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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of foundation: THE LOYD CHARITABLE FOUNDATION. A Employer identification number: 27-0772882. B Telephone number: (713) 461-2296. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 10,220,934. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 3,483,919 and Excess of revenue over expenses of 5,847,423.

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,774,701	5,577,357	5,601,447		
	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)	942,862	198,281	2,094,487		
	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)	525,818	2,525,000	2,525,000		
	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)	3,243,381	8,300,638	10,220,934			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons		104,526			
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	104,526			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	3,243,381	8,196,112			
30	Total net assets or fund balances (see instructions)	3,243,381	8,196,112				
31	Total liabilities and net assets/fund balances (see instructions)	3,243,381	8,300,638				

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	3,243,381
2	Enter amount from Part I, line 27a	2	5,847,423
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,411
4	Add lines 1, 2, and 3	4	9,092,215
5	Decreases not included in line 2 (itemize) ▶ _____	5	896,103
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,196,112

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES			
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 1,668,740		744,580	924,160
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			924,160
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	924,160
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	924,160

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	1,630,060	5,524,508	0.295060
2012	3,202,471	6,298,978	0.508411
2011	2,228,146	4,599,730	0.484408
2010	2,280,063	1,388,104	1.642574
2009	194,675	986,578	0.197323

2 Total of line 1, column (d).	2	3.127776
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	0.625555
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,752,487
5 Multiply line 4 by line 3.	5	2,347,387
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9,971
7 Add lines 5 and 6.	7	2,357,358
8 Enter qualifying distributions from Part XII, line 4.	8	3,483,919

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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,971
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	9,971
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	9,971
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	30,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	30,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	224
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,805
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 19,805 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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?		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>		No
c Did the foundation file Form 1120-POL for this year?		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>		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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		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?		No
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? <i>If "No," attach explanation .</i>	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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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? Website address N/A	13	Yes	
14	The books are in care of PAUL PENNY LOYD Telephone no (713) 461-2296 Located at 108 SHASTA DR HOUSTON TX ZIP+4 77024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL B LOYD JR 108 SHASTA DR HOUSTON, TX 77024	CHAIRMAN 1 00	0	0	0
PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	VICE-CHAIRMAN 1 00	0	0	0
KELLY LOYD 108 SHASTA DR HOUSTON, TX 77024	SECRETARY 1 00	0	0	0
JESSICA REQUA 108 SHASTA DR HOUSTON, TX 77024	TREASURER 1 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

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	▶

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	2,233,815
b	Average of monthly cash balances.	1b	947,087
c	Fair market value of all other assets (see instructions).	1c	628,729
d	Total (add lines 1a, b, and c).	1d	3,809,631
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	3,809,631
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,144
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,752,487
6	Minimum investment return. Enter 5% of line 5.	6	187,624

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	187,624
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	9,971
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,971
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	177,653
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	177,653
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	177,653

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	3,483,919
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	3,483,919
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	9,971
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,473,948

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				177,653
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	181,295			
b From 2010.	2,210,776			
c From 2011.	1,999,280			
d From 2012.	2,891,077			
e From 2013.	1,383,640			
f Total of lines 3a through e.	8,666,068			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>3,483,919</u>				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				177,653
e Remaining amount distributed out of corpus	3,306,266			
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	11,972,334			
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				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)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	181,295			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,791,039			
10 Analysis of line 9				
a Excess from 2010.	2,210,776			
b Excess from 2011.	1,999,280			
c Excess from 2012.	2,891,077			
d Excess from 2013.	1,383,640			
e Excess from 2014.	3,306,266			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 3,404,675
b <i>Approved for future payment</i> See Additional Data Table				
Total				3b 6,692,500

Form 990PF Part XV Line 1a - 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).

PAUL B LOYD JR

PENNY LOYD

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>				
A CHILD'S HOPE 16545 VILLAGE DR BLDG A STE 200 JERSEY VILLAGE, TX 77040	N/A	PC	CHARITABLE	500
ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	N/A	PC	CHARITABLE	10,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MAIL STOP 160 HOUSTON, TX 77030	N/A	PC	CHARITABLE	14,355
BAYOU PRESERVATION ASSOCIATION INC 3201 ALLEN PARKWAY STE 200 HOUSTON, TX 77219	N/A	PC	CHARITABLE	3,000
BE THE MATCH FOUNDATION 3001 BROADWAY ST NE STE 100 MINNEAPOLIS, MN 55413	N/A	PC	CHARITABLE	25,000
BOYS & GIRLS HARBOR INC 514 BAYRIDGE RD LA PORTE, TX 77571	N/A	PC	CHARITABLE	5,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A	PC	CHARITABLE	97,350
CASA DE ESPERANZA 410 ARCADIAN AVE WAUKESHA, WI 53186	N/A	PC	CHARITABLE	1,900
COLLEGE FOOTBALL ASSISTANCE FUND 8930 WEST SUNSET ROAD STE 240 LAS VEGAS, NV 89148	N/A	PC	CHARITABLE	25,000
CITIZENS FOR ANIMAL PROTECTION 17555 KATY FWY HOUSTON, TX 77094	N/A	PC	CHARITABLE	29,500
CROHN'S & COLITIS FOUNDATION OF AMERICA 386 PARK AVENUE SOUTH 17TH FLOOR NEW YORK, NY 10016	N/A	PC	CHARITABLE	14,500
EL DORADO FOUNDATION INC 312 MAIN ST STE 201 PLACERVILLE, CA 95667	N/A	PC	CHARITABLE	5,000
FEEDING HUNGRY BABIES 2002 SOUTH WAYSIDE DR STE 113 HOUSTON, TX 77023	N/A	PC	CHARITABLE	5,000
GEORGE W BUSH FOUNDATION PO BOX 600610 DALLAS, TX 75360	N/A	PC	CHARITABLE	25,000
GEORGE W BUSH PRESIDENTIAL CENTER PO BOX 600610 DALLAS, TX 75360	N/A	PC	CHARITABLE	24,447
Total			3a	3,404,675

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>				
HIGHLAND BELLES HPHS DRILL TEAM 4220 EMERSON AVE DALLAS, TX 75205	N/A	PC	CHARITABLE	1,000
HOUSTON AREA PASTOR COUNCIL 11902 JONES RD HOUSTON, TX 77070	N/A	PC	CHARITABLE	2,500
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN RD HOUSTON, TX 77074	N/A	PC	CHARITABLE	25,100
HOUSTON CHILDREN'S CHARITY 230 WESTCOTT STE 202 HOUSTON, TX 77007	N/A	PC	CHARITABLE	94,000
HOUSTON LIVESTOCK SHOW AND RODEO PO BOX 20070 HOUSTON, TX 77225	N/A	PC	CHARITABLE	5,000
HOUSTON POLICE FOUNDATION PO BOX 346 HOUSTON, TX 77001	N/A	PC	CHARITABLE	2,500
HOUSTON TRI DELTA PHILANTHROPIES 2331 BROOKHOLLOW DR ARLINGTON, TX 77219	N/A	PC	CHARITABLE	10,000
INTERFAITH CARE PARTNERS 701 N POST OAK RD STE 330 HOUSTON, TX 77024	N/A	PC	CHARITABLE	1,000
JUNE JONES FOUNDATION PO BOX 753139 DALLAS, TX 75275	N/A	PC	CHARITABLE	118,392
LOS CABOS CHILDREN'S FOUNDATION PO BOX 2057 SIOUX FALLS, SD 57105	N/A	PC	CHARITABLE	70,200
MEN OF DISTINCTION FUND AT THE GREATER HOUSTON PO BOX 130630 HOUSTON, TX 77219	N/A	PC	CHARITABLE	25,000
MENTAL HEALTH ASSOCIATION OKLAHOMA 1870 SOUTH BOULDER AVE TULSA, OK 74119	N/A	PC	CHARITABLE	1,000
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CHARITABLE	12,700
NATIONAL MS SOCIETY 733 THIRD AVE THIRD FLOOR NEW YORK, NY 10017	N/A	PC	CHARITABLE	24,650
NATIONAL PKU ALLIANCE PO BOX 501 TOMAHAWK, WI 54487	N/A	PC	CHARITABLE	5,000
Total			3a	3,404,675

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>				
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS, TX 75219	N/A	PC	CHARITABLE	24,650
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVE STE 200 MANHATTAN BEACH, CA 90266	N/A	PC	CHARITABLE	6,000
POLYNESIAN FOOTBALL HALL OF FAME PO BOX 11266 HONOLULU, HI 96828	N/A	PC	CHARITABLE	8,500
QUERENCIA FAMILY RELIEF FUND 1111 MAIN ST 2ND FLOOR CONWAY, AR 72032	N/A	PC	CHARITABLE	5,000
READING PARTNERS 180 GRAND AVE STE 800 OAKLAND, CA 94612	N/A	PC	CHARITABLE	54
SEALS LEGACY 1401 MCKINNEY STE 2222 HOUSTON, TX 77010	N/A	PC	CHARITABLE	122,400
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	N/A	PC	CHARITABLE	1,956,052
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVE DALLAS, TX 75204	N/A	PC	CHARITABLE	29,250
THE 100 CLUB 5555 SAN FELIPE ST STE 520 HOUSTON, TX 77056	N/A	PC	CHARITABLE	200
THE BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON, TX 77006	N/A	PC	CHARITABLE	3,000
THE CRYSTAL CHARITY BALL 3838 OAK LAWN AVE STE L150 DALLAS, TX 75219	N/A	PC	CHARITABLE	17,950
THE MISSION OF YAHWEH 10247 ALGIERS HOUSTON, TX 77041	N/A	PC	CHARITABLE	10,435
THE RISE SCHOOL SUPPORT ORGANIZATION 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	N/A	PC	CHARITABLE	2,500
THE SALVATION ARMY WOMEN'S AUXILIARY OF HOUSTON 1500 AUSTIN ST HOUSTON, TX 77002	N/A	PC	CHARITABLE	13,000
THEATRE UNDER THE STARS 800 BAGBY STE 200 HOUSTON, TX 77002	N/A	PC	CHARITABLE	26,100
Total				3,404,675

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>				
TRINITY CHURCH 4300 COLE AVE DALLAS, TX 75205	N/A	PC	CHARITABLE	41,000
UDT-SEALS ASSOCIATION INC PO BOX 5965 VIRGINIA BEACH, VA 23471	N/A	PC	CHARITABLE	5,190
UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO, IL 60611	N/A	PC	CHARITABLE	43,750
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON, TX 77007	N/A	PC	CHARITABLE	102,500
UNIVERSITY OF HOUSTON PO BOX 867 HOUSTON, TX 77001	N/A	PC	CHARITABLE	12,500
URBAN YOU TURN PO BOX 11330 HONOLULU, HI 96828	N/A	PC	CHARITABLE	5,000
VCOM VIRGINIA CAMPUS 2265 KRAFT DRIVE BLACKSBURG, VA 24060	N/A	PC	CHARITABLE	13,750
VISION AMERICA PO BOX 2606 HOUSTON, TX 77252	N/A	PC	CHARITABLE	5,000
ZOO FRIENDS OF HOUSTON INC 1513 CAMBRIDGE HOUSTON, TX 77030	N/A	PC	CHARITABLE	2,300
DIKEMBE MUTOMBO FOUNDATION PO BOX 674227 MARIETTA, GA 30006	N/A	PC	CHARITABLE	150,000
THE AMERICAN CHOIRBOY SCHOOL PO BOX 7468 PRINCETON, NJ 08543	N/A	PC	CHARITABLE	115,000
Total				3,404,675

TY 2014 Accounting Fees Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	1,740	870	0	870
TAX PREPARATION FEES	8,744	4,372	0	4,372

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE LOYD CHARITABLE FOUNDATION**EIN:** 27-0772882

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARRIZO OIL & GAS INC	12,665	894,400
CISCO SYSTEMS INC	60,854	118,214
HOLLYFRONTIER CORP	0	0
INTEL CORP	51,075	136,088
SOLITARIO EXPL & ROYALTY	73,687	52,164
PROSPERITY BANCSHARES INC	0	893,621

TY 2014 Investments - Other Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INFORMANT MEDIA	AT COST	525,000	525,000
ATLAS ENHANCED FUND LTD	AT COST	2,000,000	2,000,000

TY 2014 Other Decreases Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Amount
FMV IN EXCESS OF BASIS ON STOCK CONTRIBUTION	891,603
ADJUSTMENT IN OUTSTANDING CHECKS	4,500

TY 2014 Other Expenses Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	192	192	0	0
CREDIT CARD FEES	60	60	0	0
INSURANCE	900	450	0	450
MANAGEMENT FEES	150	150	0	0
CHARITABLE EVENT	48,000	0	0	48,000
PORTFOLIO DEDUCTIONS FROM SCH K-1	1,208	1,208	0	0

TY 2014 Other Increases Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Amount
ADJUSTMENT TO K-1 DISTRIBUTION	145
OTHER ADJUSTMENTS	1,266

TY 2014 Taxes Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	56,300	0	0	0

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2014

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE LOYD CHARITABLE FOUNDATION

Employer identification number

27-0772882

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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 LOYD CHARITABLE FOUNDATION

Employer identification number
27-072882

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
1	PAUL PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	\$ 7,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	PAUL PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	\$ 891,603	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

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
2	16,142 SHS OF PROSPERITY BANCSHARES INC	\$ 891,603	2014-12-23
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

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
_____	_____
_____	_____
_____	_____