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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning

, 2014, and ending

Isla Carroll Turner Friendship Trust
5850 San Felipe, Ste 125
Houston, TX 77057

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) **\$ 53,688,627.** J Accounting method: Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number
74-1460483

B Telephone number (see instructions)
713-237-1117

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here

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)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25.	25.	N/A	
	4 Dividends and interest from securities	1,611,368.	1,611,368.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,246,300.			
	b Gross sales price for all assets on line 6a	1,267,620.			
	7 Capital gain net income (from Part IV, line 2)		1,246,300.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
ADMINISTRATIVE EXPENSES	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11.	2,857,693.	2,857,693.		
	13 Compensation of officers, directors, trustees, etc	700.			700.
	14 Other employee salaries and wages	78,250.			78,250.
	15 Pension plans, employee benefits	15,708.			15,708.
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	24,616.	12,308.		12,308.
	c Other prof fees (attach sch) See St 2	57,827.	57,827.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stmt 3	50,923.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	22,458.			22,458.
OPERATING AND EXPENSES	21 Travel, conferences, and meetings	117.			117.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	14,714.			14,714.
	24 Total operating and administrative expenses. Add lines 13 through 23	265,313.	70,135.		144,255.
	25 Contributions, gifts, grants paid Part XV	2,580,000.			2,580,000.
NET INVESTMENT	26 Total expenses and disbursements. Add lines 24 and 25	2,845,313.	70,135.		2,724,255.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	12,380.			
	b Net Investment Income (if negative, enter -0-)		2,787,558.		
ADJUSTED NET INCOME	c Adjusted net income (if negative, enter 0-)				

914

15

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments..	69,989.	103,690.	63,690.
	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			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 5	1,221,867.	1,200,546.	53,624,937.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment. basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,291,856.	1,304,236.	53,688,627.	
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 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	1,291,856.	1,304,236.	
	30 Total net assets or fund balances (see instructions)	1,291,856.	1,304,236.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,291,856.	1,304,236.	

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	1,291,856.
2 Enter amount from Part I, line 27a	2	12,380.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,304,236.
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	1,304,236.

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 13,960 shs Exxon Mobil		P	Various	12/10/14
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,267,620.		21,320.	1,246,300.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			1,246,300.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	1,246,300.
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	2,368,586.	54,074,399.	0.043802
2012	2,462,375.	52,638,589.	0.046779
2011	2,239,500.	50,295,911.	0.044526
2010	2,095,430.	40,813,895.	0.051341
2009	2,356,026.	45,673,778.	0.051584

2 Total of line 1, column (d)	2	0.238032
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	0.047606
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	56,619,877.
5 Multiply line 4 by line 3	5	2,695,446.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,876.
7 Add lines 5 and 6	7	2,723,322.
8 Enter qualifying distributions from Part XII, line 4	8	2,724,255.

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	27,876.
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	2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	27,876.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3	Add lines 1 and 2	5	27,876.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	7	54,000.
6	Credits/Payments.	8	
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	9	0.
b	Exempt foreign organizations – tax withheld at source	10	26,124.
c	Tax paid with application for extension of time to file (Form 8868)	11	0.
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	54,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,124.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax	11	0.

Part VI-A **Statements Regarding Activities**

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?

	Yes	No
1 a		X
1 b		X
1 c		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	
c	Did the foundation file Form 1120-POL for this year?
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? If 'Yes,' attach a detailed description of the activities.
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) TX
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

0.		
2		X
3		X
4 a		X
4 b		N/A
5		X

6	X	
7	X	
8 b	X	
9		X
10		X

Part VII: A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Pat Stillley	Telephone no. 713-237-1117
15	5850 San Felipe, Ste 125 Houston TX	ZIP + 4 77057
16	15	0
16	Yes	No
16		X

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 ►

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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
1b 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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ►		
1c 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	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 ► 20 __ , 20 __ , 20 __ , 20 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3 b	N/A
4a 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

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

5 a 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)?

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).

6 a 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?

If 'Yes' to 6b, file Form 8870

7 a 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

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 6		700.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Salient Trust Company 4265 San Felipe, 8th Fl Houston, TX 77027	Investment mgmt	57,827.
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		
3		
Total. Add lines 1 through 3		0.

BAA

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	57,273,812.
b	Average of monthly cash balances	1 b	208,297.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	57,482,109.
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	57,482,109.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	862,232.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,619,877.
6	Minimum investment return. Enter 5% of line 5	6	2,830,994.

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	2,830,994.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	27,876.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,876.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,803,118.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,803,118.
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	2,803,118.

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	2,724,255.
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	
3	Amounts set aside for specific charitable projects that satisfy the:	3 a	
a	Suitability test (prior IRS approval required)	3 b	
b	Cash distribution test (attach the required schedule)	4	2,724,255.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	27,876.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		2,696,379.

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				2,803,118.
2 Undistributed income, if any, as of the end of 2014:			2,263,450.	
a Enter amount for 2013 only		0.		
b Total for prior years: 20 ____, 20 ____				
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: ► \$ 2,724,255.				
a Applied to 2013, but not more than line 2a			2,263,450.	
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				460,805.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,342,313.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)		0.		
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

Part XV Supplementary Information (Complete this part only if the foundation 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))

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XVII 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 attachment	N/A	PC	See attachment	2,580,000.
Total				► 3a 2,580,000.
<i>b Approved for future payment</i>				
Total				► 3b

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	25.	
4 Dividends and interest from securities			14	1,611,368.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
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	1,246,300.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,857,693.	
13 Total. Add line 12, columns (b), (d), and (e)			13	2,857,693.	
(See worksheet in line 13 instructions to verify calculations)					

Part XVI(B) Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets
- Other transaction

(1) Sales of assets

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? .

Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign
Here

Patricia J. Buley
Signature of officer or trustee

10

Date

6

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Jody Blazek		 CPA 4/30/15			P00072674
	Firm's name	► Blazek & Vetterling		Firm's EIN ► 76-0269860		
Firm's address	► 2900 Weslayan, Suite 200					
	Houston, TX 77027-5132		Phone no	(713) 439-5739		

BAA

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and annual tax compliance ..	\$ 24,616.	\$ 12,308.		\$ 12,308.
Total	<u>\$ 24,616.</u>	<u>\$ 12,308.</u>	<u> </u>	<u>\$ 12,308.</u>

Statement 2
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
Investment Management Fees	\$ 57,827.	\$ 57,827.		
Total	<u>\$ 57,827.</u>	<u>\$ 57,827.</u>	<u> </u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 50,923.			
Total	<u>\$ 50,923.</u>	<u>\$ 0.</u>	<u> </u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Information technology web design	\$ 6,992.			\$ 6,992.
Insurance	3,780.			3,780.
Office expenses	3,274.			3,274.
Other expenses ..	668.			668.
Total	<u>\$ 14,714.</u>	<u>\$ 0.</u>	<u> </u>	<u>\$ 14,714.</u>

Statement 5
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>
586,275 shs Exxon Mobil	Cost	\$ 941,359.	\$ 52,910,522.
14,500 shs Altria Group	Cost	259,187.	714,415.
	Total	\$ 1,200,546.	\$ 53,624,937.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri-bution to EBP & DC</u>	<u>Expense Account/Other</u>
Phillip W. Winston 5850 San Felipe, Ste 125 Houston, TX 77057	Chairman 1.00	\$ 100.	\$ 0.	\$ 0.
Isla C. Reckling 5850 San Felipe, Ste 125 Houston, TX 77057	1st Vice Chair 1.00	100.	0.	0.
Rosalind W. Newton 5850 San Felipe, Ste 125 Houston, TX 77057	Vice Chairman 1.00	0.	0.	0.
Inez O. Reymond 5850 San Felipe, Ste 125 Houston, TX 77057	Sec / Treas 1.00	100.	0.	0.
James S. Reckling 5850 San Felipe, Ste 125 Houston, TX 77057	Asst Secretary 1.00	100.	0.	0.
Stephen M. Reckling 5850 San Felipe, Ste 125 Houston, TX 77057	Asst Secretary 1.00	100.	0.	0.
Anne Hardiman 5850 San Felipe, Ste 125 Houston, TX 77057	Asst Secretary 1.00	100.	0.	0.
Frank H. Rossi 5850 San Felipe, Ste 125 Houston, TX 77057	Asst Secretary 1.00	100.	0.	0.
	Total	\$ 700.	\$ 0.	\$ 0.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Information and application available on
the website below.
Guidelines are attached.

www.islacarrollturnerfriendshiptrust.org

INFORMATION AND INSTRUCTIONS
FOR SUBMISSION
TO ISLA CARROLL TURNER FRIENDSHIP TRUST

**FUNDS ONLY TO BENEFIT THOSE AGE 60+ OR THOSE BORN
WITH DOWN SYNDROME AGE 47+ LIVING IN TEXAS.**

**ALL FUNDS GIFTED BY TRUST MUST BE MANAGED, USED AND
OFFICE LOCATED IN TEXAS TO BE CONSIDERED.**

Submission to Isla Carroll Turner Friendship Trust (hereinafter referred to as "the Friendship Trust") is a simple process. Only fully complete proposals received by 5 pm on January 31st will be considered for funding. Please note that we do not send notification out as to the result of the meeting to those submitting incomplete proposals. Proposals will be accepted as early as August 1st of the prior year. Please note if January 31st falls on Saturday or Sunday proposals will be accepted until the following Monday by noon. Only those 501(c) (3) organizations with offices in Texas may submit and all funds must be managed and used within the State of Texas (this restriction is imposed by the trust document establishing the Friendship Trust). All funds must be used to benefit the elderly in Texas. Any questions as to qualifications or any other issues should be posed to Mrs. Patricia Stilley, Executive Director (713) 237-1117 or e-mail pstilley@ictft.org

The required application form will only be accepted via e-mail. It will not be accepted if it is altered in any way or is mailed. If a proposal is received by the deadline but is incomplete it will not go before the Board. Therefore, it is highly recommended that requests be submitted early. The application form is to be e-mailed only and all supporting documents will only be accepted via conventional mail, over night or hand delivered.

On the application form you will find yellow, highlighted areas. If you will simply place your mouse pointer on the highlighted area of the question it will explain the most commonly asked questions concerning that topic. Please fill in the answers to all posed questions. If you are requesting funding for general operating support of your organization it is not necessary to answer project/program questions. However, if you are requesting funding for a particular project or program we do require that all questions on the application form be completed including operating questions. Do not, however, answer any question "SEE ATTACHED". Applications with "SEE ATTACHED" as answers will not be accepted. We ask that basic information be supplied on the application form. The application form is the only part of your request that is read by the

Board of Trustees -- therefore it is critical that this information be supplied fully and correctly.

Only the Application form itself will be accepted via email. All supporting documents must be sent via conventional mail, overnight or hand delivered. The list of required documents can be found under the "checklist" tab.

All supporting documents should be mailed to:

Mrs. Patricia Stilley
Executive Director
Isla Carroll Turner Friendship Trust
5850 San Felipe Street, Suite 125
Houston TX 77057-3292

After submission, if you should find any information on your application form that needs to be changed please phone Mrs. Stilley with the new information. **Do not re-send the application form without first discussing re-submission with Mrs. Stilley.** You are welcome to telephone Mrs. Stilley with any questions you might have concerning submission. You are welcome to call and verify that your proposal did arrive and is complete. However, if your request is submitted within the last week or so before the deadline, we cannot guarantee that we will be able to extend this courtesy due to the sometimes overwhelming number of requests received.

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
All Saints Catholic Community 215 East 10th St. Houston, TX 77008	PC	Senior services at Center	\$ 40,000
Alzheimer's Disease and Related Disorders Assn 2242 West Holcombe Blvd, Houston, TX 77030	PC	Operating Support for Senior Services	50,000
Archdiocese of Galveston-Houston 1700 San Jacinto St, Houston, TX 77002	PC	Capital campaign for The Archbishop Joseph A. Fiorenza Priest Retirement Residence	500,000
Austin Habitat for Humanity Inc 310 Comal St, Austin, TX 78702	PC	Home Repairs for low income seniors	50,000
Baylor College of Medicine One Baylor Plaza MS. bcm 160, Houston, TX 77030	PC	ICTFT Geriatrics Education Program and education programs in the community for the benefit of seniors	50,000
Bering Omega Community Services PO Box 540517, Houston, TX 77254-0517	PC	Senior services for the elderly with HIV/AIDS	25,000
Briarwood-Brookwood, Inc. 1752 FM 1489, Brookshire, TX 77423	PC	Aid to Residents Fund for seniors	100,000
Capital Area Food Bank of Texas Inc 8201 S Congress, Austin, TX 78745	PC	Healthy Options Program for the elderly	20,000
Care Communities, The PO Box 4936, Austin, TX 78765-4936	PC	Services to senior clients	25,000
Cathedral Health and Outreach Ministries 1117 Texas Avenue, Houston, TX 77002	PC	Case management for seniors	30,000
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana St, Houston, TX 77006	PC	Services to seniors	25,000
CHRISTUS Foundation for HealthCare PO Box 1919, Houston, TX 77251-1919	PC	Healthy Seniors Program 1,925 flu shots, 25 Herpes Zoster Vaccines, 69 Tdap shots, 90 Hepatitis B vaccinations, and 40 Pneumonia Shots for seniors	50,000
Clarewood House Inc 7400 Clarewood Dr, Houston, TX 77036	PC	Aid to Residents Program	50,000
W Leo Daniels Towers Inc 8876 Harrell St, Houston, TX 77093	PC	Congregate Housing Services Program for seniors	15,000
Depression and Bipolar Support Alliance Texas PO Box 27607, Houston, TX 77059	PC	Underwrite a senior support group for those age 65+	15,000
Dominican Sisters of Houston 6501 Almeda Road Houston, TX 77021	PC	Replace telephone system at retirement residence for sisters	30,000
Easter Sealsof Greater Houston Inc 4500 Bissonnet St Ste 340, Bellaire, TX 77401	PC	Senior programs and activities	25,000
Eden Home Inc 631 Lakeview Blvd, New Braunfels, TX 78130	PC	Benevolent fund	50,000
Fort Bend Senior Citizens Meals on Wheels and Much Much More Inc PO Box 1488, Rosenberg, TX 77471-1488	PC	Meals on Wheels, congregate meals program for those age 60+	25,000
Friends for Life PO Box 23491, Waco, TX 76702-3491	PC	Senior Day Program and Guardianship Program for seniors	20,000
Golden Age Hobby House 2805 Winbern St, Houston, TX 77004	PC	Operating support	40,000
Golden Age Hobby House 2805 Winbern St, Houston, TX 77004	PC	Winnie Colley salary	20,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Golden Rule Broadcasting PO Box 570728, Houston, TX 77257-0728	PC	Senior Channel in long term care facilities with the addition of one-on-one music therapist activities to augment the current Senior Channel for those age 60+	25,000
Good Samaritan Foundation of Texas Inc 3355 W Alabama St Ste 1025, Houston, TX 77098	PC	Masters in Gerontological Nursing Scholarships	75,000
Halo House Foundation 4007 Tartan Ln, Houston, TX 77025	PC	Senior temporary housing subsidy	25,000
Houston Aphasia Recovery Center 3701 Briarpark Dr Ste 310, Houston, TX 77042	PC	Services for seniors	15,000
Houston Area Parkinson Society 2700 Southwest Fwy Ste 296, Houston, TX 77098	PC	Operating funds for programs for seniors	75,000
Houston Habitat for Humanity Inc 3750 N McCarty St, Houston, TX 77029	PC	Construct two (2) homes for senior citizens age 60+	140,000
Houston Hospice 1905 Holcombe Blvd, Houston, TX 77030	PC	Programs for those age 60+	50,000
Houston's Amazing Place Inc 3735 Drexel Dr, Houston, TX 77027	PC	Operating support of services to those age 60+ and supportive services to their caregivers	60,000
Interfaith Carepartners Inc 701 N Post Oak Rd Ste 330, Houston, TX 77024	PC	Alzheimer's Care Team Program for seniors age 60+	25,000
Interfaith Caring Ministries Inc 151 Park Ave, League City, TX 77573	PC	Senior Outreach Program to include dental services to those age 60+	40,000
Interfaith Ministries for Greater Houston 3303 Main St, Houston, TX 77002	PC	Meals on Wheels for seniors age 60+ and their pets	40,000
Missions of Yahweh Inc 10247 Algiers Rd, Houston, TX 77041	PC	Senior Care Services for women age 60+	40,000
New Hope Housing Inc 1117 Texas St, Houston, TX 77002	PC	Residential Services Program for residents age 60+	50,000
Nixon Home Care 3719 Lynnfield St, Houston, TX 77016	PC	Project HEALTH for seniors age 65+	75,000
Northwest Assistance Ministries 15555 Kuykendahl Rd, Houston, TX 77090	PC	Meals on Wheels Program for seniors age 60+	40,000
Project Mend 5727 IH-10 West, San Antonio, TX 78201	PC	Reuse Program to assist seniors who remain in their homes with necessary durable medical equipment	5,000
Rebuilding Together Houston PO Box 15315, Houston, TX 77220-5315	PC	Repairs to homes of seniors	50,000
The Rose 12700 N Featherwood Dr Ste 260, Houston, TX 77034	PC	Empower Her Sponsorship Program for Senior Women age 60+	25,000
St Dominic Village 2401 Holcombe Blvd, Houston, TX 77021	PC	Resident Subsidy program	100,000
Saint James House of Baytown 5800 W Baker Rd, Baytown, TX 77520	PC	Financial Assistance Program for Residents	75,000
San Antonio Lighthouse for the Blind 2305 Roosevelt Ave, San Antonio, TX 78210	PC	Senior programs and adaptive training for seniors with visual impairment	15,000
Seven Acres Jewish Senior Care Services Inc 6200 N Braeswood Blvd, Houston, TX 77074	PC	Aid to Residents Program	50,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Southeast Area Ministries PO Box 267, South Houston, TX 77587	PC	Food assistance and emergency aid assistance for seniors age 60+	35,000
Stilwell Retirement Resident (Texas Retired Teachers Residence Corporation) 5400 Laurel Lake Dr, Waco, TX 76710	PC	Capital Patio Project	35,000
University of Houston 4800 Calhoun Rd. Houston, TX 77004	PC	Graduate School of Social Work scholarships for Masters degrees in gerontology	65,000
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd Rm 7, Bellaire, TX 77401	PC	Operating funds of programming for those age 60+	15,000
Waller Assistance & Restoration Ministries Inc PO Box 1774, Waller, TX 77484	PC	Senior Service Programs	20,000
Wheeler Avenue 5CS Inc 3826 Wheeler St, Houston, TX 77004	PC	General operating support of services to those age 60+	35,000
YMCA, Tellepsen Family Downtown (Legal Name YMCA of Greater Houston) 808 Pease Street Houston, TX 77002		Active Older Adults Program for those age 60+	25,000
<u>TOTAL FOR YEAR</u>			<u>\$ 2,580.000</u>