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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation Agee Family Foundation		A Employer identification number 01-0939828	
% RICHARD AGEE		B Telephone number (see instructions) (713) 463-1500	
Number and street (or P O box number if mail is not delivered to street address) 800 GESSNER RD Suite 1000		C If exemption application is pending, check here <input type="checkbox"/>	
Room/suite		D 1. Foreign organizations, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77024		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,036,500			
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.)			

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)	9,605			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	249,043	249,043		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	356,726			
	b Gross sales price for all assets on line 6a 630,664				
	7 Capital gain net income (from Part IV, line 2) . . .		356,726		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	615,374	605,769		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	350	350	0	0
	b Accounting fees (attach schedule)	11,090	11,090	0	0
	c Other professional fees (attach schedule)	29,294	29,294		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	16,862	5,499		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	725			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	58,321	46,233	0	0
	25 Contributions, gifts, grants paid	411,000			411,000
	26 Total expenses and disbursements. Add lines 24 and 25	469,321	46,233	0	411,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	146,053			
	b Net investment income (if negative, enter -0-)		559,536		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	30,948	62,000	62,000
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,155,290	9,270,291	10,974,500
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,186,238	9,332,291	11,036,500	
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	9,186,238	9,332,291	
	25	Temporarily restricted			
	26	Permanently restricted			
	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 instructions)	9,186,238	9,332,291	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	9,186,238	9,332,291	

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 9,186,238
2	Enter amount from Part I, line 27a	2 146,053
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 9,332,291
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 9,332,291

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
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	356,726
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	406,000	10,315,574	0 039358
2012	1,235,298	10,169,774	0 121468
2011	432,666	10,420,104	0 041522
2010	172,921	10,122,600	0 017083
2009		9,784,465	

2	Total of line 1, column (d).	2	0 219431
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043886
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	11,017,389
5	Multiply line 4 by line 3.	5	483,509
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,595
7	Add lines 5 and 6.	7	489,104
8	Enter qualifying distributions from Part XII, line 4.	8	411,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		11,191	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		311,191	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		511,191	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a7,200	
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.		77,200	
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		93,991	
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b			No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.					
c		Did the foundation file Form 1120-POL for this year?		1c			No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$					
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$					
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2			No
		If "Yes," attach a detailed description of the activities.					
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3			No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a			No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b			
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5			No
		If "Yes," attach the statement required by General Instruction T.					
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
		• By language in the governing instrument, or					
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6		Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7		Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX					
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b		Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9			No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10			No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of RICHARD AGEE Telephone no (713) 463-1500 Located at 800 GESSNER RD STE 1000 HOUSTON TX ZIP+4 77024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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		No
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 2014 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 2014.).	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 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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 type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH AGEE	PRESIDENT	0	0	0
800 GESSNER RD HOUSTON,TX 77024	0			
RICHARD AGEE	TREASURER/SECRETARY	0	0	0
800 GESSNER RD HOUSTON,TX 77024	0			
ERIN AGEE RILEY	VICE PRESIDENT	0	0	0
800 GESSNER RD HOUSTON,TX 77024	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	
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 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	11,117,314
b	Average of monthly cash balances.	1b	67,852
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,185,166
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,185,166
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	167,777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,017,389
6	Minimum investment return. Enter 5% of line 5.	6	550,869

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	550,869
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	11,191
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,191
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	539,678
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	539,678
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	539,678

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	411,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	411,000
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	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	411,000

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				539,678
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012. 211,189				
e From 2013.				
f Total of lines 3a through e.	211,189			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 411,000				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				411,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	128,678			128,678
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	82,511			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	82,511			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 82,511				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

RICHARD JUDITH AGEE

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

RICHARD AGEE
800 GESSNER STE 1000
HOUSTON, TX 77024
(713) 463-1500

b

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

IN WRITING

c

Any submission deadlines

NONE

d

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

NONE

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 Paid during the year See Additional Data Table				
Total			3a	411,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII

L Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here	*****	2015-05-11	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name Laura Sykes CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00188050
	Firm's name <input checked="" type="checkbox"/> BDO USA LLP			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 333 Clay Street Ste 4700 Houston, TX 770024180			Phone no (713) 463-1500	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GOLDMAN SACHS #38			2014-10-21
GOLDMAN SACHS #38			2014-12-31
GOLDMAN SACHS #38		2012-08-17	2014-04-17
GOLDMAN SACHS #05			2014-12-31
GOLDMAN SACHS #38			
CAPITAL GAIN DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,628		8,643	-1,015
97,099		62,499	34,600
938		950	-12
247,044		201,846	45,198
6		0	6
			277,949

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,015
			34,600
			-12
			45,198
			6

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>				
CHRISTUS FOUNDATION 1001 FANNIN STREET 4665 HOUSTON,TX 77002	NONE	PC	HEALTHCARE	175,000
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON,MA 02118	NONE	PC	ASSISTING THE HOMELESS	20,000
ARCHDIOCESE OF GALVESTON 1700 SAN JACINTO HOUSTON,TX 77002	NONE	PC	RELIGIOUS	100,000
THE PARISH SCHOOL 11001 HAMMERLY BLVD HOUSTON,TX 77043	NONE	PC	EDUCATION	20,000
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON,TX 77029	NONE	PC	FEEDING THE HUNGRY	10,000
STAR OF HOPE 1811 RUIZ STREET HOUSTON,TX 77002	NONE	PC	ASSISTING THE HOMELESS	10,000
SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 13483 TAMPA,FL 336813483	NONE	PC	SUPPORT OF MILITARY OPERATION FAMILIES	20,000
CHILDREN'S PRISON ART PROJECT 605 W Bell Street Houston,TX 77019	NONE	PC	Education	5,000
FETAL CENTER CHILDRENS MEMORIAL HERMANN HOSPITAL 6410 Fannin Suite 210 Houston,TX 77030	NONE	PC	HEALTHCARE	50,000
VOSSWOOD NURSING CENTER 815 S Voss Rd Houston,TX 77057	NONE		HEALTHCARE	1,000
Total  3a				411,000

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>Agee Family Foundation</div>	<div>Employer identification number</div> <div>01-0939828</div>
---	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
--	---

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> 1 </u>	Dick Judith Agee 800 Gessner Ste 1000 Houston, TX 77024	\$ <u> 9,605 </u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Agee Family Foundation	Employer identification number 01-0939828
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization Agee Family Foundation	Employer identification number 01-0939828
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

▮ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

7 **(F)** Long-term transactions not reported to you on Form 1099-B

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

TY 2014 Accounting Fees Schedule**Name:** Agee Family Foundation**EIN:** 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,530	8,530		
TAX PREPARATION FEES	2,560	2,560		

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

TY 2014 Depreciation Schedule

Name: Agee Family Foundation

EIN: 01-0939828

TY 2014 Investments - Other Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS #05		8,121,646	9,745,851
GOLDMAN SACHS #74		582,773	545,257
GOLDMAN SACHS #38		565,872	683,392
DIVIDENDS CREDITED/NOT RECVD		0	0

TY 2014 Legal Fees Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	350	350		

TY 2014 Other Expenses Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSE	725			

TY 2014 Other Professional Fees Schedule

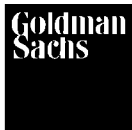
Name: Agee Family Foundation

EIN: 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MGMT/INVESTMENT FEES #16674	19,081	19,081		
MGMT/INVESTMENT FEES #93538	10,213	10,213		

TY 2014 Taxes Schedule**Name:** Agee Family Foundation**EIN:** 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	5,499	5,499		
EXCISE TAX	11,363			

**AGEE FAMILY FOUNDATION**
Realized Gains and Losses (Continued)

Period Ended December 31, 2014

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	Sep 15 2010	May 14 2014	53 67	351 00	321 76	0 00	29 24	29 24	LT
GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	Oct 21 2010	May 14 2014	89 07	1,549 00	990 28	0 00	558 72	558 72	LT
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	Sep 15 2010	May 14 2014	26 36	475 01	319 78	0 00	155 23	155 23	LT
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES	Oct 21 2010	May 14 2014	50 61	753 00	619 41	0 00	133 59	133 59	LT
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	Sep 15 2010	May 14 2014	141 81	1,618 01	1,218 11	0 00	399 90	399 90	LT
GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	Oct 21 2010	Jun 10 2014	81 47	1,548 00	1,032 03	0 00	515 97	515 97	LT
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	Oct 21 2010	Jun 10 2014	230 83	2,426 00	2,319 82	0 00	106 18	106 18	LT
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	Sep 15 2010	Jun 10 2014	13 56	239 00	221 37	0 00	17 63	17 63	LT
GS HIGH YIELD FUND INSTITUTIONAL SHARES	Jun 21 2010	Jun 10 2014	81 76	596 00	570 66	0 00	25 34	25 34	LT
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES	Oct 21 2010	Jun 10 2014	51 14	425 00	409 61	0 00	15 39	15 39	LT
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	Sep 15 2010	Jun 10 2014	53 21	356 00	319 02	0 00	36 98	36 98	LT
GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	Oct 21 2010	Jun 10 2014	86 95	1,573 01	966 72	0 00	606 29	606 29	LT
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	Sep 15 2010	Jun 10 2014	25 78	470 00	312 76	0 00	157 24	157 24	LT
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES	Oct 21 2010	Jun 10 2014	49 60	750 00	607 15	0 00	142 85	142 85	LT
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	Sep 15 2010	Jun 10 2014	138 43	1,621 01	1,189 11	0 00	431 90	431 90	LT
GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	Oct 21 2010	Sep 30 2014	815 14	15,830 00	10,325 40	0 00	5,504 60	5,504 60	LT
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	Oct 21 2010	Sep 30 2014	2,315 94	24,410 00	23,275 19	0 00	1,134 81	1,134 81	LT
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	Sep 15 2010	Sep 30 2014	137 73	2,340 00	2,249 10	0 00	90 90	90 90	LT
GS HIGH YIELD FUND INSTITUTIONAL SHARES	Jun 21 2010	Sep 30 2014	828 13	5,830 00	5,780 31	0 00	49 69	49 69	LT
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES	Oct 21 2010	Sep 30 2014	526 73	4,040 00	4,218 62	0 00	(178 62)	(178 62)	LT



AGEE FAMILY FOUNDATION

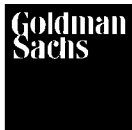
Realized Gains and Losses

Period Ended December 31, 2014

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	Oct 21 2010	Apr 16 2014	957.85	17,500.00	12,133.17	0.00	5,366.83	5,366.83	LT
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	Oct 21 2010	Apr 16 2014	2,740.94	28,725.00	27,546.40	0.00	1,178.60	1,178.60	LT
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	Sep 15 2010	Apr 16 2014	184.28	3,000.00	3,009.21	0.00	(9.21)	(9.21)	LT
GS HIGH YIELD FUND INSTITUTIONAL SHARES	Jun 21 2010	Apr 16 2014	968.97	7,025.00	6,763.38	0.00	261.62	261.62	LT
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES	Oct 21 2010	Apr 16 2014	1,251.56	10,000.00	10,023.90	0.00	(23.90)	(23.90)	LT
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	Sep 15 2010	Apr 16 2014	1,181.10	7,500.00	7,080.83	0.00	419.17	419.17	LT
GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	Oct 21 2010	Apr 16 2014	1,030.27	17,700.01	11,454.05	0.00	6,245.96	6,245.96	LT
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	Sep 15 2010	Apr 16 2014	300.57	5,275.00	3,646.23	0.00	1,628.77	1,628.77	LT
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES	Oct 21 2010	Apr 16 2014	824.74	12,000.00	10,094.99	0.00	1,905.01	1,905.01	LT
GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	Sep 15 2010	Apr 16 2014	1,630.24	18,275.00	14,003.77	0.00	4,271.23	4,271.23	LT
GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	Oct 21 2010	May 14 2014	83.56	1,530.00	1,058.47	0.00	471.53	471.53	LT
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	Oct 21 2010	May 14 2014	233.97	2,466.00	2,351.36	0.00	114.64	114.64	LT
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	Sep 15 2010	May 14 2014	13.73	229.01	224.20	0.00	4.81	4.81	LT
GS HIGH YIELD FUND INSTITUTIONAL SHARES	Jun 21 2010	May 14 2014	83.17	603.00	580.54	0.00	22.46	22.46	LT
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES	Oct 21 2010	May 14 2014	52.14	426.00	417.61	0.00	8.39	8.39	LT

**AGEE FAMILY FOUNDATION**
Realized Gains and Losses (Continued)

Period Ended December 31, 2014

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	Sep 15 2010	Sep 30 2014	536.62	3,370.00	3,217.12	0.00	152.88	152.88	LT
GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	Oct 21 2010	Sep 30 2014	873.63	15,970.00	9,712.64	0.00	6,257.36	6,257.36	LT
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	Sep 15 2010	Sep 30 2014	258.90	4,580.00	3,140.77	0.00	1,439.23	1,439.23	LT
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES	Oct 21 2010	Sep 30 2014	499.65	7,150.00	6,115.82	0.00	1,034.18	1,034.18	LT
GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	Sep 15 2010	Sep 30 2014	1,397.63	16,520.00	12,005.65	0.00	4,514.35	4,514.35	LT
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
LONG TERM GAINS				230,004.06	184,594.59	0.00	45,409.47	45,409.47	
LONG TERM LOSSES				17,040.00	17,251.73	0.00	(211.73)	(211.73)	
NET LONG TERM GAINS (LOSSES)				247,044.06	201,846.32	0.00	45,197.74	45,197.74	



AGEE FAMILY FOUNDATION: LONDON COMPANY

Realized Gains and Losses

Period Ended December 31, 2014

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
OLD DOMINION FGHT LINES INC CMN	Aug 17 2012	Feb 24 2014	59 00	3,128 52	1,813 11	0 00	1,315 41	1,315 41	LT
SERVICE CORP INTERNATL CMN	Aug 17 2012	Feb 24 2014	48 00	876 98	623 43	0 00	253 55	253 55	LT
OLD DOMINION FGHT LINES INC CMN	Aug 17 2012	Apr 16 2014	20 00	1,094 57	614 61	0 00	479 96	479 96	LT
TEJON RANCH CO CMN	Aug 17 2012	Apr 16 2014	90 00	2,860 13	2,468 40	0 00	391 73	391 73	LT
TREDEGAR CORPORATION CMN	Aug 17 2012	Apr 16 2014	175 00	4,043 41	2,642 50	0 00	1,400 91	1,400 91	LT
ATWOOD OCEANICS INC CMN	Aug 17 2012	Apr 17 2014	18 00	848 04	832 53	0 00	15 51	15 51	LT
CORRECTIONS CORP OF AMERICA CMN	Aug 17 2012	Apr 17 2014	29 00	938 41	950 43	0 00	(12 02)	(12 02)	LT
KAMAN CORP CMN	Aug 17 2012	Apr 17 2014	22 00	893 48	746 95	0 00	146 53	146 53	LT
TREDEGAR CORPORATION CMN	Aug 17 2012	Apr 17 2014	80 00	1,811 15	1,208 00	0 00	603 15	603 15	LT
ALBEMARLE CORP CMN	Aug 17 2012	Jun 30 2014	71 00	5,070 51	4,344 62	0 00	725 89	725 89	LT
DECKERS OUTDOORS CORP CMN	Sep 23 2013	Jun 30 2014	32 00	2,758 22	1,986 45	0 00	771 77	771 77	ST
	Sep 24 2013	Jun 30 2014	12 00	1,034 33	743 43	0 00	290 90	290 90	ST
EATON VANCE CORP (NON-VTG) CMN	Aug 17 2012	Jun 30 2014	418 00	15,782 66	11,447 47	0 00	4,335 19	4,335 19	LT
MARTIN MARIETTA MATERIALS,INC CMN	Aug 17 2012	Jul 10 2014	109 00	14,034 95	8,569 58	0 00	5,465 37	5,465 37	LT
MICREL INC CMN	Aug 17 2012	Aug 28 2014	696 00	8,511 89	7,041 71	0 00	1,470 18	1,470 18	LT
MRC GLOBAL INC CMN	Dec 11 2013	Oct 21 2014	186 00	3,834 95	5,912 77	0 00	(2,077 82)	(2,077 82)	ST
ADVENT SOFTWARE INC CMN	Aug 17 2012	Nov 12 2014	23 00	758 29	383 24	0 00	375 05	375 05	LT
DECKERS OUTDOORS CORP CMN	Sep 24 2013	Nov 12 2014	6 00	539 91	371 72	0 00	168 19	168 19	LT
MONTPELIER RE HOLDINGS LTD CMN	Aug 17 2012	Nov 12 2014	20 00	651 58	429 25	0 00	222 33	222 33	LT
OLD DOMINION FGHT LINES INC CMN	Aug 17 2012	Nov 12 2014	16 00	1,225 15	491 69	0 00	733 46	733 46	LT
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	Aug 17 2012	Nov 13 2014	138 00	5,655 77	3,472 08	0 00	2,183 69	2,183 69	LT
	Aug 17 2012	Nov 14 2014	148 00	6,085 50	3,723 68	0 00	2,361 82	2,361 82	LT
	Aug 17 2012	Nov 17 2014	144 00	5,961 56	3,623 04	0 00	2,338 52	2,338 52	LT
ALLIANCE DATA SYSTEMS CORPORAT CMN	Aug 17 2012	Dec 12 2014	0 46	134 84	0 00	0 00	134 84	134 84	LT
CONVERSANT INC CMN	Aug 17 2012	Dec 12 2014	495 00	9,297 29	0 00	0 00	9,297 29	9,297 29	LT
ALLIANCE DATA SYSTEMS CORPORAT CMN	Aug 17 2012	Dec 16 2014	28 00	7,832 64	7,651 16	0 00	181 48	181 48	LT
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
SHORT TERM GAINS				3,792 55	2,729 88	0 00	1,062 67	1,062 67	
SHORT TERM LOSSES				3,834 95	5,912 77	0 00	(2,077 82)	(2,077 82)	



AGEE FAMILY FOUNDATION: LONDON COMPANY
Realized Gains and Losses (Continued)

Period Ended December 31, 2014

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
NET SHORT TERM GAINS (LOSSES)	7,627.50	8,642.65	0.00	(1,015.15)	(1,015.15)
LONG TERM GAINS	97,098.82	62,498.77	0.00	34,600.05	34,600.05
LONG TERM LOSSES	938.41	950.43	0.00	(12.02)	(12.02)
NET LONG TERM GAINS (LOSSES)	98,037.23	63,449.20	0.00	34,588.03	34,588.03

Tax Year Account No Tax ID Number Legal Name
2014 014-93538-1 01-0939828 AGEE FAMILY FOUNDATION

PROCEEDS FROM BROKER TRANSACTIONS
SUBSTITUTE FORM 1099-B, OMB NO. 1545-0715

NONCOVERED SECURITIES TRANSACTIONS: BASIS NOT REPORTED TO THE IRS

APPLICABLE CHECK BOX ON FORM 8949 CODE X

CUSIP number / Product Identifier	1c Date sold or disposed	1d Proceeds	1e Cost or other basis	1f Adjustment Code, if any ¹	1g Adjustments	Gain or (Loss) ²	1a Description
Quantity	1b Date acquired	6 Gross or Net Proceeds reported to IRS ³	3 Basis reported to IRS	5 NonCovered security	2 Type of gain or loss	7 Loss not allowed based on amount in 1d	
894650100 0 00	03/10/2014	5 50		X			TREDEGAR CORPORATION CMN Gross Proceeds On 550 TREDEGAR CORPORATION CMN @ 0 01000000



This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

¹ Shows W for wash sale, C for collectibles, or D for market discount

² Gain or (Loss) information is provided for your information only The Gain or (Loss) value may not sum due to rounding differences

³ Reported as Net proceeds (denoted by N) if adjusted for option premiums Otherwise, reported as Gross proceeds (denoted by G).