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CH 7003-2260-0004-1225-6644

990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2014

Open to Public Inspection

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

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation H E B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST		A Employer identification number 76-6187819
Number and street (or P O box number if mail is not delivered to street address) 646 S FLORES AVE	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78204-1210		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,087,196	J Accounting method. ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	Contributions, gifts, grants, etc., received (attach schedule)	7,788,951			
	Check ☐ if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments				
	Dividends and interest from securities				
	Gross rents				
	Net rental income or (loss)				
	Net gain or (loss) from sale of assets not on line 10				
	Gross sales price for all assets on line 6a				
	Capital gain net income (from Part IV, line 2)		0		
	Net short-term capital gain				
	Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,788,951	0	0	
	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 schedule)				
	c Other professional fees (attach schedule)	124,391			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,177,210			
	24 Total operating and administrative expenses. Add lines 13 through 23	1,301,601	0	0	0
	25 Contributions, gifts, grants paid	4,539,759			4,539,759
	26 Total expenses and disbursements. Add lines 24 and 25	5,841,360	0	0	4,539,759
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,947,591			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Handwritten signatures and initials: 226, A, 938

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	6,139,605	8,087,196	8,087,196
	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)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	6,139,605	8,087,196	8,087,196
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,139,605	8,087,196	
	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)	6,139,605	8,087,196	
	31 Total liabilities and net assets/fund balances (see instructions)	6,139,605	8,087,196	

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	6,139,605
2 Enter amount from Part I, line 27a	2	1,947,591
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,087,196
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,087,196

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	4,843,117	6,146,292	0.7880
2012	3,872,542	5,647,555	0.6857
2011	3,059,614	3,773,017	0.8109
2010	2,451,833	2,617,242	0.9368
2009	5,474,613	2,188,987	2.5010
2 Total of line 1, column (d)			2 5.7224
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 1.14448
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 7,228,143
5 Multiply line 4 by line 3			5 8,272,465
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 8,272,465
8 Enter qualifying distributions from Part XII, line 4 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			8 4,539,759

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	124
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	124
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	124
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 124 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?	N/A	
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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ MEGAN ROONEY Telephone no. ▶ 210-939-8000			
Located at ▶ 646 S. FLORES AVENUE, SAN ANTONIO, TX ZIP+4 ▶ 78204-1210				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☐ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A**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
MARTIN H. OTTO 646 S FLORES AVE; SAN ANTONIO, TX 78204-1210	TRUSTEE HOURS VARY	0	0	0
WINELL I. HERRON 646 S FLORES AVE; SAN ANTONIO, TX 78204-1210	TRUSTEE HOURS VARY	0	0	0
		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

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

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
KATHY ASHWIN 1610 WINSTON COVE SAN ANTONIO, TX 78260	COORDINATION CONSULTING	99,513

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,338,216
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,338,216
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,338,216
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	110,073
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,228,143
6	Minimum investment return. Enter 5% of line 5	6	361,407

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	361,407
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	361,407
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	361,407
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	361,407

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	4,539,759
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,539,759
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,539,759

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				361,407
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	5,365,203			
b From 2010	2,236,271			
c From 2011	2,869,989			
d From 2012	3,559,164			
e From 2013	4,418,302			
f Total of lines 3a through e	18,448,929			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 4,539,759				
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				361,407
e Remaining amount distributed out of corpus	4,178,352			
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	22,627,281			
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	22,627,281			
10 Analysis of line 9:				
a Excess from 2010	2,236,271			
b Excess from 2011	2,869,989			
c Excess from 2012	3,559,164			
d Excess from 2013	4,418,302			
e Excess from 2014	4,178,352			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

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

HEB TOURNAMENT OF CHAMPIONS CHARITABLE TRUST ATTN: DIRECTOR-PUBLIC AFFAIRS; 646 S FLORES AVE.; SAN ANTONIO, TX 78204-1210

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

LETTER

c Any submission deadlines:

NONE

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

NONE

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
a Paid during the year SEE STATEMENT 1				4,539,759
Total			3a	4,539,759
b Approved for future payment NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated

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) Exclusion code	(d) Amount	
1	Program service revenue.					
a	N/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					
4	Dividends and interest from securities					
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					
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)		0		0	0
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

Part XVI • **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Signature of officer or trustee

Date 7/31/2015 Title _____

5 HEB - Group VP Public Aff
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

H E B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST

Employer identification number

76-6187819

Organization type (check one).**Filers of:****Section:**

Form 990 or 990-EZ

☐ 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 foundationCheck 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)

Name of organization	Employer identification number
H E B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST	76-6187819

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SEE STATEMENT 2	\$ 7,788,951	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
H E B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST	76-6187819

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
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization H E B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST	Employer identification number 76-6187819
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

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RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Abilene Arts Alliance	Children's Art and Literac...	5,000.00
Abilene Philharmonic Association,...	2014 Youth Orchestra Program	10,000.00
Adult Learning Center & Family Li...	Integrating Adult Educatio...	25,000.00
American Diabetes Association	Camp Sandcastle	2,500.00
Anti-Defamation League	No Place for Hate Initiative	85,000.00
Any Baby Can	Rockin' Roundup	15,000.00
Arthritis Foundation, Inc.-South ...	Camp KGAT Texas	5,000.00
ArtPace	Artpace Education Touring ...	10,000.00
Austin Child Guidance Center	Austin Originals Benefit C...	25,000.00
Austin Children's Choir-ACC	Austin Children's Choir	10,000.00
Austin Film Society	Community Education Program	10,000.00
Austin Poets International (API a...	Poetry in the Classroom	2,500.00
Austin Public Education Foundatio...	Uniforms	20,000.00
Austin Summer Musical for Children	"The Wizard of Oz"	2,000.00
Austin Theatre Alliance	Literacy to Life	10,000.00
Beat the Odds-Victoria Middle Sch...	Scholarship Program	2,000.00
Beaumont Public School Foundation...	Education Grants	5,000.00
Black Professional Cowboys and Co...	Heritage Day	10,000.00
Bobwhite Brigade	Bass Brigade-this check re...	1,000.00
BookSpring	BookSpring's 2015 Read-A-Thon	5,000.00
Boy Scouts of America-South Texas...	Pledge-The Second Century ...	50,000.00
Boy With a Ball San Antonio	Velocity Harlandale	5,000.00
Boys & Girls Club of Champion Valley	BUG (Bring Up Grades)	5,000.00
Boys & Girls Club of Taft	Structural Renovations	20,000.00
Boys & Girls Club of the Texas Hi...	After School and Summer Yo...	5,000.00
Boys and Girls Club of Harlingen	SUMMER/Afterschool Food-Se...	10,000.00
Boys and Girls Club of San Antonio	Healthy Habits	15,000.00
Boysville	\$70K Pledge	25,000.00
Braunfels Foundation Trust	First Step Trust Builders	20,000.00
Brenham Elementary School PTO (BE...	Snack Attack	500
Brighton Center	A Taste of the Northside	10,000.00
Brighton Center	2014 TOC Community Project	50,000.00
Brighton Center	Event sponsor	12,500.00
Brooke's Blossoming Hope for Chil...	Be Bold-GLOW Gold	25,000.00
Camp Aranzazu, Inc.	Summer Camp for Youth with...	5,000.00
Camp Aranzazu, Inc.	ZaZu 2014	5,000.00
Casa Cultural de las Americas	International Festival of ...	5,000.00
Casa de Esperanza de los Ninos Inc	Residential Program	5,000.00
Center for Women & Their Work	It Takes ART To Spell SmART	6,000.00
Centers for Children & Families	Kids First	10,000.00
Central Baptist Church, Threads o...	Threads of Love	1,000.00
CHF Texas, Inc	Chapter Sponsor	5,000.00
Child Advocates San Antonio (CASA)	Growth Achievement Pilot (...)	30,000.00
Children at Risk	Pre-K Survey Outreach	5,000.00
Children at Risk C/O HYPE Freedom...	HYPE Golf Event	3,000.00

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RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Children's Association for Maximu...	6th Annual Starry Night CA...	2,500.00
Children's Day Celebration	Children's Day Celebration	5,000.00
Children's Defense Fund	2014 Beat the Odds Award L...	25,000.00
Children's Shelter	Children's Safety at Woodl...	50,000.00
ChildSafe	CARE/FEAT	10,000.00
Cibolo Nature Center and Farm (CNC)	Kids on the Creek Scholars...	10,000.00
City of San Antonio Parks & Recre...	Benavides park basketball ...	20,000.00
Clarity Child Guidance Center	Clarity Child Guidance Cen...	12,500.00
Clarity Child Guidance Center-San...	\$150K Pledge-Rapid Access ...	25,000.00
Clarity Child Guidance Center-San...	Pledge Rapid Access Clinic...	25,000.00
Clear Brook High School	Business Professionals of ..	800
Cliff Maus Head Start	Preschool Program	7,000.00
Collaborative for Children	Institute for Early Learning	10,000.00
Collaborative for Children	Spirit of Collaboration Gala	12,500.00
Colorado River Watch Foundation I...	Take Me to the River Annua...	2,500.00
Communities in Schools of East Te...	Feeding the children of CIS	1,500.00
Communities in Schools of Laredo,...	Communities in Schools of ...	8,000.00
Communities in Schools of Laredo,...	Texas Community Investment...	15,000.00
Communities in Schools of the Coa...	Summer Youth Sports and We...	15,000.00
Communities in Schools of the Coa...	2014 Stuff the Bus	5,000.00
Connections Individual and Family...	Abuse prevention education...	30,000.00
Corpus Christi Cycle Club	CYCLE Kids	10,000.00
Crime Stoppers of Houston, Inc.	Safe School Program	25,000.00
Cultural Activities Center	Family Fun Series	10,000.00
Del Mar College Foundation	Bernie's Famous Crawfish Boil	10,000.00
Dell Children's Medical Center of...	Building for the Future Pl. .	100,000.00
Down Syndrome Association of Sout...	2014 Buddy Walk	25,000.00
Down Syndrome Association of Sout...	Outreach Program	10,000.00
Dynamic Kids, Inc.	LEARN After-school Tutorin...	800
E.C.F. Community Center	E,C.F. After School Tutori...	2,500.00
Eagle Pass ISD Education Foundation	General Fundraising Event	25,000.00
EcoRise Youth Innovation	School Scholarship Fund	30,000.00
Ecumenical Center for Religion an...	Mental Health Services	10,000.00
Education for Tomorrow Alliance	SCI/TECH	10,000.00
Education Foundation of Harris Co...	General operational support	5,000.00
El Amistad Club of Round Rock	Scholarship Banquet and Go...	2,500.00
El Comite Cultural Del Pueblo, Inc.	2014 Art and literacy program	10,000.00
Family Service Association	2014 TOC Community Project	50,000 00
Family Service Association of San...	Kid Share/Teen Counseling	6,000.00
Family Violence Prevention Servic...	\$100K Pledge-Program Servi ..	25,000.00
FMBC Community Development Corpor...	2014 Brazoria County Youth...	1,000.00
Fort Ben County Child Advocates I...	Conference	3,000.00
Fort Bend Education Center and Af...	STEM Kids	2,500.00
Fort Bend ISD Education Foundation	Grants to Teachers and Sch...	5,000.00
Friends of Northside Libraries	Library Palooza 2015: That...	5,000.00

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RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Friends Of The Beaumont Public Li...	Fizz Boom Read!	1,000.00
Friends of the Bulverde/Spring Br...	Bulverde/Spring Branch Lib...	5,000.00
Friends of the Hondo Public Library	New Public Library/Communi...	50,000.00
GENaustin	We Are Girls Conference	10,000.00
Georgetown Palace Theatre, Inc	Palace Theatre Educ Progra...	15,000.00
Georgetown Symphony Society, Inc.	Season Finale	6,000.00
Girlstart	Community STEM Educ progra...	5,000.00
Good Samaritan Center of San Antonio	Camp Good Sam-Corpus Christi	3,000.00
Good Samaritan Center of San Antonio	Camp Good Sam-Alice	3,000.00
Good Samaritan Community Services	2012-2016 Program Support	5,000.00
Good Samaritan Community Services	2014 TOC Community Project	50,000.00
Good Samaritan Community Services	2012-2016 Program Support	5,000.00
Grace Church	Back 2 School Jam	3,000.00
Granbury Education Foundation	Banquet and The 50 Fellas ...	7,500.00
Greater Austin Performing Arts Ct...	All Summer LONG, Bubblepal...	35,000.00
Greater Houston Area Women's Cham...	Conference for Women, Gala	10,000.00
Heidi Search Center, Inc.	Child ID Kits and Resource...	10,000.00
Heidi Search Center, Inc.	Camp "We Matter"	15,000.00
Helping Hand Home for Children	The Crystal Ball	5,000.00
High Sky Children's Ranch, Inc.	Program Support: Foster Care	15,000.00
Hill Country Arts Foundation	Young Artist's Summer Camp	5,000.00
Hill Country Community Theatre	Children's Summer Theatre ...	2,500.00
Houston Area Urban League	Project Ready Reading Program	50,000.00
Houston Community College ASPIRE	ASPIRE Scholarship Breakfast	5,000.00
Houston Livestock Show & Rodeo	2014 Rabbit Committee	5,000.00
Houston Museum of Natural Science	2014 Science Education Pro...	10,000.00
Humble ISD Education Foundation	Mine the Gap	3,000.00
IEA - Inspire - Encourage - Achieve	Camp Bright Star	10,000.00
Jazz Education	2014 Annual Summer Jazz Wo...	20,000.00
Junior Achievement - South Texas	JA Finance Park 2013-14	50,000.00
Junior Achievement of Brazoria Co...	Efforts for at Risk Students	1,000.00
Junior Achievement of Laredo	Financial Literacy Initiative	10,000.00
Junior Achievement-Brazos Valley	Ongoing financial literacy...	1,000.00
Junior Historians of Texas	Annual Meeting and Diamond...	1,500.00
Kenetic Kids	\$90K Pledge-Program Support	30,000.00
Kids Battle Cancer Foundation	Patient Support	5,000.00
Kinetic Kids	\$90K Pledge-Program Support	30,000.00
KIPP Academy - Houston	\$1 Million Pledge	100,000.00
KIPP Aspire Academy	\$1 Million Pledge - this c...	100,000.00
La Porte Education Foundation (LPEF)	Innovative Teacher Grants	3,000.00
Lady Bird Johnson Wildflower Center	Nature Nights	15,000.00
Lake Travis Education Foundation	The Roaring Twenties	3,000.00
Lamar University	Math Explorations	2,000.00
Latinitas, Inc.	Healthy Chica Summer Camp	2,500.00
LEAD First Foundation	LEAD First Leadership and ...	10,000.00

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RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Literacy Advance of Houston	Adopt-a-School Campaign	10,000.00
Literacy Coalition of Central Texas	Great Grown-Up Spelling Be...	15,000.00
LULAC National Educational Servic...	Young Readers' Program	6,000.00
MAES	MAES	5,000.00
Manor Education Foundation	The Ninth Annual MEF Gala	1,500.00
Manor ISD Education Foundation	Titan Robotics	5,000.00
Martinez Street Women's Center	Community Health & Girl Zo...	20,000.00
Mary McLeod Bethune Day Nursery Inc	Low income/homeless child ...	100,000.00
Mid-Coast Family Services, Inc.	Substance Abuse Prevention...	10,000.00
Midland Children's Rehabilitation...	Hippotherapy	10,000.00
Milby Hispanic Alumni Association...	Milby Hispanic Annual Scho...	4,000.00
Mission Road Developmental Center	35th Annual Grand Western ...	35,000.00
Mothers Against Drunk Driving (MADD)	Austin Jingle Bell 5K	2,500.00
Musical Bridges Around the World,...	Kids World Music Festival	5,000.00
National Advising Corps	\$500,000 Pledge-2nd instal...	100,000.00
New Braunfels Parks Foundation	Pledge-Fischer Park Educat...	85,000.00
New Miles Foundation	13th Annual 2014 Bridging ...	5,000.00
North American Butterfly Associat...	Maravillas Butterfly Conse...	50,000.00
Operation Finally Home	2014 TOC Home Builds	28,709.00
Our Lady of Victory	Learning Through Reading	5,000.00
Poth Education Foundation	2014 Grant Campaign	10,000.00
Prevent Child Abuse Texas	Walk to Action	5,000.00
Project Grad - Houston	Project GRAD Houston	10,000.00
R.O.C.K., Ride On Center for Kids	True Grit Barn Dance	25,000.00
Rice Summer Business Institute	Rice Summer Business Insti...	2,500.00
Rise School of Corpus Christi	Scholarships for Children ...	25,000.00
Ronald McDonald House Charities o...	Backyard Playground Project	35,000.00
S.A.Foundation for Excellence in ...	SAISD Foundation 2014-2015...	15,500.00
S.O.A.R.-Sports, Outdoor, and Rec...	Soccer for a Cause	125,000.00
San Angelo Museum of Fine Arts	2013 Sponsorship	15,000.00
San Angelo Museum of Fine Arts	2014 Sponsorship	15,000.00
San Antonio College	Challenger Learning Center	50,000.00
San Antonio Conservation Society	Heritage Education Tours	5,000.00
San Antonio Conservation Society ...	Heritage Education Tours	5,000.00
San Antonio Hispanic Chamber of C...	5th Annual CORE4 STEM Expo	10,000.00
San Antonio Little Theater, Inc d...	The Wizard of Oz Education...	15,000.00
San Antonio Sponsoring Committee ...	\$60,000 Pledge	20,000.00
San Jacinto Museum of History Ass...	Educational Programming	25,000.00
Santa Fe Texas Education Foundation	Grants for Great Ideas	2,500.00
Seton Home	Tribute to Motherhood Lunch	20,000.00
Shriners Hospital for Children-Ho...	Hospital program costs	15,000.00
Silver & Black Give Back (SBGB)	YWLA Gym Renovation and Fi...	25,000.00
Somerset Independent School Distr...	Innovative Teaching Grants...	10,000.00
Southwest School of Art	KIDS and Scholarships for ...	10,000.00
Special Olympics Texas	2014 Program Support	450,000.00

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RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SpiritHorse Therapeutic Riding Ce. .	The Disabilities Treatment...	5,000.00
St. James Episcopal School of Aus..	Tuition Assistance for Und...	15,000.00
St. Philip's College	\$250K Pledge-Culinary Scho...	50,000.00
Starlight Symphony Orchestra-SSO	2014-2015 Concert Season S...	5,000.00
Sustainable Food Center	Nutrition Program	25,000.00
Teach for America	Creating a Pipeline of Exc...	50,000.00
Texas A&M Corpus Christi	48th Annual HEB Tournament...	10,000.00
Texas A&M University Kingsville T...	College for Kids	3,750.00
Texas A&M University-Corpus Chris...	STEM Summer Institute	10,000.00
Texas Agriculture Lifetime Leader...	TALL Support	10,000.00
Texas Agriculture Lifetime Leader...	Texas Agricultural Lifetim...	10,000.00
Texas Association for Infant Ment...	Improving Quality of Care	15,000.00
Texas Baptist Children's Home, Inc	Children At Heart Golf Mar...	5,000.00
Texas Book Festival	2014 Reading Rockstars Lit...	25,000.00
Texas Casa	2014 Texas CASA Conference	15,000.00
Texas City ISD Foundation	7th Annual Youthfest & Duc...	5,000.00
Texas Diaper Bank	The Healthy Babies program	5,000.00
Texas Elk Camp	Texas Elks Camp	3,000.00
Texas Performing Arts	Youth Performances/Perform...	90,000.00
Texas State University	2014 Junior Summer Math Camp	15,000.00
Texas Wildlife Association	WildLife 2014	10,000.00
The Arc of the Capital Area	Building Bridges Art Auction	5,000.00
The Brenham Children's Chorus, Inc.	Afternoon Tunes	2,000.00
The Charity Ball Association	2014 Charity Ball	10,000.00
The Davis-Scott Family YMCA	Davis-Scott Family Y's Urb...	15,000.00
The Friends of the New Braunfels ...	McKenna Foundation Challen...	5,000.00
The GEMS Camp and KIPP Houston Pu...	The GEMS Camp of Houston	2,500.00
The Inspiration Center	Phenomenon 2014	2,500.00
The Laredo Philharmonic	The Nutcracker Ballet	5,000.00
The Miracle League of San Antonio	Miracle League Program Sup...	10,000.00
The Odyssey After School Enrichme...	Go Far Family 5K	2,000.00
The Rise School of Austin	The Rise School of Austin ...	15,000.00
The Transplant Association of Tex..	Transforming Partner spons...	35,000.00
The URBAN-15 Group	The Holiday Laser Show	7,500.00
Theatre Action Project DBA Creati...	The Center for Creative Ac...	75,000.00
TMC Golden Crescent Head Start	Technology Campaign	2,000.00
Trinity River Mission	TRM Core Programs	5,000.00
United Civic Organization	UCO Scholarship Program	10,000.00
United Way of Northern Cameron Co...	Early Childhood Literacy I...	3,000.00
United Way of San Antonio & Bexar...	Volunteer of the Year Awar...	5,000.00
United Way of San Antonio & Bexar...	2014 United Way Days of Ca. .	10,000.00
United Way of the Coastal Bend	2014 Operation Supply our ...	15,000.00
University of Houston Black Alumn...	2014 Scholarship Program	2,500.00
University of Mary Hardin-Baylor	Conservatory of Music	2,500.00
University of Texas at Brownsville	Meadows Foundation College...	10,000.00

H-E-B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST
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FOR CALENDAR YEAR 2014
STATEMENT 1

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
University of Texas at Brownsville	\$30,000 Pledge-Meadows Fou...	10,000.00
University of Texas-Pan American	Portable Planetarium Project	15,000.00
University of Texas-Pan American	\$45,000 Pledge-Portable Pl...	15,000.00
UT Foundation on behalf of ACE-A ...	20 Years of ACE	5,000.00
Valley Interfaith Leadership and ...	Leadership development in ...	20,000.00
Vannie E. Cook Jr. Cancer Foundation	\$100K Pledge-Save Our Chil...	50,000.00
Veterans Assistance Dogs of Texas...	"Serving Those Who Served"	5,000.00
Victoria Business and Education C...	Sure B.E.T. (Business & Ed...	5,000.00
Victoria ISD Education Foundation	2015 Victoria ISD Concert ...	10,000.00
VisionWorks-Camp Discovery	Camp Discovery	25,000.00
Vive Les Arts Children's Theater	Children's Theatre Outreach	5,000.00
W.B.Ray Cheerleaders	W.B.Ray Cheerleaders	3,000.00
Waco Civic Theatre	Waco Civic Theatre Childre...	5,000.00
Waco Symphony Association, Inc.	The Nutcracker featuring B...	10,000.00
Whitehead Memorial Museum	Movie at the Museum	700
Winston School	Pledge	25,000.00
Woolls Intermediate	Unrivaled Student Learning...	6,000.00
Workshop Houston	Middle School Program-chec..	15,000.00
World Youth Foundation	2014 Roy Alvarez Scholarship	5,000.00
Writers in School	30th Anniversary Poem A Da...	10,000.00
Writers in the Schools	WITS 2015 Poetry Month Cam...	10,000.00
Wylie Bulldogs Education Foundation	Fundraiser	5,000.00
Xi Eta Lambda Education and Econo...	David Keaton 7 Jewels Scho...	5,000.00
Yes Prep	\$1 Million Pledge	100,000.00
YMCA of the Coastal Bend	YMCA Summer Camp	2,000.00
Youth Connections	Down on the Bayou	5,000.00
Youth Odyssey	2014 Summer Camp	5,000.00
Youth Orchestras of San Antonio	Summer Symphony Camp 2014	25,000.00
Youth Orchestras of San Antonio	YOSA Summer Camp	25,000.00
Zilker Theatre Productions	56th Annual Zilker Summer ...	25,000.00
		<u>4,539,759.00</u>

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990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	3M	30,000 00	PERSON
2	5-hour Energy	20,000 00	PERSON
3	AB Mauri	5,000 00	PERSON
4	Abrahams of North America	400 00	PERSON
5	Acadian Crossing Consumer Product	5,000 00	PERSON
6	ACH Food Co.	5,000 00	PERSON
7	Actavis Pharma	5,000 00	PERSON
8	AdvancePierre Foods	5,000 00	PERSON
9	Agroamerica Fruit	20,400.00	PERSON
10	Alen USA	5,000 00	PERSON
11	Allens	5,000 00	PERSON
12	Almark Foods	500 00	PERSON
13	Alonso, Juan	50 00	PERSON
14	Alpine Fresh Inc.	5,000 00	PERSON
15	Alto-Shaam	1,000 00	PERSON
16	Altria Group Distribution Company	10,000 00	PERSON
17	Alva-Amco Pharmacal Cos., Inc.	1,000 00	PERSON
18	Amneal Pharmaceuticals	10,000 00	PERSON
19	Amtekco Industries, Inc.	500 00	PERSON
20	Anchor Bay Entertainment	5,000 00	PERSON
21	ANCO Fine Cheese	5,000 00	PERSON
22	Andean Sun Produce	5,000.00	PERSON
23	Anderson, Bill	50 00	PERSON
24	Andrew Williamson Fresh Produce	10,000 00	PERSON
25	Angie's BOOMCHICKAPOP	5,000 00	PERSON
26	Anheuser-Busch	175,000 00	PERSON
27	Anonymous	64,139 24	PERSON
28	Anova Food, LLC	10,000 00	PERSON
29	Applegate	10,000 00	PERSON
30	Arla Foods	5,000 00	PERSON
31	Armored Auto Group	5,000 00	PERSON
32	AT&T	1,000 00	PERSON
33	Azteca Milling L.P.	5,000 00	PERSON
34	B Catalan Produce	10,000 00	PERSON
35	B.C. Williams Bakery Service, Inc.	5,000 00	PERSON
36	Bar S Foods	10,000 00	PERSON
37	Barcel USA	10,000.00	PERSON
38	Basso, Cory	50 00	PERSON
39	Batory Foods	250 00	PERSON
40	Bay Bridge Administrators, LLC	7,000 00	PERSON
41	Bayer Health Care LLC	10,000 00	PERSON
42	Beaed LP	5,000 00	PERSON
43	Beanitos, Inc.	10,000 00	PERSON
44	Bebo Distributing Co., Inc.	5,000 00	PERSON
45	Bel Brands USA	10,000.00	PERSON
46	Bellisio Foods	20,000 00	PERSON
47	Bendon Publishing International	10,000 00	PERSON
48	BESCO Manufacturing	500 00	PERSON
49	Best Maid Products	10,000 00	PERSON
50	Bic Corporation	5,000.00	PERSON
51	Biesenbach, Inc.	1,000 00	PERSON
52	Big Chuy Distributors & Sons, Inc.	5,000.00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
53	Big Heart Pet Brands	10,000 00	PERSON
54	Big Time Products	5,000 00	PERSON
55	Bimbo Bakeries USA	30,000 00	PERSON
56	Bissell Homecare	30,000.00	PERSON
57	Black Box	5,000 00	PERSON
58	Blue Bell Creameries	10,000 00	PERSON
59	Blue Cross Blue Shield of Texas	10,000 00	PERSON
60	Blue Orange Pottery	5,000 00	PERSON
61	Blue Sea, LLC	5,000 00	PERSON
62	BOF Corp	1,000 00	PERSON
63	Bolthouse Farms	10,400 00	PERSON
64	Bonipak Produce	5,000 00	PERSON
65	Borden Dairy Company	10,000 00	PERSON
66	Borges / Star	5,000 00	PERSON
67	Boulder Brands	5,000 00	PERSON
68	Boutin, Brian	100 00	PERSON
69	Bradshaw International	10,000 00	PERSON
70	Brown, Donald	50 00	PERSON
71	Brown, Thomas	50 00	PERSON
72	Brugemann USA	1,000 00	PERSON
73	Bubba burger	5,000 00	PERSON
74	Bueche, Jay	50 00	PERSON
75	Buentello, Jaime	50 00	PERSON
76	Bunzl Distribution	5,000 00	PERSON
77	BURY	5,000 00	PERSON
78	Butterball LLC	15,000 00	PERSON
79	C.E. North America	5,000 00	PERSON
80	CA Associates-Co...	5,000.00	PERSON
81	Cacique, INC	10,000 00	PERSON
82	Calavo Growers Inc.	10,000 00	PERSON
83	Cal-Maine Foods, Inc.	30,000 00	PERSON
84	Campbell Soup/Pepperidge Farms	30,000 00	PERSON
85	Campofrio Foods	300 00	PERSON
86	Campos Foods	10,000 00	PERSON
87	Cantu, Marianne	50 00	PERSON
88	Cardenas, Christina	50 00	PERSON
89	Cardtronics	10,000 00	PERSON
90	Cargill	75,000 00	PERSON
91	Carl Buddig and Company	5,000 00	PERSON
92	Carrasco, Annette	50 00	PERSON
93	Cedars Mediterranean Foods	1,000 00	PERSON
94	Centro	1,000 00	PERSON
95	CH Robinson	10,000 00	PERSON
96	Chang, Christopher	50 00	PERSON
97	Chattem, Inc.	5,000 00	PERSON
98	Chemstar Corporation	1,000 00	PERSON
99	Chicken of the Sea Frozen Foods	10,000 00	PERSON
100	Chobani	30,000 00	PERSON
101	Christopher Ranch	5,000 00	PERSON
102	Church & Dwight	10,000 00	PERSON
103	Cintas	10,000 00	PERSON
104	Cisco Systems	20,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
105	Citrus America, Inc.	200 00	PERSON
106	Citrus World, Inc	20,000 00	PERSON
107	Clements Foods	5,000 00	PERSON
108	Clif Bar & Company	5,000 00	PERSON
109	Coastal Transport Co , Inc	1,500 00	PERSON
110	Coca-Cola Refreshments	100,000 00	PERSON
111	Coffee Holding Company	1,500 00	PERSON
112	Cognizant Technology Solutions	50,000 00	PERSON
113	Colgate	50,000 00	PERSON
114	Communication Supply Corporation	5,000 00	PERSON
115	ConAgra Foods	125,000 00	PERSON
116	Conair Corporation	5,000 00	PERSON
117	Concept Store Fixtures	5,000 00	PERSON
118	Costa Solutions	5,000 00	PERSON
119	Cott Beverages	50,000 00	PERSON
120	Couch, Paul	50 00	PERSON
121	Country Home Bakers	5,000 00	PERSON
122	Country Sweet Produce	5,000 00	PERSON
123	Crayola	10,000 00	PERSON
124	Creative Décor Sourcing LLC	3,500 00	PERSON
125	Crider Foods	10,000 00	PERSON
126	CSM Bakery Products	10,000 00	PERSON
127	Dahlen, Jim	50 00	PERSON
128	Dairy Farmers of America	10,000 00	PERSON
129	Daisy Brand	5,000 00	PERSON
130	Dannon	50,000.00	PERSON
131	Datalogic ADC, Inc.	10,000 00	PERSON
132	Dawn Service & Supply, Inc.	250 00	PERSON
133	Dayka & Hackett	5,000.00	PERSON
134	Daymon Worldwide	330,000 00	PERSON
135	Dean Foods	10,000.00	PERSON
136	Del Monte Foods, Inc	10,000 00	PERSON
137	Del Real Foods	5,000 00	PERSON
138	DELL USA	20,000.00	PERSON
139	Dempsey, Christine	50 00	PERSON
140	Deoleo USA, Inc.	5,000 00	PERSON
141	Diamond Foods	5,000 00	PERSON
142	Dimare Fresh	5,000 00	PERSON
143	DiPlacido, Mary	50 00	PERSON
144	Direct Energy Business	5,000 00	PERSON
145	Disney Consumer Products	5,000 00	PERSON
146	DNI Group, LLC	5,000 00	PERSON
147	Doan, Mike	50 00	PERSON
148	Dole Fresh Produce Company	100,000 00	PERSON
149	Domex Superfresh Growers	5,000 00	PERSON
150	Domtar Personal Care	10,000 00	PERSON
151	Double B Foods, Inc.	1,500 00	PERSON
152	Dr Pepper Snapple Group	100,000 00	PERSON
153	Dresser Inc Wayne	5,000.00	PERSON
154	Eardley, Mike	50.00	PERSON
155	Earthbound Farm	5,000 00	PERSON
156	EarthTronics, Inc	10,000 00	PERSON
157	Ebro North America	5,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
158	Eck, Jim	50 00	PERSON
159	Eldridge Electric Company	10,000 00	PERSON
160	EMC Corporation	20,000 00	PERSON
161	Enacomm, Inc	5,000 00	PERSON
162	Energizer Holdings	50,000 00	PERSON
163	Energizer Private Brand Group	5,000 00	PERSON
164	Energy Squared, LLC	10,000 00	PERSON
165	Englander dZignPak	10,000 00	PERSON
166	English, Jon	50 00	PERSON
167	Epson America, Inc	5,000 00	PERSON
168	Ernst & Young LLP	5,000 00	PERSON
169	Evrholder Products, LLC	5,000 00	PERSON
170	ExxonMobil	3,500 00	PERSON
171	F.B. Purnell Sausage Co	2,000 00	PERSON
172	Falcon Trading Company, Inc	5,000 00	PERSON
173	Falletta, Fred	50 00	PERSON
174	Faribault Foods	5,000 00	PERSON
175	Farmer's Best	14,000 00	PERSON
176	Ferrero	30,000 00	PERSON
177	FGF Brands	1,250 00	PERSON
178	Fieldale Farms	20,000 00	PERSON
179	Figliola, David	50 00	PERSON
180	First Quality	10,000 00	PERSON
181	FirstFruits Marketing	6,000 00	PERSON
182	Flint Hills Resources	10,000 00	PERSON
183	Flowers Bakeries	20,000 00	PERSON
184	Forbes Hever & Wallace	5,000 00	PERSON
185	Foster Farms	5,000 00	PERSON
186	Fresh Del Monte	10,000 00	PERSON
187	Fresh from Texas, Inc	10,000 00	PERSON
188	Freudenberg Household Products(O-Cedar)	20,000 00	PERSON
189	Fruitcola Velo S...	5,000.00	PERSON
190	G&S Metal Products	5,000 00	PERSON
191	G&W Laboratories	5,000 00	PERSON
192	Gallagher, Gavin	350 00	PERSON
193	Galveston Shrimp Company	5,000 00	PERSON
194	Gel Spice Company	5,000 00	PERSON
195	General Datatech	10,000 00	PERSON
196	General Mills	175,000 00	PERSON
197	George Delallo Company	5,000 00	PERSON
198	Georgia Pacific	30,000 00	PERSON
199	Gerner, Paul	50 00	PERSON
200	Glazer's/E&J Gallo	50,000 00	PERSON
201	Global Pharmaceuticals	5,000 00	PERSON
202	Gomez, Cindy	50 00	PERSON
203	Gorton's Seafood	10,000 00	PERSON
204	Gourmet Trading Company	5,000 00	PERSON
205	Graham, Ron	50 00	PERSON
206	Great American Appetizers	5,000 00	PERSON
207	Great Lakes Cheese Co.	30,000 00	PERSON
208	Greater Texas Landscapes	5,000 00	PERSON
209	Green Valley Food Corp	1,000 00	PERSON
210	Griffco Design Build, Inc.	5,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
211	Grobest USA, Inc	10,000 00	PERSON
212	GTECH Corporation	5,000 00	PERSON
213	Gulf States Plumbing & Mechanical, Inc.	500 00	PERSON
214	Hain Celestial Group	10,000 00	PERSON
215	Hallmark Cards	30,000 00	PERSON
216	Handi-Foil Corp	5,000 00	PERSON
217	Handy International	5,000 00	PERSON
218	Harbor Seafood, Inc	5,000 00	PERSON
219	Harkrider, Roger	50 00	PERSON
220	Harlow, Lynn	50 00	PERSON
221	Harold Crawford Co Inc	2,000 00	PERSON
222	Harvest Select Catfish	5,000 00	PERSON
223	Heartland Catfish	5,000 00	PERSON
224	Heatcraft - Kysor/Warren	20,000 00	PERSON
225	Helen of Troy	5,000 00	PERSON
226	Henkel	10,000 00	PERSON
227	Henry Avocado Corporation	5,000 00	PERSON
228	Herr Foods Inc.	20,000 00	PERSON
229	Hill Phoenix	10,000 00	PERSON
230	Hillshire Brands	50,000 00	PERSON
231	HJ Heinz	30,000 00	PERSON
232	HJC	5,000 00	PERSON
233	Holmes Smokehouse & Burton Sausage	5,000 00	PERSON
234	Horizon Pharma	10,000 00	PERSON
235	Hormel Foods	20,000 00	PERSON
236	Houston Chronicle	5,000 00	PERSON
237	Howe Corporation	3,500 00	PERSON
238	Huhtamaki, Inc. (Chinet)	5,000 00	PERSON
239	Husmann Refrigeration Corp	10,000 00	PERSON
240	Huxtable's (HMR Foods, Inc)	5,000 00	PERSON
241	Idelle Labs	10,000 00	PERSON
242	IFCO Systems US, LLC	5,000 00	PERSON
243	Imperial Sugar Company	10,000 00	PERSON
244	Impulse Industries, Inc.	5,000 00	PERSON
245	InComm	30,000 00	PERSON
246	inContact	10,000 00	PERSON
247	Index Fresh, Incorporated	5,000 00	PERSON
248	Ingram Entertainment	5,000 00	PERSON
249	Integrated Communication Technologies	5,000 00	PERSON
250	Inventure Foods	20,000 00	PERSON
251	Irving Consumer Products	10,000 00	PERSON
252	J & D Produce, Inc	20,000 00	PERSON
253	J&B Farms	5,000 00	PERSON
254	Jack Link's Beef Jerky	10,000.00	PERSON
255	Jarden Consumer Solutions/JCS-USA	20,000 00	PERSON
256	Jarden Home Brands	5,000 00	PERSON
257	Jardine Foods	5,000 00	PERSON
258	J-Bar-B Foods	14,000 00	PERSON
259	JBS	60,000 00	PERSON
260	JBS/Pilgrims	40,000 00	PERSON
261	JDA Software Inc.	5,000 00	PERSON
262	JemPak GK	10,000 00	PERSON
263	Jennie-O Turkey/Tillamook Cheese	30,000 00	PERSON
264	Joeris General Contractors, Ltd	10,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
265	John B Sanfilippo & Son, Inc.	10,000 00	PERSON
266	John Morrell/ Kretschmar Deli	5,000 00	PERSON
267	John Soules Foods	10,000 00	PERSON
268	Johnson & Johnson	50,000 00	PERSON
269	Jubilant Cadista Pharmaceuticals	5,000 00	PERSON
270	Kangaroo Brands	200 00	PERSON
271	Kao USA Inc	5,000 00	PERSON
272	KeHE Distributors	50,000 00	PERSON
273	Kellogg Company	50,000.00	PERSON
274	Keurig Green Mountain	5,000 00	PERSON
275	Keystone Fruit Marketing	5,000 00	PERSON
276	KIK International	10,000.00	PERSON
277	Kimberly Clark	80,000 00	PERSON
278	KIND	5,000 00	PERSON
279	Kingdom Fresh Produce	10,000 00	PERSON
280	King's Hawaiian Bakery	5,000 00	PERSON
281	Kiobassa Provision Company	10,000 00	PERSON
282	Knights Apparel	5,000 00	PERSON
283	Kraft Foods	150,000 00	PERSON
284	Kremers Urban Pharmaceuticals	5,000 00	PERSON
285	Kruger Products	10,000.00	PERSON
286	Kysor Panel Systems	10,000 00	PERSON
287	La Quinta Inns and Suites	5,000 00	PERSON
288	La Tortilla Factory	5,000 00	PERSON
289	Lactalis Deli	1,500 00	PERSON
290	Lakeview Farms	1,250 00	PERSON
291	Land O' Frost	5,000 00	PERSON
292	Land O'Lakes, Inc	5,000 00	PERSON
293	Lennox Ind.	5,000 00	PERSON
294	Lexmark International	5,000 00	PERSON
295	Limex Sicar Ltd Co	10,000 00	PERSON
296	Lionsgate	5,000 00	PERSON
297	Litehouse	5,000 00	PERSON
298	Loftin Equipment Company	5,000 00	PERSON
299	Lone Star Citrus Growers	10,000 00	PERSON
300	Lone Star Distribution	5,000 00	PERSON
301	Lopez, Anna	50 00	PERSON
302	Lorillard Tobacco Company	5,000 00	PERSON
303	Louisburg Cider Mill	500 00	PERSON
304	Louisiana Foods Global	5,000 00	PERSON
305	Lovin' Scoopful Ice Cream	5,000 00	PERSON
306	Lozano, Debbie	50 00	PERSON
307	Luna, David	50 00	PERSON
308	Lustra Professional Car Care Products	5,000 00	PERSON
309	Mabrito, Greg	50 00	PERSON
310	Macoven Pharmaceuticals	5,000 00	PERSON
311	Madix Inc.	5,000 00	PERSON
312	MagRabbit	3,500.00	PERSON
313	Maher Marketing & Partners	30,000 00	PERSON
314	Manhattan Associates	5,000 00	PERSON
315	Mann Packing Co , Inc	5,000 00	PERSON
316	Marbach, Amber	50 00	PERSON
317	Marfood USA	5,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
318	Maritime Products	10,000 00	PERSON
319	MARS/Wrigley/Advantage/Smuckers	125,000 00	PERSON
320	Marshall Associates	5,000 00	PERSON
321	Marshall, Judi	50 00	PERSON
322	Mart Cart	5,000 00	PERSON
323	Martinez, Robert	50 00	PERSON
324	Mastronardi Produce	20,000 00	PERSON
325	Mazzetta Company, LLC	30,000 00	PERSON
326	McCall Farms Inc	5,000 00	PERSON
327	McCormick & Company	50,000 00	PERSON
328	McCue Corporation	20,000 00	PERSON
329	McKesson Corporation	30,000 00	PERSON
330	McTighe, Jim	50 00	PERSON
331	Merit Roofing Systems, Inc.	5,000 00	PERSON
332	Method Products	10,000 00	PERSON
333	Mex Flores Produce Co., Inc.	3,500 00	PERSON
334	Micro Thermo Technologies	5,000 00	PERSON
335	MicroStrategy, Inc	5,000 00	PERSON
336	Millennium Packaging & Distribution	5,000 00	PERSON
337	MillerCoors Brewing Company	75,000 00	PERSON
338	Mirmad-USA, LLC	5,000 00	PERSON
339	Mission Foods	5,000 00	PERSON
340	Mission Petroleum Carriers, Inc	5,000 00	PERSON
341	Mitchell, Troy	50 00	PERSON
342	Mobius Partners, Inc.	3,500 00	PERSON
343	MOM Brands	30,000 00	PERSON
344	Mondelez Global LLC	100,000 00	PERSON
345	Monterey Mushrooms	10,000 00	PERSON
346	Mooney Farms, Inc.	500 00	PERSON
347	Moore, Austin	50 00	PERSON
348	Moore, Teresa	50 00	PERSON
349	Mother Parkers Tea & Coffee	10,000 00	PERSON
350	Motorola Solutions	5,000 00	PERSON
351	Mount Franklin Foods	5,000 00	PERSON
352	MountainKing Potatoes	5,000 00	PERSON
353	Multiexport Foods, Inc.	10,000 00	PERSON
354	Muranaka Farm, Inc	5,000 00	PERSON
355	N K Hurst Company	5,000 00	PERSON
356	NAI Signage Solutions	5,000 00	PERSON
357	National Tobacco Company	5,000 00	PERSON
358	NatureSweet Ltd	5,000 00	PERSON
359	Nestle	175,000 00	PERSON
360	NetSpend	20,000 00	PERSON
361	Newell Rubbermaid	10,000 00	PERSON
362	Newman's Own	10,000 00	PERSON
363	News America Marketing	3,500 00	PERSON
364	NFL	10,000 00	PERSON
365	Niagara Bottling, LLC	175,000 00	PERSON
366	Night Hawk Frozen Foods	5,000 00	PERSON
367	Nipro Diagnostics, Inc.	5,000 00	PERSON
368	Noble Americas Energy Solutions LLC	5,000 00	PERSON
369	Norcom Inc	5,000 00	PERSON
370	Norfoxx Refrigeration	3,500 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
371	North Bay Produce, Inc	5,000 00	PERSON
372	North Weld Produce Company	10,000 00	PERSON
373	Novak, Kristi	50 00	PERSON
374	Novartis	450 00	PERSON
375	Ocean Beauty Seafoods	5,000 00	PERSON
376	Ocean Spray Cranberries	5,000 00	PERSON
377	O'Connor, William	50 00	PERSON
378	Odyssey Enterprises	20,000 00	PERSON
379	Office Depot/Max	10,000 00	PERSON
380	Oppy Produce	10,000 00	PERSON
381	Oracle	10,000 00	PERSON
382	Orchids Paper	5,000 00	PERSON
383	Organic Foods International, LLC	3,500 00	PERSON
384	Osram Sylvania	5,000.00	PERSON
385	Otto, Martin	50 00	PERSON
386	Outerwall	5,000 00	PERSON
387	Owen Mumford	5,000 00	PERSON
388	Own Brands	0 00	PERSON
389	Pacific Cheese Co., Inc.	5,000 00	PERSON
390	Pacific International Marketing	5,000 00	PERSON
391	Pacific Seafood	10,000 00	PERSON
392	Page, Ed	250 00	PERSON
393	Palm Bay International	5,000 00	PERSON
394	Pape-Dawson Engineers, Inc.	1,000 00	PERSON
395	Paramount Citrus	20,000 00	PERSON
396	Paramount Home Entertainment	5,000 00	PERSON
397	Paramount Rx Inc.	10,000 00	PERSON
398	Par-Pak Inc.	10,000 00	PERSON
399	Patty's Herbs, Inc	500 00	PERSON
400	PDQ Manufacturing, Inc.	5,000 00	PERSON
401	Penguin Frozen Foods Inc	1,000 00	PERSON
402	Pennzoil/SOPUS	5,000 00	PERSON
403	Pentel of America	5,000 00	PERSON
404	Peppers Unlimited of Louisiana, Inc.	5,000 00	PERSON
405	PepsiCo	87,500 00	PERSON
406	Perales, Ina	50 00	PERSON
407	Perez, Armando	50 00	PERSON
408	Perrigo Company	3,000 00	PERSON
409	Perrigo Company Foundation	17,000 00	PERSON
410	Petrocco Farms, Inc.	3,500 00	PERSON
411	Pettit, Scott	50 00	PERSON
412	Pfizer Consumer Healthcare	5,000 00	PERSON
413	Pharmavite	10,000 00	PERSON
414	Philips Consumer	5,000.00	PERSON
415	Philips Lighting	5,000.00	PERSON
416	Philly Seafood Company, Inc.	10,000 00	PERSON
417	Pied Piper Pest Control, LLC	500 00	PERSON
418	Pikin Food Products, Inc.	500 00	PERSON
419	Pik-Nik Foods USA	1,000 00	PERSON
420	Pinnacle Foods / Acosta	50,000 00	PERSON
421	Pinnacle Propane Express	5,000 00	PERSON
422	Pioneer Flour	10,000.00	PERSON
423	Piper Products	5,000.00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
424	Plastic...	5,000.00	PERSON
425	Plasticos Urpri	5,000.00	PERSON
426	Plum Organics	10,000 00	PERSON
427	Plumrose USA	10,000 00	PERSON
428	Polymer Logistics	5,000 00	PERSON
429	Pompeian, Inc	5,000 00	PERSON
430	Popchips	5,000 00	PERSON
431	Post Foods, LLC	10,000 00	PERSON
432	Powerhouse Retail Services	10,000 00	PERSON
433	Poynter, Brad	200 00	PERSON
434	Prasco	5,000 00	PERSON
435	Pratt Industries	10,000 00	PERSON
436	Procter & Gamble	30,000 00	PERSON
437	Produce Practice Round	25,151 41	PERSON
438	Progressive International	5,000 00	PERSON
439	Pro-Health, LLC	15,000 00	PERSON
440	Protect Plus LLC	10,000 00	PERSON
441	Pry, Scott	50 00	PERSON
442	Pure Hothouse Foods	5,000 00	PERSON
443	Quad/Graphics	10,000 00	PERSON
444	QuickMedical	500 00	PERSON
445	R J Reynolds	1,250 00	PERSON
446	Rainier Fruit Company	5,000 00	PERSON
447	Raw Seafoods, Inc	5,000 00	PERSON
448	Reckitt Benckiser	175,000.00	PERSON
449	Red Blossom	2,500 00	PERSON
450	Red Bull North America	30,000 00	PERSON
451	Reeves, Matt	0 00	PERSON
452	Reflexis Systems	5,000 00	PERSON
453	Refund of Overpayment	1,060 00	PERSON
454	Regal Springs	5,000 00	PERSON
455	Register Tapes Unlimited LP	5,000 00	PERSON
456	Renaissance Food Group	5,000 00	PERSON
457	Republic Services	10,000 00	PERSON
458	Reser's Fine Foods	5,000 00	PERSON
459	Reynolds Consumer Products	10,000 00	PERSON
460	Rhine, Donald	50 00	PERSON
461	Riceland Foods, Inc.	10,000 00	PERSON
462	Rich products - Consumer Brands Div.	5,000 00	PERSON
463	Ricos Products Co , Inc	5,000 00	PERSON
464	Rio Fresh, Inc.	10,000 00	PERSON
465	Rivera, Ramiro	50 00	PERSON
466	Robinson Home Products, Inc	5,000 00	PERSON
467	Rodriguez, Heriberto	50 00	PERSON
468	Rogers Family Coffee Company	10,000 00	PERSON
469	Rolling FL (Frit .	37,500.00	PERSON
470	Rooney, Megan	100 00	PERSON
471	Rothe, Jeff	50 00	PERSON
472	Royston	5,000 00	PERSON
473	RTC	1,000 00	PERSON
474	Ruder, Greg	50 00	PERSON
475	Ruder, Patrick	50 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
476	Rudolph Foods Company, Inc.	10,000 00	PERSON
477	RW Garcia Co., Inc.	10,000 00	PERSON
478	Ryan, Frank	50 00	PERSON
479	Sabra Dipping Co.	3,500 00	PERSON
480	Sadler's Smokehouse	1,000 00	PERSON
481	Sage Fruit Company	5,000 00	PERSON
482	Salesforce.com	5,000 00	PERSON
483	Sanchez, Lorraine	50 00	PERSON
484	Sanderson Farms	125,000 00	PERSON
485	Santa Fe Natural Tobacco Company	5,000 00	PERSON
486	Saputo Cheese USA	5,000 00	PERSON
487	Sayers, Jim	50 00	PERSON
488	SC Johnson/Scott's/Mrs. Meyer's	75,000 00	PERSON
489	Schelstrate, Peter	50 00	PERSON
490	Schiffmacher, Karen	50 00	PERSON
491	Schwan, John	50 00	PERSON
492	Schwan's	5,000 00	PERSON
493	ScriptSave	5,000 00	PERSON
494	Seafood Exchange	5,000 00	PERSON
495	Selser Schaefer Architects	10,000 00	PERSON
496	Sementino, Luke	50 00	PERSON
497	Seneca Foods Corp.	10,000 00	PERSON
498	Shamrock Farms	10,000 00	PERSON
499	Shasta Beverages	5,000 00	PERSON
500	Shepherd Kaplan LLC	5,000 00	PERSON
501	ShurTech Brands	10,000 00	PERSON
502	Sigma Solutions	50,000 00	PERSON
503	Signature Brands	5,000 00	PERSON
504	Simply 7 Snacks	5,000 00	PERSON
505	Sirius Computer Solutions	10,000 00	PERSON
506	Siro Group USA LLC	5,000 00	PERSON
507	SkinnyPop Popcorn	5,000 00	PERSON
508	Skrzycki, Pepper	50 00	PERSON
509	Skyline Products	5,000 00	PERSON
510	S-L Distribution Company, Inc	10,000 00	PERSON
511	Smithfield Foods	75,000 00	PERSON
512	Smokey Mountain Snuff	5,000 00	PERSON
513	Snack Factory	5,000 00	PERSON
514	Sol Group Marketing	5,000 00	PERSON
515	Southern CaseArts	5,000 00	PERSON
516	Southern Specialties	10,000 00	PERSON
517	Southwest Texas Equipment Distributors	1,000 00	PERSON
518	SPAR Marketing Force	500 00	PERSON
519	SpawGlass Contractors, Inc	5,000 00	PERSON
520	Spectrum Lighting, Inc-San Antonio	5,000 00	PERSON
521	Spice World Inc.	10,000 00	PERSON
522	Sterilite Corporation	10,000 00	PERSON
523	Stonehill Produce Inc.	10,000 00	PERSON
524	Store Source LLC	5,000 00	PERSON
525	Stratas Foods	5,000 00	PERSON
526	Suchenski, Thomas	50 00	PERSON
527	Sugar Foods	5,000 00	PERSON
528	Sun Products Company	20,000 00	PERSON

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
529	Sun Vista/Totis/Kerns	5,000 00	PERSON
530	Sundale Vineyards	10,000 00	PERSON
531	Sunlight International Sales, Inc.	5,000 00	PERSON
532	Sunrise Produce, LLC	5,000 00	PERSON
533	Sunshine Mills, Inc	5,000 00	PERSON
534	Sunstar Americas	5,000 00	PERSON
535	Swanson, Michael	50 00	PERSON
536	Systems Application Engineering	1,000 00	PERSON
537	Tadin Herb & Tea Company	10,000 00	PERSON
538	Takeda Pharmaceuticals	5,000 00	PERSON
539	Tampa Bay Fisheries	10,000 00	PERSON
540	Taylor Farms, Inc.	30,000 00	PERSON
541	Telgian Corporation	5,000 00	PERSON
542	Temple Bottling Co , Ltd.	3,500 00	PERSON
543	Teradata	5,000 00	PERSON
544	Terra Associates, Inc	500 00	PERSON
545	Teva Pharmaceuticals	5,000 00	PERSON
546	Texas Air Products, Ltd.	5,000 00	PERSON
547	Texas Electronic Systems Specialists Inc	5,000 00	PERSON
548	Texas Monthly	5,000 00	PERSON
549	Texas Star Nut and Food Company, Inc	10,000 00	PERSON
550	Texas Wholesale Map, LLC	5,000 00	PERSON
551	Texstar Produce	5,000 00	PERSON
552	The Clorox Sales Company	50,000 00	PERSON
553	The Emerson Group	100,000 00	PERSON
554	The Hershey Company	30,000 00	PERSON
555	The Libman Company	5,000 00	PERSON
556	The Marco Company	10,000 00	PERSON
557	The Nexxus Group	5,000 00	PERSON
558	The Richards Group	2,500 00	PERSON
559	The Wine Group	10,000 00	PERSON
560	Theis Distributing	50,000 00	PERSON
561	TIBCO	10,000.00	PERSON
562	Time Warner	35,000 00	PERSON
563	TNG	10,000 00	PERSON
564	Tokyo Gardens Catering, LLC	20,000 00	PERSON
565	Trade Fixtures	5,000 00	PERSON
566	Trans Ocean Prod	5,000.00	PERSON
567	Tricar Sales, Inc.	5,000 00	PERSON
568	Trident Seafoods	30,000 00	PERSON
569	Trinidad Benham	10,000 00	PERSON
570	Truco	10,000.00	PERSON
571	True Dnks - AquaBall	5,000 00	PERSON
572	Tyson	40,000 01	PERSON
573	Tyson Foods Inc	10,000 00	PERSON
574	Unified Brands	3,500 00	PERSON
575	Unilever	100,000 00	PERSON
576	United Industries	20,000.00	PERSON
577	United Sales & Services	8,500 00	PERSON
578	Universal Studios Home Entertainment	1,000 00	PERSON
579	Upsher-Smith	5,000 00	PERSON
580	US Nutrition	10,000 00	PERSON
581	UST Global, Inc	50,000.00	PERSON

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990 PF, SCHEDULE B, PART 1 - CONTRIBUTIONS
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
582	Utah Onions, Inc.	10,000 00	PERSON
583	Utz Quality Foods	10,000 00	PERSON
584	Valco Enterprises LLC	10,000 00	PERSON
585	Valor Brands LLC	4,000 00	PERSON
586	Vasquez, Albert	50 00	PERSON
587	Ventura Foods	20,000 00	PERSON
588	Verisae	2,000 00	PERSON
589	Vernon, Brian	50 00	PERSON
590	Vertical Communications	5,000 00	PERSON
591	Victory Electronic Cigarettes	5,000 00	PERSON
592	Vincent Giordano Corporation	5,000 00	PERSON
593	Vita Foods Products	5,000 00	PERSON
594	Wade, Suzanne	50 00	PERSON
595	Walker, Paul	50 00	PERSON
596	Walker, Vince	50 00	PERSON
597	Wallis, Michael	50 00	PERSON
598	Washing Equipment of Texas Inc.	5,000 00	PERSON
599	Wawona Frozen Foods	5,000 00	PERSON
600	Welch's	5,000 00	PERSON
601	Wells Enterprises, Inc	10,000 00	PERSON
602	Wells Fargo Commercial Banking	10,000 00	PERSON
603	West, Randy	50 00	PERSON
604	WhiteWave Foods	5,000 00	PERSON
605	Wholly Guacamole	5,000 00	PERSON
606	Williams Development & Construction, Inc	5,000 00	PERSON
607	Williams Sausage Company	5,000 00	PERSON
608	Wilshire State B .	1,500 00	PERSON
609	Wilton Industries	10,000 00	PERSON
610	Windsor Foods	5,000 00	PERSON
611	Win-Holt Equipment	5,000.00	PERSON
612	Winn, Audra	50 00	PERSON
613	Wisconsin Cheese Group	10,000 00	PERSON
614	Workplace Resource	5,000 00	PERSON
615	World Kitchen	5,000 00	PERSON
616	Wyandot, Inc.	1,000 00	PERSON
617	Xochitl Inc	10,000 00	PERSON
618	Zavala, Gilda	50 00	PERSON
619	Zepeda, Jerry	50 00	PERSON
620	Zero Zone	5,000 00	PERSON
		<u>7,788,950 66</u>	

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990-PF, Part VII-A, LINE 10, SUBSTANTIAL CONTRIBUTORS
FOR CALENDAR YEAR 2014
STATEMENT 3

(a) No	(b) Name	(c) Aggregate Contributions *	(d) Type of Contribution
1	Anheuser-Busch, Inc.	175,000	PERSON
2	General Mills	175,000	PERSON
3	Niagara Bottling	175,000	PERSON
4	Reckitt Benckiser	175,000	PERSON
5	Nestle	175,000	PERSON
6	Daymon Worldwide	330,000	PERSON

* Included contributions in excess of 2% of total contributions for the year.

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FOR CALENDAR YEAR 2014

LINE 16c - OTHER PROFESSIONAL FEES

Administrator and Professional Fees	<u>\$ 124,390.76</u>
TOTAL	<u><u>\$ 124,390.76</u></u>

LINE 23 - OTHER EXPENSE

Awards	\$ 85,270.77
Event Food	\$ 516,185.66
Administrative	\$ 29,788.14
Production	\$ 545,965.81
TOTAL	<u><u>\$ 1,177,210.38</u></u>