



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**
 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 HUMPHREYS FOUNDATION		A Employer identification number 74-6061381						
Number and street (or P O box number if mail is not delivered to street address) PO BOX 550	Room/suite	B Telephone number (see instructions) (936) 336-3321						
City or town, state or province, country, and ZIP or foreign postal code LIBERTY, TX 77575		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<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	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,720,655	J 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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	92	92		
	4 Dividends and interest from securities	407,992	407,992		
	5a Gross rents	361	361		
	b Net rental income or (loss) <u>361</u>				
	6a Net gain or (loss) from sale of assets not on line 10 <input type="checkbox"/>	47,546			
	b Gross sales price for all assets on line 6a <u>450,000</u>				
	7 Capital gain net income (from Part IV, line 2)		47,546		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) <input type="checkbox"/>	245,441	245,441			
12 Total. Add lines 1 through 11	701,432	701,432			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <input type="checkbox"/>	6,850	5,850		1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <input type="checkbox"/>	9,344	9,344		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) <input type="checkbox"/>	39,893	19,947		19,946	
24 Total operating and administrative expenses.					
Add lines 13 through 23	56,087	35,141		20,946	
25 Contributions, gifts, grants paid	1,084,000			1,084,000	
26 Total expenses and disbursements. Add lines 24 and 25	1,140,087	35,141		1,104,946	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-438,655				
b Net investment income (if negative, enter -0-)		666,291			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	25	25	25	
	2 Savings and temporary cash investments	552,388	468,752	468,752	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ 169,659 Less accumulated depreciation (attach schedule) ▶ _____	169,659	169,659	657,467	
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	18,414,208	18,011,754	21,594,411	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	446	20,446			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,136,726	18,670,636	22,720,655		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
	23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	16,647,420	16,181,330		
	25 Temporarily restricted				
	26 Permanently restricted	2,489,306	2,489,306		
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	19,136,726	18,670,636		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,136,726	18,670,636			

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	19,136,726
2	Enter amount from Part I, line 27a	2	-438,655
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	18,698,071
5	Decreases not included in line 2 (itemize) ▶ _____	5	27,435
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,670,636

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 2668 723 Sh Vanguard Institutional Index Fund	P	2013-06-27	2013-12-27
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 450,000		402,454	47,546
b			
c			
d			
e			

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	
a			47,546
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	47,546
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	47,546

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	982,638	18,720,765	000 052489
2011	828,822	17,442,299	000 047518
2010	813,928	16,636,083	000 048925
2009	477,240	16,486,060	000 028948
2008	884,932	16,952,227	000 052202

2 Total of line 1, column (d).	2	000 230082
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	000 046016
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	21,200,621
5 Multiply line 4 by line 3.	5	975,568
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	6,663
7 Add lines 5 and 6.	7	982,231
8 Enter qualifying distributions from Part XII, line 4.	8	1,104,946

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 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 6,663 and 20,000. Total tax due is 13,337.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions about political activities, tax on political expenditures, and substantial contributors. Includes Yes/No columns.

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? Website address N/A	13	Yes	
14 The books are in care of _____ Telephone no (936) 336-3321 Located at 1901 COS STREET LIBERTY TX ZIP +4 77575			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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? <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? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
LINDA BERTMAN PO BOX 572071 HOUSTON, TX 77257	P 000 00	0		
ROBERT WALL 315 TEAKWOOD LANE HOUSTON, TX 77024	VP, T 000 00	0		
LOUIS B PAINE 173 SAGE ROAD HOUSTON, TX 77056	VP, S 000 00	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

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
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 N/A	0
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	20,565,119
b	Average of monthly cash balances.	1b	300,887
c	Fair market value of all other assets (see instructions).	1c	657,467
d	Total (add lines 1a, b, and c).	1d	21,523,473
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	
3	Subtract line 2 from line 1d.	3	21,523,473
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4	322,852
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,200,621
6	Minimum investment return. Enter 5% of line 5.	6	1,060,031

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	1,060,031
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	6,663
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,663
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,053,368
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,053,368
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	1,053,368

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 <input checked="" type="checkbox"/>	1a	1,104,946
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,104,946
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	6,663
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,098,283

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				1,053,368
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			35,828	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,104,946</u>				
a Applied to 2012, but not more than line 2a			35,828	
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.				1,053,368
e Remaining amount distributed out of corpus	15,750			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,750			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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.	15,750			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	15,750			

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

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

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

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

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 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
 DORIS PETERS MANAGER
 PO BOX 550
 LIBERTY, TX 77575
 (936) 336-3321

b The form in which applications should be submitted and information and materials they should include
 SEE STATEMENT 1

c Any submission deadlines
 ANNUAL MEETING IN SEPTEMBER

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 SEE STATEMENT 1

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 Additional Data Table				
Total				▶ 3a 1,084,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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)				
a <i>Paid during the year</i>				
The Shepherd School of Music PO Box 1892 Houston, TX 77251	None		Voice Scholarships Production Funds	20,000
University of St Thomas 3812 Montrose Blvd Houston, TX 77006	None	501c3	Drama Scholarships	10,000
Lamar University PO Box 10044 Beaumont, TX 77710	None		Drama Scholarships	10,000
The Grand 1894 Opera House 2020 Post Office Galveston, TX 77550	None	501c3	Production Hello Dolly	15,000
Stages Repertory Theater 3201 Allen Parkway Suite 101 Houston, TX 77002	None	501c3	Production Failure A Love Story	60,000
AD Players 2710 W Alabama Houston, TX 77098	None	501c3	Production The Diary of Anne Frank	50,000
The Valley Players PO Box 1063 Liberty, TX 77575	None	501c3	Production Harvey	23,000
Cantare Houston PO Box 667457 Houston, TX 77266	None	501c3	Production Home Again Christmas	7,000
Houston Ballet PO Box 130487 Houston, TX 77219	None	501c3	Production Aladdin	15,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	None	501c3	Production Symphony of a Thousand	50,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	None	501c3	Production Into the Woods	25,000
Society for the Performing Arts 615 Louisiana Street Houston, TX 77002	None	501c3	Production Audra McDonald	50,000
Theater Lab Houston 1706 Alamo Houston, TX 77007	None	501c3	Production Silence The Musical	15,000
Alley Theater 615 Texas Ave Houston, TX 77002	None	501c3	Production Communicating Doors Artistic Enhancement	325,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	None	501c3	Production Rigoletto	175,000
Total				1,084,000

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)				
a <i>Paid during the year</i>				
Theater Under the Stars 4235 San Felipe Houston, TX 77006	None	501c3	Production Evita	170,000
Sam Houston State University 1806 Avenue J Huntsville, TX 77340	None		Drama Scholarships	10,000
DeCamera Of Houston 1427 Branard Houston, TX 77006			Production Late Style NOW	10,000
Dominic Walsh Dance 2311 Dunlavy Houston, TX 77006			Production An Evening in Italy and Aida	5,000
Express Children's Theater PO Box 980817 Houston, TX 77098			Production A Gotcha Christmas	5,000
Gilbert & Sullivan Society PO Box 741267 Houston, TX 77274			Production Princess Ida	4,000
Lee College 200 Lee Dr Baytown, TX 77520			Drama Scholarships	10,000
Opera in the Heights PO Box 7887 Houston, TX 77270			Production Don Guivanni	5,000
University of Houston 4800 Calhoun Rd Houston, TX 77004			Drama Scholarships	10,000
Young Audiences of Houston 1310 McDuffie STE 22 Houston, TX 77019			Performances in Liberty I S D	5,000
Total	▶ 3a			1,084,000

TY 2013 Accounting Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIGGINS SMITH, CPAs	6,850	5,850		1,000

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: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
2668 723 Sh Vanguard Institutional Index Fund	2013-06	P	2013-12		450,000	402,454			47,546	

TY 2013 General Explanation Attachment

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

TY 2013 Investments - Land Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A-34, Und. 1/4 int. - 5 acres	188		188	1,000
1/8 int. in 87.5 ac.	1,094		1,094	8,750
A-159, 0.14 acre	10		10	
undivided 1/3 interest in 68.382 acres	32,935		32,935	286,300
Producing Mineral and Royalty Interests	77,223		77,223	326,417
Non-Producing Mineral/Royalty Interests	58,209		58,209	35,000

TY 2013 Investments - Other Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Vanguard Institutional Index Fund	AT COST	18,011,754	21,594,411

TY 2013 Legal Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
----------	--------	--------------------------	------------------------	--

TY 2013 Other Assets Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARGCA Patronage Equity	446	446	
Prepaid Federal Income Tax		20,000	

TY 2013 Other Decreases Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Description	Amount

TY 2013 Other Expenses Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	758	379		379
Telephone	1,927	963		964
Management Fees	25,920	12,960		12,960
Office Rent	4,020	2,010		2,010
Office Expense	361	181		180
Miscellaneous	454	227		227
Appraisal Fees	6,412	3,206		3,206
Fees	41	21		20

TY 2013 Other Income Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	245,441	245,441	

TY 2013 Taxes Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate tax not included in line 20	9,344	9,344		

The Humphreys Foundation
74-6061381
Guidelines For Writing A Grant Request

Grants are restricted to performing arts organization and for scholarships

- 1 Brief statement summarizing grant requests
 - A Name of the specific project for which grant is requested
 - B Funds on hand or pledged an any matching grants
 - C Specific amount of requested grant
 - D List of scheduled performances
 - E Recipients of scholarships must be U S citizens
- 2 Background information on organization requesting funds
 - A Name and purpose of organization
 - B Financial information
 - 1 Current operating budget
 - 2 One copy of latest tax return
 - C An I R S statement indicating the type of exempt classification the organization holds and all subsequent communication concerning exempt status
 - D Statement from administrator that no funds granted to the organization will be used for prohibited activities
 - E List of Board of Directors and Artistic Director (No resumes please)
- 3 Please be as brief and precise as possible and submit **ONE** copy of your request
- 4 **DO NOT SEND** any press releases, play bills, magazines, CD's, etc
- 5 Grant requests must be **RECEIVED BEFORE July 15th** in order to be considered at our annual Trustees meeting held in October All approved grants will be funded during January of each year

Mail requests to The Humphreys Foundation
 P O Box 550
 Liberty, Texas 77575

Please review carefully as any grant request not complying with these guidelines will not be considered for approval