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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
HALLIBURTON FOUNDATION INC

% TIM MCKEON

A Employer identification number
75-1212458

Number and street (or P O box number if mail is not delivered to street address)
3000 N SAM HOUSTON PARKWAY E

Room/suite

B Telephone number (see instructions)
(713) 839-4818

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77032

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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, col. (c), line 16)* ▶$ 21,149,215

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

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)	1,500,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	164,794	164,794		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,756,885			
	b	Gross sales price for all assets on line 6a 22,262,531				
	7	Capital gain net income (from Part IV, line 2)		6,756,885		
	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)				
	12	**Total.** Add lines 1 through 11	8,421,679	6,921,679		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	10,851	10,851		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	29,924	29,924		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,500			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,275	40,775		0
	25	Contributions, gifts, grants paid	3,941,093			3,941,093
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,989,368	40,775		3,941,093
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,432,311			
	b	**Net investment income** (if negative, enter -0-)		6,880,904		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	156,434		
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 500,000			
	Less allowance for doubtful accounts ▶		500,000	500,000
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	15,806,165	20,066,900	20,649,215
	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)	15,962,599	20,566,900	21,149,215
Liabilities	17 Accounts payable and accrued expenses		141,314	
	18 Grants payable		30,676	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		171,990	
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.**			
	27 Capital stock, trust principal, or current funds	10,913,764	10,913,764	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,048,835	9,481,146	
	30 **Total net assets or fund balances** (see instructions)	15,962,599	20,394,910	
	31 **Total liabilities and net assets/fund balances** (see instructions)	15,962,599	20,566,900	

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	15,962,599
2	Enter amount from Part I, line 27a	2	4,432,311
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,394,910
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	20,394,910

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	STIF-TYPE INSTRUMENT			
b	MUTUAL FUNDS-ST			
c	MUTUAL FUNDS-LT			
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	3,701,122		3,701,122	
b	1,105,124		1,083,753	21,371
c	17,456,285		10,720,771	6,735,514
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				21,371
c				6,735,514
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	6,756,885
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	3,251,242	20,485,806	0 158707
2012	2,660,372	18,160,802	0 14649
2011	2,527,722	16,083,783	0 15716
2010	1,977,409	13,570,436	0 145714
2009	1,855,046	10,718,396	0 173071

2	**Total** of line 1, column (d).	2	0 781142
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 156228
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,213,314
5	Multiply line 4 by line 3.	5	3,157,886
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	68,809
7	Add lines 5 and 6.	7	3,226,695
8	Enter qualifying distributions from Part XII, line 4.	8	3,941,093

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	68,809
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	68,809
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	68,809
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	25,090		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	25,090
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	543
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	44,262
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶TIM MCKEON Telephone no ▶(281) 575-3674

Located at ▶3000 N SAM HOUSTON PARKWAY E HOUSTON TX ZIP+4 ▶77032

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	20,108,088
b	Average of monthly cash balances	1b	413,043
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	20,521,131
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e**		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	20,521,131
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	307,817
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,213,314
6	**Minimum investment return.** Enter 5% of line 5	6	1,010,666

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

1	Minimum investment return from Part X, line 6			1	1,010,666
2a	Tax on investment income for 2014 from Part VI, line 5	2a	68,809		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	68,809
3	Distributable amount before adjustments Subtract line 2c from line 1			3	941,857
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	941,857
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	941,857

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,941,093
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,941,093
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	68,809
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,872,284

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					941,857
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 2011 , 2010					
3 Excess distributions carryover, if any, to 2014					
a From 2009.	1,855,046				
b From 2010.	1,977,409				
c From 2011.	2,527,722				
d From 2012.	2,660,372				
e From 2013.	2,236,782				
f **Total** of lines 3a through e.		11,257,331			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 3,941,093					
a Applied to 2013, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2014 distributable amount.					941,857
e Remaining amount distributed out of corpus		2,999,236			
5 Excess distributions carryover applied to 2014					
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,256,567			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
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)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		1,855,046			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		12,401,521			
10 Analysis of line 9					
a Excess from 2010. . . .	1,977,409				
b Excess from 2011. . . .	2,527,722				
c Excess from 2012. . . .	2,660,372				
d Excess from 2013. . . .	2,236,782				
e Excess from 2014. . . .	2,999,236				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

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

BRINDA MAXWELL
10200 BELLAIRE BLVD
HOUSTON,TX 77072
(281) 575-3558

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

APPLICATION SHOULD BE MADE BY LETTER AND INCLUDE THE AMOUNT AND USE

c Any submission deadlines

NO DEADLINE APPLICANTS ARE NOTIFIED OF APPROVAL OR DECLINE IN 3 MONTHS

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

SEE ATTACHED STATEMENT

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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				3,941,093
b *Approved for future payment*				
See Additional Data Table				
Total . . . . ▶ **3b**				9,252,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities					164,794
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					6,756,885
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)					6,921,679

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 6,921,679

(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)
4	HALLIBURTON FOUNDATION INC ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH A PROGRAM OF MAKING CHARITABLE GIFTS AND GRANTS AND DOES NOT CONDUCT ANY CHARITABLE ACTIVITIES OR MAKE PROGRAM-RELATED INVESTMENTS ALL INCOME REPORTED REPRESENTS INVESTMENT INTEREST AND DIVIDENDS RECEIVED BY THE FOUNDATION THAT CONTRIBUTES IMPORTANTLY TO THE ACCOMPLISHMENT OF THE EXEMPT PURPOSE OF THE ORGANIZATION
8	HALLIBURTON FOUNDATION INC ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH A PROGRAM OF MAKING CHARITABLE GIFTS AND GRANTS AND DOES NOT CONDUCT ANY CHARITABLE ACTIVITIES OR MAKE PROGRAM-RELATED INVESTMENTS ALL INCOME REPORTED REPRESENTS GAINS OR LOSSES RECEIVED BY THE FOUNDATION THAT CONTRIBUTE IMPORTANTLY TO THE ACCOMPLISHMENT OF THE EXEMPT PURPOSE OF THE ORGANIZATION ORGANIZATION

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

			Yes	No
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.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee	Date: 2015-11-13	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
D J LESAR 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	TRUSTEE 0 1	0	0	0
LAWRENCE POPE 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	TRUSTEE 0 1	0	0	0
BRINDA MAXWELL 10200 BELLAIRE BLVD HOUSTON, TX 77072	ADMINISTRATOR 0 1	0	0	0
TIM MCKEON 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	TREASURER 0 1	0	0	0
JEFF MILLER 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	TRUSTEE 0 1	0	0	0
CINDY PATMAN 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	VP AND SECRETARY 0 1	0	0	0
ROBB VOYLES 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	TRUSTEE 0 1	0	0	0
ROBERT HAYTER 3000 N SAM HOUSTON PKWY E HOUSTON, TX 77032	COUNSEL 0 1	0	0	0

Form 990PF Part XV Line 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
a *Paid during the year*				
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVE 3RD FLOOR NEW YORK, NY 10018			EDUCATION	112,500
ARCHDIOCESE OF GALVESTON-HOUSTON 2403 HOLCOMBE BLVD HOUSTON, TX 77021			EDUCATION	1,125
AWTY INTERNATIONAL SCHOOL 7455 AWTY SCHOOL LN HOUSTON, TX 77055			EDUCATION	1,125
BARBARA BUSH ELEMENTARY 13800 WESTERLOCH DR HOUSTON, TX 77077			EDUCATION	563
BAYLOR UNIVERSITY PO BOX 97050 WACO, TX 767987050			EDUCATION	50,900
BELOIT COLLEGE 700 COLLEGE ST BELOIT, WI 53511			EDUCATION	11,925
BOONE-APACHE PUBLIC SCHOOLS 102 POHLEMAN DR APACHE, OK 73006			EDUCATION	1,000
BRAY-DOYLE PUBLIC SCHOOLS 1205 S BROOKS RD MARLOW, OK 73055			EDUCATION	1,563
BRIARWOOD SCHOOL 12207 WHITTINGTON DRIVE HOUSTON, TX 77077			EDUCATION	1,125
CALIF ST POLY UNIV-POMONA 3801 W TEMPLE AVE BLDG 1 211 POMONA, CA 91768			EDUCATION	1,125
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD M/S 5-32 PASADENA, CA 91125			EDUCATION	2,813
CARNEGIE LIBRARY OF PITTSBURGH 4400 FORBES AVE PITTSBURGH, PA 152134007			EDUCATION	112,500
CENTRAL METHODIST COLLEGE 411 CMC SQUARE FAYETTE, MO 65248			EDUCATION	1,063
CHANDLER PUBLIC SCHOOL 901 S CHS ST CHANDLER, OK 74834			EDUCATION	450
COLORADO SCHOOL OF MINES FDN PO BOX 4005 GOLDEN, CO 80401			EDUCATION	291,563
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
COLORADO STATE UNIVERSITY 410 UNIVERSITY SERVICES CENTER FORT COLLINS,CO 805237116			EDUCATION	30,000
CORNELL COLLEGE 600 FIRST ST SW MOUNT VERNON,IA 52314			EDUCATION	33,750
CORNERSTONE CHRISTIAN ACADEMY 2140 FIRST COLONY BLVD SUGAR LAND,TX 77479			EDUCATION	225
COVENANT CHRISTIAN SCHOOL 4503 INTERSTATE 45 N CONROE,TX 77304			EDUCATION	225
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER,NH 037553555			EDUCATION	23,175
DICKINSON CATHOLIC SCHOOLS PO BOX 1177 DICKINSON,ND 586021177			EDUCATION	1,000
DUCHESNE ACADEMY 10202 MEMORIAL HOUSTON,TX 77024			EDUCATION	563
DUKE UNIVERSITY BOX 90581 DURHAM,NC 277080581			EDUCATION	700
DUNCAN PUBLIC SCHOOLS PO BOX 1548 DUNCAN,OK 73534			EDUCATION	2,250
EASTERN ILLINOIS UNIVERSITY 600 LINCOLN AVE CHARLESTON,IL 61920			EDUCATION	563
EMORY UNIVERSITY 1762 CLIFTON RD STE 1400 ATLANTA,GA 303224001			EDUCATION	2,185
FLORIDA A&M UNIVERSITY FDN 1601 MARTIN LUTHER KING BLVD TALLAHASSEE,FL 32301			EDUCATION	1,000
FLORIDA STATE UNIVERSITY FOUNDATION 2010 LEVY AVE NO 300 TALLAHASSEE,FL 323062739			EDUCATION	22,500
FORT SETTLEMENT MIDDLE SCHOOL 5440 ELKINS RD SUGAR LAND,TX 77479			EDUCATION	225
FOXCROFT SCHOOL 22407 FOXCROFT RD MIDDLEBURG,VA 201173724			EDUCATION	1,125
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
GENESYS WORKS HOUSTON 601 JEFFERSON AVE HOUSTON,TX 77002			EDUCATION	25,000
GRACELAND UNIVERSITY 1 UNIVERSITY PLACE LAMONI,IA 50140			EDUCATION	2,250
GREATER HOUSTON PARTNERSHIP 1200 SMITH STE 700 HOUSTON,TX 770024400			EDUCATION	200,000
HARVARD UNIVERSITY 124 MOUNT AUBURN ST CAMBRIDGE,MA 021385762			EDUCATION	85,000
HASTINGS COLLEGE 11422 MIRACLE HILLS DR STE 550 OMAHA,NE 68154			EDUCATION	1,825
HESSTON COLLEGE BOX 3000 HESSTON,KS 67062			EDUCATION	6,750
HOLY SPIRIT EPISCOPAL SCHOOL 12535 PERTHSHIRE RD HOUSTON,TX 770244186			EDUCATION	1,125
HOUSTON CHRISTIAN HIGH SCHOOL 2700 W SAM HOUSTON PKWY N HOUSTON,TX 77043			EDUCATION	1,125
HOUSTON WORLD AFFAIRS COUNCIL PO BOX 920905 HOUSTON,TX 772920905			EDUCATION	10,000
HUMBLE ISD EDUCATION FOUNDATION PO BOX 2000 HUMBLE,TX 77347			EDUCATION	450
HUTSELL ELEMENTARY 5360 FRANZ RD KATY,TX 77493			EDUCATION	500
INDEPENDENT PETROLEUM ASSOCIATION 1201 15TH ST STE 300 WASHINGTON,DC 20005			EDUCATION	20,000
INTERNATIONAL SCHOLARSHIP Schlrshp TUITION SERVICE 1321 MURFREESBORO PIKE STE 800 NASHVILLE,TN 372172698			EDUCATION	81,071
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD AMES,IA 500108644			EDUCATION	563
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK,NY 10027			EDUCATION	563
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
JOHN COOPER SCHOOL ONE JOHN COOPER DR THE WOODLANDS,TX 77381			EDUCATION	2,823
JUNIOR ACHIEVEMENT OF SOUTHEAST TEXAS 2115 E GOVERNERS CIRCLE HOUSTON,TX 77092			EDUCATION	25,000
KANSAS STATE UNIVERSITY FOUNDATION 2323 ANDERSON AVE STE 500 MANHATTAN,KS 665022911			EDUCATION	28,938
KANSAS UNIVERSITY PO BOX 928 LAWRENCE,KS 660440928			EDUCATION	17,500
KINKAID SCHOOL INC 201 KINCAID SCHOOL DR HOUSTON,TX 77024			EDUCATION	1,125
KIPP HOUSTON 10711 KIPP WAY HOUSTON,TX 77099			EDUCATION	20,000
KNOX COLLEGE 2 E SOUTH ST GALESBURG,IL 61401			EDUCATION	700
LAMAR UNIVERSITY 855 JIM GILLIGAN WAY BEAUMONT,TX 77705			EDUCATION	6,000
LOUISIANA STATE UNIVERSITY IN BATON ROUGE 3838 W LAKESHORE DR BATON ROUGE,LA 70808			EDUCATION	52,050
MARSHALL UNIVERSITY ONE JOHN MARSHALL DR HUNTINGTON,WV 25755			EDUCATION	5,625
MARSHALL UNIVERSITY FOUNDATION INC 519 JOHN MARSHALL DRIVE HUNTINGTON,WV 25703			EDUCATION	5,000
MASSACHUSETTS INST OF TECH 238 MAIN ST STE 200 CAMBRIDGE,MA 02142			EDUCATION	13,000
MCNEESE STATE UNIV FOUNDATION PO BOX 90775 LAKE CHARLES,LA 706099989			EDUCATION	33,750
MICHIGAN TECHNOLOGICAL UNIVERSITY 1400 TOWNSEND DR HOUGHTON,MI 499311295			EDUCATION	563
MISSOURI UNIVERSITY OF SCIENCE AND TECHNOLOGY 112 CAMPUS SUPPORT FACILITY ROLLA,MO 654091320			EDUCATION	31,125
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
MONTANA STATE UNIVERSITY PO BOX 172750 BOZEMAN,MT 597172750			EDUCATION	29,000
MONTANA STATE UNIVERSITY 201 STRAND UNION BUILDING BOZEMAN,MT 59717			EDUCATION	13,500
NDSU DEVELOPMENT FOUNDATION 1241 N UNIVERSITY DR FARGO,ND 58102			EDUCATION	1,000
NEW MEXICO STATE UNIVERSITY PO BOX 3590 LAS CRUCES,NM 88003			EDUCATION	10,000
NORTH DAKOTA STATE UNIVERSITY 1340 ADMINISTRATION AVE FARGO,ND 58102			EDUCATION	12,000
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE BOSTON,MA 02115			EDUCATION	11,250
NORTHWESTERN UNIVERSITY 2020 RIDGE AVE RM 230 EVANSTON,IL 602084305			EDUCATION	112,500
OFFSHORE ENERGY CENTER 200 N DAIRY ASHFORD STE 6220 HOUSTON,TX 77079			EDUCATION	12,689
OKLAHOMA STATE UNIV FOUNDATION PO BOX 1749 STILLWATER,OK 740761749			EDUCATION	49,052
OUACHITA BAPTIST UNIVERSITY 410 OUACHITA ST OBU BOX 3754 ARKADELPHIA,AR 719980001			EDUCATION	2,250
PENNSYLVANIA STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK,PA 16802			EDUCATION	25,175
PRESBYTERIAN SCHOOL 5300 MAIN HOUSTON,TX 77004			EDUCATION	700
PRINCETON UNIVERSITY ONE NASSAU HALL PRINCETON,NJ 08544			EDUCATION	1,000
PURDUE FOUNDATION 101 N GRANT STE B-50 WEST LAFAYETTE,IN 479063574			EDUCATION	26,750
PUTNAM CITY SCHOOL 5401 NW 40TH OKLAHOMA CITY,OK 73122			EDUCATION	225
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
RICE UNIVERSITY 6100 MAIN ST-MS81 HOUSTON,TX 77005			EDUCATION	48,326
RIVERFIELD COUNTRY DAY SCHOOL 2433 W 61ST ST TULSA,OK 74132			EDUCATION	600
ROSE-HULMAN INSTITUTE OF TECHNOLOGY 5500 WABASH AVE TERRE HAUTE,IN 47803			EDUCATION	15,000
SAINT MARYS COLLEGE 110 LE MANS HALL NOTRE DAME,IN 46556			EDUCATION	1,125
SMITH COLLEGE GIFT ACCOUNTING 33 ELM ST NORTHAMPTON,MA 010630024			EDUCATION	11,250
SOUTH DAKOTA SCHOOL OF MINES AND TECHNOLOGY 501 EAST SAINT JOSEPH ST RAPID CITY,SD 57701			EDUCATION	12,000
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO HOUSTON,TX 770027013			EDUCATION	1,125
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS,TX 752750402			EDUCATION	11,125
ST CECILIA CATHOLIC SCHOOL 11740 JOAN OF ARC HOUSTON,TX 77024			EDUCATION	500
ST CECILIA CATHOLIC SCHOOL 11740 JOAN OF ARC HOUSTON,TX 77024			EDUCATION	563
ST JOHNS COLLEGE PO BOX 2800 ANNAPOLIS,MD 21404			EDUCATION	1,063
ST LAURENCE CATHOLIC SCHOOL 2630 AUSTIN PKWY SUGAR LAND,TX 77479			EDUCATION	788
ST MARYS CATHOLIC SCHOOL 611 SW A AVE LAWTON,OK 73501			EDUCATION	1,125
ST PIUS X HIGH SCHOOL 811 W DONOVAN HOUSTON,TX 77091			EDUCATION	1,125
ST PAUL LUTHERAN SCHOOL 712 SCHILLING AVE BAYTOWN,TX 77520			EDUCATION	1,125
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
SUNY-GENESEO FOUNDATION INC 1 COLLEGE CIRCLE ERWIN 202 GENESEO,NY 14454			EDUCATION	9,000
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINSGROVE,PA 17870			EDUCATION	112,500
TEXAS A & M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION,TX 778402811			EDUCATION	236,690
TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD / MSC 104 KINGSVILLE,TX 78363			EDUCATION	500
TEXAS STATE UNIVERSITY - SAN MARCOS 601 UNIVERSITY D SAN MARCOS,TX 78666			EDUCATION	19,525
TEXAS TECH UNIVERSITY PO BOX 45025 LUBBOCK,TX 794095025			EDUCATION	75,365
THE WOODLANDS CHRISTIAN ACADEMY 5800 ACADEMY WAY THE WOODLANDS,TX 77384			EDUCATION	425
THOMAS JEFFERSON HIGH SCHOOL 4001 WALNUT HILL LN DALLAS,TX 75229			EDUCATION	1,000
TOWER HILL SCHOOL 2813 W 17TH ST WILMINGTON,DE 19806			EDUCATION	1,000
TRANSYLVANIA UNIVERSITY 300 N BROADWAY LEXINGTON,KY 40502			EDUCATION	30,000
TRINITY CHRISTIAN SCHOOL 7941 KATY FWY 110 HOUSTON,TX 77024			EDUCATION	1,125
UNIVERISTY OF CA BERKELEY FDN 2440 BANCROFT WAY BERKELEY,CA 94720			EDUCATION	563
UNIVERSITY OF COLORADO FDN 4740 WALNUT ST BOULDER,CO 80301			EDUCATION	26,125
UNIVERSITY OF FLORIDA FOUNDATION PO BOX 14425 GAINESVILLE,FL 326044425			EDUCATION	5,000
UNIVERSITY OF HOUSTON PO BOX 867 HOUSTON,TX 770010867			EDUCATION	3,948
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
UNIVERSITY OF HOUSTON FOUNDATION 4543 POST OAK PLACE STE 250 HOUSTON,TX 77027			EDUCATION	74,376
UNIVERSITY OF HOUSTON OFFICE OF 400 E CULLEN BLDG HOUSTON,TX 772042013			EDUCATION	11,250
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST URBANA,IL 618012962			EDUCATION	15,500
UNIVERSITY OF INDIANAPOLIS 1400 E HANNA AVE INDIANAPOLIS,IN 462273697			EDUCATION	1,000
UNIVERSITY OF KENTUCKY STURGILL DEVELOPMENT BUILDING LEXINGTON,KY 405060015			EDUCATION	6,500
UNIVERSITY OF LA AT LAFAYETTE PO BOX 40400 LAFAYETTE,LA 70504			EDUCATION	4,250
UNIVERSITY OF LOUISIANA 705 E ST MARY BLVD LAFAYETTE,LA 70503			EDUCATION	29,168
UNIVERSITY OF MIAMI STE 300 UM GABLES ONE TOWER CORAL GABLES,FL 33146			EDUCATION	3,000
UNIVERSITY OF NORTH TEXAS FOUNDATION INC 1155 UNION CIRCLE 311250 DENTON,TX 762035017			EDUCATION	3,376
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL NOTRE DAME,IN 46556			EDUCATION	43,875
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN,OK 73019			EDUCATION	80,870
UNIVERSITY OF PIKEVILLE COLLEGE 147 SYCAMORE ST PIKEVILLE,KY 41501			EDUCATION	12,250
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY GARDENS STE 203 LOS ANGELES,CA 900898003			EDUCATION	122,500
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION 118 COLLEGE DR 10026 HATTIESBURG,MS 39406			EDUCATION	45,000
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE,TN 37996			EDUCATION	42,815
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
UNIVERSITY OF TEXAS - PAN AMERICAN 1201 W UNIVERSITY DR EDINBURG,TX 78541			EDUCATION	45,000
UNIVERSITY OF TEXAS AT ARLINGTON PO BOX 19198 ARLINGTON,TX 760190190			EDUCATION	563
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN,TX 78713			EDUCATION	121,431
UNIVERSITY OF TEXAS AT EL PASO 500 W UNIVERSITY KELLY HALL 6TH FL EL PASO,TX 79968			EDUCATION	110,000
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO,TX 78249			EDUCATION	30,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON,WI 537088860			EDUCATION	112,500
UNIVERSITY OF WYOMING FDN 1200 E IVINSON LARAMIE,WY 820704159			EDUCATION	520,000
URSULINE ACADEMY OF DALLAS 4900 WALNUT HILL LANE DALLAS,TX 75229			EDUCATION	1,125
UWMC FOUNDATION 518 SOUTH 7TH AVE WAUSAU,WI 54401			EDUCATION	1,175
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE,TN 37240			EDUCATION	2,000
VELMA ALMA PUBLIC SCHOOL PO BOX 8 VELMA,OK 73491			EDUCATION	1,125
VILLANOVA UNIVERSITY 800 LANCASTER AVE VILLANOVA,PA 19085			EDUCATION	112,500
WAURIKA PUBLIC SCHOOLS 600 E FLORIDA AVE WAURIKA,OK 73573			EDUCATION	1,125
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY,MA 02481			EDUCATION	1,000
WEST VIRGINIA UNIVERSITY FDN PO BOX 1650 MORGANTOWN,WV 265071650			EDUCATION	36,250
Total . . . . ▶ **3a**				3,941,093

Form 990PF Part XV Line 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
a *Paid during the year*				
WESTERN ACADEMY 1511 BUTLERCREST ST HOUSTON,TX 77080			EDUCATION	3,125
WILLOW CREEK ELEMENTARY 2002 WILLOW TERRACE KINGWOOD,TX 77345			EDUCATION	1,000
WINONA STATE UNIVERSITY FOUNDATION 175 WEST MARK ST WINONA,MN 55987			EDUCATION	500
YELLOWSTONE ACADEMY INC 3000 TRULLEY ST HOUSTON,TX 77004			EDUCATION	18,000
Total . . . . ▶ **3a**				3,941,093

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

TY 2014 Investments - Other Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	20,066,900	20,649,215

TY 2014 Other Expenses Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHOLARSHIP ADMINISTRATION FEE	7,500			

TY 2014 Other Professional Fees Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	10,851	10,851		

TY 2014 Taxes Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	29,924	29,924		

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
HALLIBURTON FOUNDATION INC	75-1212458

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HALLIBURTON FOUNDATION INC

Employer identification number
75-1212458

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HALLIBURTON COMPANY 3000 N SAM HOUSTON PARKWAY E HOUSTON, TX77032	$ 1,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
HALLIBURTON FOUNDATION INC

Employer identification number
75-1212458

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization
HALLIBURTON FOUNDATION INC

Employer identification number
75-1212458

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

HALLIBURTON FOUNDATION, INC.
EIN: 75-1212458
FORM 990-PF, PART XV – SUPPLEMENTARY INFORMATION

LINE 2D, ANY RESTRICTIONS OR LIMITATIONS ON AWARDS, SUCH AS BY GEOGRAPHICAL AREAS, CHARITABLE FIELDS, KINDS OF INSTITUTIONS, OR OTHER FACTORS:

PURPOSE

Established in 1965, the Halliburton Foundation, Inc (the "Foundation") supports education at all levels and charitable organizations through employee matching gifts, direct grants and scholarships The Foundation is a domestic foundation

FOUNDATION GIVING GUIDELINES

The Foundation will accept grant proposals from U S based non-profit organizations that serve the following areas

- Education
- Health
- Social Services (health-related)

In order to be considered for a corporate grant from the Foundation, an organization must

- Provide evidence of I R C § 501 (c) (3) tax exempt status as granted by the Internal Revenue Service, or of a political subdivision (schools, municipal foundations, etc)
- Demonstrate that supporting the request will be of benefit to the company, employees, the community and customers
- Indicate how many people will be impacted by the project
- Provide a summary of the how the program or project will be accomplished and the expected results
- Provide a timeline for the project
- Provide budget information and other sources of funding for the project
- Provide a list of its Board of Directors noting their business affiliations
- Submit its most recent audited financial statement or Form 990

The Foundation will not consider providing support to the following

- Individuals
- Organizations that do not have I R C § 501(c)(3) or equivalent status
- Religious, fraternal or veterans organizations
- Athletic organizations
- Trips, sporting events, tours and transportation
- Advertising, film or video projects
- Projects in locations not geographically aligned with Halliburton Company facilities and operations or company goals
- Political or union organizations

POLICY

All grant proposals are subject to approval by the Trustees of the Foundation The Trustees of the Foundation have sole discretion regarding when, how, if and to whom funds are dispersed The

Foundation reserves the right to modify or suspend any aid program at any time The types of aid that may be granted by the Foundation include matching contributions and non-matching grants

Matching Contributions (Matching Gift Plan)

There are three possible sources of contributions that may be matched by the Foundation

(1) Active or retired employees of Halliburton Company or its subsidiaries
(2) Active or retired Halliburton Company Directors
(3) Personal Charitable Organizations* established by any of the persons named in (1) or (2) above

For each eligible contribution actually made (not merely pledged) that constitutes a direct personal gift to an accredited U S elementary or secondary (public or private) school (K-12) or to an accredited U S junior college, college or university (not an alumni association or athletic department/club), or charitable or not-for-profit hospital or medical foundation in the United States, the Foundation makes a contribution in an amount at 2 25 the amount contributed by the individual donor or Personal Charitable Organization, subject to the approval of the Trustees and providing the contribution meets the following criteria

(1) Maximum annual aggregate Combined contributions by an individual donor and his/her Personal Charitable Organization are eligible for match under this policy up to the following maximum aggregate amount, as applicable, per calendar year

- For contributions with respect to any active Director, $50,000, and for contributions with respect to any retired Director, $20,000
- For contributions with respect to any active employee, $20,000, and for contributions with respect to any retired employee, $10,000
- For contributions to U S elementary and secondary (K-12) schools, $500

(2) Contributions must meet/exceed minimum amounts to be considered for a match

- For contributions to U S junior colleges, colleges, and universities, $250
- For contributions to U S elementary and secondary (K-12) schools, $25
- For contributions to charitable or not-for-profit hospitals or medical foundations in the United States, $5,000

(3) Contributions may be made in cash or in securities having a quoted market value, or both

Types of Non-Matching Grants

Educational Institutions and Charitable or Not-for-Profit Hospitals or Medical Foundations Grants

Grants will be made to accredited U S junior colleges, colleges, universities, charitable or not-for-profit hospitals or medical foundations, and similar institutions selected on the basis of past and anticipated benefits to society and performance in the fields of education and research beneficial to mankind These grants may vary in size and duration and may be designated to be used for a particular department or specific purpose consistent with the objective of the Foundation

Grants to Selected Charities

Grants of a non-routine nature will be made to selected organized U S -based charities on the basis of past and anticipated benefits to society These grants may vary in size and duration and may be designated to be used for a particular purpose consistent with the objectives of the Foundation

DEFINITIONS

* **Personal Charitable Organizations** are charitable giving vehicles administered by a third party and created for the purpose of managing charitable donations on behalf of an organization, family, or individual