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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its 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 FRIEDEL FAMILY FOUNDATION		A Employer identification number 86-0938348	
Number and street (or P O box number if mail is not delivered to street address) 5327 VALBURN CIRCLE		B Telephone number (see instructions) (512) 345-1566	
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78731		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 5,295,654		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,706	16,706		
	4 Dividends and interest from securities.	117,499	113,831		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	174,448			
	b Gross sales price for all assets on line 6a 2,023,740				
	7 Capital gain net income (from Part IV, line 2) . . .		174,448		
	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)	10,416	10,416		
	12 Total. Add lines 1 through 11	319,069	315,401		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,750	1,750		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,124	5,124		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,422	34,422		0
	24 Total operating and administrative expenses. Add lines 13 through 23	41,296	41,296		0
	25 Contributions, gifts, grants paid	249,357			249,357
	26 Total expenses and disbursements. Add lines 24 and 25	290,653	41,296		249,357
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	28,416			
	b Net investment income (if negative, enter -0-)		274,105		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	38,078	30,442	30,442
	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)	2,763,181	 2,723,787	4,305,156
	c	Investments—corporate bonds (attach schedule).	732,537	 753,195	770,508
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	144,677	 189,219	189,548
	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)	3,678,473	3,696,643	5,295,654	
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	1,557,125	1,557,125	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,121,348	2,139,518	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,678,473	3,696,643	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,678,473	3,696,643		

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	3,678,473
2	Enter amount from Part I, line 27a	2	28,416
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,706,889
5	Decreases not included in line 2 (itemize) ▶ 	5	10,246
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,696,643

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
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	174,448
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 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	234,264	4,459,185	0 052535
2011	223,578	4,477,455	0 049934
2010	211,980	4,192,493	0 050562
2009	188,449	3,649,721	0 051634
2008	217,510	4,852,340	0 044826

2	Total of line 1, column (d).	2	0 249491
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 049898
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,848,420
5	Multiply line 4 by line 3.	5	241,926
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,741
7	Add lines 5 and 6.	7	244,667
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	249,357

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	2,741
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2.		3	2,741
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,741
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,040	
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	3,040
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	299
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 299 Refunded		11	0

Part VII-A Statements Regarding Activities			
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?		Yes	No
	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)? <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>			No
	1b		No
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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
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>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ AZ			
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>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		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 FRIEDEL FAMILY FOUNDATION Telephone no (512) 345-1566 Located at 5327 VALBURN CIRCLE AUSTIN TX ZIP+4 78731			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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?. 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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
LYNNE F GELLMAN	SECRETARY/TREASURER	0	0	0
5327 VALBURN CIRCLE	2 00			
AUSTIN,TX 78731				
RANDI F JABLIN	PRESIDENT	0	0	0
10128 NORTH 119TH PLACE	1 00			
SCOTTSDALE,AZ 85259				
STEVE GELLMAN	VICE PRESIDENT	0	0	0
5327 VALBURN CIRCLE	2 00			
AUSTIN,TX 78731				
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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the 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	4,922,254
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,922,254
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,922,254
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	73,834
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,848,420
6	Minimum investment return. Enter 5% of line 5.	6	242,421

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	242,421
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,741
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,741
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	239,680
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	239,680
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	239,680

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	249,357
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	249,357
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	2,741
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	246,616
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				239,680
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				5,605
f Total of lines 3a through e.	5,605			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 249,357				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				239,680
e Remaining amount distributed out of corpus	9,677			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,282			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see 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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,282			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				5,605
e Excess from 2013. . . .				9,677

Part XIVPrivate 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)

☐ 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	
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 XVSupplementary 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))

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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	249,357
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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.

Signature of officer or trustee

2014-05-28

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 TIMOTHY F DOWLING CPAPFS	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00996199
Firm's name ☐	WEAVER AND TIDWELL LLP			Firm's EIN ☐ 75-0786316
Firm's address ☐	1601 S MOPAC EXPY STE D250 AUSTIN, TX 78746			Phone no (512) 609-1900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3,500 SHS ALPS ETF TR ALERIAN MLP ETF, AMLP		2012-10-31	2013-09-09
800 SHS DEER & COMPANY, DE		2013-02-08	2013-09-09
4,506 122 SHS FIDELITY CONSERVATIVEINCOME BOND FUND, FCONX		2013-01-01	2013-04-25
1,200 SHS INTUIT INC, INTU		2012-10-31	2013-10-24
100 SHS ISHARES BARCLAYS 1-3 YR CD BD FD, CSJ		2012-05-29	2013-02-08
2,400 SHS ISHARES US ENERGY ETF, IYE		2013-11-25	2013-12-26
500 SHS KINDER MORGAN INC DELAWARE COM USD 01, KMI		2012-10-31	2013-10-24
KINDER MORGAN MGMT LLC- CASH IN LIEU		2013-11-15	2013-11-15
1,500 SHS POTASH CORP OF SASKATCHEWAN COM NPVISIN, POT		2013-01-09	2013-10-24
2,400 SHS ZIONS BANCORPORATIONDEPOSITORY SHS REPST		2013-07-02	2013-09-16
900 SHS ABBOTT LABORATORIES, ABT		2009-11-20	2013-02-08
900 SHS ABBVIE INC COM USD 01, ABBV		2009-11-20	2013-02-08
3,500 SHS ACORN ENERGY INC COM, ACFN		2012-10-31	2013-11-25
6,000 SHS BLACKROCK CREDIT ALLINC TR COM		2009-06-03	2013-11-25
45,000 SHS EMERSON ELEC CO NT 5 62500%		2009-01-12	2013-11-15
25,000 SHS GENERAL ELECTRIC CO NT 5 00000%		2008-11-26	2013-02-01
75 SHS GOOGLE INC CL A, GOOG		2008-03-25	2013-02-08
2,700 SHS HERTZ GLOBAL HLDGS INC COM, HTZ		2011-03-04	2013-12-31
475 SHS INTL BUSINESS MACH, IBM		2012-01-27	2013-05-24
400 SHS ISHARES BARCLAYS 1-3YR CD BD FD, CSJ		2009-07-10	2013-02-08
825 SHS ISHARES TR DOW JONES US REAL ESTATE IND, IYR		2009-06-03	2013-04-25
3,700 SHS KINDER MORGAN INC DELAWARE COM USD0 01, KMI		2012-05-29	2013-10-24
250 SHS LIBERTY MEDIA CORP NEW LIBERTY CAP COM S		2010-02-02	2013-01-09
1,400 SHS LOCKHEED MARTIN CORP, LMT		2011-03-04	2013-01-09
2,400 SHS NYSE EURONEXT		2011-02-03	2013-01-09
25,000 SHS PEPSICO INC SR NT 4 65000%		2008-11-26	2013-02-15
4,000 SHS PNC FINL SVCS GROUP INC 6 125%		2012-05-29	2013-09-09
1,500 SHS POTASH CORP OF SASKATCHEWAN COM NPVISIN, POT		2011-09-27	2013-10-24
2,200 SHS POWERSHARES DB COMMODITY INDEX TRACKING, DBC		2009-11-19	2013-01-09
2,000 SHS POWERSHARES GLOBAL EXCHANGE TRADED FD TR, PCY		2010-09-16	2013-06-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,300 SHS SCHLUMBERGER LIMITEDCOM USD 01, SLB		2007-10-01	2013-11-25
650 SHS STARZ LIBERTY CAP COM SER A, STRZA		2010-02-02	2013-04-25
1,000 SHS TIME WARNER INC NEW COM NEW, TWX		2011-02-03	2013-04-25
3,100 SHS XYLEM INC COM USD 01, XLY		2012-01-27	2013-05-24
1,900 SHS ZIONS BANCORPORATIONDEPOSITARY SHS REPST		2012-05-29	2013-09-16
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,511		54,430	6,081
67,341		74,149	-6,808
45,241		45,242	-1
84,042		71,084	12,958
10,554		10,458	96
120,211		120,046	165
18,131		17,307	824
131			131
45,195		63,288	-18,093
60,000		61,040	-1,040
30,936		21,566	9,370
32,295		23,386	8,909
12,767		28,953	-16,186
75,184		54,100	21,084
45,000		45,000	0
25,000		25,000	0
58,852		33,937	24,915
47,988		37,914	10,074
97,762		90,847	6,915
42,217		41,332	885
59,730		26,015	33,715
134,162		116,414	17,748
30,249		7,064	23,185
131,250		112,726	18,524
77,718		63,620	14,098
25,000		25,013	-13
99,911		100,818	-907
45,195		74,534	-29,339
60,692		50,481	10,211
55,011		53,516	1,495

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
117,395		137,373	-19,978
15,117		2,205	12,912
59,053		36,116	22,937
86,018		74,150	11,868
47,500		50,168	-2,668
381			381

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			6,081
			-6,808
			-1
			12,958
			96
			165
			824
			131
			-18,093
			-1,040
			9,370
			8,909
			-16,186
			21,084
			0
			0
			24,915
			10,074
			6,915
			885
			33,715
			17,748
			23,185
			18,524
			14,098
			-13
			-907
			-29,339
			10,211
			1,495

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-19,978
			12,912
			22,937
			11,868
			-2,668
			381

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ADL- ARIZONA REGION C/O 605 THIRD AVE NY,NY 10158			TO FUND DAILY OPERATIONS	180
ADL- AUSTIN CHAPTER 4635 SOUTHWEST FREEWAY HOUSTON,TX 77027			TO FUND DAILY OPERATIONS	2,450
AHAVAS TORAH 7002 E LUDLOW DR SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	108
ALPHA EPSILON PHI FOUNDATION 111 PROSPECT ST 2ND FLOOR STAMFORD,CT 06901			TO FUND DAILY OPERATIONS	500
AMERICAN COMMITTEE FOR SHAARE ZEDEK 8671 WILSHIRE BLVD SUITE 712 BEVERLY HILLS,CA 90211			TO FUND DAILY OPERATIONS	180
AMERICAN COMMITTEE FOR WEIZMANN INST OF SCIENCE 633 THIRD AVE NEW YORK,NY 100176778			TO FUND DAILY OPERATIONS	180
AMERICAN FRIENDS OF ISRAEL SCOUTS PO BOX 28982 SCOTTSDALE,AZ 85255			TO FUND DAILY OPERATIONS	500
AMERICAN FRIENDS OF LEKET ISRAEL 1402 TEANECK RD 223 TEANECK,NJ 07666			TO FUND DAILY OPERATIONS	360
(AMERICAN FRIENDS OF) MEIR PANIM 5316 NEW UTRECHT AVE BROOKLYN,NY 11219			TO FUND DAILY OPERATIONS	180
AMERICAN JEWISH COMMITTEE 6245 N 24TH PKWY 208 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	180
AMERICAN JEWISH COMMITTEE 165 EAST 56TH ST NEW YORK,NY 100222746			TO FUND DAILY OPERATIONS	180
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE NEW YORK,NY 100174014			TO FUND DAILY OPERATIONS	12,000
ARIZONA JEWISH HISTORICAL SOCIETY 122 EAST CULVER ST PHOENIX,AZ 85004			TO FUND DAILY OPERATIONS	180
ARMDI (AMER RED MAGEN DAVID FOR ISRAEL) 10645 N TATUM BLVD 200 PHOENIX,TX 75093			TO FUND DAILY OPERATIONS	500
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	1,000
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AUSTIN HABITAT FOR HUMANITY 310 COMAL 100 AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	1,000
AUSTIN HUMANE SOCIETY 124 WANDERSON LN AUSTIN,TX 78752			TO FUND DAILY OPERATIONS	100
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN,TX 787679927			TO FUND DAILY OPERATIONS	500
AUTISM SOCIETY 4340 EAST- WEST HIGHWAY 350 BETHESDA,MD 20814			TO FUND DAILY OPERATIONS	200
AVDE TORAH JAYAH 1900 W CHANDLER BLVD 15355 CHANDLER,AZ 85224			TO FUND DAILY OPERATIONS	108
AVIV OF ARIZONA PO BOX 85053 PHOENIX,AZ 85060			TO FUND DAILY OPERATIONS	108
BJE- HEBREW HIGH 12701 NO SCOTTSDALE RD 206 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	500
BETH AMI TEMPLE 3104 E CAMELBACK RD 508 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	108
BETH EL CONGREGATION 1118 W GLENDALE AVE PHOENIX,AZ 85021			TO FUND DAILY OPERATIONS	108
BETH EMETH OF THE WEST VALLEY 13702 W MEEKER BLVD SUN CITY WEST,AZ 85375			TO FUND DAILY OPERATIONS	108
BETH JOSEPH CONGREGATION 515 E BETHANY HOME RD PHOENIX,AZ 85012			TO FUND DAILY OPERATIONS	20,108
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD ST 7TH FLOOR NEW YORK,NY 10016			TO FUND DAILY OPERATIONS	5,000
BOSTON MARATHON JIMMY FUND WALK POB 3595 BOSTON,MA 022413595			TO FUND DAILY OPERATIONS	72
BRANDEIS NATIONAL COMMITTEE 415 SOUTH ST WALTHAM,MA 02453			TO FUND DAILY OPERATIONS	100
BUREAU OF JEWISH EDUCATION- GREATER PHOENIX 12701 NO SCOTTSDALE RD 206 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	1,500
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMERA(COMMFOR ACCURACY IN MIDEAST REPORT IN AMER) PO BOX 35040 BOSTON,MA 021350001			TO FUND DAILY OPERATIONS	100
CAMP HOPE POB 52 FARMINGTON,MO 63640			TO FUND DAILY OPERATIONS	20
CAMP SWIFT 7950 EAST ACOMA DR 106 SCOTTSDALE,AZ 85260			TO FUND DAILY OPERATIONS	500
CAMPAIGN FOR JEWISH NEEDS (AUSPICES JEWCOMMUN ASSOC) 12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	5,000
CAPITAL AREA FOOD BANK 8201 S CONGRESS AVE AUSTIN,TX 787457305			TO FUND DAILY OPERATIONS	1,000
CARITAS OF AUSTIN PO BOX 1947 AUSTIN,TX 787671947			TO FUND DAILY OPERATIONS	1,000
CHABAD OF ANTHEM 41332 N HUDSON TR ANTHEM,AZ 85086			TO FUND DAILY OPERATIONS	108
CHABAD OF THE EAST VALLEY 875 N MCCLINTOCK DR CHANDLER,AZ 85226			TO FUND DAILY OPERATIONS	108
CHABAD OF FOUNTAIN HILLS 11010 N SAGUARO BLVD 105 FOUNTAIN HILLS,AZ 85268			TO FUND DAILY OPERATIONS	108
CHABAD OF MESA 941 S MAPLE MESA,AZ 85206			TO FUND DAILY OPERATIONS	108
CHABAD OF NORTH PHOENIX 22044 N 44TH ST 103 PHOENIX,AZ 85050			TO FUND DAILY OPERATIONS	108
CHABAD OF NORTHWEST VALLEY 7942 WBELL RD C5 101 GLENDALE,AZ 85308			TO FUND DAILY OPERATIONS	108
CHABAD OF PHOENIX (CHABAD LUBAVITCH OF AZ) 2110 E LINCOLN DR PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	108
CHABAD OF SCOTTSDALE 10215 NO SCOTTSDALE RD SCOTTSDALE,AZ 85253			TO FUND DAILY OPERATIONS	108
CHARITY NAVIGATOR 139 HARRISTOWN R 201 GLEN ROCK,NJ 07452			TO FUND DAILY OPERATIONS	100
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CLAL 440 PARK AVENUE SO NEWYORK,NY 10016			TO FUND DAILY OPERATIONS	180
CONGREGATION BETH CHAVERIM PO BOX 5202 SUN CITY WEST,AZ 85376			TO FUND DAILY OPERATIONS	108
CONGREGATION BETH HAVIGOT PO BOX 19498 FOUNTAIN HILLS,AZ 85269			TO FUND DAILY OPERATIONS	108
CONGREGATION BETH ISRAEL (INCL GELLMAN FUND) 3901 SHOAL CREEK AUSTIN,TX 78756			TO FUND DAILY OPERATIONS	600
CONGREGATION BETH ISRAEL (PHOENIX) 10460 N 56TH ST SCOTTSDALE,AZ 85253			TO FUND DAILY OPERATIONS	108
CONGREGATION BETH TEFILLAH 10636 N 71ST WAY SUITES 1 2 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	1,000
CONGREGATION EITZ CHAIM 15014 SOUTH 9TH ST PHOENIX,AZ 85048			TO FUND DAILY OPERATIONS	108
CONGREGATION KEHILLAH 6140 E THUNDERBIRD RD SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	108
CONGREGATION KOL AMI 1200 NORTH LA BREA AVE WEST HOLLYWOOD,CA 90038			TO FUND DAILY OPERATIONS	72
CONGREGATION OR CHADASH (OF THE NE VALLEY) 9096 E BAHIA DR 106 SCOTTSDALE,AZ 85260			TO FUND DAILY OPERATIONS	108
COUNCIL FOR JEWS WITH SPECIAL NEEDS 12701 N SCOTTSDALE RD 205 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	1,500
DESERT FOOTHILLS JEWISH COMMUNITY ASSOCIATION PO BOX 25068 SCOTTSDALE,AZ 85255			TO FUND DAILY OPERATIONS	108
FAMILY ELDERCARE 2210 HANCOCK DR AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	1,000
FRIENDS OF AMERICAN TECHNION SOCIETY 55 E 59TH ST NEWYORK,NY 10022			TO FUND DAILY OPERATIONS	5,000
FRIENDS OF CHANNEL 8 PO BOX 871405 TEMPE,AZ 852871405			TO FUND DAILY OPERATIONS	200
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE IDF 1430 BROADWAY NEWYORK,NY 10018			TO FUND DAILY OPERATIONS	180
GREENE FAMILY CAMP PO BOX 1468 BRUCEVILLE,TX 76630			TO FUND DAILY OPERATIONS	250
HAR ZION CONGREGATION 6140 E THUNDERBIRD RD SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	108
HEBREW FREE LOANS OF AUSTIN 3571 FAR WEST 233 AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	500
HILLEL AT ASU 1012 SO MILL AVE TEMPE,AZ 85281			TO FUND DAILY OPERATIONS	2,500
HOSPICE AUSTIN 4107 SPICEWOOD SPGS RD 100 AUSTIN,TX 78759			TO FUND DAILY OPERATIONS	1,000
JCAA (JEWISH COMMUNITY ASSOCIATION OF AUSTIN) 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	17,966
JCF B'NAI TZEDEK YOUTH INT'L PROGRAM 12701 NORTH SCOTTSDALE RD SCOTTSDAE,AZ 85254			TO FUND DAILY OPERATIONS	500
JDC WALL STREET STATION PO BOX 157 NEWYORK,NY 10268			TO FUND DAILY OPERATIONS	180
JEWISH ARIZONANS ON CAMPUS 13039 NORTH 70TH ST SCOTTSDAELE,AZ 85254			TO FUND DAILY OPERATIONS	180
JEWISH COMMUNITY FOUNDATION 12701 N SCOTTSDALE ROAD 202 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	2,500
JEWISH FAMILY AND CHILDREN'S SERVICE 4747 N 7TH ST SUITE 100 PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	1,000
JEWISH FAMILY SERVICE 11940 JOLLYVILLE RD STE 110S AUTIN,TX 78759			TO FUND DAILY OPERATIONS	500
JEWISH FREE LOAN 6505 WILSHIRE BOULEVARD SUITE 715 LA,CA 90048			TO FUND DAILY OPERATIONS	1,000
JEWISH GENETIC DISEASE CENTER OF GREATER PHOENIX 12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	4,000
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH NATIONAL FUND 1645 E MISSOURI AVE 110 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	5,300
JEWISH TUITION ORGANIZATION 12701 NORTH SCOTTSDALE RD 100M SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	1,000
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 SOUTH WELLS ST ROOM 3134 CHICAGO,IL 60604			TO FUND DAILY OPERATIONS	50
KIVEL GUARDIAN FUND 3020 NO 36TH ST PHOENIX,AZ 850186998			TO FUND DAILY OPERATIONS	540
KLEINE-LEVIN SYNDROME FOUNDATION PO BOX 5382 SAN JOSE,CA 951505382			TO FUND DAILY OPERATIONS	500
KOMEN AUSTIN PO BOX 2164 AUSTIN,TX 78768			TO FUND DAILY OPERATIONS	1,000
LAURIE SIMONS MISLE SEED GRANT FUND C/O U OF NEBR FOUNDATION 2285 SO 67 ST 100 OMAHA,NE 68106			TO FUND DAILY OPERATIONS	1,000
MAKE A WISH FOUNO OF CENTRAL & SO TX 2224 WALSH TARLTON LN 200 AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	1,000
MARINE TOYS FOR TOTS FUND 18251 QUANTICO GATEWAY DR TRIANGLE,VA 22172			TO FUND DAILY OPERATIONS	100
MAZON 1990 SO BUNDY DR SUITE 260 LA,CA 90025			TO FUND DAILY OPERATIONS	180
MEALS ON WHEELS AND MORE 3227 E 5TH ST AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	500
MEMORIAL SLOAN-KETTERING 1275 YORK AVENUE NEW YORK,NY 10065			TO FUND DAILY OPERATIONS	500
MOBILE LOAVES & FISHES 903 S CAPITAL OF TEXAS HWY AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	250
NCJWAUSTIN SECTION PO BOX 26641 AUSTIN,TX 787550641			TO FUND DAILY OPERATIONS	72
NEBRASKA JEWISH HISTORICAL SOCIETY 333 SO 132 ST OMAHA,NE 681542198			TO FUND DAILY OPERATIONS	180
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
NORTH VALLEY JEWISH COMMUNITY ASSOCIATION 39506 N DAISY MTN DR ANTHEM,AZ 85086			TO FUND DAILY OPERATIONS	108
OHR HATORAH 6516 N SEVENTH ST 202 PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	108
OPERATION BLUE SANTA- AUSTIN POLICE DEPT PO BOX 689001 AUSTIN,TX 787689001			TO FUND DAILY OPERATIONS	1,000
OR ADAM CONGREGATION 7904 E CHAPPARRAL RD A110-278 SCOTTSDALE,AZ 85250			TO FUND DAILY OPERATIONS	108
PARDES JEWISH DAY SCHOOL 3916 E PARADISE LANE PHOENIX,AZ 850323232			TO FUND DAILY OPERATIONS	7,000
PENN HILLEL 215 S 39TH STREET PHILADELPHIA,PA 19104			TO FUND DAILY OPERATIONS	100
PHOENIX BUCHORI JEWISH COMMUNITY-SHAAREI TZION OHEL BRACHA 6516 N SEVENTH ST 200 PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	108
PHOENIX CHILDREN'S HOSPITAL FOUNDATION 2929 E CAMELBACK RD 122 PHONEIX,AZ 85016			TO FUND DAILY OPERATIONS	500
PLANNED PARENTHOOD OF CENTRL NO AZ 5651 NO SEVENTH ST PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	100
PLANNED PARENTHOOD TCR 201 E BEN WHITE BLVD B AUSTIN,TX 787047301			TO FUND DAILY OPERATIONS	250
POWER FOR PARKINSON'S 10501 BRANNON COVE AUSTIN,TX 78759			TO FUND DAILY OPERATIONS	200
RONALD MCDONALD HOUSE CHARITIES AUSTINCENTEX 1315 BARBARA JORDAN BLVD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	500
RUACH HAMIDBAR-SPIRIT OF THE DESERT 8214 EAST APPALOOSA TR SCOTTSDAE,AZ 85258			TO FUND DAILY OPERATIONS	108
SAFE PLACE PO BOX 19454 AUSTIN,TX 78760			TO FUND DAILY OPERATIONS	250
SCOTTSDALE HEALTHCARE FOUNDATION 10001 NO M92ND 121 SCOTTSDALE,AZ 85258			TO FUND DAILY OPERATIONS	600
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEASON FOR CARING FUND(CO AUS AM STATESMAN) PO BOX 50066 AUSTIN,TX 787630066			TO FUND DAILY OPERATIONS	1,000
SEASON FOR SHARING PO BOX 1950 PHOENIX,AZ 850011950			TO FUND DAILY OPERATIONS	500
SETON FUND 1201 WEST 38TH STREET AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	1,000
SHAARI TZEDEK PO BOX 13600 PHOPENIX,AZ 85002			TO FUND DAILY OPERATIONS	108
SIMON WIESENTHAL CENTER 9786 WEST PICO BLVD LA,CA 90035			TO FUND DAILY OPERATIONS	180
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104			TO FUND DAILY OPERATIONS	100
ST MARY'S FOOD BANK 2831 N 31ST AVE PHOENIX,AZ 85009			TO FUND DAILY OPERATIONS	500
STAND WITH US PO BOX 341069 LA,CA 900341069			TO FUND DAILY OPERATIONS	180
SUN LAKES JEWISH CONGREGATION PO BOX 11479 CHANDLER,AZ 85248			TO FUND DAILY OPERATIONS	108
TEMPLE BETH EMETH OF SCOTTSDALE PO BOX 2831 SCOTTSDALE,AZ 85252			TO FUND DAILY OPERATIONS	500
TEMPLE BETH SHALOM 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	7,859
TEMPLE BETH SHALOM BROTHERHOOD 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	280
TEMPLE BETH SHALOM BUILDING FUND 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	83,234
TEMPLE BETH SHALOM OF THE NORTHWEST VALLEY 12202 N 101ST AVE SUN CITY,AZ 85351			TO FUND DAILY OPERATIONS	108
TEMPLE BETH SHALOM SISTERHOOD 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	418
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TEMPLE BETH SHOLOM OF THE EAST VALLEY 3400 N DOBSON RD CHANDLER, AZ 85224			TO FUND DAILY OPERATIONS	108
TEMPLE CHAI 4645 E MARILYN RD PHOENIX, AZ 85032			TO FUND DAILY OPERATIONS	10,400
TEMPLE EMANUEL OF TEMPE 5801 S RURAL ROAD TEMPE, AZ 85283			TO FUND DAILY OPERATIONS	108
TEMPLE GAN ELOHIM PO BOX 12097 GLENDALE, AZ 853182097			TO FUND DAILY OPERATIONS	108
TEMPLE HAVURAH EMET PO BOX 13111 CHANDLER, AZ 852487404			TO FUND DAILY OPERATIONS	108
TEMPLE KOL AMI 1200 NO LA BREA AVE WEST HOLLYWOOD, CA 911381204			TO FUND DAILY OPERATIONS	108
TEMPLE SINAI 73-251 HOVLEY LANE WEST PALM DESERT, CA 92260			TO FUND DAILY OPERATIONS	108
TEXAS FREEDOM NETWORK EDUCATION FUND PO BOX 1624 AUSTIN, TX 78767			TO FUND DAILY OPERATIONS	250
TEXAS HILLEL 2105 SAN ANTONIO ST AUSTIN, TX 78705			TO FUND DAILY OPERATIONS	250
TGEN FOUNDATION 445 NORTH FIFTH ST 120 PHOENIX, AZ 85004			TO FUND DAILY OPERATIONS	100
THE FIRST TEE OF GREATER AUSTIN 5501 ED BLUESTEIN BLVD AUSTIN, TX 78723			TO FUND DAILY OPERATIONS	100
THE ISRAEL PROJECT 2020 K STREET NW 7600 WASHINGTON, DC 20006			TO FUND DAILY OPERATIONS	180
THE NEW SHUL 7825 E PARADISE LN SCOTTSDALE, AZ 85260			TO FUND DAILY OPERATIONS	2,900
THE PENN FUND- UNIVERSITY OF PENNSYLVANIA UNIV OF PA FRANKLIN BLDG 3451 WALNUT ST ROOM 433 PHILADELPHIA, PA 191046205			TO FUND DAILY OPERATIONS	200
US HOLOCAUST MEMORIAL MUSEUM PO BOX 90988 WASHINGTON, DC 200900988			TO FUND DAILY OPERATIONS	180
Total  3a				249,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF ARIZONA FOUNDATION PO BOX 210109 TUCSON,AZ 857210109			TO FUND DAILY OPERATIONS	500
UNIVERSITY OF TEXAS LIBERAL ARTS COLLEGE OF LIBERAL ARTS 1 UNIVERSIT STATION G-6300 AUSTIN,TX 78712			TO FUND DAILY OPERATIONS	100
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK,NY 10038			TO FUND DAILY OPERATIONS	500
USO OPERATION ENDURING CARE PO BOX 96322 WASHINGTON,DC 200906322			TO FUND DAILY OPERATIONS	250
VALLEY BEIT MIDRASH 4645 EAST MARILYN PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	10,000
VALLEY OF THE SUN JCC 12701 NO SCOTTSDALE RD203 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	2,500
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN RD PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	100
WESTSIDE FOUNDATION 1101 SO 90TH OMAHA,NE 68124			TO FUND DAILY OPERATIONS	350
YAI NETWORK 460 WEST 34TH 11TH FLOOR N Y,NY 10001			TO FUND DAILY OPERATIONS	50
YOUNG ISRAEL OF PHOENIX 745 E MARYLAND AVE 120 PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	108
ZACHARY SCOTT THEATRE 1510 TOOMEY RD AUSTIN,TX 787041078			TO FUND DAILY OPERATIONS	750
ZBT 3905 VINCENNES RD 300 INDIANAPOLIS,IN 462683057			TO FUND DAILY OPERATIONS	100
Total  3a				249,357

TY 2013 Accounting Fees Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,750	1,750		0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** FRIEDEL FAMILY FOUNDATION**EIN:** 86-0938348

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENTERPRISE PROD 7.034% 1-15-2068	79,163	82,875
LLOYD'S BANKING PFD 7-75%	106,327	106,600
PHILLIP MORRIS 6.875%	50,181	50,666
SEASPAN CORPORATION 09.50% 01/30/2016 PFD	154,831	158,340
SHELL 4.0% 3-21-2014	51,542	50,396
SCHWAB PERPETUAL BOND	105,089	110,800
SPDR SERIES TRUST SHORT TERM HIGH YIELD BD FD ETF	45,603	46,275
WAL MART 4.5% 7-15-2015	50,689	53,056
WELL FARGO BOND PERPETUAL	109,770	111,500

TY 2013 Investments Corporate
Stock Schedule

Name: FRIEDEL FAMILY FOUNDATION
EIN: 86-0938348

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACORN ENERGY INC COM	16,769	18,315
AES TR III 6.75% CONV	60,377	75,270
ALLERGAN INC	71,478	88,864
ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM	86,695	92,760
APPLE INC	67,004	140,255
BERKSHIRE HATHAWAY	11,739	177,900
BOEING CO	91,648	163,788
CALAMOS CONV OPPORTU N	99,209	140,556
CHENIERE ENERGY INC NEW	43,768	86,240
CHICAGO BRIDGE & IRON COMPANY N.V. EUR0.01 (REG)	80,622	141,338
DIRECTV COM CL A	78,201	214,086
DOMINION RESOURCES INC VA NEW	86,939	97,035
EMC CORP	83,930	150,900
GANNETT	98,774	133,110
GOOGLE INC CL A	82,336	196,124
GUGGENHEIM SPINOFF ETF	82,088	171,038
HERTZ GLOBAL HLDGS INC	64,649	123,066
ISHARES MSCI EMERGING	54,499	89,859
KINDER MORGAN MGT LLC	33,218	80,956
JPMORGAN CHASE & CO	138,706	204,680
LIBERTY GLOBAL PLC A	171,605	195,800
LIBERTY NEW LIBERTY CAPITAL SER A	16,162	95,090
LKQ CORP	73,033	115,150
MASTERCARD INC CL A	31,783	125,319
METLIFE INC COM	91,807	118,624
NEW MOUNTAIN FINANCE CORPORATION COM USD0.01	74,822	75,200
PANERA BREAD COMPANY CL A	73,380	79,511
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC	74,528	74,640
SCHLUMBERGER LTD ISIN	171,577	171,209
SEASPAN CORP.	15,735	17,213

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR SER TR BARCLAYS	100,826	101,400
TIME WARNER INC NEW COM NEW	43,328	83,664
UNITED PARCEL SVC INC CL B	84,004	126,096
VODAPHONE	75,187	107,120
WELLS FARGO COMMON	112,693	149,820
WORKDAY INC COM USD0.001	80,668	83,160

TY 2013 Investments - Other Schedule**Name:** FRIEDEL FAMILY FOUNDATION**EIN:** 86-0938348

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES BARCLAYS 1-3	AT COST	39,219	39,548
CCI-MBM X	AT COST	50,000	50,000
TRIDENT REALTY	AT COST	100,000	100,000

TY 2013 Other Decreases Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Amount
TIMING RECONCILIATIONS	10,246

TY 2013 Other Expenses Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	34,340	34,340		0
MISCELLANEOUS - BUSINESS	82	82		0

TY 2013 Other Income Schedule**Name:** FRIEDEL FAMILY FOUNDATION**EIN:** 86-0938348

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TRIDENT REALTY INVESTMENTS, LLC ORDINARY INCOME	6,582	6,582	6,582
POWERSHARES DB COMMODITY INDEX	43	43	43
CCI-MBM X, LP	3,791	3,791	3,791

TY 2013 Taxes Schedule**Name:** FRIEDEL FAMILY FOUNDATION**EIN:** 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	890	890		0
STATE TAX	10	10		0
INCOME TAX	4,224	4,224		0