

Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2014, or tax year beginning 11-01-2014, and ending 10-31-2015

Name of foundation USD FOUNDATION, A Employer identification number 27-1561110, B Telephone number (281) 291-0510, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 1,444,387, J Accounting method Accrual, F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with a total of 532,240 and net income of 12,722.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	270,208	269,113	269,113		
	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)	346,022 <input type="checkbox"/>	345,169	345,169		
	c	Investments—corporate bonds (attach schedule)	1,046,254 <input type="checkbox"/>	677,393	677,393		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	162,665 <input type="checkbox"/>	137,712	137,712		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	<input type="checkbox"/> 15,000	<input type="checkbox"/> 15,000	<input type="checkbox"/> 15,000			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,840,149	1,444,387	1,444,387			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable	7,850	10,248			
	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 ▶ _____)	<input type="checkbox"/> 0	<input type="checkbox"/> 100,000			
23	Total liabilities (add lines 17 through 22)	7,850	110,248				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
29	Retained earnings, accumulated income, endowment, or other funds	1,832,299	1,334,139				
30	Total net assets or fund balances (see instructions)	1,832,299	1,334,139				
31	Total liabilities and net assets/fund balances (see instructions)	1,840,149	1,444,387				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,832,299
2	Enter amount from Part I, line 27a	2	-487,781
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,344,518
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	10,379
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,334,139

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)
1 a SEE ATTACHED STATEMENT	P	2001-01-01	2001-01-01
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 960,538		988,509	-27,971
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-27,971
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	-27,971
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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	309,587	1,979,172	0.156422
2012	296,641	2,233,971	0.132786
2011	428,888	2,518,279	0.170310
2010	102,621	2,768,451	0.037068
2009	73,750	2,673,778	0.027583

2 Total of line 1, column (d).	2	0.524169
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	0.104834
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,697,920
5 Multiply line 4 by line 3.	5	178,000
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	127
7 Add lines 5 and 6.	7	178,127
8 Enter qualifying distributions from Part XII, line 4.	8	512,182

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	127
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	127
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	127
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	490
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	490
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	363
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 363 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of US DEVELOPMENT GROUP LLC Telephone no (281) 291-0510 Located at 811 MAIN STREET STE 2800 HOUSTON TX ZIP+4 77002			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
1c	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? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>) <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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
See Additional Data Table				

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. ▶ 0

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

3 Five highest-paid independent contractors for professional services (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.		0

Part IX-A Summary of Direct Charitable Activities

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,527,251
b	Average of monthly cash balances.	1b	196,526
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,723,777
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,723,777
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,857
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,697,920
6	Minimum investment return. Enter 5% of line 5.	6	84,896

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	84,896
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	127
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	127
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	84,769
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	84,769
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	84,769

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	512,182
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	512,182
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	127
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	512,055

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				84,769
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				228,789
d From 2012.				185,190
e From 2013.				211,682
f Total of lines 3a through e.	625,661			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>512,182</u>				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				84,769
e Remaining amount distributed out of corpus	427,413			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,053,074			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see 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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	1,053,074			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				228,789
c Excess from 2012.				185,190
d Excess from 2013.				211,682
e Excess from 2014.				427,413

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 449,577
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAN BORGEN 811 MAIN STREET SUITE 2800 HOUSTON, TX 77002	PRESIDENT 1 00	0	0	0
DALE NORRIS 920 MAIN STREET SUITE 1950 KANSAS CITY, MO 64105	DIRECTOR 1 00	0	0	0
CLYDE CRUTCHMER 1648 SOUTH BOSTON AVENUE TULSA, OK 74119	DIRECTOR 1 00	0	0	0
MICHAEL RCURRY 10452 S OAKCREST LANE OLATHE, KS 66061	TREASURER 1 00	0	0	0
CHRIS ROBBINS 6 PLAYER RIDGE CT THE WOODLANDS, TX 77382	ASSISTANT TREASURER 1 00	0	0	0
MARK COLE 15502 WILDWOOD TRACE MAGNOLIA, TX 77354	SECRETARY 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET ATLANTA, GA 303093506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	220,000
GRACE COMMUNITY CHURCH OF MAGNOLIA 13248 ROSCOE BLVD SUN VALLEY, CA 91352	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
JOHN CARROLL UNIVERSITY 1 JOHN CARROLL BLVD UNIVERSITY HEIGHTS, OH 441184581	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
NATIONAL MS SOCIETY 8111 N STADIUM DR SUITE 100 HOUSTON, TX 77054	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,000
POTTER'S HOUSE ASSOCIATION PO BOX 106- DEPARTMENT A PEWAUKEE, WI 530720106	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	4,800
PREGNANCY ASSISTANCE CENTER NORTH PO BOX 7035 THE WOODLANDS, TX 77387	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
THE ROSE 12700 NORTH FEATHERWOOD SUITE 260 HOUSTON, TX 77034	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	7,000
LEAGUE CITY UNITED METHODIST CHURCH 1411 WEST MAIN ST LEAGUE CITY, TX 77573	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	11,000
NEW HOPE CHURCH 3640 COUNTRY ROAD 58 MANVEL, TX 77578	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	7,100
SAFEHOME PO BOX 4563 OVERLAND PARK, KS 66204	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
SAN JACINTO BAPTIST CHURCH 310 P ST DEER PARK, TX 77536	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	7,800
ST MICHAEL CATHOLIC CHURCH 434 WEST 34TH STREET NEW YORK, NY 100012321	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	3,206
BOYS & GIRLS CLUB OF GREATER HOUSTON 1275 PEACHTREE STREET ATLANTA, GA 303093506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
EDUCATE INTERNATIONAL INC PO BOX 890131 HOUSTON, TX 77289	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500
Total				449,577

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOLFREACH INC 16527 TOWN LAKE CT HOUSTON, TX 770595546	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500
PASADENA ROTARY CLUB 1062 FAIRMONT PKWY PASADENA, TX 775042904	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500
SHELL HOUSTON OPEN 5810 WILSON ROAD STE 112 HUMBLE, TX 77396	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	30,000
THE KINKAID SCHOOOL 201 KINKAID SCHOOL DR HOUSTON, TX 77024	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500
LIFEHOUSE OF HOUSTON PO BOX 27127 HOUSTON, TX 77227	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	3,000
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500
CHILD ADVOCATES INC 8200 HAVERSTICK ROAD STE 240 INDIANAPOLIS, IN 46240	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,975
COMPASSION INTERNATIONAL INC 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,088
EVELYN RUBENSTEIN JEWISH COMMUNITY CENTER 5601 S BRAESWOOD BLVD HOUSTON, TX 77096	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
GRACE COVENANT CHURCH 100 GRACE LN ELLISVILLE, MS 39437	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
HGA INC 5030 BUS CENTER DR STE 260 FAIRFIELD, CA 94534	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,750
KIPP INC 10711 KIPP WAY HOUSTON, TX 77099	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
MAKE A WISH TEXAS GULF COAST & LOUISIANA 12625 SOUTHWEST FREEWAY STAFFORD, TX 77477	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
STAR OF HOPE 6897 ARDMORE STREET HOUSTON, TX 77054	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
THE SHLENDKER SCHOOL 5600 N BRAESWOOD BLVD HOUSTON, TX 77096	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500
Total				449,577

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTMINISTER THEOLOGICAL SEMINARY 2960 CHURCH RD GLENSIDE, PA 19038	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	3,900
WYCLIFFE ASSOCIATES PO BOX 620143 ORLANDO, FL 32862	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
CROSSPOINTE CHURCH HAITI GOOD NEWS MISSION 78 HUGHES RD MADISON, AL 35758	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
CRU INC PO BOX 628222 ORLANDO, FL 32862	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	3,600
GMF INC PO BOX 1150 CORDOVA, TN 38088	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
HOUSTON'S FIRST BAPTIST CHURCH 7401 KATY FWY HOUSTON, TX 77024	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,048
LEAGUE CITY SAINTS PO BOX 2024 LEAGUE CITY, TX 77574	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500
ST JOHN VIANNEY CATHOLIC PARISH 625 NOTTINGHAM DAKS TRAIL HOUSTON, TX 77079	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	800
WEST UNIVERSITY LITTLE LEAGUE 6132 FORDHAM STREET HOUSTON, TX 77005	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	3,010
YOUNG LIFE - AUSTIN PO BOX 2920 COLORADO SPRINGS, CO 80901	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
YOUNG LIFE - VAIL VALLEY PO BOX 70065 PRESCOTT, AZ 86304	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
YOUNG LIFE - HOUSTON NW PO BOX 691106 HOUSTON, TX 77269	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	20,000
THE CARL MCCAIN MEMORIAL FOUNDATION PO BOX 4648 HOUSTON, TX 77002	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500
Total				449,577

TY 2014 Accounting Fees Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEISERMAZARS LLP	11,811	5,906		5,905

**TY 2014 Investments Corporate
Bonds Schedule****Name:** USD FOUNDATION**EIN:** 27-1561110

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50,000 SHS GOLDMAN SACHS GROUP INC	50,388	50,388
25,000 SHS WELLS FARGO CO	25,468	25,468
25,000 SHS BB T CORPORATION	25,116	25,116
25,000 SHS JPMORGAN CHASE CO	25,212	25,212
25,000 SHS BANK OF NEW YORK MELLON	24,961	24,961
25,000 SHS JPMORGAN CHASE CO	24,920	24,920
25,000 SHS BAXTER INTERNATIONAL INC	25,021	25,021
25,000 SHS BRANCH BANKING TRUST	25,314	25,314
25,000 SHS JPMORGAN CHASE CO	25,232	25,232
25,000 SHS TOYOTA MOTOR CREDIT CORP	25,198	25,198
25,000 SHS WESTPAC BANKING CORP	25,258	25,258
25,000 SHS TOTAL CAPITAL CANADA LTD	25,074	25,074
25,000 SHS BANK OF NAVA SCOTIA	24,924	24,924
2,444.482 SHS TEMPLETON GLOBAL BOND-ADV	28,649	28,649
886 SHS VANGUARD TOT INTL BOND IND-ADM #0511	18,792	18,792
74 SHS ISHARES TIPS BOND ETF	8,211	8,211
578 SHS ISHARES US PREFERRED STOCK EFT	22,692	22,692
5143.603 SHS CAVANAL HILL SH TM INC-INST FD#0047	49,327	49,327
25000 SHS APPLE INC	24,759	24,759
25000 SHS STATOIL ASA	25,716	25,716

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25000 SHS PEPSICO INC	25,777	25,777
3122 SHS FEDERATED HI YLD BD-INST #0900	30,003	30,003
4410.788 SHS LM WESTERN ASSET TOT RET UN #1555	45,299	45,299
4258.931 SHS MET WEST TOT RET BD #0512	46,082	46,082

**TY 2014 Investments Corporate
Stock Schedule****Name:** USD FOUNDATION**EIN:** 27-1561110

Name of Stock	End of Year Book Value	End of Year Fair Market Value
120 SHS ISHARES CORE S&P MIDCAP ETF	18,315	18,315
135 SHS ISHARES S&P MIDCAP ETF	19,818	19,818
1281.709 SHS DFA LARGE CAP VAL PORTF #5035	42,643	42,643
536.629 SHS DODGE & COX INTL STK FD#1048	21,406	21,406
199.641 SHS DODGE & COX STK FD#0145	34,945	34,945
435.587 SHS FIDELITY CONTRAFUND INC	45,323	45,323
335 SHS HARBOR INTERNATIONAL-INST	22,000	22,000
907.592 SHS JOHN HANCOCK DISC VAL M/C-IS FD#3633	18,760	18,760
588 MFS INT'L NEW DISCOVERY-1	17,087	17,087
680.649 SHS OPEENHEIMER DEV MKTS FD	21,481	21,481
254.776 SHS T ROWE PRICE NEW HORIZONS	11,768	11,768
201 SHS VANGUARD SM CAP INDX-INST	10,991	10,991
501 SHS VANGUARD SM CP VAL INDX-INST	12,425	12,425
1298.324 JPM L/C GRWTH-SEL #3118	48,207	48,207

TY 2014 Investments - Other Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1,001.176 UNITS CALAMOS MKT NEUT INC-I	AT COST	12,955	12,955
629 UNITS DIAMOND HILL LONG/SHORT-1	AT COST	15,234	15,234
576.398 UNITS IVY ASSET STRATEGY-I #0473	AT COST	14,231	14,231
759.483 UNITS MERGER FD	AT COST	11,802	11,802
2,463 UNITS PIMCO ALL ASSET-INST	AT COST	26,477	26,477
758.833 UNITS PIMCO RR STRAT-INST	AT COST	5,471	5,471
3,211.959 UNITS SALIENT RISK PARITY-1 FD	AT COST	27,848	27,848
562.349 UNITS NEUBERGER BERMAN R/E-INST	AT COST	8,289	8,289
1645.802 SHS SALIENT MLP ENERGY INFRASTRUCTURE I	AT COST	15,405	15,405

TY 2014 Other Assets Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISCELLANEOUS RECEIVABLE	15,000	15,000	15,000

TY 2014 Other Decreases Schedule

Name: USD FOUNDATION

ETIN: 27-1561110

Description	Amount
UNREALIZED GAINS (LOSSES)	10,379

TY 2014 Other Expenses Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	7,502	7,502		0

TY 2014 Other Liabilities Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO USDG	0	100,000

TY 2014 Taxes Schedule

Name: USD FOUNDATION

EIN: 27-1561110

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	350	0		0

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

Schedule of Contributors

OMB No 1545-0047

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

2014

Department of the Treasury
Internal Revenue Service

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

Name of the organization
USD FOUNDATION

Employer identification number
27-1561110

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 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 other 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 33¹/₃% 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
USD FOUNDATION

Employer identification number
27-1561110

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	USD GROUP LLC 811 MAIN STREET HOUSTON, TX 77002	\$ 40,000	Person <input checked="" 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
USD FOUNDATION

Employer identification number
27-1561110

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
USD FOUNDATION

Employer identification number
27-1561110

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
_____ _____ _____	_____ _____ _____