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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE HODGES FOUNDATION			A Employer identification number 75-6329970	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/county	Foreign postal code	
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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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) \$ 1,597,873		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)	3,647			
	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	36,342	34,822		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	70,967			
	b Gross sales price for all assets on line 6a 330,151				
	7 Capital gain net income (from Part IV, line 2)		70,967		
	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)	3,300	3,300			
12 Total. Add lines 1 through 11	114,256	109,089	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	13,939	8,364		5,576
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,519	222		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,530	113		4,417
	24 Total operating and administrative expenses. Add lines 13 through 23	22,488	8,699	0	12,493
	25 Contributions, gifts, grants paid	59,400			59,400
26 Total expenses and disbursements. Add lines 24 and 25	81,888	8,699	0	71,893	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	32,368				
b Net investment income (if negative, enter -0-)		100,390			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	193	258	258
	2	Savings and temporary cash investments	33,227	40,979	40,979
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	195,435	182,067	190,857
	b	Investments—corporate stock (attach schedule)	455,851	443,776	1,020,040
	c	Investments—corporate bonds (attach schedule)	168,726	130,022	137,000
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		87,009	85,905
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶	110,212	110,161	104,244
	15	Other assets (describe ▶ LIFE INSURANCE POLICY)	14,950	18,590	18,590
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	978,594	1,012,862	1,597,873
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	978,594	1,012,862	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	978,594	1,012,862	
	31	Total liabilities and net assets/fund balances (see instructions)	978,594	1,012,862	

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	978,594
2	Enter amount from Part I, line 27a	2	32,368
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,103
4	Add lines 1, 2, and 3	4	1,015,065
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,203
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,012,862

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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 See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
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	70,967
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

☒ Yes ☐ No

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

(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	68,499	1,423,225	0.048129
2012			0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2 Total of line 1, column (d)			2 0.048129
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 0.048129
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 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.			8 0

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	2,008
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	2,008
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	2,543
6	Credits/Payments.		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,297
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,246
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,543
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ US Trust, A Division of Bank of America, N A Telephone no. ▶ 609-274-6834			
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501				
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			
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	Yes	No
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 ▶				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	N/A
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? ☐ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No
- 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b

N/A

6b

X

7b

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDDIE V. HODGES, SR. PO BOX 193 COLEMAN, TX 76834	TRUSTEE 2 00	0		
NELDA R. HODGES PO BOX 193 COLEMAN, TX 76834	TRUSTEE 1 00	0		

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

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

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

0

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THE HODGES FOUNDATION

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Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
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	1,506,350
b	Average of monthly cash balances	1b	62,300
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,568,650
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	
3	Subtract line 2 from line 1d	3	1,568,650
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	23,530
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,545,120
6	Minimum investment return. Enter 5% of line 5	6	77,256

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	77,256
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,543
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,543
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,713
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	74,713
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	74,713

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	71,893
b	Program-related investments—total from Part IX-B	1b	
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	71,893
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,893

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				74,713
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			59,614	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 71,893				
a Applied to 2013, but not more than line 2a			59,614	
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				12,279
e Remaining amount distributed out of corpus				
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	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				
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				62,434
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
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				

N/A

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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 Attached Statement				
Total			▶ 3a	59,400
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	36,342	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	70,967	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a <u>PARTNERSHIP INCOME</u>			14	3,300	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		110,609	0
13	Total. Add line 12, columns (b), (d), and (e)				13	110,609

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE HODGES FOUNDATION

75-6329970 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FIRST UNITED METHODIST CHURCH

Street

202 BUTTERNUT ST

City

ABILENE

State

TX

Zip Code

79602-1323

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

ABILENE CLEAN AND PROUD INC

Street

PO BOX 60

City

ABILENE

State

TX

Zip Code

79604-0060

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

FELLOWSHIP OF CHRISTIAN ATHLETES

Street

8701 LEEDS ROAD

City

KANSAS CITY

State

MO

Zip Code

64129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,250

Name

ABILENE OPEN DOOR INC

Street

3157 RUSSELL AVE

City

ABILENE

State

TX

Zip Code

79605-1835

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

HISTORIC PARAMOUNT THEATRE, INC

Street

P O. BOX 1818

City

ABILENE

State

TX

Zip Code

79604-1818

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,200

Name

PASTORAL CARE & COUNSELLING CENTER OF ABILENE TEXAS INC

Street

1317 N 8TH ST STE 200

City

ABILENE

State

TX

Zip Code

79601-4146

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

THE HODGES FOUNDATION

75-6329970 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEXAS LIONS CAMP INC

Street

4100 SAN ANTONIO HWY

City

KERRVILLE

State

TX

Zip Code

78028-8422

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATION

Street

301 PIONEER DR SUITE 105

City

ABILENE

State

TX

Zip Code

79605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

NOROC

Street

200 HEDGES RD

City

ABILENE

State

TX

Zip Code

79605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

THE SALVATION ARMY

Street

1424 NORTHEAST EXPRESSWAY

City

ATLANTA

State

GA

Zip Code

30329-2018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

200

Name

MT25 INC

Street

P O BOX 1003

City

COLEMAN

State

TX

Zip Code

76834-1003

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

SAMARITANS PURSE

Street

P O BOX 3000

City

BOONE

State

NC

Zip Code

28607-3000

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

THE HODGES FOUNDATION

75-6329970 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ABILENE ARTS ALLIANCE

Street

1120 NORTH FIRST STREET

City

ABILENE

State

TX

Zip Code

79601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

ABILENE PHILHARMONIC ORCHESTRA

Street

401 CYPRESS ST STE 520

City

ABILENE

State

TX

Zip Code

79601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

YOUNG LIFE

Street

1917 S 6TH STREET

City

ABILENE

State

TX

Zip Code

79602

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

MCWHINEY HISTORY EDUCATION GROUP A/K/A BUFFALO GAP HISTORIC VILLAGE

Street

PO BOX 818

City

BUFFALO GAP

State

TX

Zip Code

79508-0818

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

EAST TEXAS COMMUNITIES FOUNDATION

Street

315 N BROADWAY AVE STE 210

City

TYLER

State

TX

Zip Code

75702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

HENDRICK HOME FOR CHILDREN

Street

PO BOX 5195

City

ABILENE

State

TX

Zip Code

79608-5195

Foreign Country**Relationship**

NONE

Foundation Status

POF

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

THE HODGES FOUNDATION

75-6329970 Page 4 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GRACE MUSEUM INC

Street

PO BOX 33

City

ABILENE

State

TX

Zip Code

79604-0033

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

SMILE TRAIN

Street

DONATION CENTER P O BOX 96208

City

WASHINGTON

State

DC

Zip Code

20090-6208

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Long Term CG Distributions Short Term CG Distributions		Amount		Check "X" if Purchaser is a Business		Purchaser		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
				397																													
1	X	LOCKHEED MARTIN CORP	539830109	CUSIP #							1/31/2014				9/24/2014	356	302																
2	X	LORILLARD INC	544147101								3/5/2009				1/3/2014	1,946	746																
3	X	LORILLARD INC	544147101								3/5/2009				1/6/2014	4,071	1,568																
4	X	LORILLARD INC	544147101								3/5/2009				1/7/2014	1,464	554																
5	X	LORILLARD INC	544147101								1/8/2010				1/7/2014	757	388																
6	X	MARATHON OIL CORP	565849106								4/22/2005				9/24/2014	306	115																
7	X	MARATHON OIL CORP	565849106								3/15/2006				9/24/2014	382	222																
8	X	MARATHON PETROLEUM CO	56585A102								4/22/2005				9/24/2014	335	78																
9	X	MARATHON PETROLEUM CO	56585A102								3/15/2006				9/24/2014	335	120																
10	X	MCDONALDS CORP	580135101								4/12/2007				3/13/2014	584	281																
11	X	MCDONALDS CORP	580135101								7/9/2008				3/13/2014	292	178																
12	X	MCDONALDS CORP	580135101								7/9/2008				9/24/2014	662	416																
13	X	MCDONALDS CORP	580135101								12/12/2008				9/24/2014	95	60																
14	X	MEADWESTVACO CORP	583334107								12/12/2008				9/23/2014	250	59																
15	X	MEADWESTVACO CORP	583334107								12/12/2008				9/24/2014	6,588	1,563																
16	X	MERCK AND CO INC SHS	56933105								7/9/2013				9/24/2014	484	212																
17	X	METLIFE INC	59156R108								7/15/2010				9/24/2014	441	391																
18	X	MICROSOFT CORP	594918104								7/15/2010				9/24/2014	749	411																
19	X	MONDELEZ INTERNATIONAL	609207105								4/22/2013				9/24/2014	805	726																
20	X	VERIZON COMMUNICATIONS	92343V104								10/27/2008				9/24/2014	701	370																
21	X	VERIZON COMMUNICATIONS	92343VAY0								8/25/2011				11/24/2014	13,436	13,156																
22	X	VERIZON COMMUNICATIONS	92343VAY0								3/17/2014				11/24/2014	3,101	3,086																
23	X	VERIVIV CORP	923454102								7/10/2014				7/10/2014	32	0																
24	X	VERIVIV CORP	923454102								7/16/2013				7/10/2014	36	67																
25	X	WAL-MART STORES INC	931142103								6/12/2008				9/24/2014	771	596																
26	X	WAL-MART STORES INC	931142103								6/12/2008				10/8/2014	781	519																
27	X	WELLS FARGO & CO NEW DE	949746101								6/24/2008				10/8/2014	703	404																
28	X	WELLS FARGO & CO NEW DE	949746101								7/17/2008				3/13/2014	718	404																
29	X	WELLS FARGO & CO NEW DE	949746101								7/17/2008				3/13/2014	1,197	693																
30	X	WELLS FARGO & CO NEW DE	949746101								7/17/2008				9/24/2014	832	443																
31	X	WEYERHAEUSER CO	962166104								12/12/2008				3/13/2014	655	780																
32	X	WEYERHAEUSER CO	962166104								12/12/2008				9/16/2014	2,902	3,120																
33	X	WEYERHAEUSER CO	962166104								9/2/2011				9/16/2014	165	78																
34	X	ACE LIMITED	H0023R105								10/5/2011				3/13/2014	877	549																
35	X	AT&T INC	00206R102								11/22/2010				2/3/2014	643	567																
36	X	AT&T INC	00206R102								12/12/2008				2/3/2014	6,303	5,488																
37	X	AT&T INC	00206R102								1/8/2010				2/3/2014	322	271																
38	X	ABBOTT LABS	002824100								4/12/2007				9/24/2014	471	303																
39	X	ABBVIE INC SHS	00287Y109								4/12/2007				9/24/2014	703	359																
40	X	AMER EXPRESS COMPANY	025816109								12/15/2010				9/24/2014	705	373																
41	X	ANHEUSER-BUSCH INBEV WC	035231BP2								7/16/2012				3/4/2014	6,634	7,083																
42	X	BHP BILLITON LTD	08606108								12/12/2008				1/16/2014	2,068	1,243																
43	X	BHP BILLITON LTD	08606108								12/12/2008				8/28/2014	1,902	1,123																
44	X	BRISTOL-MYERS SQUIBB CO	110122108								12/12/2008				3/13/2014	1,303	532																
45	X	BRISTOL-MYERS SQUIBB CO	110122108								12/12/2008				9/24/2014	982	421																
46	X	CALIFORNIA RESOURCES	130570107								12/10/2014				12/10/2014	1	0																
47	X	CHEVRON CORP	166764100								3/15/2006				3/13/2014	1,145	564																
48	X	CHEVRON CORP	166764100								4/12/2007				3/13/2014	114	77																
49	X	CHEVRON CORP	166764100								4/12/2007				9/24/2014	486	306																
50	X	CHEVRON CORP	166764AA8								12/3/2012				3/4/2014	15,914	16,121																
51	X	CHUBB CORP	171232101								9/22/2008				9/24/2014	822	538																
52	X	CITICORP INC COM NEW	172967424								3/11/2013				9/24/2014	527	477																
53	X	COCOA COLA COM	191216100								2/24/2009				3/19/2014	2,765	1,558																
54	X	COCOA COLA COM	191216100								2/24/2009				8/22/2014	1,728	909																
55	X	COCOA COLA COM	191216100								3/23/2009				8/22/2014	206	108																
56	X	COMCAST CORP NEW CL A SP	20030N200								2/16/2011				9/24/2014	871	384																
57	X	FIFTH THIRD BANCORP	316773100								12/20/2012				9/24/2014	675	503																
58	X	GENERAL ELECTRIC	369604103								5/25/2004				9/24/2014	1,010	1,227																
59	X	GENERAL ELEC CAP CORP	36962G6R0								1/9/2013				3/4/2014	8,069	7,999																
60	X	GENERAL MILLS	370334104								3/31/2009				8/22/2014	211	101																
61	X	GENERAL MILLS	370334104								3/31/2009				8/25/2014	1,692	807																
62	X	GENERAL MILLS	370334104								3/31/2009				8/26/2014	159	76																
63	X	HOMER DEPOT INC	437076102								4/9/2010				9/24/2014	919	332																
64	X	HONEYWELL INTL INC DEL	438516106								4/6/2011				3/13/2014	557	354																
65	X	HONEYWELL INTL INC DEL	438516106								4/6/2011				9/24/2014	469	295				</												

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Part I, Line 11 (990-PF) - Other Income

		3,300	3,300	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	3,300	3,300	

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		13,939	8,364	0	5,576
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	US TRUST FEES AS AGENT	13,939	8,364		5,576

Part I, Line 18 (990-PF) - Taxes

		1,519	222	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	222	222		
2	ESTIMATED EXCISE PAYMENTS	1,297			

Part I, Line 23 (990-PF) - Other Expenses

		4,530	113	0	4,417
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PAN AMERICAN LIFE INSURANCE PREMIUM	4,000			4,000
2	PARTNERSHIP DEDUCTIONS	113	113		
3	OTHER MISC FEES	417			417

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

Federal										State/Local		Federal		State/Local			
										195,435		182,067		0		190,857	
										0		0		0		0	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	BRISTOL MYERS SQUIBB CO COM	0		6,033		16,292
3	CME GROUP INC	0		4,812		5,762
4	CALIFORNIA RESOURCES	0		194		193
5	CHEVRONTXACO CORP	0		9,896		14,022
6	CHUBB CORPORATION COM	0		4,925		9,933
7	CITIGROUP INC COM NEW	0		11,275		12,337
8	COCA-COLA CO USD	0		1,854		3,420
9	COMCAST CORP NEW	0		8,876		16,233
10	CONOCOPHILLIPS	0		3,687		5,801
11	TYCO INTL PLC SHS	0		4,748		5,044
12	DIAGEO PLC SPON ADR NEW	0		3,421		6,503
13	DOMINION RES INC VA NEW	0		4,675		10,689
14	DOW CHEMICAL COMPANY COMMON	0		3,302		4,287
15	E I DU PONT DE NEMOURS & CO COMM	0		5,245		14,936
16	ACE LIMITED	0		3,097		5,859
17	DUKE ENERGY CORP NEW	0		4,082		4,929
18	ABBOTT LABORATORIES	0		1,958		3,467
19	EXXON MOBIL CORP	0		13,164		15,439
20	ABBVIE INC SHS	0		2,094		4,973
21	FIFTH THIRD BANCORP	0		5,024		6,540
22	GENERAL ELECTRIC CO	0		17,845		17,462
23	AMERICAN EXPRESS COMPANY	0		3,399		6,792
24	GENERAL MILLS INC COM	0		1,611		3,413
25	AMERICAN TOWER REIT INC	0		2,372		2,966
26	GOLDMAN SACHS GROUP INC	0		5,000		5,233
27	HOME DEPOT INC USD 0 05	0		8,993		20,049
28	HONEYWELL INTL INC	0		4,743		7,694
29	BHP BILLITON LIMITED	0		4,352		4,070
30	INTEL CORPORATION	0		9,016		13,681
31	INTERNATIONAL BUSINESS MACHINES C	0		3,544		6,257
32	INTERNATIONAL PAPER COMPANY COMM	0		6,840		7,662
33	J P MORGAN CHASE & CO	0		12,609		23,780
34	JOHNSON & JOHNSON COM	0		5,897		9,934
35	JOHNSON CONTROLS INC	0		3,616		4,351
36	KROGER COMPANY COMMON	0		4,955		5,907
37	LOCKHEED MARTIN CORP	0		4,524		5,777
38	MARATHON OIL CORP	0		2,183		3,678
39	MARATHON PETROLEUM CORP	0		1,506		5,957
40	MC DONALDS CORPORATION COMMON	0		7,027		10,682
41	MERCK AND CO INC SHS	0		9,001		14,141
42	METLIFE INC	0		9,484		9,682
43	MICROSOFT CORP COM	0		8,886		13,470
44	MONDELEZ INTERNATIONAL	0		5,516		6,357
45	MORGAN STANLEY DEAN WITTER & CO	0		11,549		13,076
46	MOTOROLA SOLUTIONS INC	0		4,362		4,830

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	NEXTERA ENERGY INC SHS	0		5,065		10,204
48	NORTHEAST UTILITIES COMMON	0		2,611		5,994
49	NORTHROP GRUMMAN CORP	0		2,521		9,875
50	OCCIDENTAL PETROLEUM CORPORATIO	0		5,404		7,094
51	PFIZER INC COM	0		11,573		13,924
52	PHILIP MORRIS INTL INC	0		2,491		4,480
53	PHILLIPS 66 SHS	0		1,181		3,226
54	PRAXAIR INC	0		3,271		7,774
55	PROCTER & GAMBLE CO COM	0		10,121		14,210
56	PRUDENTIAL FINL INC	0		6,741		9,860
57	QUALCOMM INC	0		6,478		6,318
58	RAYTHEON CO	0		7,316		15,685
59	SCHLUMBERGER LIMITED COM	0		3,646		5,637
60	SEMPRA ENERGY	0		2,950		6,459
61	SUNTRUST BANKS INC	0		11,423		14,791
62	3M CO	0		3,661		9,695
63	TORONTO-DOMINION BANK (NEW)	0		5,298		6,211
64	TOTAL FINA ELF S A ADR	0		7,513		6,758
65	TRAVELERS COS INC	0		5,069		11,749
66	US BANCORP DEL	0		5,389		9,709
67	UNILEVER NV NY SHARE F NEW	0		1,339		1,796
68	UNION PACIFIC CORP	0		6,477		9,054
69	UNITED PARCEL SVC INC CL B	0		5,550		7,226
70	UNITED TECHNOLOGIES CORP	0		4,161		9,085
71	V F CORPORATION COM	0		1,447		7,939
72	VERIZON COMMUNICATIONS INC	0		9,234		14,361
73	WAL MART STORES INC	0		3,744		5,668
74	WELLS FARGO & CO NEW	0		9,644		20,229
75	WEYERHAEUSER CO COM	0		2,378		5,491
76	SEE ATTACHED			28,888		365,978

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		168,726	130,022	0	137,000
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	Description	Interest Rate	Maturity Date		
2	CISCO SYSTEMS INC				2,235
3	CISCO SYSTEMS INC				14,312
4	CITIGROUP INC				9,835
5	CREDIT SUISSE FIRST BOSTON USA				11,019
6	AT&T INC				16,558
7	GOLDMAN SACHS GROUP INC				15,653
8	APPLE INC				16,524
9	JPMORGAN CHASE & CO				18,425
10	SHELL INTERNATIONAL FIN				16,462
11	WELLS FARGO & COMPANY				7,966
12	WELLS FARGO & COMPANY				8,021

Part II, Line 13 (990-PF) - Investments - Other

		0		87,009		85,905	
		Book Value		Book Value		FMV	
		Beg. of Year		End of Year		End of Year	
1	Asset Description						
2	BLACKROCK STRATEGIC	0		87,009		85,905	

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		0	0	0	110,212	110,161	104,244
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1					0	110,161	104,244

Part II, Line 15 (990-PF) - Other Assets

		14,950	18,590	18,590
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	LIFE INSURANCE POLICY		18,590	18,590

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	4,092
2	PURCHASE OF ACCRUED INTEREST C/O FROM PY	2	11
3	Total	3	4,103

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	1,519
2	CY LATE POSTING MUTUAL FUNDS	2	11
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	673
4	Total	4	2,203

63	CONCOPHILLIPS	20825C104
69	DEERE CO	244199105
70	DEERE CO	244199105
71	DEERE CO	244199105
72	DEERE & COMPANY	2441998BE4
73	DIAGEO PLC SP5D ADR NEW	25253Q205
74	DIAGEO PLC SP5D ADR NEW	25253Q205
75	DIAGEO PLC SP5D ADR NEW	25253Q205
76	DIAGEO PLC SP5D ADR NEW	25253Q205
77	DOMINION RES INC NEW VA	25746U109
78	DOMINION RES INC NEW VA	25746U109
79	DOW CHEMICAL CO	26054J103
80	DU PONT E DE NEMOURS	263534109
81	DU PONT E DE NEMOURS	263534109
82	DUKE ENERGY CORP NEW	26441C204
83	ENBRIDGE INC COM	29250N105
84	ENBRIDGE INC COM	29250N105

[illegible]

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0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	EDDIE V HODGES, SR		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	2 00	0	0	
2	NELDA R HODGES		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	1 00	0	0	

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	1,297
7 Total	7	1,297

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	59,614
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	59,614

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HODGES FOUNDATION	75-6329970
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1501, NJ2-130-03-31	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PENNINGTON, NJ 08534-1501	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► US Trust, A Division of Bank of America, N A

Telephone No. ► 609-274-6834

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2014 or

► ☐ tax year beginning, and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	2,543
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,297
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	1,246

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)