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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation
The Ewing Halsell Foundation

A Employer identification number
30-0654055

Number and street (or P O box number if mail is not delivered to street address)
711 Navarro No 737

Room/suite

B Telephone number (see instructions)
(210) 223-2649

City or town, state or province, country, and ZIP or foreign postal code
San Antonio, TX 78205

C 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 change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 171,329,380

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	486,620	486,620		
	4	Dividends and interest from securities	1,190,535	1,190,535		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,469,767			
	b	Gross sales price for all assets on line 6a 26,094,595				
	7	Capital gain net income (from Part IV, line 2)		1,469,767		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,356,878	3,356,878		
	12	**Total.** Add lines 1 through 11	6,503,800	6,503,800		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	206,500	0		0
	14	Other employee salaries and wages	82,525	20,631		61,894
	15	Pension plans, employee benefits	15,598	3,900		11,699
	16a	Legal fees (attach schedule)	35,824	8,956		26,868
	b	Accounting fees (attach schedule)	37,050	37,050		0
	c	Other professional fees (attach schedule)	660,606	660,606		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	379,917	316,122		10,845
	19	Depreciation (attach schedule) and depletion	9,891	9,891		
	20	Occupancy	71,364	17,841		53,523
	21	Travel, conferences, and meetings	8,620	2,155		6,465
	22	Printing and publications				
	23	Other expenses (attach schedule)	211,518	131,677		79,843
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,719,413	1,208,829		251,137
	25	Contributions, gifts, grants paid	8,501,515			8,501,515
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,220,928	1,208,829		8,752,652
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,717,128			
	b	**Net investment income** (if negative, enter -0-)		5,294,971		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	8,367,363	10,728,336	10,728,369
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	26,295	12,879	12,879
10a	Investments—U S and state government obligations (attach schedule)	4,901,685	5,543,219	5,492,130
b	Investments—corporate stock (attach schedule)	40,081,311	42,362,179	60,440,379
c	Investments—corporate bonds (attach schedule)	7,233,528	6,950,151	6,793,723
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	63,060,423	54,324,907	73,741,759
14	Land, buildings, and equipment basis ▶ 144,849 Less accumulated depreciation (attach schedule) ▶ 113,462	41,279	31,387	31,387
15	Other assets (describe ▶)	0	754	14,088,754
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	123,711,884	119,953,812	171,329,380
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	40,944	0	
23	**Total liabilities** (add lines 17 through 22)	40,944	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	123,670,940	119,953,812	
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	123,670,940	119,953,812	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	123,711,884	119,953,812	

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	123,670,940
2	Enter amount from Part I, line 27a	2	-3,717,128
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	119,953,812
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	119,953,812

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)
1 a	Publicly traded securities			
b	Publicly traded securities			
c	Private equity and investment partnerships	P		
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	8,483,417		8,396,199	87,218
b	8,613,116		6,402,099	2,211,017
c	8,998,062		9,826,530	-828,468
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				87,218
b				2,211,017
c				-828,468
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	1,469,767
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	7,996,770	141,689,465	0 056439
2011	8,068,603	148,084,456	0 054486
2010	7,487,895	150,591,441	0 049723
2009	7,370,896	149,452,912	0 049319
2008	7,101,414	145,410,922	0 048837

2	**Total** of line 1, column (d)	2	0 258804
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051761
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	162,498,894
5	Multiply line 4 by line 3	5	8,411,105
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	52,950
7	Add lines 5 and 6	7	8,464,055
8	Enter qualifying distributions from Part XII, line 4	8	8,752,652

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	52,950
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	52,950
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	52,950
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	60,000		
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	60,000
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	7,050
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 7,050 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Jackie Moczygemba Telephone no ▶(210) 223-2649

Located at ▶711 Navarro Suite 737 San Antonio TX ZIP+4 ▶78205

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 |

		Line	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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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
BBR Partners 140 East 45th Street 26th Floor New York, NY 10017	Investment Managers	150,000
Pershing - Gardner Russo 223 East Chestnut Street Lancaster, PA 17602	Investment Managers	140,021
Goldman Sachs Yachtman 1000 Louisiana St Ste 550 Houston, TX 77002	Investment Managers	128,830
Goldman Sachs Mid Cap 1000 Louisiana St Ste 550 Houston, TX 77002	Investment Managers	127,217
Randy Boatright PO Box 17962 San Antonio, TX 78217	O&G Lease Monitoring & Operations	66,000
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	150,885,496
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	14,088,000
d	**Total** (add lines 1a, b, and c)	1d	164,973,496
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	164,973,496
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,474,602
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	162,498,894
6	**Minimum investment return.** Enter 5% of line 5	6	8,124,945

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	8,124,945
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 52,950		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	52,950
3	Distributable amount before adjustments Subtract line 2c from line 1	3	8,071,995
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	8,071,995
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	8,071,995

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	8,752,652
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	8,752,652
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	52,950
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,699,702

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				8,071,995
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,378,243	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 8,752,652				
a Applied to 2012, but not more than line 2a			3,378,243	
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.				5,374,409
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,697,586
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	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. . . .				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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

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

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

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

Jackie Moczygemba Foundation Manage
711 Navarro Street Ste 737
San Antonio, TX 78205
(210) 223-2640

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

Call the Foundation Manager to discuss project/program and setup a meeting, then submit the following 1 Proposal Letter (1-5 Narrative format) 2 IRS Determination Letter 3 Supplemental information that is relevant to request

c Any submission deadlines

Not accepting any new grant applications at this time

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

The Foundation, by the terms of its governing documents, can only provide funds that will be expended in Texas

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* See Additional Data Table				
Total . . . . ▶ **3a**				8,501,515
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				21,975,485

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	486,620	
4 Dividends and interest from securities			14	1,190,535	
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			01	3,356,878	
8 Gain or (loss) from sales of assets other than inventory			18	1,469,767	
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		6,503,800	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 6,503,800

(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)

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.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2015-01-16	******
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	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
David S Owens		2015-01-16		P00387441
Firm's name ▶ Owens Consortium PLLC			Firm's EIN ▶ 26-3843250	
Firm's address ▶ 200 Concord Plaza Ste 550 San Antonio, TX 78216			Phone no (210)499-5650	

Form 990PF Part VIII Line 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
Edward H Austin Jr 711 Navarro St Ste 737 San Antonio, TX 78205	Director 1 25	25,000	0	0
Jackie Moczygemba 711 Navarro St Ste 737 San Antonio, TX 78205	Foundation Manager 40 00	106,500	0	0
William Harte 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 75	25,000	0	0
William Scanlan 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 50	25,000	0	0
Hugh A Fitzsimons Jr 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 50	25,000	0	0

Form 990PF Part XV Line 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*				
Alamo Area Council of Boy Scouts 2226 NW Military Highway San Antonio, TX 78213		Public Charity	Support of Youth Activities	5,000
Alamo Community College District San Antonio College 1300 San Pedro Ave San Antonio, TX 78212		Public Charity	Capital Campaign - Challenger Learning Center	125,000
Alamo Public Telecommunications Council (KLRN) 501 Broadway San Antonio, TX 78205		Public Charity	Sponsoring NOVA and Nature Programming	57,000
BASIS TX 1800 E Chandler Blvd Chandler, AZ 85225		Public Charity	Support for Expansion into San Antonio	1,025,000
Carpe Diem Schools One Riverwalk Place 700 North St Marys St Ste 800 San Antonio, TX 78205		Public Charity	Support for expansion into San Antonio	250,000
Cibolo Nature Center 140 City Park Blvd Boerne, TX 78006		Public Charity	Support for Children's Education Programs	75,000
Families Empowered 700 N St Marys 880 San Antonio, TX 78205		Public Charity	Program Expansion in San Antonio	75,000
Girl Scouts of South Texas 811 N Coker Loop San Antonio, TX 78216		Public Charity	Youth Programs	5,000
Great Hearts Academies of Texas 3102 N 56th St Ste 300 Phoenix, AZ 85018		Public Charity	Support for Children's Education Programs	1,334,000
Haven for Hope of Bexar County 1 Haven for Hope Way San Antonio, TX 78207		Public Charity	Program Support	5,000
Healy Murphy Center 618 Live Oak St San Antonio, TX 78202		Public Charity	GED Program Support	50,000
Hope House Ministries PO Box 190173 San Antonio, TX 78220		Public Charity	Operations Support	60,000
IDEA Public Schools 14001 North 29th St Edinburg, TX 78539		Public Charity	Support of Expansion in San Antonio	1,500,000
KIPP San Antonio 731 Fredericksburg Road San Antonio, TX 78201		Public Charity	Support for Expansion Campaign	165,515
Main Plaza Conservancy 111 Soledad St Ste 825 San Antonio, TX 78205		Public Charity	Program Support	80,000
Total . . . . ▶ **3a**				8,501,515

Form 990PF Part XV Line 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*				
McNay Art Museum 6000 N New Braunfels San Antonio, TX 78209		Public Charity	General Support	5,000
P16 Plus 1142 E Commerce Ste 200 San Antonio, TX 78205		Public Charity	Program Support	150,000
Reasoning Mind 2000 Bering Dr Ste 300 Houston, TX 77057		Public Charity	Program Support	500,000
Salvation Army of San Antonio 2802 W Ashby Place San Antonio, TX 78228		Public Charity	Program Support	5,000
San Antonio Academy 117 East French Place San Antonio, TX 78212		Public Charity	Capital Campaign	250,000
San Antonio Area Foundation 110 Broadway 230 San Antonio, TX 78205		Public Charity	Program Support	35,000
San Antonio Children's Museum 305 E Houston St San Antonio, TX 78205		Public Charity	Capital Campaign	500,000
San Antonio Livestock Exposition Inc 3201 E Houston St San Antonio, TX 78220		Public Charity	Support of Youth Scholarships	5,000
San Antonio Museum of Art 200 W Jones Ave San Antonio, TX 78215		Public Charity	Program Support	5,000
San Antonio Nonprofit Council 208 West Euclid Ave San Antonio, TX 78212		Public Charity	Program Support	5,000
St Mary's Hall 9401 Starcrest Dr San Antonio, TX 78217		Public Charity	Capital Campaign	50,000
St Paul's Episcopal Montessori School 1018 East Grayson St San Antonio, TX 78208		Public Charity	Expansion of school	100,000
Teach For America 315 West 36th Street New York, NY 10018		Public Charity	Program Support	1,000,000
Texas Agricultural Land Trust 4040 Broadway St 430 San Antonio, TX 78209		Public Charity	Outreach & Development Program	200,000
Texas Native Seeds 700 University Blvd MSC 218 Kingsville, TX 78363		Public Charity	Program Support	100,000
Total . . . . ▶ **3a**				8,501,515

Form 990PF Part XV Line 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*				
Texas Public Radio 8401 Datapoint Dr San Antonio, TX 78229		Public Charity	Support for Programming	5,000
The Carver Academy 217 Robinson Pl San Antonio, TX 78202		Public Charity	Scholarship Support	200,000
The Magik Theatre 420 South Alamo St San Antonio, TX 78205		Public Charity	Infrastructure support	5,000
The Winston School of San Antonio 8565 Ewing Halsell Dr San Antonio, TX 78229		Public Charity	Program Support	50,000
Trinity University 1 Trinity Place San Antonio, TX 78212		Public Charity	Support for Principal Fellows Program	500,000
United Way of San Antonio and Bexar County 700 S Alamo St San Antonio, TX 78293		Public Charity	Program Support	10,000
YMCA of Greater San Antonio 3233 N St Marys San Antonio, TX 78212		Public Charity	Youth Programs	5,000
Youth Orchestra of San Antonio 106 Auditorium Circle San Antonio, TX 78205		Public Charity	Support of Youth Programs	5,000
Total . . . . ▶ **3a**				8,501,515

TY 2013 Accounting Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	37,050	37,050		0

TY 2013 Investments Corporate Bonds Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Name of Bond	End of Year Book Value	End of Year Fair Market Value
8.875% Ace Ina Hldg	77,151	73,636
8.5% Altria Group	0	0
4.875% American Express	0	0
6.55% Ameritech Cap	57,790	59,555
3.625% Apache Corp	109,375	105,891
3.85% Apple Inc	40,379	36,847
2.05% BB&T Corporation	0	0
4.25% Berkshire Hath	114,797	110,150
6.625% Bestfoods Mtn	70,656	64,026
7.25% Boeing Co	104,104	99,645
3.625% BP Cap Mkts	0	0
6.8% Bristol Myers Squ	91,792	84,824
4.7% Burlington North	111,355	113,013
7.35% Capital One FNC	0	0
6.125% Citigroup Inc	182,848	177,065
3% Cme Group Inc	81,974	79,576
5.3% Comcast Corp due 1/15/2014	0	0
5.8% Commonwlth Edison	154,453	143,405
6.95% Conoco	0	0
5.50% Csx Corp	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
8.1% Deere & Co	61,388	59,059
5.5% Eli Lilly	63,198	59,877
4.875% Emerson Electric	77,702	74,084
2.625% Eog Resources	75,065	72,226
7% Equitable Cos Inc	74,079	76,443
5.95% Florida P & L	66,574	63,091
5.5% Gen Elec Cap Corp	149,944	144,773
5.15% Goldman Sachs Gp	0	0
6.7% Halliburton	69,977	67,372
7% Ibm Corp	70,760	65,895
3.4% JP Morgan Chase due 06/24/2015	228,628	231,493
7.45% Kellogg Co	48,495	45,582
4.95% Key Bank NA	108,942	104,944
2.125% Lockheed Martin	103,746	102,926
5.35% Markel Corp	46,003	44,994
5.8% McDonalds Corp due 10/15/2017	161,010	171,054
6.875% Merrill Lynch	122,308	117,685
7.717% Metlife Inc	131,634	124,347
6% Morgan Stanley	107,520	104,321
5.625% Morgan Stanley	52,010	57,528

Name of Bond	End of Year Book Value	End of Year Fair Market Value
8.5% New Amer Hldgs I	34,065	33,045
7.8% Norfolk Southern	69,653	67,669
6.25% Parker Hannifin	70,472	63,920
5% Pepsico Inc due 6/1/2018	154,340	169,148
7.2% Pfizer	74,511	70,466
6.7% Pnc Funding Corp	127,459	120,947
5.25% Potash Saskatche	0	0
6.1% Prudential Finl	135,705	130,353
4.45% Schwab Charles	115,762	111,256
6.125% Snap-On Inc	124,293	116,611
6.5% Sysco Corp	68,792	63,086
2.05% Thermo Fisher	0	0
6.625% Time Warner	41,816	44,523
7.875% Union Pacific	64,530	61,527
1.95% Verizon Comm Inc	0	0
3.25% Walmart Stores Inc due 10/25/2020	99,619	105,019
4.6% Wells Fargo & Co MTN due 04/01/2021	100,085	111,489
6.375% Wisconsin P&L	69,555	66,064
7.102% New Jersey St	58,267	55,960
Banc of Amer Var 2047 due 9/10/47	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
5.186% Bear Stearns	0	0
5.23% CS First Boston	123,387	112,842
4.915% Greenwich Cap	0	0
5.156% LB-UBS COML MTG	166,811	158,103
5.15% Morgan Stanley	0	0
4.935% Wachovia Bank	273,281	255,401
4.5% Bank of America Corp	41,372	41,187
3.4% Bank of Nova Scotia	155,697	152,608
5% Camden Property Tr	131,745	130,201
2.15% Capital One FNC	152,091	151,814
6.01% Citigroup Inc	62,166	61,722
8.125% Conocophillips	108,518	110,323
3.3% Goldman Sachs Gro	128,076	127,694
7.5% Goldman Sachs Gro	140,948	140,323
8.75% Lincoln National Cor	111,013	109,852
6.4% Merrill Lynch	74,846	74,211
3.65% NBC Universal Med	36,247	35,942
2.375% Oracle Corporation	71,269	71,168
3.625% Pnc Funding Corp	87,353	86,612
1.5% Wells Fargo & Co	121,667	121,320

Name of Bond	End of Year Book Value	End of Year Fair Market Value
3.75% Wells Fargo & Co	61,267	60,496
5.3495% Merrill Lynch	223,477	209,625
1.95% John Deere Capit	85,352	85,222
5.1% Keycorp	33,283	33,979
2.5% Suntrust Banks, I	135,704	136,668

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TY 2013 Investments Corporate Stock Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Name of Stock	End of Year Book Value	End of Year Fair Market Value
E.I. Du Pont De Nemours $3.50pfd	51,000	78,000
Exxon Mobil Corp	3,300,080	5,034,000
Alphatec Hldgs Inc	1,035,000	489,000
Wells Fargo & Co	549,332	788,400
Frac Kinder Morgan Mgmt	93	134
Kinder Morgan Inc	2,799,326	3,626,000
Kinder Morgan Mgmt LLC	0	316
3M Company	192,078	324,439
Abbott Laboratories	146,125	191,821
Abbvie Inc	0	0
Accenture Plc Ireland Cl A	0	0
Ace Ltd	0	0
Actavis Plc	265,989	344,612
Amdocs Limited	208,943	198,756
Allergan Inc	0	0
Amgen Inc	184,096	345,640
Anadarko Pete	0	0
Apple Inc	67,334	461,862
Baxter Intl Inc	0	0
Blackrock Inc	160,232	236,504
Caterpillar Inc	110,306	170,069
Chevron Corp	202,150	338,125
Cisco Sys Inc	0	0
Comcast Corp Class A	197,800	319,664
Covidien PLC	200,187	347,833
CVS Caremark Corp	0	0
Dow Chemical Co	205,265	222,307
E I Du Pont De Nemours & Co	224,534	287,609
Ecolab Inc	162,419	235,484
Ensco Plc Class A	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Fidelity Natl Information	184,024	220,876
Fluor Corp New	236,344	276,840
Genuine Parts Co	0	0
Gilead Science	264,291	284,796
Google Inc	240,578	324,786
Home Depot Inc	112,405	367,154
Honeywell Intl Inc	85,913	207,279
Intel Corp	223,698	318,734
Intl Business Machines Corp	138,393	193,959
KLA-Tencor Corp	116,040	281,843
Linear Technology Corporation	138,103	136,268
Marsh & McLennan Cos Inc	233,610	294,856
Masco Corp	204,589	194,028
McDonalds Corp	0	0
Microchip Technology Inc	119,463	283,098
Microsoft Corp	237,334	334,017
Monsanto Co	187,636	331,185
National Oilwell Varco Inc	154,900	317,459
Nielson Holdings	260,460	288,766
Nike Inc	149,960	485,463
Northern Trust Corp	0	0
Novartis	177,650	276,117
Oracle Corp	192,907	186,235
Parker-Hannifin Corp	166,123	286,036
Praxair Inc	190,054	270,329
Pulte Group Inc	140,278	141,523
Qualcomm Inc	318,065	361,944
Raytheon Co	271,913	249,536
Schlumberger Ltd	199,628	324,952
Starbucks Corp	154,958	489,815

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Starwood Htls & Rsts	186,556	332,170
T Rowe Price Group Inc	155,118	273,066
Thermo Fisher Scientific Inc	159,120	286,150
Trinity Ind Delaware	113,658	121,542
Union Pacific Corp	0	0
United Technologies Corp	159,206	258,608
Verizon Communications	274,285	271,072
Visa Inc Cl A	83,507	239,156
Walt Disney Co Hldg Co	160,574	264,508
Altria Group Inc	277,960	465,534
Anheuser Busch	423,332	795,960
Berkshire Hathaway Inc Cl A	722,354	1,139,403
Berkshire Hathaway Inc Cl B	392,003	632,800
British American Tobacco	308,099	468,247
Brown Forman Corp Cl A	266,526	519,413
CIE Financiere Riche Mont Ag Zug	561,035	1,070,505
Comcast Corp	151,494	373,310
Diageo PLC	231,980	374,838
Graham Hldgs Co	80,650	144,340
Hasbro Inc	0	0
Heineken	678,682	1,010,638
Martin Marietta Matls Inc	263,596	396,150
Mastercard Inc	383,153	1,002,866
Nestle SA ADR	1,188,281	1,564,894
Pernod Ricard	681,378	855,437
Philip Morris Intl Inc	916,178	1,195,094
Sabmiller	600,308	995,147
Scripps Networks Interactive Inc	98,948	168,771
Unilever NV New York	580,776	755,954
Washington Post Co Cl B	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Wells Fargo & Co	628,575	1,070,910
Apollo Group Class A	52,147	40,156
Avon Products Inc	140,031	115,200
Bard C R Inc	186,716	288,451
Becton Dickinson & Co	29,837	45,546
C.H. Robinson Worldwide Inc	119,138	133,002
Cisco Systems Inc	308,699	462,956
Clorox Co	159,472	213,236
Coca-Cola Company	546,268	637,202
Comcast Corporation	77,885	191,191
ConocoPhillips	220,112	348,921
Corning Incorporated	28,259	48,839
Dell Inc.	0	0
Ebay Inc	138,508	137,915
Exxon Mobil Corporation	117,369	145,986
Hewlett-Packard Co	0	0
Johnson & Johnson	259,006	423,711
Microsoft Corporation	280,676	438,684
Oracle Corporation	265,653	347,139
Pepsico Inc	633,376	844,710
Procter & Gamble Co	593,434	732,459
Sigma-Aldrich Corporation	39,363	52,262
Stryker Corp	209,913	335,538
Sysco Corp	312,307	398,655
The Bank of NY Mellon Corp	57,587	112,065
Twenty-First Century Fox Inc	273,960	659,063
U.S. Bank Corp	130,139	217,389
Viacom Inc	143,461	280,507
Walmart Stores Inc	71,830	98,342
Wellpoint Inc	86,490	161,845

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Wells Fargo & Co	59,875	83,570
Research In Motion Limited	0	0
Agilent Technologies	172,640	237,600
Airgas Inc	120,114	175,236
Alexion Pharmaceuticals	0	0
Altera Corp	0	0
Ametek	122,483	123,224
Amphenol Corp Cl A	95,804	181,399
Ariad Pharmaceuticals Inc	0	0
Bard C R Inc	100,712	156,453
Beam Inc	0	0
Biomarin Pharmaceutical	18,127	31,167
Cameron International Corp	125,499	147,946
Carefusion Corp	114,946	168,175
CB Richard Ellis Group, Inc	149,762	243,312
Cepheid Inc	80,204	112,563
Cerner Corp	79,705	80,826
Chipotle Mexican Grill Inc	104,323	183,086
Church & Dwight	95,090	125,141
Coca-Cola Enterprises Inc	103,923	104,447
Cognizant Technology	0	0
Coinstar Inc	0	0
Deckers Outdoors Corp	0	0
Dicks Sporting Goods Inc	93,620	107,554
Discovery Communications	52,049	97,530
Dollar General Corporation	186,732	217,050
Dril-Quip Inc	151,151	189,094
Dunkin Brands Group	0	0
Ecolab Inc	0	0
Equinix Inc	194,372	288,874

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Estee Lauder Cos	0	0
Fifth & Pacific Companies Inc	0	0
First Republic Bank	84,119	147,813
Five Below Inc	183,418	178,917
Fleetcor Technologies Inc	84,600	189,924
Flowserve Corporation	88,119	87,475
Genpact Limited	0	0
Graco Inc	170,900	232,288
Guidewire Software Inc	52,002	44,035
Hain Celestial Group	105,481	179,610
Henry Schein Inc	86,434	156,743
Healthcare Svc Group Inc	47,920	55,818
HMSC Holdings	163,765	142,339
Hubbell Incorporated Class B Cmn	147,404	183,617
Intercontinental Exchange Inc	180,882	241,225
Intl Flavors & Fragrance	98,808	180,660
Ingersoll-Rand	56,817	56,634
Intuitive Surgical Inc	94,855	94,302
Juniper Networks	0	0
Kansas City Southern	177,531	188,956
Kate Spade & Company	91,419	171,554
Kennametal Inc	117,912	141,432
Keurig Green Mtn Inc	89,514	124,236
L Brands Inc	192,520	232,352
Linear Technology Corp	0	0
Linkedin Corp	192,110	148,493
LKQ Corporation	106,690	100,488
Lululemon Athletica Inc	0	0
Marriot Intl	0	0
McCormick & Co	113,701	122,845

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Medivation Inc	41,265	66,212
Mednax Inc	0	0
Mettler-Toldeo Intl	90,656	113,931
MGIC Investment Corp	101,275	119,279
Micros Systems Inc	0	0
Monster Beverage Corp	0	0
MSCI Inc	0	0
Mylan Inc	286,121	279,404
Navient Corp	113,820	144,035
Noble Energy Inc	86,724	86,213
Norwegian Cruise Line Hldg Ltd	121,593	116,307
Northern Trust Corp	0	0
Pandora Media	42,529	107,970
Panera Bread	100,900	88,898
Petsmart Inc	0	0
Pharmacyclics Inc	0	0
Pioneer Natural Resources	0	0
Price T Rowe Group	60,041	75,631
PVH Corp	111,588	206,382
Quanta Services Inc	64,367	109,342
Rackspace Hosting Inc	0	0
Ralph Lauren Corp	151,982	143,737
Regeneron Pharmaceutical Inc	83,790	99,429
Restoration Hardware Hldgs Inc	77,307	115,754
Rockwell Automation Inc	0	0
Roper Inds Inc	0	0
Salesforce.com Inc	0	0
SBA Communications Corp	99,888	257,285
Scripps Networks Interactive	76,126	138,587
Servicenow Inc	110,604	134,701

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Sherwin-Williams Co	154,028	176,080
SLM Corp	76,476	79,751
Teleflex Inc	0	0
Tesla Motors Inc	83,125	93,383
Tim Hortons Inc	160,027	151,712
Tiffany & Co	0	0
Toll Brothers Inc	94,156	93,431
Treehouse Foods	103,523	130,594
TW Telecom Inc	53,079	114,118
Ulta Salon Cosmetics & fragran	59,699	55,852
Under Armour Inc	82,626	92,864
Vertex Pharmaceuticals	85,407	145,902
VF Corp	93,798	98,343
Waste Connections Inc	65,241	75,301
W.W. Grainger Incorporated	253,273	252,744
Whiting Petroleum Corp	117,301	184,013
Whole Foods Market Inc	294,071	220,964
Xilinx Inc	234,897	278,088
Lazard Ltd	0	0
Core Laboratories N.V.	38,430	66,657
Ritchie Bros. Auctioneers Inc	0	0
Sensata Technologies Hldg	170,493	222,860
Shire Limited Sponsored Adr	35,987	96,315
Accenture Plc Cl A	59,717	64,672
American Express Company	35,442	52,179
Amerisourcebergen Corp	32,719	49,046
Bank of NY Mellon CP	46,824	62,779
Berkshire Hathaway B	47,238	60,116
Cintas Corp	17,663	25,416
Comerica Incorporated	33,988	48,906

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Covidien Plc F	0	0
Danone Spon Adr F	53,707	57,481
Devon Energy	47,684	65,505
Expeditors Intl Wash	35,189	37,536
Glaxosmithkline Plc Adr F	19,401	22,729
Illinois Tool Works Inc	31,932	43,780
Ingersoll Rand Cl A	0	0
Microsoft Corp	31,386	43,785
Nestle S A Reg B Adr F	40,078	44,660
Omnicom Group Inc	36,566	39,171
Paccar Inc	32,726	40,840
Potash Corp Sask Inc F	81,127	83,512
Progressive Corp	37,901	38,674
Ross Stores Inc	32,092	31,412
Schlumberger Ltd F	42,310	64,873
Sysco Corporation	0	0
TE Connectivity Ltd F	26,612	40,196
Time Warner Inc	28,056	36,881
Unilever Plc	30,430	33,983
Unitedhealth Group	54,664	61,313
Wal-Mart Stores Inc	0	0
Willis Grp Hldgs Public F	0	0
3M Company	36,272	50,134
AFLAC Inc	24,937	31,748
Accenture Plc Cl A	25,123	26,677
Alexion Pharma Inc	10,405	16,406
Allied World Assurance	24,984	30,796
Apple Inc	16,222	24,905
Becton Dickinson & Co	24,790	30,758
Biogen Idec Inc	17,191	25,855

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Blackrock Inc	19,870	25,888
Celegene Corp	20,226	30,058
CF Industries Holdings	25,437	34,877
Coach Inc	0	0
Coznizant Tech Sol Cl A	16,703	26,020
Conocophillips	24,972	36,435
Cullen Frost Bankers	25,109	32,165
Cyberonics Inc	10,564	13,741
Discover Financial Services	25,093	35,948
EMC Corp Mass	24,984	28,579
FMC Technologies Inc	22,027	24,733
Franklin Resources Inc	22,370	26,086
Gamestop Corp Cl A	17,790	13,231
Geospace Technologies	0	0
Gilead Sciences Inc	25,424	26,034
Google Inc Cl A	0	0
Google Inc Cl A - Nonvoting	0	13,447
Hollyfrontier Corp	25,099	22,937
Las Vegas Sands Corp	20,843	27,058
Lilly & Eli Company	25,079	27,666
Madden Steven Ltd	18,151	20,580
Microsoft Corp	24,945	36,488
National Oilwell Varco	18,660	25,117
Omnicom Group Inc	25,029	30,269
Oracle Corporation	19,110	24,115
Pepsico Incorporated	24,871	28,142
Priceline.com Inc	13,806	24,060
Pub Svc Ent Group Inc	25,030	29,777
Qualcomm Inc	21,290	25,740
Raytheon Company	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Schlumberger Ltd F	19,776	31,257
Starbucks Corp	18,203	24,375
Suntrust Banks Inc	25,105	35,453
Symantec Corp	30,983	33,617
Wabtec	15,415	25,768

TY 2013 Investments Government Obligations Schedule

Name:	The Ewing Halsell Foundation
EIN:	30-0654055
US Government Securities - End of Year Book Value:	5,543,219
US Government Securities - End of Year Fair Market Value:	5,492,130
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2013 Investments - Other Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Addison Clark Offshore Fund, Ltd.	FMV	3,000,000	3,520,064
AKO Capital, LP	FMV	2,704,947	3,473,400
Alden Global Distressed Opportunities, LP	FMV	1,666,388	3,528,347
Alden Global Value Recovery, LP	FMV	1,333,612	2,218,521
Amiya Global Emerging Opportunities Fund, Ltd	FMV	3,000,000	2,647,619
Axial Capital Institutional, LP	FMV	320,121	228,559
BBR Absolute Return, LP	FMV	208,000	522,085
Cadian Offshore	FMV	3,000,000	3,482,396
Hayman Capital Offshore Partners, LP	FMV	3,865,000	4,529,040
Indus Asia Pacific, LP	FMV	2,400,000	2,614,085
Indus Japan, LP	FMV	2,400,000	3,495,325
L-R Global Partners, LP	FMV	2,737,962	1,212,964
Long Pond Offshore, Ltd.	FMV	2,644,978	4,556,160
Merchants Gate Offshore, Ltd.	FMV	0	0
Nightscape Global Value Fund	FMV	2,000,000	2,185,390
North Tide Capital Offshore, Ltd	FMV	2,000,000	3,166,437
PFM Healthcare Offshore	FMV	3,000,000	4,798,098
Sabretooth Offshore Fund, Ltd	FMV	0	0
Senator Global Offshore Fund	FMV	2,881,437	5,153,788
SEG Partners Offshore Ltd	FMV	3,000,000	4,085,709
Tiger Accelerator Fund LP	FMV	2,953,109	3,633,232
Ivy Investment Strategy Fund	FMV	6,409,353	10,850,299
Adelphi Europe Partners, LP Fund	FMV	2,800,000	3,840,241

TY 2013 Legal Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	35,824	8,956		26,868

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TY 2013 Other Assets Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Mineral Interests	0	0	14,088,000
Refundable Excise Taxes		754	754

TY 2013 Other Expenses Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone	3,643	911		2,732
Insurance	59,903	14,976		44,928
Office Expense	3,704	926		2,778
Contract Services	107,755	105,255		2,500
Parking	4,080	1,020		3,060
Dues & Subscriptions	20,558	5,140		15,419
Internet/Computer Expense	6,600	1,650		4,950
Leased Equipment	4,635	1,159		3,476
L-R Global Partners - Portfolio Deductions	612	612		0
Lazard Ltd - Portfolio Deductions	28	28		0

TY 2013 Other Income Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Oil & Gas Royalties	3,355,575	3,355,575	3,355,575
Settlement Proceeds	1,253	1,253	1,253
Other Income	50	50	50

TY 2013 Other Liabilities Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll Taxes Payable	4,588	0
Federal Taxes Payable	36,356	0

TY 2013 Other Professional Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	660,606	660,606		0

TY 2013 Taxes Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	14,460	3,615		10,845
Royalty Taxes	173,284	173,284		0
Production Taxes	139,223	139,223		0
Excise Taxes	52,950	0		0