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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 10-01-2013 , and ending 09-30-2014

Name of foundation THE WORTHAM FOUNDATION INC		A Employer identification number 74-1334356	
% BARBARA J SNYDER		B Telephone number (see instructions) (713) 526-8849	
Number and street (or P O box number if mail is not delivered to street address) 2727 ALLEN PARKWAY Suite 1570		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 770192125		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) \$ 233,332,253		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	5,992,005	5,992,005		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	14,394,563			
	b Gross sales price for all assets on line 6a 60,561,902				
	7 Capital gain net income (from Part IV, line 2)		14,394,563		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 138,662	138,662		
	12 Total. Add lines 1 through 11	20,525,230	20,525,230		
	13 Compensation of officers, directors, trustees, etc	124,782	49,913		74,869
	14 Other employee salaries and wages	276,838	170,886		105,952
	15 Pension plans, employee benefits	0	0		0
	16a Legal fees (attach schedule)	0	0		0
	b Accounting fees (attach schedule)	 17,500	17,500	0	0
	c Other professional fees (attach schedule)	 716,220	716,220		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 215,545	12,515		6,714
	19 Depreciation (attach schedule) and depletion	 1,014			
	20 Occupancy	92,720	69,540		23,180
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 81,578	38,901		42,677
	24 Total operating and administrative expenses. Add lines 13 through 23	1,526,197	1,075,475	0	253,392
	25 Contributions, gifts, grants paid	12,953,333			12,953,333
	26 Total expenses and disbursements. Add lines 24 and 25	14,479,530	1,075,475	0	13,206,725
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,045,700			
	b Net investment income (if negative, enter -0-)		19,449,755		
	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	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments			10,623,437	12,371,941	12,371,941
	3	Accounts receivable ▶ <u>27,195</u>					
		Less allowance for doubtful accounts ▶ _____			17,044	27,195	27,195
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)			22,031,447	 21,676,918	21,704,473
	b	Investments—corporate stock (attach schedule)			130,874,446	 138,527,514	167,120,557
	c	Investments—corporate bonds (attach schedule).			34,650,498	 31,634,960	32,095,580
	11	Investments—land, buildings, and equipment basis ▶ <u>225,349</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>225,349</u>					12,000
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ <u>24,412</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>22,892</u>			2,534	 1,520	507
	15	Other assets (describe ▶ _____)					
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			198,199,406	204,240,048	233,332,253
Liabilities	17	Accounts payable and accrued expenses			11,368	6,310	
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)			11,368	6,310	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			196,402,207	198,188,038	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			1,785,831	6,045,700	
	30	Total net assets or fund balances (see page 17 of the instructions)			198,188,038	204,233,738	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			198,199,406	204,240,048	

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	198,188,038
2	Enter amount from Part I, line 27a	2	6,045,700
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	204,233,738
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	204,233,738

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	SCHEDULE D-7	P	2012-01-01	2014-09-30
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 60,561,902		46,167,339	14,394,563
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			14,394,563
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	14,394,563
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	10,708,662	219,796,888	0 048721
2011	10,313,560	206,799,026	0 049872
2010	10,228,733	212,096,713	0 048227
2009	9,653,887	198,396,936	0 048659
2008	8,669,138	175,097,689	0 04951

2 Total of line 1, column (d).	2	0 244989
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 048998
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	236,980,803
5 Multiply line 4 by line 3.	5	11,611,585
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	194,498
7 Add lines 5 and 6.	7	11,806,083
8 Enter qualifying distributions from Part XII, line 4.	8	13,206,725

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	194,498
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	
3 Add lines 1 and 2.	3	194,498
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	194,498
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	200,000
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	200,000
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached 	8	311
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	5,191
11 Enter the amount of line 10 to be Credited to 2014 estimated tax  0 Refunded 	11	5,191

Part VII-A Statements Regarding Activities			
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	Yes	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
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
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  \$ _____ (2) On foundation managers  \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> 	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> 	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶BARBARA J SNYDER Telephone no ▶(713) 526-8849 Located at ▶2727 ALLEN PKWY 1570 HOUSTON TX ZIP +4 ▶770192125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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
FRED C BURNS	SECRETARY	31,008	0	0
2727 ALLEN PARKWAY HOUSTON,TX 770192125	TREASURER 10 0			
BRADY F CARRUTH	CHAIRMAN ASST	31,758	0	0
2727 ALLEN PARKWAY HOUSTON,TX 770192125	TREASURER 10 0			
R W WORTHAM III	PRESIDENT ASST	31,008	0	0
2727 ALLEN PARKWAY HOUSTON,TX 770192125	TREASURER 10 0			
THOMAS E SMITH	TRUSTEE ASST	31,008	0	0
2727 ALLEN PARKWAY HOUSTON,TX 770192125	TREASURER 10 0			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM V H CLARKE	CONTROLLER	172,701	0	0
2727 ALLEN PKWY HOUSTON,TX 77019	35 0			
BARBARA J SNYDER	GRANTS COORD	104,137	0	0
2727 ALLEN PKWY HOUSTON,TX 77019	36 0			
Total number of other employees paid over \$50,000.				

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
HIRTLE & CALLAGHAN 300 BARR HARBOR DR STE 500 W CONSHOHOCKEN, PA 19428	INVESTMENT MGMT	355,556
BANK OF NEW YORK MELLON P O BOX 11214 NEW YORK, NY 10286	CUSTODIAN	108,936
AVALON ADVISORS 2929 ALLEN PKWY STE 3000 HOUSTON, TX 77019	0	98,072
J P MORGAN CHASE BANK NA 270 PARK AVE NEW YORK, NY 100172014	0	59,854
VAUGHAN NELSON SCARBROUGH ET AL 6300 CHASE BANK TOWER HOUSTON, TX 77002	0	70,357
Total number of others receiving over \$50,000 for professional services.		

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 SEE ATTACHMENT 20	10,849
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.	

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	225,159,452
b	Average of monthly cash balances.	1b	15,417,689
c	Fair market value of all other assets (see instructions).	1c	12,507
d	Total (add lines 1a, b, and c).	1d	240,589,648
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	240,589,648
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,608,845
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	236,980,803
6	Minimum investment return. Enter 5% of line 5.	6	11,849,040

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	11,849,040
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	194,498
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	194,498
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,654,542
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,654,542
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,654,542

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	13,206,725
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,206,725
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	194,498
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,012,227
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only. 0			
b		Total for prior years 2011 , 2010 , 2009 0			
3		Excess distributions carryover, if any, to 2013			
a		From 2008.			
b		From 2009.			
c		From 2010.			
d		From 2011. 113,385			
e		From 2012.			
f		Total of lines 3a through e. 113,385			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 13,206,725			
a		Applied to 2012, but not more than line 2a 0			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount. 11,654,542			
e		Remaining amount distributed out of corpus 1,552,183			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,665,568			
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.			
d		Subtract line 6c from line 6b Taxable amount —see instructions 0			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions 0			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 1,665,568			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011. 113,385			
d		Excess from 2012.			
e		Excess from 2013. 1,552,183			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
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 XVSupplementary 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))

NONE

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 or e-mail address of the person to whom applications should be addressed

BARBARA J SNYDER
2727 ALLEN PARKWAY 1570
HOUSTON, TX 770192125
(713) 526-8849

b

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

APPLICATION FORMS MAY BE OBTAINED BY WRITING OR CALLING BARBARA J SNYDER, 2727 ALLEN PARKWAY STE 1570
HOUSTON TX 77019 TELEPHONE NUMBER 713-526-8849

c

Any submission deadlines

APPLICATIONS SHOULD BE SUBMITTED BY THE SECOND WEEK OF JANUARY, APRIL, JULY OR OCTOBER IN ORDER TO B

d

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

AWARDS ARE GRANTED PRIMARILY FOR CULTURAL ARTS AND CIVIC BEAUTIFICATION PROJECTS WHICH BENEFIT THE CITIZENS OF HOUSTON, HARRIS COUNTY, TEXAS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT 17-6 VARIOUS VARIOUS,TX 77001	NONE	PC	OPERATIONAL, CAPITAL AND ENDOWMENT GRANTS TO PUBLIC CHARITABLE ORGANIZATIONS IN THE UNITED STATES	12,953,333
Total  3a				12,953,333
b <i>Approved for future payment</i> SEE ATTACHED STATEMENT 18 VARIOUS VARIOUS,TX 77001	NONE	PC	OPERATIONAL, CAPITAL AND ENDOWMENT GRANTS TO PUBLIC CHARITABLE ORGANIZATIONS IN THE UNITED STATES	8,981,667
Total  3b				8,981,667

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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

1

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.

Signature of officer or trustee

2015-08-12

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

DEIDRE A SCINTA

Preparer's Signature

Date

2015-08-12

Check if self-employed

☒

PTIN

P00524632

Firm's name

DEIDRE A SCINTA CPA

Firm's EIN

Firm's address

2727 ALLEN PARKWAY STE 1580 HOUSTON, TX 770192167

Phone no

(713) 526-8849

TY 2013 Accounting Fees Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MELTON & MELTON CPAS	17,500	17,500		

TY 2013 Contractor Compensation Explanation**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

Contractor	Explanation
HIRTLE CALLAGHAN	INVESTMENT MANAGER - CONTRACT CHIEF INVESTMENT OFFICER
BANK OF NEW YORK MELLON	CUSTODIAN OF INVESTMENT ASSETS
AVALON ADVISORS	INVESTMENT MANAGER
J P MORGAN CHASE BANK NA	INVESTMENT MANAGER
VAUGHAN NELSON SCARBROUGH ET AL	INVESTMENT MANAGER

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

TY 2013 Depreciation Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE WORTHAM FOUNDATION INC
EIN: 74-1334356

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT 9	31,634,960	32,095,580

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE WORTHAM FOUNDATION INC
EIN: 74-1334356

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT 8-5	138,527,514	167,120,557

**TY 2013 Investments Government
Obligations Schedule****Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356**US Government Securities - End of
Year Book Value:**

21,676,918

**US Government Securities - End of
Year Fair Market Value:**

21,704,473

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

TY 2013 Land, Etc. Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

TY 2013 Other Expenses Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAINTENANCE & REPAIR HISTORIC	3,600			3,600
MAINTENANCE & REPAIR PARK	7,249			7,249
INSURANCE EXPENSE	38,457	21,151		17,306
OFFICE EXPENSE	32,272	17,750		14,522

TY 2013 Other Income Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	13,522	13,522	
HIRTLE CALLAGHAN PE FND IV LP	111,272	111,272	
HIRTLE CALLAGHAN PE FND VI LP	12,296	12,296	
MISCELLANEOUS INCOME	1,572	1,572	

TY 2013 Other Professional Fees Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COVENANT TECHNOLOGIES INC	23,445	23,445		
BANK OF NEW YORK MELLON	108,936	108,936		
HIRTLE & CALLAGHAN INC	355,556	355,556		
VAUGHAN NELSON & CO	70,357	70,357		
AVALON ADVISORS	98,072	98,072		
J P MORGAN CHASE BANK NA	59,854	59,854		

TY 2013 Taxes Schedule**Name:** THE WORTHAM FOUNDATION INC**EIN:** 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	196,316			
PAYROLL TAXES	17,668	10,954		6,714
AD VALOREM TAXES	615	615		
OIL & GAS PRODUCTION TAXES	946	946		

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-1**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
ABB LTD	420 SHS	10/4/2013	02/05/2014	10,395 10	9,811 70	583 40
ABB LTD	695 SHS	10/4/2013	02/06/2014	17,374 90	16,236 03	1,138 87
ABB LTD	405 SHS	10/4/2013	05/06/2014	9,426 69	9,461 29	(34 60)
ABB LTD	475 SHS	10/4/2013	05/15/2014	11,167 10	11,096 57	70 53
ABBVIE, INC	367 SHS	10/4/2013	01/07/2014	18,540 70	16,939 74	1,600 96
AIG-4 875%-6/01/22	\$500,000	09/06/2012	02/28/2014	548,100 00	540,559 47	7,540 53
AIR PRODUCTS & CHEMS	190 SHS	10/4/2013	06/18/2014	24,588 78	20,145 66	4,443 12
AIR PRODUCTS & CHEMS	396 SHS	10/4/2013	07/28/2014	53,685 72	41,987 80	11,697 92
ALSTOM ADR	10,135 SHS	10/4/2013	01/23/2014	30,957 82	34,509 03	(3,551 21)
ALSTOM ADR	7,340 SHS	10/4/2013	01/24/2014	21,613 72	24,992 23	(3,378 51)
ALSTOM ADR	1,750 SHS	10/4/2013	01/27/2014	5,011 91	5,958 64	(946 73)
ALSTOM ADR	10,535 SHS	10/4/2013	06/25/2014	38,295 98	35,871 01	2,424 97
ALTRIA GROUP	1520 SHS	04/25/2013	09/15/2014	66,176 35	53,644 24	12,532 11
ARTHUR J GALLAGHER & CO	41 SHS	10/4/2013	01/23/2014	1,984 98	1,804 01	180 97
ARTHUR J GALLAGHER & CO	190 SHS	10/4/2013	01/24/2014	9,080 35	8,360 06	720 29
ARTHUR J GALLAGHER & CO	171 SHS	10/4/2013	01/27/2014	7,994 38	7,524 05	470 33
ARTHUR J GALLAGHER & CO	110 SHS	10/4/2013	01/28/2014	5,194 30	4,840 03	354 27
BAE SYSTEMS	650 SHS	10/4/2013	01/22/2014	18,776 48	18,976 62	(200 14)
BAE SYSTEMS	625 SHS	10/4/2013	01/23/2014	18,117 56	18,246 75	(129 19)
BAYER	150 SHS	10/4/2013	01/14/2014	19,783 57	17,572 11	2,211 46
BOC HONG KONG	505 SHS	10/4/2013	05/07/2014	28,764 11	32,703 25	(3,939 14)
BP CAP-4 75%-3/10/19	\$900,000	10/20/2011	07/28/2014	1,005,318 00	965,266 75	40,051 25
BRISTOL MYERS-SQUIBB	3,714 SHS	04/25/2013	06/12/2014	173,173 30	155,030 16	18,143 14
CANADIAN IMPERIAL	1,257 SHS	04/25/2013	08/20/2014	116,753 60	95,816 08	20,937 52
CINEMARK HLDGS	1,445 SHS	04/25/2013	11/13/2013	47,307 17	42,322 75	4,984 42
CINEMARK HLDGS	2,108 SHS	04/25/2013	11/14/2013	67,803 68	61,741 42	6,062 26
CINEMARK HLDGS	202 SHS	04/25/2013	11/14/2013	6,508 12	5,916 40	591 72
CINEMARK HLDGS	488 SHS	10/4/2013	01/15/2014	15,253 35	15,711 07	(457 72)
CINEMARK HLDGS	101 SHS	10/4/2013	01/16/2014	3,162 59	3,251 67	(89 08)
CINEMARK HLDGS	323 SHS	10/4/2013	06/23/2014	10,698 46	10,398 92	299 54
CINEMARK HLDGS	26 SHS	10/4/2013	06/23/2014	863 57	837 06	26 51
CINEMARK HLDGS	111 SHS	10/4/2013	06/24/2014	3,710 62	3,573 62	137 00
CINEMARK HLDGS	173 SHS	10/4/2013	07/10/2014	6,011 63	5,569 70	441 93
CINEMARK HLDGS	185 SHS	10/4/2013	07/11/2014	6,301 79	5,956 04	345 75
CINEMARK HLDGS	44 SHS	10/4/2013	07/14/2014	1,497 03	1,416 57	80 46
CINEMARK HLDGS	6 SHS	10/4/2013	07/28/2014	198 96	193 17	5 79
CINEMARK HLDGS	70 SHS	10/4/2013	07/29/2014	2,322 80	2,253 63	69 17
CINEMARK HLDGS	83 SHS	10/4/2013	07/30/2014	2,722 81	2,672 17	50 64
CINEMARK HLDGS	118 SHS	10/4/2013	07/31/2014	3,894 09	3,798 99	95 10
CINEMARK HLDGS	37 SHS	10/4/2013	08/01/2014	1,226 46	1,191 21	35 25
CINEMARK HLDGS	73 SHS	10/4/2013	08/01/2014	2,413 69	2,350 22	63 47
CINEMARK HLDGS	36 SHS	10/4/2013	08/04/2014	1,188 81	1,159 01	29 80
CONAGRA FOODS, INC	3,168 SHS	04/25/2013	02/19/2014	91,441 45	114,354 03	(22,912 58)
COVANTA HLDGS	4,699 SHS	06/20/2013	11/04/2013	80,264 57	97,495 28	(17,230 71)

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-2**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
DEUTSCH POST	335 SHS	10/4/2013	01/10/2014	11,750 89	10,994 47	756 42
DEUTSCH POST	375 SHS	10/4/2013	01/13/2014	13,316 31	12,307 24	1,009 07
DEUTSCH POST	445 SHS	10/4/2013	03/20/2014	15,495 26	14,604 59	890 67
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	10/15/2013	1,295 77	1,343 69	(47 92)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	11/15/2013	1,386 57	1,437 55	(50 98)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	12/16/2013	1,898 80	1,968 22	(69 42)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	01/15/2014	2,349 21	2,434 60	(85 39)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	02/18/2014	1,682 14	1,742 92	(60 78)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	03/17/2014	1,315 63	1,362 91	(47 28)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	04/15/2014	1,310 82	1,357 64	(46 82)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	05/15/2014	1,378 24	1,427 17	(48 93)
FHLMC POOL-8%-7/1/17	PRIN PAYMT	07/21/2003	06/16/2014	1,230 06	1,273 46	(43 40)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	07/15/2014	1,312 31	1,358 34	(46 03)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	08/15/2014	2,396 35	2,479 86	(83 51)
FHLMC POOL-6%-7/1/17	PRIN PAYMT	07/21/2003	09/15/2014	1,617 85	1,673 87	(56 02)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	10/15/2013	287 22	288 25	(1 03)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	11/15/2013	220 97	221 76	(0 79)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	12/16/2013	229 33	230 14	(0 81)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	01/15/2014	504 08	505 54	(1 46)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	02/18/2014	241 10	241 93	(0 83)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	03/17/2014	241 52	242 35	(0 83)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	04/15/2014	238 96	239 77	(0 81)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	05/15/2014	239 01	239 81	(0 80)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	06/16/2014	240 37	241 17	(0 80)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	07/15/2014	275 14	276 05	(0 91)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	08/15/2014	311 41	312 43	(1 02)
FHLMC POOL-6 5%-1/01/16	PRIN PAYMT	01/17/2001	09/15/2014	288 66	289 59	(0 93)
FNMA-1 2%-3/06/17	FULL CALL	02/16/2012	03/06/2014	2,000,000 00	1,997,815 49	2,184 51
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	10/25/2013	8,795 33	8,591 63	203 70
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	11/25/2013	104 15	101 74	2 41
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	12/26/2013	104 75	102 32	2 43
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	01/27/2014	105 35	102 91	2 44
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	02/25/2014	106 00	103 54	2 46
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	03/25/2014	106 60	104 13	2 47
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	04/25/2014	107 23	104 75	2 48
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	05/27/2014	107 88	105 38	2 50
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	06/25/2014	108 50	105 99	2 51
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	07/25/2014	109 13	106 60	2 53
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	08/25/2014	111 83	109 24	2 59
FNMA - 6 5% - 10/1/31	PRIN PAYMT	10/30/2001	09/25/2014	110 43	107 87	2 56
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	10/25/2013	5,853 10	6,065 81	(212 71)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	11/25/2013	13,714 72	14,210 33	(495 61)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	12/26/2013	5,696 65	5,901 37	(204 72)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	01/27/2014	6,884 80	7,130 80	(246 00)

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-3**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	02/25/2014	7,141 26	7,394 95	(253 69)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	03/25/2014	5,816 61	6,022 15	(205 54)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	04/25/2014	6,034 71	6,246 71	(212 00)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	05/27/2014	18,218 37	18,854 70	(636 33)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	06/25/2014	19,972 57	20,665 99	(693 42)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	07/25/2014	19,173 86	19,835 67	(661 81)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	08/25/2014	16,056 27	16,607 10	(550 83)
FNMA POOL-3 5%-2/1/26	PRIN PAYMT	08/25/2011	09/25/2014	5,881 48	6,082 01	(200 53)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	10/25/2013	14,948 40	15,551 99	(603 59)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	11/25/2013	52,448 43	54,554 80	(2,106 37)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	12/26/2013	26,786 28	27,856 38	(1,070 10)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	01/27/2014	2,915 10	3,030 92	(115 82)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	02/25/2014	3,414 48	3,549 39	(134 91)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	03/25/2014	3,204 62	3,330 60	(125 98)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	04/25/2014	3,208 22	3,333 64	(125 42)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	05/27/2014	18,872 75	19,606 49	(733 74)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	06/25/2014	2,931 36	3,044 68	(113 32)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	07/25/2014	2,802 56	2,910 29	(107 73)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	08/25/2014	3,116 72	3,235 84	(119 12)
FNMA POOL-3 5%-8/1/26	PRIN PAYMT	08/16/2011	09/25/2014	18,079 58	18,766 52	(686 94)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	10/25/2013	2,696 91	2,798 49	(101 58)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	11/25/2013	2,794 21	2,899 27	(105 06)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	12/26/2013	1,805 02	1,872 77	(67 75)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	01/27/2014	2,669 32	2,769 33	(100 01)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	02/25/2014	2,029 22	2,105 11	(75 89)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	03/25/2014	2,896 03	3,004 16	(108 13)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	04/25/2014	2,674 07	2,773 73	(99 66)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	05/27/2014	1,580 95	1,639 77	(58 82)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	06/25/2014	4,389 97	4,552 99	(163 02)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	07/25/2014	2,484 70	2,576 80	(92 10)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	08/25/2014	1,592 13	1,651 04	(58 91)
FNMA POOL-4%-2/1/41	PRIN PAYMT	08/26/2011	09/25/2014	2,321 92	2,407 67	(85 75)
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	10/25/2013	552 60	540 76	11 84
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	11/25/2013	539 87	528 35	11 52
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	12/26/2013	2,284 87	2,236 34	48 53
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	01/27/2014	602 09	589 36	12 73
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	02/25/2014	833 75	816 19	17 56
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	03/25/2014	452 88	443 38	9 50
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	04/25/2014	449 71	440 32	9 39
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	05/27/2014	451 59	442 20	9 39
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	06/25/2014	454 59	445 18	9 41
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	07/25/2014	1,065 05	1,043 11	21 94
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	08/25/2014	451 38	442 13	9 25
FNMA POOL-5%-6/01/22	PRIN PAYMT	08/21/2007	09/25/2014	2,064 79	2,022 66	42 13

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-4**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	10/25/2013	2,061 13	2,094 93	(33 80)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	11/25/2013	745 63	757 61	(11 98)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	12/26/2013	2,164 53	2,198 64	(34 11)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	01/27/2014	615 51	625 01	(9 50)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	02/25/2014	613 95	623 22	(9 27)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	03/25/2014	619 16	628 32	(9 16)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	04/25/2014	683 61	693 50	(9 89)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	05/27/2014	576 85	585 01	(8 16)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	06/25/2014	602 19	610 51	(8 32)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	07/25/2014	578 41	586 21	(7 80)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	08/25/2014	583 90	591 58	(7 68)
FNMA POOL - 5 5% - 9/1/17	PRIN PAYMT	09/19/2002	09/25/2014	1,331 21	1,348 27	(17 06)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	10/25/2013	1,659 06	1,743 09	(84 03)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	11/25/2013	1,361 33	1,429 82	(68 49)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	12/26/2013	1,368 76	1,437 18	(68 42)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	01/27/2014	1,303 16	1,367 86	(64 70)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	02/25/2014	1,274 81	1,337 67	(62 86)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	03/25/2014	1,488 16	1,561 08	(72 92)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	04/25/2014	1,373 82	1,440 67	(66 85)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	05/27/2014	1,305 13	1,368 20	(63 07)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	06/25/2014	1,077 46	1,129 16	(51 70)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	07/25/2014	1,107 57	1,160 34	(52 77)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	08/25/2014	1,257 38	1,316 84	(59 46)
FNMA POOL - 6 5% - 11/1/16	PRIN PAYMT	01/17/2002	09/25/2014	1,186 95	1,242 67	(55 72)
GLAXOSMITHKLINE	2,789 SHS	04/25/2013	07/30/2014	135,542 12	141,672 28	(6,130 16)
GOLDMAN SACHS-5 35%-1/15/16	\$1 1M	08/06/2013	09/09/2014	1,165,428 00	1,155,223 10	10,204 90
GROWTH PORTFOLIO	Deposit	12/13/2000	10/04/2013	1,500,000 00	1,152,755 15	347,244 85
GROWTH PORTFOLIO	42,579 075 UNITS	12/13/2000	11/07/2013	700,000 00	522,572 98	177,427 02
GROWTH PORTFOLIO	STCG	12/13/2000	12/13/2013	416,797 79		416,797 79
GROWTH PORTFOLIO	LTCG	12/13/2000	12/13/2013	2,122,784 74		2,122,784 74
HASBRO, INC	2,397 SHS	04/25/2013	06/06/2014	123,025 21	111,605 76	11,419 45
HCP, INC	3,619 SHS	04/25/2013	10/08/2013	145,663 66	186,745 89	(41,082 23)
HIGH YIELD BD PORTFOLIO	LTCG	04/10/2001	12/13/2013	315,358 53		315,358 53
HIGH YIELD BD PORTFOLIO	620957 309U	04/10/2001	06/05/2014	4,800,000 00	4,325,986 49	474,013 51
INTL EQUITY PORTFOLIO	471293 916U	12/08/2000	10/04/2013	4,500,000 00	3,598,132 65	901,867 35
INTL EQUITY PORTFOLIO	169,218 372 UNITS	12/08/2000	11/14/2013	2,100,000 00	1,630,418 96	469,581 04
INTL EQUITY PORTFOLIO	STCG	12/08/2000	12/13/2013	566,554 81		566,554 81
INTL EQUITY PORTFOLIO	LTCG	12/08/2000	12/13/2013	1,525,224 77		1,525,224 77
ISHARES IBOXX INVESTOP INV GRD CRP BD 630 SHS		04/25/2013	09/15/2014	74,545 18	76,721 46	(2,176 28)
JP MORGAN CHASE-4 95%-3/25/20	\$750k	10/19/2011	12/18/2013	837,892 50	782,477 91	55,414 59
KKR & CO	4,738 SHS	06/12/2014	07/11/2014	115,082 52	114,743 46	339 06
LOCKHEED MARTIN CORP	395 SHS	04/25/2013	11/26/2013	54,748 02	37,935 92	16,812 10
LUKOIL	5 SHS	10/4/2013	05/06/2014	265 65	320 01	(54 36)
LUKOIL	350 SHS	10/4/2013	05/07/2014	18,640 41	22,401 05	(3,760 64)

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HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-5**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
LUKOIL	665 SHS	10/4/2013	09/03/2014	37,391 86	42,562 00	(5,170 14)
MARATHON	49 SHS	10/22/2013	07/03/2014	3,840 75	3,568 11	272 64
MARATHON	71 SHS	10/22/2013	07/07/2014	5,587 26	5,170 12	417 14
MARATHON	103 SHS	10/22/2013	07/08/2014	8,199 27	7,500 31	698 96
MARATHON	35 SHS	10/22/2013	07/09/2014	2,794 89	2,548 65	246 24
MEADOWESTVACO CORP	3,074 SHS	04/25/2013	05/21/2014	121,577 70	107,865 12	13,712 58
METLIFE, INC -2 375%-2/06/14	\$1,050,000	03/11/2013	11/13/2013	1,054,410 00	1,054,372 79	37 21
MOLEX	255 SHS	10/4/2013	10/30/2013	9,843 05	9,829 87	13 18
MOLEX	247 SHS	10/4/2013	10/31/2013	9,525 66	9,521 48	4 18
MOLEX	222 SHS	10/4/2013	11/01/2013	8,552 45	8,557 76	(5 31)
MOLEX, INC	29 SHS	10/4/2013	12/02/2013	1,120 22	1,117 91	2 31
MOLEX, INC	1,217 SHS	10/4/2013	12/02/2013	46,953 61	46,913 52	40 09
MOLEX	910 SHS	10/4/2013	12/09/2013	35,198 80	35,079 14	119 66
NATIONAL RETAIL	5,091 SHS	04/25/2013	12/17/2013	153,616 21	194,594 17	(40,977 96)
NATIONAL RETAIL	489 SHS	06/20/2013	12/18/2013	14,750 96	17,679 60	(2,928 64)
PHILIP MORRIS INTL	390 SHS	10/4/2013	07/15/2014	33,120 13	33,961 24	(841 11)
PHILIP MORRIS INTL	510 SHS	10/4/2013	07/16/2014	43,439 78	44,410 85	(971 07)
PRIVATE EQUITY IV	ROC	01/29/2004	11/13/2013	69,678 83	69,678 83	
PRIVATE EQUITY IV	LTCG	01/29/2004	11/13/2013	22,325 95		22,325 95
PRIVATE EQUITY V OFFSHORE	ROC	12/22/2005	11/13/2013	65,472 25	65,472 25	
PRIVATE EQUITY V OFFSHORE	LTCG	12/22/2005	12/31/2013	127,659 00		127,659 00
PRIVATE EQUITY V OFFSHORE	ROC	12/22/2005	02/19/2014	320,814 01	320,814 01	
PRIVATE EQUITY VI	ROC	04/26/2007	11/14/2013	146,706 74	146,706 74	
PRIVATE EQUITY VI	NIAM NORDIC IV LP	04/26/2007	12/31/2013	3,526 87		3,526 87
PRIVATE EQUITY VI	LTCG	04/26/2007	12/31/2013	198,046 00		198,046 00
PRIVATE EQUITY VI	GMEMS CO LTD	04/26/2007	12/31/2013	100 25		100 25
PRIVATE EQUITY VI	RAMCIDES CHEMIC	04/26/2007	12/31/2013	8,308 25		8,308 25
PRIVATE EQUITY VI	ROC	04/26/2007	02/20/2014	142,631 55	142,631 55	
PRIVATE EQUITY VI	ROC	04/26/2007	08/13/2014	105,954 87	105,954 87	
PRIVATE EQUITY VII	ROC	11/17/2008	11/15/2013	45,630 52	45,630 52	
PRIVATE EQUITY VII	LTCG	11/17/2008	12/31/2013	84,077 00		84,077 00
PRIVATE EQUITY VII	ROC	11/17/2008	02/21/2014	91,261 04	91,261 04	
PRIVATE EQUITY VIII	ROC	01/10/2011	11/20/2013	10,759 37	10,759 37	
PRIVATE EQUITY VIII	LTCG	01/10/2011	12/31/2013	21,142 00		21,142 00
PRIVATE EQUITY VIII	ROC	01/10/2011	02/25/2014	38,733 73	38,733 73	
SEADRILL, LTD	2,161 SHS	09/04/2013	03/19/2014	72,215 78	99,228 15	(27,012 37)
SMALL CAP PORTFOLIO	30589 55 U	04/04/2001	10/04/2013	500,000 00	349,893 07	150,106 93
SMALL CAP PORTFOLIO	260,077 874 UNITS	04/04/2001	11/07/2013	4,892,064 81	2,974,855 88	1,917,208 93
SMITHS GP	235 SHS	10/04/2013	01/14/2014	5,740 22	5,201 33	538 89
SMITHS GP	200 SHS	10/04/2013	05/16/2014	4,378 44	4,426 66	(48 22)
SMITHS GP	100 SHS	10/04/2013	05/20/2014	2,181 32	2,213 33	(32 01)
SMITHS GP	100 SHS	10/04/2013	05/21/2014	2,205 09	2,213 33	(8 24)
SNAP-ON, INC	435 SHS	10/04/2013	10/24/2013	44,010 33	43,349 02	661 31
SNAP-ON, INC	25 SHS	10/04/2013	10/30/2013	2,538 24	2,491 32	46 92

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-6**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
SNAP-ON, INC	101 SHS	10/04/2013	10/31/2013	10,408 97	10,064 94	344 03
SNAP-ON, INC	50 SHS	10/04/2013	11/01/2013	5,187 25	4,982 64	204 61
SNAP-ON, INC	153 SHS	10/04/2013	12/02/2013	16,067 87	15,246 89	820 98
SNAP-ON, INC	25 SHS	10/04/2013	01/23/2014	2,594 40	2,491 32	103 08
SNAP-ON, INC	78 SHS	10/04/2013	01/24/2014	7,885 91	7,772 93	112 98
SNAP-ON, INC	69 SHS	10/04/2013	01/27/2014	6,862 31	6,876 05	(13 74)
SNAP-ON, INC	51 SHS	10/04/2013	01/28/2014	5,085 84	5,082 30	3 54
SNAP-ON, INC	30 SHS	10/04/2013	07/29/2014	3,702 25	2,989 59	712 66
SNAP-ON, INC	91 SHS	10/04/2013	07/30/2014	11,211 80	9,068 41	2,143 39
SOUTHERN CO	3,475 SHS	04/25/2013	10/22/2013	143,380 87	168,763 72	(25,382 85)
SSGA FDS EMERGING MKTS FD	59136 606U	05/24/2012	10/04/2013	1,000,000 00	1,001,046 02	(1,046 02)
TESCO	2,265 SHS	10/08/2013	09/03/2014	25,948 85	39,614 85	(13,666 00)
TIME WARNER CABLE	180 SHS	10/04/2013	10/29/2013	21,293 49	20,171 93	1,121 56
TIME WARNER CABLE	85 SHS	10/04/2013	10/30/2013	9,930 08	9,525 63	404 45
TIME WARNER CABLE	944 SHS	10/04/2013	02/04/2014	125,950 15	87,127 14	38,823 01
TIME WARNER CABLE	187 SHS	10/04/2013	07/17/2014	4,719 03	4,020 08	698 95
TIME WARNER, INC	131 SHS	10/04/2013	11/27/2013	8,623 02	8,668 82	(45 80)
TIME WARNER, INC	53 SHS	10/04/2013	11/29/2013	3,501 88	3,507 23	(5 35)
TIME WARNER, INC	7 SHS	10/04/2013	12/02/2013	459 84	463 22	(3 38)
TIME WARNER, INC	302 SHS	10/04/2013	12/02/2013	19,698 42	19,984 61	(286 19)
TIPS	205,799 813 UNITS	12/24/2009	03/03/2014	2,200,000 00	2,055,981 63	144,018 37
TIPS	683 745 56 UNITS	12/24/2009	04/03/2014	6,995,878 21	6,830,952 01	364,926 20
TIPS	681,231 373 UNITS	06/30/2011	04/11/2014	7,061,951 06	7,000,200 65	61,750 41
TRANSATLANTIC HOLDINGS-5 75%-12/14/15	\$600,000	07/22/2008	03/24/2014	647,154 00	597,851 61	49,302 39
TUPPERWARE	1,310 SHS	02/04/2014	07/28/2014	100,836 99	104,805 11	(3,968 12)
USTN-1 25%-2/15/14	\$650,000	02/21/2012	11/15/2013	651,802 76	651,493 51	309 25
VALIDUS HLDGS	521 SHS	10/04/2013	05/09/2014	19,036 04	19,466 60	(430 56)
VALIDUS HLDGS	44 SHS	10/04/2013	06/23/2014	1,626 58	1,644 01	(17 43)
VALIDUS HLDGS	24 SHS	10/04/2013	06/23/2014	889 36	896 73	(7 37)
VALIDUS HLDGS	296 SHS	10/04/2013	06/24/2014	11,080 46	11,059 72	20 74
VALIDUS HLDGS	31 SHS	10/04/2013	06/24/2014	1,153 08	1,158 28	(5 20)
VALUE PORTFOLIO	Deposit	07/18/2008	10/04/2013	1,500,000 00	1,277,403 41	222,596 59
VALUE PORTFOLIO	19,035 533 UNITS	07/18/2008	11/07/2013	300,000 00	247,861 65	52,138 35
VALUE PORTFOLIO	LTCG	07/18/2008	12/13/2013	2,466,632 64		2,466,632 64
VALUE PORTFOLIO	STCG	07/18/2013	12/13/2013	1,069,115 48		1,069,115 48
VERITIV	FRAC SH	10/22/2013	07/08/2014	11 12	8 34	2 78
VERITIV	43 SHS	10/22/2013	07/18/2014	1,648 13	1,391 86	256 27
VERIZON COMMUNICATIONS	890 SHS	02/24/2014	02/26/2014	41,164 45	41,717 51	(553 06)
VERIZON COMMUNICATIONS	CASH IN LIEU OF FI	02/24/2014	03/12/2014	12 22		12 22
VF CORP	170 SHS	10/04/2013	04/01/2014	10,569 40	8,341 05	2,228 35
VF CORP	170 SHS	10/04/2013	04/02/2014	10,650 53	8,341 05	2,309 48
VF CORP	271 SHS	10/04/2013	04/03/2014	16,753 09	13,296 61	3,456 48
VF CORP	629 SHS	10/04/2013	04/04/2014	38,226 43	30,861 89	7,364 54
VODAFONE GROUP	37 SHS - CIL	10/04/2013	03/04/2014	15 07		15 07

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **SCHEDULE D-7**
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>SHARES OR FACE VALUE</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
WALMART	2,051 SHS	08/21/2013	06/20/2014	154,435 65	151,359 42	3,076 23
WEINGARTEN	3,130 SHS	04/25/2013	12/17/2013	86,585 25	101,911 24	(15,325 99)
WELLS FARGO-5 625-12/11/17	\$575,000	10/25/2011	02/11/2014	661,520 25	632,469 39	29,050 86
WILLIAMS COS, INC	991 SHS	10/04/2013	06/17/2014	57,401 71	35,705 03	21,696 68
WILLIAMS SONOMA	595 SHS	10/04/2013	01/30/2014	31,601 33	32,886 42	(1,285 09)
YUM BRANDS	99 SHS	10/04/2013	01/13/2014	7,298 34	7,059 08	239 26
YUM BRANDS	200 SHS	10/04/2013	01/14/2014	14,751 42	14,260 76	490 66
YUM BRANDS	95 SHS	10/04/2013	01/15/2014	6,970 16	6,773 86	196 30
YUM BRANDS	292 SHS	10/04/2013	01/30/2014	19,424 70	20,820 71	(1,396 01)
YUM BRANDS	583 SHS	10/04/2013	04/23/2014	44,525 96	41,570 12	2,955 84
YUM BRANDS	321 SHS	10/04/2013	04/24/2014	24,803 26	22,888 52	1,714 74
YUM BRANDS	1 SH	10/04/2013	04/25/2014	77 40	71 30	6 10
				60,561,902.13	46,167,338.86	14,394,563.27

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10A
INVESTMENTS - GOVERNMENT BONDS - ATTACHMENT 7

ALL AMOUNTS ARE AT COST

<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR AMOUNT</u>	<u>END OF YEAR AMOUNT</u>	<u>FMV END OF YEAR AMOUNT</u>
FHLMC POOL - 6.0% - 7/1/17	55,222	35,251	35,916
FHLMC POOL - 6.5% - 1/01/16	6,723	3,392	3,454
FNMA-1.2%-3/6/17	1,997,510	0	0
FNMA POOL-3.5%-2/1/26	1,009,462	872,209	888,726
FNMA POOL-3.5%-8/1/26	634,798	474,713	481,905
FNMA POOL-4%-2/1/41	251,891	220,657	224,577
FNMA POOL-5%-6/1/22	54,334	44,400	48,726
FNMA POOL-5.5%-9/1/17	26,377	14,960	15,642
FNMA POOL-6.5%-10/1/31	45,602	35,856	41,561
FNMA POOL-6.5%-11/1/16	36,517	19,878	19,705
USTB - 5 25% - 11/15/2028	722,695	719,141	836,264
USTN-.25%-10/15/15	0	2,000,252	2,002,180
USTN-1.25%-2/15/14	652,306	0	0
USTN - 2.625% - 11/15/2020	372,902	1,034,880	1,031,250
USTN-2%-1/31/16	622,438	817,133	818,312
USTN-2%-2/15/23	0	1,122,648	1,149,912
VANGUARD FIXED INCOME TIPS FND	15,542,670	14,261,548	14,106,343
TOTAL	22,031,447	21,676,918	21,704,473

ATTACHMENT 7

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 8-1

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST	BEGINNING	END	FMV
<u>DESCRIPTION</u>	<u>OF YEAR</u>	<u>OF YEAR</u>	<u>END</u>
	<u>AMOUNT</u>	<u>AMOUNT</u>	<u>OF YEAR</u>
			<u>AMOUNT</u>
H-C GROWTH PORTFOLIO	24,068,509	25,244,672	33,455,943
H-C INTL EQ PORTFOLIO	48,919,944	47,679,945	58,116,820
H-C SM CAP PORTFOLIO	3,324,749	0	0
H-C SSGA FDS EM MKTS PORTFOLIO	16,760,192	16,068,268	16,926,397
H-C VALUE PORTFOLIO	18,295,811	20,863,699	25,444,056
H-C PRIVATE EQUITY IV LP	1,432,422	1,198,000	991,932
H-C PRIVATE EQUITY V LP	2,466,554	1,743,074	2,264,827
H-C PRIVATE EQUITY VI LP	2,599,190	2,324,168	3,211,025
H-C PRIVATE EQUITY VII LP	2,367,165	2,248,883	3,270,893
H-C PRIVATE EQUITY VIII LP	695,056	903,410	1,072,148
ABBVIE, INC.	112,239	112,239	145,266
AGL RESOURCES, INC.	100,218	154,573	169,371
ALLSTATE CORP	0	28,818	28,595
ALTRIA GROUP, INC.	510,874	457,230	594,785
AT&T	384,668	384,668	349,969
BAXTER INTL	0	116,293	108,588
BP PLC	0	144,569	122,225
BRISTOL MYERS SQUIBB	155,030	0	0
CAMPBELL SOUP	0	125,543	131,010
CANADIAN IMPERIAL	95,816	0	0
CENTERPOINT ENERGY	238,628	238,628	242,375
CHEVRON	256,281	303,017	307,607
CINEMARK HLDGS	109,981	0	0
CISCO SYSTEMS	96,566	96,566	117,846
COCA COLA, INC.	128,715	170,969	174,266
CONAGRA FOODS, INC.	114,354	0	0
CONOCOPHILLIPS	237,300	259,747	340,208
COVANTA HLDGS	97,495	0	0
DIGITAL REALTY	0	114,150	121,766
DOMINION RES	160,834	160,834	183,710
DOW CHEMICAL	126,577	126,577	213,064
DR. PEPPER SNAPPLE	99,497	99,497	133,765
DU PONT	100,039	100,039	141,726
DUKE ENERGY	306,754	306,754	308,202
EPR	0	112,603	104,857
EQUITY RESIDENTIAL	0	107,503	111,337
EXXON MOBIL	115,216	115,216	122,735
GEN ELEC	226,408	271,756	315,895
GENUINE PARTS	105,910	105,910	127,530

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 8-2

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST			
<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR AMOUNT</u>	<u>END OF YEAR AMOUNT</u>	<u>FMV END OF YEAR AMOUNT</u>
GLAXOSMITHKLINE	141,672	0	0
GOLDMAN SACHS	0	28,804	28,799
HASBRO, INC.	111,606	0	0
HCP, INC.	186,746	0	0
INTEL CORP	161,962	161,962	246,212
INTERNATIONAL PAPER	0	101,118	108,179
ISHARES IBOXX HIGH YIELD	266,491	266,491	258,288
ISHARES IBOXX ISHARES IBOXX INV	265,071	188,350	183,950
ISHARES IBOXX PFD STOCK INDEX F	245,314	245,314	239,768
JOHNSON & JOHNSON	104,472	104,472	131,319
JP MORGAN 1/400 PFD SER O 5.5%	0	28,525	28,396
JP MORGAN CHASE	137,435	137,435	174,696
KIMBERLY CLARK CORP	161,718	161,718	165,012
KRAFT FOODS, INC	128,522	128,522	143,031
LEGGETT & PLATT	0	115,910	114,747
LILY, ELI & CO	203,102	203,102	228,531
LOCKHEED MARTIN CORP	118,610	80,674	153,535
LORILLARD INC	0	102,687	129,525
MAXIM INTEGRATED	0	118,000	122,986
McDONALD'S	97,788	158,245	153,403
MEADWESTVACO CORP	107,865	0	0
MERCK & CO	150,795	150,795	186,732
MICROSOFT CORP	135,331	135,331	202,222
NATIONAL GRID	0	114,292	112,133
NATIONAL RETAIL	212,274	112,629	110,278
NEXTERA ENERGY	0	106,002	114,064
OCCIDENTAL PET	0	115,853	107,977
PEOPLES UTD FINL INC	0	115,482	112,316
PFIZER, INC.	262,657	262,657	250,665
PHILIP MORRIS INTL	345,384	345,384	310,332
PROCTOR & GAMBLE	164,852	210,240	216,133
REPUBLIC SERVICES	0	104,976	119,713
REYNOLDS AMERICAN, INC.	403,465	403,465	520,498
ROYAL DUTCH SHELL	242,673	242,673	289,817
SEADRILL, LTD	99,228	0	0
SIMON PTTY GP	0	115,681	111,477
SONOCO	97,503	97,503	111,701
SOUTHERN CO	168,764	0	0
SYSCO	103,855	103,854	113,357

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 8-3

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST	BEGINNING	END	FMV
<u>DESCRIPTION</u>	<u>OF YEAR</u>	<u>OF YEAR</u>	<u>END</u>
	<u>AMOUNT</u>	<u>AMOUNT</u>	<u>OF YEAR</u>
			<u>AMOUNT</u>
TEXAS INSTRUMENTS, INC.	95,083	95,083	130,432
TIME WARNER	87,127	0	0
UPS	101,743	101,743	113,918
VERIZON	421,382	421,382	405,069
WALMART	99,322	0	0
WASTE MGMT	100,847	100,847	118,207
WEINGARTEN	101,911	0	0
WELLS FARGO & CO	132,262	132,262	179,107
WILLIAMS COS., INC.	100,622	117,400	187,969
BNP PARIBAS	0	102,928	84,934
ABB LTD	0	53,848	51,655
ASTRAZENECA PLC	0	40,212	55,723
BAE SYSTEMS	0	69,481	72,841
BAYER	0	62,088	74,258
BHP	0	49,806	44,160
BOC HONG KONG	0	47,598	46,636
BRIT AM TOBACCO	0	139,951	153,789
CNOOC, LTD	0	87,094	75,918
DEUTSCH POST	0	81,884	79,902
DEUTSCHE TELEKOM	0	143,049	139,709
GDF SUEZ	0	129,434	125,124
GLAXOSMITHKLINE	0	120,502	110,328
HSBC HOLDINGS	0	140,233	130,253
IMPERIAL TOBACCO	0	132,953	157,488
KIRIN	0	110,729	101,436
LUKOIL	0	74,884	59,553
MTN GROUP	0	100,104	104,910
MUENCHENER	0	99,788	99,788
NESTLE SA	0	139,287	149,469
NIPPON TEL & TEL	0	140,438	165,505
NOVARTIS	0	159,861	198,614
ORKLA	0	111,126	123,352
RECKITT	0	100,431	123,643
REXAM	0	51,956	42,257
ROCHE	0	99,705	111,710
ROYAL DUTCH SHELL	0	80,028	92,570
SANOFI	0	100,067	111,449
SIEMENS	0	130,272	126,214
SINGAPORE TELECOM	0	100,230	98,305

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 8-4

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST		BEGINNING	END	FMV
	DESCRIPTION	OF YEAR	OF YEAR	END
		AMOUNT	AMOUNT	OF YEAR
				AMOUNT
	SMITHS GP	0	66,511	61,272
	SSE PLC	0	125,472	126,200
	STATOIL	0	87,392	100,492
	TAIWAN SEMICONDUCTOR MFG	0	30,069	34,306
	TELEKOMUNIKASI	0	40,463	48,100
	TOTAL SA	0	140,428	154,680
	UNILEVER	0	149,953	157,530
	UNITED OVERSEAS BANK	0	90,439	96,772
	VODAFONE GP	0	120,258	60,714
	ZURICH INS GP	0	119,815	138,314
	ABBVIE	0	105,746	132,328
	ACCENTURE	0	86,862	95,470
	ALTRIA GP	0	119,194	125,876
	ANALOG DEVICES	0	123,294	130,753
	ARTHUR J. GALLAGHER	0	76,032	78,382
	AUTOMATIC DATA	0	63,777	74,440
	BB & T CORP	0	80,949	79,295
	BRISTOL MYERS SQUIBB	0	82,828	86,187
	CHEVRON	0	202,313	199,384
	CINCINNATI FIN	0	74,747	74,245
	CINEMARK HLDGS	0	30,649	32,406
	CME GROUP	0	160,756	171,344
	CMS ENERGY	0	61,517	70,146
	COCA COLA	0	174,650	197,900
	CONOCOPHILLIPS	0	176,702	191,530
	CULLEN FROST BANKERS	0	44,184	48,048
	DTE ENERGY	0	64,305	75,167
	EDISON INTL	0	62,644	68,222
	FIDELITY NATL	0	64,603	78,707
	GAP	0	79,171	79,169
	HOME DEPOT	0	203,328	245,404
	HONEYWELL INTL	0	101,899	100,104
	ILLINOIS TOOL WORKS	0	113,171	126,630
	JOHNSON & JOHNSON	0	254,860	308,685
	KLA-TENCOR	0	120,201	157,009
	L BRANDS	0	122,278	135,434
	M & T BANK	0	84,699	92,961
	MARATHON PET	0	44,083	44,706
	MERCK & CO	0	210,231	259,054

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 8-5

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST			
<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR AMOUNT</u>	<u>END OF YEAR AMOUNT</u>	<u>FMV END OF YEAR AMOUNT</u>
MICROSOFT CORP	0	130,735	175,658
MONDELEZ	0	90,343	100,705
NISOURCE	0	122,208	163,838
NORTHERN TR	0	78,158	96,875
OCCIDENTAL PET	0	137,086	135,956
OMNICOM	0	98,211	96,335
PFIZER	0	212,946	218,729
PHILIP MORRIS	0	79,069	75,727
PNC FINANCIAL	0	125,843	145,828
PPG INDUSTRIES	0	37,253	43,676
PROCTOR & GAMBLE	0	157,334	174,263
SEMPRA ENERGY	0	127,058	156,595
SNAP-ON, INC.	0	38,964	47,342
T ROWE PRICE	0	134,524	143,942
TEXAS INSTRUMENTS	0	81,731	97,431
THE HERSHEY CO	0	100,952	104,782
TIME WARNER	0	95,241	112,815
TIME WARNER CABLE	0	64,102	82,076
TRAVELERS	0	162,305	180,459
US BANCORP	0	48,147	51,116
VALIDUS	0	35,832	37,535
VERIZON	0	175,425	187,512
WELLS FARGO & CO	0	211,837	267,753
WILLIAMS COS	0	43,163	66,309
WILLIAMS SONOMA	0	82,354	99,189
3M CO	0	171,571	204,019
TOTAL	130,874,446	138,527,514	167,120,557

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10c
INVESTMENTS - CORPORATE BONDS - ATTACHMENT 9

ALL AMOUNTS ARE AT COST

<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR AMOUNT</u>	<u>END OF YEAR AMOUNT</u>	<u>FMV END OF YEAR AMOUNT</u>
ACE INA HLDGS - 8.875% - 08/15/29	873,667	865,963	1,107,240
AIG-4.875%-06/01/22	938,922	553,875	549,960
AIG LIFE (SUNAM)-6.625%-2/15/29	0	662,938	675,428
ALLEGHANY CORP-5.625%-9/15/20	0	556,289	560,225
AMGEN-3.45%-10/01/20	814,097	1,073,299	1,087,033
BB&T CORP-2.05%-6/19/18	393,758	395,031	401,504
BANK OF AMER (MER LYN)-6.4%-8/28/17	768,800	763,663	843,675
BP CAP-4.75%-3/10/19	976,072	0	0
CAMDEN PROPERTY TRUST-2.95%-12/	297,060	442,525	432,545
CAMDEN PROPERTY TRUST-5.7%-5/15/17	705,065	689,895	716,592
GEN ELEC CO-5.3%-2/11/21	645,165	922,774	957,984
GOLDMAN SACHS -5.35%-1/15/16	1,193,838	0	0
GOLDMAN SACHS -5.95%-1/18/18	0	1,066,659	1,063,515
HSBC USA INC-9.125%-5/15/21	779,104	763,655	851,201
IBM CORP-6.22%-08/01/2027	478,794	471,083	440,741
J P MORGAN CHASE-4.95%-3/25/20	783,523	1,120,994	1,104,850
MET LIFE GLOBAL-1.875%-6/22/18	0	1,069,543	1,070,119
METLIFE INC-2.375%-2/06/14	1,057,091	0	0
METROPOLITAN LIFE GLOBAL--5.125%-4/10/13	3,468	0	0
NATIONAL CITY CORP - 6.875% - 05/15/19	798,489	788,463	888,683
OCCIDENTAL PET - 9.25% - 8/1/19	794,083	770,512	919,028
PHARMACIA CORP-6.6%-12/01/28	1,022,717	1,004,749	973,695
RANGE RESOURCES-6%-8/15/22	498,765	498,880	511,250
TRANSATLANTIC HOLDINGS - 5.75%	1,082,474	500,000	528,900
TRANS CANADA PIPELINES -9.875%	789,858	772,237	1,038,577
U S BANK NA CINCINNATI OH-4.9%-10/30/14	617,002	601,123	602,088
WELLS FARGO - 3.5% - 3/8/22	0	660,084	664,404
WELLS FARGO - 7.55% - 6/21/10	637,804	0	0
H-C HI YIELD BND PORTFOLIO	17,700,882	14,620,726	14,106,343
TOTAL	34,650,498	31,634,960	32,095,580

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)**HOUSTON, TX 77019****FOR THE TAX YEAR ENDED: 09/30/2014****ATTACHMENT 21****FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 11****INVESTMENTS - LAND, BUILDINGS, & EQUIPMENT****ALL AMOUNTS ARE AT COST**

<u>DESCRIPTION</u>	<u>END OF YEAR AMOUNT</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>MARKET VALUE</u>
ROYALTY:			
AEROPRES	312	312	
ALLIED CHEM	436	436	
APACHE/FLA GAS	32,368	32,368	
AMOCO	3,732	3,732	
BRINKLEY	2	2	
CITIES SERV	6,612	6,612	
CONOCO	12,470	12,470	
CROWN	1	1	
BFO ENERGY	761	761	
ENSEARCH/EP OPER	6,156	6,156	
KOCH	2,010	2,010	
MOSBACHER	117,757	117,757	
NEUMIN	5,270	5,270	
BIG 6	368	368	
PERMIAN	1,963	1,963	
PHILLIPS	816	816	
PLACID	124	124	
SUN EXP	28,255	28,255	
TXO	5,842	5,842	
UNITED GAS/ENRON	92	92	
WALTHALL	2	2	
TOTAL ROYALTY	225,349	225,349	12,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2014

ATTACHMENT 20

FORM 990PF SUPPORTING SCHEDULE - PART IX-A & IX-B

SUPPLEMENTARY INFORMATION

PART IX-A:

The foundation provides maintenance, repair, preservation, and rehabilitation services on an as needed basis for Houston City parks and Texas historic sites. During the fiscal year ended September 30, 2014, the foundation provided maintenance for and continued rehabilitation of the city fountain in Buffalo Bayou Park in Houston, Texas. The Foundation staff was active in determining the scope and method of rehabilitation, contract negotiation and supervision, and fiscal management of the project. In addition the foundation provided partial maintenance and repair for the historic cemetery at Fairfield, Texas. The activities were limited to the maintenance and preservation of the grounds and other public areas which constitute the historic site as designated by the State of Texas. The foundation contracted with local providers to perform the actual activities and paid for these services directly. Net expenses - \$10,849

The scope of the benefit provided by these direct charitable activities is very broad. The benefit extends to all of the citizens of the City of Houston, Texas in the case of the Buffalo Bayou Park rehabilitation and to all of the citizens of the State of Texas in the case of the historic site preservation in Fairfield, Texas. The foundation intends to keep its direct involvement in these areas very limited. Only in cases where the need appears to be significant and where there is no evidence of an effective supporting agency does the foundation consider it appropriate to become directly involved in projects of this type.

PART IX-B:

The foundation does not derive any income from its grant programs or direct charitable activities.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)**HOUSTON, TX 77019****FOR THE TAX YEAR ENDED: 09/30/2014****ATTACHMENT 17-1****FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a****SUPPLEMENTARY INFORMATION**

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	150,000
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL FUNDING	1,500,000
ASSOCIATION FOR COMMUNITY BROADCASTING P O BOX 4415, HOUSTON TX 77210-4415	NONE	PUBLIC	GENERAL OPERATIONS	100,000
AVENUE CDC 2505 WASHINGTON #400 HOUSTON TX 77007	NONE	PUBLIC	COMMUNITY PARK	10,000
BARD COLLEGE ANNANDALE ON HUDSON, NY 12504	NONE	PUBLIC	GENERAL OPERATIONS	25,000
BAYOU PRESERVATION ASSN P O BOX 131563, HOUSTON TX 77219-1563	NONE	PUBLIC	GENERAL OPERATIONS	10,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET #215 HOUSTON TX 77002	NONE	PUBLIC	CAPITAL FUNDING	1,000,000
CHILDREN'S MUSEUM 1500 BINZ, HOUSTON, TX 77004-7112	NONE	PUBLIC	GENERAL OPERATIONS	125,000
CONTEMPORARY ARTS MUSEUM 5216 MONTROSE BLVD HOUSTON TX 77006-6598	NONE	PUBLIC	GENERAL OPERATIONS	60,000
DA CAMERA SOCIETY 3912 MANDELL, HOUSTON, TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	150,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	GENERAL OPERATIONS	100,000
DIVERSE WORKS 1117 E FWY, HOUSTON TX 77002-1118	NONE	PUBLIC	GENERAL OPERATIONS	10,000

ATTACHMENT 17-1

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2014
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
1894 INC (1894 GRAND OPERA HOUSE) 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	OPERATIONS	75,000
ENSEMBLE THEATRE P O BOX 131095 HOUSTON TX 77219-1095	NONE	PUBLIC	GENERAL OPERATIONS	10,000
EPILEPSY FOUNDATION OF TEXAS 2401 FOUNTAINVIEW #900 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	25,000
EXECUTIVE SERVICE CORPS OF HOUSTON 2630 FOUNTAINVIEW #428 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXPRESS THEATRE 446 NORTHWEST MALL HOUSTON TX 77092	NONE	PUBLIC	GENERAL OPERATIONS	10,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	35,000
HITS THEATRE 311 W 18TH STREET HOUSTON TX 77008	NONE	PUBLIC	OPERATIONS	20,000
HOBBY CENTER FOUNDATION 800 BAGBY #300 HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	10,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER HOUSTON TX 77079	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON BALLET 601 PRESTON HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	400,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2014 **ATTACHMENT 17-3**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN</u> <u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON CENTER FOR PHOTOGRAPHY 1441 W ALABAMA HOUSTON TX 77006-4103	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHAMBER CHOIR P O BOX 53388HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	GENERAL OPERATIONS	900,000
HOUSTON MUSEUM DISTRICT ASSN 1401 RICHMOND AVE #290 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON TX 77024	NONE	PUBLIC	CAPITAL	300,000
HOUSTON SPCA 900 PORTWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000
HOUSTON WILDERNESS 5500 WESTCOTT #305 HOUSTON TX 77007	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON TX 77030	NONE	PUBLIC	CAPITAL	1,500,000
LONE STAR FLIGHT MUSEUM 11811 N BRANTLEY #203 HOUSTON TX 77034	NONE	PUBLIC	CAPITAL	500,000
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	15,000

ATTACHMENT 17-3

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2014 **ATTACHMENT 17-4**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
MANNED SPACE FLIGHT EDUCATION FDN 1601 NASA PARKWAY HOUSTON TX 77058	NONE	PUBLIC CAPITAL		125,000
MIDTOWN ARTS & THEATRE CENTER 3333 W. ALABAMA #110 HOUSTON TX 77098	NONE	PUBLIC CAPITAL		1,000,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DR HOUSTON TX 77007	NONE	PUBLIC GENERAL OPERATIONS		35,000
MENIL COLLECTION 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC GENERAL OPERATIONS		200,000
MENIL COLLECTION 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC CAPITAL		425,000
MILLER THEATRE ADVISORY BOARD POB 66267 HOUSTON TX 77266-6267	NONE	PUBLIC GENERAL OPERATIONS		50,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC CAPITAL		1,333,333
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC OPERATIONS		110,000
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON TX 77004-7126	NONE	PUBLIC GENERAL OPERATIONS		75,000
MUSEUM OF PRINTING HISTORY 1324 CLAY STREET HOUSTON TX 77019	NONE	PUBLIC GENERAL OPERATIONS		50,000
MUSIC IN CONTEXT P O BOX 20129, HOUSTON TX 77025-0129	NONE	PUBLIC OPERATIONS		20,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 500 MAIN ST #1030 FT WORTH TX 76102	NONE	PUBLIC OPERATIONS		20,000

ATTACHMENT 17-4

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2014 **ATTACHMENT 17-5**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
NATURE DISCOVERY CENTER INC 7112 NEWCASTLE STREET BELLAIRE TX 77401	NONE	PUBLIC CAPITAL		50,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON TX 77008	NONE	PUBLIC GENERAL OPERATIONS		15,000
REVELS HOUSTON INC P O BOX 66829 HOUSTON TX 77266-6829	NONE	PUBLIC GENERAL OPERATIONS		5,000
RIVER OAKS CHAMBER ORCHESTRA 1973 W GEAY #3 HOUSTON TX 77019	NONE	PUBLIC GENERAL OPERATIONS		15,000
SCENIC TEXAS INC (HOUSTON) 3015 RICHMOND AVE #220 HOUSTON TX 77098	NONE	PUBLIC GENERAL OPERATIONS		25,000
SHAKESPEARE GLOBE CENTER U OF H DRAMA DEPT., HOUSTON, TX 77004	NONE	PUBLIC GENERAL OPERATIONS		5,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA, HOUSTON TX 77002-2796	NONE	PUBLIC GENERAL OPERATIONS		150,000
SPARK P O BOX 1562, HOUSTON TX 77251	NONE	PUBLIC GENERAL OPERATIONS		40,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC GENERAL OPERATIONS		80,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC CAPITAL		200,000
STAR OF HOPE MISSION 6897 ARDMORE STREET HOUSTON TX 77054	NONE	PUBLIC CAPITAL		100,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2014 **ATTACHMENT 17-6**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
STUDENT CONSERVATION ASSN INC 1800 N KENT ARLINGTON VA 22209	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THE ORANGE FOUNDATION 2402 MUNGER, HOUSTON TX 77023	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THEATRE UNDER THE STARS 2600 SW FREEWAY #600 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	160,000
TREES FOR HOUSTON 3100 WESLAYAN #305, HOUSTON TX 77027	NONE	PUBLIC	GENERAL OPERATIONS	65,000
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON TX 77007	NONE	PUBLIC	GENERAL OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	GENERAL OPERATIONS	10,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	CAPITAL	150,000
WOODLANDS CENTER FOR THE PERFORMING ARTS, 2005 LAKE ROBBINS DR, THE WOODLANDS, TX 77380	NONE	PUBLIC	GENERAL OPERATIONS	50,000
YMCA OF GREATER HOUSTON 2600 NORTH LOOP W #300 HOUSTON TX 77092	NONE	PUBLIC	CAPITAL	100,000
YOUNG AUDIENCES OF HOUSTON 2515 W MAIN, #500, HOUSTON, TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	<u>10,000</u>
TOTAL CONTRIBUTIONS PAID				<u><u>12,953,333</u></u>

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2013)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2014 **ATTACHMENT 18-1**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL	750,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	OPERATIONS	100,000
HOUSTON FOTOFEST 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	CAPITAL	15,000
HOUSTON ZOO INC POB 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	750,000
MENIL COLLECTION 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC	CAPITAL	575,000
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	CAPITAL	6,666,667
MANNED SPACE FLIGHT EDUCATION FDN 1601 NASA PARKWAY HOUSTON TX 77058	NONE	PUBLIC	CAPITAL	125,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT				<u>8,981,667</u>

ATTACHMENT 18-1