
224	Green Valley Food Corp	1,000 00	PERSON
225	Griffco Design/Build Inc.	1,000 00	PERSON
226	Grobest USA, Inc.	3,500 00	PERSON
227	GTECH Corporation	3,500 00	PERSON
228	Guerra, Thomas	50 00	PERSON
229	Gulf States Plumbing & Mechanical Inc.	500 00	PERSON
230	Hain-Celestial Group	7,000 00	PERSON
231	Hall, Jody	50 00	PERSON
232	Hallmark Cards	25,000 00	PERSON
233	Handi-foil Corp	3,500 00	PERSON
234	Handy International	3,500 00	PERSON
235	Hanes Brands	3,500 00	PERSON
236	Harbor Seafood, Inc	3,500 00	PERSON
237	Harkrider, Roger	50 00	PERSON
238	Harlow, Lynn	50 00	PERSON
239	Harn, Lori	50 00	PERSON
240	Harvest Select	3,500 00	PERSON
241	Heartland Catfish Company	3,500 00	PERSON
242	Heat Transfer Products Group, LLC	500 00	PERSON
243	Heatcraft - Kysor Warren	14,000 00	PERSON
244	Helen of Troy	3,500 00	PERSON
245	Henkel	7,000 00	PERSON
246	Henry Avacado Corporation	3,500 00	PERSON
247	Heritage Foods	3,500 00	PERSON
248	Herr Foods Inc	14,000 00	PERSON
249	Hetzel, Marvin	50 00	PERSON
250	Hickman, John	50 00	PERSON
251	High Liner Foods	2,500 00	PERSON
252	Hill Phoenix	7,000 00	PERSON
253	Hill, Mitch	50 00	PERSON
254	Hillshire Brands	50,000 00	PERSON
255	HJ Heinz	25,000 00	PERSON
256	HJC	3,500 00	PERSON
257	Holmes Smokehouse and Burton Sausage	3,500 00	PERSON
258	Horizon Milling, LLC	3,500 00	PERSON
259	Horizon Pharma	7,000 00	PERSON
260	Hormel Foods	14,000 00	PERSON
261	Howe Corporation	3,500 00	PERSON
262	Hudman, Gary	50 00	PERSON
263	Huhtamaki (Chinet)	3,500 00	PERSON
264	Hussmann	14,000 00	PERSON
265	Huxtable's Kitchen	3,500 00	PERSON
266	Hydration Source LLC	7,000 00	PERSON
267	IBM	3,500 00	PERSON
268	Icicle Seafoods, Inc.	3,500 00	PERSON
269	Idelle Labs	7,000 00	PERSON
270	IFCO	7,000 00	PERSON
271	Imperial Sugar Company	7,000 00	PERSON
272	Impulse Industries, Inc	3,500 00	PERSON
273	InComm	25,000 00	PERSON
274	inContact	7,000 00	PERSON
275	Index Fresh, Incorporated	3,500 00	PERSON
276	Ingram Entertainment, Inc	3,500 00	PERSON
277	Integrated Communications Technologies	7,000 00	PERSON
278	Interbake Foods	3,500 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
279	Inventure Foods	14,000 00	PERSON
280	iRise	3,500 00	PERSON
281	Irving Consumer Products	14,000 00	PERSON
282	J & D Produce, Inc.	14,000 00	PERSON
283	J Bar B Foods	14,000 00	PERSON
284	J&J Snack Foods/Country Home Bakers	7,000 00	PERSON
285	J C. Potter & Blue Ribbon	14,000 00	PERSON
286	Jac. Vandenberg	500 00	PERSON
287	Jack Links	7,000 00	PERSON
288	Jacks Produce	7,000 00	PERSON
289	Jacobs, Rebekah	50 00	PERSON
290	Janicke, Kim	50 00	PERSON
291	Jarden Consumer Solutions	14,000 00	PERSON
292	Jarden Home Brands	3,500 00	PERSON
293	Jardine Foods	3,500 00	PERSON
294	JBS / Pilgrims	100,000 00	PERSON
295	Jel Sert	14,000 00	PERSON
296	JemPak GK Inc.	7,000 00	PERSON
297	Jennie-O Turkey Store	200 00	PERSON
298	Jennie-O Turkey Store/Mtn States Rosen Lamb	25,000 00	PERSON
299	JM Smucker Co	7,000 00	PERSON
300	Joeris General Contractors	7,000 00	PERSON
301	John B Sanfilippo & Son, Inc.	7,000 00	PERSON
302	John Morrell	3,500 00	PERSON
303	John Soules Foods	7,000 00	PERSON
304	John Volpi Company	500 00	PERSON
305	Johnson & Johnson	50,000 00	PERSON
306	Johnson, Amber	50 00	PERSON
307	Jubilant Cadista Pharmaceuticals	7,000 00	PERSON
308	Junction Solutions Inc	3,500 00	PERSON
309	Kangaroo Brands Inc	200 00	PERSON
310	Kao USA	7,000 00	PERSON
311	KeHE Distributors	50,000 00	PERSON
312	Kellogg's	50,000 00	PERSON
313	Keystone Fruit Marketing	7,000 00	PERSON
314	KIK Custom Products	7,000 00	PERSON
315	Kimberly-Clark Corporation	75,000 00	PERSON
316	KIND	3,500 00	PERSON
317	Kingdom Fresh Produce, Inc.	7,000 00	PERSON
318	Kiobassa Provision Company	7,000 00	PERSON
319	Kitchens, Paul	50 00	PERSON
320	Kraft Foods	150,000 00	PERSON
321	Kremers Urban Pharmaceuticals	3,500 00	PERSON
322	Kruger Products	7,000 00	PERSON
323	Kysor Panel Systems	7,000 00	PERSON
324	La Moderna Pasta & Cookies	3,500 00	PERSON
325	La Quinta Inns & Suites	3,500 00	PERSON
326	La Tortilla Factory	200 00	PERSON
327	La Vaquita	7,000 00	PERSON
328	Land O' Frost	3,500 00	PERSON
329	Land O'Lakes, Inc.	3,500 00	PERSON
330	Lennox	3,500 00	PERSON
331	Lester, Cray	50 00	PERSON
332	Lexmark International	3,500 00	PERSON
333	Limex Sicar Ltd Co	7,000 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
334	Lionsgate	-	PERSON
335	Litehouse Foods	3,500 00	PERSON
336	Living Essentials	14,000 00	PERSON
337	Loggie, John	50 00	PERSON
338	Longhorn Food Brokers	2,250 00	PERSON
339	Lopez Foods, Inc.	7,000 00	PERSON
340	Lopez, Anna	50 00	PERSON
341	Lorillard Tobacco Company	3,500 00	PERSON
342	Louisburg Cider Mill	500 00	PERSON
343	Lustra Professional Car Care Products	3,500 00	PERSON
344	Madix Store Fixtures	3,500 00	PERSON
345	Magni Enterprise Corp	3,500 00	PERSON
346	Magrabbitt	5,000 00	PERSON
347	Maier Mktg/Birchwood Foods/Johnsonville	14,000 00	PERSON
348	Manhattan Associates	3,500 00	PERSON
349	Mann Packing Co.	7,000 00	PERSON
350	Marbach, Amber	50 00	PERSON
351	Marine Harvest USA, LLC	3,500 00	PERSON
352	Maritime Products International	3,500 00	PERSON
353	Marroko Valley	7,000 00	PERSON
354	MARS/Wrigley/Advantage Sales	100,000 00	PERSON
355	Marshall Associates	3,500 00	PERSON
356	Marshall, Judi	50 00	PERSON
357	Marx Brothers, Inc	250 00	PERSON
358	Mastronardi Produce	14,000 00	PERSON
359	May, Erin	50 00	PERSON
360	Mazetta Company LLC	25,000 00	PERSON
361	McCall Farms	3,500 00	PERSON
362	McCormick & Company	50,000 00	PERSON
363	McCoy, Lewis	50 00	PERSON
364	McCue Corporation	7,000 00	PERSON
365	McKesson	25,000 00	PERSON
366	McTighe, Jim	50 00	PERSON
367	Med Foods Inc	3,500 00	PERSON
368	Melissa's - World Variety Produce	3,500 00	PERSON
369	Mercury Retail Services	10,500 00	PERSON
370	Merit Roofing Systems, Inc.	3,500 00	PERSON
371	Method Products	7,000 01	PERSON
372	Mex Flores Produce Co., Inc.	3,500 00	PERSON
373	Microsoft	7,000 00	PERSON
374	MicroStrategy	7,000 00	PERSON
375	MicroThermo Technologies Div of Parker	3,500 00	PERSON
376	Miller, Kevin	50 00	PERSON
377	MillerCoors	50,000 00	PERSON
378	Mission Foods	14,000 00	PERSON
379	Mission Petroleum Carriers, Inc.	7,000 00	PERSON
380	Mission Pharmacal Company	3,500 00	PERSON
381	Mission Produce	7,000 00	PERSON
382	Mitchell, Troy	50 00	PERSON
383	Mizkan Americas	14,000 00	PERSON
384	MOM Brands	25,000 00	PERSON
385	Mondolez International	100,000 00	PERSON
386	Monterey Mushrooms	7,000 00	PERSON
387	Mooney Farms	500 00	PERSON
388	Moore, Austin	50.00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
389	Moore, Teresa	50 00	PERSON
390	Mother Parker's Tea & Coffee	7,000 00	PERSON
391	Motomco LTD	3,500 00	PERSON
392	Motorola Solutions	3,500 00	PERSON
393	Moulder, Betty	50 00	PERSON
394	Mount Franklin Foods	3,500 00	PERSON
395	Mountain King Potatoes	3,500 00	PERSON
396	Mt. Olive Pickle Company	5,716 00	PERSON
397	Muranaka Farm, Inc.	3,500 00	PERSON
398	Musco Olive	7,000 00	PERSON
399	N. K. Hurst Company	7,000 00	PERSON
400	NAI Signage Solutions	3,500 00	PERSON
401	Naterra International Inc	3,500 00	PERSON
402	National Tobacco Company	3,500 00	PERSON
403	Nature Land International, Inc	3,500 00	PERSON
404	NatureSweet Ltd.	3,500 00	PERSON
405	Naturipe Farms LLC	3,500 00	PERSON
406	Nestle	175,000 00	PERSON
407	NetSpend	14,000 00	PERSON
408	Nevers, Leon	50 00	PERSON
409	Newell Rubbermaid	3,500 00	PERSON
410	Newman's Own	10,000 00	PERSON
411	News America Marketing	3,500 00	PERSON
412	Niagara Bottling	150,000 00	PERSON
413	Nice-Pak Products	3,500 00	PERSON
414	Night Hawk Frozen Foods, Inc.	3,500 00	PERSON
415	Nipro Diagnostics, Inc	3,500 00	PERSON
416	Noble Americas Energy Solutions LLC	3,500 00	PERSON
417	Norcom Inc	3,500 00	PERSON
418	Norfoxx Refrigeration	3,500 00	PERSON
419	North Bay Produce, Inc.	7,000 00	PERSON
420	North Weld Produce Company	7,000 00	PERSON
421	Novak, Kristi	50 00	PERSON
422	Oak Farms / Hygeia Dairy	7,000 00	PERSON
423	Oberto Brands	7,000 00	PERSON
424	Ocean Beauty Seafoods LLC	7,000 00	PERSON
425	Ocean Mist Farms	3,500 00	PERSON
426	Ocean Spray	3,500 00	PERSON
427	O'Connor, Bill	50 00	PERSON
428	Odyssey Enterprises	14,000 00	PERSON
429	OfficeMax	3,500 00	PERSON
430	Ogan, Jeff	50 00	PERSON
431	Oliver, Cory	50 00	PERSON
432	Oppy	7,000 00	PERSON
433	Oracle	7,000 00	PERSON
434	Orchard Fresh International, Inc.	500 00	PERSON
435	Orchids Paper	3,500 00	PERSON
436	Organic Foods International	3,500 00	PERSON
437	Pacific Cheese Co., Inc.	3,500 00	PERSON
438	Pacific Coast Producers	3,500 00	PERSON
439	Pacific International Marketing	3,500 00	PERSON
440	Pacific Seafood Group	7,000 00	PERSON
441	Padfield, Chris	50 00	PERSON
442	Pan-Oston	3,500 00	PERSON
443	Pape-Dawson Engineers, Inc.	1,000 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
444	Paramount Citrus	14,000 00	PERSON
445	Patek, Erik	50 00	PERSON
446	Patrick, Zack	50 00	PERSON
447	Payne, Marty	50 00	PERSON
448	PDQ Manufacturing, Inc.	3,500 00	PERSON
449	Pena-Walls, Cristina	50 00	PERSON
450	Penguin Frozen Foods, Inc.	1,000 00	PERSON
451	Pennzoil	3,500 00	PERSON
452	Peppers Unlimited of Louisiana, Inc.	7,000 00	PERSON
453	PepsiCo	125,000 00	PERSON
454	Perales, Ina	50 00	PERSON
455	Pernix Therapeutics	3,500 00	PERSON
456	Perrigo Company	7,000 00	PERSON
457	Petrocco Farms	3,500 00	PERSON
458	Pfizer Consumer Healthcare	3,500 00	PERSON
459	Pharmavite LLC	7,000 00	PERSON
460	Philips Consumer Lifestyle	3,500 00	PERSON
461	Philly Seafood Company, Inc.	7,000 00	PERSON
462	Pied Piper Pest Control	600 00	PERSON
463	Pikin Food Products, Inc.	200 00	PERSON
464	Pik-Nik Foods USA	1,000 00	PERSON
465	Pinnacle/Acosta	20,000 00	PERSON
466	Pinnacle/Acosta	35,000 00	PERSON
467	Pioneer Growers	3,500 00	PERSON
468	Plum Organics	7,000 00	PERSON
469	Plumrose USA	7,000 00	PERSON
470	Polymer Logistics	7,000 00	PERSON
471	Pompeian, Inc.	3,500 00	PERSON
472	Pompeii Sales USA	500 00	PERSON
473	Pool, Charles	50 00	PERSON
474	Powell, John	50 00	PERSON
475	Prasco Laboratories	3,500 00	PERSON
476	Precept Wine	3,500 00	PERSON
477	Precision Wire Products, Inc.	1,000 00	PERSON
478	Pro Health LLC	14,000 00	PERSON
479	Procter & Gamble	25,000 00	PERSON
480	Pry, Scott	50 00	PERSON
481	Pure Fresh LLC	7,000 00	PERSON
482	Pure Hothouse Foods	3,500 00	PERSON
483	Quad/Graphics	7,000 00	PERSON
484	Qualitest Pharmaceuticals	3,500 00	PERSON
485	R.W. Garcia	3,500 00	PERSON
486	Rainier Fruit Company	7,000 00	PERSON
487	Ralcorp	14,000 00	PERSON
488	Ralcorp Frozen Bakery Products	3,500 00	PERSON
489	Ramsey, Brett	50 00	PERSON
490	Raw Seafoods	3,500 00	PERSON
491	Rayl, Debra	50 00	PERSON
492	Read, Doug	50 00	PERSON
493	Reckitt Benckiser	150,000 00	PERSON
494	Red Blossom Sales, Inc.	2,500 00	PERSON
495	Red Bull	25,000 00	PERSON
496	Red Gold	3,500 00	PERSON
497	Reflexis Systems, Inc	7,500 00	PERSON
498	Regal Springs	3,500 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
499	Register Tapes Unlimited, Inc	3,500 00	PERSON
500	Renaissance Food Group	3,500 00	PERSON
501	Reser's Fine Foods Inc	5,000 00	PERSON
502	Reynolds Consumer Products	7,000 00	PERSON
503	Rhine, Don	50 00	PERSON
504	Rich Products	3,500 00	PERSON
505	Richelieu Foods	7,000 00	PERSON
506	Ricos Products Co., Inc.	3,500 00	PERSON
507	Rio Fresh, Inc	7,000 00	PERSON
508	Rivera, Ramiro	50 00	PERSON
509	Robinson Home Products	3,500 00	PERSON
510	Robinson, Bruce	50 00	PERSON
511	Rockline Industries	1,000 00	PERSON
512	Rogers Family Coffee Company	7,000 00	PERSON
513	Rooney, Megan	200 00	PERSON
514	Rothe, Jeff	50 00	PERSON
515	Royal Oak Enterprises Inc.	3,500 00	PERSON
516	Royston LLC	7,000 00	PERSON
517	Rudolph Foods Company, Inc.	7,000 00	PERSON
518	Rug Doctor	3,500 00	PERSON
519	S.C. Johnson	75,000 00	PERSON
520	Sabra Dipping Co	3,500 00	PERSON
521	Sadler's Smokehouse	1,000 00	PERSON
522	Sage Fruit Company	3,500 00	PERSON
523	Salazar, James	100 00	PERSON
524	Salesforce.com	7,000 00	PERSON
525	Sanchez, Francisco (Paco)	50 00	PERSON
526	Sanderson Farms, Inc.	75,000 00	PERSON
527	Saputo Cheese USA, Inc	7,000 00	PERSON
528	Schiffmacher, Karen	50 00	PERSON
529	Schreiber Foods	7,000 00	PERSON
530	Schwan, John	50 00	PERSON
531	Schwan's Consumer Brands	7,000 00	PERSON
532	Seafood Exchange	3,500 00	PERSON
533	Selser Schaefer Architects	7,000 00	PERSON
534	Seneca Food Co	7,000 00	PERSON
535	Service Vending Company	7,000 00	PERSON
536	Shamrock Foods	3,500 00	PERSON
537	Shasta Beverages	7,000 00	PERSON
538	Shaw, Pam	50 00	PERSON
539	Shepherd Kaplan LLC	7,000 00	PERSON
540	Shooters Films	7,000 00	PERSON
541	ShurTech Brands, LLC	7,000 00	PERSON
542	Sigma Solutions, Inc.	50,000 00	PERSON
543	Simply 7 Snacks	500 00	PERSON
544	Sirius Computer Solutions	14,000 00	PERSON
545	Skyline Products Inc	3,500 00	PERSON
546	Slade Gorton & Co.	3,500 00	PERSON
547	Smithfield Foods	75,000 00	PERSON
548	Smokey Mountain Snuff	3,500 00	PERSON
549	Snack Factory LLC	3,500 00	PERSON
550	Snak King	7,000 00	PERSON
551	Snyder's - Lance	14,000 00	PERSON
552	Sosa, Armando	50 00	PERSON
553	Source Refrigeration & HVAC Inc	500 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
554	Southern CaseArts, Inc	3,500 00	PERSON
555	Southern Specialties	3,500 00	PERSON
556	Southwest Texas Equipment Distributors	3,500 00	PERSON
557	Spar Group	3,500 00	PERSON
558	SpawGlass Contractors, Inc.	3,500.00	PERSON
559	Specialty Bakers	3,500 00	PERSON
560	Spectrum Lighting Inc San Antonio	3,500 00	PERSON
561	SpeedFC, Inc	7,000 00	PERSON
562	Spice World Inc.	7,000 00	PERSON
563	State Street Bank and Trust	3,500 00	PERSON
564	Sterilite	7,000 00	PERSON
565	Stonehill Produce Inc	7,000 00	PERSON
566	Store Source, LLC	3,500 00	PERSON
567	Stratas Foods	7,000 00	PERSON
568	Sugar Foods	3,500 00	PERSON
569	Sun Products	25,000 00	PERSON
570	Sunkist Growers, Inc	7,000 00	PERSON
571	Sunlight International Sales	3,500 00	PERSON
572	Sunrise Produce, LLC	3,500 00	PERSON
573	Sunshine Mills, Inc	3,500 00	PERSON
574	Sunstar Americas	3,500 00	PERSON
575	Superior Foods	7,000 00	PERSON
576	Swanson, Mike	50 00	PERSON
577	Systems Application Engineering, Inc.	1,000 00	PERSON
578	Tabor, Deena	50 00	PERSON
579	Takeda Pharmaceuticals	3,500 00	PERSON
580	Tampa Bay Fisheries	7,000 00	PERSON
581	Tate, Bryan	50 00	PERSON
582	Taylor Farms, Inc.	25,000.00	PERSON
583	TBC Commercial Construction, LLC	500 00	PERSON
584	TEKsystems	3,500 00	PERSON
585	Telgian Corporation	3,500 00	PERSON
586	Temple Bottling Company, Ltd.	3,500 00	PERSON
587	Teradata	14,000 00	PERSON
588	Terra Associates, Inc	1,000 00	PERSON
589	Teva Pharmaceuticals	3,500 00	PERSON
590	Texas Electronic Systems Specialists, Inc.	3,500 00	PERSON
591	Texas Farm Products Company	14,000 00	PERSON
592	Texas Monthly	3,500 00	PERSON
593	Texas Star Nut & Food Company	7,000 00	PERSON
594	The Dallas Morning News	3,500 00	PERSON
595	The Dannon Co.	100,000 00	PERSON
596	The Elite Flower	14,000 00	PERSON
597	The Emerson Group	75,000 00	PERSON
598	The Hershey Company	25,000 00	PERSON
599	The Inteplast Group	7,000 00	PERSON
600	The Marco Company	3,500 00	PERSON
601	The Richards Group	3,500 00	PERSON
602	The Wine Group	-	PERSON
603	Theis Distributing	50,000 00	PERSON
604	TIBCO Software, Inc	7,000 00	PERSON
605	Time Warner Cable Business Class	25,000 00	PERSON
606	Time/Warner Retail Sales & Marketing	7,000 00	PERSON
607	Tokyo Gardens Catering, LLC	14,000 00	PERSON
608	Trans Ocean Prod	3,500 00	PERSON

**990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
FOR CALENDAR YEAR 2013
STATEMENT 2**

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
609	Tricar Sales, Inc	3,500 00	PERSON
610	Trident Seafoods Corp	7,000 00	PERSON
611	Trinidad Benham	7,000 00	PERSON
612	Truco Enterprises	7,000 00	PERSON
613	Tyson Foods Inc	50,000 00	PERSON
614	U S. Cotton	7,000 00	PERSON
615	Underwood, Elsa	50 00	PERSON
616	Unified Brands	3,500 00	PERSON
617	United Industries	7,000 00	PERSON
618	United Sales and Services	10,000 00	PERSON
619	United Stationers	3,500 00	PERSON
620	Upsher-Smith	3,500 00	PERSON
621	US Nutrition	7,000 00	PERSON
622	UST Global	25,000 00	PERSON
623	Utah Onions, Inc	5,000 00	PERSON
624	Valco Enterprises L L C.	10,000 00	PERSON
625	Valor Brands LLC	7,000 00	PERSON
626	Ventura Foods	14,000 00	PERSON
627	Verisae, Inc.	1,500 00	PERSON
628	Vertical Communications	3,500 00	PERSON
629	Victory Electronic Cigarettes	14,000 00	PERSON
630	Vilore Foods	7,000 00	PERSON
631	Vincent Giordano Corporation	7,000 00	PERSON
632	Vita Food Products	3,500 00	PERSON
633	Wagner's LLC	3,500 00	PERSON
634	Walker, Vince	50 00	PERSON
635	Wallis, Michael	50 00	PERSON
636	Warren, Mike	50 00	PERSON
637	Washing Equipment of Texas, Inc	3,500 00	PERSON
638	Wawona Frozen Foods	3,500 00	PERSON
639	Wayne - A GE Energy Company	5,000 00	PERSON
640	Welch's	3,500 00	PERSON
641	Wells Dairy Enterprises	7,000 00	PERSON
642	Wells Fargo Commercial Bank	7,000 00	PERSON
643	White Wave Foods	3,500 00	PERSON
644	Whole Alternatives, LLC	500 00	PERSON
645	Wholly Guacamole	3,500 00	PERSON
646	Wilder, Lael	50 00	PERSON
647	Williams Development & Construction Inc.	7,000 00	PERSON
648	Wilton Enterprises	7,000 00	PERSON
649	Windsor Foods	3,500 00	PERSON
650	Win-Holt Equipt	3,500 00	PERSON
651	Winn, Audra	50 00	PERSON
652	Wisconsin Cheese Group	7,000 00	PERSON
653	Wockhardt USA LLC	3,500 00	PERSON
654	Woeber Mustard Company	3,500 00	PERSON
655	Wonderful Brands	3,500 00	PERSON
656	Wyandot, Inc	1,000 00	PERSON
657	YoCrunch	7,000 00	PERSON
658	Yucatan Foods	500 00	PERSON
659	Zepeda, Jerry	50 00	PERSON
		6,550,367 36	

HEB Tournament of Champions Charitable Trust
990-PF, Part VII-A, Line 10, Substantial Contributors
For Calendar Year 2013
Statement 3

(a) No	(b) Name	(c) Aggregate Contributions *	(d) Type of Contribution
1	ConAgra Foods, Inc.	136,000	PERSON
2	Anheuser-Busch, Inc.	150,000	PERSON
3	General Mills	150,000	PERSON
4	Kraft Foods	150,000	PERSON
5	Niagara Bottling	150,000	PERSON
6	Reckitt Benckiser	150,000	PERSON
7	Nestle	175,000	PERSON

* Included contributions in excess of 2% of total contributions for the year.
131,019

HEB Tournament of Champions Charitable Trust
990-PF, Part III, Line 3, Other Increases
For Calendar Year 2013
Statement 4

Cancelled Contributions

117,500

**H E B TOURNAMENT OF CHAMPIONS
EMPLOYER ID: 76-618719
990 - PF, PAGE 1, PART 1
FOR CALENDAR YEAR 2013**

LINE 16c - OTHER PROFESSIONAL FEES

Administrator and Professional Fees	<u>\$ 113,084.80</u>
TOTAL	<u><u>\$ 113,084.80</u></u>

LINE 23 - OTHER EXPENSE

Awards	\$ 45,068.47
Event Food	\$ 625,321.94
Administrative	\$ 5,811.59
Production	\$ 488,323.24
TOTAL	<u><u>\$ 1,164,525.24</u></u>