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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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 THE WOODFOREST CHARITABLE FOUNDATION		A Employer identification number 20-2516951	
Number and street (or P O box number if mail is not delivered to street address) 21 WATERWAY AVENUE NO 550		B Telephone number (see instructions) (832) 375-2543	
City or town, state or province, country, and ZIP or foreign postal code THE WOODLANDS, TX 77380		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,763,367		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	6,793,807			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	122,986	122,986		
	4 Dividends and interest from securities.	676,371	676,371		
	5a Gross rents	19	19		
	b Net rental income or (loss) _____ 19				
	6a Net gain or (loss) from sale of assets not on line 10	526,778			
	b Gross sales price for all assets on line 6a _____ 8,934,171				
	7 Capital gain net income (from Part IV, line 2) . . .		526,778		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	418,106	418,106	0	
	12 Total. Add lines 1 through 11	8,538,067	1,744,260	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	18,064	0	18,064	0
	c Other professional fees (attach schedule)	210,821	210,821	0	0
	17 Interest	4,324	0	4,324	0
	18 Taxes (attach schedule) (see instructions)	20,353	0	20,353	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	38,987	0	33,987	5,000
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	292,549	210,821	76,728	5,000
	25 Contributions, gifts, grants paid	1,511,560			1,451,560
	26 Total expenses and disbursements. Add lines 24 and 25	1,804,109	210,821	76,728	1,456,560
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,733,958			
	b Net investment income (if negative, enter -0-)		1,533,439		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,434,568	4,253,058	4,253,058
	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)	22,042,226	32,177,375	31,510,309
	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)			
	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)	28,476,794	36,430,433	35,763,367	
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 ▶ _____)	847,029	651,353	
	23	Total liabilities (add lines 17 through 22)	847,029	651,353	
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	27,629,765	35,779,080	
	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)	27,629,765	35,779,080	
	31	Total liabilities and net assets/fund balances (see instructions)	28,476,794	36,430,433	

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 27,629,765
2	Enter amount from Part I, line 27a	2 6,733,958
3	Other increases not included in line 2 (itemize) ▶ _____	3 1,415,357
4	Add lines 1, 2, and 3	4 35,779,080
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 35,779,080

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) 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	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	526,778
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	825,159	25,473,622	0 032393
2012	790,658	17,783,423	0 044460
2011	542,280	13,537,039	0 040059
2010	563,699	9,769,330	0 057701
2009	418,589	7,676,741	0 054527

2	Total of line 1, column (d).	2	0 229140
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 045828
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	31,937,946
5	Multiply line 4 by line 3.	5	1,463,652
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,334
7	Add lines 5 and 6.	7	1,478,986
8	Enter qualifying distributions from Part XII, line 4.	8	1,456,560

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		1	30,669
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	30,669
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	30,669
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	15,760	
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	15,760
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	14,909
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 Refunded		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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> TX, VA, NC, OH, PA, WV, IL, MD, AL, SC, NY, KY, MS, LA, GA, FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

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 WWW WOODFORESTCHARITABLEFOUNDATION ORG				
14	The books are in care of VICKI RICHMOND Telephone no (832) 375-2543 Located at 21 WATERWAY AVENUE SUITE 550 THE WOODLANDS TX ZIP +4 77380			
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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 Yes 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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

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?

YesNo

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
ROBERT E MARLING JR 21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380	PRESIDENT 2 00	0	0	0
KIM MARLING 21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380	VP & EXEC DIRECTOR 30 00	0	0	0
VICKI RICHMOND 21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380	TREASURER/SECRETARY 10 00	0	0	0
DR DAVID GOTTLIEB 21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380	DIRECTOR 10 00	0	0	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
NONE				

Total

number of other employees paid over \$50,000.

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
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.	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	28,985,570
b	Average of monthly cash balances.	1b	3,438,741
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	32,424,311
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	32,424,311
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	486,365
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,937,946
6	Minimum investment return. Enter 5% of line 5.	6	1,596,897

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,596,897
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	30,669
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	30,669
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,566,228
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,566,228
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	1,566,228

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	1,456,560
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	1,456,560
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,456,560
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				1,566,228
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			671,995	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,456,560				
a Applied to 2013, but not more than line 2a			671,995	
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 2014 distributable amount.				784,565
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 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				781,663
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

4942(j)(3) or 4942(j)(5)

3

Part XV

1

2

Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100

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	1,451,560
b Approved for future payment NORTHWEST HARRIS COUNTY HABITAT FOR HUMANITY PO BOX 682785 HOUSTON,TX 77268	N/A	N/A	SUPPOER GENERAL PROGRAMS	60,000
Total			3b	60,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2015-05-11 _____ Date	***** _____ Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JACOB TOMPKINS CPA	Preparer's Signature	Date 2015-05-11	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00742333
	Firm's name <input checked="" type="checkbox"/> KARLINS RAMEY & TOMPKINS LLC			Firm's EIN <input checked="" type="checkbox"/> 26-1357206	
	Firm's address <input checked="" type="checkbox"/> 8505 TECHNOLOGY FOREST PL SUITE 702 THE WOODLANDS, TX 77380			Phone no (281) 364-0245	

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 792-3	P		
GOLDMAN SACHS 792-3	P		
GOLDMAN SACHS 780-8	P		
GOLDMAN SACHS 780-8	P		
GOLDMAN SACHS 784-0	P		
GOLDMAN SACHS 780-8	P		
GOLDMAN SACHS 785-7	P		
GOLDMAN SACHS 785-7	P		
GOLDMAN SACHS 785-7	P		
GOLDMAN SACHS 786-5	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)
222,926		156,126	66,800
212,345		167,883	44,462
110,927		84,427	26,500
80,248		67,381	12,867
58,978		46,043	12,935
68,528		57,091	11,437
66,955		68,793	-1,838
39,138		38,439	699
1,040			1,040
97,398		112,660	-15,262

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	
			66,800
			44,462
			26,500
			12,867
			12,935
			11,437
			-1,838
			699
			1,040
			-15,262

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 786-5	P		
GOLDMAN SACHS 791-5	P		
GOLDMAN SACHS 791-5	P		
GOLDMAN SACHS 779-0	P		
GOLDMAN SACHS 779-0	P		
MORGAN STANLEY	P		
MORGAN STANLEY	P		
RAYMOND JAMES	P		
RAYMOND JAMES	P		
GOLDMAN SACHS 778-2	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)
501,196		415,627	85,569
4,048,600		3,898,134	150,466
454,138		401,471	52,667
200,220		200,000	220
150,000		150,000	0
88,130		104,786	-16,656
924,555		902,453	22,102
598,157		607,929	-9,772
824,415		761,708	62,707
5,752		3,862	1,890

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	
			85,569
			150,466
			52,667
			220
			0
			-16,656
			22,102
			-9,772
			62,707
			1,890

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 778-2	P		
224 SHS ENTERPRISE PRODUCTS PTP	P	2013-07-26	2014-02-21
133 SHS GENSIS PTP	P	2013-09-11	2014-02-21
504 SHS MARKWEST PTP	P	2013-07-26	2014-04-17
182 SHS SUNOCO PTP	P	2013-07-26	2014-02-25
102 SHS BUCKEYE PTP	P	2013-07-26	2014-02-18
100 SHS ACCESS MIDSTREAM PTP	P	2013-08-13	2014-12-03
117 SHS DCP MIDSTREAM PTP	P	2013-08-13	2014-12-03
71 SHS MAGELLAN MIDSTREAM	P	2013-07-29	2014-12-04
82 SHS MARKWEST PTP	P	2013-11-13	2014-12-04

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)
89,914		88,531	1,383
7,467		4,849	2,618
7,141		6,029	1,112
32,400		30,315	2,085
7,433		5,375	2,058
7,515		6,817	698
6,257		3,550	2,707
5,482		4,802	680
5,708		3,509	2,199
5,678		4,371	1,307

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	
			1,383
			2,618
			1,112
			2,085
			2,058
			698
			2,707
			680
			2,199
			1,307

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)
74 SHS BUCKEYE PTP	P	2013-08-20	2014-12-02


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)
5,530		4,432	1,098


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	
			1,098


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 Paid during the year				
ACTS - ACTION IN COMMUNITY THROUGH SERVICE PO BOX 740169 DUMFRIES,VA 22026	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,360
AKRON - CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON,OH 443072234	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,300
ANGEL REACH 1107 N SAN JACINTO STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,000
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA,GA 30318	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,800
BAY AREA FOOD BANK - ALABAMA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
BAY AREA FOOD BANK - FLORIDA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	430
BAY AREA FOOD BANK - MISSISSIPPI 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,685
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA,VA 244820937	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,800
BOYS AND GIRLS COUNTRY OF HOUSTON INC 18806 ROBERTS ROAD HOCKLEY,TX 77447	N/A	N/A	SUPPORT GENERAL PROGRAMS	300,000
BRIARWOOD SCHOOL 12207 WHITTINGTON DRIVE HOUSTON,TX 77077	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
BRIDGEWOOD FARMS INC 11680 ROSE ROAD CONROE,TX 77303	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
CALHOUN COUNTY COMMUNITY MINISTRIES 331 ALCOA DR PORT LAVACA,TX 779793603	N/A	N/A	SUPPORT GENERAL PROGRAMS	250
CAPITAL AREA FOOD BANK - AUSTIN 8201 S CONGRESS AVENUE AUSTIN,TX 78745	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
CAPITAL AREA FOOD BANK 6833 HILL PARK DRIVE LORTON,VA 22079	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,385
CENTRAL ILLINOIS FOOD BANK PO BOX 8228 2000 EAST MOFFAT SPRINGFIELD,IL 62791	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,350
Total  3a				1,451,560


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>				
CENTRAL PENNSYLVANIA FOOD BANK 3908 COREY ROAD HARRISBURG, PA 171095929	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,500
CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND, VA 23220	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,480
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE RT 322 DOWNINGTON, PA 19335	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
CHILDREN'S MIRACLE NETWORK 1919 S BRAESWOOD MC 4-4483 HOUSTON, TX 77030	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,000
CHILDREN'S SAFE HARBOR 1519 ODDFELLOW STREET CONROE, TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
CLEMSON COMMUNITY CARE INC 105 ANDERSON HWY CLEMSON, PA 29631	N/A	N/A	SUPPORT GENERAL PROGRAMS	385
CLEVELAND FOOD BANK 15500 SOUTH WATERLOO ROAD CLEVELAND, OH 44110	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,350
COMMON GROUNDS MINISTRIES 2190 ROUTE 600 SWIFTWATER, PA 17043	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
COMMUNITY HARVEST FOOD BANK OF NE INDIANA PO BOX 10967 FORT WAYNE, IN 46855	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,930
CUMBERLAND INTERFAITH HOSPITALITY OF FAYETTVILLE PO BOX 481 FAYETTEVILLE, NC 28302	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
DAILY BREAD MINISTRIES INC PO BOX 2344 GREER, SC 29650	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,525
DARE TO CARE FOOD BANK - INDIANA 5803 FERN VALLEY ROAD LOUISVILLE, KY 40228	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,935
DEARBORN COUNTY CLEARING HOUSE FOR EMERGENCY AID INC PO BOX 478 AURORA, IN 470010478	N/A	N/A	SUPPORT GENERAL PROGRAMS	655
DURHAM INTERFAITH HOSPITALITY NETWORK 1216 N ROXBORO ST DURHAM, NC 27701	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
EAST TEXAS FOOD BANK 3201 ROBERTSON ROAD TYLER, TX 75701	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,500
Total  3a				1,451,560


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 Paid during the year				
EASTERN ILLINOIS FOOD BANK 2405 NORTH SHORE DRIVE URBANA,IL 618027221	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
EMERGENCY MINISTRIES 26602 KEITH STREET SUITE B SPRING,TX 77373	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,000
FAMILY PROMISE OF ACADIANA PO BOX 2984 LAFAYETTE,LA 70502	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF ANDERSON COUNTY 204 E HIGHLAND AVE ANDERSON,SC 29621	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BALDWIN COUNTY 20511 COUNTY ROAD 36 SUMMERDALE,AL 36580	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF BEAUFORT COUNTY 181 BLUFFTON ROAD BUILDING D101 BLUFFTON,SC 29910	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF BERKS COUNTY 325 N 5TH STREET READING,PA 19601	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BIRMINGHAM PO BOX 531233 BIRMINGHAM,AL 35253	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BRISTOL PO BOX 302 BRISTON,TN 37620	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF BUFFALO 16 GLENDDHU PLACE BUFFALO,NY 14210	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF CARBON COUNTY 167 S 3RD ST LEHINGTON,PA 18235	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF CARTERET COUNTY 3502 ELM STREET PO BOX 2013 MOREHEAD CITY,NC 28557	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF CHICAGO PO BOX 484 GLENCOE,IL 60022	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF COASTAL ALABAMA 1260 DAUPHIN STREET MOBILE,AL 36604	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF COLLIN COUNTY PO BOX 1601 ALLETOWN,TX 75013	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
Total  3a				1,451,560


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>				
FAMILY PROMISE OF FULTONDEKALB 1978 MOUNT VERNON RD DUNWOODY,GA 30338	N/A	N/A	SUPPORT GENERAL PROGRAMS	250
FAMILY PROMISE OF GASTON COUNTY PO BOX 67 GASTONIA,NC 28053	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF GREATER CLEVELAND 3470 EAST 152ND STREET CLEVELAND,OH 44120	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF GREATER GUILFORD COUNTY 707 N GREENE STREET GREENSBORO,NC 27401	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
FAMILY PROMISE OF GREATER INDIANAPOLIS 1850 N ARSENAL INDIANAPOLIS,IN 46218	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF GREATER LAFAYETTE PO BOX 825 LAFAYETTE,IN 47902	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF GREATER ROANOAKE 37 EAST CLAY STREET SALEM,VA 24153	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF GREATER TOLEDO PO BOX 20039 TOLEDO,OH 43610	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF GWINNETT PO BOX 464971 LAWRENCEVILLE,GA 30042	N/A	N/A	SUPPORT GENERAL PROGRAMS	250
FAMILY PROMISE OF HARRISBURG CAPITAL 524 HUMMEL AVENUE LEMOYNE,PA 17043	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF IRVING PO BOX 177516 IRVING,TX 75017	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,000
FAMILY PROMISE OF JACKSONVILLLE PO BOX 40363 JACKSONVILLE,FL 32203	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF LAKE HOUSTON 111 SOUTH AVENUE G HUMBLE,TX 77338	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
FAMILY PROMISE OF LEE COUNTY 2302 WOODLAND AVENUE SANFORD,NC 27330	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF LIMAALLEN COUNTY 129 SOUTH PIERCE ST LIMA,OH 45801	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
Total  3a				1,451,560


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>				
FAMILY PROMISE OF LORAIN COUNTY PO BOX 179 ELYRIA,OH 44036	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF MONROE COUNTY 1274 N NINTH STREET STROUDSBURD,PA 18360	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF MONTGOMERY COUNTY PO BOX 692 CONROE,TX 77305	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
FAMILY PROMISE OF MONTGOMERY PO BOX 36 MONTGOMERY,AL 36101	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
FAMILY PROMISE OF MOORE COUNTY PO BOX 1173 ABERDEEN,NC 28315	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF OUACHITA PO BOX 8277 MONROE,LA 71211	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF ROCHESTER 34 MEIGS STREET ROCHESTER,NY 14607	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF SOUTHWESTERN PA 297 EAST BEAU ST WASHINGTON,PA 15301	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF SUMMIT COUNTY 77 WEST MILLER AVENUE AKRON,OH 44301	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF YORK COUNTY 404 EAST MAIN STREET ROCK HILL,SC 29730	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
FEEDING AMERICA - KENTUCKY'S HEARTLAND PO BOX 313 PETERSON DRIVE ELIZABETHTOWN,KY 42702	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,900
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD RICHMOND,VA 23227	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,520
FIRST STEP FOOD BANK 4045 NE 36TH AVE OCALA,FL 34479	N/A	N/A	SUPPORT GENERAL PROGRAMS	430
FOOD BANK OF ALBERMARLE PO BOX 1704 ELIZABETH CITY,NC 279061704	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,665
FOOD BANK OF CENTRAL & EASTERN NC INC 3808 TARHEEL DRIVE RALEIGH,NC 27609	N/A	N/A	SUPPORT GENERAL PROGRAMS	24,300
Total  3a				1,451,560


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 Paid during the year				
FOOD BANK OF CENTRAL LOUISIANA 3223 BALDWIN AVENUE ALEXANDRIA,LA 71301	N/A	N/A	SUPPORT GENERAL PROGRAMS	350
FOOD BANK OF CENTRAL NY 6970 SCHUYLER ROAD EAST SYRACUSE,NY 13057	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,180
FOOD BANK OF NORTH ALABAMA 2000 B VERNON AVE SW HUNTSVILLE,AL 35805	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,200
FOOD BANK OF NORTHEAST LOUISIANA 4600 CENTRAL AVENUE MONROE,LA 71203	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,050
FOOD BANK OF NORTHERN INDIANA 702 S CHAPIN STREET SOUTH BEND,IN 46601	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,100
FOOD BANK OF NORTHWEST INDIANA 2248 W 35TH AVENUE GARY,IN 46408	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,965
FOOD BANK OF NORTHWEST LOUISIANA 2307 TEXAS AVENUE SHREVEPORT,LA 71103	N/A	N/A	SUPPORT GENERAL PROGRAMS	350
FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23504	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,800
FOOD BANK OF SOUTHERN TIER 945 COUNTY ROUTE 64 ELMIRA,NY 14903	N/A	N/A	SUPPORT GENERAL PROGRAMS	545
FOOD BANK OF THE GOLDEN CRESCENT 3809 EAST RIO GRANDE STREET VICTORIA,TX 779011727	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FOOD BANK OF VIRGINIA PENINSULA 9912 HOSIER STREET NEWPORT NEWS,VA 23601	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,400
FOOD BANK OF WESTERN NY 91 HOLT STREET BUFFALO,NY 14206	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,180
FOOD FINDERS FOOD BANK INC 50 OLYMPIA CT LAFAYETTE,IN 479095182	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FOODLINK INC 936 EXCHANGE ST ROCHESTER,NY 14608	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,725
FORT BEND FAMILY PROMISE 1424 FM 1092 MISSOURI CITY,TX 77459	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
Total  3a				1,451,560


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

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Name and address (home or business)				
a Paid during the year				
FOUNDATION OF THE HOMELESS PO BOX 28006 AUSTIN,TX 78755	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,000
FREDERICKSBURG AREA FOOD BANK 3631 LEE HILL DRIVE FREDERICKSBURG,VA 22408	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,040
FREESTORE FOOD BANK 1141 CENTRAL PARKWAY CINCINNATI,OH 45202	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,825
GLEANERS FOOD BANK OF INDIANA 3737 WALDEMERE AVENUE INDIANAPOLIS,IN 46241	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,050
GOD'S PANTRY FOOD BANK 1685 JAGGIE FOX WAY LEXINGTON,KY 40511	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,110
GOLDEN HARVEST FOOD BANK 13 ENTERPRISE AVENUE AIKEN,SC 29803	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,425
GOOD NEIGHBOR CUPBOARD 313 SOUTH TOWER ST SUITE 113 ANDERSON,SC 29624	N/A	N/A	SUPPORT GENERAL PROGRAMS	670
GOSHEN INTERFIATH HOSPITALITY NETWORK 105 SOUTH THIRD STREET GOSHEN,IN 46528	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
GREATER BATON ROUGE FOOD BANK 5546 CHOCTAW DRIVE BATON ROUGE,LA 70805	N/A	N/A	SUPPORT GENERAL PROGRAMS	700
GREATER BERKS FOOD BANK 1011 TUCKERTON COURT READING,PA 19605	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO,IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
GREATER PITTSBURGH COMMUNITY FOOD BANK 1 NORTH LINDEN STREET DUQUESNE,PA 15110	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
GREENVILLE AREA IHN PO BOX 2083 GREENVILLE,SC 29602	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
GRIEF RESOURCE CENTER 25775 OAK RIDGE DRIVE STE 150 THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
HARVEST HOPE FOOD BANK 2220 SHOP ROAD COLUMBIA,SC 29202	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,665
Total  3a				1,451,560


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 Paid during the year				
HARVEST TEXARKANA 3120 E 19TH STREET TEXARKANA,TX 71854	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
HEALING SPECIES TEXAS 115 SPRINGS EDGE MONTGOMERY,TX 77356	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
HELPING A HERO (OP CENTER) PO BOX 19310 HOUSTON,TX 77024	N/A	N/A	SUPPORT GENERAL PROGRAMS	25,000
HIGH PLAINS FOOD BANK PO BOX 31803 AMARILLO,TX 791201803	N/A	N/A	SUPPORT GENERAL PROGRAMS	330
HOOSIER HILLS FOOD BANK 617 N FAIRVIEW STREET BLOOMINGTON,IN 47404	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,310
HOPE ALLIANCE 1011 GATTIS SCHOOL RD 106 ROUND ROCK,TX 78664	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
HOUSE OF AMOS 8030 BOONE ROAD HOUSTON,TX 77072	N/A	N/A	SUPPORT GENERAL PROGRAMS	250
HOUSTON FOOD BANK (CHEF MARK COX) 3811 EASTEX FREEWAY HOUSTON,TX 77026	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
HOUSTON FOOD BANK 3811 EASTEX FREEWAY HOUSTON,TX 77026	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,000
HUMBLE AREA ASSISTANCE MINISTRIES 1204 1ST STREET E HUMBLE,TX 77338	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
IHN OF GREATER CINCINNATI 990 NAUSSAU STREET CINCINNATI,OH 45206	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
IHN OF GREEN COUNTY 124 S DETROIT STREET XENIA,OH 45385	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
IHN OF INDIAN VALLEY PO BOX 64183 SOUDERTON,PA 18964	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
IHN OF SPRINGFIELD 501 WEST HIGH STREET SPRINGFIELD,OH 45506	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
IHN OF WARREN COUNTY 203 E WARREN STREET LEBANON,OH 45036	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
Total  3a				1,451,560


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>				
INTERFAITH OF THE WOODLANDS 4242 INTERFAITH WAY THE WOODLANDS,TX 77381	N/A	N/A	SUPPORT GENERAL PROGRAMS	24,000
ISAIAH 58 809 SCURRY STREET BIG SPRING,TX 79720	N/A	N/A	SUPPORT GENERAL PROGRAMS	525
JUST NEIGHBOR'S FAITH HOSPITALITY NETWORK 2925 EAST STATE BOULEVARD FT WAYNE,IN 46805	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
LIFE BEYOND CANCER 21 WATERWAY AVENUE STE 300 THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
LONE STAR FAMILY HEALTH CENTER 605 SOUTH CONROE MEDICAL CENTER CONROE,TX 77304	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
LONGVIEW INTERFAITH HOSPITALITY NETWORK 700 N EDITH ST LONGVIEW,TX 75601	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
LOWCOUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON,SC 29405	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,425
LOWER VALLEY COOPERATIVE MINISTRIES PO BOX 201 SPRINGDALE,PA 15144	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
LUTHERAN SOCIAL SERVICES OF NE FLORIDA 4615 PHILLIPS HIGHWAY JACSONVILLE,FL 32207	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,290
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE,NC 288052445	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,330
MARYLAND FOOD BANK - EASTERN SHORE 28500 OWENS BRANCH RD PO BOX 804 SALISBURY,MD 218030804	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,150
MARYLAND FOOD BANK 2200 HALETHROPE FARMS ROAD BALTIMORE,MD 21227	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,680
MIDDLE GEORGIA COMMUNITY FOOD BANK INC 4490 OCUMULGEE EAST BLVD MACON,GA 31217	N/A	N/A	SUPPORT GENERAL PROGRAMS	225
MID-OHIO FOODBANK 3960 BROOKHAM DRIVE GROVE CITY,OH 43123	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,700
MID-SOUTH FOOD BANK 239 DUDLEY STREET MEMPHIS,TN 38104	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,580
Total  3a				1,451,560


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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				
MISSION 2540 PO BOX 20771 AMARILLO,TX 79114	N/A	N/A	SUPPORT GENERAL PROGRAMS	330
MISSISSIPPI FOOD NETWORK PO BOX 411 JACKSON,MS 39205	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,375
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY,AL 361082107	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,200
MONTGOMERY COUNTY EMERGENCY ASSISTANCE 1022 MCCALL AVENUE CONROE,TX 773012228	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
MONTGOMERY COUNTY FOOD BANK 111 SOUTH 2ND STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	200,000
MONTGOMERY COUNTY WOMEN'S CENTER 1600 LAKE FRONT CIRCLE THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	12,500
MONTGOMERY COUNTY YOUTH SERVICES PO BOX 1316 CONROE,TX 77305	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
MOUNTAINEER FOOD BANK 484 ENTERPRISE DRIVE GASSAWAY,WV 22624	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,730
NORTH CHANNEL ASSISTANCE MINISTRIES 13837 1/2 BONHAM HOUSTON,TX 77015	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
NORTH COUNTY YMCA 10245 OWEN DRIVE CONROE,TX 77304	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
NORTH TEXAS FOOD BANK 4500 COCKRELL HILL ROAD DALLAS,TX 752362028	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,570
NORTHERN ILLINOIS FOOD BANK 6000 INDUSTRIAL DRIVE ST CHARLES,IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,700
NORTHWEST ASSISTANCE MINISTRIESIHN OF NW HOUSTON 15555 KUYKENDAHL RD HOUSTON,TX 77090	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,000
NORTHWEST HARRIS COUNTY HABITAT FOR HUMANITY PO BOX 682785 HOUSTON,TX 77268	N/A	N/A	SUPPORT GENERAL PROGRAMS	60,000
PANTHER CREEK INSPIRATION RANCH 25902 GLEN LOCH DRIVE THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
Total  3a				1,451,560


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Name and address (home or business)				
a Paid during the year				
PEARLAND NEIGHBORHOOD CENTER 2335 N TEXAS AVE PEARLAND,TX 77581	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
PEORIA AREA FOOD BANK 721 WEST MCBEAN STREET PEORIA,IL 61605	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,700
PHILABUNDANCE INC 3616 SOUTH GALLOWAY STREET PHILADELPHIA,PA 19148	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
REGIONAL FOOD BANK OF NORTHEASTER NY 965 ALBANY-SHAKER ROAD LATHAM,NY 12110	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,090
RIVER BEND FOOD BANK 309 12TH STREET MOLINE,IL 61265	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,700
SAMARITAN INN 1710 NORTH MCDONALD STREET MCKINNEY,TX 75071	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 W SAN ANTONIO,TX 78227	N/A	N/A	SUPPORT GENERAL PROGRAMS	17,000
SAN BENITO FOOD PANTRY 160 E STENGER SAN BENITO,TX 78586	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
SECOND HARVEST FOOD BANK OF CLARK CHAMPAIGN & LOGAN COUNTIES 701 E COLUMBIA STREET SPRINGFIELD,OH 45503	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,435
SECOND HARVEST FOOD BANK OF EAST CENTRAL INDIANA 6621 N OLD SR 3 MUNCIE,IN 47303	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,620
SECOND HARVEST FOOD BANK OF GREATER NO AND ACADIANA 215 E PINHOOK RD LAFAYETTE,LA 70501	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,200
SECOND HARVEST FOOD BANK OF METROLINA NC 500 - B SPRATT STREET CHARLOTTE,NC 28206	N/A	N/A	SUPPORT GENERAL PROGRAMS	17,610
SECOND HARVEST FOOD BANK OF NORTH CENTRAL OHIO 7445 DEER TAIL LANE LORAIN,OH 44053	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,435
SECOND HARVEST FOOD BANK OF NORTHWEST NC INC 3655 REED STREET WINSTONSALEM,NC 271075428	N/A	N/A	SUPPORT GENERAL PROGRAMS	20,800
SECOND HARVEST FOOD BANK OF NW PENNSYLVANIA 1507 GRIMM DRIVE ERIE,PA 16501	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
Total  3a				1,451,560


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Name and address (home or business)				
a <i>Paid during the year</i>				
SECOND HARVEST FOOD BANK OF SOUTHEAST NC 406 DEEP CREEK ROAD FAYETTEVILLE,NC 28312	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
SECOND HARVEST FOOD BANK OF THE LEHIGH VALLEY AND NE PA 2045 HARVEST WAY ALLENTOWN,PA 18104	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
SECOND HARVEST FOOD BANK OF THE MAHONING VALLEY 2805 SALT SPRINGS ROAD YOUNGSTOWN,OH 44509	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,900
SHARED HARVEST FOOD BANK 5901 DIXIE HIGHWAY FAIRFIELD,OH 450144207	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,435
SHEPHERD'S STAFF MINISTRIESINC 76 BAY CREEK ROAD LOGANVILLE,GA 30052	N/A	N/A	SUPPORT GENERAL PROGRAMS	225
SOUTHEAST TEXAS FOOD BANK PO BOX 21012 BEAUMONT,TX 77705	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
SPARTANBURG IHN 899 S PINE STREET SPARTANBURG,SC 29302	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
SPECIAL ANGELS OF THE WOODLANDS 230 SPRING HILL DRIVE SUITE 325 SPRING,TX 773863712	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,000
ST LOUIS AREA FOOD BANK 70 CORPORATE WOODS DRIVE ST LOUIS,MO 63044	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
SUNCOAST HARVEST FOOD BANK PO BOX 1613 5829 EHREN CUTOFF LAND OLAKES,FL 34639	N/A	N/A	SUPPORT GENERAL PROGRAMS	430
TAMINA COMMUNITY CENTER 18955 MAIN STREET CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH,TX 76107	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,350
TERRE HAUTE CATHOLIC CHURCH FOOD BANK 2931 OHIO BOULEVARD TERRE HAUTE,IN 47803	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,965
TEXAS NEW COMMUNITY ALLIANCE PO BOX 7181 THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,500
THE BEEVILLE VINEYARD INC 210 NORTH MONROE BEEVILLE,TX 78102	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
Total  3a				1,451,560

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Name and address (home or business)				
a Paid during the year				
THE COMMUNITY CLINIC 101 PINE MANOR DR CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,000
THE FOOD BANK INC 427 WASHINGTON STREET DAYTON,OH 45402	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,350
THE FRIENDSHIP CENTER 1202 CALLAHAN CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
THE HUNTINGTON AREA FOOD BANK 1327 7TH AVENUE HUNTINGTON,WV 25701	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,030
THE ROSE 12700 NORTH FEATHERWOOD STE 260 HOUSTON,TX 77034	N/A	N/A	SUPPORT GENERAL PROGRAMS	210,000
THE STOREHOUSE 4307 ALPHA ROAD DALLAS,TX 75244	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
TOLEDO FOOD BANK 24 EAST WOODRUFF AVENUE TOLEDO,OH 436045263	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,735
TOMAGWA CLINIC 13414 MEDICAL COMPLEX DR 1 TOMBALL,TX 77375	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
TRI-STATE FOOD BANK - KENTUCKY 801 EAST MICHIGAN STREET EVANSVILLE,KY 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,225
TRI-STATE FOOD BANK - ILLINOIS 801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,600
TRI-STATE FOOD BANK - INDIANA 801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	670
UNITED WAY COMMUNITY FOOD BANK 107 WALTER DAVIS DRIVE BIRMINGHAM,AL 35209	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,800
WAKE IHN 903 METHOD ROAD RALEIGH,NC 27606	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,000
WAYNE COUNTY PANTRY PROGRAM 323 TENTH STREET HONESDALE,PA 18405	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
WEINBERG REGIONAL FOOD BANK 165 AMBER LANE PO BOX 1127 WILKESBARRE,PA 187031127	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,500
Total  3a				1,451,560

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Name and address (home or business)				
a <i>Paid during the year</i>				
WEST ALABAMA FOOD BANK PO BOX 805 BORTHPORT,AL 35476	N/A	N/A	SUPPORT GENERAL PROGRAMS	440
WEST OHIO FOOD BANK 1380 EAST KIBBY STREET LIM,OH 458021566	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,350
WESTMORELAND COUNTY FOOD BANK 101 DEVONSHIRE DRIVE DELMONT,PA 156261607	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
YOUTH-REACH HOUSTON POBOX 9631 HOUSTON,TX 77213	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
Total  3a				1,451,560

<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 <u>www.irs.gov/form990</u>.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE WOODFOREST CHARITABLE FOUNDATION</div>	<div>Employer identification number</div> <div>20-2516951</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<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>
Form 990-PF	<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>

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).

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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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
 ____	See Additional Data Table _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
 ____	_____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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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 THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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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	
_____		_____	
_____		_____	
_____		_____	

Additional Data

Software ID:

Software Version:

EIN: 20-2516951

Name: THE WOODFOREST CHARITABLE FOUNDATION

Form 990 Schedule B, 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
<div>1</div>	<div>INSTITUTIONAL INSURANCE GROUP</div> <div>18 SHIPYARD DRIVE</div> <div>HINGHAM, MA 02043</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>2</div>	<div>MICHAEL VICKI RICHMOND</div> <div>59 N ROYAL FERN</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 75,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>3</div>	<div>ROBERT KIM MARLING</div> <div>30 S TRANQUIL PATH</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 13,500</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>4</div>	<div>SMITH SOUTHERN EQUIPMENT</div> <div>6113 87TH STREET</div> <div>LUBBUCK, TX 79424</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>5</div>	<div>THE J BEARD COMPANY</div> <div>25231 GROGANS MILL RD STE 225</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>6</div>	<div>UNITED HEALTHCARE</div> <div>1333 WEST LOOP S SUITE 1100</div> <div>HOUSTON, TX 77027</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>7</div>	<div>JAMES DREIBELBIS</div> <div>24607 NICHOLS SAWMILL RD</div> <div>MAGNOLIA, TX 77355</div>	<div>\$ 5,875</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>8</div>	<div>GRANT THORNTON</div> <div>700 MILAM STREET</div> <div>HOUSTON, TX 77002</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>9</div>	<div>DELL INC</div> <div>15548 VICTORIAS WAY DRIVE</div> <div>MONTGOMERY, TX 77316</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>10</div>	<div>RBR LLC</div> <div>7123 FM 1488</div> <div>MAGNOLIA, TX 77354</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>11</div>	<div>TRITON SYSTEMS OF DELAWARE LLC</div> <div>21405 B STREET</div> <div>LONG BEACH, MS 39560</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>12</div>	<div>ALVAREZ AND MARSAL</div> <div>700 LOUISIANA STREET SUITE 900</div> <div>HOUSTON, TX 77002</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>13</div>	<div>FIRST DATA CORPORATION</div> <div>5600 WESTHEIMER</div> <div>HOUSTON, TX77056</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>14</div>	<div>OMNIVEX</div> <div>3300 HIGHWAY 7 SUITE 501</div> <div>CONCORD, ONTARIO L4K4M3 CA</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>15</div>	<div>WOODFOREST NATIONAL BANK</div> <div>1330 LAKE ROBBINS DRIVE</div> <div>THE WOODLANDS, TX77380</div>	<div>\$ 5,000,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>16</div>	<div>CURTIS 1000</div> <div>987 AUTUMN OAK CIRCLE</div> <div>CONCORD, CA 94521</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>17</div>	<div>GREENPAGES INC</div> <div>PO BOX 9001</div> <div>KITTERY, ME 03904</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>18</div>	<div>HARLAND CLARKE</div> <div>16206 BONTURA STREET</div> <div>CYPRESS, TX77429</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>19</div>	<div>MASTERCARD</div> <div>363 CORDELL DRIVE</div> <div>DANVILLE, CA 94526</div>	<div>\$ 7,500</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>20</div>	<div>MIRAND RESPONSE SYSTEMS INC</div> <div>16211 PARK TEN PLACE</div> <div>HOUSTON, TX 77084</div>	<div>\$ 24,417</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>21</div>	<div>PINNACLE FINANCIAL STRATEGIES</div> <div>1235 NORTH LOOP WEST</div> <div>HOUSTON, TX 77008</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>22</div>	<div>RENOVATIONS UNLIMITED</div> <div>901 HWY 90A</div> <div>RICHMOND, TX 77046</div>	<div>\$ 14,760</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>23</div>	<div>SHI INTERNATIONAL</div> <div>1301 SOUTH MO-PAC EXPRESWAY</div> <div>AUSTIN, TX 78746</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>24</div>	<div>TELOGISTICS INC</div> <div>550 CLUB DRIVE</div> <div>MONTGOMERY, TX 77316</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>25</div>	<div>US BANK</div> <div>461 FIFTH AVENUE</div> <div>NEW YORK, NY 10017</div>	<div>\$ 14,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>26</div>	<div>XEROXACS</div> <div>2312 WEAGLE FEATHER RD</div> <div>PHOENIX, AZ 85085</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>27</div>	<div>FIDELITY INFORMATION SERVICES LLC</div> <div>5917A DOLORES ST</div> <div>HOUSTON, TX 77057</div>	<div>\$ 23,797</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>28</div>	<div>MERCHANT CHOICE PAYMENT SOLUTIONS</div> <div>25231 GROGANS MILL RD</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 125,047</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>29</div>	<div>CORPORATE INCENTIVES</div> <div>26414 OAK RIDGE DRIVE</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>30</div>	<div>JP MORGAN</div> <div>420 THROCKMORTON</div> <div>FT WORTH, TX 76102</div>	<div>\$ 7,263</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>31</div>	<div>KRONOS</div> <div>600 EAST LAS COLINAS BLVD</div> <div>IRVING, TX75039</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>32</div>	<div>DISCOVER FINANCIAL SERVICES</div> <div>1301 MCKINNEY</div> <div>HOUSTON, TX77010</div>	<div>\$ 6,917</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>33</div>	<div>RIDENOUR HIENTON & LEWIS PLLC</div> <div>12807 JONES RD</div> <div>HOUSTON, TX77070</div>	<div>\$ 7,500</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

TY 2014 Accounting Fees Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	18,064	0	18,064	0

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE WOODFOREST CHARITABLE FOUNDATION
EIN: 20-2516951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK INVESTMENTS	32,177,375	31,510,309

TY 2014 Other Expenses Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,232	0	3,232	0
FILING FEES	1,763	0	1,763	0
PUBLIC RELATIONS	1,200	0	1,200	0
FUNDRAISING	5,000	0	0	5,000
OTHER EXPENSE	24,143	0	24,143	0
CREDIT CARD FEES	3,649	0	3,649	0

TY 2014 Other Income Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	418,106	418,106	

TY 2014 Other Increases Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Amount
PRIOR YEAR UNREALIZED GAIN	1,155,357
CURRENT YEAR PAYMENT - PROMISE TO GIVE	260,000

TY 2014 Other Liabilities Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Description	Beginning of Year - Book Value	End of Year - Book Value
CHARITY COMMITMENT	847,029	651,353

TY 2014 Other Professional Fees Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	210,821	210,821	0	0

TY 2014 Substantial Contributors Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Name	Address
WOODFOREST NATIONAL BANK	1330 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380

TY 2014 Taxes Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	20,353	0	20,353	0