



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

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

**2013**

**Open to Public Inspection**

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](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 10-01-2013, and ending 09-30-2014

Name of foundation EOS FOUNDATION		<b>A Employer identification number</b> 20-5202818	
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 121938		<b>B Telephone number (see instructions)</b> (817) 731-0241	
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76121		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (From Part II, col. (c), line 16) \$ 7,861,251		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	700,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	110,801	110,801		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	227,206			
	<b>b</b> Gross sales price for all assets on line 6a 298,668				
	<b>7</b> Capital gain net income (from Part IV, line 2)		227,206		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	1,038,007	338,007			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	1,075			1,075
	<b>b</b> Accounting fees (attach schedule)	1,188	594		594
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,000			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	4,193			4,193
	<b>22</b> Printing and publications	323			323
	<b>23</b> Other expenses (attach schedule)	125			125
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	8,904	594		6,310
	<b>25</b> Contributions, gifts, grants paid	246,928			246,928
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	255,832	594		253,238	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	782,175				
<b>b Net investment income</b> (if negative, enter -0-)		337,413			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	1,212,916	1,239,824	1,239,824		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	543				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	3,971,784	4,699,841	6,621,427		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,185,243	5,939,665	7,861,251			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	5,185,243	5,939,665			
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	5,185,243	5,939,665				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	5,185,243	5,939,665				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	5,185,243
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	782,175
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,967,418
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	27,753
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	5,939,665

**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)
<b>1 a</b> LTCG DIVIDENDS	P	2012-10-01	2014-09-30
<b>b</b> SARA LEE	D	2000-10-31	2014-04-25
<b>c</b> CLOROX	P	2011-09-26	2014-08-21
<b>d</b> KIMBERLY CLARK	D	2000-12-12	2014-08-21
<b>e</b> HILLSHIRE BRANDS	D	2002-08-02	2014-09-03

(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)
<b>a</b> 133,553	0	0	133,553
<b>b</b> 37,136	0	19,261	17,875
<b>c</b> 13,374	0	9,759	3,615
<b>d</b> 87,515	0	31,097	56,418
<b>e</b> 27,090	0	11,345	15,745

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> 0	0	0	133,553
<b>b</b> 0	0	0	17,875
<b>c</b> 0	0	0	3,615
<b>d</b> 0	0	0	56,418
<b>e</b> 0	0	0	15,745

<b>2</b> 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 }	<b>2</b>	227,206
<b>3</b> 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 }	<b>3</b>	

**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	201,241	5,362,792	0.037525
2011	170,802	4,221,908	0.040456
2010	211,888	3,911,151	0.054175
2009	130,234	3,182,603	0.040921
2008	120,061	2,336,407	0.051387

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.224464
<b>3</b> 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	<b>3</b>	0.044893
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	6,934,602
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	311,315
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	3,374
<b>7</b> Add lines 5 and 6.	<b>7</b>	314,689
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	253,238

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Values include 6,748, 0, and 4,726.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and asset requirements. Columns for 'Yes' and 'No'.

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>RIDGMAR OIL &amp; GAS COMPANY</b> Telephone no <b>(817) 731-0241</b> Located at <b>2601 RIDGMAR PLAZA FORT WORTH TX</b> ZIP +4 <b>76116</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(4)</b> 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). <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <span style="float:right"><b>5b</b></span></p> <p>Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right"><input type="checkbox"/></span></p> <p><b>c</b> 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? <span style="float:right"><input type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right"><b>6b</b></span> <span style="float:right"><b>No</b></span></p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right"><b>7b</b></span></p>	
---	--

**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
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	6,322,037
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	718,168
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	7,040,205
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	7,040,205
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	105,603
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,934,602
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	346,730

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	346,730
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	6,748
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	6,748
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	339,982
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	339,982
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	339,982

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	253,238
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	253,238
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	253,238

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				339,982
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			227,372	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>253,238</u>				
<b>a</b> Applied to 2012, but not more than line 2a			227,372	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				25,866
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				314,116
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**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) )

GWENDOLYN WEINER

---

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

NONE

---

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

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

---

**a** The name, address, and telephone number of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV Supplementary Information** (continued)

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

Recipient 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
<b>a Paid during the year</b> See Additional Data Table See Additional Data Table				
<b>Total . . . . .</b>				<b>246,928</b>
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>				<b>3b</b>





**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
GWENDOLYN WEINER 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	PRESIDENT 5 00	0	0	0
CAROL KLEIN 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	DIRECTOR 1 00	0	0	0
JOANIE HARRIS 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	DIRECTOR 1 00	0	0	0
GERALD BODZY 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	DIRECTOR 1 00	0	0	0
CLARE HAMLET 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	DIRECTOR 1 00	0	0	0
PAT LORIMER 2601 RIDGMAR PLAZA FORT WORTH, TX 76116	DIRECTOR 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN KIDNEY FUND 6110 EXECUTIVE BLVD1010 ROCKVILLE,MD 20852		Y	DONATIONUNRESTRICTED	5,000
ARIZONA FRIENDS OF CHAMBER MUSIC PO BOX 40845 TUCSON,AZ 85717		N	DONATIONUNRESTRICTED	2,500
ARIZONA PUBLIC MEDIA PO BOX 210109 TUCSON,AZ 85721		N	DONATIONUNRESTRICTED	2,000
AUSTIN DOG ALLIANCE 1705 PASEO CORTO DR CEDAR PARK,TX 78613		N	DONATIONUNRESTRICTED	1,000
BEST FRIENDS ANIMAL SANCTUARY 5001 ANGEL CANYON RD KANAB,UT 84741		N	DONATIONUNRESTRICTED	3,000
BIG BROTHERS AND BIG SISTERS 160 E ALAMEDA TUCSTON,AZ 85701		N	DONATIONUNRESTRICTED	2,000
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 EYE ST 1100 WASHINGTON,DC 20005		N	DONATIONUNRESTRICTED	3,000
BRAIN & BEHAVIOR RESEARCH 60 CUTTER MILL RD SUITE 404 GREAT NECK,NY 11021		N	DONATIONUNRESTRICTED	10,000
CENTER FOR ACTION & CONTEMPLATION PO BOX 12464 ALBUQUERQUE,NM 87195		N	DONATIONUNRESTRICTED	1,000
CHILD FIND OF AMERICA PO BOX 277 NEW PALTZ,NY 12561		Y	DONATIONUNRESTRICTED	3,000
COLORADO COLLEGE 14 E CACHE LA POUFRE ST COLORADO SPRINGS,CO 80903		N	DONATIONUNRESTRICTEDMUSIC FESTIVAL	2,000
COLORADO FINE ARTS CENTER 30 W DALE STREET COLORADO SPRINGS,CO 80903		N	DONATIONUNRESTRICTED	1,000
COLORADO PROF FIRE FIGHTERS FND 2342 BROADWAY DENVER,CO 80205		Y	DONATIONUNRESTRICTED	2,000
COLORADO PUBLIC RADIO 7409 S ALTON CT SENTINNIAL,CO 80112		N	DONATIONUNRESTRICTED	2,000
COMMON CAUSE EDUCATION FIND 1133 19TH ST NW 9TH FLOOR WASHINGTON,DC 20036		N	DONATIONUNRESTRICTED	2,000
<b>Total . . . . .</b>				246,928

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CONSERVATION FUND 1655 N FT MYER DR 1300 ARLINGTON, VA 22209		N	DONATIONUNRESTRICTED	3,000
DALLAS INSTITUTE 2719 ROUTH STREET DALLAS, TX 75201		N	DONATIONUNRESTRICTED	2,000
DOCTORS WITHOUT BORDERS 333 7TH AVE NEW YORK, NY 10001		N	DONATIONUNRESTRICTED	2,000
DRAWING STUDIO INC 33 SOUTH 6TH AVE TUCSON, AZ 85701		N	DONATIONUNRESTRICTED	1,000
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE 420 ROCKVILLE, MD 20850		Y	DONATIONUNRESTRICTED	2,000
GIFT FROM WITHIN 16 COVV HILL RD CAMDEN, MA 04843		N	DONATIONUNRESTRICTED	7,000
GOOD SAMARITAN CENTER 140 INDUSTRIAL LOOP STE 100 FREDERICKSBURG, TX 78624		N	DONATIONUNRESTRICTED	2,000
HONOR FOR ALL 3122 WARWICK ROAD ROYAL OAKS, MI 48073		N	DONATIONUNRESTRICTED	6,000
HUMANE SOCIETY OF SOUTHERN AZ 3450 N KELVIN BLVD TUCSON, AZ 85716		N	DONATIONUNRESTRICTED	2,000
INTREPID FALLEN HEROES 1 INTREPID SQ W 46TH ST NEW YORK, NY 10036		N	DONATIONUNRESTRICTED	4,000
INSTITUTE FOR MENTAL HEALTH RESEARCH PO BOX 84553 PHOENIX, AZ 85071		N	DONATIONUNRESTRICTED	3,000
KCME CLASSICAL MUSIC 1921 N WEBER STREET COLORADO SPRINGS, CO 80907		N	DONATIONUNRESTRICTED	250
KJZZ AND KBAQ RADIO STATION 2323 WEST 14TH ST TEMPE, AZ 85281		N	DONATIONUNRESTRICTED	2,000
MERCY CORPS 45 SWANDENAY PORTLAND, OR 97201		N	DONATIONUNRESTRICTED	3,000
MULTIPLE MYELOMA RESEARCH FOUND 383 MAIN AVE 5TH FLOOR NORWALK, CT 03851		Y	DONATIONUNRESTRICTED	6,000
<b>Total . . . . .</b>			<b>3a</b>	246,928

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MS QUALITY OF LIFE PROJECT 519-B HARTNELL STREET MONTEREY, CA 06851		N	DONATIONUNRESTRICTED	4,000
NARAL-PRO CHOICE AMERICA FND 1156 15TH STREET NW STE 700 WASHINGTON, DC 20005		Y	DONATIONUNRESTRICTED	3,000
NAMI 2107 WILSON BLVD 300 ARLINGTON, VA 22201		N	DONATIONUNRESTRICTED	3,000
NATIONAL MILITARY FAMILY ASSOC 2500 N VAN DORN STREET 102 ALEXANDRIA, VA 22302		N	DONATIONUNRESTRICTED	3,000
NATIONAL WOMEN IN THE ARTS 250 NEWYORK AVE NW WASHINGTON, DC 20005		N	DONATIONUNRESTRICTED	1,000
OCHBERG SOCIETY 2229 S COFFMAN AVE CASPER, WY 82604		N	DONATIONUNRESTRICTED	4,000
OPERA THEATER OF THE ROCKIES PO BOX 8110 COLORADO SPRINGS, CO 80933		N	DONATIONUNRESTRICTED	1,000
PALM SPRINGS ART MUSEUM PO BOX 2310 MUSEUM DR PALM SPRINGS, CA 92263		N	DONATIONUNRESTRICTED	2,500
PETSMART CHARITIES 19601 N 27TH AVE PHOENIX, AZ 85027		N	DONATIONUNRESTRICTED	3,000
PLANNED PARENTHOOD 434 WEST 33RD ST NEW YORK, NY 10001		N	DONATIONUNRESTRICTED	5,000
ROCKY MOUNTAIN PBS 1089 BANNOCK ST DENVER, CO 80204		N	DONATIONUNRESTRICTED	4,000
SEEDS OF PEACE 370 LEXINGTON AVE NEW YORK, NY 10017		N	DONATIONUNRESTRICTED	7,000
SIERRA CLUB FOUNDATION 85 SECOND ST 750 SAN FRANCISCO, CA 94150		Y	DONATIONUNRESTRICTED	5,000
SOLDIER'S PROJECT 4605 LANKERSHIM BLVD 221 N HOLLYWOOD, CA 91602		N	DONATIONUNRESTRICTED	6,000
TU NIDITO 3922 N MOUNTAIN AVE TUCSON, AZ 85719		N	DONATIONUNRESTRICTED	8,000
<b>Total . . . . .</b>				246,928

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNBOUND ONE ELMWOOD AVE KANSAS CITY, KS 66103		N	DONATIONUNRESTRICTED	3,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038		N	DONATIONUNRESTRICTED	3,000
UNITY 1901 NW BLUE PKWY UNITY VILLAGE, MO 64065		Y	DONATIONUNRESTRICTED	10,000
UNITY OF TUCSON 3617 N CAMINO BLANCO TUCSON, AZ 85718		N	DONATIONUNRESTRICTED	4,178
UNIVERSITY OF AZ FOUNDATION 1111 NORTH CHERRY AVE TUCSON, AZ 85719		Y	SCHOLARSHIP	4,500
UNIV OF AZ FOUNDATION 1111 NORTH CHERRY AVE TUCSON, AZ 85719		Y	DIGITAL PROJECTIONRENOVATIONSSCIENCE CENTER	75,000
VIRGINIA WARING INTL PIANO COMP 73-710 FRED WARING DR 201 PALM DESERT, CA 92260		N	DONATIONUNRESTRICTED	1,000
<b>Total . . . . .</b>			<b>3a</b>	246,928

**Schedule B**  
(Form 990, 990-EZ, or 990-PF)

**Schedule of Contributors**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**  
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

**2013**

**Name of the organization**  
EOS FOUNDATION

**Employer identification number**  
20-5202818

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**Name of organization**  
EOS FOUNDATION

**Employer identification number**  
20-5202818

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GWENDOLYN WEINER PO BOX 121938 FORT WORTH, TX 76121	\$ 700,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization  
EOS FOUNDATION

Employer identification number  
20-5202818

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization  
EOS FOUNDATION

Employer identification number  
20-5202818

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

## TY 2013 Gain/Loss from Sale of Other Assets Schedule

**Name:** EOS FOUNDATION

**EIN:** 20-5202818

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CAPITAL GAINS INVESTMENT ACTIVITIES			2014-09		298,668	71,462			227,206	

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** EOS FOUNDATION

**EIN:** 20-5202818

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
INVESTMENTS IN MUTUAL FUNDS & STOCKS (WELLS FARGO)	3,105,009	4,394,296
INVESTMENTS IN MUTUAL FUNDS & STOCKS (SCHWAB)	1,594,832	2,227,131

## TY 2013 Other Decreases Schedule

**Name:** EOS FOUNDATION

**EIN:** 20-5202818

Description	Amount
UNREALIZED GAIN ON DONATED STOCKS SOLD IN CURRENT YEAR	27,753

## TY 2013 Other Expenses Schedule

**Name:** EOS FOUNDATION

**EIN:** 20-5202818

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	75			75
DUES	50			50

# TY 2013 Taxes Schedule

**Name:** EOS FOUNDATION

**EIN:** 20-5202818

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	2,000			
FOREIGN TAX EXPENSE				

**TY 2013 IRS Payment****Name:** EOS FOUNDATION**EIN:** 20-5202818**Routing Transit Number:** 114000093**Bank Account Number:** 630016721**Type of Account:** Checking**Payment Amount in Dollars and** 4,726**Cents:****Requested Payment Date:** 2015-02-11**Taxpayer's Daytime Phone** (817) 731-0241**Number:**

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**EOS FOUNDATION**

**AMENDED AND RESTATED  
BYLAWS OF  
EOS FOUNDATION**

**ARTICLE I  
Name, Offices, and Purpose**

**1.01. Name.** The name of this non-profit Texas corporation is the EOS Foundation (the "Foundation").

**1.02. Principal and Other Offices.** The principal office of the Foundation will be in Fort Worth, Texas. The Foundation may have its principal office and additional offices at other locations as the Board of Directors may from time to time determine or as the affairs of the Foundation may require.

**1.03. Registered Office and Registered Agent.** The Foundation will maintain a registered office in Texas, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the "Act"). The registered office may be, but need not be, identical with the principal office of the Foundation in Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**1.04. Purpose.** The Foundation's purpose is to promote charitable, religious, scientific, or educational purposes and for the prevention of cruelty to children or animals either by means of direct expenditures or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law (the "Code"). The direction of the Foundation is determined by the Vision Statement adopted by the Board of Directors.

**1.05. Powers.** The Foundation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided for nonprofit corporations under the Act as it now exists or as it may hereafter be amended; provided, however, the Foundation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

**ARTICLE II  
Directors**

**2.01. Management.** The business and affairs of the Foundation will be managed by the Foundation's Board of Directors, subject only to the restrictions imposed by law, the Certificate of Formation, and these Bylaws. The Board of Directors may delegate part or all of the day to day business affairs of the Foundation to the officers elected by the Board.

**2.02. Number; Qualification; Term.** The first Board of Directors will consist of the three directors who are named in the Certificate of Formation. Thereafter, the number of directors who will constitute the entire Board of Directors and the method for their selection will be as follows:

**1. Number.** The number of directors of this Foundation will be at least three, but may be increased to not more than six by the Board of Directors.

**2. Qualification.** None of the directors need be residents of any particular state, and any number of the directors may be ex officio members without voting rights, so long as there are at least three voting members of the Board of Directors.

**3. Term.** The term of office of each of the initial directors shall be until his or her successor is elected. Each director will serve successive one year terms until he or she resigns, is removed or ceases to serve as a director for any other reason; provided a specific term of office may be designated by the Board of Directors when the director is elected. Any director may be elected to serve consecutive terms. Notwithstanding the foregoing or other provisions of these Bylaws, a successor director for Gwendolyn Weiner may not be selected by the Board until Gwendolyn Weiner resigns her position on the Board or is unable to perform her duties as a member of the Board of Directors.

**2.03. Election.** Except as provided in Sections 2.04 and 2.06, on the expiration of a director's term of office, the Board of Directors, including the directors whose terms expire on that date, shall elect a director to fill the open position. The directors are expressly prohibited from cumulating their votes in any election of directors.

**2.04. Change in Number.** The number of directors may be increased or decreased from time to time by the Board of Directors; however, no decrease will have the effect of shortening the term of any incumbent director, and the authorized number of directors will always be at least three. Any director position that is being filled by reason of an increase in the number of directors may be filled at any meeting of the directors.

**2.05. Removal.** If notice of intention to act upon such matter has been given in the notice calling a special or annual meeting, any director may be removed, either with or without cause, at such meeting by the affirmative vote of a majority of the remaining directors.

**2.06. Vacancies.** Any vacancy occurring in the Board of Directors (by death, resignation, removal, or otherwise) may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

**2.07. Place and Time of Meetings.** Meetings of the Board of Directors will be held annually at such time and place as designated (from time to time) by the Board of Directors. Notice of the annual meeting will be given at least 30 days prior to the meeting. Meetings may also be called by any elected officer or director of the Foundation on three day's notice to each director, either personally or by mail, fax, or email.

**2.08. Quorum; Majority Vote.** At meetings of the Board of Directors, a majority of the number of directors fixed by these Bylaws will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, except as otherwise specifically provided by statute, the Certificate of Formation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present.

**2.09. Notice.** If a meeting notice is given by mail, such notice will be deemed to be delivered when deposited in United States mail, addressed to the director at his or her address as shown on the Foundation records and with postage thereon prepaid. Any director may waive notice of a meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for

the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Certificate of Formation, or these Bylaws.

**2.10. Compensation.** Unless approved by the Board, Board members will not receive any compensation for their services as Board members.

**2.11. General Standards for Director.**

1. A Director shall discharge his or her duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Foundation.

2. A Director is not liable to the Foundation, a member, or another person for an action taken or not taken as a director if the director acted in compliance with this section. A person seeking to establish liability of a director must prove that the director did not act: (a) in good faith, (b) with ordinary care; and (c) in a manner the director reasonably believed to be in the best interest of the Foundation.

**2.12. Related Director Transactions.**

1. This section applies to a contract or transaction between the Foundation and:

a. one or more directors or officers, or an affiliate of either, of the Foundation; or

b. an entity or other organization in which one or more directors or officers, or an affiliate of either, of the Foundation: (i) is a managerial official or a member; or (ii) has a financial interest.

2. An otherwise valid and enforceable contract or transaction is valid and enforceable, and is not void or voidable, notwithstanding any relationship or interest described by subsection (1), if either of the following conditions is satisfied:

a. the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the Board of Directors, and the Board of Directors in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested directors; regardless of whether the disinterested directors constitute a quorum; or

b. the contract or transaction is fair to the Foundation when the contract or transaction is authorized, approved, or ratified by the Board of Directors.

3. Common or interested directors may be included in determining the presence of a quorum at a meeting of the Board or Directors that authorizes the contract or transaction.

4. A person who has the relationship or interest described by subsection 1 may:

a. be present at or participate in and, if the person is a director, may vote at a meeting of the Board of Directors that authorizes the contract or transaction; or

b. sign, in the person's capacity as a director a written consent of the directors to authorize the contract or transaction.

5. If at least one of the conditions of Subsection 2 is satisfied, the Foundation will not have a cause of action against any of the persons described by subsection 1 for breach of duty with respect to the making, authorization, or performance of the contract or transaction because the person had the relationship or interest described by subsection 1 or took any of the actions authorized by subsection 4.

### **ARTICLE III Officers**

#### **3.01. Number; Qualification; Election; Term.**

1. **Number.** The Foundation shall have a president and a secretary and it may have such other officers and agents as the Board of Directors may elect.

2. **Qualifications.** No officer need be a director or resident of Texas, and any two or more offices may be held by the same person, except for the offices of president and secretary.

3. **Term of Office.** Unless otherwise specified by the Board of Directors at the time of election or appointment, or in an employment contract approved by the Board of Directors, each officer's and agent's term will end at the next meeting of the directors that is held more than one year after the officer's election or appointment. Each officer will serve until the end of his or her term, or if earlier, his or her death, disability, resignation, or removal.

**3.02. Removal.** Any officer or agent may be removed, with or without cause, by the Board, whenever (in its sole judgment) the best interests of the Foundation will be served thereby.

**3.03. Vacancies.** Any vacancy occurring in any office of the Foundation (by death, disability, resignation, removal, or otherwise) may be filled by the Board of Directors.

**3.04. Authority.** Officers and agents will have such authority and perform such duties in the management of the Foundation as are provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**3.05. Compensation.** Unless approved by the Board of Directors, the officers and agents of the Foundation shall not receive any compensation.

**3.06. President.** The President will be the chief executive officer of the Foundation. The President will preside at all meetings of the Board of Directors, will exercise general and active management of the business and affairs of the Foundation, and will see that all orders and resolutions of the Board are carried into effect. The President will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

**3.07. Secretary.** The Secretary will attend all meetings of the Board of Directors and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary will perform such other duties and have such other authority and powers as the Board of Directors may from time to time delegate.

## **ARTICLE IV Committees**

**4.01. Committees Appointed by Board of Directors.** The Board of Directors may designate and appoint one or more committees that, to the extent provided in the resolution creating same, will have and exercise the authority of the Board of Directors in the management of the Foundation. Any resolution creating a committee will set forth the purpose and objectives of the committee, and such other parameters as the Board determines appropriate. Each such committee will have at least one director as a committee member. However, no committee appointed pursuant to the provisions of this Section will have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any committee member, director, or officer of the Foundation; amending the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another non-profit corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation; or amending, altering, or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority will not operate to relieve the Board of Directors or any individual director, of any responsibility imposed on the Board or such director by law.

**4.02. Term of Office.** Each member of a committee will continue as such for the term designated by the Board of Directors or until his or her successor is appointed, unless the committee is terminated earlier, the member is removed from the committee, or the member ceases to qualify as a member thereof. Any member of a committee appointed by the Board of Directors under **Section 4.01** may be removed with or without cause by the Board of Directors whenever (in the Board's sole judgment) the best interests of the Foundation will be served by such removal.

**4.03. Committee Chair.** One member of each committee will be appointed as the chair of such committee by Board of Directors or the President, as appropriate.

**4.04. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**4.05. Quorum.** Unless otherwise provided in the resolution of the Board of Directors appointing a committee, a majority of the committee members will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

**4.06. Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**4.07. Minutes.** Each committee will prepare minutes for its meetings and deliver these to the Foundation's Secretary for placement in the Foundation's minute book.

**4.08. Compensation.** Committee members shall not, without written authorization by the Board of Directors, directly or indirectly, receive any compensation for their services or expense reimbursements related to such services.

**ARTICLE V**  
**Contracts, Checks, Deposits, and Funds**

**5.01. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

**5.02. Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, or agent or agents of the Foundation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

**5.03. Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

**5.04. Gifts.** The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the Foundation.

**ARTICLE VI**  
**General Provisions**

**6.01. Members.** The Foundation will have no members.

**6.02. Fiscal Year.** The fiscal year of the Foundation will end on September 30.

**6.03. Books and Records.** The Foundation will maintain complete books and records of account and minutes of the proceedings of its Board of Directors. These books and records will be kept at a location determined by the Board of Directors, but will be made available at the Foundation's principal or designated office.

**6.04. Seal.** The Foundation elects to have no seal.

**6.05. Notices.**

**1. Required Notice.** Whenever by statute, the Certificate of Formation, these Bylaws, or otherwise, notice is required to be given to a director, and no provision is made as to how the notice should be given, the notice may be given: (i) in writing by hand delivery, (ii) in writing, by mail, postage prepaid, addressed to the director at the address appearing on the books of the Foundation; or (iii) by fax, email, or any other method permitted by law. Any notice required or permitted to be given by mail will be deemed given at the time when the same is deposited with the United States Postal Service.

**2. Waiver.** Whenever, by statute, the Certificate of Formation, or these Bylaws, notice is required to be given to a director, a waiver thereof in writing signed by the director, whether before or after the time stated in such notice, will be equivalent to the giving of such notice. Attendance at a meeting will constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

**6.06. Action Without Meeting; Telephone and Similar Meetings.**

1. **Consents.** Any action required by statute to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the number of directors required for the approval of the action at a meeting of the Board at which all Board members entitled to vote on the matter are present. A consent approved in this manner will have the same force and effect as one given by the vote of the directors at a properly called meeting. The signed consent, or a copy of the signed consent, shall be placed in the minute book. If all of the Board members entitled to vote on the action do not sign the written consent, a copy of the signed consent (which may be signed in multiple counterparts) should be provided to the non-voting Board members. An email that identifies the matter presented for a Board vote and sets forth the Board member's vote for or against the matter is acceptable as a signed consent on the matter in question.

2. **Meetings by Telecommunications.** The directors may participate in and hold a meeting by means of a conference telephone or electronic communications systems so that all persons participating in the meeting can hear each other. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in such a meeting will constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

**6.07. Indemnification of Officers and Directors.** The Foundation shall indemnify, advance expenses, and/or reimburse expenses to any director, officer, employee, or agent of the Foundation to the maximum extent provided for, and in accordance with, the provisions of Chapter 8 and other applicable provisions of the Act, as same may be hereafter amended.

**6.08. Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed at any meeting by the affirmative vote of a majority of the Board of Directors who are then serving; provided, however, that the directors voting to approve such change shall include Gwendolyn Weiner if she is then serving as a director.

**6.09. Construction.**

1. **Gender.** Whenever the context so requires in these Bylaws, the masculine includes the feminine and neuter, and the singular includes the plural, and conversely.

2. **Invalidity.** If any portion of these Bylaws are invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws will be considered valid and operative, and effect will be given to the intent manifested by the portion held invalid or inoperative.

3. **Headings.** The headings in these Bylaws are for organization, convenience, and clarity. In interpreting these Bylaws, the headings shall be subordinated in importance to the other written material

**6.10. Relation to Certificate of Formation.** These Bylaws are subject to, and governed by, the Certificate of Formation.

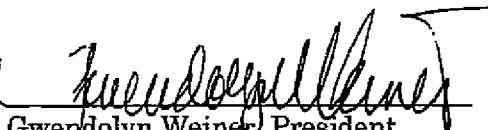
**ARTICLE VII  
OPERATION AND DISSOLUTION**

7.01. **Nonprofit Operation.** The Foundation is organized and operated primarily for the purposes set forth under Article One of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

7.02. **Distribution of Assets.** The Foundation pledges its assets for use in performing the Foundation's charitable functions. In the event the Foundation is dissolved, after all liabilities and obligations of the Foundation are paid or provision is made therefore, the Foundation's Board of Directors shall distribute the remaining assets of the Foundation for tax exempt purposes to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes which are exempt under Section 501(c)(3) of the Code and the purposes of which comply with the Foundation's Vision Statement. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Foundation is then located, to one or more organizations exempt under Section 501(c)(3) of the Code in a manner which best accomplishes the purposes of the Foundation. No director or officer of the Foundation and no private individual will be entitled to share in the distribution of any assets of the Foundation in the event of its dissolution.

7.03. **Decision Making Authority.** The Foundation's Board of Directors shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Foundation and decisions regarding the sale of substantially all of the Foundation's assets.

The foregoing Bylaws of EOS Foundation have been formally adopted by the Board of Directors of the Foundation with a final revision date of November 28, 2013.

X   
Gwendolyn Weiner, President

\_\_\_\_\_  
Joan P. Harris, Secretary

**ARTICLE VII  
OPERATION AND DISSOLUTION**

7.01. **Nonprofit Operation.** The Foundation is organized and operated primarily for the purposes set forth under Article One of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

7.02. **Distribution of Assets.** The Foundation pledges its assets for use in performing the Foundation's charitable functions. In the event the Foundation is dissolved, after all liabilities and obligations of the Foundation are paid or provision is made therefore, the Foundation's Board of Directors shall distribute the remaining assets of the Foundation for tax exempt purposes to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes which are exempt under Section 501(c)(3) of the Code and the purposes of which comply with the Foundation's Vision Statement. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Foundation is then located, to one or more organizations exempt under Section 501(c)(3) of the Code in a manner which best accomplishes the purposes of the Foundation. No director or officer of the Foundation and no private individual will be entitled to share in the distribution of any assets of the Foundation in the event of its dissolution.

7.03. **Decision Making Authority.** The Foundation's Board of Directors shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Foundation and decisions regarding the sale of substantially all of the Foundation's assets.

The foregoing Bylaws of EOS Foundation have been formally adopted by the Board of Directors of the Foundation with a final revision date of November 28, 2013.

\_\_\_\_\_  
Gwendolyn Weiner, President

  
\_\_\_\_\_  
Joan P. Harris, Secretary