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Filed Pursuant to Notice 2004-35

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545 0052

2013

For calendar year 2013, or tax year beginning 2/11 , 2013, and ending 4/30 , 2014

THE MARSHALL HERITAGE FOUNDATION
DR. S. COOK, 320 HAMMOND HWY #403
METAIRIE, LA 70005

A Employer identification number: 46-7293385

B Telephone number (see the instructions): 504-309-9845

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,814,684.

J Accounting method [X] 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))*

	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	331.	331.	331.	
	4 Dividends and interest from securities	1,571,696.		1,571,696.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,572,027.	331.	1,572,027.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23				
	25 Contributions, gifts, grants paid Part XV	6,000,000.			6,000,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,000,000.	0.	0.	6,000,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-4,427,973.			
	b **Net investment income** (if negative, enter -0-)		331.		
	c **Adjusted net income** (if negative, enter -0-)			1,572,027.	

L

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments		3,814,684.	3,814,684.
	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 sch) ► 82,349.			
	Less allowance for doubtful accounts ►		82,349.	
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	0.	3,897,033.	3,814,684.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 ► [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds		3,897,033.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	0.	3,897,033.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	0.	3,897,033.	

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	0.
2	Enter amount from Part I, line 27a	2	-4,427,973.
3	Other increases not included in line 2 (itemize) ► See Statement 1	3	8,325,006.
4	Add lines 1, 2, and 3	4	3,897,033.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,897,033.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — 3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income) N/A

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	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 instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b		1	7.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	7.
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	7.
6	Credits/Payments			
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 7.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments Add lines 6a through 6d		7	7.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 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? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► LA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SHEENA A. BONADONA, CPA Telephone no ► (214) 447-7486

Located at ► 7001 PRESTON RD, SUITE 400 DALLAS TX ZIP + 4 ► 75205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the 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

1 a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **1 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? **1 c** No: X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__

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) **2 b** N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

► 20__ , 20__ , 20__ , 20__

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)* **3 b** N/A

4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4 a** No: X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? **4 b** No: X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? N/A ☐ 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** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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
DR. STEPHEN D. COOK 320 HAMMOND HWY, SUITE 403 METAIRIE, LA 70005	Trustee 1.00	0.	0.	0.
ELAINE T. MARSHALL 7001 PRESTON ROAD, SUITE 400 DALLAS, TX 75205	Trustee 1.00	0.	0.	0.
E. PIERCE MARSHALL, JR 7001 PRESTON ROAD, SUITE 400 DALLAS, TX 75205	Trustee 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► 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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	2,766,732.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,766,732.
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	2,766,732.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,501.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,725,231.
6	**Minimum investment return.** Enter 5% of line 5 Short Year Modified Percentage 1.0822 %	6	29,492.

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	29,492.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 7.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	7.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	29,485.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,485.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	29,485.

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	6,000,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,000,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,000,000.

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				29,485.
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 650,079.				
c From 2010 2,309,275.				
d From 2011 3,265,894.				
e From 2012 3,229,467.				
f **Total** of lines 3a through e	9,454,715.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 6,000,000.				
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				29,485.
e Remaining amount distributed out of corpus	5,970,515.			
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	15,425,230.			
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	15,425,230.			
10 Analysis of line 9				
a Excess from 2009 650,079.				
b Excess from 2010 2,309,275.				
c Excess from 2011 3,265,894.				
d Excess from 2012 3,229,467.				
e Excess from 2013 5,970,515.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ELAINE T. MARSHALL

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DALLAS CASA 2815 GASTON AVE DALLAS, TX 75226	NONE	PUBLIC	GENERAL SUPPORT	1,000,000.
GREENHILL SCHOOL 4141 SPRING VALLEY RD ADDISON, TX 75001	NONE	PUBLIC	GENERAL SUPPORT	5,000,000.
Total			► 3a	6,000,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	331.	
4 Dividends and interest from securities			14	1,571,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,572,027.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,572,027.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 3/9/15 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Christopher Klein	Christopher Klein	3/9/15		P01615895

Firm's name ► HILLIARD & HILLIARD, ACCPA — Firm's EIN ► 72-1045950

Firm's address ► 1304 ENTERPRISE BLVD STE A
LAKE CHARLES, LA 70601-6324 — Phone no (337) 433-8554

Statement 1
Form 990-PF, Part III, Line 3
Other Increases

Corpus from predecessor foundation per court order to divide	$ 8,325,006.
Total	$ 8,325,006.

THE MARSHALL HERITAGE FOUNDATION 46-7293385

On December 23, 2013, the 14th Judicial District Court of Louisiana ordered that the Marshall Heritage Foundation (72-6163215) be divided into two (2) new foundations. Louisiana is the situs of the Foundation. The Foundation was divided into "The Marshall Heritage Foundation" (46-7293385) and the "Marshall Legacy Foundation" (46-7206339). The Court also ordered that the Marshall Heritage Foundation (72-6163215) distribute its assets and obligations, including the excess distribution carryover reflected on the Foundation's 2012 Form 990PF.

A net distribution related to the aforementioned court order of $8,325,006.69 was transferred to "The Marshall Heritage Foundation" (46-7293385). Part XIII (Undistributed Income), Line 10 will show one-half of the excess distributions as it has been distributed accordingly.

Please see the attached Petition to Divide Foundation, meeting minutes, trustee resolutions, memorandum, and court order.

IN RE: : 14TH JUDICIAL DISTRICT COURT

NO 2013-5595 Div E : PARISH OF CALCASIEU

EPM TESTAMENTARY LEAD TRUST, PEROXISOME TRUST, and MARSHALL HERITAGE FOUNDATION : STATE OF LOUISIANA

FILED: DEC 2 3 2013 : Carole B. LeBeaux

DEPUTY CLERK OF COURT

PETITION TO RE-SITUS TRUST, DIVIDE TRUSTS, AND DIVIDE FOUNDATION

NOW INTO COURT, through undersigned counsel, come the EPM TESTAMENTARY LEAD TRUST, appearing herein through Elaine T. Marshall, in her capacity as Trustee, the PEROXISOME TRUST, appearing herein through Elaine T. Marshall, in her capacity as Donor, and the MARSHALL HERITAGE FOUNDATION, appearing herein through Elaine T. Marshall, in her capacity as Co-Trustee, who respectfully represents:

1

Elaine T. Marshall, Trustee of the EPM Testamentary Lead Trust, hereby seeks authority to re-situs the Trust as a Louisiana Trust. Following this event, with the authority granted herein, she will transfer the complete corpus of the Trust into two new trusts

2

Elaine T Marshall, Donor, E. Pierce Marshall, Jr and Preston L. Marshall, Co-Trustees of the Peroxisome Trust, a Louisiana Trust, would like to transfer the entire corpus of the Peroxisome Trust to two new trusts

3.

Elaine T Marshall, Dr. Stephen D. Cook, E. Pierce Marshall, Jr., and Preston L. Marshall, Co-Trustees of the Marshall Heritage Foundation (hereinafter referred to as the "Foundation"), hereby seek authority to pay over all of the assets and beneficiary interests of the Foundation into two new foundations.

With the authority granted herein, the two new foundations would divide in equal parts the assets of the Foundation Each of the two new foundations would receive the beneficiary interests of one of the two divided trusts of both the divided EPM Testamentary Lead Trust and the divided Peroxisome Trust

5.

Elaine T Marshall, Dr. Stephen D Cook, E Pierce Marshall, Jr., and Preston L. Marshall unanimously agree that the efficient administration of the Trusts and the Foundation would be best served if E Pierce Marshall, Jr. and Preston L. Marshall were able to administer their respective beneficial and charitable interests independently from one another.

WHEREFORE, the EPM Testamentary Lead Trust, the Peroxisome Trust, and the Marshall Heritage Foundation, pray that:

1) The EPM Testamentary Lead Trust immediately be deemed to be re-sitused as a Louisiana Trust upon execution of same by Elaine T. Marshall, Trustee.

2) The EPM Testamentary Lead Trust be divided into two new trusts upon execution of same by Elaine T Marshall, Trustee.

3) The Peroxisome Trust be divided into two new trusts upon execution and agreement of same by a majority of the Trustees.

4) The Marshall Heritage Foundation be divided into two new foundations upon execution and agreement of same by a majority of the Trustees.

Respectfully Submitted By,

BRADLEY J. TREVINO (Bar #33694)
Hunter, Hunter & Sonnier, L.L.C.
1807 Lake Street
Lake Charles, LA 70601
(337) 436-1600 – Telephone
(337) 439-2505 – Facsimile

FILED DEC 2 3 2013
Carl B. LeBoeuf
Deputy Clerk of Court
Calcasieu Parish, LA

MINUTES OF MEETING OF THE TRUSTEES OF MARSHALL HERITAGE FOUNDATION

A meeting of the Trustees of the Marshall Heritage Foundation (*the Foundation*) was held via telephone on September 17, 2013. All of the Trustees, Elaine T. Marshall, E. Pierce Marshall, Jr., Preston L. Marshall and Dr. Stephen D Cook, participated in the meeting. Also participating in the meeting were Edwin K. Hunter and Edwin F. Hunter, III. Cherry Trapani recorded the minutes.

The first item of business was the O'Shea cancer research PRI (Program Related Investment). Initially the project was proposed as a joint venture with two other foundations. Elaine learned recently that both foundations withdrew from the project, and she objected to the Foundation's funding the entire project. Elaine made a motion to reject the O'Shea/Salk PRI. Pierce seconded the motion, and the following resolution was unanimously adopted:

> **BE IT RESOLVED**, that the O'Shea/Salk PRI is hereby rejected. Edwin Ford shall notify the Salk Institute that the Foundation declined to participate in the PRI.

Edwin then directed everyone's attention to the PRI proposal of the Fellowship of Orthopaedic Researchers, Inc. (Fellowship) submitted to the Foundation. The project involves use of magnetic spine implants to treat back pain and dysfunction. Dr. Cook recused himself from discussion or vote on this proposal considering his relationships with both the Foundation and Fellowship. The remaining Trustees acknowledged receipt and review of the Fellowship proposal more than one week prior to the meeting. The Trustees also acknowledged the necessity of a conflict of interest and disclosure policy in connection with the Fellowship PRI. Edwin presented a pro forma Conflict of Interest, Disclosure and Waiver document for review and consideration. The final draft shall be signed contemporaneously with the approved Research Support Agreement setting forth the terms of the PRI. Elaine made a motion to accept Fellowship's proposed PRI and move forward with the project. Pierce seconded the motion and the following resolution was unanimously adopted:

> **BE IT RESOLVED**, that the Fellowship of Orthopaedic Researcher, Inc.'s proposed PRI relative to treating back pain and dysfunction with magnetic spine implants is hereby accepted.

> **BE IT RESOLVED**, that the Foundation's President, Elaine T. Marshall, is authorized to execute on behalf of the Foundation, a Research Support Agreement

in a form substantially similar the attached agreement. The President is further authorized to execute a Conflict of Interest, Disclosure and Waiver substantially similar to the attached document.

Edwin, at Elaine's direction, then introduced the idea of decanting (dividing) the Foundation into two separate foundations with Elaine remaining as foundation chair of both new foundations. Elaine, Dr. Cook and Preston would serve as trustees of the new Marshall Legacy Foundation. Elaine Dr. Cook and Pierce would serve as trustees of the new Marshall Heritage Foundation. The existing successor trustee plan developed by Elaine would remain in force for both foundations. Edwin explained that the Louisiana Trust Code permits decanting of a charitable trust up petitioning the court. Edwin reviewed the procedure for dividing the Foundation's assets and obligations, including the excess distribution carryover reflected on the Foundation's Form 990PF. Elaine made a motion to decant the Foundation under the terms discussed. Pierce seconded the motion and the following resolution was unanimously adopted:

> **BE IT RESOLVED**, that the Foundation be decanted into two new foundations, and that Edwin K. Hunter petition the 14th Judicial District Court for Calcasieu Parish, Louisiana, for approval of the decanting.
>
> **BE IT RESOLVED**, that upon receipt of approval from the Court authorizing the decanting, the Foundation shall take whatever steps necessary to form the new foundations under the terms and conditions set forth in the following resolutions.
>
> **BE IT RESOLVED**, that the Foundation's existing articles (with the exception of initial trustees) carry over to the new foundations and specifically, the existing successor trustee plan developed by Elaine T. Marshall shall remain in force.
>
> **BE IT RESOLVED**, that Elaine T. Marshall, Dr. Stephen D. Cook and E. Pierce Marshall, Jr. shall serve as Trustees of the new Marshall Heritage Foundation, with Elaine T. Marshall serving as Chairman of the Board of Trustees and President.
>
> **BE IT RESOLVED**, that Elaine T. Marshall, Dr Stephen D. Cook and Preston L. Marshall shall serve as Trustees of the Marshall Legacy Foundation, with Elaine T Marshall serving as Chairman of the Board of Trustees and President.
>
> **BE IT RESOLVED**, that the Foundation divide and distribute its assets and obligations, including the excess distribution carryover reflected on the Foundation's Form 990PF, one-half (½) to the new Marshall Heritage Foundation and one-half (½) to the Marshall Legacy Foundation.

There being no further business, the meeting was adjourned.

These minutes may be signed in multiple counterparts with the same effect as if all signing parties had signed the same document. All such counterparts shall be construed together and constitute the same instrument

Approved:

Elaine T. Marshall
Elaine T. Marshall, Trustee — Date: Oct 21 2013

E. Pierce Marshall, Jr., Trustee — Date: 10/21/13

Preston L. Marshall, Trustee — Date: ____________

Dr. Stephen D. Cook, Trustee — Date: ____________

There being no further business, the meeting was adjourned.

These minutes may be signed in multiple counterparts with the same effect as if all signing parties had signed the same document. All such counterparts shall be construed together and constitute the same instrument

Approved:

______________________________ Date: ______________________
Elaine T. Marshall, Trustee

______________________________ Date: ______________________
E. Pierce Marshall, Jr., Trustee

______________________________ Date: ______________________
Preston L. Marshall, Trustee

______________________________ Date: 9/30/13
Dr. Stephen D. Cook, Trustee

There being no further business, the meeting was adjourned.

These minutes may be signed in multiple counterparts with the same effect as if all signing parties had signed the same document. All such counterparts shall be construed together and constitute the same instrument

Approved:

______________________________ Date: ____________________

Elaine T. Marshall, Trustee

______________________________ Date: ____________________

E. Pierce Marshall, Jr., Trustee

______________________________ Date: 12/23/13

Preston L. Marshall, Trustee

______________________________ Date: ____________________

Dr. Stephen D. Cook, Trustee

MARSHALL HERITAGE FOUNDATION
TRUSTEE RESOLUTION

We, the undersigned, being all of the Trustees of the Marshall Heritage Foundation (herein *the Foundation*), who would be entitled to vote upon the resolutions hereinafter set forth at a formal meeting of the Trustees, sign this instrument in lieu of holding a special meeting of the Trustees to evidence our consent to the adoption of the following resolution:

BE IT RESOLVED that the Foundation retire early the pledge to Dallas CASA pursuant to the Pledge Agreement dated March 1, 2011, having a balance of One Million Dollars ($1,000,000.00) representing the final installment due January 15, 2015. The pledge shall be retired by December 31, 2013.

BE IT FURTHER RESOLVED that the Foundation make the following pledge:

Dallas CASA Endowment Fund 2815 Gaston Ave. Dallas, TX 75226-1306	$10,000,000

This grant shall be a five (5) year pledge at $2,000,000 per year dedicated to Dallas CASA's endowment fund, subject to a Pledge Agreement with terms and conditions mutually agreeable to the parties, with the first payment made January 15, 2014 and each subsequent annual payment payable each January 15th of 2015, 2016, 2017 and 2018.

BE IT FURTHER RESOLVED that the Foundation retire early the pledge to Greenhill School pursuant to the Pledge Agreement dated March 3, 2011, having a balance of One Million Dollars ($1,000,000.00) representing the final installment due January 15, 2015. The pledge shall be retired by December 31, 2013.

BE IT FURTHER RESOLVED that the Foundation forward payment in the amount of Four Hundred Two Thousand Five Hundred Dollars ($402,500.00) to Fellowship of Orthopeadic Researchers representing the November 1, 2013 and February 1, 2014 payments due under the Research Support Agreement effective October 1, 2013. Prospectively, payments shall be made semi-annually on June 1st and December 1st in the amount of Four Hundred Two Thousand Five Hundred Dollars ($402,500.00).

BE IT FURTHER RESOLVED the Marshall Legacy Foundation shall receive an extra $2,384,500 in assets upon decanting under the following conditions:

i) Marshall Legacy Foundation shall acknowledge its undertaking to expend $7,384,500 for educational institutions associated with the Preston L. Marshall family, and acknowledge that this undertaking supersedes any prior contemplated gifts or commitments for such institutions, including Baylor University;

(ii) the undertaking mentioned herein does not create a pledge nor other obligation enforceable by any educational institution or other third party;

(iii) while the trustee's anticipate that $2,384,500 of the $7,384,500 undertaking will be granted to Baylor University in the first quarter of 2014, Preston L. Marshall, as a Trustee of the Marshall Legacy Foundation, has authority to enter into an agreement with that institution on the precise use of that grant as well as its conditions and terms;

(iv) Preston L. Marshall as a Trustee of the Marshall Legacy Foundation shall have authority to declare which institutions have the status of educational institutions associated with Preston L. Marshall family, term the amount of the undertaking allocated to each, and enter into agreements with each on the precise use of those grants as well as their conditions and terms, and

(v) Preston L. Marshall's authority in respect to the $7,384,500 undertaking, as a Trustee of the Marshall Legacy Foundation, shall be restricted only by the necessity that the grants be used exclusively for charitable, educational and scientific purposes in accordance with the Marshall Legacy Foundation's governing instrument, not constitute an act of self-dealing or involve any prohibitive transaction as specified in the Internal Revenue Code, and otherwise comply with Louisiana law governing charitable trusts.

These resolutions may be signed in multiple counterparts with the same effect as if all signing parties had signed the same document. All such counterparts shall be construed together and constitute the same instrument.

IN TESTIMONY WHEREOF, we have signed this consent effective as of the 15th day of December, 2013.

Dr. Stephen D. Cook, Trustee

Elaine T. Marshall, Trustee

E. Pierce Marshall, Jr., Trustee

Preston L. Marshall, Trustee

These resolutions may be signed in multiple counterparts with the same effect as if all signing parties had signed the same document. All such counterparts shall be construed together and constitute the same instrument.

IN TESTIMONY WHEREOF, we have signed this consent effective as of the 15th day of December, 2013.

Dr. Stephen D. Cook, Trustee	**Elaine T. Marshall,** Trustee
E. Pierce Marshall, Jr., Trustee	**Preston L. Marshall,** Trustee

MARSHALL HERITAGE FOUNDATION
TRUSTEE RESOLUTION

We, the undersigned, being all of the Trustees of the Marshall Heritage Foundation (herei n *the Foundation*), who would be entitled to vote upon the resolutions hereinafter set forth at a fo rmal meeting of the Trustees, sign this instrument in lieu of holding a special meeting of the Trus tees to evidence our consent to the adoption of the following resolution:

BE IT RESOLVED that the existing pledge to Baylor University, having an unal located balance of Two Million Three Hundred Eighty Four Thousand Five Hundr ed Dollars ($2,384,500.00), be dedicated to the construction fund of the Paul L. Fo ster Campus for Business and Innovation. The pledge shall be retired by Decemb er 31, 2013.

BE IT FURTHER RESOLVED that the Foundation make a grant to Kinkaid Sc hool in the amount of Five Million Dollars ($5,000,000.00) dedicated to its Tomor row's Promise Capital Campaign for the Future, pursuant to which Kinkaid School is constructing a new upper school, parking garage, library, upgrading its dining f acilities and growing its endowment.

BE IT FURTHER RESOLVED that should the Foundation's cash reserves prove insufficient to fund the resolutions set forth herein, Foundation assets shall be liqui dated in order to fund these resolutions no later than December 31, 2013.

These resolutions may be signed in multiple counterparts with the same effect as if all sig ning parties had signed the same document. All such counterparts shall be construed together an d constitute the same instrument.

IN TESTIMONY WHEREOF, we have signed this consent effective as of the 19th day of December, 2013.

______________________	Elaine T. Marshall
Dr. Stephen D. Cook, Trustee	Elaine T. Marshall, Trustee
______________________	______________________
E. Pierce Marshall, Jr., Trustee	Preston L. Marshall, Trustee

Deputy Clerk of Court
Calcasieu Parish Louisiana

MEMORANDUM IN SUPPORT OF PETITION TO RE-SITUS TRUST, DIVIDE TRUST, AND DIVIDE FOUNDATION

I. RULINGS REQUESTED -

Elaine T. Marshall Trustee of the EPM Testamentary Lead Trust, a Texas trust, intends to re-situs the Trust as a Louisiana Trust. Following this event, Elaine T. Marshall intends to transfer the complete corpus of the EPM Testamentary Lead Trust over to two new trusts. The two new trusts would divide the assets of the EPM Testamentary Lead Trust evenly. Elaine T Marshall would remain Trustee of both new trusts. E. Pierce Marshall, Jr. would be the principal beneficiary of the new trust #1 and Preston L. Marshall would be principal beneficiary of the new trust #2.

Elaine T. Marshall, Donor, E. Pierce Marshall, Jr. and Preston L. Marshall, Co-Trustees of the Peroxisome Trust, a Louisiana Trust, would like to transfer the entire corpus of the Peroxisome Trust to two new trusts. The two trusts would receive in equal parts the assets of the Peroxisome Trust. E. Pierce Marshall, Jr. would remain Trustee of one of the divided trusts, and Preston L. Marshall would remain Trustee of the other divided trust. Additionally, rather than being principal beneficiaries in equal portion of the current Trust, E. Pierce Marshall, Jr. would be the principal beneficiary of the divided trust of which he is Trustee, and Preston L. Marshall would be the principal beneficiary of the divided trust of which he is Trustee

Elaine T. Marshall, Dr. Steven D. Cook, E. Pierce Marshall, Jr., and Preston L. Marshall, Co-Trustees of the Marshall Heritage Foundation (hereinafter referred to as "Foundation") would like to pay over all of the assets and beneficiary interests of the Foundation into two new foundations. The two new foundations would divide in equal parts the assets of the Foundation. Each of the two new foundations would receive the beneficiary interests of one of the two divided trusts of both the divided EPM Testamentary Lead Trust and the divided Peroxisome Trust

II. FACTUAL BACKGROUND -

Mrs. Marshall, Dr. Steven D. Cook, E. Pierce Marshall, Jr., and Preston L. Marshall unanimously agree that the efficient administration of the Trusts and the Foundation would be best served if E. Pierce Marshall, Jr. and Preston L. Marshall were able to administer their respective beneficial and charitable interests discussed herein independently from one another. The two brothers each have high quality educations and are driven individuals.

E. Pierce Marshall, Jr has a bachelor's degree from Tulane University and a Juris Doctor from Yale University. E Pierce Marshall, Jr has previously practiced with the prestigious Thompson & Knight law firm in Dallas, Texas. He is currently the President of Elevage Capital and general counsel to MarOpCo, Inc. Preston L. Marshall received his bachelor's degree from Baylor University and is currently President of MarOpCo, Inc

Despite the Marshall siblings both being educated and motivated, there are occasional competing points of view regarding the management of assets and how best the assets could be utilized to relieve human suffering. Both siblings have differing passions, charitable aspirations, and views of the most prudent management of the funds in the EPM Testamentary Lead Trust, Peroxisome Trust, and the Marshall Heritage Foundation.

While Elaine T. Marshall is Trustee of the EPM Testamentary Lead Trust and presently has the final word regarding the administration of same, she believes dividing the trusts and foundation into two equal parts through new entities will allow the administration of all to be more efficient. E. Pierce Marshall, Jr and Preston L. Marshall, Co-Trustees of the Peroxisome Trust, also reasonably believe that dividing the trust will allow the administration of same to be more efficient. The interests are wholly consistent with the goals of E. Pierce Marshall's final testament that created the EPM Testamentary Lead Trust and funded the Marshall Heritage Foundation. The interests are also consistent with the goals of the Peroxisome Trust created by Elaine T. Marshall on August 19, 2011 There is unanimous agreement amongst all parties that dividing the Trusts and Foundation into two trusts and foundations, respectively, is desirable and will allow for the administration of all to be more efficient.

III. <u>EPM TESTAMENTARY LEAD TRUST</u> -

The EPM Testamentary Lead Trust is a testamentary trust that came into existence mortis causa through the provisions of E. Pierce Marshall's will. Mr. Marshall's sudden and untimely death occurred in 2006. An Amended and Restated EPM Testamentary Lead Trust was signed by Elaine T. Marshall on July 1, 2008 The EPM Testamentary Lead Trust was created with the intention to give Mrs. Elaine T. Marshall complete and untrammeled control of the Trust with the Marshall Museum and Library (now the Marshall Heritage Foundation), as income beneficiary. The secondary purpose was to make sure the Trust was then divided in equal parts between Mr. and Mrs. Marshall's only two children, E. Pierce Marshall, Jr and Preston L. Marshall.

This is confirmed in the attached Last Will and Testament of E. Pierce Marshall signed May 5, 2006. The pertinent portion is included below.

> "...the annuity amount shall be paid to Marshall Museum and Library (MML) unless MML is not an organization for which a contribution qualifies for a Federal estate tax charitable deduction at the time when any principal or income of the trust is to be distributed to it, in which case the trustee shall distribute such principal or income to one or more organizations for which a contribution qualifies for a Federal estate tax charitable.
>
> The annuity amount equal to 3.8% of the initial value of the trust property, and increased on each anniversary of the trust by 7% of the prior year's annuity amount, shall be paid in equal quarterly installments from income and, to the extent that income is not sufficient, from principal.
>
> Any trust accounting income (ordinary dividends, interests, rent, royalty or similar revenues) of the trust for a taxable year in excess of the annuity amount shall be distributed to the charitable annuitant and devoted solely to one or more of the purposes set forth in §170(c)(2)(B) of the Internal Revenue Code (the Code) of 1986 In determining the annuity amount, the trustee shall prorate the same, on a daily basis, for a short taxable year.
>
> No additional contributions shall be made to this trust after the initial contribution.
>
> The EPM Testamentary Lead Trust shall have a term, computed with respect to the date of my death, just sufficient to make the income interest in the trust for which a deduction would be allowed under §§170, 545(b)(2), 642(c), 2055, 2106(a)(2) or 2522 of the Code have an aggregate value of sixty percent of the aggregate fair market value of all amounts in the trust at its commencement. Upon the expiration of this term, the trustee shall distribute all trust principal to my children, E. Pierce Marshall, Jr and Preston L Marshall Should either of my sons fail to survive me, the trustee shall distribute the interest of such predeceased child in the trust principal and income to his descendants "[1]

Mrs Marshall feels dividingthe EPM Testamentary Lead Trust into two new trusts, with the same charitable provisions and the same beneficiaries will remove inefficiency, or lack of the greatest possible benefit with the least number of adverse consequences and without opposition by any of the beneficiaries.

<u>Ability to Re-Situs Trust</u>

The powers given to Elaine T. Marshall as Trustee of the EPM Testamentary Lead Trust are detailed in Article II and Article IX of E Pierce Marshall's Last Will and Testament. Article IX, Section MM states:

[1] Please see attached *Last Will and Testament of E. Pierce Marshall.*

20

"MM. Change of Situs. The Trustee shall have the authority to change the trust's situs to such jurisdiction as the Trustee deems in the best interest of trust estate."

The language of the EPM Testamentary Lead Trust lacks any ambiguity. Mrs. Marshall desires to exercise her express authority, in the best interest of the trust estate and the beneficiaries to re-situs of the Trust to Louisiana. The income beneficiary of the Trust, the Marshall Heritage Museum, is domiciled in Louisiana.

Additionally, the Amended and Restated EPM Testamentary Lead Trust, Section 11, includes the exact same language regarding the Trustee's affirmative and express authority to change the situs.[2]

Texas law authorizes Mrs. Marshall, as Trustee, to change the situs of the trust. The Texas Trust Act extends broad powers to trustees in the absence of limiting provisions in the trust instrument.[3] The court may not substitute its discretion for that of the trustee, and may interfere with the trustee's discretionary powers only in the case of fraud, misconduct, or clear abuse of discretion. Where the trust instrument is unambiguous and expresses the intention of the settlor, the trustee's powers are conferred by the instrument and neither the court nor the trustee can add or take away such power.[4] If the terms of a trust instrument do not limit or conflict with a power given to the trustee by the Texas Code, the default rules supplied by the Trust Code apply.[5]

Louisiana law also allows for Mrs. Marshall, as Trustee, to change the situs of the trust. In fact, the Marshall family has, in the past, changed the situs of a Texas trust to Louisiana. Even in litigation over the validity of the trust no party questioned that the change in situs was invalid or ineffective. In fact, the Western District confirmed the Louisiana situs when it stated: "Louisiana is the situs of the trust."[6] That case was a choice of law case questioning which law applied when considering the validity of the original draft of a Trust. While the court determined Texas law would be applied to the original validity question, there was no question that the

[2] *Please see attached Amended and Restated EPM Testamentary Lead Trust.*

[3] *See Article 7425b-25,* V.A.T.S.

[4] *Leslkar v. Moon*, 237 S.W.3d 361 (Tex.App.-Houston, 2007).

[5] *Myrick v. Moody National Bank*, 336 S.W.3d 795 (Tex.App.-Houston, 2011).

[6] *Hilliard v. Marshall*, 91 F. Supp. 2d 916 W.D. La. 1999 at 918.

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power to re-situs was given in the trust document and that the trust had been validly and effectively re-sitused to Louisiana

The general rule for trust modification in Louisiana is that: "The settlor may modify the terms of the trust after its creation only to the extent he expressly reserves the right to do so."[7] Article IX, Section MM of the Trust expressly reserved the right to change the situs of the Trust and the right was reserved and is now being properly executed.

Ability to Divide the Trust

Article IX, Section JJ of E Pierce Marshall's Last Will and Testament states:

> "**JJ. Division, Merger and Consolidation of Trusts.** The Trustee, in its sole discretion, may divide this trust into two or more single trusts, and may merge or consolidate all or any portion of this trust with one or more other trusts, upon such terms and conditions as it deems appropriate, provided that such division, merger, or consolidation is not inconsistent with my intent for any such trusts, facilitates administration of the trusts, and would be in the best interest of all beneficiaries and not materially impair their respective interests. Subject to the foregoing limitations, the Trustee is authorized to exercise this power with respect to any and all trusts whenever created, whether inter vivos or testamentary, created by the same or different instruments, by the same or different persons and regardless of where created or administered. The Trustee is further authorized to accept the assets of other trusts that may be transferred to it as the Trustee of this trust and, subject to the terms and conditions as may be provided in the transfer documents, shall administer and distribute such assets in accordance with the provisions of this trust."[8]

The provision above gives the Trustee explicit power to divide the Trust Again, the general rule for trust modification in Louisiana is: "The settlor may modify the terms of the trust after its creation only to the extent he expressly reserves the right to do so."[9]

Even absent a specific expression of such power, meaning even if we did not have the above provision expressly granting the power, the Louisiana Trust Code states that:

> "A trustee may combine two or more trusts into one trust, or divide a trust into two or more trusts, on written notice to all beneficiaries having a current interest in the trust or trusts, if the combination or division does not impair the rights of any beneficiary or adversely affect the accomplishment of the purposes of the trust or trusts."[10]

The beneficiaries of this Trust, the Marshall Heritage Foundation, E. Pierce Marshall, Jr., and Preston L. Marshall have all been notified of the division of Trust.[11] Furthermore, while the

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[7] *LSA-R.S. 9.2021*

[8] *Please see attached Last Will and Testament*

[9] *LSA-R.S. 9:2021*

[10] *LSA-R.S. 9:2030*

[11] Please see attached email

statute only provides for notice, each beneficiary has expressed their approval of the division.[12] The Trustee is given explicit power to divide the Trust The Louisiana Trust Code also grants a Trustee the power to divide a trust. Whether as an exercise of power granted in the Trust instrument or granted by statute, Mrs. Marshall has the untrammeled authority to divide the Trust.

The Trust assets are going to be divided from one trust into two trusts comprised of exactly fifty percent (50%) each of the assets of the EPM Testamentary Lead Trust There is no transfer of benefit, no material change in the assets of the trusts, and no other material change between the EPM Testamentary Lead Trust and the two new trusts that could violate the terms of the Revised Statute.

IV. <u>PEROXISOME TRUST</u> -

The Peroxisome Trust, also a charitable lead annuity trust, was created on August 19, 2011 and funded on August 31, 2011 The Peroxisome Trust's primary purpose is to pay the Marshall Heritage Foundation an annuity for a term of twenty (20) years. Upon termination of the annuity period, the Trustee shall distribute the then principal and income of the trust to Preston L. Marshall and E Pierce Marshall, Jr. in equal proportions.[13]

Section 8 of the Peroxisome Trust states:

> "8. **Governing** Law. The operation of the trust shall be governed by the laws of the state of Louisiana. The Trust shall be situated in Calcasieu Parish, Louisiana, with its principal office located at 1807 Lake Street, Lake Charles, Louisiana. However, the Trustee is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the requirements for the charitable deductions available to a charitable lead annuity trust or for contributions to a charitable lead annuity trust."

As referenced above, the Louisiana Trust Code states:

> "A trustee may combine two or more trusts into one trust, or divide a trust into two or more trusts, on written notice to all beneficiaries having a current interest in the trust or trusts, if the combination or division does not impair the rights of any beneficiary or adversely affect the accomplishment of the purposes of the trust or trusts."[14]

The beneficiaries of the EPM Testamentary Lead Trust, the Marshall Heritage Foundation, E Pierce Marshall, Jr., and Preston L. Marshall have all been notified of the division

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[12] Please see attached emails

[13] Please see attached Peroxisome Trust

[14] *LSA-R.S. 9:2030*

of Trust[15] Additionally, while the statute only provides for notice, each beneficiary has provided a written acceptance of the division of the Trust[16] The Trustee is given explicit power to divide the Trust. The Louisiana Trust Code also grants a Trustee the power to divide a trust Whether as an exercise of power granted in the Trust instrument or granted by statute, Mrs Marshall has the power to divide the Trust

The Trust assets are going to be divided from one trust into two trusts comprised of exactly fifty percent (50%) each of the assets of the Peroxisome Trust. There is no transfer of benefit, no material change in the assets of the trusts, and no other material change between the EPM Testamentary Lead Trust and the two new trusts that could violate the terms of the Revised Statute.

V. <u>MARSHALL HERITAGE FOUNDATION</u> -

Mrs. Marshall's intention is to divide the Marshall Heritage Foundation into two separate foundations. One will retain the name of the Marshall Heritage Foundation; the other will be named the Marshall Legacy Foundation. Each of these foundations will be funded with one of each of the trusts resulting from the trust divisions discussed above. The material provisions in the Articles of each Foundation will remain identical.

Article IV of the Amended and Restated Articles of the Marshall Museum and Library (now the Marshall Heritage Museum), states:

> "These articles may be amended from time to time by the trustee, whenever the trustee believes it necessary or advisable to enable trustee to carry out the purpose of the Foundation more effectively. Every amendment shall be in writing and shall be signed by the trustee No such amendment shall, however, vary the provisions of articles V, IX, and X except where required to preserve the tax-exempt status of the Foundation."[17]

Article V directs appointment of successor trustees. Article IX describes the duties of the Grant Advisory Committee Article X prohibits the Trustee from violating several tax principles Splitting the Foundation into two equal and materially identical Foundations falls within the powers given to the Trustee, in Article IV, and does not violate the limitations discussed in Articles V, IX, and X[18]

[15] Please see attached email

[16] Please see attached emails

[17] Please see attached Amended and Restated Articles of the Marshall Museum and Library and the Articles of Amendment to the Marshall Museum and Library.

[18] Id.

The Foundation is a Charitable Trust and as such is subject to the Louisiana Trust Code The Foundation's Articles specifically declare the Foundation a Trust on page one of the Amended and Restated Articles. It states in pertinent part: "...do hereby amend and restate the articles of the Articles of the Marshall Museum and Library, a **charitable trust** and foundation..."[19] Additionally, the Foundation was formed pursuant to §2271 *et.seq* of the Louisiana Trust Code.[20]

Treatment of a foundation as a trust can also be seen in the Louisiana Trust Code LSA-R.S. 9.2283 includes a reference of ". .governing instrument of each **trust** that is a **private foundation**..."[21]

As a Louisiana trust and subject to the Louisiana Trust Code, the same provisions for division of a trust previously discussed are applicable The provision above gives the Trustee explicit power to divide the Trust. Again, the general rule for trust modification in Louisiana is. "The settlor may modify the terms of the trust after its creation only to the extent he expressly reserves the right to do so "[22]

Even without a specific expression of such power, the Louisiana Trust Code states that.

> "A trustee may combine two or more trusts into one trust, or divide a trust into two or more trusts, on written notice to all beneficiaries having a current interest in the trust or trusts, if the combination or division does not impair the rights of any beneficiary or adversely affect the accomplishment of the purposes of the trust or trusts."[23]

The beneficiaries of the Marshall Heritage Foundation, E. Pierce Marshall, Jr. and Preston L. Marshall, have both been notified of the division of Trust.[24] Additionally, while the statute only provides for notice, each beneficiary has provided a written acceptance of the division of Trust.[25] The Trustee is given explicit power to divide the Trust. The Louisiana Trust Code also grants a Trustee the power to divide a trust. Whether as an exercise of power granted in the Trust instrument or granted by statute, Mrs Marshall has the power to divide the Trust

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[19] Please see Amended and Restated Articles of the Marshall Museum and Library.

[20] Id.

[21] LSA-R.S. 9:2283

[22] *LSA-R.S 9:2021*

[23] *LSA-R.S. 9:2030*

[24] Please see attached emails

[25] Please see attached emails

2C

The Trust assets are going to be divided from one trust into two trusts comprised of exactly fifty percent (50%) each of the assets of the Foundation. There is no transfer of benefit, no material change in the assets of the Foundation, and no other material change between the Foundation and the two new foundations that could violate the terms of the Revised Statute.

Further, the grants and pledges of the Foundation will be split by exactly fifty percent (50%) between the two new foundations.

VI. CONCLUSION-

Mrs Marshall, Dr. Steven D. Cook, E Pierce Marshall, Jr., and Preston L. Marshall unanimously agree that the efficient administration of the Trusts and the Foundation would be best served if E. Pierce Marshall, Jr. and Preston L Marshall were able to administer their respective beneficial and charitable interests discussed herein independently from one another. The EPM Testamentary Lead Trust, Peroxisome Trust, and the Marshall Heritage Foundation all vest the powers necessary to complete these changes with the Marshall's. Additionally, Louisiana state law permits the changes presented in the requested rulings. For these reasons we ask this Honorable Court to grant the rulings requested.

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IN RE:	:	14TH JUDICIAL DISTRICT COURT
NO. 2013-5595 DIV E	:	PARISH OF CALCASIEU
EPM TESTAMENTARY LEAD TRUST, PEROXISOME TRUST, and MARSHALL HERITAGE FOUNDATION	:	STATE OF LOUISIANA
FILED: DEC 23 2013	:	Carole B. LeBeaux DEPUTY CLERK OF COURT

ORDER

Considering the forgoing Petition to Re-Situs Trust, Divide Trusts, and Divide Foundation

IT IS HEREBY ORDERED that the EPM Testamentary Lead Trust is immediately deemed to have been re-sitused as a Louisiana Trust upon execution of same by Elaine T. Marshall, Trustee;

IT IS FURTHER ORDERED that the EPM Testamentary Lead Trust is divided equally into two new trusts upon execution of same by Elaine T. Marshall, Trustee;

IT IS FURTHER ORDERED that the Peroxisome Trust is divided equally into two new trusts upon execution and agreement of same by a majority of the Trustees; and

IT IS FURTHER ORDERED that the Marshall Heritage Foundation is divided equally into two new foundations upon execution and agreement of same by a majority of the Trustees.

THUS DONE AND SIGNED, at Lake Charles, Louisiana, on this 23rd day of December, 2013.

S/ Clayton Davis
14TH JUDICIAL DISTRICT COURT JUDGE

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Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE MARSHALL HERITAGE FOUNDATION	Employer identification number (EIN) or 46-7293385
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions DR. S. COOK, 320 HAMMOND HWY #403	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions METAIRIE, LA 70005	

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SHEENA A. BONADONA, CPA

  Telephone No ► (214) 447-7486 Fax No ► (972) 460-4326
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [ ] calendar year 20 ____ or

► [X] tax year beginning 2/11, 20 14, and ending 4/30, 20 14

2 If the tax year entered in line 1 is for less than 12 months, check reason [X] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 7.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 0.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 7.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II | **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print

Name of exempt organization or other filer, see instructions: THE MARSHALL HERITAGE FOUNDATION

Employer identification number (EIN) or: 46-7293385

Number, street, and room or suite number. If a P.O. box, see instructions: MAROPCO, INC. 7001 PRESTON RD STE 400

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions: DALLAS, TX 75205

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► SHEENA A. BONADONA, CPA
  Telephone No ► (214) 447-7486 Fax No ► (972) 460-4326
- If the organization does not have an office or place of business in the United States check this box ► [ ]
- If this is for a Group Return enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 3/15, 20 15

5 For calendar year ____, or other tax year beginning 2/11, 20 14 and ending 4/30, 20 14

6 If the tax year entered in line 5 is for less than 12 months, check reason [X] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a If this application is for Forms 990 BL 990 PF 990-T 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 7.
b If this application is for Forms 990-PF, 990-T, 4720 or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 7
c Balance due Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Sheena A. Bonadona Title ► Controller Date ► 12/12/14