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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation BAXTER TRUST CO PRIVATE FOUNDATION SERVICES		A Employer identification number 76-0174893	
Number and street (or P O box number if mail is not delivered to street address) 4265 SAN FELIPE NO 1100		B Telephone number (see instructions) (713) 960-6166	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 44,978,031		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41	41		
	4 Dividends and interest from securities.	1,175,380	1,129,126		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,980,340			
	b Gross sales price for all assets on line 6a 52,005,205				
	7 Capital gain net income (from Part IV, line 2) . . .		4,980,340		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	6,155,761	6,109,507		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,881	0		4,881
	c Other professional fees (attach schedule)	269,218	207,218		62,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	43,855	11,286		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,193	168		4,025
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	322,147	218,672		70,906
	25 Contributions, gifts, grants paid	1,980,950			1,980,950
	26 Total expenses and disbursements. Add lines 24 and 25	2,303,097	218,672		2,051,856
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,852,664			
	b Net investment income (if negative, enter -0-)		5,890,835		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	151,075	914,431	914,431
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	40,971,271	44,060,579	44,063,600
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	41,122,346	44,975,010	44,978,031
Liabilities	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	41,122,346	44,975,010	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	41,122,346	44,975,010	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	41,122,346	44,975,010	

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 41,122,346
2	Enter amount from Part I, line 27a	2 3,852,664
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 44,975,010
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 44,975,010

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,980,340
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	2,142,872	42,366,823	0 050579
2012	1,730,573	40,479,643	0 042752
2011	1,870,891	40,162,942	0 046583
2010	1,746,766	39,549,670	0 044166
2009	1,381,024	35,798,640	0 038578

2	Total of line 1, column (d).	2	0 222658
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 044532
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	42,917,993
5	Multiply line 4 by line 3.	5	1,911,224
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	58,908
7	Add lines 5 and 6.	7	1,970,132
8	Enter qualifying distributions from Part XII, line 4.	8	2,051,856

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		158,908	
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-)		20	
3		Add lines 1 and 2.		358,908	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		558,908	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	21,600
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	40,000
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	61,600
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,692
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 2,692 Refunded <input checked="" type="checkbox"/>		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PRIVATE FOUNDATION SERVICES Telephone no (713) 337-1695 Located at 4265 SAN FELIPE SUITE 1100 HOUSTON TX ZIP+4 77027			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 (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.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	43,333,319
b	Average of monthly cash balances.	1b	238,247
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,571,566
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	43,571,566
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	653,573
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,917,993
6	Minimum investment return. Enter 5% of line 5.	6	2,145,900

Part XI

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

1	Minimum investment return from Part X, line 6.	1	2,145,900
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	58,908
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	58,908
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,086,992
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,086,992
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	2,086,992

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	2,051,856
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	2,051,856
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	58,908
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,992,948
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,086,992
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,773,739	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,051,856				
a Applied to 2013, but not more than line 2a			1,773,739	
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.				278,117
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,808,875
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

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

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

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

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

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 email 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,980,950
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII

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

[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

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

Sign Here	*****	2015-09-23	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name MARK R SCHAAF	Preparer's Signature	Date 2015-09-23	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00087675
	Firm's name <input checked="" type="checkbox"/> BRIGGS & VESELKA CO			Firm's EIN <input checked="" type="checkbox"/> 74-1769118	
	Firm's address <input checked="" type="checkbox"/> NINE GREENWAY PLAZA SUITE 1700 HOUSTON, TX 77046			Phone no (713) 667-9147	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
88,372		99,852	-11,480
708,066		799,895	-91,829
146,484		137,685	8,799
6		5	1
472,020		366,827	105,193
69,415		36,980	32,435
502,516		470,744	31,772
910,408		774,793	135,615
456,453		412,595	43,858
1,722,474		1,194,585	527,889

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11,480
			-91,829
			8,799
			1
			105,193
			32,435
			31,772
			135,615
			43,858
			527,889

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,738		8,166	22,572
345,206		356,971	-11,765
26		25	1
408,367		370,662	37,705
10,560		5,572	4,988
298,859		297,162	1,697
7		5	2
442,260		343,652	98,608
17,626		7,043	10,583
199,278		201,716	-2,438

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,572
			-11,765
			1
			37,705
			4,988
			1,697
			2
			98,608
			10,583
			-2,438

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
752,854		507,288	245,566
644,049		617,144	26,905
341,246		214,503	126,743
66,444		59,212	7,232
539,521		347,435	192,086
828,592		822,763	5,829
390,422		394,998	-4,576
5,071,759		4,953,899	117,860
6,585		6,564	21
326,662		325,551	1,111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			245,566
			26,905
			126,743
			7,232
			192,086
			5,829
			-4,576
			117,860
			21
			1,111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
899		899	0
301,026		304,394	-3,368
427,522		419,889	7,633
217,435		218,414	-979
337,769		339,290	-1,521
1,196,290		1,216,248	-19,958
243,572		250,422	-6,850
448,931		457,526	-8,595
22,504		23,140	-636
75,776		77,917	-2,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			-3,368
			7,633
			-979
			-1,521
			-19,958
			-6,850
			-8,595
			-636
			-2,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
491,191		527,440	-36,249
83,256		82,239	1,017
205,638		203,128	2,510
742,740		709,285	33,455
216,086		205,933	10,153
71,930		54,191	17,739
1,333,398		883,769	449,629
2,583		2,682	-99
1,623		1,686	-63
341,771		382,322	-40,551

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-36,249
			1,017
			2,510
			33,455
			10,153
			17,739
			449,629
			-99
			-63
			-40,551

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
417		416	1
8,582		8,578	4
295,949		266,004	29,945
372,588		371,692	896
1,279,454		1,276,361	3,093
229,750		237,298	-7,548
1,504,500		1,553,842	-49,342
539,958		545,200	-5,242
1,103,304		1,114,047	-10,743
67,383		63,315	4,068

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			4
			29,945
			896
			3,093
			-7,548
			-49,342
			-5,242
			-10,743
			4,068

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DISALLOWED WASH SALES			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
NATIONAL FINANCIAL SERVICE			2014-12-31
UBS			2014-12-31
UBS			2014-12-31
UBS			2014-12-31
DISALLOWED WASH SALES			2014-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
443,173		435,198	7,975
7,501		7,300	201
326,457		299,333	27,124
473,764		499,783	-26,019
1,280,385		1,272,537	7,848
3,328,128		3,012,176	315,952
17,320,062		15,566,679	1,753,383
3,919			3,919
860,716			860,716


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,975
			201
			27,124
			-26,019
			7,848
			315,952
			1,753,383
			3,919
			860,716


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS G HAMBRICK JR	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
DAVID HESSEL	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
HEIDI KELSEY	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
ELISE SHATTO	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
J GREG CROW	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
JOHN FENOGLIO	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
GEORGE FERRY	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ANGELA HOUSE 425 SHANE HOUSTON,TX 77057		PUBLIC CHARITY	TECHNOLOGY IMPROVEMENTS	100,000
ARCHWAY HOUSE 6221 MAIN STREET HOUSTON,TX 77030		PUBLIC CHARITY	SCHOLARSHIP AID	50,000
ATTACK POVERTY PO BOX 1509 RICHMOND,TX 77406		PUBLIC CHARITY	LAUNCHING OF TWO NEW "FRIENDS OF" INITIATIVES	55,000
BAYOU PRESERVATION ASSOCIATION PO BOX 131563 HOUSTON,TX 772191563		PUBLIC CHARITY	WATER QUALITY PROGRAM	25,000
THE BEACON 1117 TEXAS AVE HOUSTON,TX 77002		PUBLIC CHARITY	THE BEACON DAY CENTER EXPANSION	75,000
BETHLEHEM HOLY CHILD PROGRAM PO BOX 7083 MERIDEN,CT 06450		PUBLIC CHARITY	OPERATING EXPENSES	10,000
BOOKS BETWEEN KIDS 3343 WEST ALABAMA SUITE C HOUSTON,TX 77027		PUBLIC CHARITY	OPERATING EXPENSES	25,000
BOYS & GIRLS HARBOR 8100 WASHINGTON AVE SUITE 220 HOUSTON,TX 77007		PUBLIC CHARITY	OPERATING FUNDS	20,000
BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE,TX 77423		PUBLIC CHARITY	HORTICULTURE DEPARTMENT	50,000
CHILDBUILDERS 2425 FOUNTAIN VIEWDR SUITE 210 HOUSTON,TX 77057		PUBLIC CHARITY	CHILDBUILDERS PROGRAMS AND TRAININGS`	50,000
CHILDREN AT RISK 2900 WESLEYAN SUITE 400 HOUSTON,TX 77027		PUBLIC CHARITY	CENTER FOR CHILD HEALTH RESEARCH AND POLICY	15,000
CHO-YEN CAMP & CONFERENCE CENTER INC 2200 SOUTH WASHINGTON AVE LIVINGSTON,TX 77351		PUBLIC CHARITY	QUAD CABIN COMPLEX	50,000
EMERGENCY AID COALITION 5401 FANNIN HOUSTON,TX 77004		PUBLIC CHARITY	OPERATING FUNDS	45,000
EPIPHANY COMMUNITY HEALTH OUTREACH SERVICES (ECHOS) 9600 S GESSNER BUILDING E HOUSTON,TX 77071		PUBLIC CHARITY	OPERATIONAL SUPPORT FOR CORE PROGRAMS	25,000
FAITH IN PRACTICE 7500 BEECHNUT ST SUITE 208 HOUSTON,TX 77074		PUBLIC CHARITY	FUNDING FOR COMMUNICATIONS/DEVELOPMENT POSITION	30,000
Total  3a				1,980,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
FORT BEND FAMILY PROMISE 1424 FM 1092 MISSOURI CITY,TX 77459		PUBLIC CHARITY	FULL-TIME CASE MANAGER POSITION	30,000
GORDON EDUCATION INITIATIVES FOR THE PERFORMING ARTS 2033 COLQUITT ST HOUSTON,TX 77098		PUBLIC CHARITY	TAKE THE STAGE A PERFORMING ARTS TV SHOW FOR KIDS	25,000
THE HELPING HOUSE PO BOX 631513 NACOGDOCHES,TX 75963		PUBLIC CHARITY	BRIDGE THE GAP	20,000
HOPE FARM INC 865 EAST RAMSEY AVE FT WORTH,TX 76104		PUBLIC CHARITY	LEADERSHIP DEVELOPMENT PROGRAM	50,000
HOPE AND HEALING CENTER 717 SAGE ROAD HOUSTON,TX 77056		PUBLIC CHARITY	TOOLS FOR MINISTERS UNDERSTANDING ADDICTION	25,000
HOPE FOR THREE 10200 WEST AIRPORT BLVD SUITE 100 HOUSTON,TX 77056		PUBLIC CHARITY	OUTREACH COORDINATOR/FAMILY RESOURCES	25,000
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON,TX 77019		PUBLIC CHARITY	TECHNOLOGY AND INFRASTRUCTURE	50,000
HOUSTON REVISION 6856 BELLAIRE BLVD HOUSTON,TX 77074		PUBLIC CHARITY	KEEPING KIDS IN SCHOOL INITIATIVE	37,500
THE JOY SCHOOL ONE CHELSEA BLVD HOUSTON,TX 77006		PUBLIC CHARITY	COMMUNITY OUTREACH THROUGH TEACHER TRAINING	40,000
MEMORIAL PARK CONSERVANCY 5601 MEMORIAL DRIVE HOUSTON,TX 77007		PUBLIC CHARITY	PUBLIC INPUT PHASE OF MASTER PLANNING PROCESS	100,000
THE NEW SCHOOL IN THE HEIGHTS 403 HEIGHTS BLVD HOUSTON,TX 77007		PUBLIC CHARITY	NEW SCHOOL HEIGHTS SCHOLARSHIP CAMPAIGN	19,480
THE NORTH PASADENA COMMUNITY OUTREACH CENTER 705 1/2 WILLIAMS ST PASADENA,TX 77506		PUBLIC CHARITY	PARTENTS SKILL DEVELOPMENT AND YOUTH AFTER SCHOOL PROGRAM	35,000
OPEN DOOR MISSION 5803 HARRISBURG HOUSTON,TX 77011		PUBLIC CHARITY	REHABILITATION PROGRAM	75,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW SUITE B HOUSTON,TX 77092		PUBLIC CHARITY	PROGRAM OPERATIONS	50,000
PRO-VISION 4590 WILMINGTON ST HOUSTON,TX 77051		PUBLIC CHARITY	AQUAPONICS PROJECT	80,000
Total  3a				1,980,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
REACH UNLIMITED 12777 JONES ROAD SUITE 103 HOUSTON,TX 77070		PUBLIC CHARITY	REACH FOR THE FUTURE CAPITAL CAMPAIGN	50,000
SANTA MARIA HOSTEL 2605 PARKER ROAD HOUSTON,TX 77093		PUBLIC CHARITY	PASCHALL HOUSE WOMEN'S RECOVERY RESIDENCE	60,000
SEARCH HOMELESS SERVICES 2505 FANNIN HOUSTON,TX 77002		PUBLIC CHARITY	SEARCH HOMELESS SERVICES PROGRAM SUPPORT	80,000
SPARK SCHOOL PARK PROGRAM PO BOX 1562 HOUSTON,TX 77251		PUBLIC CHARITY	WOODSON ELEMENTARY/MIDDLE SCHOOL SPARK PARK	75,000
ST PIUS X HIGH SCHOOL 811 W DONOVON ST HOUSTON,TX 77091		PUBLIC CHARITY	READ 180 PROGRAM	50,000
UNIVERSITY HIGH SCHOOL THE UNIVERSITY OF TEXAS- AUSTIN AUSTIN,TX 78712		PUBLIC CHARITY	UNIVERSITY HIGH SCHOOL STARTUP COSTS	50,000
UNIVERSITY OF ST THOMAS 3400 MONTROSE BLVD HOUSTON,TX 77006		PUBLIC CHARITY	UST WORLDVIEW YOUTH EDUCATION PROGRAM	29,000
UT HEALTH SCIENCE CENTER CHILDREN'S LEARNING CENTER 7000 FANNIN SUITE 2300 HOUSTON,TX 77030		PUBLIC CHARITY	EARLY CHILDCARE AT HOME (BEECH)	60,000
THE WAY STATION (PALMER EPISCOPAL) 6221 MAIN STREET HOUSTON,TX 77030		PUBLIC CHARITY	OPERATING FUNDS	50,000
WESLEY COMMUNITY CENTER 1410 LEE ST HOUSTON,TX 77009		PUBLIC CHARITY	CATAMOUNTS LEADING A WESLEY MENTORING PROGRAM	20,000
WINGS OF ANGELS FOUNDATION 1552 12TH STREET DOUGLAS,AZ 85607		PUBLIC CHARITY	WINGS OF ANGELS MULTIFACETED OPERATIONS	25,000
THE WORKFAITH CONNECTION 10120 NORTHWEST FREEWAY STE 200 HOUSTON,TX 77092		PUBLIC CHARITY	CAPACITY EXPANSION	50,000
YELLOWSTONE ACADEMY TROOP AND PACK 255 3727 JARDIN ST HOUSTON,TX 77005		PUBLIC CHARITY	FREE MONTHLY WEEKEND ACTIVITIES FOR SCOUTS	7,470
YES PREP PUBLIC SCHOOLS 6201 BONNHOMERD SUITE 168-N HOUSTON,TX 77036		PUBLIC CHARITY	ATHLETIC TRACK & FIELD CONSTRUCTION	87,500
Total  3a				1,980,950

TY 2014 Accounting Fees Schedule

Name: BAXTER TRUST CO PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,881	0		4,881

TY 2014 Investments - Other Schedule

Name: BAXTER TRUST CO PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS - SECURITIES	AT COST	44,060,579	44,063,600

TY 2014 Other Expenses Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT INTEREST	168	168		0
INSURANCE	3,232	0		3,232
RECORDS STORAGE	793	0		793

TY 2014 Other Professional Fees Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	60,000	0		60,000
INVESTMENT FEES	207,218	207,218		0
OTHER PROFESSIONAL FEES	2,000	0		2,000

TY 2014 Taxes Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES - PY	10,969	0		0
FEDERAL EXCISE TAXES - CY	21,600	0		0
FOREIGN TAXES	11,286	11,286		0