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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning **NOV 1, 2013**, and ending **OCT 31, 2014**

Name of foundation
USD FOUNDATION

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

Room/suite
2800

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77002

A Employer identification number
27-1561110

B Telephone number
281-291-0510

C If exemption application is pending, check here

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

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

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

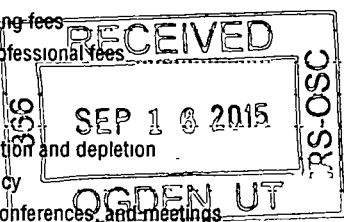
G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,840,149. (Part I, column (d) must be on cash basis.)

J Accounting method
 Cash
 Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,234.	39,234.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,065.			
	b Gross sales price for all assets on line 6a	988,498.			
	7 Capital gain net income (from Part IV, line 2)		29,065.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	68,299.	68,299.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	10,999.	1,650.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	300.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	70,662.	13,962.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	81,961.	15,612.		0.
	25 Contributions, gifts, grants paid	310,114.			310,114.
26 Total expenses and disbursements. Add lines 24 and 25	392,075.	15,612.		310,114.	
27 Subtract line 26 from line 12	<323,776.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		52,687.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	210,270.	270,208.	270,208.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
		b Investments - corporate stock STMT 5	376,571.	346,022.	346,022.
		c Investments - corporate bonds STMT 6	1,365,279.	1,046,254.	1,046,254.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 7	241,358.	162,665.	162,665.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶ STATEMENT 8)	15,000.	15,000.	15,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,208,478.	1,840,149.	1,840,149.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	60,000.	7,850.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	60,000.	7,850.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	2,148,478.	1,832,299.		
30	Total net assets or fund balances	2,148,478.	1,832,299.		
31	Total liabilities and net assets/fund balances	2,208,478.	1,840,149.		

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	2,148,478.
2	Enter amount from Part I, line 27a	2	<323,776.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS (LOSSES)	3	7,597.
4	Add lines 1, 2, and 3	4	1,832,299.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,832,299.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
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			
b			
c			
d			
e	988,498.	959,433.	29,065.

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) 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	
a			
b			
c			
d			
e			29,065.

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	29,065.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	296,641.	2,233,971.	.132786
2011	428,888.	2,518,279.	.170310
2010	102,621.	2,768,451.	.037068
2009	73,750.	2,673,778.	.027583
2008			

2 Total of line 1, column (d)	2	.367747
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	.091937
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,979,172.
5 Multiply line 4 by line 3	5	181,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	527.
7 Add lines 5 and 6	7	182,486.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	310,114.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	527.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	527.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	527.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	176.
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	176.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	351.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► US DEVELOPMENT GROUP, LLC Telephone no. ► 281-291-0510 Located at ► 811 MAIN STREET, STE 2800, HOUSTON, TX ZIP+4 ► 77002			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ► N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) ► N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes 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? Yes No

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,769,073.
b	Average of monthly cash balances	1b	240,239.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,009,312.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,009,312.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,979,172.
6	Minimum investment return. Enter 5% of line 5	6	98,959.

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	98,959.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	527.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,432.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,432.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,432.

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	310,114.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	310,114.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	527.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	309,587.

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				98,432.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	228,789.			
e From 2012	185,190.			
f Total of lines 3a through e	413,979.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 310,114.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				98,432.
e Remaining amount distributed out of corpus	211,682.			
5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	625,661.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	625,661.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	228,789.			
d Excess from 2012	185,190.			
e Excess from 2013	211,682.			

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

1 a 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 foundation 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	
2 a 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.					
3 Subtract line 2d from line 2c					
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 foundation 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET ATLANTA, GA 30309-3506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	95,000.
GRACE COMMUNITY CHURCH OF MAGNOLIA 13248 ROSCOE BLVD SUN VALLEY, CA 91352	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000.
INTERFAITH CARING MINISTRIES 151 PARK AVENUE LEAGUE CITY, TX 77573	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	12,150.
POTTER'S HOUSE ASSOCIATION P.O. BOX 106- DEPARTMENT A PEWAUKEE, WI 53072-0106	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	4,800.
PREGNANCY ASSISTANCE CENTER NORTH P.O. BOX 7035 THE WOODLANDS, TX 77387	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500.
Total SEE CONTINUATION SHEET(S)				3a 310,114.
b Approved for future payment				
NONE				
Total				3b 0.

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAP GAIN DIST - ARTISAN MID CAP VAL-INST FD#2450	P	VARIOUS	11/22/13
b 148 SHS CALAMOS MKT NEUT INC	P	05/10/13	11/29/13
c 60 SHS CALDWELL & ORKIN MKT OPP	P	06/05/13	11/29/13
d 443 SHS CAVANAL HILL INTRMD BD	P	05/10/13	11/29/13
e 66 SHS DIAMOND HILL LONG/SHORT	P	08/15/13	11/29/13
f 1355 FEDERATED HI YLD BD-INST	P	VARIOUS	11/29/13
g 212 SHS ABSOLUTE STRATEGIES-I	P	VARIOUS	11/29/13
h 162 SHS MERGER	P	08/15/13	11/29/13
i 82 SHS NEUBERGER BERMAN R/E INST	P	06/05/13	11/29/13
j 1103 SHS PIMCO ALL ASSET-INST	P	05/10/13	11/29/13
k 166 SHS PIMCO COMMOD RR STRAT0-INST	P	06/05/13	11/29/13
l 1094 SHS PIMCO TOTAL RETURN-INST	P	05/10/13	11/29/13
m 1447 SHS SALIENT RISK PARITY-I	P	06/10/13	11/29/13
n 528 SHS VANGUARD GNMA-ADMIRAL	P	05/10/13	11/29/13
o 187 SHS VANGUARD LONG TRM TREAS-ADM	P	05/10/13	11/29/13

(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 916.			916.
b 1,930.		1,897.	33.
c 1,303.		1,349.	<46.>
d 4,594.		4,612.	<18.>
e 1,470.		1,401.	69.
f 13,875.		14,223.	<348.>
g 2,334.		2,397.	<63.>
h 2,642.		2,597.	45.
i 1,104.		1,139.	<35.>
j 13,633.		14,185.	<552.>
k 923.		1,019.	<96.>
l 11,914.		12,329.	<415.>
m 14,238.		14,673.	<435.>
n 5,555.		5,697.	<142.>
o 2,111.		2,382.	<271.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			916.
b			33.
c			<46.>
d			<18.>
e			69.
f			<348.>
g			<63.>
h			45.
i			<35.>
j			<552.>
k			<96.>
l			<415.>
m			<435.>
n			<142.>
o			<271.>

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAP GAIN DISTRIB - BLACKROCK EQUITY	P	VARIOUS	12/16/13
b CAP GAIN DISTRIB - CALAMOS MKT NEUT INC-I	P	VARIOUS	12/20/13
c CAP GAIN DISTRIB - CALDWELL & ORKIN MKT OPP	P	VARIOUS	12/19/13
d CAP GAIN DISTRIB - FEDERATED HI YLD BD-INST	P	VARIOUS	12/05/13
e CAP GAIN DISTRIB - FIDELITY CONTRAFUND INC	P	VARIOUS	12/16/13
f 25 SHS IPATH S&P 500 DYNAMIC VIX ETN	P	08/15/13	12/03/13
g 123 SHS ISHARES TIPS BOND ETF	P	VARIOUS	12/03/13
h CAP GAIN DISTRIB - MERGER	P	VARIOUS	12/30/13
i CAP GAIN DISTRIB - NEUBERGER BERMAN R/E-INST	P	VARIOUS	12/17/13
j CAP GAIN DISTRIB - OPPENHEIMER DEV MKTS FD-Y	P	VARIOUS	12/10/13
k CAP GAIN DISTRIB - PIMCO COMMOD RR STRAT-INST	P	VARIOUS	12/12/13
l CAP GAIN DISTRIB - PIMCO TOTAL RETURN-INST	P	VARIOUS	12/12/13
m CAP GAIN DISTRIB - SALIENT RISK PARITY-I	P	VARIOUS	12/31/13
n T ROWE PRICE NEW HORIZONS	P	VARIOUS	12/17/13
o TEMPLETON GLOBAL BOND-ADV	P	VARIOUS	12/18/13

(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 53.			53.
b 335.			335.
c 408.			408.
d 35.			35.
e 2,166.			2,166.
f 897.		1,015.	<118.>
g 13,713.		14,675.	<962.>
h 79.			79.
i 913.			913.
j 251.			251.
k 182.			182.
l 715.			715.
m 2,709.			2,709.
n 872.			872.
o 21.			21.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			53.
b			335.
c			408.
d			35.
e			2,166.
f			<118.>
g			<962.>
h			79.
i			913.
j			251.
k			182.
l			715.
m			2,709.
n			872.
o			21.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VANGUARD LONG TR TREAS-ADM	P	VARIOUS	12/18/13
b FIDELITY CONTRAFUND INC	P	VARIOUS	02/10/14
c 252.051 SHS VANGUARD LONG TRM TREAS-ADM	P	VARIOUS	06/19/14
d 819.218 SHS CALDWELL & ORKIN MKT OPP	P	06/05/13	07/09/14
e 343 SHS DIAMOND HILL LONG/SHORT-I	P	06/05/13	07/09/14
f 1603.470 SHS FEDERATED HI YLD BD-INST	P	VARIOUS	07/14/14
g 691 SHS JPM INTL VAL-INST	P	06/05/13	07/09/14
h 650 SHS NEUBERGER BERMAN R/E-INST	P	06/05/13	07/09/14
i 800 SHS OPPENHEIMER DEV MKTS-Y	P	VARIOUS	07/09/14
j 700 SHS PIMCO ALL ASSET-INST	P	VARIOUS	07/09/14
k 5489.478 SHS PIMCO TOTAL RETURN-INST	P	VARIOUS	07/09/14
l 1000 SHS SALIENT RISK PARITY-I	P	06/10/13	07/09/14
m 1868.460 SHS TEMPLETON GLOBAL BOND	P	VARIOUS	07/09/14
n 417 SHS VANGUARD INSTI INDX-INST	P	08/15/13	07/09/14
o 373 SHS ARTISAN M/C VAL-INST	P	VARIOUS	08/14/14

(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 23.			23.
b 342.			342.
c 3,012.		3,102.	<90.>
d 17,720.		18,201.	<481.>
e 8,177.		7,062.	1,115.
f 16,644.		16,241.	403.
g 10,676.		9,487.	1,189.
h 9,334.		9,029.	305.
i 31,960.		28,566.	3,394.
j 8,939.		8,977.	<38.>
k 60,000.		61,374.	<1,374.>
l 10,150.		10,140.	10.
m 25,000.		25,624.	<624.>
n 75,093.		62,655.	12,438.
o 10,302.		9,167.	1,135.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			23.
b			342.
c			<90.>
d			<481.>
e			1,115.
f			403.
g			1,189.
h			305.
i			3,394.
j			<38.>
k			<1,374.>
l			10.
m			<624.>
n			12,438.
o			1,135.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 79 SHS ARTISAN M/C VAL-INST	P	08/15/13	08/22/14
b 2425.259 SHS BLACKROCK EQUITY DIVIDEND-I	P	VARIOUS	08/14/14
c 209 SHS CALAMOS MKT NEUT INC-I	P	05/10/13	08/22/14
d 240 SHS CALVERT SHRT DURTN INC-I	P	07/08/14	08/22/14
e 694 SHS CAVANAL HILL INTRMD BD CI-I	P	05/10/13	08/22/14
f 506 SHS CAVANAL HILL SH TM INC-INST	P	08/13/14	08/22/14
g 32 SHS DFA INTL SM CAP VALUE PTF-I	P	07/08/14	08/22/14
h 245 SHS DFA LARGE CAP VAL	P	07/08/14	08/22/14
i 63 SHS DFA US SML CAP VAL	P	07/08/14	08/22/14
j 72 SHS DIAMOND HILL LONG/SHORT-I	P	08/15/13	08/22/14
k 79 SHS DODGE & COX INTL STK	P	07/08/14	08/22/14
l 39 SHS DODGE & COX STK	P	08/13/14	08/22/14
m 56 SHS FIDELITY CONTRAFUND INC	P	08/15/13	08/22/14
n 142 SHS FORUM ABSOLUTE STRATEGIES-I	P	05/10/13	08/22/14
o 24 SHS HARBOR INTERNATIONAL-INST	P	VARIOUS	08/22/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,230.		2,030.	200.
b 60,219.		53,787.	6,432.
c 2,725.		2,679.	46.
d 3,936.		3,943.	<7.>
e 7,315.		7,225.	90.
f 4,863.		4,868.	<5.>
g 679.		697.	<18.>
h 8,379.		8,257.	122.
i 2,301.		2,305.	<4.>
j 1,719.		1,528.	191.
k 3,684.		3,664.	20.
l 7,074.		6,907.	167.
m 5,689.		5,014.	675.
n 1,585.		1,603.	<18.>
o 1,725.		1,627.	98.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			200.
b			6,432.
c			46.
d			<7.>
e			90.
f			<5.>
g			<18.>
h			122.
i			<4.>
j			191.
k			20.
l			167.
m			675.
n			<18.>
o			98.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	44 SHS IPATH S&P 500 DYNAMIC VIX ETN	P	08/15/13	08/26/14
b	27 SHS ISHARES CORE S&P MIDCAP ETF	P	05/22/13	08/26/14
c	25 SHS ISHARES S&P MIDCAP 400 GROWTH ETF	P	05/22/13	08/26/14
d	16 SHS ISHARES TIPS BOND ETF	P	VARIOUS	08/26/14
e	103 SHS ISHARES US PREFERRED STOCK ETF	P	06/05/13	08/26/14
f	51 SHS IVY ASSET STRATEGY-I	P	07/08/14	08/22/14
g	79 SHS JOHN HANCOCK DISC VAL M/C-IS	P	08/13/14	08/22/14
h	177 SHS JPM LG CAP GRWTH	P	07/08/14	08/22/14
i	159 SHS MERGER	P	VARIOUS	08/22/14
j	40 SHS MFS INTL NEW DISCOVERY-I	P	05/22/13	08/22/14
k	114 SHS NEUBERGER BERMAN R/E-INST	P	06/05/13	08/22/14
l	95 SHS OPPENHEIMER DEV MKTS-Y	P	08/15/13	08/22/14
m	47 SHS PERMANENT PORTFOLIO	P	07/08/14	08/22/14
n	521 SHS PIMCO ALL ASSET-INST	P	05/22/13	08/22/14
o	321 SHS PIMCO COMMOD RR STRAT-INST	P	06/05/13	08/22/14

	(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	1,304.		1,787.	<483.>
b	3,849.		3,290.	559.
c	3,915.		3,423.	492.
d	1,840.		1,804.	36.
e	4,100.		4,088.	12.
f	1,643.		1,643.	0.
g	1,552.		1,518.	34.
h	5,984.		5,753.	231.
i	2,622.		2,547.	75.
j	1,202.		1,092.	110.
k	1,685.		1,583.	102.
l	3,867.		3,335.	532.
m	2,123.		2,129.	<6.>
n	6,653.		6,664.	<11.>
o	1,804.		1,971.	<167.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<483.>
b			559.
c			492.
d			36.
e			12.
f			0.
g			34.
h			231.
i			75.
j			110.
k			102.
l			532.
m			<6.>
n			<11.>
o			<167.>

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1500 SHS PIMCO TOTAL RETURN-INST	P	06/05/13	08/14/14
b	485 SHS PIMCO TOTATL RETURN-INST	P	VARIOUS	08/22/14
c	61 SHS POWERSHARES QQQ	P	08/15/13	08/26/14
d	599 SHS SALIENT RISK PARITY-I	P	06/10/13	08/22/14
e	48 SHS T ROWE NEW HORIZONS	P	VARIOUS	08/22/14
f	555 SHS TCW EMERGING MKTS INC-I	P	05/10/13	08/22/14
g	797 SHS TEMPLETON GLOBAL BOND-ADV	P	05/22/13	08/22/14
h	142 SHS VANGUARD GNMA-ADMIRAL	P	05/10/13	08/22/14
i	28 SHS VANGUARD SM CAP INDX-INST	P	08/15/13	08/22/14
j	73 SHS VANGUARD SM CP VAL INDX-INST	P	08/15/13	08/22/14
k	158 SHS WASATCH LONG/SHORT	P	07/08/14	08/22/14
l	876 SHS WESTERN ASSET TOT RTN UNOIN	P	07/08/14	08/22/14
m	2591.959 SHS PIMCO TOTAL RETURN-INST	P	08/15/13	10/02/14
n	1500 SHS TEMPLETON GLOBAL BOND-ADV	P	VARIOUS	10/03/14
o	758 SHS VANGUARD GNMA-ADM	P	VARIOUS	10/03/14

	(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	16,470.		16,575.	<105.>
b	5,325.		5,187.	138.
c	6,028.		4,612.	1,416.
d	6,026.		6,074.	<48.>
e	2,257.		2,042.	215.
f	4,840.		5,223.	<383.>
g	10,616.		10,831.	<215.>
h	1,522.		1,532.	<10.>
i	1,552.		1,322.	230.
j	1,835.		1,540.	295.
k	2,662.		2,667.	<5.>
l	9,399.		9,426.	<27.>
m	28,278.		27,712.	566.
n	19,800.		19,955.	<155.>
o	8,141.		8,116.	25.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<105.>
b				138.
c				1,416.
d				<48.>
e				215.
f				<383.>
g				<215.>
h				<10.>
i				230.
j				295.
k				<5.>
l				<27.>
m				566.
n				<155.>
o				25.

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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3

USD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	25000 SHS ROYAL BK CANADA MTN 1.450% 10/30/14	P	09/24/12	12/06/13
b	25000 SHS BHP BILLITON FIN USA 1.125% 11/21/14	P	09/14/12	12/06/13
c	25000 CRED SUIS NY MTN 2.200% 1/14/14	P	09/14/12	01/14/14
d	25000 STATOILHYDRO ASA 3.875% 4/15/14	P	09/28/12	04/15/14
e	25000 GOLDMAN SACHS GP MTN 6.000% 5/01/14	P	07/19/13	05/01/14
f	25000 IBM CORP 0.750% 5/11/15	P	09/13/12	08/22/14
g	25000 PEPSICO INC 0.700% 8/13/15	P	09/24/12	08/22/14
h	25000 PACCAR FINL M T N 0.750% 8/14/15	P	09/14/12	08/22/14
i	25000 BEAR STEARNS MTN 0.63066% 11/21/16	P	07/19/13	08/22/14
j	25000 BERKSHIRE HATH 2.450% 12/15/15	P	09/14/13	08/22/14
k	600.24 OPPENHEIMER SENIOR FLOATING RATE I	P	10/16/12	08/27/14
l	997.009 NUVEEN SHORT TERM BOND FUND CL I	P	07/23/13	08/27/14
m	25000 ATT INC 5.100% 9/15/14	P	07/22/13	09/15/14
n	25000 SANOFI 1.200% 9/30/14	P	07/22/13	09/30/14
o				

	(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	25,216.		25,518.	<302.>
b	25,189.		25,341.	<152.>
c	25,000.		25,414.	<414.>
d	25,000.		26,348.	<1,348.>
e	25,000.		26,862.	<1,862.>
f	25,070.		25,215.	<145.>
g	25,056.		25,086.	<30.>
h	25,075.		25,056.	19.
i	24,989.		24,799.	190.
j	25,617.		26,450.	<833.>
k	5,006.		5,018.	<12.>
l	10,000.		10,000.	0.
m	25,000.		26,286.	<1,286.>
n	25,000.		25,250.	<250.>
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			<302.>
b			<152.>
c			<414.>
d			<1,348.>
e			<1,862.>
f			<145.>
g			<30.>
h			19.
i			190.
j			<833.>
k			<12.>
l			0.
m			<1,286.>
n			<250.>
o			

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	29,065.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CARL MCCAIN MEMORIAL FOUNDATION PO BOX 4648 HOUSTON, TX 77002	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500.
THE ROSE 12700 NORTH FEATHERWOOD, SUITE 260 HOUSTON, TX 77034	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500.
LEAGUE CITY UNITED METHODIST CHURCH 1411 WEST MAIN ST LEAGUE CITY, TX 77573	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,250.
LIFEHOUSE OF HOUSTON PO BOX 77227 HOUSTON, TX 77227	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500.
NEW HOPE CHURCH 3640 COUNTRY ROAD 58 MANVEL, TX 77578	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	9,300.
ALZHEIMER'S ASSOCIATION OF HOUSTON & SOUTHEAST TEXAS 2242 WEST HOLCOMBE BLVD HOUSTON, TX 77030-2008	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000.
SAFEHOME PO BOX 4563 OVERLAND PARK, KS 66204	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	25,000.
SAN JACINTO BAPTIST CHURCH 310 P. ST. DEER PARK, TX 77536	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000.
ST. MICHAEL CATHOLIC CHURCH 434 WEST 34TH STREET NEW YORK, NY 10001-2321	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,664.
BOYS & GIRLS CLUB OF GREATER HOUSTON 1275 PEACHTREE STREET ATLANTA, GA 30309-3506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500.
Total from continuation sheets				186,664.

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

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)				
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000.
ARTHRITIS FOUNDATION C/O TIFFANY BARDWELL 1330 W PEACHTREE ST ATLANTA, GA 30309	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	100.
EDUCATE INTERNATIONAL, INC PO BOX 890131 HOUSTON, TX 77289	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500.
GOLFREACH, INC 16527 TOWN LAKE CT HOUSTON, TX 77059-5546	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500.
KAIROS PRISON MINISTRY INTERNATIONAL 100 DEBARY PLANTATION BLVD DEBARY, FL 32713	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	12,000.
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVE - SUITE 310 WHITE PLAINS, NY 10605	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000.
LONE STAR ANIMAL WELFARE LEAGUE PO BOX 130175 THE WOODLANDS, TX 77393	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000.
PAM DUCKSON MEMORIAL SCHOLARSHIP FUND 4200 WEST RIVER PARKWAY MPLS, MN 55406	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000.
PASADENA ROTARY CLUB 1062 FAIRMONT PKWY PASADENA, TX 77504-2904	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500.
SHELL HOUSTON OPEN 5810 WILSON ROAD, STE 112 HUMBLE, TX 77396	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	70,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	39,234.	39,234.	
TOTAL TO PART I, LINE 3	39,234.	39,234.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEISERMAZARS LLP	10,999.	1,650.		0.
TO FORM 990-PF, PG 1, LN 16B	10,999.	1,650.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	300.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERSONNEL EXPENSES	63,000.	6,300.		0.
INVESTMENT FEES	7,662.	7,662.		0.
TO FORM 990-PF, PG 1, LN 23	70,662.	13,962.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
236 SHS IPATH S&P 500 DYNAMIC VIX ETN	6,830.	6,830.	
143 SHS ISHARES CORE S&P MIDCAP ETF	20,246.	20,246.	
135 SHS ISHARES S&P MIDCAP ETF	21,084.	21,084.	
326 SHS POWERSHARES QQQ	33,056.	33,056.	
420.760 SHS ARTISAN MID CAP VAL-INST	11,457.	11,457.	
168.590 SHS DFA INTL SM CAP VALUE PTF-I #5066	3,296.	3,296.	
1310.868 SHS DFA LARGE CAP VAL PORTF #5035	44,242.	44,242.	
337.566 SHS DFA US SML CAP VAL PORT #5034	12,092.	12,092.	
421 SHS DODGE & COX INTL STK FD#1048	18,688.	18,688.	
211 SHS DODGE & COX STK FD#0145	37,904.	37,904.	
300.032 SHS FIDELITY CONTRAFUND INC	30,783.	30,783.	
128 SHS HARBOR INTERNATIONAL-INST	8,716.	8,716.	
421 SHS JOHN HANCOCK DISC VAL M/C-IS FD#3633	8,344.	8,344.	
948 SHS JPM INTL VAL-INST	32,952.	32,952.	
213 MFS INT'L NEW DISCOVERY-1	6,126.	6,126.	
509.759 SHS OPEENHEIMER DEV MKTS FD	19,942.	19,942.	
256.642 SHS T ROWE PRICE NEW HORIZONS	12,316.	12,316.	
147 SHS VANGUARD SM CAP INDX-INST	8,147.	8,147.	
390 SHS VANGUARD SM CP VAL INDX-INST	9,801.	9,801.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	346,022.	346,022.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
50,000 SHS CATERPILLAR FINANCIAL SE	50,045.	50,045.	
25,000 SHS HSBC USA INC	25,139.	25,139.	
25,000 SHS EMERSON ELECTRIC	25,408.	25,408.	
25,000 SHS GOLDMAN SACHS GROUP INC	25,557.	25,557.	
25,000 SHS AMER EXPRESS CREDIT CO	25,490.	25,490.	
25,000 SHS GENERAL ELEC CAP CORP	25,462.	25,462.	
25,000 SHS OCCIDENTAL PETROLEUM COR	25,552.	25,552.	
50,000 SHS GOLDMAN SACHS GROUP INC	51,601.	51,601.	
25,000 SHS JOHN DEERE CAPITAL CORP	25,486.	25,486.	
25,000 SHS TORONTO DOMINION BANK	25,781.	25,781.	
25,000 SHS BECTON DICKINSON	25,260.	25,260.	
25,000 SHS WELLS FARGO CO	25,828.	25,828.	
25,000 SHS BANK OF MONTREAL	25,757.	25,757.	
25,000 SHS LOWES COMPANIES INC	25,192.	25,192.	
25,000 SHS AT & T INC	25,212.	25,212.	
25,000 SHS BB T CORPORATION	25,093.	25,093.	
25,000 SHS JPMORGAN CHASE CO	25,295.	25,295.	

25,000 SHS BANK OF NEW YORK MELLON	24,771.	24,771.
25,000 SHS JPMORGAN CHASE CO	24,717.	24,717.
25,000 SHS BAXTER INTERNATIONAL INC	24,992.	24,992.
25,000 SHS BRANCH BANKING TRUST	25,409.	25,409.
25,000 SHS JPMORGAN CHASE CO	25,172.	25,172.
25,000 SHS TOYOTA MOTOR CREDIT CORP	25,029.	25,029.
25,000 SHS BP CAPITAL MARKETS PLC	25,351.	25,351.
25,000 SHS WESTPAC BANKING CORP	25,466.	25,466.
25,000 SHS TOTAL CAPITAL CANADA LTD	24,901.	24,901.
25,000 SHS BANK OF NAVA SCOTIA	24,716.	24,716.
1,000.506 SHS NUVEEN SHORT TERM BOND FUND CL I	9,985.	9,985.
1,194.734 SHS OPPENHEIMER SR FLOAT RAT Y	9,845.	9,845.
1,281.607 SHS CALVERT SHRT DURATN INC-I FD#0512	20,826.	20,826.
1,500 DODGE & COX INCOME #0147	20,835.	20,835.
2,962 SHS TCW EMERGING MKTS INC-1	25,384.	25,384.
2,752.189 SHS TEMPLETON GLOBAL BOND-ADV	36,494.	36,494.
1,000 SHS VANGUARD TOT INTL BOND IND-ADM #0511	20,890.	20,890.
84 SHS ISHARES TIPS BOND ETF	9,499.	9,499.
552 SHS ISHARES US PREFERRED STOCK EFT	21,942.	21,942.
3,706 SHS CAVANAL HILL INTRMD BD	39,135.	39,135.
2,703.603 SHS CAVANAL HILL SH TM INC-INST FD#0047	25,982.	25,982.
2,000 SHS METROPOLITAN WEST T/R BD-I #0512	21,760.	21,760.
4,676.788 WESTERN ASSET TOT RTN UN-IN #1555	49,995.	49,995.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,046,254.	1,046,254.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,117.234 UNITS CALAMOS MKT NEUT INC-I	COST	14,513.	14,513.
385 UNITS DIAMOND HILL LONG/SHORT-1	COST	9,117.	9,117.
758 UNITS FORUM ABSOLUTE STRATEGIES-1	COST	8,429.	8,429.
275 UNITS IVY ASSET STRATEGY-I #0473	COST	8,591.	8,591.
1,162 UNITS MERGER FD	COST	13,646.	13,646.
253 UNITS PERMANENT PORTFOLIO FD#1500	COST	10,925.	10,925.
2,779 UNITS PIMCO ALL ASSET-INST	COST	34,321.	34,321.
1,711.667 UNITS PIMCO RR STRAT-INST	COST	8,866.	8,866.
3,200.127 UNITS SALIENT RISK PARITY-1 FD	COST	31,489.	31,489.
842 UNITS WASATCH LONG/SHORT-IS #0509	COST	13,607.	13,607.
1,382 UNITS NEUBERGER BERMAN R/E-INST	COST	9,161.	9,161.
TOTAL TO FORM 990-PF, PART II, LINE 13		162,665.	162,665.

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
MISCELLANEOUS RECEIVABLE	15,000.	15,000.	15,000.	
TO FORM 990-PF, PART II, LINE 15	15,000.	15,000.	15,000.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAN BORGEN 811 MAIN STREET, SUITE 2800 HOUSTON, TX 77002	PRESIDENT 0.00	0.	0.	0.
DALE NORRIS 920 MAIN STREET, SUITE 1950 KANSAS CITY, MO 64105	DIRECTOR 0.00	0.	0.	0.
CLYDE CRUTCHMER 1648 SOUTH BOSTON AVENUE TULSA, OK 74119	DIRECTOR 0.00	0.	0.	0.
MICHAEL R. CURRY 10452 S OAKCREST LANE QLATHE, KS 66061	TREASURER 0.00	0.	0.	0.
CHRIS ROBBINS 6 PLAYER RIDGE CT THE WOODLANDS, TX 77382	ASSISTANT TREASURER 0.00	0.	0.	0.
MARK COLE 15502 WILDWOOD TRACE MAGNOLIA, TX 77354	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions
File by the due date for filing your return See instructions	USD FOUNDATION
	Employer identification number (EIN) or 27-1561110
	Number, street, and room or suite no. If a P O box, see instructions. 811 MAIN STREET, NO. 2800
	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77002

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

US DEVELOPMENT GROUP, LLC

• The books are in the care of **811 MAIN STREET, STE 2800 - HOUSTON, TX 77002**
 Telephone No. **281-291-0510** Fax No. _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **SEPTEMBER 15, 2015.**

5 For calendar year _____, or other tax year beginning **NOV 1, 2013**, and ending **OCT 31, 2014**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED AS ALL NECESSARY TAX INFORMATION TO COMPLETE AN ACCURATE RETURN IS NOT YET AVAILABLE

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	176.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	176.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **ASSISTANT TREASURER** Date