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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation LEO & RHEA FAY FRUHMANN FOUNDATION		A Employer identification number 75-2302749
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 835786	Room/suite	B Telephone number 972-386-6727
City or town, state or province, country, and ZIP or foreign postal code RICHARDSON, TX 75083-5786		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,992,153.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		266,209.	262,715.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		109,896.			
b Gross sales price for all assets on line 6a 586,073.					
7 Capital gain net income (from Part IV, line 2)			109,896.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		376,105.	372,611.		
13 Compensation of officers, directors, trustees, etc		245,538.	137,538.		108,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,900.	1,450.		1,450.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		59,803.	6,368.		8,095.
19 Depreciation and depletion		49.	5.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		4,853.	0.		4,853.
24 Total operating and administrative expenses. Add lines 13 through 23		313,143.	145,361.		122,398.
25 Contributions, gifts, grants paid		570,110.			570,110.
26 Total expenses and disbursements. Add lines 24 and 25		883,253.	145,361.		692,508.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<507,148.>			
b Net investment income (if negative, enter -0-)			227,250.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			17,159.	46,579.	46,579.
	2 Savings and temporary cash investments			533,386.	294,431.	294,431.
	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					
	7 Other notes and loans receivable ▶					
	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					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 5				13,733,180.	13,444,734.	13,651,143.
14 Land, buildings, and equipment basis ▶ 1,673.						
Less: accumulated depreciation STMT 6 ▶ 1,673.				49.	0.	0.
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				14,283,774.	13,785,744.	13,992,153.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 7)			0.	9,118.	
23 Total liabilities (add lines 17 through 22)			0.	9,118.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			13,178,595.	13,178,595.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,105,179.	598,031.	
30 Total net assets or fund balances			14,283,774.	13,776,626.		
31 Total liabilities and net assets/fund balances			14,283,774.	13,785,744.		

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	14,283,774.
2 Enter amount from Part I, line 27a	2	<507,148.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,776,626.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,776,626.

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.)
1a FIDELITY #5064 - PLEASE SEE ATTACHED			
b SCHEDULE FOR DETAILS	P		
c FIDELITY #5064 - PLEASE SEE ATTACHED			
d SCHEDULE FOR DETAILS	P		
e CAPITAL GAINS DIVIDENDS			

(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			
b 248,000.		248,000.	0.
c			
d 229,782.		228,177.	1,605.
e 108,291.			108,291.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			0.
c			
d			1,605.
e			108,291.

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	109,896.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8

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 (col. (b) divided by col. (c))
2013	642,358.	13,938,216.	.046086
2012	650,606.	13,425,887.	.048459
2011	494,009.	13,523,104.	.036531
2010	654,564.	12,522,138.	.052273
2009	470,231.	7,117,066.	.066071

2 Total of line 1, column (d)	2	.249420
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	.049884
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,177,192.
5 Multiply line 4 by line 3	5	707,215.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,273.
7 Add lines 5 and 6	7	709,488.
8 Enter qualifying distributions from Part XII, line 4	8	692,508.

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)

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	4,545.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,545.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,545.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	17,500.	
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	17,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,955.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 12,955. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOE GOLDMAN Telephone no. ► 972-386-6727 Located at ► P.O. BOX 835786, RICHARDSON, TX ZIP+4 ► 75083-5786			
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 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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 8		245,538.	0.	0.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	14,041,188.
b	Average of monthly cash balances	1b	351,888.
c	Fair market value of all other assets	1c	12.
d	Total (add lines 1a, b, and c)	1d	14,393,088.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,393,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	215,896.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,177,192.
6	Minimum investment return. Enter 5% of line 5	6	708,860.

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	708,860.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,545.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	704,315.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	704,315.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	704,315.

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	692,508.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	692,508.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	692,508.

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				704,315.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	1,235.			
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	1,235.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 692,508.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				692,508.
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).)	1,235.			1,235.
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 instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				10,572.
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	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

- 1 a** 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 foundation is a private operating foundation described in section

	4942(j)(3) or		4942(j)(5)
--	---------------	--	------------

- 2 a** 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

(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 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT			SEE ATTACHMENT	570,110.
Total			3a	570,110.
b Approved for future payment				
NONE				
Total			3b	0.

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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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. | | |

[illegible]

- 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		

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.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>Jae Holden</i>		Date <i>5/5/15</i>		Title EXECUTIVE DIRECTOR		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	IRA L. NEVELOW		<i>Ira Nevelow</i>		5-4-15		P00083210
	Firm's name ▶ WEAVER AND TIDWELL, LLP					Firm's EIN ▶ 75-0786316	
	Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251					Phone no. 972-490-1970	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FIDELITY - ACCRUED INTEREST PAID	<1,356.>	0.	<1,356.>	<1,356.>		
FIDELITY - BOND PREMIUM	<105,470.>	0.	<105,470.>	<105,470.>		
FIDELITY - DIVIDENDS	151,938.	0.	151,938.	151,938.		
FIDELITY - LTCG DISTRIBUTIONS	108,291.	108,291.	0.	0.		
FIDELITY - ORIGINAL ISSUE DISCOUNT	2,252.	0.	2,252.	2,252.		
FIDELITY - T/E BOND PREMIUM	<881.>	0.	<881.>	0.		
FIDELITY - T/E INTEREST	4,375.	0.	4,375.	0.		
FIDELITY - TAXABLE INTEREST	215,351.	0.	215,351.	215,351.		
TO PART I, LINE 4	374,500.	108,291.	266,209.	262,715.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	2,900.	1,450.		1,450.	
TO FORM 990-PF, PG 1, LN 16B	2,900.	1,450.		1,450.	

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	8,994.	899.		8,095.
FOREIGN TAX	5,469.	5,469.		0.
EXCISE TAX	45,340.	0.		0.
TO FORM 990-PF, PG 1, LN 18	59,803.	6,368.		8,095.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	708.	0.		708.
POSTAGE AND DELIVERY	274.	0.		274.
BANK CHARGES	1,433.	0.		1,433.
INSURANCE	1,500.	0.		1,500.
PROFESSIONAL DUES	725.	0.		725.
COPYING & PRINTING	213.	0.		213.
TO FORM 990-PF, PG 1, LN 23	4,853.	0.		4,853.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY - BONDS	COST	5,247,534.	5,297,945.
FIDELITY - MUTUAL FUNDS	COST	8,197,200.	8,353,198.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,444,734.	13,651,143.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,028.	1,028.	0.
HP PAVILION NOTEBOOK	645.	645.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,673.	1,673.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	0.	9,118.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	9,118.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOE GOLDMAN 6843 QUARTERWAY DRIVE DALLAS, TX 75248	TREASURER (EXECUTIVE DIREC 40.00	120,000.	0.	0.
TIMOTHY P TEHAN C/O AKIN GUMP STRAUSS 1700 PACIFIC AVENUE, SUITE 4100 DALLAS, TX 75201	SECRETARY 0.00	0.	0.	0.
BEVERLY T. GOLDMAN 6843 QUARTERWAY DRIVE DALLAS, TX 75248	PRESIDENT 0.00	0.	0.	0.
RONALD GOLDMAN C/O ARIZONA ELDER CARE 10873 E. PEAR TREE DRIVE CORNVILLE, AZ 86325	VICE PRESIDENT 0.00	0.	0.	0.

LEO & RHEA FAY FRUHMANN FOUNDATION

75-2302749

MICHAEL GOLDMAN	TRUSTEE			
23 CLEARVIEW DRIVE	10.00	125,538.	0.	0.
GORHAM, ME 04038				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

245,538.	0.	0.
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2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	05/22/09	200DB	5.00		HY17	1,028.			514.	514.	484.		30.	514.
2	HP PAVILION NOTEBOOK	10/16/09	200DB	5.00		HY17	645.			323.	322.	303.		19.	322.
	* TOTAL 990-PF PG 1 DEPR						1,673.			837.	836.	787.		49.	836.

428111
05-01-14

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone



2014 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMANN FOUND Account No 676-165064 Customer Service 866-535-0897
Recipient ID No **2749 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2014 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (a)	1f Code, if Any (c) 1g Adjustments	4 Federal Income Tax Withheld	14 State Tax	16 State Tax Withheld
FEDERAL AGRIC MTG CORP MTN FED 6 71000%, 31315MAW6								
Redemption	16,000 000	10/24/13	07/28/14	16,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 0.20000% 07/, 3133ECDT8								
Redemption	33,000 000	10/24/13	07/30/14	33,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 1 90000% 06/, 31331JQA4								
Redemption	20,000 000	10/24/13	06/02/14	20,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 4 87500% 04/, 31331VPY6								
Redemption	20,000 000	10/24/13	04/02/14	20,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 4 87500% 04/, 31331YAV2								
Redemption	15,000 000	10/24/13	04/01/14	15,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 4 95000% 10/, 31331X7K2								
Redemption	29,000 000	10/24/13	10/10/14	29,000 00		0 00		
FEDERAL FARM CR BKS CONS BD 5 65000% 06/, 31331VK96								
Redemption	15,000 000	10/24/13	06/30/14	15,000 00		0 00		
FEDERAL HOME LN BKS CONS BD 4 62500% 09/, 3133XDH38								
Redemption	20,000 000	10/24/13	09/12/14	20,000 00		0 00		
FEDERAL HOME LN BKS CONS BD 6.70000% 06/, 3133M9B43								
Redemption	30,000 000	10/24/13	06/25/14	30,000 00		0 00		

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



2014 Informational Tax Reporting Statement

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1a Description of property, Stock or Other Symbol, CUSIP	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (a)	1f Code, if Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Tax Withheld	16 State Tax Withheld
FEDERAL HOME LOAN BANKS 3 250000% 09/12/2, 3133XUMR1									
Redemption	50,000.000	10/24/13	09/12/14	50,000.00		0.00			
TOTALS			248,000.00	248,000.00		0.00	0.00	0.00	0.00
Short-Term Realized Gain									
Short-Term Realized Loss									
Wash Sale Loss Disallowed									
Market Discount									

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



02/11/2015 9103001687

INFODREC5048202 001677 0002/0017 00



2014 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMANN FOUND Account No 676-165064 Customer Service. 866-535-0897
Recipient ID No **2749 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2014 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (a)	1f Code, if Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Tax	16 State Tax Withheld
CROWN CASTLE INTL CORP 7.12500% 11/01/20, 228227BA1									
Redemption	100,000 000	02/15/11	05/02/14	106,781.84	105,176.98	1,604.86			
FEDERAL FARM CR BKS CONS BD 0.65000% 12/, 31331K2N9									
Redemption	15,000 000	10/24/13	12/09/14	15,000.00	15,000.00	0.00			
FEDERAL FARM CR BKS CONS BD 4.55000% 11/, 31331SFQ1									
Redemption	15,000 000	10/24/13	11/10/14	15,000.00	15,000.00	0.00			
FEDERAL FARM CR BKS CONS BD 4.90000% 12/, 31331XJZ6									
Redemption	93,000 000	10/24/13	12/29/14	93,000.00	93,000.00	0.00			
TOTALS			229,781.84	228,176.98		1,604.86	0.00	0.00	0.00
Long-Term Realized Gain									
Long-Term Realized Loss									
Wash Sale Loss Disallowed									
Market Discount									

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(c) D = Market Discount, W = Wash Sale

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

Leo & Rhea Fay Fruhman Foundation

Form 990-PF EIN 75-2302749

Page 11 - Part XV - Line 3a - Contributions paid during the year

Company	Address	City	State	Zip	Relationship	Purpose	Foundation Status of Recipient	Amount
Arkba Academy of Dallas	12324 Merit Drive	Dallas	TX	75251	None	EDUCATION	PC	\$10,000
Baylt Lepietot	1362 E 21st St	Brooklyn	NY	11210	None	HEALTH - CHILD WELFARE	PC	\$2,500
Bryan's House	P O Box 35668	Dallas	TX	75235	None	HEALTH - HIV & AIDS CARE	PC	\$5,000
Children's Medical Center	2777 Stemmons Freeway, Suite 700	Dallas	TX	75207	None	HEALTH - MEDICAL RESEARCH & SERVICES	PC	\$10,000
Office of Development								
Jewish Studies Initiative of North Texas	3831 Duchessa Trail	Dallas	TX	75229	None	EDUCATION	PC	\$9,000
Dallas Hebrew Free Loan Assoc	P O Box 571235	Dallas	TX	75257	None	LOANS TO NEEDY	PC	\$5,000
Dallas Jewish Historical Society	7900 Northaven	Dallas	TX	75230	None	HISTORICAL PRESERVATION	PC	\$2,000
Gemiluth Chassodim, Congregation	2021 Turner St	Alexandria	LA	71301	None	RELIGION	PC	\$5,000
Legacy Preston Hollow - Dallas Home for the Jewish Aged	6101 Ohio Dr, Ste 100	Dallas	TX	75024	None	HEALTH - HOME FOR AGED	PC	\$15,000
Hopos Cottage Pregnancy and Adoption Center	4209 McKinney Ave	Dallas	TX	75205	None	HEALTH	PC	\$1,000
Jewish Children's Regional Service	P O Box 7368	Metairie	LA	70010	None	HEALTH - CHILD WELFARE	PC	\$7,500
Jewish Community Center of Dallas	7900 Northaven	Dallas	TX	75230	None	COMMUNITY ASSISTANCE	PC	\$5,000
Jewish Family Service	The Edna Zale Building	Dallas	TX	75248	None	HEALTH - SOCIAL & MENTAL HEALTH SERVICES	PC	\$25,250
Jewish Federation of Greater Dallas	5402 Arapahoe Road	Dallas	TX	75230	None	COMMUNITY ASSISTANCE	PC	\$45,380
Make A Wish Foundation of North Texas	7600 Northaven	Dallas	TX	75230	None	COMMUNITY ASSISTANCE	PC	\$2,000
North Texas Food Bank	6555 Desco	Irving	TX	75039	None	COMMUNITY ASSISTANCE	PC	\$28,000
Reading & Radio Resource	4500 S Cochrill Hill Rd	Dallas	TX	75236	None	COMMUNITY ASSISTANCE	PC	\$1,000
BBYO	2007 Randol St	Dallas	TX	75201	None	TEEN EDUCATION	PC	\$10,000
Prescott College	7900 Northaven Rd	Dallas	TX	75230	None	EDUCATION	PC	\$7,500
Learning Ally	220 Grove Avenue	Prescott	AZ	86301	None	HEALTH - DISABILITY SERVICES	PC	\$10,000
Ronald McDonald House of Dallas	20 Roszel Rd	Princeton	NJ	08540	None	HEALTH - CHILD WELFARE	PC	\$10,000
Verde Valley Caregivers Coalition	4707 Bengal Street	Dallas	TX	75235	None	HEALTH - ADULT ELDERLY & DISABLED SERVICES	PC	\$500
St. Jude's Children's Research Hospital	259 Van Deren, Suite 2	Sedona	AZ	86336	None	HEALTH - MEDICAL RESEARCH & SERVICES	PC	\$10,000
Temple Emanuel-El	501 St. Jude Place	Memphis	TN	38105	None	RELIGION	PC	\$10,000
Temple Emanuel-El Brotherhood	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	PC	\$5,000
Temple Emanuel-El Music Dept	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	PC	\$5,000
Temple Emanuel-El Sisterhood	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	PC	\$5,000
Texas Scottish Rite Hospital	2222 Welborn	Dallas	TX	75219	None	HEALTH - MEDICAL RESEARCH & SERVICES	PC	\$20,000
American Jewish Committee	12720 Hillcrest Rd, Suite 210	Dallas	TX	75230	None	EDUCATION	PC	\$5,000
Vogel Alcove	1575 Rambler Rd, Suite 262	Dallas	TX	75231	None	HEALTH - CHILD WELFARE	PC	\$10,000
Winston School	5707 Royal Ln	Dallas	TX	75229	None	EDUCATION	PC	\$10,000
UTD - Holocaust Studies Program	800 West Campbell Road, MP13	Richardson	TX	75080	None	EDUCATION	PC	\$2,500
Chai Community Homes for Adults, Inc	13101 Preston Rd, Suite 312	Dallas	TX	75240	None	HEALTH - HOME FOR ADULTS WITH COGNITIVE DISABILITIES	PC	\$16,000
Relay Club of Sedona	P O Box 2170	Sedona	AZ	86339	None	COMMUNITY ASSISTANCE	PC	\$4,000
Hadasah	50 West 58 Street	New York	NY	10019	None	HEALTH & EDUCATION	PC	\$6,500
American Jewish Joint Distribution Committee	311 3rd Ave, 10th Floor	New York	NY	10017	None	HEALTH - HUMANITARIAN AID	PC	\$10,000
Big Brothers Big Sisters Lone Star	2300 Live Oak St	Dallas	TX	75204	None	HEALTH - CHILD WELFARE	PC	\$1,000
Angel Flight South Central	2550 Midway Rd, Ste 220	Carrollton	TX	75006	None	COMMUNITY ASSISTANCE	PC	\$2,000
Jewish Community Alliance of Southern Maine	57 Ashmont Street	Portland	ME	04103	None	COMMUNITY ASSISTANCE	PC	\$27,500
Univ North Texas (UNIT)	1155 Union Circle #305369	Denton	TX	76203	None	EDUCATION	PC	\$3,000
Jewish Studies Program	400 Deering Ave	Portland	ME	04103	None	RELIGION	PC	\$3,500
Temple Beth El	38 Preble Street	Portland	ME	04101	None	RELIGION	PC	\$2,500
Jewish Community Association of Austin (JCAA)	7300 Hart Lane	Austin	TX	78731	None	EDUCATION	PC	\$2,000
Greene Family Camp	P O Box 1468	Bruceville	TX	76630	None	RELIGION - CAMP	PC	\$5,000
Dallas Holocaust Museum	211 N. Record St, Suite 100	Dallas	TX	75202	None	EDUCATION	PC	\$5,000
Southern Poverty Law Center	400 Washington Ave	Montgomery	AL	36104	None	EDUCATION - LEGAL	PC	\$5,000
Valuing Nations Association - Wheels on Wheels	1600 Viceroy, Suite 400	Dallas	TX	75235	None	HEALTH - FOOD DIST	PC	\$4,000
Hill of Dallas	7615 Currin Drive	Dallas	TX	75230	None	RELIGION - EDUCATION	PC	\$3,000
Yavneh Academy	12324 Merit Drive	Dallas	TX	75251	None	EDUCATION	PC	\$7,500
Juvenile Diabetes Research Foundation	(grant via internet site)	Washington	DC	20036	None	HEALTH	PC	\$1,000
Exponent Philanthropy	1720 N Street NW	Washington	DC	20036	None	EDUCATION	PC	\$1,000
Congregation Bat Ha'am	81 Westbrook St	South Portland	ME	04106	None	RELIGION	PC	\$6,500
Jewish Community of Sedona and Verde Valley	P O Box 10242	Sedona	AZ	86339	None	RELIGION	PC	\$9,000
KGNU Community Radio	4700 Walnut St	Boulder	CO	80301	None	Educational - Public Radio	PC	\$1,300
Sedona Montessori School	80 Deer Trail Drive	Sedona	AZ	86336	None	EDUCATION	PC	\$10,000
National Council of Jewish Women	6925 Royl Lane, Ste 219-9	Dallas	TX	75230	None	RELIGION	PC	\$5,000
Planned Parenthood Federation of America	434 West 33rd Street	New York	NY	10001	None	HEALTH	PC	\$2,000
Foundation Fighting Blindness	5600 Tammyson Parkway, Suite 180	Piano	TX	75024	None	HEALTH	PC	\$1,000
National Jewish Health	1400 Jackson Street	Denver	CO	80206	None	HEALTH	PC	\$3,000
Levey Day School	400 Deering Ave	Portland	ME	04103	None	EDUCATION	PC	\$12,250
Tiferet Israel Congregation	10909 Hillcrest Rd	Dallas	TX	75230	None	RELIGION	PC	\$1,000
Sedona Community Food Bank	P O Box 3962	Sedona	AZ	86340	None	HEALTH	PC	\$3,000
Portland Chamber Music Festival	50 Main St #137	South Portland	ME	04106	None	EDUCATION	PC	\$3,000

Young Judeas Global	575 Eighth Ave	11th Floor	New York	NY	10018	None	TEEN EDUCATION	PC	\$1,000
Bnai Zion Foundation	7920 Belt Line Road, #695		Dallas	TX	75254	None	HEALTH	PC	\$2,000
O'Brien School for the Massai	527 West Maple Street		Hindale	IL	60521	None	EDUCATION	PC	\$10,000
Southwest Kids' Cancer Foundation	7955 E Sierra Morena Cir		Mesa	AZ	85207	None	HEALTH	PC	\$2,500
Child & Family Guidance Center	8915 Harry Hines Blvd		Dallas	TX	75235	None	HEALTH	PC	\$5,000
Anti-Defamation League (ADL)	12800 Hillcrest Rd	Suite 219	Dallas	TX	75230	None	EDUCATION	PC	\$15,000
Molish House	2121 Commonwealth Ave., Suite 210		Charlotte	NC	28205	None	EDUCATION	PC	\$5,000
Jewish National Fund	124 Phalanx Ln		Bellane	TX	77401	None	COMMUNITY ASSISTANCE	PC	\$4,000
Jonathan's Place	P.O. Box 140085		Dallas	TX	75214	None	HEALTH	PC	\$3,000
Buena Vista Children's Services	P.O. Box 1600		Cottonwood	AZ	86326	None	EDUCATION	PC	\$600
West Sedona School	570 Posse Ground Rd		Sedona	AZ	86336	None	EDUCATION	PC	\$4,000
Sedona Film Festival	2030 W. State RY, #9A, Suite A3		Sedona	AZ	86336	None	COMMUNITY ASSISTANCE	PC	\$2,800
Mesa & Wink - Arizona	111 E. Northern Ave		Phoenix	AZ	85020	None	COMMUNITY ASSISTANCE	PC	\$1,000
Running River School	P.O. Box 299		Sedona	AZ	86339	None	EDUCATION	PC	\$1,000
OME Exchange of Dallas	12015 Shiloh Rd	Suite 130	Dallas	TX	75228	None	HEALTH	PC	\$3,000
Sedona Charter School	165 Kachina Drive		Sedona	AZ	86336	None	EDUCATION	PC	\$5,400
Pine Tree Legal Assistance	88 Federal Street	PO Box 547	Portland	ME	04112	None	COMMUNITY ASSISTANCE	PC	\$3,000
Kids First Center	222 St. John Street	Suite 101	Portland	ME	04102	None	COMMUNITY ASSISTANCE	PC	\$750
Zionist Organization of America (ZOA)	4 East 34th Street		New York	NY	10016	None	EDUCATION	PC	\$5,000
Wounded Warrior Project	4899 Bellfort Rd	Suite 300	Jacksonville	FL	32256	None	COMMUNITY ASSISTANCE	PC	\$3,000
Total	1701 N Beauregard Street		Alexandria	VA	22311	None	HEALTH	PC	\$570,110