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Return of Private Foundation

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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning

, 2014, and ending

Name of foundation

Zorich Family Foundation

Number and street (or P O box number if mail is not delivered to street address)

1100 Louisiana Street

Room/suite

4900

City or town, state or province, country, and ZIP or foreign postal code

Houston

TX 77002

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

 Cash Accrual

► \$ 29,617,179.

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | |
|-------------------------|---|------------|------------|------------|
| REVENUE | 1 Contributions, gifts, grants etc, received (attach schedule) | 6,041,703. | | |
| | 2 Ck ► <input type="checkbox"/> if the foundn is not required to attach Sch B | | | |
| | 3 Interest on savings and temporary cash investments | 204. | 204. | |
| | 4 Dividends and interest from securities | 578,546. | 578,546. | |
| | 5a Gross rents | | | |
| | b Net rental income or (loss) | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,238,810. | | |
| | b Gross sales price for all assets on line 6a | 6,768,011. | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,238,810. | |
| | 8 Net short-term capital gain | | | 30,397. |
| | 9 Income modifications | | | |
| | 10a Gross sales less returns and allowances | | | |
| | b Less Cost of goods sold | | | |
| | c Gross profit (loss) (attach schedule) | | | |
| | 11 Other income (attach schedule) | | | |
| | See Line 11 Stmt | 773,838. | 773,991. | 5,153. |
| | 12 Total Add lines 1 through 11 | 8,633,101. | 2,591,551. | 35,550. |
| ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | | | |
| | 14 Other employee salaries and wages | | | |
| | 15 Pension plans, employee benefits | | | |
| | 16a Legal fees (attach schedule) | | | |
| | b Accounting fees (attach sch) | | | |
| | c Other prof fees (attach sch) | 116,289. | 116,289. | |
| | 17 Interest | | | |
| | 18 Taxes (attach schedule)(see instrs) See Line 18 Stmt | 36,821. | 12. | |
| | 19 Depreciation (attach sch) and depletion | | | |
| | 20 Occupancy | | | |
| | 21 Travel, conferences, and meetings | | | |
| | 22 Printing and publications | | | |
| | 23 Other expenses (attach schedule) | | | |
| | See Line 23 Stmt | 12,646. | 12,202. | |
| | 24 Total operating and administrative expenses Add lines 13 through 23 | 165,756. | 128,503. | |
| | 25 Contributions, gifts, grants paid | 2,317,694. | | 2,317,694. |
| | 26 Total expenses and disbursements Add lines 24 and 25 | 2,483,450. | 128,503. | 2,317,694. |
| | 27 Subtract line 26 from line 12 | | | |
| | a Excess of revenue over expenses and disbursements | 6,149,651. | | |
| | b Net investment income (if negative, enter -0) | | 2,463,048. | |
| | c Adjusted net income (if negative, enter -0) | | | 35,550. |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | |
|---|--|---|----------------|-----------------------|
| | | End of year | | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash – non-interest-bearing | 5,793,028. | 5,358,809. | 5,358,809. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable | | | |
| | Less: allowance for doubtful accounts ► | | | |
| | 4 Pledges receivable | | | |
| | Less: allowance for doubtful accounts ► | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | 12,775. | 0. | 0. |
| | 7 Other notes and loans receivable (attach sch) ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments – U S and state government obligations (attach schedule) | | | |
| | b Investments – corporate stock (attach schedule) | | | |
| | c Investments – corporate bonds (attach schedule) | | | |
| | 11 Investments – land, buildings, and equipment: basis | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| | 12 Investments – mortgage loans | | | |
| | 13 Investments – other (attach schedule) | 16,881,962. | 21,180,066. | 24,258,370. |
| | 14 Land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| | 15 Other assets (describe ►) | | | |
| | 16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) | 22,687,765. | 26,538,875. | 29,617,179. |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| NET FUND | 22 Other liabilities (describe ►) | | | |
| | 23 Total liabilities (add lines 17 through 22) | | | |
| ASSETS AVAILABLE FOR PROGRAMMING | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 22,687,765. | 26,538,875. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see instructions) | 22,687,765. | 26,538,875. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 22,687,765. | 26,538,875. | |

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 | 22,687,765. |
| 2 Enter amount from Part I, line 27a | 2 | 6,149,651. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 28,837,416. |
| 5 Decreases not included in line 2 (itemize) ► See Other Decreases Stmt | 5 | 2,298,541. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 26,538,875. |

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 shares MLC Company) | | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|---|---|---|---|-------------------------------------|
| 1 a See Schedule Attached | | | D | Various | Various |
| b See Schedule Attached | | | D | Various | 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 649,178. | | 618,781. | 30,397. | | |
| b 6,118,833. | | 4,910,420. | 1,208,413. | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | | | |
| a 0. | 0. | 0. | 30,397. | | |
| b 0. | 0. | 0. | 1,208,413. | | |
| 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 | 1,238,810. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | 3 | 30,397. | |
| If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . | | | | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|--|--|--|
| 2013 | 1,385,060. | 19,231,240. | 0.072021 |
| 2012 | 1,264,301. | 16,284,908. | 0.077636 |
| 2011 | 1,344,216. | 14,016,952. | 0.095899 |
| 2010 | 614,500. | 10,829,184. | 0.056745 |
| 2009 | 372,200. | 7,749,342. | 0.048030 |
| 2 Total of line 1, column (d) | | 2 | 0.350331 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | 3 | 0.070066 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | 4 | 25,698,875. |
| 5 Multiply line 4 by line 3 | | 5 | 1,800,617. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | 6 | 24,630. |
| 7 Add lines 5 and 6 | | 7 | 1,825,247. |
| 8 Enter qualifying distributions from Part XII, line 4 | | 8 | 2,317,694. |

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)

| | | | |
|-----|--|-----|---------|
| 1 a | 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 instrs) | 1 | 24,630. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here . ▶ <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 24,630. |
| 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 | 24,630. |
| 6 | Credits/Payments. | | |
| a | 2014 estimated tax pmts and 2013 overpayment credited to 2014 | 6 a | 30,000. |
| b | Exempt foreign organizations – tax withheld at source | 6 b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | |
| d | Backup withholding erroneously withheld | 6 d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 30,000. |
| 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 | 5,370. |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 5,370. Refunded ▶ 11 | 11 | |

Part VII-A Statements Regarding Activities

| | | | |
|-----|--|---|--|
| 1 a | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 1 b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 1 c | 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 | | |
| 1 d | Did the foundation file Form 1120-POL for this year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 1 e | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation . . . ▶ \$ _____ (2) On foundation managers . . . ▶ \$ _____ | | |
| 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 | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 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 | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4 a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4 b | If 'Yes,' has it filed a tax return on Form 990-T for this year? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or | | |
| 6 | • 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? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX – Texas | | |
| 8 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 | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 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 | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 10 | Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |

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Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

| | | | |
|--|----|-----|------|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | 12 | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ► N/A | | | |
| 14 The books are in care of ► Robert L. Zorich Telephone no ► (713) 659-6100 Located at ► 1100 Louisiana, Ste 4900 Houston, TX ZIP + 4 ► 77002 | | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year | | | |
| 16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No X |
| 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.

| | Yes | No |
|--|------------------------------|--|
| 1 a 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)? | 1 b | |
| 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? | 1 c | 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 ► 20 __ , 20 __ , 20 __ , 20 __ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions) | 2 b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __ | | |
| 3 a 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) | 3 b | |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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? | 4 b | X |

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Form 990-PF (2014)

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

5 a 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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

7 b

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

X

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| Robert L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002 | Trustee 1.00 | 0. | 0. | 0. |
| Barbara L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002 | Trustee 1.00 | 0. | 0. | 0. |
| Bret A. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002 | Trustee 1.00 | 0. | 0. | 0. |
| See Information about Officers, Directors, Trustees, Etc. | | 0. | 0. | 0. |

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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.

| | | |
|---|-----|----|
| 1 | N/A | 0. |
| 2 | | |
| 3 | | |
| 4 | | |

Part IX-B: Summary of Program-Related Investments (see instructions)

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

| | |
|---|-------------|
| 1 | <hr/> <hr/> |
| 2 | <hr/> <hr/> |

All other program-related investments See instructions

3 _____

BAA

Form 990-PF (2014)

Part X-1 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 | 1 a | 25,101,439. |
| b Average of monthly cash balances | 1 b | 988,789. |
| c Fair market value of all other assets (see instructions) | 1 c | |
| d Total (add lines 1a, b, and c) | 1 d | 26,090,228. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 Subtract line 2 from line 1d | 3 | 26,090,228. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 391,353. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 25,698,875. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,284,944. |

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 | 1,284,944. |
| 2 a Tax on investment income for 2014 from Part VI, line 5 | 2 a | 24,630. |
| b Income tax for 2014. (This does not include the tax from Part VI) | 2 b | |
| c Add lines 2a and 2b | 2 c | 24,630. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,260,314. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 1,260,314. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 1,260,314. |

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 | 1 a | 2,317,694. |
| b Program-related investments – total from Part IX-B. | 1 b | |
| 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) | 3 a | |
| b Cash distribution test (attach the required schedule) | 3 b | |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,317,694. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 24,630. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,293,064. |

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 | | | | 1,260,314. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 0. | |
| b Total for prior years. 20 ____, 20 ____, 20 ____ | | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | 0. | | | |
| b From 2010 | 82,418. | | | |
| c From 2011 | 660,602. | | | |
| d From 2012 | 496,686. | | | |
| e From 2013 | 483,514. | | | |
| f Total of lines 3a through e | 1,723,220. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 2,317,694. | | | | |
| a Applied to 2013, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | | | |
| c Treated as distributions out of corpus (Election required — see instructions) | | | | |
| d Applied to 2014 distributable amount | | | | 1,260,314. |
| e Remaining amount distributed out of corpus | 1,057,380. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,780,600. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 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) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 2,780,600. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | 82,418. | | | |
| b Excess from 2011 | 660,602. | | | |
| c Excess from 2012 | 496,686. | | | |
| d Excess from 2013 | 483,514. | | | |
| e Excess from 2014 | 1,057,380. | | | |

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 | | | | <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) |
| 2 a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | |
| b | 85% of line 2a | | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon. | | | | |
| a | 'Assets' alternative test — enter: | | | | |
| (1) | Value of all assets | | | | |
| (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).)

Robert L and Barbara Zorich

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV: Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|------------|
| <i>a Paid during the year</i> See Statement Attached | | | | 2,317,694. |
| Total | | | | 2,317,694. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | |

Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies . . . | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 204 . | |
| 4 Dividends and interest from securities | | | 14 | 578,546 . | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory . . | | | 18 | 2,012,801 . | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue. | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 2,591,551 . | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 2,591,551 . |

(See worksheet in line 13 instructions to verify calculations)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
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| N/A | |
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Part XVIII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash
(2) Other assets

b Other transactions.

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

| | Yes | No |
|---------|-----|----|
| 1 a (1) | X | |
| 1 a (2) | X | |
| 1 b (1) | X | |
| 1 b (2) | X | |
| 1 b (3) | X | |
| 1 b (4) | X | |
| 1 b (5) | X | |
| 1 b (6) | X | |
| 1 c | X | |

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
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Sign
Here

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

May the IRS discuss this return with the preparer shown below (see instructions)?

| | | | | | |
|---------------------------------------|---|---|-----------------------|--|--------------------------|
| Paid Preparer Use Only | Print/Type preparer's name Jay F. Rea | Preparer's signature  | Date 5/8/18 | Check <input checked="" type="checkbox"/> if self-employed | PTIN P00751116 |
| | Firm's name ► <u>Jay F. Rea, CPA</u> | Firm's EIN ► 76-0262208 | | | |
| | Firm's address ► <u>One Sugar Creek Center Boulevard, Suite 970 Sugar Land</u> | TX | 77478 | Phone no (281) 565-9200 | |

BAA

Form 990-PF (2014)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors**2014**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Zorich Family Foundation

Employer identification number

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|---|-------------------------------|--|
| 1 | Robert and Barbara Zorich 9025 Sandringham Dr. Houston TX 77024 | \$ 6,041,703. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions.) |

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | 14,200 shr Targa Resources Corp | \$ 1,903,794 | 08/14/14 |
| 1 | 250 shr Bard C R Incorporated | \$ 37,804 | 08/14/14 |
| 1 | 2,100 shr Blackstone Group LP | \$ 70,308 | 08/14/14 |
| 1 | 480 shr C A C I Inc CL A | \$ 33,583 | 08/14/14 |
| 1 | 260 shr Clorox Company | \$ 23,004 | 08/14/14 |
| 1 | 1,950 shr Unilever | \$ 79,726 | 12/18/14 |

BAA

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part II * Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | 555 shr Campbell Soup Company | \$ 24,259. | 08/14/14 |
| 1 | 310 shr Johnson & Johnson | \$ 31,550. | 08/14/14 |
| 1 | 710 shr Medtronic Inc | \$ 45,266. | 08/14/14 |
| 1 | 750 shr Steris Corp | \$ 40,185. | 08/14/14 |
| 1 | 360 shr Stryker Corp | \$ 29,147. | 08/14/14 |
| 1 | 410 shr Zimmer Holdings Inc | \$ 40,086. | 08/14/14 |

BAA

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | 3,780 shr Cisco Systems Inc | \$ 93,101. | 08/14/14 |
| 1 | 140 shr Google Inc | \$ 81,113. | 08/14/14 |
| 1 | 12,140 shr Intel Corp | \$ 412,578. | 08/14/14 |
| 1 | 1,550 shr Microsoft Corp | \$ 68,533. | 08/14/14 |
| 1 | 4,060 shr Apple Computer Inc | \$ 453,319. | 12/18/14 |
| 1 | 3,500 shr Berkshire Hathaway Cl B | \$ 530,058. | 12/18/14 |

BAA

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | 980 shr Colgate Palmolive Co | \$ 67,664. | 12/18/14 |
| 1 | 12,210 shr Cisco Systems | \$ 333,944. | 12/18/14 |
| 1 | 16,952.88 shr FPA Crescent Fund | \$ 589,791. | 12/18/14 |
| 1 | 3,230 shr Hewlett-Packard Company | \$ 127,262. | 12/18/14 |
| 1 | 6,175.63 shr IVA Worldwide Fund Cl I | \$ 108,012. | 12/18/14 |
| 1 | 2,720 shr Coca Cola | \$ 114,430. | 12/18/14 |

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | 122.78 shr Blackrock Global Allocation | \$ 2,443. | 12/18/14 |
| 1 | 5,980 shr Oracle Systems | \$ 265,931. | 12/18/14 |
| 1 | 3,700 shr Pepsico | \$ 349,928. | 12/18/14 |
| 1 | 930 shr Procter & Gamble | \$ 84,886. | 12/18/14 |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

BAA

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

| Other income: | Rev/Exp Book | Net Inv Inc | Adj Net Inc |
|-------------------------------------|-----------------|-----------------|---------------|
| Capital Gain Distributions | 735,260. | 735,260. | |
| Partnership Short Term Capital Gain | 5,153. | 5,153. | 5,153. |
| Partnership Long Term Capital Gain | 33,578. | 33,578. | |
| Caymus Fund Other Income | -153. | | |
| Total | 773,838. | 773,991. | 5,153. |

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

| Taxes | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|--------------------------|----------------|-------------|-------------|--------------|
| Federal Tax -990-PF 2013 | 6,809. | | | |
| Federal Tax -990-PF 2014 | 30,000. | | | |
| Foreign Tax | 12. | 12. | | |
| Total | 36,821. | 12. | | |

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses: | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|---------------------------------|----------------|----------------|-------------|--------------|
| Partnership Investment Interest | 7,704. | 7,707. | | |
| Partnership Investment Expenses | 4,495. | 4,495. | | |
| Postage | | | | |
| Miscellaneous | 447. | | | |
| Total | 12,646. | 12,202. | | |

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

| | |
|--|-------------------|
| Excess FMV over Tax basis of securities received | 2,298,541. |
| Total | 2,298,541. |

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

| (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 |
|--|--|--|--|--|
| Person.. <input type="checkbox"/> Business . <input type="checkbox"/> Brynley Zorich Todd 5106 Tangle Lane, Houston, TX 77002 | Trustee 5.00 | 0. | 0. | 0. |

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

| (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 |
|---|--|--|--|--|
| Person.. <input type="checkbox"/> Business . <input type="checkbox"/> Robert M. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002 | Trustee 1.00 | 0. | 0. | 0. |

Total

0. 0. 0.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| RGT Advisors | Investment Fees | 116,289. | 116,289. | | |
| Total | | 116,289. | 116,289. | | |

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

| Line 13 - Investments - Other: | | End of Year | |
|--------------------------------|--|-------------|-------------------|
| | | Book Value | Fair Market Value |
| Caymus Energy Fund | | 485,170. | 510,250. |
| See Statement Attached | | 20,694,896. | 23,748,120. |
| Total | | 21,180,066. | 24,258,370. |

| Quantity | Description | Book Value | Fair Market Value |
|--------------------|--------------------------|----------------------|----------------------|
| 3,780.0000 | Cisco Systems Inc. | 76,236.55 | 105,140.70 |
| 260.0000 | Clorox Company | 16,443.74 | 27,094.60 |
| 70.0000 | Google Inc. CL C Non VTG | 25,179.52 | 36,848.00 |
| 70.0000 | Google Inc. Class A VTG | 25,260.23 | 37,146.20 |
| 12,140.0000 | Intel Corp | 263,410.77 | 440,560.60 |
| 310.0000 | Johnson & Johnson | 19,699.84 | 32,416.70 |
| 1,550.0000 | Microsoft Corp. | 42,227.85 | 71,997.50 |
| 14,200.0000 | Targa Resources Corp. | 780,679.41 | 1,505,910.00 |
| 121,869 0670 | Pimco Investment Grade | 1,247,963.25 | 1,285,718.66 |
| 112,979 3640 | Pimco Real Return Fund | 1,279,055.40 | 1,233,734.65 |
| 95,922.9340 | Templeton Global Bond | 1,216,329.93 | 1,190,403.61 |
| 58369.574 | Blackrock Global | 1,154,612.09 | 1,159,803.44 |
| 22,799.3020 | First Eagle Global Fund | 1,112,468.86 | 1,195,595.40 |
| 37,993.7880 | FPA Crescent Fund Inst | 1,119,537.71 | 1,281,910.41 |
| 6,979.0630 | Harbor International | 413,105.19 | 452,103.70 |
| 33,395.5990 | Homestead Small Company | 937,148.12 | 1,311,779.13 |
| 50,335.3720 | Invesco Select Companies | 1,094,492.73 | 1,162,243.74 |
| 70,143.1230 | IVA Worldwide FD CL I | 1,030,172.44 | 1,225,400.36 |
| 31,098.5700 | Longleaf Partners Small | 969,149.41 | 946,018.50 |
| 20,235.2920 | Matthews Pacific Tiger | 358,149.41 | 537,651.71 |
| 19,089.6740 | Oakmark Intl Fd Class I | 367,560.60 | 445,552.99 |
| 68,442.8170 | Pimco All Asset All | 704,945.42 | 624,882.92 |
| 178,595.1990 | Pimco Fundamental Index | 1,048,744.76 | 1,180,514.27 |
| 61,960.9540 | Pimco Intl Stksplus AR | 465,447.51 | 469,664.03 |
| 13,473.6270 | Scout Intl FD | 493,000.00 | 439,105.50 |
| 39,367.6180 | Stone Ridge Reinsurance | 400,000.00 | 400,368.68 |
| 58,790.0020 | Vanguard Div Growth FD | 997,951.14 | 1,357,461.15 |
| 20,135.0000 | SPDR Gold Trust | 2,213,002.90 | 2,286,933.30 |
| 114,000.0000 | Ishares Gold Trust | 822,920.95 | 1,304,160.00 |
| GRAND TOTAL | | 20,694,895.73 | 23,748,120.45 |

| Quantity | Description | How Acquired P-Purchased D-Donated | Date Acquired | Date Sold | Proceeds | Cost | Gain/(Loss) |
|--|----------------------------------|--|------------------|-------------------|-------------------|------------------|-------------|
| Short-Term Capital Gains and Losses | | | | | | | |
| 43,253.47 | PIMCO INTL STKSPLUS AR STRAT USD | D | 2/12/2013 | 1/6/2014 | 342,951.00 | 317,516.37 | 25,434.63 |
| 152.52 | PIMCO TOTAL RETURN FUND INSTL CL | D | 9/30/2013 | 9/26/2014 | 1,657.88 | 1,646.76 | 11.12 |
| 171.00 | PIMCO TOTAL RETURN FUND INSTL CL | D | 10/31/2013 | 9/26/2014 | 1,858.78 | 1,859.99 | (1.21) |
| 163.95 | PIMCO TOTAL RETURN FUND INSTL CL | D | 11/29/2013 | 9/26/2014 | 1,782.12 | 1,780.01 | 2.11 |
| 94.68 | PIMCO TOTAL RETURN FUND INSTL CL | D | 12/11/2013 | 9/26/2014 | 1,029.17 | 1,015.64 | 13.53 |
| 495.39 | PIMCO TOTAL RETURN FUND INSTL CL | D | 12/11/2013 | 9/26/2014 | 5,384.74 | 5,313.96 | 70.78 |
| 120.49 | PIMCO TOTAL RETURN FUND INSTL CL | D | 12/31/2013 | 9/26/2014 | 1,309.70 | 1,285.25 | 24.45 |
| 26,652.47 | PIMCO TOTAL RETURN FUND INSTL CL | D | 1/6/2014 | 9/26/2014 | 289,706.67 | 284,881.00 | 4,825.67 |
| 151.03 | PIMCO TOTAL RETURN FUND INSTL CL | D | 1/31/2014 | 9/26/2014 | 1,641.65 | 1,630.64 | 11.01 |
| 170.76 | PIMCO TOTAL RETURN FUND INSTL CL | D | 2/28/2014 | 9/26/2014 | 1,856.08 | 1,851.62 | 4.46 |
| Total Short-Term Capital Gains and Losses | | | | 649,177.79 | 618,781.24 | 30,396.55 | |
| Long-Term Capital Gains and Losses | | | | | | | |
| 500.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 34,714.14 | 25,726.42 | 8,987.72 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.93 | 5,145.29 | 1,798.64 |
| 2.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 138.88 | 102.91 | 35.97 |
| 98.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,805.05 | 5,041.17 | 1,763.88 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.83 | 5,144.05 | 1,798.78 |
| 294.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 20,411.91 | 15,126.46 | 5,285.45 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.83 | 5,144.05 | 1,798.78 |
| 4.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 277.71 | 205.80 | 71.91 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.83 | 5,144.05 | 1,798.78 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.05 | 1,797.68 |
| 69.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 4,790.48 | 3,550.25 | 1,240.23 |
| 11.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 763.70 | 565.96 | 197.74 |
| 20.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 1,388.55 | 1,029.01 | 359.54 |
| 94.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,526.17 | 4,836.35 | 1,689.82 |
| 6.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 416.56 | 308.70 | 107.86 |
| 2.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 138.88 | 102.88 | 36.00 |
| 98.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,805.05 | 5,042.15 | 1,762.90 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.93 | 5,145.05 | 1,798.88 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.93 | 5,145.05 | 1,798.88 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.83 | 5,145.05 | 1,798.78 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.93 | 5,145.05 | 1,798.88 |
| 2.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 138.88 | 102.90 | 35.98 |
| 200.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 13,887.86 | 10,290.11 | 3,597.75 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.93 | 5,145.06 | 1,798.87 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.06 | 1,797.67 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.05 | 1,797.68 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.02 | 5,144.05 | 1,798.97 |
| 6.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 416.58 | 308.70 | 107.88 |
| 220.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 15,274.66 | 11,319.11 | 3,955.55 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 54.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 3,749.24 | 2,778.33 | 970.91 |
| 20.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 1,388.61 | 1,029.01 | 359.60 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.83 | 5,145.05 | 1,798.78 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,145.05 | 1,797.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,145.05 | 1,797.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 600.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 41,658.15 | 30,870.31 | 10,787.84 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.98 | 1,798.05 |
| 200.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 13,886.05 | 10,288.10 | 3,597.95 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,145.05 | 1,797.98 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,942.98 | 5,144.65 | 1,798.33 |
| 100.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,943.03 | 5,144.05 | 1,798.98 |
| 94.00 | EMERSON ELECTRIC CO | D | 2/17/2012 | 1/2/2014 | 6,526.17 | 4,836.35 | 1,689.82 |

| Quantity | Description | How Acquired | | Date Acquired | Date Sold | Proceeds | Cost | Gain/(Loss) |
|-----------|-----------------------------------|--------------|-----------|------------------|--------------|------------|------------|-------------|
| | | P-Purchased | D-Donated | | | | | |
| 6 00 | EMERSON ELECTRIC CO | D | | 2/17/2012 | 1/2/2014 | 416.56 | 308.70 | 107.86 |
| 200 00 | EMERSON ELECTRIC CO | D | | 2/17/2012 | 1/2/2014 | 13,885.46 | 10,290.11 | 3,595.35 |
| 100 00 | EMERSON ELECTRIC CO | D | | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.05 | 1,797.68 |
| 100 00 | EMERSON ELECTRIC CO | D | | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.05 | 1,797.68 |
| 100.00 | EMERSON ELECTRIC CO | D | | 2/17/2012 | 1/2/2014 | 6,942.73 | 5,145.05 | 1,797.68 |
| 280 00 | PEPSICO INCORPORATED | D | | 3/2/2011 | 1/2/2014 | 22,993.96 | 17,594.40 | 5,399.56 |
| 400 00 | PEPSICO INCORPORATED | D | | 3/2/2011 | 1/2/2014 | 32,848.52 | 25,134.85 | 7,713.67 |
| 300.00 | PEPSICO INCORPORATED | D | | 3/2/2011 | 1/2/2014 | 24,636.38 | 18,851.14 | 5,785.24 |
| 100 00 | PEPSICO INCORPORATED | D | | 8/9/2011 | 1/2/2014 | 8,212.33 | 6,266.70 | 1,945.63 |
| 100 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 8,056.76 | 6,208.74 | 1,848.02 |
| 200 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 16,113.51 | 12,417.49 | 3,696.02 |
| 49 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 3,947.81 | 3,042.28 | 905.53 |
| 100 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 8,056.76 | 6,208.74 | 1,848.02 |
| 1.00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 80.57 | 62.09 | 18.48 |
| 100 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 8,056.66 | 6,208.74 | 1,847.92 |
| 400 00 | PROCTER & GAMBLE | D | | 5/10/2010 | 1/2/2014 | 32,226.62 | 24,834.97 | 7,391.65 |
| 100 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 8,056.76 | 6,225.70 | 1,831.06 |
| 151.00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 12,165.70 | 9,400.81 | 2,764.89 |
| 139 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 11,197.37 | 8,653.73 | 2,543.64 |
| 50 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 4,027.93 | 3,112.90 | 915.03 |
| 130 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 10,472.61 | 8,093.42 | 2,379.19 |
| 20 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 1,611.17 | 1,245.08 | 366.09 |
| 200 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 16,111.31 | 12,451.41 | 3,659.90 |
| 200 00 | PROCTER & GAMBLE | D | | 12/1/2010 | 1/2/2014 | 16,111.31 | 12,451.41 | 3,659.90 |
| 168 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 13,533.83 | 10,524.66 | 3,009.17 |
| 200 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 16,111.72 | 12,529.79 | 3,581.93 |
| 100 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 8,055.85 | 6,264.90 | 1,790.95 |
| 32 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 2,577.87 | 2,004.45 | 573.42 |
| 100 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 8,055.85 | 6,263.90 | 1,791.95 |
| 100 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 8,055.85 | 6,264.90 | 1,790.95 |
| 200 00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 16,111.71 | 12,527.79 | 3,583.92 |
| 100.00 | PROCTER & GAMBLE | D | | 3/2/2011 | 1/2/2014 | 8,055.86 | 6,264.90 | 1,790.96 |
| 529.27 | FIRST EAGLE GLOBAL FUND CL A | D | | 1/23/2012 | 4/2/2014 | 29,295.00 | 24,796.21 | 4,498.79 |
| 151.70 | HARBOR INTERNATIONAL FUND INST CL | D | | 2/2/2006 | 4/2/2014 | 10,939.00 | 8,042.42 | 2,896.58 |
| 808.20 | HOMESTEAD SMALL COMPANY STOCK FD | D | | 9/12/2011 | 4/2/2014 | 30,729.27 | 16,716.47 | 14,012.80 |
| 2,727.47 | INVESCO SELECT COMPANIES FD CL Y | D | | 1/23/2012 | 4/2/2014 | 68,056.00 | 53,709.43 | 14,346.57 |
| 1,107.54 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 1/4/2006 | 4/2/2014 | 38,070.12 | 30,251.31 | 7,818.81 |
| 36.20 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 12/27/2007 | 4/2/2014 | 1,244.46 | 981.85 | 262.61 |
| 2,871.15 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 1/8/2008 | 4/2/2014 | 98,691.60 | 72,000.00 | 26,691.60 |
| 241.69 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 11/6/2008 | 4/2/2014 | 8,307.88 | 3,439.31 | 4,868.57 |
| 73.72 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 12/30/2008 | 4/2/2014 | 2,534.05 | 1,047.58 | 1,486.47 |
| 1,828.45 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 5/10/2010 | 4/2/2014 | 62,850.47 | 44,000.00 | 18,850.47 |
| 1,447.84 | LONGLEAF PARTNERS SMALL CAP FUND | D | | 12/28/2010 | 4/2/2014 | 49,767.42 | 38,565.56 | 11,201.86 |
| 5,336.72 | PIMCO FUNDAMENTAL INDEX PLUS | D | | 9/6/2011 | 4/2/2014 | 37,746.25 | 27,008.47 | 10,737.78 |
| 250.00 | BARD C R INCORPORATED | D | | 8/9/2011 | 8/15/2014 | 37,372.22 | 22,019.45 | 15,352.77 |
| 2,089.00 | BLACKSTONE GROUP LP | D | | 5/22/2013 | 8/15/2014 | 69,221.12 | 48,190.23 | 21,030.89 |
| 11.00 | BLACKSTONE GROUP LP | D | | 5/22/2013 | 8/15/2014 | 364.54 | 253.75 | 110.79 |
| 175.00 | CAMPBELL SOUP COMPANY | D | | 6/7/2010 | 8/15/2014 | 7,567.41 | 6,356.82 | 1,210.59 |
| 300.00 | CAMPBELL SOUP COMPANY | D | | 8/12/2011 | 8/15/2014 | 12,972.69 | 9,046.26 | 3,926.43 |
| 30.00 | CAMPBELL SOUP COMPANY | D | | 8/12/2011 | 8/15/2014 | 1,297.27 | 904.63 | 392.64 |
| 25.00 | MEDTRONIC INC | D | | 8/9/2011 | 8/15/2014 | 1,581.18 | 777.05 | 804.13 |
| 100.00 | MEDTRONIC INC | D | | 8/9/2011 | 8/15/2014 | 6,324.70 | 3,108.19 | 3,216.51 |
| 285.00 | MEDTRONIC INC | D | | 8/9/2011 | 8/15/2014 | 18,025.40 | 8,858.34 | 9,167.06 |
| 300.00 | MEDTRONIC INC | D | | 8/9/2011 | 8/15/2014 | 18,974.10 | 9,324.57 | 9,649.53 |
| 750.00 | STERIS CORP | D | | 8/9/2011 | 8/15/2014 | 40,148.91 | 21,862.53 | 18,286.38 |
| 360.00 | STRYKER CORP | D | | 8/9/2011 | 8/15/2014 | 28,855.57 | 17,316.38 | 11,539.19 |
| 410.00 | ZIMMER HOLDINGS INC | D | | 8/9/2011 | 8/15/2014 | 39,810.19 | 22,070.23 | 17,739.96 |
| 480.00 | C A C I INC CL A | D | | 6/7/2010 | 8/28/2014 | 34,355.89 | 21,727.51 | 12,628.38 |
| 17,073.15 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 1/4/2006 | 9/26/2014 | 185,581.48 | 179,605.40 | 5,976.08 |
| 3,475.70 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 1/4/2007 | 9/26/2014 | 37,780.07 | 36,277.01 | 1,503.06 |
| 1,378.12 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 6/5/2008 | 9/26/2014 | 14,979.87 | 14,798.33 | 181.54 |
| 3,009.45 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 6/5/2008 | 9/26/2014 | 32,712.04 | 32,335.24 | 376.80 |
| 309.35 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 11/28/2008 | 9/26/2014 | 3,362.52 | 3,179.11 | 183.41 |
| 2,275.71 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 12/10/2008 | 9/26/2014 | 24,736.51 | 22,476.97 | 2,259.54 |
| 1,296.24 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 12/10/2008 | 9/26/2014 | 14,089.87 | 12,802.84 | 1,287.03 |
| 362.34 | PIMCO TOTAL RETURN FUND INSTL CL | D | | 12/31/2008 | 9/26/2014 | 3,938.57 | 3,665.77 | 272.80 |

| Quantity | Description | How Acquired | | Date Acquired | Date Sold | Proceeds | Cost | Gain/(Loss) |
|-----------|----------------------------------|--------------|-----------|---------------|------------|------------|------------|-------------|
| | | P-Purchased | D-Donated | | | | | |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372.51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423.37 | 372 55 | 50 82 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423 37 | 372 51 | 50 86 |
| 10.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 423.37 | 372 55 | 50 82 |
| 690.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 29,212 44 | 25,702 59 | 3,509 85 |
| 1,750.00 | COCA COLA COMPANY | | D | 1/2/2013 | 12/18/2014 | 74,089 49 | 65,186 34 | 8,903 15 |
| 200.00 | COLGATE-PALMOLIVE CO | | D | 1/2/2013 | 12/18/2014 | 13,832 07 | 10,552 73 | 3,279 34 |
| 200.00 | COLGATE-PALMOLIVE CO | | D | 1/2/2013 | 12/18/2014 | 13,832 07 | 10,552 73 | 3,279.34 |
| 400.00 | COLGATE-PALMOLIVE CO | | D | 1/2/2013 | 12/18/2014 | 27,664 13 | 21,104 45 | 6,559 68 |
| 180.00 | COLGATE-PALMOLIVE CO | | D | 1/2/2013 | 12/18/2014 | 12,448 86 | 9,497 45 | 2,951 41 |
| 16,952.88 | FPA CRESCENT FUND INST CL SHARES | | D | 8/30/2012 | 12/18/2014 | 589,765 56 | 479,448 69 | 110,316 87 |
| 1,240.00 | HEWLETT-PACKARD COMPANY | | D | 5/10/2010 | 12/18/2014 | 49,199 92 | 60,952 47 | (11,752 55) |
| 560.00 | HEWLETT-PACKARD COMPANY | | D | 12/1/2010 | 12/18/2014 | 22,219 32 | 24,020 74 | (1,801 42) |
| 1,430.00 | HEWLETT-PACKARD COMPANY | | D | 3/2/2011 | 12/18/2014 | 56,738 61 | 61,982 29 | (5,243 68) |
| 6,175.63 | IVA WORLDWIDE FD CL I | | D | 4/21/2009 | 12/18/2014 | 107,986 72 | 74,728 75 | 33,257 97 |
| 1,230.00 | ORACLE CORPORATION | | D | 12/1/2010 | 12/18/2014 | 55,631 31 | 34,011 98 | 21,619 33 |
| 1,930.00 | ORACLE CORPORATION | | D | 3/2/2011 | 12/18/2014 | 87,291 40 | 61,998.62 | 25,292 78 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198 48 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198.48 |
| 28.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 1,266 40 | 930 83 | 335 57 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198 48 |
| 600.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 27,137.22 | 19,946 35 | 7,190 87 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198 48 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198 48 |
| 300.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 13,568 61 | 9,973 18 | 3,595 43 |
| 100.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 4,522 87 | 3,324 39 | 1,198 48 |
| 112.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 5,065 61 | 3,723.32 | 1,342 29 |
| 180.00 | ORACLE CORPORATION | | D | 5/23/2011 | 12/18/2014 | 8,141 17 | 5,983.91 | 2,157 26 |
| 1,000.00 | ORACLE CORPORATION | | D | 1/2/2013 | 12/18/2014 | 45,228.71 | 34,416.95 | 10,811 76 |
| 920.00 | PEPSICO INCORPORATED | | D | 5/10/2010 | 12/18/2014 | 87,387.56 | 60,927 67 | 26,459 89 |
| 960.00 | PEPSICO INCORPORATED | | D | 9/2/2010 | 12/18/2014 | 91,187 02 | 62,033 59 | 29,153 43 |
| 940.00 | PEPSICO INCORPORATED | | D | 12/1/2010 | 12/18/2014 | 89,287 29 | 61,454 87 | 27,832 42 |
| 880.00 | PEPSICO INCORPORATED | | D | 5/23/2011 | 12/18/2014 | 83,588.11 | 62,567.27 | 21,020 84 |
| 930.00 | PROCTER & GAMBLE | | D | 5/23/2011 | 12/18/2014 | 85,290 71 | 62,401 72 | 22,888.99 |
| 1,950.00 | UNILEVER PLC ADR | | D | 5/23/2011 | 12/18/2014 | 80,511 60 | 61,566 55 | 18,945 05 |

Total Long-Term Capital Gains and Losses**6,118,833.24 4,910,419.97 1,208,413.27****Total All Capital Gains and Losses****6,768,011.03 5,529,201.21 1,238,809.82**

| Recipient Name and Address | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Person or Business Checkbox Amount | |
|---|--|---|---|---|----------------|
| | | | | Person or Business | Amount |
| 1 Acton Institute 98 E. Fulton Street Grand Rapids, Michigan 49503 | N/A | Public Charity | Unrestricted use by Acton Institute | Person or Business | X 1,000.00 |
| 2 Alley Theatre 615 Texas Avenue Houston, Texas 77002 | N/A | Public Charity | Unrestricted use by Alley Theatre | Person or Business | X 20,000.00 |
| 3 American Heart Association 10060 Buffalo Speedway Houston, Texas 77054 | N/A | Public Charity | Unrestricted use by American Heart Association | Person or Business | X 8,800.00 |
| 4 Bo's Place 10050 Buffalo Speedway Houston, Texas 77054 | N/A | Public Charity | Unrestricted use by Bo's Place | Person or Business | X 5,000.00 |
| 5 Boys and Girls Country 18806 Roberts Road Hockley, Texas 77447 | N/A | Public Charity | Unrestricted use by Boys and Girls Country | Person or Business | X 5,000.00 |
| 6 Boys and Girls Harbor P.O. Box 848 Houston, Texas 77001-0848 | N/A | Public Charity | Unrestricted use by Boys and Girls Harbor | Person or Business | X 5,000.00 |
| 7 Bridges to Life P.O. Box 19039 Houston, Texas 77224-9039 | N/A | Public Charity | Unrestricted use by Bridges to Life | Person or Business | X 25,000.00 |
| 8 Broach Foundation 3703 Elmora Street Houston, Texas 77005 | N/A | Public Charity | Unrestricted use by Broach Foundation | Person or Business | X 12,500.00 |
| 9 CanCare 9575 Katy Freeway, Ste 428 Houston, Texas 77024 | N/A | Public Charity | Unrestricted use by CanCare | Person or Business | X 35,000.00 |
| 10 Castle Pines Scholarship Foundation 1000 Hummingbird Drive Castle Rock, Colorado 80108 | N/A | Public Charity | Unrestricted use by Castle Pines Scholarship Foundation | Person or Business | X 5,000.00 |
| 11 Chandlersville United Methodist Church 9105 Chandlersville Rd. Chandlersville, Ohio 43727 | N/A | Public Charity | Unrestricted use by Chandlersville United Methodist Church | Person or Business | X 5,000.00 |
| 12 Child Advocates 2401 Portsmouth St., Suite 210 Houston, Texas 77098 | N/A | Public Charity | Unrestricted use by Child Advocates | Person or Business | X 10,000.00 |
| 13 Childrens Fund P.O. Box 56303 Houston, Texas 77256 | N/A | Public Charity | Unrestricted use by Childrens Fund | Person or Business | X 5,400.00 |
| 14 Citizens for Self Governance 106 E. 6th St., Suite 900 Austin, Texas 78701 | N/A | Public Charity | Unrestricted use by Citizens for Self Governance | Person or Business | X 50,000.00 |
| 15 Combat Marine Outdoors 6610 Malibu Drive Houston, Texas 77092 | N/A | Public Charity | Unrestricted use by Combat Marine Outdoors | Person or Business | X 10,000.00 |

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|--|--|---|--|--|
| 16 Communities Schools of Houston 1235 North Loop West Houston, Texas 77008-5200 | N/A | Public Charity | Unrestricted use by Communities Schools of Houston | Person or Business 8,333.00 <input checked="" type="checkbox"/> |
| 17 Cristo Rey Jesuit College 6700 Mount Carmel St. Houston, Texas 77087 | N/A | Public Charity | Unrestricted use by Cristo Rey Jesuit College | Person or Business 5,000.00 <input checked="" type="checkbox"/> |
| 18 Cystic Fibrosis Foundation 50 Briar Hollow Lane, Ste 310W Houston, Texas 77027 | N/A | Public Charity | Unrestricted use by Cystic Fibrosis Foundation | Person or Business 21,700.00 <input checked="" type="checkbox"/> |
| 19 DePelchin Children's Center 4950 Memorial Drive Houston, Texas 77007 | N/A | Public Charity | Unrestricted use by DePelchin Children's Center | Person or Business 4,500.00 <input checked="" type="checkbox"/> |
| 20 Evan's Scholar Foundation One Briar Road Golf, Illinois 60029-0301 | N/A | Public Charity | Unrestricted use by Evan's Scholar Foundation | Person or Business 2,500.00 <input checked="" type="checkbox"/> |
| 21 Faith in Practice 7500 Beechnut Street, Suite 208 Houston, Texas 77074 | N/A | Public Charity | Unrestricted use by Faith in Practice | Person or Business 5,000.00 <input checked="" type="checkbox"/> |
| 22 Arrow Foundation (Freedom Place) 420 Heights Blvd Houston, Texas 77007 | N/A | Public Charity | Unrestricted use by Arrow Foundation (Freedom Place) | Person or Business 20,000.00 <input checked="" type="checkbox"/> |
| 23 Goodfellows P.O. Box 4260 Houston, Texas 77098 | N/A | Public Charity | Unrestricted use by Goodfellows | Person or Business 1,000.00 <input checked="" type="checkbox"/> |
| 24 Helping A Hero P.O. Box 19310 Houston, Texas 77024 | N/A | Public Charity | Unrestricted use by Helping A Hero | Person or Business 5,000.00 <input checked="" type="checkbox"/> |
| 25 Houston Hospice 1905 Holcombe Blvd. Houston, Texas 77030 | N/A | Public Charity | Unrestricted use by Houston Hospice | Person or Business 2,500.00 <input checked="" type="checkbox"/> |
| 26 Houston Livestock Show and Rodeo 8334 Fannin St. Houston, Texas 77054 | N/A | Public Charity | Unrestricted use by Houston Livestock Show and Rodeo | Person or Business 3,000.00 <input checked="" type="checkbox"/> |
| 27 Houston Museum of Natural Science 5555 Hermann Park Drive Houston, Texas 77030 | N/A | Public Charity | Unrestricted use by Houston Museum of Natural Science | Person or Business 2,400.00 <input checked="" type="checkbox"/> |
| 28 Houston Tennis Association 3535 Briarpark Drive, Suite 215 Houston, Texas 77042 | N/A | Public Charity | Unrestricted use by Houston Tennis Association | Person or Business 2,000.00 <input checked="" type="checkbox"/> |
| 29 Juvenile Diabetes Research Foundation 3601 Hulen Street, Suite 102 Fort Worth, Texas 76107 | N/A | Public Charity | Unrestricted use by Juvenile Diabetes Research Foundation | Person or Business 3,000.00 <input checked="" type="checkbox"/> |
| 30 Kappa Kappa Gamma Charitable Foundation P.O. Box 6770 Houston, Texas 77265 | N/A | Public Charity | Unrestricted use by Kappa Kappa Gamma Charitable Foundation | Person or Business 13,500.00 <input checked="" type="checkbox"/> |

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|---|--|---|--|---|--|
| | | | | Person or Business | Amount |
| 31 Lord of the Streets 3401 Fannin Houston, Texas 77004 | N/A | Public Charity | Unrestricted use by Lord of the Streets | Person or Business | <input checked="" type="checkbox"/> 5,000.00 |
| 32 Marine Corps Scholarship Foundation 909 N. Washington St., Suite 400 Alexandria, VA 22314 | N/A | Public Charity | Unrestricted use by Marine Corps Scholarship Foundation | Person or Business | <input checked="" type="checkbox"/> 109,000.00 |
| 33 MD Anderson Hospital Unit 0705 PO Box 301439 Houston, Texas 77230-1439 | N/A | Public Charity | Unrestricted use by MD Anderson Hospital | Person or Business | <input checked="" type="checkbox"/> 25,000.00 |
| 34 Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080 | N/A | Public Charity | Unrestricted use by Memorial Assistance Ministries | Person or Business | <input checked="" type="checkbox"/> 55,000.00 |
| 35 Memorial Hermann Foundation 9401 Southwest Freeway, Ste 401 Houston, Texas 77074 | N/A | Public Charity | Unrestricted use by Memorial Hermann Foundation | Person or Business | <input checked="" type="checkbox"/> 25,000.00 |
| 36 Mercy Ships P.O. Box 1930 Garden Valley, Texas 75771-1930 | N/A | Public Charity | Unrestricted use by Mercy Ships | Person or Business | <input checked="" type="checkbox"/> 100,000.00 |
| 37 One Goal 14400 Memorial Drive Houston, Texas 77079 | N/A | Public Charity | Unrestricted use by One Goal | Person or Business | <input checked="" type="checkbox"/> 50,000.00 |
| 38 Opportunity International 2122 York Road, Suite 150 Oak Brook, Illinois 60523 | N/A | Public Charity | Unrestricted use by Opportunity International | Person or Business | <input checked="" type="checkbox"/> 10,000.00 |
| 39 Phillips Family Foundation P.O. Box 17149 SugarLand, Texas 77496-7149 | N/A | Public Charity | Unrestricted use by Phillips Family Foundation | Person or Business | <input checked="" type="checkbox"/> 8,333 00 |
| 40 PKD Foundation 8330 Ward Parkway, Suite 510 Kansas City, MO 64114 | N/A | Public Charity | Unrestricted use by PKD Foundation | Person or Business | <input checked="" type="checkbox"/> 2,500.00 |
| 41 Rotary Club of Houston Foundation P.O. Box 691563 Houston, Texas 77269 | N/A | Public Charity | Unrestricted use by Rotary Club of Houston Foundation | Person or Business | <input checked="" type="checkbox"/> 25,000 00 |
| 42 Rotary Lombardi Award P.O. Box 691563 Houston, Texas 77269 | N/A | Public Charity | Unrestricted use by Rotary Lombardi Award | Person or Business | <input checked="" type="checkbox"/> 10,000.00 |
| 43 Salvation Army 1500 Austin Street Houston, Texas 77002 | N/A | Public Charity | Unrestricted use by Salvation Army | Person or Business | <input checked="" type="checkbox"/> 5,000 00 |
| 44 Sight Into Sound 3935 Essex Lane Houston, Texas 77027 | N/A | Public Charity | Unrestricted use by Sight Into Sound | Person or Business | <input checked="" type="checkbox"/> 5,000.00 |
| 45 Sigma Chi Foundation 1714 Hinman Avenue Evanston, IL 60201-0469 | N/A | Public Charity | Unrestricted use by Sigma Chi Foundation | Person or Business | <input checked="" type="checkbox"/> 10,000.00 |

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|---|--|---|---|-------------------------------------|-------------------------------------|
| | | | | Amount | |
| 46 Small Steps 1709 DePelchin Houston, Texas 77007 | N/A | Public Charity | Unrestricted use by Small Steps | Person or Business 65,834.00 | <input checked="" type="checkbox"/> |
| 47 Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, Texas 77024 | N/A | Public Charity | Unrestricted use by Spaulding for Children | Person or Business 1,000.00 | <input checked="" type="checkbox"/> |
| 48 Spring Spirit Baseball P.O. Box 550549 Houston, Texas 77255 | N/A | Public Charity | Unrestricted use by Spring Spirit Baseball | Person or Business 8,334.00 | <input checked="" type="checkbox"/> |
| 49 St. Martin's Episcopal Church 717 Sage Rd. Houston, Texas 77056-2199 | N/A | Public Charity | Unrestricted use by St. Martin's Episcopal Church | Person or Business 837,500.00 | <input checked="" type="checkbox"/> |
| 50 St. Francis Episcopal School 335 Piney Point Houston, Texas 77024 | N/A | Public Charity | Unrestricted use by St. Francis Episcopal School | Person or Business 8,800.00 | <input checked="" type="checkbox"/> |
| 51 St. John the Devine Church 2450 River Oaks Blvd Houston, Texas 77019 | N/A | Public Charity | Unrestricted use by St. John the Devine Church | Person or Business 18,000.00 | <input checked="" type="checkbox"/> |
| 52 Star of Hope 6897 Ardmore Street Houston, Texas 77054 | N/A | Public Charity | Unrestricted use by Star of Hope | Person or Business 200,000.00 | <input checked="" type="checkbox"/> |
| 53 Teach for America 2 Greenway Plaza, Suite 500 Houston, Texas 77046 | N/A | Public Charity | Unrestricted use by Teach for America | Person or Business 5,000.00 | <input checked="" type="checkbox"/> |
| 54 Texas Children's Hospital P.O. Box 300630; MC 4-4483 Houston, Texas 77230-0630 | N/A | Public Charity | Unrestricted use by Texas Children's Hospital | Person or Business 100,000.00 | <input checked="" type="checkbox"/> |
| 55 The Beacon 1117 Texas Avenue Houston, Texas 77002 | N/A | Public Charity | Unrestricted use by The Beacon | Person or Business 10,000.00 | <input checked="" type="checkbox"/> |
| 56 The Woods Project 2700 Southwest Freeway, Suite 8 Houston, Texas 77098 | N/A | Public Charity | Unrestricted use by The Woods Project | Person or Business 5,000.00 | <input checked="" type="checkbox"/> |
| 57 United Way of Greater Houston 50 Waugh Dr. Houston, Texas 77007 | N/A | Public Charity | Unrestricted use by United Way of Greater Houston | Person or Business 35,000.00 | <input checked="" type="checkbox"/> |
| 58 University of California Santa Barbara Fdtn. University of California, Santa Barbara Santa Barbara, CA 93106-2013 | N/A | Public Charity | Unrestricted use by University of California Santa Barbara Fdtn. | Person or Business 50,000.00 | <input checked="" type="checkbox"/> |
| 59 Vail Veterans Program P O Box 6473 Vail, Colorado 81658 | N/A | Public Charity | Unrestricted use by Vail Veterans Program | Person or Business 5,500.00 | <input checked="" type="checkbox"/> |
| 60 Webb School of Knoxville 9800 Webb School Lane Knoxville, Tennessee 37923 | N/A | Public Charity | Unrestricted use by Webb School of Knoxville | Person or Business 2,000.00 | <input checked="" type="checkbox"/> |

| Recipient Name and Address | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Person or Business Checkbox | |
|--|--|---|---|-------------------------------------|-------------------------------------|
| | | | | Amount | |
| 61 WorkFaith Connection 1500 North Post Oak Rd., Ste 150 Houston, Texas 77055 | N/A | Public Charity | Unrestricted use by WorkFaith Connection | Person or Business 189,760.00 | <input checked="" type="checkbox"/> |
| 62 Yellowstone Academy 3000 Trulley St. Houston, Texas 77004 | N/A | Public Charity | Unrestricted use by Yellowstone Academy | Person or Business 5,000.00 | <input checked="" type="checkbox"/> |
| 62 Young Life 900 Town and Country Ln, Ste 302 Houston, Texas 77024-2226 | N/A | Public Charity | Unrestricted use by Young Life | Person or Business 15,000.00 | <input checked="" type="checkbox"/> |
| 63 Youth Hope Association 6242 Terwilliger Way Houston, Texas 77057 | N/A | Public Charity | Unrestricted use by Youth Hope Association | Person or Business 9,000.00 | <input checked="" type="checkbox"/> |
| Total | | | | 2,317,694.00 | |