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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE HEVRDEJS FOUNDATION		A Employer identification number 76-0267717
Number and street (or P O box number if mail is not delivered to street address) 9 GREENWAY PLAZA, SUITE 2400		B Telephone number 713-961-5110
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77046		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) \$ 2,193,013. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		260.	260.		STATEMENT 1
4 Dividends and interest from securities		40,514.	40,361.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		832,245.			
b Gross sales price for all assets on line 6a		2,179,231.			
7 Capital gain net income (from Part IV, line 2)			864,812.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		299,428.	231.		STATEMENT 3
12 Total. Add lines 1 through 11		1,172,447.	905,664.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		11,360.	5,680.		5,680.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		5,371.	621.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		9,570.	7,504.		1,945.
24 Total operating and administrative expenses. Add lines 13 through 23		26,301.	13,805.		7,625.
25 Contributions, gifts, grants paid		35,000.			35,000.
26 Total expenses and disbursements. Add lines 24 and 25		61,301.	13,805.		42,625.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,111,146.			
b Net investment income (if negative, enter -0-)			891,859.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		63,679.	110,860.	110,860.
	2	Savings and temporary cash investments		54,455.	63,680.	63,680.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock STMT 7		1,161,600.	1,716,742.	1,694,797.
		c Investments - corporate bonds STMT 8		0.	325,000.	323,676.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		-62,994.	0.	0.	
14	Land, buildings, and equipment: basis ▶ 9,211.					
	Less: accumulated depreciation STMT 10 ▶ 9,211.					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,216,740.	2,216,282.	2,193,013.	
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				
	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 type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		912,458.	912,458.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		304,282.	1,303,824.		
30	Total net assets or fund balances		1,216,740.	2,216,282.		
31	Total liabilities and net assets/fund balances		1,216,740.	2,216,282.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,216,740.
2	Enter amount from Part I, line 27a	2	1,111,146.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,327,886.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	111,604.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,216,282.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	2,211,798.	1,346,986.	864,812.	
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				
b				
c				
d				
e			864,812.	
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	864,812.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	86,494.	2,003,810.	.043165
2012	79,273.	1,882,448.	.042112
2011	66,060.	1,775,438.	.037208
2010	60,582.	1,690,077.	.035846
2009	66,052.	1,400,867.	.047151
2	Total of line 1, column (d)		.205482
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		.041096
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		1,921,584.
5	Multiply line 4 by line 3		78,969.
6	Enter 1% of net investment income (1% of Part I, line 27b)		8,919.
7	Add lines 5 and 6		87,888.
8	Enter qualifying distributions from Part XII, line 4		42,625.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1 17,837.
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 17,837.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 17,837.
6 Credits/Payments:	
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,478.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 21,478.
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 3,641.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 3,641. Refunded <input type="checkbox"/> 0.	11 0.

Part VII-A Statements Regarding Activities

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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► DALE BARNES Telephone no. ► 713-341-5711 Located at ► 9 GREENWAY PLAZA, SUITE 2400, HOUSTON, TX ZIP+4 ► 77046			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 N/A	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
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 N/A

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). N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK J. HEVRDEJS 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	CHAIRMAN & TRUSTEE 1.00	0.	0.	0.
MICHELLE HUBBARD HEVRDEJS 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 1.00	0.	0.	0.
GABRIELLE SACKETT WAGNER 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	PRESIDENT, SECRETARY, & TRUSTEE 5.00	0.	0.	0.
DALE E. BARNES 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TREASURER & TRUSTEE 5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
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	1,270,007.
b	Average of monthly cash balances	1b	680,840.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,950,847.
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	1,950,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,263.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,921,584.
6	Minimum investment return. Enter 5% of line 5	6	96,079.

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	96,079.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	17,837.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	87,917.
c	Add lines 2a and 2b	2c	105,754.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.

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	42,625.
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	42,625.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,625.

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				0.
2 Undistributed income, if any, as of the end of 2014.				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	14,820.			
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	14,820.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	42,625.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	42,625.			
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:	57,445.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	57,445.			
10 Analysis of line 9:				
a Excess from 2010	14,820.			
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	42,625.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

FRANK J. HEVRDEJS

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:
SEE ATTACHED STATEMENT

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099	NONE	PC	CHARITABLE	20,000.
PROJECT GRAD 3000 RICHMOND AVE, SUITE 400 HOUSTON, TX 77098	NONE	PC	SUPPORT OF PROJECT GRAD FINE ARTS PROGRAM	15,000.
Total			▶ 3a	35,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	PUBLICLY TRADED SECURITIES- ML #83V-04070- ST	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES- ML #83V-04070- LT	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES- ML #83V-04070- LT NON	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES- JPM #02687-00-7- ST	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES- JPM #02687-00-7- LT	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES- JPM #02687-00-7- LT N	P	VARIOUS	VARIOUS
g	30000 SHS AGENNIX	P	07/21/14	08/21/14
h	4500 SHS KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	08/14/14
i	7970 SHS PLAINS ALL AMERICAN PIPELINE LP	P	06/25/01	08/19/14
j	FROM K-1: KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
k	FROM K-1: PLAINS ALL AMERICAN PIPELINE LP	P	VARIOUS	VARIOUS
l	FROM K-1: PLAINS ALL AMERICAN PIPELINE LP	P	VARIOUS	VARIOUS
m	JPM #02687-00-7 CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
n	SECTION 731 GAIN - KINDER MORGAN	P	VARIOUS	VARIOUS
o				

	(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	96,542.		91,688.	4,854.
b	146,836.		131,134.	15,702.
c	22,491.		20,039.	2,452.
d	318,881.		302,734.	16,147.
e	411,365.		301,561.	109,804.
f	287,027.		111,033.	175,994.
g	1,353.			1,353.
h	425,197.		234,224.	190,973.
i	465,852.		154,573.	311,279.
j	13.			13.
k	134.			134.
l	49.			49.
m	3,491.			3,491.
n	32,567.			32,567.
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			4,854.
b			15,702.
c			2,452.
d			16,147.
e			109,804.
f			175,994.
g			1,353.
h			190,973.
i			311,279.
j			13.
k			134.
l			49.
m			3,491.
n			32,567.
o			

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	864,812.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM PARTNERSHIPS MERRILL LYNCH BANKING ADVANTAGE	242.	242.	
	18.	18.	
TOTAL TO PART I, LINE 3	260.	260.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM PARTNERSHIPS	188.	0.	188.	188.	
JPM #02687-00-7	16,138.	0.	16,138.	16,138.	
ML #83V-04070	15,888.	0.	15,888.	15,735.	
ML #83V-04G63	8,300.	0.	8,300.	8,300.	
TO PART I, LINE 4	40,514.	0.	40,514.	40,361.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN PIPELINE (PAA) - UBTI ORDINARY INCOME	10,718.	0.	
PASSTHROUGH ROYALTY INCOME	231.	231.	
ORDINARY GAINS- PTP SALE - KINDER MORGAN ENERGY PARTNERS	149,870.	0.	
ORDINARY GAINS- PTP SALE - PLAINS ALL AMERICAN PIPELINE	138,609.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	299,428.	231.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,360.	5,680.		5,680.
TO FORM 990-PF, PG 1, LN 16B	11,360.	5,680.		5,680.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX	4,750.	0.		0.
FOREIGN TAXES	621.	621.		0.
TO FORM 990-PF, PG 1, LN 18	5,371.	621.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	299.	150.		149.
TRUST FEES	4,600.	4,600.		0.
KINDER MORGAN K-1 EXPENSES	219.	205.		0.
PLAINS K-1 EXPENSES	859.	752.		0.
INSURANCE	1,275.	638.		637.
WEBSITE DESIGN-MAINTENANCE	2,318.	1,159.		1,159.
TO FORM 990-PF, PG 1, LN 23	9,570.	7,504.		1,945.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPM #02687-00-7 - SEE ATTACHMENT	1,716,742.	1,694,797.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,716,742.	1,694,797.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPM #02687-00-7 - SEE ATTACHMENT	325,000.	323,676.
TOTAL TO FORM 990-PF, PART II, LINE 10C	325,000.	323,676.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE
KINDER MORGAN ENERGY	COST	0.
PLAINS ALL AMERICAN PIPELINE	COST	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	4,743.	4,743.	0.
COMPUTER PRINTER	438.	438.	0.
DESK	65.	65.	0.
COMPUTER EQUIPMENT	2,265.	2,265.	0.
COMPUTER EQUIPMENT	1,264.	1,264.	0.
COMPUTER EQUIPMENT	436.	436.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,211.	9,211.	0.

FORM 990-PF

OTHER REVENUE

STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
PLAINS ALL AMERICAN PIPELINE (PAA) - UBTI ORDINARY INCOME	525990	10,718.			
PASSTHROUGH ROYALTY INCOME			15	231.	
ORDINARY GAINS- PTP SALE - KINDER MORGAN ENERGY PARTNERS	525990	149,870.			
ORDINARY GAINS- PTP SALE - PLAINS ALL AMERICAN PIPELINE	525990	138,609.			
TOTAL TO FORM 990-PF, PG 12, LN 11		299,197.		231.	

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990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ORGANIZATION COSTS	010192200DB	5.00	17	4,743.				4,743.	4,743.		0.
2	COMPUTER PRINTER	021996200DB	5.00	17	438.				438.	438.		0.
3	DESK	013196200DB	5.00	17	65.				65.	65.		0.
4	COMPUTER EQUIPMENT	020195200DB	5.00	17	2,265.				2,265.	2,265.		0.
5	COMPUTER EQUIPMENT	011102200DB	5.00	17	1,264.				1,264.	1,264.		0.
6	COMPUTER EQUIPMENT	020702200DB	5.00	17	436.				436.	436.		0.
	* TOTAL 990-PF PG 1 DEPR				9,211.		0.		9,211.	9,211.	0.	0.



THE HEYRDEJS FOUNDATION ACCT. N02687007
For the Period 12/1/14 to 12/31/14

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
JOHN HANCOCK L/C EQUITY-I 41013P-60-8 JLVIX	41.26	2,426.077	100,099.94	100,000.00	99.94	514.32	0.51%
JPM TAX AWARE EQ FD - INSTL FUND 1236	29.04	3,438.140	99,843.59	100,000.00	(156.41)	1,144.90	1.15%
4812A1-65-4 JPDE X							
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	40.75	2,470.145	100,658.41	100,000.00	658.41	1,657.46	1.65%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	1,980.000	406,969.20	406,599.80	369.40	7,593.30 1,418.65	1.87%
Total US Large Cap Equity			\$707,571.14	\$706,599.80	\$971.34	\$10,909.98 \$1,418.65	1.54%
US Mid Cap Equity							
VANGUARD MID-CAP VIPERS 922908-62-9 VO	123.56	1,340.000	165,570.40	164,209.02	1,361.38	2,134.62	1.29%
EAFE Equity							
ARTISAN INTERNATIONAL FD-INV 04314H-20-4 ARTIX	29.96	6,375.716	191,016.45	197,500.00	(6,483.55)	1,453.66	0.76%
DODGE & COX INTL STOCK FUND 256206-10-3 DODFX	42.11	4,561.016	192,064.38	202,000.00	(9,935.62)		

J.P. Morgan



THE HEYRDEJS FOUNDATION ACCT. NO2687007
For the Period 12/1/14 to 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.84	2,200,000	133,848.00	136,433.00	(2,585.00)	4,974.20	3.72%
Total EAFE Equity			\$516,928.83	\$535,933.00	(\$19,004.17)	\$6,427.86	1.24%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	1,751,313	18,879.15	20,000.00	(1,120.85)	891.41	4.72%
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	15.26	6,748,931	102,988.69	105,000.00	(2,011.31)	3,624.17	3.52%
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.92	924,642	20,268.15	20,000.00	268.15	118.35	0.58%
Global Equity							
JPM GBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.31	8,879,904	162,591.04	165,000.00	(2,408.96)	2,424.21	1.49%



THE HEYRDEJS FOUNDATION ACCT. NO2687007
For the Period 12/1/14 to 12/31/14

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1 00	69,896.82	69,896.82	69,896.82			
US Fixed Income							
METROPOLITAN WEST FDS TOTAL RET CLI 592805-50-9	10.90	5,958.26	64,945.06	65,000.00	(54.94)	1,477.64	2.28%
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.72	11,431.67	133,979.20	135,000.00	(1,020.80)	2,126.29	1.59%
JPM SH INT MUNI BD FD - INSTL FUND 3602 4812C2-39-5	10.65	11,713.78	124,751.76	125,000.00	(248.24)	1,288.51	1.03%
Total US Fixed Income			\$323,676.02	\$325,000.00	(\$1,323.98)	\$4,892.44	1.51%

Summary Income

Total Cash:	<u>Book Value</u>	<u>Fair Market Value</u>
Total Corporate Stock:	\$69,897	\$69,897
Total Corporate Bonds:	\$1,716,742	\$1,694,797
	\$325,000	\$323,676

Education provides HOPE, *prom*

GRANT GUIDELINES

The Foundation encourages applications on behalf of projects which will improve the quality of teaching and learning at all levels. Special consideration will be given

to elementary and secondary educational programs which emphasize academic skills, employment

skills, and/or enhance opportunities for further education. In order to create the maximum possible multiplier effect for our limited funds, we will give priority to such factors as innovation, the testing of new ideas and the potential for replication. We embrace successful

programs needing funds and we encourage and help programs with potential for success.

DEADLINES

Because our grant review process is comprehensive, and because we wish to afford your application as much of our time and attention as possible, our deadlines for final proposals are set approximately three months prior to Board of Trustees meetings, as follows:

It is on the sound education of the people that the security and destiny of every nation chiefly rest. ~Kossuth

our deadlines for final proposals are set approximately three months prior to Board of Trustees meetings, as follows:

DEADLINE FOR FINAL PROPOSAL

January 31 July 31
April 30 October 31

BOARD OF TRUSTEES MEETING

March September
June December

Preliminary proposals are welcome at any time.

RESTRICTIONS

Before submitting a grant request, a prospective applicant is advised to first view the proposal in light of the Foundation's interests and purposes. In general, the Foundation will not

consider requests related to:

- medical research or health related activities
- organizations whose activities or policies include specific political purpose
- capital improvement projects/building funds

otes SKILLS *and encourages* 8

- grants for individuals
- fund-raising drives, testimonial dinners, or advertising
- sectarian or denominational religious activities (although academic programs offered by religious institutions are not excluded).

Neither piety, virtue, nor liberty can long flourish in a community where the education of youth is neglected. ~Cooper

concise, clearly written, and include the following:

- statement of need for the project, its

scope (this may be appended)

- verification of tax-exempt status.

The Foundation relies on the information and the quality of the preliminary proposal to determine if further interest in the proposed project is warranted. If the proposed project is of interest to the Foundation, the applicant will be invited to submit in writing a more detailed proposal for formal consideration and final decision. The final proposal must include the following:

- specific purpose, and a description of those whom it will serve
- summary of the proposed project or activities, how the project is an improvement upon present practice, and outcomes of the proposed project
- amount of the grant being requested, and other sources of funds to be committed to the project
- brief description of the applicant, organization, its objectives, and activities, and

APPLICATION PROCEDURE

A request for funding is considered in two stages, a preliminary proposal stage and a final proposal stage. A preliminary proposal may take the form of a letter or concept paper no more than three pages in length. The preliminary proposal should be

All who have meditated on the art of governing mankind have been convinced that the fate of empires depends on the education of youth. ~Aristotle

- detailed explanation of the purpose

Good CITIZENSHIP

and objectives of the proposed project activity

- detailed narrative of the activities involved in achieving project goals



- description of the personnel or other organizations involved with the project

- description of activities to expand the project to a broader audience, and description of how the project will continue after funding (if appropriate)

- itemized budget for the project for which funding is requested
- current, itemized budget for the organization, including sources of revenue and expenses and other sources of financial support committed or pending for the project

- schedule for the completion of the project
- brief history of the organization, list of its governing board,

detailed statement of its purpose, and description of those whom it serves

- copy of the organization's 501(c)(3) tax exempt letter from the Internal Revenue Service.

Letters of inquiry and proposals should be addressed to:



THE HEVRDEJS
FOUNDATION

*Eight Greenway Plaza, Suite 702
Houston, Texas 77046*