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Return of Private Foundation

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

MAY 1, 2013

, and ending

APR 30, 2014

Name of foundation

DR. LEON BROMBERG CHARITABLE TRUST

A Employer identification number

76-0193007

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

2200 MARKET STREET

Room/suite

710

B Telephone number

(409) 762-5890

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

GALVESTON, TX 77550-1532C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

▶ \$ **9,628,532.** (Part I, column (d) must be on cash basis)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify) _____**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))

	(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			N/A	
2 Check ☒ If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
4 Dividends and interest from securities	234,167.	234,167.		STATEMENT 2
5a Gross rents	37,588.	37,588.		STATEMENT 3
b Net rental income or (loss)	32,816.			STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10	473,395.			
b Gross sales price for all assets on line 6a	2,685,977.			
7 Capital gain net income (from Part IV, line 2)		473,395.		
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)				
11 Other income	173,722.	173,722.		STATEMENT 5
12 Total. Add lines 1 through 11	918,875.	918,875.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	36,000.	24,001.		11,999.
14 Other employee salaries and wages	58,400.	38,933.		19,467.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 6 16,500.	8,250.		8,250.
c Other professional fees	STMT 7 82,681.	82,681.		0.
17 Interest				
18 Taxes	STMT 8 30,079.	8,112.		1,537.
19 Depreciation and depletion				
20 Occupancy	17,954.	11,969.		5,985.
21 Travel, conferences, and meetings	517.	345.		172.
22 Printing and publications				
23 Other expenses	STMT 9 7,438.	4,973.		2,465.
24 Total operating and administrative expenses. Add lines 13 through 23	249,569.	179,264.		49,875.
25 Contributions, gifts, grants paid	346,820.			346,820.
26 Total expenses and disbursements. Add lines 24 and 25	596,389.	179,264.		396,695.
27 Subtract line 26 from line 12	322,486.			
a Excess of revenue over expenses and disbursements		739,611.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

0 14

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	524,203.	411,374.	411,374.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	24,000.	15,600.	15,600.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 410,210.			
Less accumulated depreciation ▶	410,210.	410,210.	512,000.	
12 Investments - mortgage loans				
13 Investments - other STMT 10	7,567,530.	8,011,245.	8,689,558.	
14 Land, buildings, and equipment basis ▶ 3,235.				
Less accumulated depreciation STMT 11 ▶ 3,235.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	8,525,943.	8,848,429.	9,628,532.	
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			
	22 Other liabilities (describe ▶ STATEMENT 12)	1,673.	1,673.	
23 Total liabilities (add lines 17 through 22)	1,673.	1,673.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,404,496.	6,404,496.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,119,774.	2,442,260.	
	30 Total net assets or fund balances	8,524,270.	8,846,756.	
	31 Total liabilities and net assets/fund balances	8,525,943.	8,848,429.	

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	8,524,270.
2 Enter amount from Part I, line 27a	2	322,486.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,846,756.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,846,756.

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 WELLS FARGO, NOMINEE	P	VARIOUS	VARIOUS
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 2,685,977.		2,212,582.	473,395.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			473,395.
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	473,395.
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) If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	335,982.	8,384,934.	.040070
2011	405,392.	7,668,487.	.052865
2010	305,413.	6,207,294.	.049202
2009	270,387.	5,704,734.	.047397
2008	317,476.	5,667,047.	.056021

2 Total of line 1, column (d)	2	.245555
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	.049111
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,115,772.
5 Multiply line 4 by line 3	5	447,685.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,396.
7 Add lines 5 and 6	7	455,081.
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	396,695.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	14,792.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	14,792.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	14,792.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	20,800.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,008.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 6,008. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► VIDA RECTOR Telephone no ► (409) 762-5890 Located at ► 2200 MARKET STREET, STE 710,, GALVESTON, TX ZIP+4 ► 77550			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c 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 ►		
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) N/A		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 ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A		3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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**

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
CHARLES G. DIBRELL, III 2200 MARKET STREET, SUITE 710 GALVESTON, TX 77550	TRUSTEE - CHAIRMAN 10.00	36,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
VIDA RECTOR - 2200 MARKET STREET, STE 710, GALVESTON, TX 77550	ADMINISTRATOR 40.00	58,400.	0.	0.

Total number of other employees paid over \$50,000

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	8,066,329.
b	Average of monthly cash balances	1b	676,262.
c	Fair market value of all other assets	1c	512,000.
d	Total (add lines 1a, b, and c)	1d	9,254,591.
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	9,254,591.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,819.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,115,772.
6	Minimum investment return. Enter 5% of line 5	6	455,789.

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	455,789.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,792.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,792.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	440,997.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	440,997.
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	440,997.

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	396,695.
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	396,695.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	396,695.

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				440,997.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			263,696.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 396,695.				
a Applied to 2012, but not more than line 2a			263,696.	
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				132,999.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				307,998.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

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

- (4) Gross investment income**

SEE ATTACHED

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				
AMERICAN HEART ASSOCIATION BAY AREA/GALVESTON DIVISION 10060 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PUBLIC CHARITY	SPONSOR FOR THE 2014 BLACK TIE & BOOTS GALVESTON GALA	5,000.
ASSUMPTION OF THE VIRGIN MARY GREEK ORTHODOX CHURCH P O BOX 655 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SUPPORT FOR THE 30TH ANNUAL GREEK FESTIVAL	5,000.
BALL HIGH SCHOOL PROJECT GRADUATION 2014 P O BOX 2195 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSOR BALL HIGH SCHOOL PROJECT GRADUATION 2014	3,000.
BOYS AND GIRLS CLUBS OF GREATER HOUSTON 1520-A AIRLINE DRIVE HOUSTON, TX 77009	N/A	PUBLIC CHARITY	GRANT TO SUPPORT THE DIPLOMAS TO DEGREES PROGRAM	5,000.
CAMP SUMMIT 17210 CAMPBELL ROAD, SUITE 180-W DALLAS, TX 77252	N/A	PUBLIC CHARITY	GRANT TO SUPPORT THE 2014 CAMPING PROGRAM	5,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	346,820.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	3.		
4 Dividends and interest from securities			14	234,167.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property			16	32,816.		
6 Net rental income or (loss) from personal property						
7 Other investment income			16	173,722.		
8 Gain or (loss) from sales of assets other than inventory			18	473,395.		
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)		0.		914,103.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	914,103.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  9/4/14 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JOHN R. MCKENNA, JR.	Preparer's signature <i>John R McKenna Jr</i>	Date 8-29-14	Check ☐ if self-employed	PTIN P00618649
	Firm's name ▶ HEAD, MAXWELL & MCKENNA, P.C.			Firm's EIN ▶ 76-0354302	
	Firm's address ▶ 2200 MARKET STREET, SUITE 401 GALVESTON, TX 77550			Phone no (409) 763-6479	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CATHOLIC CHARITIES ARCHDIOCESE GALVESTON/HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	N/A	PUBLIC CHARITY	SPONSOR FOR THE SOUL MAN 2014 SPIRIT OF CHARITIES GALA	5,000.
CHRISTUS FOUNDATION FOR HEALTH CARE P O BOX 1919 HOUSTON, TX 77251	N/A	PUBLIC CHARITY	GRANT TO HELP OUR DAILY BREAD IN GALVESTON TO PROVIDE VOUCHER FOR PRESCRIPTION MEDICINE	5,000.
CITY OF GALVESTON - PARKS AND RECREATION DEPARTMENT 2222 - 28TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR BAND CONCERT "SUPER SENIOR CELEBRATION"	2,000.
D'FEET BREAST CANCER P O BOX 3935 GALVESTON, TX 77552	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE "CELEBRATION OF LIFE" RUN AND WALK	5,500.
FAMILY SERVICE CENTER OF GALVESTON COUNTY 2200 MARKET ST., STE 600 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE 100TH ANNIVERSARY GALA CELEBRATION	5,000.
GALVESTON ARTS CENTER 2501 MARKET STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE SUNSET BUFFET	1,000.
GALVESTON CHAMBER PARTNERSHIP, INC. 2228 MECHANIC, SUITE 101 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE 2014 "GALVESTON LEMONADE DAY"	5,000.
GALVESTON COLLEGE FOUNDATION 4015 AVENUE Q GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT OF THE UNIVERSAL ACCESS PROGRAM	5,000.
GALVESTON COUNTY ADOPTION DAY FOUNDATION P O BOX 3203 GALVESTON, TX 77552	N/A	PUBLIC CHARITY	NATIONAL ADOPTION DAY	5,000.
GALVESTON COUNTY FOOD BANK - GLEANINGS FROM THE HARVEST 624 - 4TH AVENUE N TEXAS CITY, TX 77590	N/A	PUBLIC CHARITY	SPONSOR FOR THE GALA "CELEBRATE OUR PAST AND INSPIRE OUR FUTURE"	5,000.
Total from continuation sheets				323,820.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GALVESTON FIREFIGHTERS CHILDREN'S PARADE 4627 AVENUE O GALVESTON, TX 77551	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE 10TH ANNUAL FIREFIGHTER CHILDREN PARADE 2014	1,000.
GALVESTON HISTORICAL FOUNDATION 502 - 20TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT THE PURCHASE OF THE BISHOP'S PALACE	12,500.
GALVESTON ISD EDUCATIONAL FOUNDATION, INC. POST OFFICE BOX 660 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE ANNUAL FUNDRAISER, ANCHORING GALVESTON'S FUTURE	3,000.
GALVESTON ISLAND HUMANE SOCIETY 6814 BROADWAY GALVESTON, TX 77554	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE ANNUAL PAWS GALA	2,000.
GALVESTON ISLAND MEALS ON WHEELS 2803 - 53RD STREET GALVESTON, TX 77551	N/A	PUBLIC CHARITY	PROVIDE MEALS FOR CLIENTS AND SPONSOR THE 40TH ANNIVERSARY CELEBRATION	3,000.
GALVESTON SEAFARERS CENTER 221 - 20TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE ANNUAL GALA	2,500.
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON, TX 77098	N/A	PUBLIC CHARITY	SUPPORT OF GIRL SCOUTS ON THE GO PROGRAM	5,000.
GULF COAST BIG BROTHERS BIG SISTERS 1413 TREMONT GALVESTON, TX 77550	N/A	PUBLIC CHARITY	GRANT TO EXPAND COMMUNITY BASED AND SCHOOL BASED PROGRAMS	5,000.
GULF COAST CENTER MHMR 123 ROSENBERG GALVESTON, TX 77550	N/A	PUBLIC CHARITY	FIFTH AND FINAL INSTALLMENT OF GRANT	20,000.
HOLY FAMILY CATHOLIC SCHOOL 2601 URSULINE GALVESTON, TX 77550	N/A	PUBLIC CHARITY	PURCHASE TEN IPAD MINIS, INSURANCE AND CABLES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOSPICE CARE TEAM, INC. 1708 N. AMBURN, SUITE C TEXAS CITY, TX 77591	N/A	PUBLIC CHARITY	SPONSOR FOR THE "TREE OF LIGHTS" CAMPAIGN	250.
LONE STAR FLIGHT MUSEUM P O BOX 3099 GALVESTON, TX 77554	N/A	PUBLIC CHARITY	GRANT TO SUPPORT IN RESTORATION AND MAINTENANCE OF THE NAVAL AIRCRAFT	10,000.
MERCY PARK ASSOCIATION OF GALVESTON 5105 AVENUE M GALVESTON, TX 77551	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE FRIENDSHIP PRIVATE LUNCHEON CRUISE	350.
NATIONAL DRUG AND SAFETY LEAGUE - GALVESTON POLICE DEPARTMENT P O BOX 17251 GALVESTON, TX 77552	N/A	PUBLIC CHARITY	SPONSOR TO HELP COVER THE COST OF MATERIALS FOR THE ANNUAL MATERIAL DRIVE	720.
NATIONAL FIRE SAFETY COUNCIL, INC. GALVESTON FIRE MARSHAL'S OFFICE 2517 AVENUE H #207 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	FIRE SAFETY PROGRAM	500.
O'CONNELL COLLEGE PREPARATORY SCHOOL - TREASURE BALL ASSOCIATION 1320 TREMONT GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE 2014 TREASURE BALL	500.
OFFSHORE ENERGY CENTER GALVESTON 200 N. DAIRY ASHFORD, SUITE 4119 HOUSTON, TX 77079	N/A	PUBLIC CHARITY	GRANT TO HELP SUPPORT THE ENERGY EDUCATION WORKSHOP PROGRAMS	5,000.
OLD CENTRAL CULTURAL CENTER, INC. P O BOX 2111 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	GRANT TO ASSIST WITH MAJOR BUILDING REPAIRS AND RENOVATIONS	2,500.
OLLI AT UTMB - RESCUE IN THE PHILIPPINES 301 UNIVERSITY BOULEVARD GALVESTON, TX 77555	N/A	PUBLIC CHARITY	SPONSOR A SCREENING OF RESCUE IN THE PHILIPPINES; REFUGE FROM THE HOLOCAUST	5,000.
PERRY FAMILY YMCA 1700 W. LEAGUE CITY PARKWAY LEAGUE CITY, TX 77573	N/A	PUBLIC CHARITY	GRANT TO ALLOW CHILDREN TO ATTEND SUMMER DAY CAMP	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RESOURCE AND CRISIS CENTER P O BOX 1514 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SUPPORT VARIOUS DIRECT VICTIM SERVICE PROGRAMS	5,000.
ROSENBERG LIBRARY 2310 SEALY STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	GRANT TO CONTINUE TO IMPROVE THE FACILITY FOR THE PUBLIC	10,000.
SHRINERS HOSPITAL FOR CHILDREN - GALVESTON 815 MARKET STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT TISSUE BANK PROGRAM	5,000.
ST. VINCENT'S EPISCOPAL HOUSE 2817 POST OFFICE STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT OF THE HOPE ACADEMY	5,000.
SUNSHINE CENTER, INC. 1726 - 21ST STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	COSTS TO REPAIR AND MAINTAIN AGING FACILITIES	10,000.
TEXAS LIGHTHOUSE FOUNDATION, INC. DBA LIGHTHOUSE CHARITY TEAM P O BOX 16494 - 6918 BROADWAY GALVESTON, TX 77552	N/A	PUBLIC CHARITY	GRANT TO PAY COSTS RELATED TO OPERATING OF LIGHTHOUSE GALVESTON OPERATIONS CENTER	5,000.
THE ALCOHOL/DRUG ABUSE WOMEN'S CENTER 201 - 1ST STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	GRANT TO PARTIALLY FUND THREE CRUCIAL ACTIVITIES	5,000.
THE ARTIST BOAT, INC. 2415 AVENUE K GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT THE DELIVERY OF ECO ART RESIDENCIES IN GALVESTON ELEMENTARY SCHOOLS	2,500.
THE GRAND 1894 OPERA HOUSE 2020 POST OFFICE GALVESTON, TX 77550	N/A	PUBLIC CHARITY	GRANT FOR THE GRAND'S SERIOUS FUN CHILDREN'S SERIES	5,000.
THE LUTHERAN MUSIC ACADEMY OF GALVESTON, INC. 2415 WINNIE GALVESTON, TX 77550	N/A	PUBLIC CHARITY	GRANT FOR 10 STUDENT VIOLINS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE RONALD MCDONALD HOUSE OF GALVESTON 301 - 14TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE SILVER ANNIVERSARY GALA	10,000.
THE SALVATION ARMY OF GALVESTON COUNTY P O BOX 990 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SUPPORT THE ANGEL CHRISTMAS PROGRAM	10,000.
THE SALVATION ARMY OF GALVESTON COUNTY P O BOX 990 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSOR FOR THE FOURTH ANNUAL GALVESTON COUNTY STYLE SHOW	3,000.
TURNING POINT GULF COAST P O BOX 2118 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSOR FOR THE 17TH ANNUAL BLACK DRUM FISHING TOURNAMENT FOR THE PHYSICALLY CHALLENGED	1,000.
USC SHOAH FOUNDATION - THE INSTITUTE FOR VISUAL HISTORY AND EDUCATION 444 SOUTH FLOWER STREET - FLOOR 41 LOS ANGELES, CA 90071	N/A	PUBLIC CHARITY	SUPPORT THE DR. LEON BROMBERG CHARITABLE TRUST EDUCATION AND PROGRAM FUND	10,000.
UTMB HEALTH GALVESTON 301 UNIVERSITY BOULEVARD GALVESTON, TX 77555	N/A	PUBLIC CHARITY	THIRD AND FOURTH INSTALLMENTS ON GRANT IN SUPPORT OF WORKING WONDERS: THE CAMPAIGN FOR UTMB HEALTH	100,000.
VOLUNTEER SERVICES COUNCIL RICHMOND STATE SUPPORTED LIVING CENTER 2100 PRESTON STREET RICHMOND, TX 77469	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE ANNUAL GALA	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3a** Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHRISTUS FOUNDATION FOR HEALTH CARE

GRANT TO HELP OUR DAILY BREAD IN GALVESTON TO PROVIDE VOUCHER FOR

PRESCRIPTION MEDICINE TO HOMELESS IN GALVESTON

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO, ADVISORS - CHECKING	3.	3.	
TOTAL TO PART I, LINE 3	3.	3.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GALVESTON DRY GOODS	13,069.	0.	13,069.	13,069.	
WELLS FARGO, ADVISORS - NOMINEE	221,098.	0.	221,098.	221,098.	
TO PART I, LINE 4	234,167.	0.	234,167.	234,167.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LYNN COUNTY CRP PROGRAM	1	37,588.
TOTAL TO FORM 990-PF, PART I, LINE 5A		37,588.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES		4,729.	
INSURANCE		43.	
- SUBTOTAL -	1		4,772.
TOTAL RENTAL EXPENSES			4,772.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			32,816.

FORM 990-PF	OTHER INCOME	STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	6,816.	6,816.	
OIL & GAS MINERAL LEASES/BONUSES	166,906.	166,906.	
TOTAL TO FORM 990-PF, PART I, LINE 11	173,722.	173,722.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	16,500.	8,250.		8,250.	
TO FORM 990-PF, PG 1, LN 16B	16,500.	8,250.		8,250.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	82,681.	82,681.		0.
MINERAL LEASE ADVISORY FEE	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	82,681.	82,681.		0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	146.	98.		48.
PAYROLL TAXES	4,468.	2,979.		1,489.
EXCISE TAX	20,430.	0.		0.
FOREIGN TAXES	306.	306.		0.
REAL ESTATE TAXES	4,729.	4,729.		0.
TO FORM 990-PF, PG 1, LN 18	30,079.	8,112.		1,537.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,625.	1,083.		542.
OFFICE EXPENSES	2,257.	1,505.		752.
DUES & SUBSCRIPTIONS	2,713.	1,809.		904.
PROFESSIONAL GIFTS	800.	533.		267.
INSURANCE	43.	43.		0.
TO FORM 990-PF, PG 1, LN 23	7,438.	4,973.		2,465.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO, ADVISORS - INVESTMENT ACCOUNT	COST	8,011,245.	8,689,558.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,011,245.	8,689,558.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE - SECRETARY	335.	335.	0.
TV & VCR	270.	270.	0.
COPY MACHINE	1,033.	1,033.	0.
COMPUTER & PRINTER	1,597.	1,597.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,235.	3,235.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX PAYABLE	1,673.	1,673.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,673.	1,673.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
3	OFFICE FURNITURE - SECRETARY	11/29/99	SL	7.00		16	335.				335.	335.		0.	335.
4	TV & VCR	02/16/01	SL	7.00		16	270.				270.	270.		0.	270.
5	COPY MACHINE	02/26/01	SL	7.00		16	1,033.				1,033.	1,033.		0.	1,033.
6	COMPUTER & PRINTER	03/30/06	SL	5.00		16	1,597.				1,597.	1,597.		0.	1,597.
* TOTAL 990-PF PG 1 DEPR							3,235.				3,235.	3,235.		0.	3,235.

DR LEON BROMBERG CHARITABLE TRUST FUND
2200 MARKET STREET, SUITE 710
GALVESTON, TEXAS 77550-1532
TELEPHONE (409) 762-5890
FACSIMILE (409) 762-5872

GUIDELINES
OF THE
DR. LEON BROMBERG CHARITABLE TRUST FUND

GENERAL INFORMATION

The Dr. Leon Bromberg Charitable Trust Fund was created by the Will of the late Dr Leon Bromberg for charitable, educational and research purposes

The Trust is governed by a Board of Trustees which determines the operating policies, acts on all business matters and takes action on all grant requests. The Trustees meet at least monthly.

ELIGIBILITY REQUIREMENTS

Grant awards are made to non-profit organizations who must present evidence of their exempt classification as set forth in the Tax Reform Act of 1969 in order to be eligible for a grant award

GRANT POLICIES

The Dr. Leon Bromberg Charitable Trust Fund provides funding for charitable, educational and research purposes.

The Trust does not provide funds for routine operating costs, deficit financing, annual appeals, grants to individuals, private foundations, or for conduit organizations, i.e., to tax-exempt organizations which pass funds on to non-tax exempt organizations.

FORMAT FOR GRANT APPLICATION

Grant applications should be in writing and addressed to the Dr. Leon Bromberg Charitable Trust Fund at the address shown below. Those applications determined to be consistent with the interests of the Trust as established by the Board of Trustees are investigated further and processed for consideration by the Trustees. The Board does not receive visitors or formal presentations during its meetings. Applicants are notified in writing of action taken on their requests

A grant application should not be lengthy and only one copy of all material need be furnished. In order to assist in the preparation of the application and to facilitate its consideration and review, it is important that the following format be followed.

- I. A concise one-page statement summarizing the specific request.
- II. Information on **Organization** requesting funds:
 - A. Name, address and telephone number of organization and name of contact person for project
 - B. List of names and business affiliations of officers and directors
 - C. Brief history of organization
 - D. Purpose and goals of organization
 - E. Types of programs offered by organization
- III. Information on **Proposed Project** for which funds are requested:
 - A. Description of project
 - 1. Nature of project
 - 2. Specific need of project and purpose for acting on need at this time
 - 3. Goals and objectives of project
 - B. Plans for administration of proposed activity:
 - 1. Key staff personnel for project and their qualifications
 - 2. Number of new personnel involved and disposition of new personnel upon completion of project
 - C. Plans for operating project:
 - 1. Timetable and/or schedule for implementing project

2. Current status of project
- D. Plans for financing of project:
1. Specific amount being requested
 2. Other sources where request for project have been submitted or are pending
 3. Description of how project will be financed after initial funding expires

IV Support information pertaining to **Organization** requesting funds:

- A. Photocopy of latest IRS determination of tax-exempt status under Sections 501(c)(3) dated after January 1, 1970
- B. Statement on organization letterhead that there has been no change in purpose, character or method of operation subsequent to the issuance of the IRS ruling
- C. Most recent Return of Organizations Exempt From Income Tax, Form 990

V. The Trustees reserve the right, in their sole discretion, to require all or part of the following additional information:

- A. Current operating budget
- B. Projected operating budget for year(s) in which funding is requested (if available)
- C. Audited financial statement for most recent year
- D. Interim Financial Statement of income and expenses from time of last audit to present.
- E. Letters of support from key persons backing Project (optional)

- F. Any readily available printed materials, such as annual reports, pamphlets or catalogs.

Applications for grants should be forwarded to:

Dr. Leon Bromberg Charitable Trust Fund
2200 Market Street - Suite 710
Galveston, Texas 77550

All applications for grants must be received in the office of the Dr. Leon Bromberg Charitable Trust Fund by the 10th of the current month in order to appear on the monthly Agenda.