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EXTENDED TO AUGUST 17, 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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
THE ANDREWS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2408 KIPLING ST.

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77098-5604

A Employer identification number
76-0537224

B Telephone number
713-528-6571

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

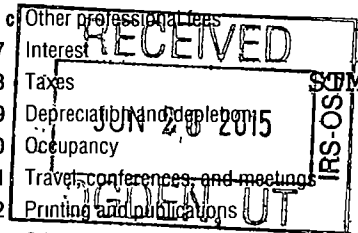
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 2,254,690. (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	330.		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	58.	58.		STATEMENT 1
4	Dividends and interest from securities	50,384.	50,384.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	69,487.			
b	Gross sales price for all assets on line 6a	69,762.			
7	Capital gain net income (from Part IV, line 2)		69,487.		
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	22,449.	22,449.		STATEMENT 3
12	Total. Add lines 1 through 11	142,708.	142,378.		
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	6,545.	3,272.		3,273.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	1,692.	650.		0.
19	Depreciation and depletion	3,766.	3,766.		
20	Occupancy	5,250.	2,625.		2,625.
21	Travel, conferences, and meetings	1,412.	706.		706.
22	Printing and publications				
23	Other expenses STMT 6	6,374.	3,187.		3,187.
24	Total operating and administrative expenses. Add lines 13 through 23	25,039.	14,206.		9,791.
25	Contributions, gifts, grants paid	113,790.			113,790.
26	Total expenses and disbursements. Add lines 24 and 25	138,829.	14,206.		123,581.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,879.			
b	Net investment income (if negative, enter -0-)		128,172.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JUN 29 2015 Revenue Operating and Administrative Expenses



423501 11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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	148.	149.	149.
	2 Savings and temporary cash investments	776,717.	478,057.	478,057.
	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	1,571.	2,029.	2,029.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,201,760.	1,512,256.	1,774,347.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	82.	108.	108.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,980,278.	1,992,599.	2,254,690.	
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	2,017,412.	2,021,291.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<37,134.>	<28,692.>	
30 Total net assets or fund balances	1,980,278.	1,992,599.		
31 Total liabilities and net assets/fund balances	1,980,278.	1,992,599.		

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	1,980,278.
2 Enter amount from Part I, line 27a	2	3,879.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,442.
4 Add lines 1, 2, and 3	4	1,992,599.
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	1,992,599.

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 NAT'L FIN SVCS LLC-CAPITAL GAIN DISTR	P	VARIOUS	12/31/14
b 2500 SHS INTEL	P	04/29/77	VARIOUS
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 6,245.			6,245.
b 63,517.		275.	63,242.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			6,245.
b			63,242.
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	69,487.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		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	119,068.	2,033,023.	.058567
2012	119,412.	2,100,711.	.056844
2011	120,090.	2,193,779.	.054741
2010	111,353.	1,741,402.	.063944
2009	96,615.	1,897,471.	.050918

2 Total of line 1, column (d)	2	.285014
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	.057003
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,182,193.
5 Multiply line 4 by line 3	5	124,392.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,282.
7 Add lines 5 and 6	7	125,674.
8 Enter qualifying distributions from Part XII, line 4	8	123,581.

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	2,563.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,563.
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	2,563.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,029.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,529.	
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	2,966.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 2,966. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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?		
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

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JUDITH N. ANDREWS Telephone no. 713-528-6571 Located at 2408 KIPLING ST., HOUSTON, TX ZIP+4 77098-5604
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1: THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAXABLE YEAR. Expenses: 0.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1: NONE. Row 2: NONE. Row 3: NONE. Total: 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	1,641,131.
b	Average of monthly cash balances	1b	574,293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,215,424.
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	2,215,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,231.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,182,193.
6	Minimum investment return. Enter 5% of line 5	6	109,110.

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	109,110.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,563.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,547.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,547.
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	106,547.

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	123,581.
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	123,581.
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	123,581.

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				106,547.
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	3,785.			
b From 2010	27,517.			
c From 2011	13,417.			
d From 2012	17,462.			
e From 2013	19,501.			
f Total of lines 3a through e	81,682.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	123,581.			
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				106,547.
e Remaining amount distributed out of corpus	17,034.			
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:	98,716.			
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	3,785.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	94,931.			
10 Analysis of line 9:				
a Excess from 2010	27,517.			
b Excess from 2011	13,417.			
c Excess from 2012	17,462.			
d Excess from 2013	19,501.			
e Excess from 2014	17,034.			

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).)

SEE STATEMENT 11
 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:
JUDITH N ANDREWS, 713-528-6571
2408 KIPLING ST., HOUSTON, TX 77098

b The form in which applications should be submitted and information and materials they should include:
NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines:
NONE - BUT MUST BE SOON ENOUGH FOR APPROPRIATE CONSIDERATION

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
ONLY LIMITATION - NO SCHOLARSHIP PROGRAM

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 STATEMENT 12				113,790.
Total			▶ 3a	113,790.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
NATIONAL FINANCIAL SERVICES (FIDELITY)	57.	57.	
PROVIDENT MINERAL FORM K-1	1.	1.	
TOTAL TO PART I, LINE 3	58.	58.	

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
NATIONAL FINANCIAL SERVICES (FIDELITY)	50,384.	0.	50,384.	50,384.	
TO PART I, LINE 4	50,384.	0.	50,384.	50,384.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	25,106.	25,106.	
PROVIDENT ROYALTY EXPENSE	<2,657.>	<2,657.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,449.	22,449.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	6,545.	3,272.		3,273.
TO FORM 990-PF, PG 1, LN 16B	6,545.	3,272.		3,273.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,042.	0.		0.
FOREIGN TAX- NAT'L FIN SVCS LLC	650.	650.		0.
TO FORM 990-PF, PG 1, LN 18	1,692.	650.		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
OFFICE EXPENSE	2,290.	1,145.		1,145.
TELEPHONE	484.	242.		242.
CONTRACT LABOR	3,600.	1,800.		1,800.
TO FORM 990-PF, PG 1, LN 23	6,374.	3,187.		3,187.

FOOTNOTES STATEMENT 7

TAXPAYER USES THE CASH BASIS FOR ACCOUNTING AND ALL ASSETS ARE RECORDED ON THE BOOKS AT COST BASIS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET ASSET ADJUSTMENT-DEPLETION	3,766.
ADJUSTMENT TO BASIS OF ASSETS	4,676.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,442.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY SECURITIES	1,512,256.	1,774,347.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,512,256.	1,774,347.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROVIDENT MINERAL PARTNERSHIP	COST	108.	108.
TOTAL TO FORM 990-PF, PART II, LINE 13		108.	108.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER
 RICHARD J ANDREWS
 JUDITH N ANDREWS

The Andrews Foundation
 Contribution Listing
 January 1, 2014 to December 31, 2014

Date	Check No	Amount	Name and Address	Purpose
1/3/2014	2094	\$1,000	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/3/2014	2095	\$2,500	St Paul the Apostle 201 Dalton Circle Horseshoe Bay, TX 78657	General Fund Religious
1/3/2014	2096	\$5,000	Houston Aphasia Recovery Center 3701 Briarpark #310 Houston, TX 77042	General Fund Public Health Fund
1/7/2014	2097	\$1,500	La Povidencia Posada 1610 Marydale Road San Benito, TX 78586	General Fund Family Welfare
1/16/2014	2098	\$2,500	Houston Community Health Centers 424 Hahlo Street Houston, TX 77020-3022	General Fund Public Health
1/27/2014	2178	\$1,000	Community Endowment Foundation 1811 Brak Oaks Lane Houston, TX 77027	General Fund Public Welfare
1/27/2014	2179	\$2,000	St Michael Parish School 1801 Sage Road Houston, TX 77056	Educational Capital Campaign
1/27/2014	2180	\$1,000	Angela House 6725 Reed Road Houston, TX 77087	General Fund Public Welfare Women
2/3/2014	2183	\$2,000	Santa Mana Hostel 2605 Parker Road Houston, TX 77093	General Childcare Services
2/7/2014	2185	\$2,000	Escape Family Resource Center 1721 Pech Road, 3rd Floor Houston, TX 77005	General Fund Child Abuse Welfare
2/10/2014	2187	\$2,500	Communities in Schools 1235 North Loop West, Suite 300 Houston, TX 77008	General Fund Educational services
2/12/2014	2188	\$2,500	University of Houston College of Education 306 McElhinney Hall Houston, TX 77207-5035	Educational Andrews Foundation Scholarship Endowment Fund
2/26/2014	2193	\$500	Dr Marnie Rose Foundation 5090 Richmond Ave , PMB-291 Houston, TX 77056	Public Health General
3/7/2014	2194	\$1,000	Arrow Foundation 420 Heights Blvd Houston, TX 77007	General Fund Family Services
3/7/2014	2195	\$2,500	San Jose Clinic 301 Hamilton Street Houston, TX 77002	General Fund Public Health
3/7/2014	2196	\$2,500	Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	Special Needs Adoption Prog

The Andrews Foundation
 Contribution Listing
 January 1, 2014 to December 31, 2014

Date	Check No	Amount	Name and Address	Purpose
3/7/2014	2197	\$2,000	Generation One PO Box 8280 Houston, TX 77288	General Fund Public Welfare
3/7/2014	2198	\$1,000	Chrst Clinic 5504 First Street Katy, TX 77493	General Fund Public Welfare
3/7/2014	2199	\$2,500	Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090	General fund Public Housing Partnership
3/17/2014	2200	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
3/26/2014	2151	\$750	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
3/26/2014	2154	\$2,500	Benng Omega Community Services 1429 Hawthorne St Houston, TX 77006	Public Welfare General Fund
3/27/2014	2155	\$500	M D Anderson Cancer Center P O Box 301439, Unit 0705 Houston, TX 77230-1439	Annual Fund Public Health
4/2/2014	2156	\$2,000	Fort Bend Seniors 1330 Band Road Rosenberg, TX 77471	General Fund Senior Welfare
4/10/2014	2157	\$2,000	Covenant House 1111 Lovett Blvd Houston, TX 77006	General Fund Public Welfare
4/24/2014	2161	\$1,000	TIRR Houston 4605 Post Oak Place, Suite 222 Houston, Texas 77027	General Fund Health
5/1/2014	2163	\$1,000	St Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	General Fund Educational
5/5/2014	2164	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
5/22/2014	2166	\$1,500	El Centro de Corazon P O Box 230209 Houston, TX 77223	General Fund Health
6/3/2014	2169	\$2,000	Brdges to Life PO Box 19039 Houston, TX 77224-9039	Public General Fund
6/19/2014	2170	\$2,500	Five Talents P O Box 331 Vienna, VA 22183	Public Welfare General Fund
6/20/2014	2171	\$1,500	Divine Word Missionaries P O Box 6099 Techny, IL 60082-6099	Public Welfare General Fund

The Andrews Foundation
 Contribution Listing
 January 1, 2014 to December 31, 2014

Date	Check No	Amount	Name and Address	Purpose
6/20/2014	2172	\$2,500	Family Services of Greater Houston 4625 Lillian St Houston, TX 77027-5544	Public Health/Welfare General fund
6/23/2014	2173	\$2,000	Ministry Assistance of the Near Northwest Alliance 1806 W 43rd Street Houston, TX 77018	General Fund Public Welfare
6/23/2014	2174	\$1,000	United States Coast Guard Academy Alumni Association 47 Mohegan Avenue New London, CT 06320-8111	General Fund Child Welfare
7/7/2014	2203	\$800	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
7/20/2014	2207	\$1,000	St Patrick Church 301 N Spruce St PO Box 398 Tellunde, CO 81435	Religious General Fund
7/28/2014	2204	\$500	All Saints Episcopal Day School 6300 North Central Avenue Phoenix, AZ 85012	General Fund Educational
8/8/2014	2212	\$1,000	One Voice Texas 5120 Woodway Dr Houston, Texas 77056	General Fund Homeless Needs
8/8/2014	2213	\$2,500	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
8/8/2014	2214	\$1,000	Alliance of Community Assistance Ministries 770 S Post Oak Lane, Suite 525 Houston, Texas 77056	Public Welfare General Fund
8/8/2014	2215	\$500	Houston Museum of Natural Science 5555 Hermann Park Drive Houston, TX 77030-1799	General Fund Educational
8/24/2014	2217	\$495	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
8/25/2014	2219	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
8/25/2014	2220	\$1,000	Houston Humane Society P O Box 450528 Houston, Texas 77245	General Fund Animal Welfare
8/25/2014	2221	\$2,000	Houston Food Bank 535 Portwall Street Houston, Texas 77029	General Fund Public Welfare
9/4/2014	2222	\$175	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
9/26/2014	2224	\$250	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare

The Andrews Foundation
 Contribution Listing
 January 1, 2014 to December 31, 2014

Date	Check No	Amount	Name and Address	Purpose
9/28/2014	2225	\$1,000	Houston Parks Board 300 North Post Oak Lane Houston, TX 77024	General Fund River Oaks Park
11/1/2014	2231	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
11/1/2014	2230	\$2,000	Visions Made Viable 17595 Harvard Ave Suite C235 Irvine, CA 92614	General Fund Harvest Time Partners
11/1/2014	2232	\$1,500	Catholic Charities 2900 Louisiana St Houston, TX 77006	General Fund Refugee Youth Afterschool Prg
11/18/2014	2235	\$5,000	M D Anderson PO Box 301439 Houston, TX 77230-1439	General Fund Lymphoma Research
12/2/2014	2237	\$2,500	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Fund Public Welfare
12/2/2014	2238	\$1,500	Woman Inc P O Box 571898 Houston, TX 77257-1898	General Public Welfare
12/2/2014	22398	\$1,500	Prison Entrepreneurship P O Box 926274 Houston, TX 77292-6274	General Fund Workforce Training
12/10/2014	2241	\$100	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare
12/29/2014	2245	\$1,500	Proyecto Desarrollo Humano 17617 Sabal Palm Drive Penitas, TX 78576	General Fund Public Welfare

\$113,790 Total Contributions

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

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

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions THE ANDREWS FOUNDATION	Employer identification number (EIN) or 76-0537224
<small>File by the due date for filing your return. See instructions</small>	Number, street, and room or suite no. If a P.O. box, see instructions. 2408 KIPLING ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77098-5604	

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

0 4

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

JUDITH N. ANDREWS

• The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**
Telephone No ▶ **713-528-6571** Fax No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year **2014** or
▶ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,529.
3b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,029.
3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,500.

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