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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545 0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

The M. R. & Evelyn Hudson Foundation
P. O. Box 2110
Keller, TX 76244

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

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

I Fair market value of all assets at end of year (from Part II column (c) line 16)
► \$ 100,558,853.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
48-1107753

B Telephone number (see instructions)
(817) 431-4800

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)	342,459.			
2 Ck <input type="checkbox"/> if the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments	844.	844.	N/A	
4 Dividends and interest from securities	2,309,274.	2,309,274.		
5a Gross rents	313,867.	313,867.		
b Net rental income or (loss) 215,826.				
6a Net gain or (loss) from sale of assets not on line 10	2,187,362.			
b Gross sales price for all assets on line 6a 32,327,072.				
7 Capital gain net income (from Part IV, line 2)		2,187,362.		
8 Net short term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule).				
See Statement 1	76,235.	-60,575.		
12 Total Add lines 1 through 11	5,230,041.	4,750,772.		
13 Compensation of officers, directors, trustees, etc	336,237.	39,380.		296,857.
14 Other employee salaries and wages	121,645.	12,449.		109,196.
15 Pension plans, employee benefits	189,838.	23,591.		166,247.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	16,709.	8,354.		8,355.
c Other prof fees (attach sch) See St 3	276,655.	254,584.		22,071.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	198,471.	9,059.		74,412.
19 Depreciation (attach sch) and depletion See Stmt 5	59,351.			
20 Occupancy	38,293.	4,212.		34,081.
21 Travel, conferences, and meetings	39,350.	3,800.		35,550.
22 Printing and publications	76.	8.		68.
23 Other expenses (attach schedule)				
See Statement 6	204,990.	105,125.		99,865.
24 Total operating and administrative expenses Add lines 13 through 23	1,481,615.	460,562.		846,702.
25 Contributions, gifts, grants paid Part XV	4,172,335.			4,172,335.
26 Total expenses and disbursements Add lines 24 and 25	5,653,950.	460,562.		5,019,037.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-423,909.			
b Net investment income (if negative, enter 0)		4,290,210.		
c Adjusted net income (if negative enter 0)				

BAA For Paperwork Reduction Act Notice, see instructions.

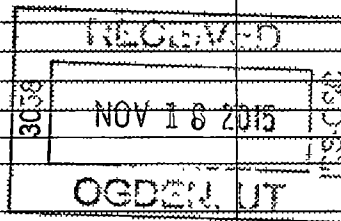
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Form 990-PF (2014)

636

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ADMINISTRATIVE EXPENSES



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		661,651.	317,568.	317,568.
	2	Savings and temporary cash investments		6,879,304.	4,856,661.	4,856,661.
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		13,680.		
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 7		7,300,753.	496,785.	535,721.
	b	Investments — corporate stock (attach schedule) Statement 8		9,287,594.	5,448,257.	8,723,440.
	c	Investments — corporate bonds (attach schedule) Statement 9			6,430,880.	6,793,343.
	11	Investments — land, buildings, and equipment basis	24,514,000.			
	Less accumulated depreciation (attach schedule) See Stmt 10		24,514,000.	24,514,000.	24,514,000.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 11		44,776,413.	51,441,799.	53,291,771.	
14	Land, buildings, and equipment basis	2,516,380.				
	Less accumulated depreciation (attach schedule) See Stmt 12	990,056.	1,579,914.	1,526,324.	1,526,324.	
15	Other assets (describe See Statement 13)		3,960.	25.	25.	
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		95,017,269.	95,032,299.	100,558,853.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		95,017,269.	95,032,299.	
	30	Total net assets or fund balances (see instructions)		95,017,269.	95,032,299.	
	31	Total liabilities and net assets/fund balances (see instructions)		95,017,269.	95,032,299.	

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	95,017,269.
2	Enter amount from Part I, line 27a	2	-423,909.
3	Other increases not included in line 2 (itemize) See Statement 14	3	438,939.
4	Add lines 1, 2, and 3	4	95,032,299.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	95,032,299.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a publicly traded securities		P	Various	Various
b Wellington Trust Company		P	Various	3/31/14
c Common Sense CSSO		P	11/01/08	2/28/14
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 30,568,171.		28,392,707.	2,175,464.
b 1,500,000.		1,500,000.	0.
c 258,901.		247,003.	11,898.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			2,175,464.
b			0.
c			11,898.
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	2,187,362.
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	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	3,958,688.	97,866,816.	0.040450
2012	3,196,763.	70,320,718.	0.045460
2011	2,959,253.	71,702,242.	0.041271
2010	3,710,322.	65,479,158.	0.056664
2009	3,270,531.	62,128,134.	0.052642

2 Total of line 1, column (d)	2	0.236487
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	0.047297
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	100,861,264.
5 Multiply line 4 by line 3	5	4,770,435.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,902.
7 Add lines 5 and 6	7	4,813,337.
8 Enter qualifying distributions from Part XII, line 4	8	5,024,798.

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 instructions)

1 a 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 instrs)		1	42,902.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	42,902.
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	42,902.
6 Credits/Payments			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	102,645.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	102,645.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	59,743.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	59,743.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 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>		X
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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX KS MO		
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>	X	
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>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.thehudsonfoundation.org</u>	13	X	
14	The books are in care of <u>Karon Smith</u> Telephone no <u>(817) 431-4800</u> Located at <u>P. O. Box 2110 Keller TX</u> ZIP + 4 <u>76244</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b	X

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Form 990-PF (2014)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 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
See Statement 15				

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
See Statement 15				

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
See Statement 15		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2014)

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	1 a	72,493,373.
b Average of monthly cash balances	1 b	5,389,849.
c Fair market value of all other assets (see instructions)	1 c	24,514,000.
d Total (add lines 1a, b, and c)	1 d	102,397,222.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	102,397,222.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,535,958.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	100,861,264.
6 Minimum investment return. Enter 5% of line 5	6	5,043,063.

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	5,043,063.
2a Tax on investment income for 2014 from Part VI, line 5	2 a	42,902.	
b Income tax for 2014 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	42,902.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	5,000,161.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	5,000,161.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,000,161.

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	1 a	5,019,037.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	5,761.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,024,798.
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	42,902.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,981,896.

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				5,000,161.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			13,558.	
b Total for prior years 20 <u> </u> , 20 <u> </u> , 20 <u> </u>		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>5,024,798.</u>				
a Applied to 2013, but not more than line 2a			13,558.	
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				5,000,161.
e Remaining amount distributed out of corpus	11,079.			
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	11,079.			
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)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,079.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	11,079.			

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
<i>a Paid during the year</i> See Statement 17			See statement	4,172,335.
Total				4,172,335.
<i>b Approved for future payment</i>				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	844.	
4 Dividends and interest from securities			14	2,309,274.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	215,826.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,187,362.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Other income			14	363.	
b Wellington Trust Co. K-1			14	75,872.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				4,789,541.	
13 Total. Add line 12, columns (b), (d), and (e)				13	4,789,541.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

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

OMB No 1545 0047

2014

Name of the organization

The M. R. & Evelyn Hudson Foundation

Employer identification number

48-1107753

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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 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 33-1/3% 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

The M. R. & Evelyn Hudson Foundation

48-1107753

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Evelyn H Hudson Trust P. O. Box 419226 Kansas City, MO 64141	\$ 342,459.	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)

Name of organization

Employer identification number

The M. R. & Evelyn Hudson Foundation

48-1107753

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
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

48-1107753

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.) ▶ \$

► \$ N/A

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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Statement 5

Form 990PF, Part I, Line 19

Depreciation

Date Acquired	Cost Basis	Prior Yr Depr.	Method	Life	Current Yr. Depr	Net Invest Income	Adjusted Net Income
Autos							
Various	43,258	43,258	SL	5	0	0	0
Furniture & Fixtures							
Various	157,991	146,454	SL	7	2,376	0	0
Machinery & Equipment							
Various	90,714	87,729	SL	5	1,009	0	0
Buildings							
Various	1,876,478	625,228	SL	39	54,009	0	0
Improvements							
Various	32,221	28,036	SL	15	1,957	0	0

The M. R. & Evelyn Hudson Foundation

48-1107753

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other income	\$ 363.	\$ 363.	
Wellington Trust Co. K-1	75,872.	-60,938.	
Total	<u>\$ 76,235.</u>	<u>\$ -60,575.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other consulting	\$ 850.	\$ 425.		\$ 425.
Tax return prep. & monthly accounting	15,859.	7,929.		7,930.
Total	<u>\$ 16,709.</u>	<u>\$ 8,354.</u>		<u>\$ 8,355.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ellwood investment advisory	\$ 69,070.	\$ 69,070.		
Emjay-Metavante ret. plan admin.	3,155.	347.		\$ 2,808.
Inspérité human resources admin.	18,838.	1,917.		16,921.
Merrill Lynch annual fee	150.	150.		
Taylor, Perky & Parker	2,631.	289.		2,342.
UMB Crossroads investment mgmt	23,323.	23,323.		
UMB Custodian fees	28,526.	28,526.		
UMB Pinnacle investment mgmt	45,717.	45,717.		
UMB Stalem investment mgmt	40,003.	40,003.		
Wellington Trust Co. investment mgmt	45,242.	45,242.		
Total	<u>\$ 276,655.</u>	<u>\$ 254,584.</u>		<u>\$ 22,071.</u>

The M. R. & Evelyn Hudson Foundation

48-1107753

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise taxes paid	\$ 115,000.			
Payroll taxes	29,160.	\$ 3,085.		\$ 26,075.
Property taxes	54,311.	5,974.		48,337.
Total	\$ 198,471.	\$ 9,059.		\$ 74,412.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Automobile expenses	\$ 2,239.	\$ 246.		\$ 1,993.
Bank charges	46.	46.		
Board acknowledgement	708.	78.		630.
Computer and internet expenses	4,384.	482.		3,902.
Contract labor	51,957.			51,957.
Insurance	12,881.	1,417.		11,464.
Memberships	1,625.	179.		1,446.
Miscellaneous	1,376.	151.		1,225.
Office furniture	5,292.	582.		4,710.
Office supplies	7,651.	842.		6,809.
Postage and delivery	583.	64.		519.
Publications and subscriptions	1,581.	174.		1,407.
Rental Expenses	98,041.	98,041.		
Repairs	2,406.	265.		2,141.
Royal Holdings insurance & other	2,120.	2,120.		
Showcase 2014 - Whimsy	8,115.			8,115.
Telephone	3,985.	438.		3,547.
Total	\$ 204,990.	\$ 105,125.		\$ 99,865.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 16	Cost	\$ 496,785.	\$ 535,721.
	Total	\$ 496,785.	\$ 535,721.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 16	Cost	\$ 5,448,257.	\$ 8,723,440.
	Total	<u>\$ 5,448,257.</u>	<u>\$ 8,723,440.</u>

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 16	Cost	\$ 6,430,880.	\$ 6,793,343.
	Total	<u>\$ 6,430,880.</u>	<u>\$ 6,793,343.</u>

Statement 10
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 24,514,000.		\$ 24,514,000.	\$ 24,514,000.
Total	<u>\$ 24,514,000.</u>	<u>\$ 0.</u>	<u>\$ 24,514,000.</u>	<u>\$ 24,514,000.</u>

Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 16	Cost	\$ 11,200,000.	\$ 12,130,262.
Total Other Investments		<u>\$ 11,200,000.</u>	<u>\$ 12,130,262.</u>
<u>Other Publicly Traded Securities</u>			
See Statement 16	Cost	40,241,799.	41,161,509.
Total Other Publicly Traded Securities		<u>\$ 40,241,799.</u>	<u>\$ 41,161,509.</u>
	Total	<u>\$ 51,441,799.</u>	<u>\$ 53,291,771.</u>

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Auto./Transportation Equip.	\$ 43,258.	\$ 43,258.	\$ 0.	\$ 0.
Furniture and Fixtures	157,991.	148,830.	9,161.	9,161.
Machinery and Equipment	90,714.	88,738.	1,976.	1,976.
Buildings	1,876,478.	679,237.	1,197,241.	1,197,241.
Improvements	32,221.	29,993.	2,228.	2,228.
Land	315,718.		315,718.	315,718.
Total	<u>\$ 2,516,380.</u>	<u>\$ 990,056.</u>	<u>\$ 1,526,324.</u>	<u>\$ 1,526,324.</u>

Statement 13
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Deposits	\$ 25.	\$ 25.
Total	<u>\$ 25.</u>	<u>\$ 25.</u>

Statement 14
Form 990-PF, Part III, Line 3
Other Increases

prior year unrealized adjustments	\$ 438,939.
Total	<u>\$ 438,939.</u>

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 15

Form 990-PF, Part VIII, Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

Line 1. Officers Directors, Trustees, foundation managers and their compensation

M. K. Larson
P O. Box 2110
Keller, TX 76244

President & CEO, Director 40+ hours/week
\$213,630 compensation
\$61,067 employee benefits and deferred compensation

John D. Hooser
P. O Box 2110
Keller, TX 76244

Vice President of Special Projects, 40+hours/week, retired
\$12,056 compensation
\$26,040 employee benefits and deferred compensation

Jesse Larson
P O Box 2110
Keller, TX 76244

Vice President of Grant Analysis, 40 hours/week
\$110,552 compensation
\$33,929 employee benefits and deferred compensation

Amy Coopman
P. O Box 2110
Keller, TX 76244

Director, 1 hour/week
\$0 compensation

Amy Meadows
P. O Box 2110
Keller, TX 76244

Director, 1 hour/week
\$0 compensation

Frank Merrick
P O. Box 2110
Keller, TX 76244

Director, 1 hour/week
\$0 compensation

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 15

Form 990-PF, Part VIII, Information About Officers, Directors, Trustees, Foundation Managers,
Highly Paid Employees, and Contractors

Line 2. Compensation of five highest-paid employees (other than those included on line 1)

Debby Dockx
P. O. Box 2110
Keller, TX 76244

Administrative Assistant, 40 hours/week
\$59,400 compensation
\$24,659 employee benefits and deferred compensation

Karon Smith
P. O. Box 2110
Keller, TX 76244

Controller, 40 hours/week
\$62,245 compensation
\$44,143 employee benefits and deferred compensation

Line 3. Five highest-paid independent contractors for professional services

J H Ellwood & Associates, Inc.
104 South Michigan Ave., Suite 1100
Chicago, IL 60603

Investment consulting
\$69,070 in fees

2014

Client HUDSON

THE M. R. & EVELYN HUDSON FOUNDATION

48-1107753

Statement 16

Form 990-PF, Part II, Line 10a, 10b, 10c, and 13

Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

<u>Description</u>	<u>Qty</u>	<u>Val. Method</u>	<u>Book Value</u>	<u>Fair Value</u>
UMB Account xxxx005.7				
VARIOUS US TREASURY NOTES & AGENCY BONDS		Cost	496,785 19	535,720 91
Grand total US Government Obligations			496,785.19	535,720.91

UMB Account xxxx005.7

Alcoa Inc				
CPN 5 870% DUE 02/23/22	250,000	Cost	240,625 00	276,527 50
American Express Bank FSB				
CPN 6 05% DUE 9/13/17	250,000	Cost	247,640 00	278,690 00
AT&T Inc				
CPN 5 80% DUE 2/15/19	250,000	Cost	252,024 53	283,960 00
Bank of America Funding Corp				
CPN 6 50% DUE 8/1/16	250,000	Cost	270,124 43	269,332 50
Capital One Financial Corp				
CPN 2 450% DUE 4/24/19	250,000	Cost	250,629 20	249,427 50
Deutsche Telekom Intl Fin B V				
CPN 5 750% DUE 3/23/16	250,000	Cost	269,607 87	264,000 00
Digital Realty Trust LP				
CPN 5 250% DUE 3/15/21	250,000	Cost	254,127 25	273,805 00
Entergy Corp				
CPN 5 125% DUE 9/15/20	250,000	Cost	251,883 71	272,330 00
Ericsson LM				
CPN 4 125% DUE 05/15/22	250,000	Cost	248,658 96	261,497 50
Exelon Generation Co LLC				
CPN 5 200% DUE 10/1/19	250,000	Cost	257,106 75	276,255 00
General Electric Cap Corp				
CPN 5 500% DUE 01/08/20	250,000	Cost	265,489 45	286,145 00
Goldman Sachs Group Inc MTN				
CPN 6 000% DUE 06/15/20	250,000	Cost	254,544 74	289,007 50
Hasbro Inc				
CPN 6 300% DUE 09/15/17	250,000	Cost	266,010 25	276,715 00
Home Depot Inc				
CPN 5 400% DUE 3/1/16	250,000	Cost	264,578 50	263,827 50
IBM Corp				
CPN 5 700% DUE 9/14/17	250,000	Cost	250,000 00	278,610 00
International Game Technology				
CPN 5.500% DUE 06/15/20	250,000	Cost	264,576 63	259,172 50
JPMorgan Chase & Co				
CPN 5 150% DUE 10/1/15	250,000	Cost	247,706 32	256,952 50
Key Bank NA Med Term Sub Nts				
CPN 5 700% DUE 11/1/17	250,000	Cost	268,923 40	275,365 00
Kinder Morgan Energy Partner LP				
CPN 5 950% DUE 02/15/18	250,000	Cost	263,253 36	276,000 00
Morgan Stanley				
CPN 5 375% DUE 10/15/15	250,000	Cost	255,244 81	258,585 00
Quest Diagnostics Inc				

2014

Client HUDSON

THE M. R. & EVELYN HUDSON FOUNDATION

48-1107753

Statement 16

Form 990-PF, Part II, Line 10a, 10b, 10c, and 13

Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
CPN 4 700% DUE 04/01/21	250,000	Cost	248,615 00	270,685 00
Simon Property Group Inc				
CPN 6 125% DUE 05/30/18	250,000	Cost	264,224 07	284,522 50
Target Corp				
CPN 6 000% DUE 01/15/18	250 000	Cost	275 993 17	281 702 50
Time Warner Cable Inc				
CPN 4 125% DUE 02/15/21	250,000	Cost	249,307 50	267,547 50
Veritas Rlty Ltd Partnership Corp				
CPN 4 250% DUE 03/01/22	250,000	Cost	249,985 00	262,680 00
Grand total Corporate Bonds			6,430,879.90	6,793,342.50

UMB Account xxxx005.2

Community Invt Group Ltd	26,050	Cost	453,320 00	453,320 00
Subtotal Corporate Stocks			453,320 00	453,320 00

UMB Account xxxx005.4

AMC Networks Inc	625	Cost	26,144 34	39,856 25
Amec Foster Wheeler PLC	2,285	Cost	28,051 00	29,567 90
Applied Micro Circuits Corp	3,650	Cost	35,864 64	23,798 00
Array Biopharma Inc	5,400	Cost	29,600 85	25,542 00
Arris Group Inc	2,950	Cost	35,596 78	89,060 50
Atmel Corp	11,900	Cost	65,080 67	99,900 50
Avnet Inc	1,450	Cost	40,614 14	62,379 00
Belmond Ltd- CI A	5,200	Cost	50,917 67	64,324 00
Boyd Gaming Corp	3,150	Cost	30,627 09	40,257 00
Cablevision Sys Corp	2,700	Cost	40,803 40	55,728 00
Cae Inc	4,600	Cost	41,397 84	59,846 00
Cameco Corp	3,900	Cost	96,524 22	63,999 00
Cincinnati Bell Inc New	11,050	Cost	31,899 41	35,249 50
Cognex Corp	1,300	Cost	10,834 85	53,729 00
Cummins Inc	800	Cost	36,324 72	115,336 00
Cyrusone Inc	850	Cost	16,299 85	23,417 50
Discovery Communications Inc	3,350	Cost	41,272 01	112,962 00
Dyax Corp	2,350	Cost	20,068 76	33,041 00
Endocyte Inc	1,350	Cost	17,261 77	8,491 50
Gannett Inc	4,250	Cost	66,894 91	135,702 50
Harmonic Inc	5,650	Cost	32,168 80	39,606 50
Helmerich & Payne Inc	1,000	Cost	38,588 81	67,420 00
Hexcel Corp New	1,550	Cost	17,464 12	64,309 50
Immunogen Inc	1,850	Cost	17,300 08	11,285.00
InterActiveCorp	600	Cost	11,435 40	36,474 00
InterXion Holding NV	1,800	Cost	31,379 01	49,212 00
Iridium Communications Inc	4,200	Cost	36,655 27	40,950 00
Isis Pharmaceuticals Inc	2,150	Cost	26,806 38	132,741 00
Janus Cap Group Inc	2,500	Cost	19,199 53	40,325 00
JDS Uniphase Corporation	3,100	Cost	40,259 28	42,532.00

2014

Client HUDSON

THE M. R. & EVELYN HUDSON FOUNDATION

48-1107753

Statement 16

Form 990-PF, Part II, Line 10a, 10b, 10c, and 13

Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

<u>Description</u>	<u>Qty</u>	<u>Val. Method</u>	<u>Book Value</u>	<u>Fair Value</u>
Kansas City Southern	900	Cost	37,608 52	109,827 00
Lam Research Corp	2,137	Cost	51,349 51	169,549 58
Las Vegas Sands Corp	1,950	Cost	29,550 52	113,412 00
Lazard Ltd	700	Cost	26,271 00	35,021 00
Level 3 Communications Inc	2,265	Cost	39,007 25	111,845 70
Liberty Broadband Corp Ser A	100	Cost	1,399 84	5,009 00
Liberty Broadband Corp Ser C	212	Cost	2,943 38	10,561 84
Liberty Broadband Corp RTS	63	Cost	-	598 50
Liberty Media Corp Class A	400	Cost	4,249 02	14,108 00
Liberty Media Corp Class C	850	Cost	8,621 88	29,775 50
Madison Square Garden Inc	700	Cost	24,948 00	52,682 00
Medicines CO	550	Cost	12,338 22	15,218 50
Myriad Genetics Inc	1,450	Cost	36,700 66	49,387 00
Pall Corp	1,150	Cost	37,589 98	116,391 50
Polycom Inc	1,700	Cost	21,920 14	22,950 00
Precision Castparts Corp	550	Cost	63,915 75	132,484 00
Raymond James Financial Inc	900	Cost	21,343 82	51,561 00
Regeneron Pharmaceuticals Inc	520	Cost	8,148 58	213,330 00
RF Micro Devices Inc	6,600	Cost	28,430 14	109,494 00
Robert Half International Inc	850	Cost	20,135 93	49,623 00
Rowan Companies Plc	1,300	Cost	33,473 49	30,316 00
Royal Caribbean Cruises Ltd	2,500	Cost	64,379 62	206,075 00
Seachange Intl Inc	3,100	Cost	20,620 67	19,778 00
Seattle Genetics Inc	1,650	Cost	15,647 52	53,014 50
Sinclair Broadcast Group Inc	2,800	Cost	12,192 97	76,608 00
Sotheby's Auction House/Art Dealer	1,250	Cost	42,598 91	53,975 00
Starz	1,300	Cost	33,254 09	38,610 00
Stillwater Mining Co	3,700	Cost	30,490 31	54,538 00
Telephone & Data Systems Inc	850	Cost	21,507 55	21,462 50
The Mosaic Company	900	Cost	47,674 95	41,085 00
Trimble Navigation Ltd	3,150	Cost	42,367 46	83,601 00
Triquint Semiconductors Inc	4,300	Cost	23,524 73	118,465 00
Unifi Inc	1,333	Cost	14,775 57	39,630 09
United States Cellular Corp	550	Cost	20,921 45	21,906 50
Valspar Corp	1,150	Cost	30,031 39	99,452 00
Vishay Intertechnology Inc	2,450	Cost	15,014 36	34,667 50
Waddell & Reed Finl Inc	1,050	Cost	30,929 17	52,311 00
World Wrestling Entmt Inc	2,550	Cost	31,694 26	31,467 00
Subtotal Corporate Stocks			2,040,906 21	4,186,833 36
UMB Account xxxx005.5				
Abbott Laboratories	2,400	Cost	75,231 60	108,048 00
Amgen Inc	750	Cost	83,870 42	119,467 50
Apache Corp	1,100	Cost	103,721 53	68,937 00
AT&T Inc	3,500	Cost	98,214 65	117,565 00
Celgene Corp	1,100	Cost	31,382 04	123,046 00
Chevron Corp	800	Cost	49,700 56	89,744 00

2014

Client HUDSON

THE M. R. & EVELYN HUDSON FOUNDATION

48-1107753

Statement 16

Form 990-PF, Part II, Line 10a, 10b, 10c, and 13

Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

<u>Description</u>	<u>Qty</u>	<u>Val.</u> <u>Method</u>	<u>Book</u> <u>Value</u>	<u>Fair</u> <u>Value</u>
Coca Cola Corp	2,900	Cost	93,666 66	122,438 00
Danaher Corp Del	2,000	Cost	84,393 93	171,420 00
Discovery Communications Inc - A	3,700	Cost	157,629 25	127,465 00
Disney Walt Co	1,700	Cost	111,887 76	160,123 00
Dominion Resources Inc	1 800	Cost	80 864 64	138,420 00
Dow Chemical Co	2,800	Cost	74,973 57	127,708 00
Du Pont E I De Nemours & Co	2,300	Cost	123,464 97	170,062 00
Eaton Corp Plc	2,200	Cost	119,047 82	149,512 00
EOG Resources Inc	1,000	Cost	101,115 60	92,070 00
ExxonMobil Corp	1,100	Cost	59,998 94	101,695 00
Fedex Corp	1,000	Cost	88,661 17	173,660 00
General Electric Co	5,800	Cost	112,776 15	146,566 00
Google Inc	175	Cost	85,501 65	92,865 50
Merck & Co Inc	2,000	Cost	76,591 97	113,580 00
Microsoft Corp	2,200	Cost	56,937 89	102,190 00
Oracle Corp	2,500	Cost	72,844 50	112,425 00
Pfizer Inc	4,200	Cost	103,329 83	130,830 00
Philip Morris International Inc	1,500	Cost	132,211 20	122,175 00
PPL Corp	3,700	Cost	103,659 32	134,421 00
Qualcomm Inc	1,300	Cost	64,784 07	96,629 00
Schlumberger Ltd	1,450	Cost	108,170 21	123,844 50
Southern Co	2,800	Cost	95,878 72	137,508 00
Starbucks Corp	2,000	Cost	155,003 18	164,100 00
Thermo Fisher Scientific Inc	800	Cost	40,985 84	100,232 00
United Technologies Corp	1,400	Cost	88,821 27	161,000 00
Visa Inc	700	Cost	118,709 39	183,540 00
Subtotal Corporate Stocks			2,954,030 30	4,083,286 50
Grand total Corporate Stocks			5,448,256.51	8,723,439.86

UMB Account xxxx005.2

AMG SouthernSun US Equity I	158,439		2,094,649 91	2,083,478 06
DFA Funds Emerging Markets Value Fund I	214,137		6,500,259 49	5,514,036 43
Dodge & Cox Funds Stock Fund	23,371		2,378,195 27	4,228,761 59
Harbor Funds International Fund	75,532		5,032,881 57	4,892,975 07
Mainstay Marketfield Fund CI I	198,426		3,332,280 42	3,222,438 84
Principal Diversified Real Asset Fund I	69,062		835,473 15	833,578 77
Pru Jennison Nat Res Class - Z	29,621		1,500,000 00	1,218,009 48
Touchstone Sands Capital Inst Growth Fd	192,741		3,672,230 28	4,288,479 86
Vanguard Funds 500 Index Admiral Shares	14,440		2,084,575 21	2,742,002 49
Wasatch Long/Short Institutional	208,996		3,393,372 02	3,116,134 39
Wm Blair Int'l Small Cap Growth CI I	222,730		2,934,931 17	2,828,675.36
Blackrock Strategic Inc Opp - I	232,903		2,393,606 59	2,354,652 54
Franklin Templeton Global Bond	192,211		2,599,289 82	2,385,338 51
Subtotal Other publicly traded securities			38,751,744 90	39,708,561 39

2014

Client HUDSON

THE M. R. & EVELYN HUDSON FOUNDATION

48-1107753

Statement 16

Form 990-PF, Part II, Line 10a, 10b, 10c, and 13

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<u>Description</u>	<u>Qty</u>	<u>Val. Method</u>	<u>Book Value</u>	<u>Fair Value</u>
<u>UMB Account xxxx227.1</u>				
Berkshire Hathaway Inc Del Class A	2		350,054 00	452,000 00
Mainstay Marketfield Fund CI I	61,635		1,140,000 00	1,000,947 46
Subtotal Other publicly traded securities			1,490,054 00	1,452,947 46
Grand total Other publicly traded securities			40,241,798.90	41,161,508.85
<u>UMB Account xxxx005.6</u>				
Maverick Stable Fund Ltd			7,500,000 00	8,538,765 98
Wellington Diversified Inflation Hedges			3,700,000 00	3,591,495 66
Subtotal Other securities			11,200,000 00	12,130,261 64
Grand total Other securities			11,200,000.00	12,130,261.64
Grand total Other Investments			51,441,798.90	53,291,770.49

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17
Form 990-PF, Part XV, Line 3a
Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	Donee Relationship	Foundation Status	Purpose of grant or contribution	Amount
ARTS/PROGRAMS				
Big Thought 1409 South Lamar Street, Suite 1015, Dallas, Texas 75215	N/A	PC	Funds support Creative Solutions summer program and, DaVerse Lounge school year program	\$ 75,000 00
ARTS/CAPITAL INVESTMENTS				
Johnson County Community College Foundation 12345 College Blvd Overland Park, Kansas 66210-1299	N/A	PC	Funds support the refurbishment of Yardley Hall and Polsky Theater located in the Carlsen Center on the campus of JCCC	\$ 50,000 00
ARTS/PERFORMING ARTS				
KidStand Ministries Inc 1540 Keller Parkway Suite 108, #249 Keller, Texas 76248	N/A	PC	Funds support expenses for performances at the Showcase event October 4th 2014, and general operating expenses	\$ 20,000 00
Texas Ballet Theater 1540 Mall Circle Ft Worth, Texas 76116	N/A	PC	Funds will support general operating expenses and help implement strategic elements identified for the 2014 - 2015 season	\$ 20,000 00
CHILDRENS ISSUES/CAPITAL INVESTMENTS				
SAMAS dba Dallas SPARK! 2704 Fordham Ct Flower Mound, Texas 75022	N/A	PC	Funds support the creation of ProtoSPARK! a scaled down version of the SPARK! vision	\$ 200,000 00
Dallas SPARK! 2704 Fordham Ct Flower Mound, Texas 75022	N/A	PC	Funds support the creation of ProtoSPARK! a scaled down version of the SPARK! vision	\$ 200,000 00
Dallas SPARK! 2704 Fordham Ct Flower Mound, Texas 75022	N/A	PC	Third and final payment of the original January 2014 grant agreement to support the creation of ProtoSPARK!	\$ 600,000 00
CHILDRENS ISSUES/CHILDREN 0-18				
Dallas SPARK! 2704 Fordham Ct Flower Mound, Texas 75022	N/A	PC	Funds are for project contributions made by Dallas SPARK! to the October 2014 showcase, Whimsy A Collection of the Unexpected,	\$ 2,330 64
Dallas Zoological Society 650 S R L Thornton Freeway Dallas, Texas 75203	N/A	PC	Funds support "Kid To Do" May 31, 2014, at the Dallas Zoo	\$ 75,000 00
Momentous Institute 106 East 10th Street Dallas, Texas 75203	N/A	SO III FI	Changing the Odds Conference October 9th - 10th in Dallas, Texas	\$ 5,000 00
CHILDRENS ISSUES/CHILDREN 0-5				
Montessori Training and Research Center of Dallas 13612 Midway Road, Suite 292 Dallas, Texas 75244	N/A	PC	Funds support MINT's expansion to year-round MINT teacher training with a combination of summer courses and academic year courses	\$ 50,000 00

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17

Form 990-PF, Part XV, Line 3a

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Texas Association for Infant Mental Health 1199 S Beltline Road, Suite 100 Coppell, Texas 75019	N/A	PC	The intent of this funding is to support hiring staff for in-person and online training, improve webcasting and marketing, annual conference expense and assist with costs for reaching untouched groups who need training on infant and child mental health	\$ 15,000 00
The Dallas Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 390 Dallas, Texas 75219	N/A	PC	Support for the Zero to Five Funders' Collaborative Bachman Lake Early Childhood Initiative	\$ 75,000 00
CHILDRENS ISSUES/CHILDREN 6-17				
TLE Teach & Learn Experientially 8300 NE Underground Drive, Pillar 108H Kansas City, Missouri 64161	N/A	PC	Funds support summer programs and general operation expenses	\$ 50,000 00
COMMUNITY DEVELOPMENT/PHILANTHROPIC INITIATIVES				
Grantmakers for Education 720 SW Washington St , Suite 605 Portland, Oregon 97205	N/A	PC	Grant contribution over and above annual membership dues	\$ 500 00
GuideStar 4801 Courthouse St, Ste 220 Williamsburg, Virginia 23188	N/A	PC	Funds support the initiatives of Guidestar USA Inc in their support to the philanthropic community	\$ 1,125 00
The Concilio 400 S Zang Blvd Suite 300 Dallas, Texas 75208	N/A	PC	Funds to support the mission of Dallas Concilio, and one staff member to attend Power of Self	\$ 35,000 00
COMMUNITY DEVELOPMENT/MEMBERSHIPS				
Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, District of Columbia 20036	N/A	PC	Grant contribution for one year membership support	\$ 5,000 00
COMMUNITY DEVELOPMENT/CAPITAL INVESTMENTS				
The City of Keller P O Box 770 Keller, Texas 76244	N/A	GOV	Funds support the purchase and installation of two zip lines for the Keller Smithfield Activity Node and expenses for Balloon ride and Glow, a Showcase 2014 event	\$ 50,000 00
COMMUNITY DEVELOPMENT/SERVICES TO THE COMMUNITY				
Pastors 411 Foundation P O Box 19510 Lenexa, Kansas 66285	N/A	PC	Funds support general operating expenses	\$ 10,000 00
projectHandUp P O Box 93027 Southlake, Texas 76092	N/A	PC	Funds support projectHandUp First Friday program	\$ 20,000 00
Race Forward 32 Broadway, Suite 1801 New York, New York 10004	N/A	PC	Funds support the Facing Race Conference in Dallas Texas November 13-15 2014	\$ 15,000 00
The Learning Center of North Texas 101 Summit Ave Suite 612 Ft Worth, Texas 76102	N/A	PC	Funds for two or three speaking engagements for local educators scheduled for fall, spring, and summer of 2014-15	\$ 50,000 00
SPECIAL PROJECTS				
Army Historical Foundation, Inc 2425 Wilson Boulevard Arlington, Virginia 22201	N/A	PC	Funds support the construction of the National Museum of the United States Army and Science, Technology, Engineering, and Math Curriculum course of study	\$ 50,000 00

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17

Form 990-PF, Part XV, Line 3a

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Austin Pets Alive 1156 W Cesar Chavez St Austin, Texas 78703	N/A	PC	Funds support the Mutts & Musicians project	\$ 6,000 00
Dallas Zoological Society 650 S R L Thornton Freeway Dallas, Texas 75203	N/A	PC	Funds support "Zoo To Do" and current programming in education, entertainment and wildlife conservation	\$ 15,000 00
Education Opens Doors, Inc P O Box 601971 Dallas, Texas 75360	N/A	PC	Funds support fees and expenses for one staff member to attend the 2014 Power of Self program	\$ 10,000 00
Employee Rights Advocacy Institute For Law & Policy 2201 Broadway, Suite 402 Oakland, California 94612	N/A	PC	General funding of equal employment opportunity programs	\$ 25,000 00
Friends of the Keller Library P O Box 151 Keller, Texas 76244	N/A	PC	Funds support One Book, One City in 2014 and children's literacy during summer programs	\$ 15,000 00
Green Works In Kansas City 4334 McGee Street Kansas City, Missouri 64111	N/A	PC	Support for ECOS programming for urban youth, an after-school program with a curriculum directly tied to Kansas City's most urgent environmental issues	\$ 25,000 00
Holland Hall School 5666 East 81st Street Tulsa, Oklahoma 74137-2099	N/A	PC	Funds support the construction of the Dutch Makerspace This space will foster a non-traditional learning environment	\$ 25,000 00
Johns Hopkins University Medical School 101 Swan Hill Ct Baltimore, Maryland 21208	N/A	PC	Funds will help continue to develop and expand educational materials for TeamRads com, and expand The Horizontal Strand Diagnostic imaging at JH	\$ 25,000 00
Kansas University Endowment Association P O Box 928 Lawrence, Kansas 66044-0928	N/A	PC	Funds will help support the Treads & Threads with proceeds helping to strengthen the care offered to cancer patients	\$ 10,000 00
Kansas University Endowment Association P O Box 928 Lawrence, Kansas 66044-0928	N/A	PC	Funds support the Reach Out and Read program in the Kansas City area	\$ 45,000 00
Leadership Investment Intensives, Inc P O Box 323 Rogersville, Missouri 65742	N/A	PC	Funds will be used for organizational development, and to provide scholarships for couples in leadership to participate in a mentoring program	\$ 5,000 00
Momentous Institute 106 East 10th Street Dallas, Texas 75203	N/A	SO III FI	Funds will support teachers and staff from Dallas area educational institutions and school districts to attend the 2014 Changing the Odds Conference	\$ 10,000 00
Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, Oklahoma 73102	N/A	PC	Funds support general operating expenses	\$ 100,000 00
Philanthropy Southwest 624 North Good Latimer Expressway Suite 100 Dallas, Texas 75204	N/A	PC	Funds support Philanthropy Southwest's communication-related efforts	\$ 10,000 00
Real School Gardens 1700 University Drive, Suite 260 Fort Worth, Texas 76107	N/A	PC	Funds support Real School Gardens in the Birdville ISD at \$5,000 00 The remaining \$3,000 00 will be designated to support general operations	\$ 8,000 00
Shawnee Mission Northwest High School 14408 W 58th St Shawnee Mission, Kansas 66216	N/A	PC	Funds support beautification and landscaping project, students research and identify grasses, plants, shrubs, and trees native to Eastern Kansas appropriate for planting	\$ 5,000 00

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17

Form 990-PF, Part XV, Line 3a

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Southern Methodist University P O Box 750402 Dallas, Texas 75275-0402	N/A	PC	Funds support NCAR NCAR will help arts and cultural organizations make existing capacity more effective using cutting edge technology	\$ 25,000 00
St Mark's School of Texas 10600 Preston Road Dallas, Texas 75230-4047	N/A	PC	Support for St Mark's Annual Scholarship Fund This fund provides financial aid to St Mark's students	\$ 25,000 00
The Homeless Alliance, Inc 1724 NW 4th Street Oklahoma City, Oklahoma 73106	N/A	PC	Funds support general operations	\$ 75,000 00
The Parenting Center 2928 West 5th Street Ft Worth, Texas 76107	N/A	PC	Funds will support MEG and The Marriage Conference	\$ 20,000 00
The Teaching Trust 1825 Market Center Blvd , Suite 260 Dallas, Texas 75207	N/A	PC	Funds will provide operating support across all 3 programs and support the mission of The Teaching Trust	\$ 50,000 00
TLE Teach & Learn Experientially 8300 NE Underground Drive, Pillar 108H Kansas City, Missouri 64161	N/A	PC	Funds support summer program and general operating expenses	\$ 45,000 00
Town of Westlake 3 Village Circle, Suite 202 Westlake, Texas 76262	N/A	GOV	Funds support director of curriculum, visible learning, transformational spaces for PYP and MYP and extended learning opportunities for students	\$ 55,000 00
United Inner City Services, Inc 2008 East 12th Street, Kansas City Kansas City, Missouri 64127	N/A	PC	Funds support the core program, St Mark Child and Family Development Center	\$ 40,000 00
University of Texas Southwestern Medical Center 5323 Harry Hines Blvd Dallas, Texas 75390-9009	N/A	PC	Support a benefit concert in which the proceeds will assist the Conquer Project at UT Southwestern	\$ 10,000 00
Vertical Adrenaline Motocross Ministries P O Box 854 Eastland, Texas 76448	N/A	PC	Support to continue bringing trackside ministries to local area motocross tracks, funding to continue to have books, DVD's, and literature available at trackside	\$ 6,000 00
Wesley Prep, A Ministry of Lovers Lane 9200 Inwood Road Dallas, Texas 75220	N/A	PC	Support for ongoing capital campaign for new and enhanced space for all academic levels	\$ 50,000 00
Wise Regional Health Foundation 609 Medical Center Drive Decatur, Texas 76234	N/A	SO I	Funds support the purchase of Mobile Medic Unit	\$ 30,000 00
YWCA 4144 N Central Expressway Ste 580 Dallas, Texas 75204	N/A	PC	Funds support general operating expenses	\$ 5,000 00
EDUCATION/CAPTIAL INVESTMENTS				
Trinity Valley School 7500 Dutch Branch Road Ft Worth, Texas 76132	N/A	PC	Funds support The Capital Campaign for TVS	\$ 20,000 00

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17

Form 990-PF, Part XV, Line 3a

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EDUCATION/GRADES K-5/STUDENT PROGRAMS				
Christian Community Storehouse P O Box 13 Keller, Texas 76244	N/A	PC	Funds support the Summer Reading Improvement, Health, and Cultural Arts Program	\$ 35,000 00
Today Marks the Beginning dba 29 Pieces P O Box 140962 Dallas, Texas 75214	N/A	PC	Help bring the current vision of 29 Pieces to light through MasterPEACE training program and Make my hands respect the things he has made A program where Sunset & Adamsen HS students & staff will collaborate with businesses to build one of the 29 pieces	\$ 15,000 00
EDUCATION/MIDDLE SCHOOL STUDENTS				
Southern Methodist University P O Box 750402 Dallas, Texas 75275-0402	N/A	PC	Funds will support program operations for the 2014 TEDxKids@SMU in October	\$ 45,000 00
EDUCATION/INITIATIVE/STUDY/EVAL IN EDUCATION				
Austin Community Foundation 4315 Guadalupe, Suite 300 Austin, Texas 78751	N/A	PC	Funds support the TEGAC Pre-K policy group at \$7,000 00 and \$3,000 00 for general operating expenses	\$ 10,000 00
Crown of Life Lutheran School 6605 Pleasant Run Road Colleyville, Texas 76034	N/A	PC	Funds support camp expenses for the 2014 June Celebration Summer Camp, and professional development opportunities	\$ 75,000 00
Pegasus Foundation-Dallas Institute of Humanities and Culture 2719 Routh Street Dallas, Texas 75201	N/A	PC	Funds support The Dallas Festival of Ideas	\$ 7,500 00
Education Opens Doors, Inc P O Box 601971 Dallas, Texas 75360	N/A	PC	Support for instruction materials, evaluation, research, on-site training, support to pilot sites, and general operating expense	\$ 15,000 00
Keller Independent School District 350 Keller Parkway Keller, Texas 76248	N/A	PC	Funds will support Showcase, Teacher & Principal Innovation Grants, district art show, expenses for Innovation winners to go to RCA, RCA speaker, space transformation, YAK Fest, Curious? that inspire, motivate, & reward, Dr. Reid HS Award to teachers	\$ 200,000 00
Lovejoy Independent School District 259 Country Club Road Allen, Texas 75002	N/A	PC	Support for Learning @ Lovejoy 2014, a summer teacher training in the Lovejoy Independent School District	\$ 30,000 00
Reading Partners 2910 Swiss Ave Dallas, Texas 75204	N/A	PC	Funds are for general operating expenses to support the mission of Reading Partners in helping children become lifelong readers	\$ 15,000 00
Teach for America - Dallas 600 N Pearl Street, Suite S2300 Dallas, Texas 75201	N/A	PC	Funds will support expenses for three or four participants to attend The Ron Clark Conference in March 2014 Any remaining funds are directed to accomplishing the goals of the organization	\$ 50,000 00
The Teaching Trust 1825 Market Center Blvd , Suite 260 Dallas, Texas 75207	N/A	PC	Funds support the mission of The Teaching Trust	\$ 100,000 00
What If We Could 204 North Dooley Grapevine, Texas 76051	N/A	PC	Funds support separation from Hill School, 2014 Summer Camp, School Transition, High School improvements, Kaleidoscope meeting, Power of Self training for 2 and Showcase	\$ 375,000 00

2014

Federal Statements

Client HUDSON

The M. R. and Evelyn Hudson Foundation

48-1107753

Statement 17

Form 990-PF, Part XV, Line 3a

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What If We Could 204 North Dooley Grapevine, Texas 76051	N/A	PC	Funds support Showcase/Whimsy, The Ron Clark Conference, Kagan Training, a site visit to Hershey PA, Sky Ranch experience for kids, Chautauqua Institute, or Aspen Ideas Festival, Steve Spangler, Disney Training and Fine Arts Summer Experience	\$ 90,000 00
EDUCATION/TEACHER TRAINING				
Birdville Independent School District 6125 East Belknap Haltom City, Texas 76117	N/A	PC	Funds support professional development, transformational spaces and literacy training for Righland High School	\$ 100,000 00
Crown of Life Lutheran School 6605 Pleasant Run Road Colleyville, Texas 76034	N/A	PC	Funds support the principal and full time K-8th grade staff to attend the Ron Clark Academy conference in January of 2015	\$ 13,379 28
Great Expectations Foundation PO Box 1710 Tahlequah, Oklahoma 74465-1710	N/A	PC	Funds support GE training for the entire staff at Westlake Academy, one GE staff member to attend Power of Self, 15 reserved spots for Hill School staff, training for Keller ISD staff Any remaining funds will be used for North Texas Scholarships	\$ 75,000 00
St Philip's School & Community Center 1600 Pennsylvania Ave Dallas, Texas 75215	N/A	PC	Funds support professional development and cross curricular innovations	\$ 20,000 00
Town of Westlake 3 Village Circle, Suite 202 Westlake, Texas 76262	N/A	GOV	Funds support MYP Principal, Strengthsfinder training for leadership and staff, Power of Self training for one staff member	\$ 125,000 00
Trinity Christian Academy 17480 Dallas Parkway, Ste 115 Dallas, Texas 75287	N/A	PC	Support for thirteen faculty members to attend Ron Clark Academy, Kagan Training for 39 TCA teachers, seven team leaders to attend International Reading Association National Conf, and fifteen teachers to attend one day sessions at Learning@Lovejoy	\$ 30,000 00
EDUCATION/TEACHER INNOVATION AWARDS				
Commit2dallas dba Commit 3963 Maple Avenue, Suite 290 Dallas, Texas 75219	N/A	PC	Funding will support the Extra Yard for Teacher Summit January 10th 2015 at \$150,000 00 and \$25,000 00 for the general operating expenses of Commit, currently budgeted to support it's Teacher Reading Academy	\$ 175,000 00
EDUCATION/GENERAL				
Pegasus Foundation-Dallas Institute of Humanities and Culture 2719 Routh Street Dallas, Texas 75201	N/A	PC	Funds support scholarships for Dallas ISD teacher(s) to attend Sue Rose Summer Institute	\$ 2,500 00
PLEDGE TO PAY				
Perot Museum of Nature and Science 2201 North Field Street Dallas, Texas 75201	N/A	PC	Funds will fulfill the foundations \$1 0 million pledge to the Perot Museum of Nature and Science	\$ 50,000 00
Dallas Arboretum 11138 Wonderland Trail Dallas, Texas 75229	N/A	PC	Final installment to fulfill the pledge of \$650,000 00 for naming opportunities made in 2010	\$ 50,000 00
GRAND TOTAL GRANTS PAID				\$ 4,172,334.92