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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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OMB No 1545-0052




2013



Open to Public Inspection

For calendar year 2013, or tax year beginning 04-01-2013 , and ending 03-31-2014

Name of foundation WILLIAM A BADGER FOUNDATION C/O WELLS FARGO BANK NA TTEE		<b>A Employer identification number</b>  74-6087935	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 41629		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 787040028		<b>B Telephone number</b> (see instructions)  (979) 776-3267	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 56,212,274		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	1,165,386	1,165,386		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,357,601			
	b Gross sales price for all assets on line 6a 10,855,550				
	7 Capital gain net income (from Part IV, line 2) . . .		1,357,601		
	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) . . . . .	309,534	309,534		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	2,832,521	2,832,521		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	188,675	141,506		47,169
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	6,295	6,295		0
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	4,952	4,952		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .		35,949		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	199,922	188,702		47,169
	25 Contributions, gifts, grants paid . . . . .	2,585,958			2,585,958
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,785,880	188,702		2,633,127
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	46,641			
	b <b>Net investment income</b> (if negative, enter -0-)		2,643,819		
	c <b>Adjusted net income</b> (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 . . . . .	382,262	2,537,889	2,537,889
	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)	3,046,987	 4,067,868	4,049,795
	b	Investments—corporate stock (attach schedule) . . . . .	37,965,855	 35,659,678	44,624,264
	c	Investments—corporate bonds (attach schedule). . . . .	6,180,983	 4,984,448	5,000,326
	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)	47,576,087	47,249,883	56,212,274	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .	47,576,087	47,249,883	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	47,576,087	47,249,883	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	47,576,087	47,249,883	

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	47,576,087
2	Enter amount from Part I, line 27a . . . . .	2	46,641
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	42,322
4	Add lines 1, 2, and 3 . . . . .	4	47,665,050
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	415,167
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	47,249,883

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	1,357,601
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		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	2,555,645	40,545,259	0 063032
2011	2,493,536	47,708,941	0 052266
2010	2,612,604	49,857,676	0 052401
2009	2,778,339	46,072,084	0 060304
2008	2,205,402	50,137,419	0 043987

2	Total of line 1, column (d). . . . .	2	0 271990
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 054398
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	53,044,822
5	Multiply line 4 by line 3. . . . .	5	2,885,532
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	26,438
7	Add lines 5 and 6. . . . .	7	2,911,970
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	2,633,127

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	52,876
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	52,876
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	52,876
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	17,240
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	17,240
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	171
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	35,807
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>Refunded</b>	<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</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>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation  \$ _____ 0 <b>(2)</b> On foundation managers  \$ _____ 0			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0			
<b>2</b> 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>	<b>2</b>		<b>No</b>
<b>3</b> 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> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> 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>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
<b>b</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>	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

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 KENNETH D LOKE - WELLS FARGO TX N Telephone no (979) 776-3267 Located at 3000 BRIARCREST DR 2ND FLOOR BRYAN TX ZIP +4 778025034			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	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?. <input type="checkbox"/>	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____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
WELLS FARGO BANK NA	TRUST DEPARTMENT	188,675	0	0
PO BOX 2626	2 00			
WACO,TX 76702				
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

## 3

NONE

0

## Part IX-A

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 TO PROMOTE EDUCATION AND COMMUNITY AWARENESS AND INVOLVEMENT CONTRIBUTIONS ARE  
MADE TO SEVEN PRE-SELECTED ORGANIZATIONS SEE PART XV FOR LIST OF ORGANIZATIONS AND  
AMOUNTS CONTRIBUTED

2,585,958

2

3

4

## Part IX-B

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

[illegible]



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	52,109,222
b	Average of monthly cash balances. . . . .	1b	1,743,389
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	53,852,611
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	53,852,611
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	807,789
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,044,822
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,652,241

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	2,652,241
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	52,876
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	52,876
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,599,365
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	2,599,365
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	2,599,365

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	2,633,127
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	2,633,127
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,633,127
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				2,599,365
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. . . . .	219,446			
c From 2010. . . . .	186,022			
d From 2011. . . . .	129,745			
e From 2012. . . . .	562,834			
f Total of lines 3a through e. . . . .	1,098,047			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,633,127				
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. . . . .				2,599,365
e Remaining amount distributed out of corpus	33,762			
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	1,131,809			
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 . . . . .	1,131,809			
10 Analysis of line 9				
a Excess from 2009. . . .	219,446			
b Excess from 2010. . . .	186,022			
c Excess from 2011. . . .	129,745			
d Excess from 2012. . . .	562,834			
e Excess from 2013. . . .	33,762			

## Part XIV

**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. . . .

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

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

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

## 1 Information Regarding Foundation Managers:

■ 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) )

• 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	2,585,958
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**

[illegible]



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 )
761 AFFILIATED MANAGERS GROUP, INC		2010-07-14	2013-11-08
2456 AFLAC		2005-03-03	2013-06-17
1178 ALLERGAN			2013-06-17
295 ALLERGAN		2012-08-16	2013-06-17
300000 ALLSTATE LF GLB 5 375%, 4/30/13		2008-07-15	2013-04-30
1200 952 ALPHAMETRIX MGD FUT		2010-12-30	2013-12-23
26250 510 ALPHAMETRIX MGD FUT		2013-10-31	2014-02-05
1054 ANHEUSER-BUSCH			2013-11-08
844 APACHE CORP		2009-10-13	2013-04-08
784 APACHE CORP		2012-04-16	2013-04-08
1065 723 ARDEN-SAGE		2010-12-30	2013-05-01
61 282 ARDEN-SAGE		2010-12-30	2013-08-01
1200 BERKSHIRE-HATHAWAY			2013-06-17
849 BERKSHIRE-HATHAWAY			2013-08-13
1280 BHP BILLITON LIMITED			2013-05-15
490 BOEING		2011-03-18	2013-11-08
1870 CAPITAL ONE FINANCIAL CORP		2010-11-24	2013-04-08
779 CHAMBERS STREET PROPERTIES		2004-06-28	2013-07-11
462 CHEVRON		1988-01-08	2013-05-15
133 CHIPOTLE MEXICAN GRILL			2014-02-11
8424 CISCO SYSTEMS			2013-12-12
1166 CITRIX SYS		2008-02-11	2013-11-08
415 CITRIX SYS		2013-02-05	2013-11-08
2285 CME GROUP			2013-11-08
879 COACH		2011-09-13	2013-05-15
1531 COACH			2013-05-15
4250 COMCAST CORP CLASS A		2010-11-24	2014-02-11
3395 COMPANHIA			2013-08-27
966 COSTCO WHOLESALE			2013-12-12
200000 DUKE CAPITAL 5 5%, 3/01/14		2010-07-19	2014-03-03

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 )
3955 EMC CORP		2010-11-24	2013-05-15
1383 ENSCO		2012-03-28	2013-08-27
500000 FED HOME LN BK 5 0%, 11/17/17		2009-08-24	2013-11-18
1750 38 FHLMC POOL		2013-05-09	2013-06-17
1769 19 FHLMC POOL		2013-05-09	2013-07-15
1865 85 FHLMC POOL		2013-05-09	2013-08-15
1922 39 FHLMC POOL		2013-05-09	2013-09-16
1799 85 FHLMC POOL		2013-05-09	2013-10-15
2193 91 FHLMC POOL		2013-05-09	2013-11-15
2020 40 FHLMC POOL		2013-05-09	2013-12-16
1825 98 FHLMC POOL		2013-05-09	2014-01-15
2005 84 FHLMC POOL		2013-05-19	2014-02-18
1710 99 FHLMC POOL		2013-05-19	2014-03-17
3315 85 FNMA POOL		2012-11-05	2013-04-25
2162 54 FNMA POOL		2012-11-05	2013-05-28
2487 99 FNMA POOL		2012-11-05	2013-06-25
2205 98 FNMA POOL		2012-11-05	2013-07-25
2284 42 FNMA POOL		2012-11-05	2013-08-26
2100 83 FNMA POOL		2012-11-05	2013-09-25
1513 53 FNMA POOL		2012-11-05	2013-10-25
1049 25 FNMA POOL		2012-11-05	2013-11-25
819 57 FNMA POOL		2012-11-05	2013-12-26
1236 01 FNMA POOL		2012-11-05	2014-01-27
899 80 FNMA POOL		2012-11-05	2014-02-25
801 94 FNMA POOL		2012-11-05	2014-03-25
815 GOLDMAN SACHS GROUP			2013-05-13
350000 HEWLETT-PACKARD 4 75%, 6/2/14		2009-02-23	2013-05-10
2970 HMS HLDGS			2013-04-08
4825 INTEL CORP		2010-11-24	2013-08-13
5300 ISHARES CORP S&P MIDCAP		2009-01-21	2013-04-11



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 )
485 JAZZ PHARMECEUTICALS		2013-06-12	2014-02-11
1695 JOHNSON CONTROLS		2011-03-18	2013-05-13
2148 JOHNSON CONTROLS		2012-03-12	2013-05-15
1095 JOHNSON CONTROLS		2013-01-22	2013-05-15
1800 JPMORGAN CHASE		2004-04-26	2013-04-08
2150 JPMORGAN CHASE			2013-08-27
300000 MCKESSON CORP 6 5%, 2/15/14		2012-06-29	2014-02-15
39 008 MORGAN CREEK		2008-03-27	2013-05-22
14 96 MORGAN CREEK		2008-03-27	2013-09-04
172 942 MORGAN CREEK		2008-03-27	2013-12-11
1540 NETAPP		2010-11-24	2013-04-08
1009 ORACLE			2013-07-02
720 RACKSPACE HOSTING		2010-11-24	2013-04-08
406 RACKSPACE HOSTING		2012-05-18	2013-04-08
488 RALPH LAUREN		2012-06-19	2013-11-08
470 RALPH LAUREN		2013-08-08	2013-11-08
2440 TARGET			2014-02-11
690 TERADATA		2012-09-10	2013-11-08
2788 TERADATA		2011-05-06	2013-11-08
2540 TEVA PHARMACEUTICAL INDUSTRIES			2013-05-15
1585 847 THE ENDOWMENT TEI FUND		2009-11-30	2013-08-02
1435 357 THE ENDOWMENT TEI FUND		2009-11-30	2013-08-02
1249 219 THE ENDOWMENT TEI FUND		2009-11-30	2013-11-04
4708 389 THE ENDOWMENT TEI FUND		2009-11-30	2014-03-18
2743 TJX COS		2011-07-18	2014-02-11
2188 TOTAL SA		2012-07-05	2013-08-27
5200 TRIMBLE NAV		2013-04-03	2013-07-02
830 ULTA SALON			2013-04-08
702 UNION PACIFIC		2009-01-21	2013-12-12
2426 UNITEDHEALTH GROUP		2003-11-24	2013-04-08

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 )
1800 US BANCORP		2011-02-04	2013-04-08
2315 US BANCORP			2013-05-15
350000 US TREASURY NOTE 4 25%, 11/15/13		2008-06-26	2013-11-15
ARDEN SAGE MSTI FUND LLC K-1	P		
ALPHAMETRIX MANAGED FUTURES III LLC K-1	P		
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)
147,250		50,244	97,006
137,783		94,564	43,219
118,356		95,539	22,817
29,639		25,607	4,032
300,000		302,463	-2,463
1,312,779		1,300,000	12,779
26,251		26,251	0
108,012		61,457	46,555
63,419		82,235	-18,816
58,911		72,740	-13,829
1,256,498		1,229,311	27,187
72,889		70,689	2,200
135,323		95,919	39,404
105,129		66,567	38,562
88,243		118,641	-30,398
65,390		33,877	31,513
101,156		70,480	30,676
7		6	1
56,794		4,983	51,811
72,710		40,156	32,554
179,007		150,284	28,723
66,922		40,804	26,118
23,819		30,528	-6,709
168,721		122,916	45,805
52,291		49,881	2,410
91,077		96,154	-5,077
229,290		86,785	142,505
115,757		104,311	11,446
117,466		78,686	38,780
200,000		215,106	-15,106

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)
91,913		86,535	5,378
78,740		72,787	5,953
576,185		537,610	38,575
1,750		1,825	-75
1,769		1,844	-75
1,866		1,945	-79
1,922		2,004	-82
1,800		1,876	-76
2,194		2,287	-93
2,020		2,106	-86
1,826		1,903	-77
2,006		2,091	-85
1,711		1,783	-72
3,316		3,587	-271
2,163		2,340	-177
2,488		2,692	-204
2,206		2,387	-181
2,284		2,471	-187
2,101		2,273	-172
1,514		1,637	-123
1,049		1,135	-86
820		887	-67
1,236		1,337	-101
900		973	-73
802		868	-66
120,870		128,810	-7,940
363,909		349,976	13,933
79,466		65,824	13,642
108,374		103,249	5,125
597,810		264,718	333,092

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)
68,742		32,758	35,984
69,848		68,086	1,762
69,848		68,279	1,569
39,804		33,914	5,890
84,226		69,659	14,567
112,142		77,181	34,961
300,000		328,548	-28,548
28,560		39,008	-10,448
10,871		14,960	-4,089
59,847		172,942	-113,095
53,190		79,017	-25,827
30,744		27,381	3,363
34,694		20,520	14,174
19,563		19,975	-412
83,504		71,858	11,646
80,424		83,749	-3,325
136,125		98,015	38,110
29,250		52,652	-23,402
118,187		167,921	-49,734
98,728		126,423	-27,695
90,688		78,249	12,439
78,255		70,824	7,431
69,479		61,639	7,840
272,676		232,323	40,353
162,255		75,522	86,733
120,143		98,764	21,379
135,471		149,201	-13,730
67,910		80,191	-12,281
115,555		28,414	87,141
150,291		64,041	86,250

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)
60,515		49,377	11,138
77,366		59,760	17,606
350,000		363,248	-13,248
			6,557
			28,837
			0
			0
			0
			0
			0
18,750			18,750

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	
			97,006
			43,219
			22,817
			4,032
			-2,463
			12,779
			0
			46,555
			-18,816
			-13,829
			27,187
			2,200
			39,404
			38,562
			-30,398
			31,513
			30,676
			1
			51,811
			32,554
			28,723
			26,118
			-6,709
			45,805
			2,410
			-5,077
			142,505
			11,446
			38,780
			-15,106

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	
			5,378
			5,953
			38,575
			-75
			-75
			-79
			-82
			-76
			-93
			-86
			-77
			-85
			-72
			-271
			-177
			-204
			-181
			-187
			-172
			-123
			-86
			-67
			-101
			-73
			-66
			-7,940
			13,933
			13,642
			5,125
			333,092



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	
			35,984
			1,762
			1,569
			5,890
			14,567
			34,961
			-28,548
			-10,448
			-4,089
			-113,095
			-25,827
			3,363
			14,174
			-412
			11,646
			-3,325
			38,110
			-23,402
			-49,734
			-27,695
			12,439
			7,431
			7,840
			40,353
			86,733
			21,379
			-13,730
			-12,281
			87,141
			86,250

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

[illegible]

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)				
<b>a</b> <i>Paid during the year</i>				
BAYLOR UNIVERSITY PO BOX 97041 WACO,TX 76798			EDUCATION	1,034,383
CITY OF WACO - FBO OAKWOOD CEMETERY PO BOX 2570 WACO,TX 76702			COMMUNITY AWARENESS & INVOLVEMENT AND UPKEEP OF PROP	129,298
EDINBURG UNITED METHODIST CHURCH 107 W CAMPBELL ST EDINBURGH,IN 46124			COMMUNITY AWARENESS & INVOLVEMENT	129,298
METHODIST CHILDREN'S HOME OF WACO 1111 HERRING AVE WACO,TX 76708			COMMUNITY AWARENESS & INVOLVEMENT	905,085
PAUL QUINN COLLEGE 3837 SIMPSON STUART RD DALLAS,TX 75241			EDUCATION	129,298
ST PAUL'S EPISCOPAL CHURCH 515 COLUMBUS AVE WACO,TX 76701			COMMUNITY AWARENESS & INVOLVEMENT	129,298
TOWN OF EDINBURG INDIANA 107 S HOLLAND ST EDINBURGH,IN 46124			COMMUNITY AWARENESS & INVOLVEMENT	129,298
<b>Total . . . . .</b>			<b>3a</b>	2,585,958

## TY 2013 Accounting Fees Schedule

**Name:** WILLIAM A BADGER FOUNDATION

C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL & ACCOUNTING FEES	6,295	6,295		0

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	4,984,448	5,000,326

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	35,659,678	44,624,264

# TY 2013 Investments Government Obligations Schedule

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

<b>US Government Securities - End of Year Book Value:</b>	3,708,296
<b>US Government Securities - End of Year Fair Market Value:</b>	3,693,995
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	359,572
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	355,800

**TY 2013 Other Decreases Schedule**

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Description	Amount
CURRENT YEAR TAX EXPENSE	53,047
UNREALIZED LOSS - ALPHAMETRIX MANAGED FUTURES III LLC	4,907
UNREALIZED LOSS - GRAHAM ALTERNATIVE INVESTMENT FUND II K-1	2,644
TIMING ADJUSTMENTS-INVESTMENTS ON CALENDAR YR, FOUNDATION ON FISCAL YR END	354,569



**TY 2013 Other Income Schedule****Name:** WILLIAM A BADGER FOUNDATION

C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REIT FEE REBATES	52,978	52,978	52,978
MISCELLANEOUS	35	35	35
RETURN OF CAPITAL	18,750	18,750	18,750
ALPHAMEXTRIX K-1 ORD INC/LOSS	-41,125	-41,125	-41,125
ALPHAMEXTRIX K-1 SEC 1256 CONTRACT/STRADDLES	60,234	60,234	60,234
ALPHAMEXTRIX K-1 SEC 988 GAIN/LOSS	-5,859	-5,859	-5,859
PARTNERS GROUP PET LLC K-1 OTHER INC	101,723	101,723	101,723
GRAHAM K-1 SEC 988 GAIN/LOSS	122,798	122,798	122,798

TY 2013 Other Increases Schedule

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE  
**EIN:** 74-6087935

Description	Amount
UNREALIZED GAIN - THE ENDOWMENT TEI FUND LP K-1	42,322

**TY 2013 Taxes Schedule****Name:** WILLIAM A BADGER FOUNDATION

C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAXES	4,952	4,952		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmt

**Name:** WILLIAM A BADGER FOUNDATION  
C/O WELLS FARGO BANK NA TTEE

**EIN:** 74-6087935

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
UNKNOWN	0	0	03-07-2012	