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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: CONELY FOUNDATION. A Employer identification number: 27-1555970. B Telephone number: (713) 409-5005. 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: \$ 2,014,323. 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). Total revenue: 390,446. Total expenses: 98,492. Excess of revenue: 291,954. Net investment income: 126,403. Adjusted net income: 84,441.

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

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	23,905	47,727	47,727		
	<b>2</b>	Savings and temporary cash investments . . . . .					
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,072,469 <input type="checkbox"/>	1,229,025	1,370,672		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	145,345 <input type="checkbox"/>	161,609	156,924		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	348,733 <input type="checkbox"/>	414,916	439,000		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,590,452	1,853,277	2,014,323			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	1,590,452	1,853,277			
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,590,452	1,853,277				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,590,452	1,853,277				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,590,452
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	291,954
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>3</b>	2
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,882,408
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>5</b>	29,131
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,853,277

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	108,389
<b>3</b> 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		<b>3</b>	16,780

**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	7,244	1,352,095	0.005358
2012	75,065	929,522	0.080757
2011	31,868	895,385	0.035591
2010	45,303	564,108	0.080309
2009	12,512	313,675	0.039888

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.241903
<b>3</b> 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	<b>3</b>	0.048381
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	1,991,261
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	96,339
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	1,264
<b>7</b> Add lines 5 and 6.	<b>7</b>	97,603
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	84,441

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	2,528
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	2,528
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	2,528
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	2,100
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	2,100
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	57
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	485
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> 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
<b>6</b> 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? . . . . .		
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
<b>b</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	
<b>9</b> 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
<b>10</b> 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)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>MARK CONELY</b> Telephone no <b>(713) 409-5005</b> Located at <b>PO BOX 131053 HOUSTON TX</b> ZIP+4 <b>772191053</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	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	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>1b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 type="checkbox"/>	<b>1b</b>		
<b>1c</b>	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?	<b>1c</b>		
<b>2</b>	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))			
<b>a</b>	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 <b>20__ , 20__ , 20__ , 20__</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b>	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>b</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> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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>b</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</p> <p>If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> 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>b</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>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
MARK CONELY PO BOX 131053 HOUSTON, TX 77219	PRESIDENT, T 2 00	0	0	0
LAURA DEVRIES-CONELY PO BOX 131053 HOUSTON, TX 77219	VICE-PRESIDE 1 00	0	0	0
LAURA BODENHEIMER PO BOX 131053 HOUSTON, TX 77219	DIRECTOR 1 00	0	0	0
IAN CAIN PO BOX 131053 HOUSTON, TX 77219	DIRECTOR 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.

**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. . . . .		

**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
<b>1</b> SCHOLARSHIPS & GRANTS TO VARIOUS UNRELATED INDIVIDUALS TO ATTEND TEXAS A&M UNIVERSITY, HOUSTON COMMUNITY COLLEGE, PRAIRIE VIEW A&M UNIVERSITY, ST JOHN'S UNIVERSITY, UNIVERSITY OF HOUSTON & SAM HOUSTON STATE UNIVERSITY	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,975,046
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	46,539
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,021,585
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,021,585
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	30,324
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,991,261
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	99,563

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	99,563
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	2,528
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,528
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	97,035
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	97,035
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	97,035

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	84,441
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	84,441
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	84,441

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				97,035
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .	2,896			
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .	28,817			
<b>e</b> From 2013. . . . .	1,674			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	33,387			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>84,441</u>				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				84,441
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	12,594			12,594
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,793			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a. . . . .	20,793			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .	19,119			
<b>d</b> Excess from 2013. . . . .	1,674			
<b>e</b> Excess from 2014. . . . .				

**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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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) )

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**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

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**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

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**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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table See Additional Data Table Additional Data Table				
<b>Total . . . . .</b>				70,400
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				3b





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
160 SHS AFFILIATED MANAGER GROUP INC	P	2012-11-29	2014-01-07
5 SHS FACEBOOK INC	P	2014-01-07	2014-06-13
2600 SHS RIDGEWORTH SEIX HY BD-5855	P	2013-12-23	2014-12-19
25 SHS BERKSHIRE HATHAWAY INC	P	2012-12-26	2014-04-01
29 SHS DIAGEO PLC - ADR	P	2012-03-01	2014-02-28
10 SHS INTERCONTINENTAL EXCHANGE GRO	P	2012-02-16	2014-01-07
20 SHS ISHARES MSCI EAFE GROWTH	P	2012-02-16	2014-06-13
10 SHS NATIONAL OILWELL INC COM	P	2012-02-16	2014-06-13
33 SHS AMEX FINANCIAL SELECT SPDR	P	2012-03-01	2014-08-18
24 SHS AFFILIATED MANAGERS GROUP INC	D	2013-12-20	2014-04-01

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
34,587		33,606	981
322		291	31
22,386		25,402	-3,016
3,115		2,233	882
3,657		2,805	852
2,270		1,324	946
1,458		1,135	323
769		746	23
751		494	257
4,901		5,041	-140

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			981
			31
			-3,016
			882
			852
			946
			323
			23
			257
			-140

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
5 SHS FORTUNE BRANDS HOME & SECURITY	P	2014-02-10	2014-06-13
100 SHS RIDGEWORTH SEIX HY BD-I 5855	P	2014-01-14	2014-12-19
5 SHS BERKSHIRE HATHAWAY INC	P	2012-12-26	2014-06-13
11 SHS DIAGEO PLC - ADR	P	2012-03-01	2014-09-29
7 SHS INTERCONTINENTAL EXCHANGE GROU	P	2012-03-01	2014-04-01
50 SHS JPMORGAN CHASE & CO	P	2012-02-16	2014-04-01
5 SHS NOW INC/SH	P	2012-02-16	2014-06-17
262 SHS AMEX FINANCIAL SELECT SPDR	P	2012-05-03	2014-08-18
5 SHS AFFILIATED MANAGERS GROUP INC	D	2013-12-20	2014-06-13
5 SHS GILEAD SCIENCES INC	P	2014-02-10	2014-06-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
199		223	-24
8,610		9,830	-1,220
635		447	188
1,259		1,064	195
1,363		963	400
3,033		1,863	1,170
16		17	-1
5,967		4,051	1,916
982		1,050	-68
402		401	1

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-24
			-1,220
			188
			195
			400
			1,170
			-1
			1,916
			-68
			1

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
5 SHS SALESFORCE COM INC	P	2014-04-21	2014-06-13
2 SHS CATAMARAN CORP	P	2012-05-03	2014-04-21
74 95 SHS DODGE & COX INTL STOCK FD	P	2013-06-07	2014-06-13
10 SHS INTERCONTINENTAL EXCHANGE GRO	P	2012-02-16	2014-04-01
24 SHS JPMORGAN CHASE & CO	P	2012-03-01	2014-04-01
3 5 SHS NOW INC/SH	P	2012-08-15	2014-06-25
5 SHS STARBUCKS CORP COM	P	2013-01-18	2014-06-13
20 SHS AMAZON COM INC	D	2013-12-20	2014-01-07
45 SHS GOOGLE INC	D	2013-12-20	2014-01-07
450 SHS AMEX FINANCIAL SELECT SPDR	P	2014-01-07	2014-08-18

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
267		280	-13
77		92	-15
3,502		2,818	684
1,947		1,324	623
1,456		967	489
124		110	14
372		272	100
7,923		8,005	-82
51,034		24,603	26,431
10,248		9,909	339

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-13
			-15
			684
			623
			489
			14
			100
			-82
			26,431
			339

**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.)
5 SHS CELEGENE CORP COM	P	2012-02-16	2014-06-13
437 44 SHS DREYFUS EMG MKT DEBT LOC	P	2011-07-08	2014-04-09
22 SHS INTUIT COM	P	2012-05-03	2014-05-13
5 SHS JPMORGAN CHASE & CO	P	2012-03-01	2014-06-13
7 25 SHS NOW INC/SH	P	2013-03-27	2014-06-25
33 SHS TRACTOR SUPPLY CO COM	P	2012-12-26	2014-01-07
7 SHS AMAZON COM INC	P	2012-02-17	2014-01-07
15 SHS GOOGLE INC	D	2013-12-20	2014-04-21
240 SHS AMEX FINANCIAL SELECT SPDR	P	2014-01-14	2014-08-18
10 SHS CERNER CORP COM	P	2012-08-24	2014-06-13

**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)
800		376	424
6,177		6,645	-468
1,661		1,298	363
286		201	85
257		207	50
2,524		1,441	1,083
2,773		1,265	1,508
8,080		8,080	
5,466		5,230	236
528		355	173

**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	
			424
			-468
			363
			85
			50
			1,083
			1,508
			236
			173

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
277 96 SHS DREYFUS EMG MKT DEBT LOC	P	2012-02-13	2014-04-09
25 SHS INTUIT COM	P	2012-03-01	2014-05-13
10 SHS ESTEE LAUDER COMPANIES INC	P	2012-02-16	2014-02-28
10 SHS NOW INC/SH	P	2012-03-01	2014-06-25
62 SHS TRACTOR SUPPLY CO COM	P	2012-08-24	2014-01-07
40 SHS CATAMARAN CORP	P	2014-01-14	2014-04-21
705 SHS ISHARES TR S&P MIDCAP 400 ID	P	2013-12-30	2014-01-07
10 SHS TEAM HEALTH HOLDINGS INC	P	2013-06-26	2014-06-13
12 SHS CHIPOTLE MEXICAN GRILL INC	P	2012-08-15	2014-01-07
951 98 SHS DREYFUS EMG MKT DEBT LOC	P	2011-08-11	2014-04-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,925		4,008	-83
1,887		1,450	437
686		557	129
354		340	14
4,742		2,980	1,762
1,547		2,008	-461
94,093		94,022	71
497		403	94
6,371		3,585	2,786
13,442		14,156	-714

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-83
			437
			129
			14
			1,762
			-461
			71
			94
			2,786
			-714

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
11 SHS INTUIT COM	P	2013-03-04	2014-05-13
25 SHS ESTEE LAUDER COMPANIES INC	P	2012-03-01	2014-02-28
5 75 SHS NOW INC/SH	P	2012-02-16	2014-06-25
3 SHS TRACTOR SUPPLY CO COM	P	2012-12-26	2014-06-13
31 SHS CATAMARAN CORP	P	2013-06-26	2014-04-21
50 SHS ISHARES TR S&P MIDCAP 400 ID	P	2013-12-30	2014-06-13
2 SHS TRACTOR SUPPLY CO COM	D	2013-12-20	2014-06-13
5 SHS CHIPOTLE MEXICAN GRILL INC	P	2012-08-24	2014-01-07
186 73 DREYFUS EMG MKT DEBT LOC	P	2011-03-10	2014-04-09
20 SHS INTUIT COM	P	2012-02-16	2014-05-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
830		719	111
1,716		1,467	249
204		193	11
194		131	63
1,199		1,555	-356
7,012		6,668	344
130		150	-20
2,655		1,472	1,183
2,637		2,708	-71
1,510		1,146	364

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			111
			249
			11
			63
			-356
			344
			-20
			1,183
			-71
			364

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
24 SHS ESTEE LAUDER COMPANIES INC	P	2012-05-29	2014-02-28
74 98 SHS OPPENHEIMER DEVELOPING MKT	P	2013-06-07	2014-06-13
22 SHS UNION PACIFIC CORP	P	2012-03-01	2014-02-10
175 SHS CATAMARAN CORP	P	2014-01-07	2014-04-21
5 SHS MICROSOFT CORP	P	2013-10-17	2014-06-13
10 SHS WHITEWAVE FOODS CO	P	2014-02-10	2014-06-13
55 SHS COCA COLA CO	P	2012-03-01	2014-02-28
25 SHS ECOLAB INC	P	2012-02-16	2014-01-07
5 SHS INTUIT COM	P	2013-03-04	2014-06-13
5 SHS ESTEE LAUDER COMPANIES INC	P	2012-05-29	2014-06-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,647		1,334	313
2,965		2,612	353
3,857		2,446	1,411
6,770		8,360	-1,590
206		174	32
321		237	84
2,097		1,918	179
2,584		1,543	1,041
395		327	68
380		278	102

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			313
			353
			1,411
			-1,590
			32
			84
			179
			1,041
			68
			102

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
5 SHS PRICELINE COM INC	P	2012-03-01	2014-01-07
25 SHS UNION PACIFIC CORP	P	2012-02-16	2014-02-10
5 SHS CHICAGO BRIDGE & IRON COMPANY	P	2014-01-07	2014-06-13
20 SHS MONSANTO CO NEW	P	2014-01-14	2014-02-10
40 SHS WHOLE FOODS MKT INC	P	2014-01-14	2014-06-03
50 SHS COCA COLA CO	P	2012-02-16	2014-02-28
15 SHS ECOLAB INC	P	2012-03-01	2014-01-07
80 SHS ISHARES TR MSCI EMERGING MARK	P	2012-12-11	2014-06-13
53 SHS MONDELEZ INTERNATIONAL INC	P	2012-12-11	2014-02-28
5 SHS QUALCOMM INC	P	2012-02-16	2014-06-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
5,773		3,176	2,597
4,383		2,735	1,648
378		407	-29
2,215		2,243	-28
1,495		2,126	-631
1,906		1,716	190
1,550		905	645
3,484		3,461	23
1,796		1,389	407
396		309	87

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,597
			1,648
			-29
			-28
			-631
			190
			645
			23
			407
			87

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
10 SHS UNION PACIFIC CORP	P	2012-03-01	2014-06-13
20 SHS CHICAGO BRIDGE & IRON COMPANY	P	2014-01-14	2014-12-16
45 SHS MONSANTO CO NEW	P	2014-01-07	2014-02-10
60 SHS WHOLE FOODS MKT	P	2014-01-07	2014-06-03
5 SHS COCA COLA CO	P	2012-03-01	2014-06-13
5 SHS ECOLAB INC	P	2012-03-01	2014-06-13
35 SHS ISHARES MSCI EAFE	P	2012-02-16	2014-06-13
10 SHS MONDELEZ INTERNATIONAL INC	P	2012-12-02	2014-02-28
25 SHS QUALCOMM INC	P	2012-02-16	2014-09-29
81 SHS WHOLE FOODS MKT INC	P	2012-05-03	2014-02-28

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,010		556	454
766		1,618	-852
4,985		5,098	-113
2,243		3,302	-1,059
202		174	28
539		302	237
2,438		1,875	563
339		265	74
1,871		1,546	325
4,356		3,645	711

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			454
			-852
			-113
			-1,059
			28
			237
			563
			74
			325
			711

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
100 SHS CHICAGO BRIDGE & IRON COMPAN	P	2014-01-07	2014-12-16
45 SHS MONSTER BEVERAGE CORP	P	2013-03-04	2014-02-28
35 SHS AFFILIATED MANAGERS GROUP INC	P	2012-03-01	2014-01-07
5 SHS CONCHO RESOURCES INC	P	2012-02-16	2014-06-13
5 SHS EXXON MOBIL CORPORATION	P	2012-02-16	2014-06-13
135 SHS ISHARES TR S&P MIDCAP 400 ID	P	2012-02-16	2014-01-07
60 SHS MONDELEZ INTERNATIONAL INC	P	2012-12-11	2014-02-28
49 SHS QUALCOMM INC	P	2012-03-01	2014-09-29
48 SHS WHOLE FOODS MKT INC	P	2012-05-29	2014-06-03
58 SHS CHIPOTLE MEXICAN GRILL INC	D	2013-12-20	2014-01-07

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,830		8,141	-4,311
3,314		2,252	1,062
7,566		3,775	3,791
696		568	128
513		423	90
18,018		13,189	4,829
2,033		1,572	461
3,668		3,075	593
1,794		2,138	-344
30,793		30,439	354

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-4,311
			1,062
			3,791
			128
			90
			4,829
			461
			593
			-344
			354

**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.)
10 SHS NOW INC/SH	P	2014-01-14	2014-06-25
30 SHS AFFILIATED MANAGERS GROUP INC	P	2012-02-16	2014-01-07
20 SHS COSTCO WHOLESALE CORP	P	2012-03-01	2014-01-07
10 SHS FASTENAL CO	P	2012-02-16	2014-06-13
550 SHS ISHARES TR S&P MIDCAP 400 ID	P	2012-03-01	2014-01-07
10 SHS MONDELEZ INTERNATIONAL INC	P	2012-12-11	2014-06-13
5 SHS SCHLUMBERGER LTD	P	2012-01-18	2014-06-13
9 SHS WHOLE FOODS MKT INC	P	2012-06-03	2014-06-03
13 SHS CHIPOTLE MEXICAN GRILL INC	D	2013-12-20	2014-02-10
22.5 SHS NOW INC/SH	P	2014-01-07	2014-06-25

**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)
354		310	44
6,485		3,159	3,326
2,324		1,724	600
496		513	-17
73,406		54,213	19,193
374		262	112
534		431	103
336		405	-69
7,095		6,823	272
797		721	76

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			44
			3,326
			600
			-17
			19,193
			112
			103
			-69
			272
			76

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
5 SHS ALEXION PHARMACEUTICALS INC	P	2012-12-11	2014-06-13
20 SHS COSTCO WHOLESALE CORP	P	2012-02-16	2014-01-07
10 SHS GOOGLE INC	P	2012-02-16	2014-01-07
10 SHS ISHARES S&P MIDCAP 400 GROWTH	P	2012-02-16	2014-06-13
40 SHS MONSANTO CO NEW	P	2012-03-01	2014-02-10
148 SHS AMEX FINANCIAL SELECT SPDR	P	2012-03-01	2014-04-01
15 SHS DIAGGEO PLC - ADR	P	2014-01-14	2014-02-09
5 SHS PRICELINE COM INC	D	2013-12-20	2014-01-07
13 SHS AMAZON COM INC	P	2012-02-16	2014-01-07
5 SHS DANAHER CORP	P	2012-02-16	2014-06-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
818		473	345
2,324		1,676	648
11,341		6,009	5,332
1,539		1,108	431
4,431		3,147	1,284
3,303		2,217	1,086
1,717		1,983	-266
5,773		5,964	-191
5,150		2,304	2,846
401		257	144

**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			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			345
			648
			5,332
			431
			1,284
			1,086
			-266
			-191
			2,846
			144

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
10 SHS GOOGLE INC	P	2012-03-01	2014-01-07
20 SHS ISHARES S&P SMALL CAP 600 VAL	P	2013-04-24	2014-06-13
30 SHS MONSANTO CO NEW	P	2012-02-16	2014-02-10
45 SHS AMEX FINANCIAL SELECT SPDR	P	2012-03-01	2014-06-13
25 SHS DIAGEO PLC - ADR	P	2014-01-07	2014-09-29
1070 29 SHS PUTNAM FLOATING RATE INC	P	2013-12-23	2014-12-19
15 SHS APPLE COMPUTER INC COM	P	2012-02-16	2014-06-13
3 SHS DIAGEO PLC - ADR	P	2012-02-16	2014-02-28
5 SHS HOME DEPOT INC	P	2013-02-08	2014-06-13
20 SHS ISHARES S&P SMALL CAP 600 GRO	P	2012-03-01	2014-06-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
11,341		6,214	5,127
2,267		1,775	492
3,323		2,317	1,006
1,015		674	341
2,861		3,239	-378
9,301		9,633	-332
1,375		1,057	318
378		283	95
390		334	56
2,353		1,626	727

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			5,127
			492
			1,006
			341
			-378
			-332
			318
			95
			56
			727

**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.)
5 SHS MONSTER BEVERAGE CORP	P	2013-03-04	2014-06-13
297 SHS AMEX FINANCIAL SELECT SPDR	P	2012-10-01	2014-08-18

**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)
341		250	91
6,764		4,704	2,060

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			91
			2,060

**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)				
<b>a</b> <i>Paid during the year</i>				
ATLAS KERR SPRING 2014 3100 CULLEN BLVD HOUSTON, TX 772046002	NONE		SCHOLARSHIP	1,250
RONALD MCDONALD HOUSE CHARITIES IN 1907 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	PUBLIC	GENERAL FUNDS	5,000
ALEJANDRO QUINTERO SPRING 2014 8000 UTOPIA PKWY JAMAICA, NY 11439	NONE		SCHOLARSHIP	2,000
EMILY WOOTEN SPRING 2014 401 JOE ROUTT BLVD COLLEGE STATION, TX 77843	NONE		SCHOLARSHIP	5,000
JAMES LUSBY-GARCIA SPRING 2014 401 JOE ROUTT BLVD COLLEGE STATION, TX 77843	NONE		SCHOLARSHIP	1,500
JAHNEE LEE SPRING 2014 100 UNIVERSITY DR PRAIRIE VIEW, TX 77446	NONE		SCHOLARSHIP	2,500
GERMANIE HARRIS SPRING 2014 100 UNIVERSITY DR PRAIRIE VIEW, TX 77446	NONE		SCHOLARSHIP	5,000
TRAN DANG SPRING 2014 401 JOE ROUTT BLVD COLLEGE STATION, TX 77843	NONE		SCHOLARSHIP	5,000
ANTONIO SANCHEZ FALL 2014 555 COMMUNITY COLLEGE DR HOUSTON, TX 77013	NONE		SCHOLARSHIP	850
ALEJANDRO QUINTERO FALL 2014 8000 UTOPIA PKWY JAMAICA, NY 11439	NONE		SCHOLARSHIP	4,000
JAMES LUSBY-GARCIA FALL 2014 401 JOE ROUTT BLVD COLLEGE STATION, TX 77843	NONE		SCHOLARSHIP	1,500
JAHNEE LEE FALL 2014 100 UNIVERSITY DR PRAIRIE VIEW, TX 77446	NONE		SCHOLARSHIP	3,500
EMILY WOOTEN FALL 2014 401 JOE ROUTT BLVD COLLEGE STATION, TX 77843	NONE		SCHOLARSHIP	5,000
ANGELICA ORTIZ FALL 2014 3100 CULLEN BLVD HOUSTON, TX 772046002	NONE		SCHOLARSHIP	3,750
CLARISSA SOURADA FALL 2014 1806 AVENUE J HUNTSVILLE, TX 77013	NONE		SCHOLARSHIP	2,500
<b>Total . . . . .</b>				<b>70,400</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
SAMUEL SOTO FALL 2014 1 MAIN ST HOUSTON, TX 77002	NONE		SCHOLARSHIP	1,500
SYDNEY UPCHURCH FALL 2014 100 UNIVERSITY DR PRAIRIE VIEW, TX 77446	NONE		SCHOLARSHIP	2,500
JACQUELLINE GUTIERREZ FALL 2014 3100 CULLEN BLVD HOUSTON, TX 772046002	NONE		SCHOLARSHIP	750
NICHOLAS ZANDERS FALL 2014 3007 N BEN WILSTON ST VICTORIA, TX 77901	NONE		SCHOLARSHIP	1,250
ANTONIO SANCHEZ FALL 2014 555 COMMUNITY COLLEGE DR HOUSTON, TX 77013	NONE		SCHOLARSHIP	1,650
NICHOLAS ZANDERS FALL 2014 555 COMMUNITY COLLEGE DR HOUSTON, TX 77013	NONE		SCHOLARSHIP	1,250
PEDRO QUINTERO'S CLASS 3014 SEALY AVE GALVESTON, TX 77550	NONE		GENERAL FUNDS	300
BEEHIVE PARENT-CHILD CENTER 201 W BAKER RD BAYTOWN, TX 77521	NONE		GENERAL FUNDS	2,500
KEVIN BENJAMIN MS 150 733 THIRD AVE NEW YORK, NY 10017	NONE		GENERAL FUNDS	200
JACOB EGLY 5433 WESTHEIMER RD 300 HOUSTON, TX 77056	NONE		GENERAL FUNDS	250
WALLY KEIM MS 150 8111 N STADIUM DR SUITE HOUSTON, TX 77054	NONE		GENERAL FUNDS	200
JOE SANCHEZ BIKE RACE 535 PORTWALL ST HOUSTON, TX 77029	NONE		GENERAL FUNDS	250
THORSTEN WOHLBERG - BOWL FOR KIDS 500 DALLAS ST 2900 HOUSTON, TX 77002	NONE		GENERAL FUNDS	250
TRISH SULLIVAN NY MARATHON 6055 S LOOP E HOUSTON, TX 77087	NONE		GENERAL FUNDS	1,000
ART ON THE AVENUE 2505 WASHINGTON AVE HOUSTON, TX 77007	NONE		GENERAL FUNDS	2,500
<b>Total . . . . .</b>			<b>3a</b>	70,400

**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)				
<b>a</b> <i>Paid during the year</i>				
DONATION TO BULLARD BAND FUND P O BOX 928 BULLARD, TX 75757	NONE		GENERAL FUNDS	500
DONATED IN MEMORY OF MICHAEL HOFFN 141 CANNA LN LAKE JACKSON, TX 77566	NONE		GENERAL FUNDS	200
WELCOMING SCHOOLS DONATION 1640 RHODE ISAND AVE NW WASHINGTON, DC 200363278	NONE		GENERAL FUNDS	5,000
<b>Total . . . . .</b>				<b>70,400</b>

**3a**

## TY 2014 Accounting Fees Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	4,700	2,350		2,350

**TY 2014 Investments Corporate  
Bonds Schedule**

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FIXED INCOME MUTUAL FUNDS	161,609	156,924

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
STOCKS	522,517	627,480
STOCKS MUTUAL FUNDS	706,508	743,192

## TY 2014 Investments - Other Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
REAL ASSET FUNDS	AT COST	169,595	189,308
COMPLEMENTERY STRATEGIES FUNDS	AT COST	245,321	249,692

## TY 2014 Other Decreases Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Description	Amount
ADJ TO COST BASIS OF ASSETS	29,130
ROUNDING	1

## TY 2014 Other Expenses Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	22,321	11,161		11,160
FEDERAL INCOME TAX	186	93		93
FOREIGN TAX WITHHELD	790	395		395
BUSINESS EXPENSE	95	42		43

## TY 2014 Other Income Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONTAXABLE DISTRIBUTIONS	1,486	1,486	

### TY 2014 Other Increases Schedule

**Name:** CONELY FOUNDATION

**EIN:** 27-1555970

Description	Amount
TAX EXEMPT	2

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

**Schedule of Contributors**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**  
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at**  
[www.irs.gov/form990](http://www.irs.gov/form990).

**2014**

**Name of the organization**  
CONELY FOUNDATION

**Employer identification number**  
27-1555970

**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 33<sup>1</sup>/<sub>3</sub>% 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).

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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
1	MARK CONELY PO BOX 131053  HOUSTON, TX 772191053	\$ 250,000	Person <input checked="" 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 )
—	   	\$ _____	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 )

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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
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

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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
_____	_____
_____	_____
_____	_____