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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**2014**

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

Name of foundation <b>Zorich Family Foundation</b>		<b>A</b> Employer identification number <b>76-0664404</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1100 Louisiana Street</b>		<b>B</b> Telephone number (see instructions) <b>(713) 659-6100</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Houston TX 77002</b>		<b>C</b> If exemption application is pending, check here. ▶ <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . ▶ <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ <b>29,617,179.</b>		
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	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 (or loss) (attach schedule) . . . .					
11 Other income (attach schedule) . . . .	773,838.	773,991.	5,153.		
12 Total Add lines 1 through 11 . . . .	8,633,101.	2,591,551.	35,550.		
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	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) . . . .				
	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.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	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 . . . . .			
	10 a 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) . . . . . L-13 Stmt . . .	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 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .	22,687,765.	26,538,875.	29,617,179.	
<b>L I A B I L I T I E S</b>	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) . . . . .			
	22 Other liabilities (describe . . . . . )			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>N E T A S S E T S  F U N D B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> . . . . . ▶			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> . . . . . ▶ <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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	22,687,765.	26,538,875.	
	31 <b>Total liabilities and net assets/fund balances</b> (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) . . . . .	<div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	1,238,810.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	<div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>	3	30,397.

**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 VII 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)			
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		1	24,630.
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	11	5,370.	Refunded

**Part VIIA Statements Regarding Activities**

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation . . . \$ (2) On foundation managers . . . \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed 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		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
4 a 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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX - Texas		
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

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**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 <u>Robert L. Zorich</u> Telephone no <u>(713) 659-6100</u> Located at <u>1100 Louisiana, Ste 4900 Houston, TX</u> ZIP + 4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 <input type="checkbox"/>		
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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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**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? . . . . .☐ Yes ☐ No

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

6 b

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

7 b

**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 -----				
-----				
-----				
-----				
-----				
-----				

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		
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.

	Expenses
1 N/A	
2	0.
3	
4	

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

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

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				1,260,314.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only . . . . .			0.	
<b>b</b> Total for prior years. 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009 . . . . .	0.			
<b>b</b> From 2010 . . . . .	82,418.			
<b>c</b> From 2011 . . . . .	660,602.			
<b>d</b> From 2012 . . . . .	496,686.			
<b>e</b> From 2013 . . . . .	483,514.			
<b>f</b> Total of lines 3a through e . . . . .	1,723,220.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,317,694.				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				1,260,314.
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,057,380.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	2,780,600.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount — see instructions . . . . .			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				0.
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	2,780,600.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010 . . . . .	82,418.			
<b>b</b> Excess from 2011 . . . . .	660,602.			
<b>c</b> Excess from 2012 . . . . .	496,686.			
<b>d</b> Excess from 2013 . . . . .	483,514.			
<b>e</b> 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 ☐ 4942(j)(3) or ☐ 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 . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.				
<b>a</b> 'Assets' alternative test — enter:				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> 'Support' alternative test — enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> 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	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)				
<b>a</b> Paid during the year See Statement Attached				2,317,694.
<b>Total</b> . . . . .			<b>3 a</b>	2,317,694.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3 b</b>	

## 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**

[illegible]



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ 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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

Zorich Family Foundation

Employer identification number

76-0664404

**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,**

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

Name of organization

Employer identification number

Zorich Family Foundation

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)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization

Employer identification number

Zorich Family Foundation

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

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

Name of organization

Employer identification number

Zorich Family Foundation

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

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

Name of organization

Employer identification number

Zorich Family Foundation

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

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

Name of organization

Employer identification number

Zorich Family Foundation

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

Employer identification number

Zorich Family Foundation

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

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

## 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.		
<b>Total</b>	<b>773,838.</b>	<b>773,991.</b>	<b>5,153.</b>

## 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.		
<b>Total</b>	<b>36,821.</b>	<b>12.</b>		

## 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.			
<b>Total</b>	<b>12,646.</b>	<b>12,202.</b>		

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

**Other Decreases Stmt**

Excess FMV over Tax basis of securities received	2,298,541.
<b>Total</b>	<b>2,298,541.</b>

## 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
<b>GRAND TOTAL</b>		<b>20,694,895.73</b>	<b>23,748,120.45</b>



Quantity	Description	How Acquired P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
<b>Short-Term Capital Gains and Losses</b>							
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
<b>Total Short-Term Capital Gains and Losses</b>					<b>649,177.79</b>	<b>618,781.24</b>	<b>30,396.55</b>
<b>Long-Term Capital Gains and Losses</b>							
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	5,145.05	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
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 P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
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					
388 71	PIMCO TOTAL RETURN FUND INSTL CL	D		1/30/2009	9/26/2014	4,225 14	3,936 37	288 77
415 53	PIMCO TOTAL RETURN FUND INSTL CL	D		2/27/2009	9/26/2014	4,516 69	4,149 83	366 86
400 95	PIMCO TOTAL RETURN FUND INSTL CL	D		3/31/2009	9/26/2014	4,358 21	4,052.32	305 89
267 85	PIMCO TOTAL RETURN FUND INSTL CL	D		4/30/2009	9/26/2014	2,911 42	2,731.19	180 23
177.41	PIMCO TOTAL RETURN FUND INSTL CL	D		5/29/2009	9/26/2014	1,928 41	1,846 29	82 12
176 73	PIMCO TOTAL RETURN FUND INSTL CL	D		6/30/2009	9/26/2014	1,921 00	1,842 73	78 27
183 30	PIMCO TOTAL RETURN FUND INSTL CL	D		7/31/2009	9/26/2014	1,992 46	1,944 27	48.19
109 82	PIMCO TOTAL RETURN FUND INSTL CL	D		12/2/2010	9/26/2014	1,193 71	1,264.96	(71.25)
1,303 64	PIMCO TOTAL RETURN FUND INSTL CL	D		12/8/2010	9/26/2014	14,170 29	14,049 18	121 11
596 09	PIMCO TOTAL RETURN FUND INSTL CL	D		12/8/2010	9/26/2014	6,479 34	6,423 96	55 38
27,395.25	PIMCO TOTAL RETURN FUND INSTL CL	D		12/28/2010	9/26/2014	297,780 46	293,366 83	4,413 63
141.04	PIMCO TOTAL RETURN FUND INSTL CL	D		12/31/2010	9/26/2014	1,533 04	1,526 99	6 05
179.02	PIMCO TOTAL RETURN FUND INSTL CL	D		1/31/2011	9/26/2014	1,945 93	1,938 25	7 68
75 66	PIMCO TOTAL RETURN FUND INSTL CL	D		2/28/2011	9/26/2014	822 40	821 42	0 98
188.88	PIMCO TOTAL RETURN FUND INSTL CL	D		3/31/2011	9/26/2014	2,053 12	2,050.69	2 43
47 51	PIMCO TOTAL RETURN FUND INSTL CL	D		7/31/2011	9/26/2014	516 47	529 19	(12 72)
170.00	PIMCO TOTAL RETURN FUND INSTL CL	D		9/30/2011	9/26/2014	1,847.86	1,830 37	17 49
167 22	PIMCO TOTAL RETURN FUND INSTL CL	D		10/31/2011	9/26/2014	1,817 60	1,820 46	(2 86)
183 92	PIMCO TOTAL RETURN FUND INSTL CL	D		11/30/2011	9/26/2014	1,999 14	1,978 38	20 76
370 95	PIMCO TOTAL RETURN FUND INSTL CL	D		12/28/2011	9/26/2014	4,032 11	4,008 79	23 32
181 04	PIMCO TOTAL RETURN FUND INSTL CL	D		12/30/2011	9/26/2014	1,967 89	1,963 75	4 14
168 23	PIMCO TOTAL RETURN FUND INSTL CL	D		1/31/2012	9/26/2014	1,828 59	1,866 78	(38 19)
24,657 11	PIMCO TOTAL RETURN FUND INSTL CL	D		2/12/2013	9/26/2014	268,017.44	275,392.12	(7,374 68)
211 03	PIMCO TOTAL RETURN FUND INSTL CL	D		3/28/2013	9/26/2014	2,293 81	2,367 05	(73 24)
248 04	PIMCO TOTAL RETURN FUND INSTL CL	D		4/30/2013	9/26/2014	2,696 16	2,807 07	(110 91)
210 86	PIMCO TOTAL RETURN FUND INSTL CL	D		5/31/2013	9/26/2014	2,292 01	2,329 36	(37 35)
149 22	PIMCO TOTAL RETURN FUND INSTL CL	D		6/28/2013	9/26/2014	1,621 94	1,602 10	19 84
184 30	PIMCO TOTAL RETURN FUND INSTL CL	D		7/31/2013	9/26/2014	2,003 25	1,984 28	18 97
199 01	PIMCO TOTAL RETURN FUND INSTL CL	D		8/30/2013	9/26/2014	2,163 22	2,114 88	48 34
31,389 75	PIMCO ALL ASSET ALL AUTHORITY CL INST	D		8/29/2011	12/12/2014	296,619.51	340,000 00	(43,380.49)
359 89	PIMCO ALL ASSET ALL AUTHORITY CL INST	D		9/15/2011	12/12/2014	3,400 79	3,822 02	(421 23)
1,741 59	PIMCO ALL ASSET ALL AUTHORITY CL INST	D		12/28/2011	12/12/2014	16,457 22	17,381 02	(923 80)
24,074.91	PIMCO ALL ASSET ALL AUTHORITY CL INST	D		1/23/2012	12/12/2014	227,497 48	249,448 70	(21,951 22)
4,060 00	APPLE INC	D		1/2/2013	12/18/2014	455,800 43	316,571 79	139,228 64
1,200 00	BERKSHIRE HATHAWAY B NEWCLASS B	D		1/2/2013	12/18/2014	182,846 61	110,965 87	71,880 74
1,200 00	BERKSHIRE HATHAWAY B NEWCLASS B	D		1/2/2013	12/18/2014	182,846 61	110,965 87	71,880 74
1,100 00	BERKSHIRE HATHAWAY B NEWCLASS B	D		1/2/2013	12/18/2014	167,609 39	101,718 71	65,890 68
122 78	BLACKROCK GLOBAL ALLOCATION INSTL CL	D		7/21/2011	12/18/2014	2,418.28	2,498 53	(80 25)
100.00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	2,754 92	1,934 27	820 65
100 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	2,754 92	1,933 79	821 13
1,000 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	27,549.16	19,340 89	8,208 27
660 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	18,182 44	12,766 24	5,416 20
200 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	5,509.83	3,868 54	1,641 29
100 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	2,754.92	1,934 27	820 65
100 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	2,754.92	1,934 27	820 65
200 00	CISCO SYSTEMS INC	D		12/1/2010	12/18/2014	5,509 83	3,868 54	1,641 29
1,000 00	CISCO SYSTEMS INC	D		3/2/2011	12/18/2014	27,549 16	18,571 67	8,977 49
2,143.00	CISCO SYSTEMS INC	D		3/2/2011	12/18/2014	59,037 85	39,799 10	19,238 75
207.00	CISCO SYSTEMS INC	D		3/2/2011	12/18/2014	5,702 68	3,844 33	1,858 35
1,583 00	CISCO SYSTEMS INC	D		5/23/2011	12/18/2014	43,610 32	25,822.48	17,787 84
2,197 00	CISCO SYSTEMS INC	D		5/23/2011	12/18/2014	60,525 50	35,836 07	24,689 43
2,620 00	CISCO SYSTEMS INC	D		1/2/2013	12/18/2014	72,178 78	52,841.20	19,337 58
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 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

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	372.51	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
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	<b>Acton Institute</b> 98 E. Fulton Street Grand Rapids, Michigan 49503	N/A	Public Charity	Unrestricted use by Acton Institute	Person or Business 1,000.00	<input checked="" type="checkbox"/>
2	<b>Alley Theatre</b> 615 Texas Avenue Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Alley Theatre	Person or Business 20,000.00	<input checked="" type="checkbox"/>
3	<b>American Heart Association</b> 10060 Buffalo Speedway Houston, Texas 77054	N/A	Public Charity	Unrestricted use by American Heart Association	Person or Business 8,800.00	<input checked="" type="checkbox"/>
4	<b>Bo's Place</b> 10050 Buffalo Speedway Houston, Texas 77054	N/A	Public Charity	Unrestricted use by Bo's Place	Person or Business 5,000.00	<input checked="" type="checkbox"/>
5	<b>Boys and Girls Country</b> 18806 Roberts Road Hockley, Texas 77447	N/A	Public Charity	Unrestricted use by Boys and Girls Country	Person or Business 5,000.00	<input checked="" type="checkbox"/>
6	<b>Boys and Girls Harbor</b> P.O. Box 848 Houston, Texas 77001-0848	N/A	Public Charity	Unrestricted use by Boys and Girls Harbor	Person or Business 5,000.00	<input checked="" type="checkbox"/>
7	<b>Bridges to Life</b> P.O. Box 19039 Houston, Texas 77224-9039	N/A	Public Charity	Unrestricted use by Bridges to Life	Person or Business 25,000.00	<input checked="" type="checkbox"/>
8	<b>Broach Foundation</b> 3703 Elmora Street Houston, Texas 77005	N/A	Public Charity	Unrestricted use by Broach Foundation	Person or Business 12,500.00	<input checked="" type="checkbox"/>
9	<b>CanCare</b> 9575 Katy Freeway, Ste 428 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by CanCare	Person or Business 35,000.00	<input checked="" type="checkbox"/>
10	<b>Castle Pines Scholarship Foundation</b> 1000 Hummingbird Drive Castle Rock, Colorado 80108	N/A	Public Charity	Unrestricted use by Castle Pines Scholarship Foundation	Person or Business 5,000.00	<input checked="" type="checkbox"/>
11	<b>Chandlersville United Methodist Church</b> 9105 Chandlersville Rd. Chandlersville, Ohio 43727	N/A	Public Charity	Unrestricted use by Chandlersville United Methodist Church	Person or Business 5,000.00	<input checked="" type="checkbox"/>
12	<b>Child Advocates</b> 2401 Portsmouth St., Suite 210 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Child Advocates	Person or Business 10,000.00	<input checked="" type="checkbox"/>
13	<b>Childrens Fund</b> P.O. Box 56303 Houston, Texas 77256	N/A	Public Charity	Unrestricted use by Childrens Fund	Person or Business 5,400.00	<input checked="" type="checkbox"/>
14	<b>Citizens for Self Governance</b> 106 E. 6th St., Suite 900 Austin, Texas 78701	N/A	Public Charity	Unrestricted use by Citizens for Self Governance	Person or Business 50,000.00	<input checked="" type="checkbox"/>
15	<b>Combat Marine Outdoors</b> 6610 Malibu Drive Houston, Texas 77092	N/A	Public Charity	Unrestricted use by Combat Marine Outdoors	Person or Business 10,000.00	<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
16	<b>Communities Schools of Houston</b> 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	<b>Cristo Rey Jesuit College</b> 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	<b>Cystic Fibrosis Foundation</b> 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	<b>DePelchin Children's Center</b> 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	<b>Evan's Scholar Foundation</b> 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	<b>Faith in Practice</b> 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	<b>Arrow Foundation (Freedom Place)</b> 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	<b>Goodfellows</b> 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	<b>Helping A Hero</b> 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	<b>Houston Hospice</b> 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	<b>Houston Livestock Show and Rodeo</b> 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	<b>Houston Museum of Natural Science</b> 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	<b>Houston Tennis Association</b> 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	<b>Juvenile Diabetes Research Foundation</b> 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	<b>Kappa Kappa Gamma Charitable Foundation</b> 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	<b>Lord of the Streets</b> 3401 Fannin Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Lord of the Streets	Person or Business 5,000.00	<input checked="" type="checkbox"/>
32	<b>Marine Corps Scholarship Foundatioan</b> 909 N. Washington St., Suite 400 Alexandria, VA 22314	N/A	Public Charity	Unrestricted use by Marine Corps Scholarship Foundatioan	Person or Business 109,000.00	<input checked="" type="checkbox"/>
33	<b>MD Anderson Hospital</b> Unit 0705 PO Box 301439 Houston, Texas 77230-1439	N/A	Public Charity	Unrestricted use by MD Anderson Hospital	Person or Business 25,000.00	<input checked="" type="checkbox"/>
34	<b>Memorial Assistance Ministries</b> 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business 55,000.00	<input checked="" type="checkbox"/>
35	<b>Memorial Hermann Foundation</b> 9401 Southwest Freeway, Ste 401 Houston, Texas 77074	N/A	Public Charity	Unrestricted use by Memorial Hermann Foundation	Person or Business 25,000.00	<input checked="" type="checkbox"/>
36	<b>Mercy Ships</b> P.O. Box 1930 Garden Valley, Texas 75771-1930	N/A	Public Charity	Unrestricted use by Mercy Ships	Person or Business 100,000.00	<input checked="" type="checkbox"/>
37	<b>One Goal</b> 14400 Memorial Drive Houston, Texas 77079	N/A	Public Charity	Unrestricted use by One Goal	Person or Business 50,000.00	<input checked="" type="checkbox"/>
38	<b>Opportunity International</b> 2122 York Road, Suite 150 Oak Brook, Illinois 60523	N/A	Public Charity	Unrestricted use by Opportunity International	Person or Business 10,000.00	<input checked="" type="checkbox"/>
39	<b>Phillips Family Foundation</b> P.O. Box 17149 SugarLand, Texas 77496-7149	N/A	Public Charity	Unrestricted use by Phillips Family Foundation	Person or Business 8,333.00	<input checked="" type="checkbox"/>
40	<b>PKD Foundation</b> 8330 Ward Parkway, Suite 510 Kansas City, MO 64114	N/A	Public Charity	Unrestricted use by PKD Foundation	Person or Business 2,500.00	<input checked="" type="checkbox"/>
41	<b>Rotary Club of Houston Foundation</b> P.O. Box 691563 Houston, Texas 77269	N/A	Public Charity	Unrestricted use by Rotary Club of Houston Foundation	Person or Business 25,000.00	<input checked="" type="checkbox"/>
42	<b>Rotary Lombardi Award</b> P.O. Box 691563 Houston, Texas 77269	N/A	Public Charity	Unrestricted use by Rotary Lombardi Award	Person or Business 10,000.00	<input checked="" type="checkbox"/>
43	<b>Salvation Army</b> 1500 Austin Street Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Salvation Army	Person or Business 5,000.00	<input checked="" type="checkbox"/>
44	<b>Sight Into Sound</b> 3935 Essex Lane Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Sight Into Sound	Person or Business 5,000.00	<input checked="" type="checkbox"/>
45	<b>Sigma Chi Foundation</b> 1714 Hinman Avenue Evanston, IL 60201-0469	N/A	Public Charity	Unrestricted use by Sigma Chi Foundation	Person or Business 10,000.00	<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	
46	<b>Small Steps</b> 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	<b>Spaulding for Children</b> 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	<b>Spring Spirit Baseball</b> 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	<b>St. Martin's Episcopal Church</b> 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	<b>St. Francis Episcopal School</b> 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	<b>St. John the Devine Church</b> 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	<b>Star of Hope</b> 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	<b>Teach for America</b> 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	<b>Texas Children's Hospital</b> 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	<b>The Beacon</b> 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	<b>The Woods Project</b> 2700 Southwest Freeway, Suite B Houston, Texas 77098	N/A	Public Charity	Unrestricted use by The Woods Project	Person or Business 5,000.00	<input checked="" type="checkbox"/>
57	<b>United Way of Greater Houston</b> 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	<b>University of California Santa Barbara Fdtn.</b> 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	<b>Vail Veterans Program</b> 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	<b>Webb School of Knoxville</b> 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	<b>WorkFaith Connection</b> 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	<b>Yellowstone Academy</b> 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	<b>Young Life</b> 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	<b>Youth Hope Association</b> 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**