Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
Gene Conley Foundation
80171000

A Employer identification number
75-2224430

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. Box 41629

B Telephone number
(940)766-8312

City or town, state, and ZIP code
Austin, TX 78704-9926

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)* ▶$ 8,942,955.34

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	134,077.65	134,077.65		Statement 1
	5a	Gross rents	27,774.00	27,774.00		Statement 2
	b	Net rental income or (loss) 23,488.00				Statement 3
	6a	Net gain or (loss) from sale of assets not on line 10	210,866.36			
	b	Gross sales price for all assets on line 6a 1,575,872.36				
	7	Capital gain net income (from Part IV, line 2)		210,866.36		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	819,029.87	819,029.87		Statement 4
	12	**Total.** Add lines 1 through 11	1,191,747.88	1,191,747.88		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	128,044.38	91,083.28		36,961.10
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 5	1,144.20	1,144.20		0.00
	b	Accounting fees Stmt 6	9,250.00	5,087.50		4,162.50
	c	Other professional fees				
	17	Interest				
	18	Taxes Stmt 7	71,490.15	61,179.60		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 8	2,245.38	2,245.38		0.00
	24	**Total operating and administrative expenses** Add lines 13 through 23	212,174.11	160,739.96		41,123.60
	25	Contributions, gifts, grants paid	339,198.00			339,198.00
	26	**Total expenses and disbursements** Add lines 24 and 25	551,372.11	160,739.96		380,321.60
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	640,375.77			
	b	**Net investment income** (if negative, enter -0-)		1,031,007.92		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

ENVELOPE POSTMARK DATE OCT 12 2013

SCANNED OCT 28 2013

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OGDEN, UT

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

90.14

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		24,434.47	3,571.96	3,571.96
	2	Savings and temporary cash investments		1,112,197.49	717,515.27	717,515.27
	3	Accounts receivable ▶	14,297.38			
		Less allowance for doubtful accounts ▶		6,631.85	14,297.38	14,297.38
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations	Stmt 9	51,896.10	51,896.10	57,217.50
	b	Investments - corporate stock	Stmt 10	3,149,184.34	4,199,225.56	4,754,179.12
	c	Investments - corporate bonds	Stmt 11	228,467.75	228,467.75	245,631.00
	11	Investments - land, buildings, and equipment basis ▶	401,100.40			
		Less: accumulated depreciation Stmt 12▶	175.00	402,934.10	400,925.40	1,556,600.00
	12	Investments - mortgage loans				
	13	Investments - other	Stmt 13	34,023.00	34,023.00	1,593,942.11
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶ Schedule 6)		1.00	1.00	1.00
	16	**Total assets** (to be completed by all filers)		5,009,770.10	5,649,923.42	8,942,955.34
Liabilities	17	Accounts payable and accrued expenses		2,812.53	2,590.08	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		2,812.53	2,590.08	
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		1,091,276.98	1,091,276.98	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds		3,915,680.59	4,556,056.36	
	30	**Total net assets or fund balances**		5,006,957.57	5,647,333.34	
	31	**Total liabilities and net assets/fund balances**		5,009,770.10	5,649,923.42	

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	5,006,957.57
2	Enter amount from Part I, line 27a	2	640,375.77
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	5,647,333.34
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,647,333.34

Gene Conley Foundation
80171000

75-2224430

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	See Attached Statement			
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	1,575,872.36		1,365,006.00	210,866.36

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				210,866.36

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 } 2 210,866.36

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)
If (loss), enter -0- in Part I, line 8 . } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	352,407.44	7,665,113.20	.045976
2010	327,130.98	7,196,626.29	.045456
2009	273,129.55	6,700,579.45	.040762
2008	251,932.08	5,800,171.21	.043435
2007	221,307.29	5,443,518.68	.040655

2	Total of line 1, column (d)	2	.216284
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	.043257
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,022,308.78
5	Multiply line 4 by line 3	5	347,021.01
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,310.08
7	Add lines 5 and 6	7	357,331.09
8	Enter qualifying distributions from Part XII, line 4	8	380,321.60

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	10,310.08
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	0.00
3	Add lines 1 and 2			3	10,310.08
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.00
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,310.08
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,720.00		
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	7,720.00
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	2,590.08
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0.00 **(2)** On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ Wells Fargo Bank, N.A. Telephone no ▶ (940)766-8312

Located at ▶ 2301 Kell Boulevard, Wichita Falls, TX ZIP+4 ▶ 76308-1041

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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 ▶ ____ , ____ , ____ , ____			
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 2012 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 2012)* N/A	3b		
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 2012?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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** No: 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? N/A **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.

(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
Schedule 10	0.00	121444.38	0.00	0.00
Schedule 10	0.00	6,600.00	0.00	0.00

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.00

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	4,779,006.17
b	Average of monthly cash balances			1b	569,046.97
c	Fair market value of all other assets			1c	2,796,422.78
d	**Total** (add lines 1a, b, and c)			1d	8,144,475.92
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00		
2	Acquisition indebtedness applicable to line 1 assets			2	0.00
3	Subtract line 2 from line 1d			3	8,144,475.92
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	122,167.14
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	8,022,308.78
6	**Minimum investment return.** Enter 5% of line 5			6	401,115.44

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	401,115.44
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,310.08		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,310.08
3	Distributable amount before adjustments Subtract line 2c from line 1			3	390,805.36
4	Recoveries of amounts treated as qualifying distributions			4	0.00
5	Add lines 3 and 4			5	390,805.36
6	Deduction from distributable amount (see instructions)			6	0.00
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	390,805.36

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	380,321.60
b	Program-related investments - total from Part IX-B	1b	0.00
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	380,321.60
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	10,310.08
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	370,011.52

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				390,805.36
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			339,194.22	
b Total for prior years ______, ______, ______		0.00		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 380,321.60				
a Applied to 2011, but not more than line 2a			339,194.22	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				41,127.38
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				349,677.98
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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 of the person to whom applications should be addressed

See Statement 14

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 *Paid during the year*				
Schedule 5	None	Public	Various	339,198.00
Total			▶ 3a	339,198.00
b *Approved for future payment* None				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	134,077.65	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	23,488.00	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	819,029.87	
8 Gain or (loss) from sales of assets other than inventory			18	210,866.36	
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)		0.00		1,187,461.88	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,187,461.88

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

Part XVII 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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Laurie A Stenbeck VP 9-30-13 ▶ Laurie Stenbeck Vice President & Fiduciary Tax Manager

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Mac Cannedy	Mac Cannedy	9/25/13		P00123468
Firm's name ▶ Freemon, Shapard & Story			Firm's EIN ▶ 75-0706311	
Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381			Phone no (940)322-4436	

2012 DEPRECIATION AND AMORTIZATION REPORT

Farm Rental - Hardeman County, TX RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Land & Improvements	031687	L			400925.40			400925.40			0.00
2	Stock Tank	112189	200DB	7.00	17	175.00			175.00	175.00		0.00
	* Total 990-PF Rental Depr					401100.40		0.00	401100.40	175.00	0.00	0.00

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Gene Conley Foundation
80171000

Continuation for 990-PF, Part IV
75-2224430 Page 1 of 1

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	Short Term - Sch. 3	P	Various	Various
b	Long Term - Sch. 3	P	Various	Various
c	Easement - Sch.3	P	Various	Various
d	From Partnerships - Sch. 3	P	Various	Various
e	From Partnerships - Sch. 3	P	Various	Various
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	321,667.53		329,610.80	<7,943.27>
b	1,216,639.45		1,029,315.00	187,324.45
c	19,345.00		3,943.20	15,401.80
d			1,146.80	<1,146.80>
e			990.20	<990.20>
f	18,220.38			18,220.38
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<7,943.27>
b				187,324.45
c				15,401.80
d				<1,146.80>
e				<990.20>
f				18,220.38
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	210,866.36
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	152,298.03	18,220.38	134,077.65
Total to Fm 990-PF, Part I, ln 4	152,298.03	18,220.38	134,077.65

Form 990-PF Rental Income Statement 2

Kind and Location of Property	Activity Number	Gross Rental Income
Farm Rental - Hardeman County, TX	1	27,774.00
Total to Form 990-PF, Part I, line 5a		27,774.00

Form 990-PF Rental Expenses Statement 3

Description	Activity Number	Amount	Total
Farm rental - Ad valorem taxes		3,919.50	
Farm rental - Insurance		256.50	
Farm rental - Other		110.00	
- SubTotal -	1		4,286.00
Total rental expenses			4,286.00
Net rental Income to Form 990-PF, Part I, line 5b			23,488.00

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Gross oil & gas royalties - Hardeman County, Tx	770,973.88	770,973.88	
Other income	4,802.99	4,802.99	
Easement damages	38,790.00	38,790.00	
From partnerships	4,463.00	4,463.00	
Total to Form 990-PF, Part I, line 11	819,029.87	819,029.87	

Form 990-PF Legal Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees - Administrative	1,144.20	1,144.20		0.00
To Fm 990-PF, Pg 1, ln 16a	1,144.20	1,144.20		0.00

Form 990-PF Accounting Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees - Tax return preparation	5,087.50	5,087.50		0.00
Accounting fees - Charitable distribution planning	4,162.50	0.00		4,162.50
To Form 990-PF, Pg 1, ln 16b	9,250.00	5,087.50		4,162.50

Form 990-PF Taxes Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise	10,310.55	0.00		0.00
Royalties - Gross production	26,942.91	26,942.91		0.00
Royalties - Ad valorem	28,030.63	28,030.63		0.00
Foreign	2,286.56	2,286.56		0.00
Farm Rental - Ad valorem	3,919.50	3,919.50		0.00
To Form 990-PF, Pg 1, ln 18	71,490.15	61,179.60		0.00

Form 990-PF Other Expenses Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farm rental - Insurance	256.50	256.50		0.00
Farm rental - Other	110.00	110.00		0.00
Miscellaneous	443.88	443.88		0.00
From partnerships	1,435.00	1,435.00		0.00
To Form 990-PF, Pg 1, ln 23	2,245.38	2,245.38		0.00

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 6	X		51,896.10	57,217.50
Total U.S. Government Obligations			51,896.10	57,217.50
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			51,896.10	57,217.50

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Schedule 6	4,199,225.56	4,754,179.12
Total to Form 990-PF, Part II, line 10b	4,199,225.56	4,754,179.12

Form 990-PF Corporate Bonds Statement 11

Description	Book Value	Fair Market Value
Schedule 6	228,467.75	245,631.00
Total to Form 990-PF, Part II, line 10c	228,467.75	245,631.00

Form 990-PF Depreciation of Assets Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land & Improvements	400,925.40	0.00	400,925.40
Stock Tank	175.00	175.00	0.00
Total to Fm 990-PF, Part II, ln 11	401,100.40	175.00	400,925.40

Gene Conley Foundation 80171000 75-2224430

Form 990-PF Other Investments Statement 13

Description	Valuation Method	Book Value	Fair Market Value
Schedule 6	FMV	34,023.00	1,593,942.11
Total to Form 990-PF, Part II, line 13		34,023.00	1,593,942.11

Form 990-PF Grant Application Submission Information Statement 14
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

J. Scott Tucker, Vice President, Wells Fargo Bank, N.A.
2301 Kell Boulevard
Wichita Falls, TX 76308

Telephone Number

(940)766-8312

Form and Content of Applications

See copy of Grant Application which must be used(no substitutions), attached as Exhibit 15A to this statement.

Any Submission Deadlines

Annually by May 1; Awards granted mid-year.

Restrictions and Limitations on Awards

The purpose of each grant must preferably serve a substantial constituency of North Texas. Each grant must be used to render services primarily for medical care, general care, the arts, or science education of persons age 18 or younger, preferably for direct client services.

Private Client Services
2301 Kell Boulevard
P.O Box 9129
Wichita Falls, TX 76308
940 766-8301
940 766-8303 Fax

Statement 15A

The Gene Conley Foundation
Wells Fargo Bank, N.A.
Private Client Services
P. O. Box 9129
Wichita Falls, Texas 76308
(940) 766-8312

Grant Application

<u>DEADLINE - MAY 1ST</u>: Grant Applications must be received by the Foundation by May 1st or the preceding business day if May 1st is on a weekend. *Questions must be answered using this <u>original</u> form and in the spaces allocated. Continuation sheets and/or attachments will not be accepted. Computer substitutions are not acceptable.*

Please mail applications to the above address or deliver to the Gene Conley Foundation at Wells Fargo Bank, 2301 Kell Boulevard, Wichita Falls, Texas. *Faxes will not be accepted. Please provide the original <u>and</u> 8 copies of the application and all enclosures for a total of 9 sets. Please use only 3-hole-punched letter-size paper. Also, please do not use staples, clips, binders, folders, envelopes, etc., as all applications and enclosures will be put into a large three-ring binder.*

The purpose of each grant must preferably serve a constituency in the North Texas area. Additionally, each grant must be used to render services primarily for medical care, general care or the education of persons ages 18 or younger. *The Gene Conley Foundation prefers to provide funding for direct client services. Funding for successive years should not be assumed by grant applicants.*

Funds for grants will be distributed each year by approximately July 31st.

Successful grant applicants will be required to certify to the Foundation, in writing, that the grant was used for the purposes as stated in the Grant Application.

---

1. Legal name of organization______________________________

2. Street Address______________________________
   City________________ State______ Zip________
   Phone number______________ Fax number______________
   e-mail address______________________________

3. Date organization established___________ Tax ID #___________

4. Person to contact regarding grant application:
   Name________________ Title________________
   Phone number______________ Fax number______________
   e-mail address______________________________

5. Organization's mission statement ______________________________

6. Description of organization ______________________________

7. Amount requested $______________

8. Requested funds will be used for ______________________________

9. Budget information for project for which funds requested - please enclose.

10. Funds currently committed for project ______________________________

11. Others requested to support project ______________________________

12. Geographic area to be served with requested funds________________________

13. Population to be served by project and number of people expected to benefit from project________________________

14. How will funding for project continue beyond the grant funding?________________

15. How will organization publicly recognize the Conley Foundation for the grant?

16. Outstanding debt $______________
Annual debt service $_____________
Plans to reduce/eliminate debt ________________________

17. Endowment assets $______________
Amount available for annual distribution $_______________
Restrictions on endowment distributions ________________________

18. Enclosures with the application must include:

- Copy of 501(c)(3) letter from Internal Revenue Service
- Copy of most current IRS Form 990 (if required to file)
- List of current members of Board of Directors and corporate officers
- Copy of current year's interim financial statements, including balance sheet and income statement
- Copy of previous year's audited financial statements, including:
    Statement of Financial Condition (Balance Sheet)
    Statement of Resources and Expenditures (Income Statement)
- Budget information for project for which funds requested

19. Changes in Funding & Data:

Please advise the Gene Conley Foundation in writing, together with documentation, of any changes in funding or data received, from any source, toward the specific grant project. These changes must be received by June 30th or the preceding business day if June 30th is on a weekend. Such data changes may include, but are not limited to, audited financial statements and the Form 990. Please submit the original and 8 copies of any written notices and documentation, again using 3-hole punched letter-size paper.

The enclosed information is correct to the best of my knowledge and belief in support of this grant application which has been authorized by the Board of Directors of this organization. I also affirm that no change has occurred in the exempt status, purpose, character or method of operation of the organization subsequent to the issuance of its IRS letter advising that the applicant is a tax-exempt charitable entity.

Executive Director	Board Chairperson
Date__________________________	Date__________________________
Signature______________________	Signature______________________
Printed Name___________________	Printed Name___________________

Schedule 1

REVENUE AND EXPENSES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

REVENUE				
Dividends and interest from securities - Sch. 2				$ 134,077.65
Gross rents. Farm Rental - Hardeman County, Texas				27,774 00
Less: Ad valorem taxes		$ 3,919 50		
Insurance		256.50		
Other		110 00	$ 4,286 00	
Net rental income			$ 23,488 00	
Net gain (loss) from sale of assets - Sch. 3				210,866 36
Other income:				
Gross oil & gas royalties - Hardeman County, Texas - Sch 4			$ 770,973.88	
Other income			4,802 99	
Easement damages			38,790.00	
From partnerships:				
Alphametrix Managed Futures III LLC		$ (102.00)		
Partners Group Private Equity (TEI), LLC		4,565.00	4,463.00	819,029.87
Total revenue				$ 1,191,747.88
EXPENSES				
Compensation of officers and directors - Sch 10			$ 128,044.38	
Legal fees			1,144 20	
Accounting fees			9,250.00	
Taxes:				
Excise		$ 10,310 55		
Royalties - gross production		26,942 91		
Royalties - ad valorem		28,030 63		
Foreign		2,286 56		
Farm rental - ad valorem		3,919 50	71,490.15	
Other				
Farm rental - insurance		$ 256 50		
Farm rental - other		110 00		
Miscellaneous		443 88		
From partnerships				
Alphametrix Managed Futures III LLC	$ 1 00			
Partners Group Private Equity (TEI), LLC	1,434 00	1,435 00	2,245 38	
Contributions - Sch 5			339,198 00	551,372 11
Excess of revenues over expenses				$ 640,375 77

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

	Totals	Ordinary Income	Long Term Capital Gain Distributions
DIVIDENDS			
Aflac	$ 522 40	$ 522 40	$
Aberdeen Emerg Markets	1,640 13	1,640 13	
Abbott Laboratories	619 02	619 02	
Anheuser-Busch Inbev Spn Adr	616 31	616 31	
Apache	154 17	154 17	
Apple Computer	445 20	445 20	
Artio Global High Income	14,618 54	14,606 82	11 72
Artisan International Fund	1,498 93	1,498 93	
ASGI Agility Income Fund	10,830 32	8,203 97	2,626 35
ASGI Mesirow Insight Fund, LLC	1,866 68		1,866 68
Baker Hughes	50 25	50 25	
Bank of America	3 31		3 31
Bank of New York Mellon	59 15	59 15	
Boeing	297 00	297 00	
BHP Billiton Limited	448 00	448 00	
CB Richard Ellis Realty Trust	853 50	853 50	
CVS/Caremark	300 32	300 32	
Capital One Financial	64.00	64 00	
Carnival	81 25	81 25	
Celanese Corp	71 40	71 40	
Chevron	891 00	891 00	
Cisco Systems	585 08	585 08	
CME Group	825 00	825 00	
Comcast	467 24	467 24	
ConocoPhillips	138 60	138 60	
Cooper Industries	374 15	374 15	
Diageo PLC Spon Adr New	540 89	540 89	
Ecolab	60 00	60 00	
Federated Treas Obl Fund	55 84	55 84	
Gateway Fund	1,002 55	1,002 55	
Goldman Sachs Group	170 40	170 40	
Harsco	52 28	52 28	
Hewlett Packard	157 20	157 20	
Intel Corp	648 90	648 90	
Ishares Barclays Aggregate Bond Fund	6,265 49	6,189 30	76 19
Ishares Iboxx Inv Gr Corp Bd Fd	9,021 40	9,003 13	18 27
Ishares Tr Cohen & Steers Realty	1,972 14	1,972 14	
Ishares MSCI Eafe	6,910 59	6,910 59	
Ishares Tr MSCI Emerging Markets	814 93	814 93	
Ivy Asset Strategy Fund CL I	1,498 11	1,498 11	
JP Morgan Chase & Co	684 00	684 00	
Johnson & Johnson	168 15	168 15	
Johnson Controls	422 40	422 40	
Kraft Foods	95 70	95 70	
Merger Fd Sh Ben Int	1,434 48	1,434 48	
Microsoft Corp	501 95	501 95	
Morgan Stanley	13 75	13 75	
Nestle SA Registered Shares	665 36	665 36	
Novartis Ag	533 66	533 66	
Oakmark Intl Fund	2,896 47	2,896 47	
Oracle	219 60	219 60	
Pimco Foreign Bond Fund	6,282 15	5,960 78	321 37

-2 Sch 2 - Cont'd - Gene Conley Foundation - Year 2012

	Totals	Ordinary Income	Long Term Capital Gain Distributions
Pimco Emerging Local Bond Is	5,168 84	5,168 84	
Plum Creek Timber	627 90		627 90
Procter & Gamble	78 75	78 75	
Quest Diagnostics	36 55	36 55	
Royce Premier Fund W Class	11,221 52	2,230 25	8,991 27
Schlumberger Ltd	252 63	252 63	
Spdr DJ Wilshire International Real	3,855 51	3,855 51	
Spdr S&P Midcap 400 ETF Trust	3,141 53	3,141 53	
TJX Cos Inc New	157 32	157 32	
Target Corp	510 00	510 00	
T Rowe Price Short Term Bond Fund	1,987 37	1,987 37	
Templeton Global Bond Fund	21,187 40	17,510 08	3,677 32
Teva Pharmaceutical Industries	352 66	352 66	
Thermo Fisher Scientific	124 80	124 80	
3M Co	398 25	398 25	
Total Fina Elf SA Adr	267 53	267 53	
Tractor Supply	51 60	51 60	
US Bancorp	394 89	394 89	
Union Pacific	324 00	324 00	
United Healthgroup	320 00	320 00	
United Parcel Service	384 75	384 75	
Vanguard Emerging Markets	2,464 87	2,464 87	
Vanguard Reit Viper	1,031 92	1,031 92	
Visa Inc	36 30	36 30	
Vodafone Group Plc	1,067 05	1,067 05	
Walt Disney Co	728 25	728 25	
Totals - Dividends	$ 137,581 53	$ 119,361 15	$ 18,220 38
INTEREST			
Corporate interest			
Berkshire Hathaway	$ 2,425 00	$ 2,425 00	$
Boeing	2,900 00	2,900 00	
Caterpillar Finl Svcs	4,387 50	4,387 50	
El Du Pont De Nemo	2,500 00	2,500 00	
Totals - Corporate interest	$ 12,212 50	$ 12,212 50	$
U S government interest			
Federal National Mortgage Assn	$ 2,500 00	$ 2,500 00	$
Totals - U S government interest	$ 2,500 00	$ 2,500 00	$
Other interest from partnerships:			
Alphametrix Managed Futures III LLC	$ 1 00	$ 1 00	$
Partners Group Private Equity (TEI), LLC	3 00	3 00	
Totals - Partnership interest	$ 4 00	$ 4 00	$
Totals - Interest	$ 14,716 50	$ 14,716 50	$
Totals - Dividends and interest	$ 152,298 03	$ 134,077 65	$ 18,220 38

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

Description	Face/ Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Short term·						
From Wells Fargo Account 80171000				$ 321,667 53	$ 329,610 80	$ (7,943 27)
From partnerships:						
Alphametrix Managed Futures III LLC						(488 00)
Alphametrix Managed Futures III LLC -Section 1256						(658.80)
Total - Short Term				$ 321,667.53	$ 329,610.80	$ (9,090.07)
Long term:						
From Wells Fargo Account 80171000				$1,216,639.45	$ 1,029,315 00	$ 187,324 45
Easement				19,345 00	3,943 20	15,401.80
From partnerships:						
Alphametrix Managed Futures III LLC						(2.00)
Alphametrix Managed Futures III LLC -Section 1256						(988.20)
Capital gain distributions - Sch. 2						18,220.38
Totals - Long term				$1,235,984 45	$ 1,033,258.20	$ 219,956.43
Totals - Combined				$1,557,651 98	$ 1,362,869.00	$ 210,866.36

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Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		02/28/12	40	1,872 76					
Acq		11/08/06	40	1,872.76	1,801.97	1,801 97	70.79	70 79	L
			Total for 2/28/2012		1,801.97	1,801.97	70.79	70.79	
002824100	ABBOTT LABORATORIES								
Sold		06/07/12	67	4,110.48					
Acq		07/08/09	67	4,110.48	3,092 60	3,092.60	1,017 88	1,017 88	L
			Total for 6/7/2012		3,092.60	3,092.60	1,017.88	1,017 88	
002824100	ABBOTT LABORATORIES								
Sold		07/05/12	192	12,441.39					
Acq		07/08/09	192	12,441 39	8,862.37	8,862 37	3,579.02	3,579 02	L
			Total for 7/5/2012		8,862.37	8,862.37	3,579.02	3,579.02	
002824100	ABBOTT LABORATORIES								
Sold		11/07/12	221	14,283 15					
Acq		02/28/12	170	10,987.04	9,672.92	9,672.92	1,314 12	1,314 12	S
Acq		07/08/09	51	3,296.11	2,354.07	2,354.07	942 04	942 04	L
			Total for 11/7/2012		12,026.99	12,026.99	2,256.16	2,256 16	
03524A108	ANHEUSER-BUSCH INBEV SPN ADR								
Sold		07/05/12	52	4,079.54					
Acq		02/28/12	52	4,079.54	3,476.19	3,476.19	603 35	603 35	S
			Total for 7/5/2012		3,476 19	3,476.19	603 35	603.35	
03524A108	ANHEUSER-BUSCH INBEV SPN ADR								
Sold		11/15/12	75	6,185.92					
Acq		02/28/12	75	6,185 92	5,013 74	5,013.74	1,172 18	1,172.18	S
			Total for 11/15/2012		5,013.74	5,013 74	1,172.18	1,172.18	
037833100	APPLE COMPUTER INC COM								
Sold		02/28/12	15	7,968.15					
Acq		06/29/07	15	7,968.15	1,844 55	1,844 55	6,123 60	6,123.60	L
			Total for 2/28/2012		1,844.55	1,844 55	6,123.60	6,123 60	
037833100	APPLE COMPUTER INC COM								
Sold		04/11/12	16	9,998.65					
Acq		07/08/09	16	9,998.65	2,176.48	2,176.48	7,822 17	7,822.17	L
			Total for 4/11/2012		2,176 48	2,176.48	7,822 17	7,822 17	
04314H204	ARTISAN INTERNATIONAL FUND 661								
Sold		02/27/12	1939.839	43,529.99					
Acq		04/16/10	1939 839	43,529 99	39,339 93	39,339 93	4,190 06	4,190 06	L
			Total for 2/27/2012		39,339.93	39,339.93	4,190 06	4,190 06	
057224107	BAKER HUGHES INC								
Sold		02/28/12	335	17,121.88					
Acq		04/16/10	335	17,121 88	16,049 38	16,049 38	1,072 50	1,072 50	L
			Total for 2/28/2012		16,049 38	16,049 38	1,072 50	1,072 50	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
064058100	THE BANK OF NEW YORK MELLON CORP.								
Sold		02/28/12	455	10,091.76					
Acq		04/16/10	110	2,439.77	3,488 90	3,488 90	-1,049.13	-1,049.13	L
Acq		07/08/09	120	2,661.56	3,276 98	3,276 98	-615.42	-615 42	L
Acq		05/01/08	225	4,990 43	10,118 86	10,118 86	-5,128 43	-5,128.43	L
			Total for 2/28/2012		16,884.74	16,884 74	-6,792.98	-6,792.98	
126650100	CVS/CAREMARK CORPORATION								
Sold		03/12/12	194	8,802.56					
Acq		07/25/06	41.75	1,894.37	1,334.25	1,334 25	560.12	560.12	L
Acq		07/25/06	37.25	1,690.18	1,215 84	1,215.84	474 34	474.34	L
Acq		07/08/09	30	1,361 22	931.75	931 75	429 47	429 47	L
Acq		01/23/08	35	1,588 09	1,290 45	1,290 45	297.64	297.64	L
Acq		02/28/12	50	2,268.70	2,237.50	2,237 50	31 20	31.20	S
			Total for 3/12/2012		7,009.79	7,009.79	1,792.77	1,792.77	
143658300	CARNIVAL CORP								
Sold		02/28/12	325	9,695 06					
Acq		07/08/09	325	9,695.06	7,916.42	7,916 42	1,778 64	1,778.64	L
			Total for 2/28/2012		7,916.42	7,916.42	1,778.64	1,778.64	
20030N101	COMCAST CORP CLASS A								
Sold		02/28/12	160	4,657 53					
Acq		08/10/07	30	873 29	766.80	766 80	106.49	106.49	L
Acq		07/25/06	5	145.55	108 74	108.74	36.81	36.81	L
Acq		06/29/07	125	3,638.70	3,527 50	3,527 50	111 20	111 20	L
			Total for 2/28/2012		4,403.04	4,403 04	254 49	254.49	
20030N101	COMCAST CORP CLASS A								
Sold		08/16/12	60	2,045 35					
Acq		08/10/07	60	2,045 35	1,533.60	1,533 60	511.75	511 75	L
			Total for 8/16/2012		1,533 60	1,533 60	511.75	511 75	
20825C104	CONOCOPHILLIPS								
Sold		02/28/12	20	1,535.17					
Acq		07/08/09	20	1,535.17	782.56	782 56	752 61	752 61	L
			Total for 2/28/2012		782 56	782 56	752 61	752 61	
20825C104	CONOCOPHILLIPS								
Sold		04/16/12	190	14,081 38					
Acq		07/08/09	190	14,081 38	7,434 36	7,434 36	6,647 02	6,647 02	L
			Total for 4/16/2012		7,434.36	7,434.36	6,647 02	6,647 02	
25243Q205	DIAGEO PLC - ADR								
Sold		02/28/12	60	5,720 89					
Acq		07/08/09	60	5,720 89	3,378 88	3,378 88	2,342 01	2,342 01	L
			Total for 2/28/2012		3,378.88	3,378 88	2,342 01	2,342 01	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
25243Q205	DIAGEO PLC - ADR								
Sold		11/15/12	20	2,282.16					
Acq		04/16/10	20	2,282.16	1,418 60	1,418 60	863.56	863 56	L
			Total for 11/15/2012		1,418.60	1,418.60	863.56	863.56	
254687106	WALT DISNEY CO								
Sold		08/16/12	40	2,010 41					
Acq		05/13/08	40	2,010 41	1,389 60	1,389 60	620.81	620.81	L
			Total for 8/16/2012		1,389 60	1,389.60	620 81	620.81	
268648102	E M C CORP MASS								
Sold		02/28/12	45	1,260.42					
Acq		07/08/09	45	1,260.42	563.33	563.33	697.09	697.09	L
			Total for 2/28/2012		563.33	563 33	697.09	697 09	
278865100	ECOLAB INC								
Sold		02/28/12	300	18,422 69					
Acq		04/16/10	35	2,149 31	1,578.85	1,578 85	570.46	570.46	L
Acq		01/23/08	10	614 09	448 80	448.80	165.29	165.29	L
Acq		08/10/07	5	307.04	209.40	209.40	97.64	97.64	L
Acq		06/29/07	160	9,825.43	6,882.61	6,882.61	2,942.82	2,942.82	L
Acq		07/08/09	90	5,526 81	3,393 90	3,393.90	2,132.91	2,132.91	L
			Total for 2/28/2012		12,513.56	12,513.56	5,909.13	5,909.13	
337738108	FISERV INC								
Sold		02/28/12	250	16,647.58					
Acq		07/08/09	250	16,647.58	11,042 05	11,042.05	5,605 53	5,605.53	L
			Total for 2/28/2012		11,042.05	11,042.05	5,605 53	5,605.53	
367829884	GATEWAY FUND - Y 1986								
Sold		02/27/12	6319.702	169,999 99					
Acq		04/16/10	6319 702	169,999.99	161,784 36	161,784 36	8,215.63	8,215.63	L
			Total for 2/27/2012		161,784 36	161,784.36	8,215.63	8,215.63	
375558103	GILEAD SCIENCES INC								
Sold		09/25/12	50	3,378 42					
Acq		02/28/12	50	3,378 42	2,317 00	2,317.00	1,061 42	1,061 42	S
			Total for 9/25/2012		2,317 00	2,317.00	1,061.42	1,061.42	
413838202	OAKMARK INTERNATIONAL FD 109								
Sold		02/27/12	1925 753	37,090.01					
Acq		04/16/10	1925 753	37,090.01	34,913 90	34,913 90	2,176.11	2,176 11	L
			Total for 2/27/2012		34,913 90	34,913 90	2,176 11	2,176 11	
415864107	HARSCO CORP								
Sold		02/28/12	255	5,760.37					
Acq		07/08/09	255	5,760 37	6,896 83	6,896 83	-1,136.46	-1,136 46	L
			Total for 2/28/2012		6,896 83	6,896 83	-1,136.46	-1,136 46	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR

Trust Year Ending 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
428236103	HEWLETT PACKARD CO								
Sold		08/31/12	450	7,587 91					
Acq		07/08/09	280	4,721 37	10,404.27	10,404.27	-5,682 90	-5,682 90	L
Acq		11/24/08	85	1,433.27	2,993.91	2,993.91	-1,560.64	-1,560 64	L
Acq		02/28/12	85	1,433.27	2,234 65	2,234 65	-801.38	-801.38	S
			Total for 8/31/2012		15,632.83	15,632 83	-8,044 92	-8,044.92	
464285105	ISHARES GOLD TRUST								
Sold		01/31/12	5100	16 99					
Acq		01/01/01	5100	16.99	6.55	6 55	10.44	10 44	L
			Total for 1/31/2012		6.55	6.55	10.44	10 44	
464285105	ISHARES GOLD TRUST								
Sold		02/27/12	2890	49,736.00					
Acq		10/14/08	2890	49,736.00	24,018.53	24,018.53	25,717 47	25,717 47	L
			Total for 2/27/2012		24,018.53	24,018 53	25,717.47	25,717.47	
464285105	ISHARES GOLD TRUST								
Sold		02/29/12	5100	16.85					
Acq		01/01/01	5100	16 85	6.61	6.61	10 24	10.24	L
			Total for 2/29/2012		6.61	6.61	10.24	10.24	
464285105	ISHARES GOLD TRUST								
Sold		03/30/12	3145	10.96					
Acq		01/01/01	3145	10 96	7 13	7.13	3 83	3.83	L
			Total for 3/30/2012		7.13	7.13	3.83	3 83	
464285105	ISHARES GOLD TRUST								
Sold		04/30/12	3145	10 37					
Acq		01/01/01	3145	10.37	6.78	6.78	3.59	3.59	L
			Total for 4/30/2012		6.78	6.78	3 59	3.59	
464285105	ISHARES GOLD TRUST								
Sold		05/31/12	3145	10.45					
Acq		01/01/01	3145	10.45	7 09	7.09	3 36	3.36	L
			Total for 5/31/2012		7.09	7.09	3 36	3.36	
464285105	ISHARES GOLD TRUST								
Sold		06/29/12	3145	9.94					
Acq		01/01/01	3145	9.94	6.78	6 78	3 16	3.16	L
			Total for 6/29/2012		6.78	6 78	3 16	3 16	
464285105	ISHARES GOLD TRUST								
Sold		07/31/12	3145	10 29					
Acq		01/01/01	3145	10.29	7.02	7 02	3 27	3 27	L
			Total for 7/31/2012		7 02	7 02	3 27	3 27	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464285105	ISHARES GOLD TRUST								
Sold		08/31/12	3145	10.32					
Acq		01/01/01	3145	10.32	6.61	6.61	3.71	3.71	L
			Total for 8/31/2012		6.61	6 61	3 71	3.71	
464285105	ISHARES GOLD TRUST								
Sold		09/28/12	3145	10.56					
Acq		01/01/01	3145	10 56	6.44	6 44	4.12	4.12	L
			Total for 9/28/2012		6 44	6 44	4 12	4.12	
464285105	ISHARES GOLD TRUST								
Sold		10/31/12	3145	11.18					
Acq		01/01/01	3145	11.18	7.09	7 09	4.09	4.09	L
			Total for 10/31/2012		7.09	7.09	4.09	4 09	
464285105	ISHARES GOLD TRUST								
Sold		11/30/12	3145	10.63					
Acq		01/01/01	3145	10.63	6.72	6.72	3 91	3 91	L
			Total for 11/30/2012		6.72	6.72	3.91	3.91	
464285105	ISHARES GOLD TRUST								
Sold		12/31/12	3145	10 86					
Acq		01/01/01	3145	10 86	6.99	6.99	3.87	3.87	L
			Total for 12/31/2012		6.99	6 99	3.87	3.87	
464286657	ISHARES MSCI BRIC INDEX FUND								
Sold		02/27/12	540	23,473.42					
Acq		04/16/10	540	23,473.42	25,212.55	25,212 55	-1,739 13	-1,739.13	L
			Total for 2/27/2012		25,212 55	25,212 55	-1,739 13	-1,739.13	
464287200	ISHARES S & P 500 INDEX FUND								
Sold		02/27/12	125	17,234.69					
Acq		10/14/11	125	17,234.69	15,261.19	15,261.19	1,973.50	1,973.50	S
			Total for 2/27/2012		15,261.19	15,261 19	1,973.50	1,973.50	
464287234	ISHARES TR MSCI EMERGING MARKETS								
Sold		10/03/12	6165	256,026 71					
Acq		02/27/12	6165	256,026.71	270,704.53	270,704.53	-14,677 82	-14,677.82	S
			Total for 10/3/2012		270,704.53	270,704 53	-14,677 82	-14,677 82	
464287465	ISHARES MSCI EAFE								
Sold		02/27/12	515	28,298.79					
Acq		02/11/04	20	1,098 98	952 00	952 00	146 98	146 98	L
Acq		05/06/04	495	27,199 81	23,027 40	23,027 40	4,172 41	4,172 41	L
			Total for 2/27/2012		23,979.40	23,979 40	4,319 39	4,319 39	
464287804	ISHARES TR SMALLCAP 600 INDEX FD								
Sold		02/27/12	1630	123,731 89					
Acq		07/08/09	1630	123,731 89	68,344 00	68,344 00	55,387 89	55,387 89	L
			Total for 2/27/2012		68,344.00	68,344 00	55,387 89	55,387 89	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
466001864	IVY ASSET STRATEGY FUND CLASS I 473								
	Sold	02/27/12	7229.387	185,000.01					
	Acq	04/16/10	7229.387	185,000 01	165,336 08	165,336.08	19,663.93	19,663.93	L
			Total for 2/27/2012		165,336 08	165,336 08	19,663.93	19,663.93	
478160104	JOHNSON & JOHNSON								
	Sold	02/28/12	295	19,174.68					
	Acq	01/23/08	15	974.98	953 85	953.85	21.13	21 13	L
	Acq	06/29/07	45	2,924 95	2,773.35	2,773 35	151.60	151 60	L
	Acq	07/25/06	40	2,599 96	2,476 00	2,476 00	123.96	123.96	L
	Acq	10/09/03	100	6,499.89	4,938.00	4,938.00	1,561 89	1,561 89	L
	Acq	07/08/09	95	6,174 90	5,421 65	5,421.65	753 25	753 25	L
			Total for 2/28/2012		16,562.85	16,562.85	2,611.83	2,611 83	
50075N104	KRAFT FOODS INC								
	Sold	02/28/12	330	12,536 50					
	Acq	04/16/10	330	12,536.50	10,120.74	10,120.74	2,415 76	2,415.76	L
			Total for 2/28/2012		10,120.74	10,120.74	2,415 76	2,415.76	
594918104	MICROSOFT CORP								
	Sold	02/28/12	165	5,220.52					
	Acq	06/29/07	165	5,220.52	4,859.25	4,859 25	361.27	361.27	L
			Total for 2/28/2012		4,859.25	4,859 25	361.27	361 27	
617446448	MORGAN STANLEY								
	Sold	02/28/12	275	5,145 18					
	Acq	04/16/10	275	5,145.18	8,147.95	8,147.95	-3,002 77	-3,002.77	L
			Total for 2/28/2012		8,147 95	8,147.95	-3,002.77	-3,002 77	
641069406	NESTLE S A. REGISTERED SHARES - ADR								
	Sold	02/28/12	105	6,490.98					
	Acq	07/08/09	105	6,490.98	3,952.20	3,952.20	2,538.78	2,538 78	L
			Total for 2/28/2012		3,952 20	3,952 20	2,538 78	2,538 78	
65339F101	NEXTERA ENERGY INC								
	Sold	02/28/12	215	13,037 38					
	Acq	07/08/09	215	13,037 38	11,697.83	11,697.83	1,339 55	1,339 55	L
			Total for 2/28/2012		11,697.83	11,697.83	1,339 55	1,339 55	
722005667	PIMCO COMMODITY REAL RET STRAT-I45								
	Sold	02/27/12	29120 198	207,335 81					
	Acq	04/16/10	29120.198	207,335 81	235,000 00	235,000.00	-27,664.19	-27,664 19	L
			Total for 2/27/2012		235,000 00	235,000 00	-27,664.19	-27,664.19	
742718109	PROCTER & GAMBLE CO								
	Sold	02/28/12	150	10,036 33					
	Acq	04/16/10	150	10,036.33	9,448 22	9,448 22	588 11	588.11	L
			Total for 2/28/2012		9,448 22	9,448 22	588 11	588 11	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
74834L100	QUEST DIAGNOSTICS INC								
Sold		01/09/12	215	12,435 38					
Acq		07/08/09	215	12,435.38	12,063.26	12,063 26	372 12	372 12	L
			Total for 1/9/2012		12,063.26	12,063.26	372 12	372 12	
78462F103	SPDR S & P 500 ETF TRUST								
Sold		02/27/12	100	13,739.76					
Acq		01/09/12	100	13,739.76	12,785.99	12,785.99	953 77	953.77	S
			Total for 2/27/2012		12,785.99	12,785 99	953 77	953 77	
872540109	TJX COS INC NEW								
Sold		04/11/12	159	6,289.95					
Acq		02/28/12	159	6,289 95	5,863.90	5,863.90	426.05	426.05	S
			Total for 4/11/2012		5,863.90	5,863 90	426 05	426 05	
892356106	TRACTOR SUPPLY CO COM								
Sold		02/28/12	430	37,492.31					
Acq		06/29/07	70	6,103 40	1,825.25	1,825 25	4,278.15	4,278.15	L
Acq		08/10/07	30	2,615.74	736 35	736 35	1,879 39	1,879.39	L
Acq		01/23/08	10	871.91	152.60	152 60	719 31	719 31	L
Acq		07/25/06	30	2,615.74	679.65	679 65	1,936.09	1,936 09	L
Acq		06/15/06	200	17,438.28	5,115 00	5,115.00	12,323 28	12,323.28	L
Acq		07/08/09	90	7,847 23	1,981.80	1,981.80	5,865.43	5,865.43	L
			Total for 2/28/2012		10,490.65	10,490 65	27,001 66	27,001.66	
89417E109	TRAVELERS COS INC								
Sold		02/28/12	250	14,650.98					
Acq		06/15/06	145	8,497.57	6,316.18	6,316.18	2,181 39	2,181 39	L
Acq		07/25/06	35	2,051 14	1,575.35	1,575.35	475 79	475.79	L
Acq		06/29/07	60	3,516 24	3,207.60	3,207 60	308 64	308.64	L
Acq		08/10/07	10	586 04	506.80	506 80	79 24	79.24	L
			Total for 2/28/2012		11,605 93	11,605 93	3,045 05	3,045 05	
91324P102	UNITEDHEALTH GROUP INC								
Sold		02/28/12	80	4,435.92					
Acq		07/08/09	80	4,435 92	1,935.06	1,935.06	2,500 86	2,500 86	L
			Total for 2/28/2012		1,935 06	1,935 06	2,500 86	2,500 86	
92826C839	VISA INC-CLASS A SHRS								
Sold		02/28/12	165	19,535 66					
Acq		08/07/08	35	4,143.93	2,465 04	2,465 04	1,678 89	1,678.89	L
Acq		07/08/09	130	15,391 73	7,598 27	7,598 27	7,793 46	7,793 46	L
			Total for 2/28/2012		10,063 31	10,063 31	9,472 35	9,472 35	
G24140108	COOPER INDUSTRIES PLC NEW IRELAND								
Sold		02/28/12	135	8,133 61	3,910 13		4,223 48		
Acq		07/08/09	135	8,133 61	3,952 32	3,952 32	4,181 29	4,181 29	L
			Total for 2/28/2012		3,952 32	3,952 32	4,181 29	4,181 29	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2012

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
G24140108	COOPER INDUSTRIES PLC NEW IRELAND								
Sold		11/30/12	205	16,270 02	5,937 60		10,332 42		
Acq		07/08/09	205	16,270 02	6,001.66	6,001 66	10,268 36	10,268.36	L
			Total for 11/30/2012		6,001 66	6,001 66	10,268 36	10,268 36	
G29183103	EATON CORP PLC								
Sold		12/17/12	0.832	43 53					
Acq		11/30/12	0.832	43.53	43 19	43 19	0 34	0 34	S
			Total for 12/17/2012		43.19	43.19	0 34	0.34	
			Total for Account: 80171000		1,359,032 05	1,359,032 05	179,274 93	179,274.93	
							179,381 18		

Total Proceeds:

1,538,306 98

	Fed	State
S/T Gain/Loss	-7,943 27	-7,943 27
L/T Gain/Loss	187,218 20	187,218.20

Schedule 4

OTHER INCOME - OIL & GAS ROYALTIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

	Income	Expenses			
Lease	Gross Sales	Gross Production Taxes	Other Taxes and Fees	Total	Net Income
C G Conley	$ 275,125 78	$ 12,756 77	$ 19,951 24	$ 32,708 01	$ 242,417 77
C G Conley A	97,565 21	4,575 92	1,458 72	6,034 64	91,530.57
C G Conley D	47,728 19	2,231 50		2,231 50	45,496 69
C G Conley B	5,453 68	251 35	702.56	953 91	4,499 77
Ms Betty	154,649 32	7,127 37	5,918 11	13,045 48	141,603 84
Lease	190,451 70				190,451 70
Totals	$ 770,973 88	$ 26,942 91	$ 28,030 63	$ 54,973 54	$ 716,000 34

Schedule 4A

COST DEPLETION

GENE CONLEY FOUNDATION - TIN 75-6032988

Year 2012

	Basis			Accumulated Depletion			
Lease	Balance 01-01-12	Acquired (Retired)	Balance 12-31-12	Reserve 01-01-12	Cost	Credits	Reserve 12-31-12
C G Conley	$ 97,153 92	$	$ 97,153 92	$ 97,153 92	$	$	$ 97,153 92
C G Conley A	8,307 72		8,307.72	8,307.72			8,307 72
C G Conley D	3,165 12		3,165.12	3,165.12			3,165 12
C G Conley B	3,944 16		3,944 16	3,944 16			3,944 16
Ms Betty #3	8,550 00		8,550 00	8,550 00			8,550 00
Totals	$ 121,120 92	$	$ 121,120 92	$ 121,120 92	$	$	$ 121,120 92

Schedule 5

CONTRIBUTIONS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

Name and Address	Purpose	Amount
First Baptist Church of Quanah 601 S Main Street Quanah, Texas 79252-4749	Purchase of computerized sign and new van or bus	$ 95,000 00
4 Kidz Sake of Wichita Falls 919 Indiana Avenue Wichita Falls, Texas 76301	General funding for children's performing arts programs	2,000 00
American Red Cross North Central Texas 1809 5th Street Wichita Falls, Texas 76301	Disaster relief assistance for North Central Texas service area	15,000 00
Texas Scottish Rite Hospital for Children - Dallas 2222 Welborn Street Dallas, TX 75219	Purchase of Respironics V60 ventilatory support system	12,500 00
ARC of Wichita County 3115 Buchanan Wichita Falls, TX 76308	2012 Camp Noah expenses	3,000 00
Big Brothers Big Sisters of North Texas 1101 Scott Ave Suite 24 Wichita Falls, TX 76301	Volunteer awareness and recruitment campaign in Wichita County	4,000 00
Boys & Girls Clubs of Vernon, Inc P O Box 1785 Vernon, TX 76385-1785	Summer Program 2012	30,000 00
Camp Fire USA - North Texas Council 2414 9th Street Wichita Falls, TX 76301	Special Services Program for "At Risk" Youth	12,500 00
Child Care, Inc 1000 Lamar Street Wichita Falls, TX 76301	Child care for at-risk infants and toddlers	20,000 00
Christ Home Place Ministries, Inc 1420 Twin Oaks St Wichita Falls, TX 76302	Children's Benevolent Subsidy Fee Assistance Program	3,000 00
Habitat for Humanity of Wichita Falls 1206 Lamar Wichita Falls, TX 76301	Construction materials for Habitat House built by WFISD Carrigan Students	2,500 00
Humane Society of Wichita County 4360 Old Iowa Park Road Wichita Falls, Texas 76305	Paws for Greatness program for at-risk teens	3,190 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd Suite 218 Wichita Falls, TX 76308	Community Services Project for Teenagers	2,500 00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, Texas 76302	Purchase therapy equipment for pediatric clients	7,979 00

-2 Sch 5 - Cont'd - Gene Conley Foundation - Year 2012

Name and Address	Purpose	Amount
Patsy's House Children's Advocacy Center 1411 10th Street Wichita Falls, Tx 76301	Forensic Interviewer Project	13,150 00
Texoma Mother & Unborn Baby Care, Inc 4218 Prothro Ave Wichita Falls, TX 76308	Providing women with pregnancy services	5,000 00
Thompson Sawyer Public Library - Quanah, Tx 403 West 3rd Street Quanah, TX 79252	Library programs for various ages Tx-Ok Robotics Initiative	13,200 00 13,139 00
Three Rivers Foundation for Arts and Sciences P O Box 79 Crowell, TX 79227	General funding for science educational workshops, curriculum and programs for Texoma-region students and teachers	10,000 00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings Programs to provide Child Care for Economically Disadvantaged Parents pursuing workforce training	15,000 00
Whispers of Hope Horse Farm 3545 Parkhills Road Wichita Falls, TX 76310	Summer Camp Program and vet bills	12,540 00
Wichita County Teen Court (Boys Club of Wichita Falls) 600 Scott Street, Suite 201 Wichita Falls, TX 76301	Funding for Program Coordinator salary and other program costs	6,000 00
Wichita Falls Area Food Bank 1230 Midwestern Parkway Wichita Falls, TX 76302	Kids Café Program PowerPak 4 Kids BackPack Program	6,000 00 12,000 00
Wichita Falls Ballet Theater 3412 Buchanan Wichita Falls, TX 76308	"Afternoon with the Arts" productions for 2012-2013	2,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichta Falls, Texas 76301	Funding for "Musical Connection" program for delivery to WFISD elementary schools	2,000 00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Street Wichta Falls, Texas 76301	General Funding for YSO programs	1,000 00
YMCA of Wichita Falls 302 Tulsa Wichita Falls, Texas 76301	YMCA Early Childhood Ecucation program start-up costs at East Branch	15,000 00
Total		$ 339,198 00

Note

Foundation Status of recipients

All are 501(c)(3) public charities

Schedule 6

BALANCE SHEETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

		Cost	Current Value
ASSETS			
Cash - non-interest bearing		$ 3,571.96	$ 3,571 96
Savings and temporary cash investments.			
Wells Fargo Cash Money Market		717,515.27	717,515 27
Accounts receivable		14,297.38	14,297 38
Prepaid excise tax			
Investments - Securities			
U. S. & state government obligations - Sch. 7	$ 51,896.10		57,217.50
Corporate stocks and mutual funds - Sch. 8	4,199,225.56		4,754,179 12
Corporate bonds - Sch 9	228,467.75	4,479,589.41	245,631.00
Investments - Land, buildings and equipment:			
Land & improvements	$ 400,925.40		
Stock tank	175.00		
Less Accumulated depreciation	(175.00)	400,925.40	1,556,600.00
Investments - Other:			
Nonproducing mineral leaseholds	$ 34,023.00		12 00
Producing mineral leaseholds	121,120.92		1,593,930.11
Less: Accumulated depletion	(121,120.92)	34,023.00	
Other assets:			
1/2 interest - 2 Cemetery lots		1.00	1 00
Accrued income			
Total assets		$ 5,649,923.42	$ 8,942,955 34
LIABILITIES AND EQUITY			
Liabilities			
Accounts Payable - Excise tax		$ 2,590.08	
Equity			
Principal fund	$ 1,091,276 98		
Retained earnings	4,556,056.36	5,647,333 34	
Total liabilities and equity		$ 5,649,923.42	

Schedule 7

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

	Rate	Maturity Date	Par Value	Cost	Current Value
U. S and State Government Obligations·					
Federal National Mtg. Assn.	5 000%	03-15-16	$ 50,000.00	$ 51,896.10	$ 57,217 50
Totals - U S and State Government Obligations			$ 50,000 00	$ 51,896.10	$ 57,217.50

Schedule 8

INVESTMENT IN MUTUAL FUNDS AND CORPORATE STOCK

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

	Shares	Cost	Current Value
Corporate stock			
Comcast	705	$ 9,551 48	$ 26,338 80
Johnson Controls Inc	642	21,001 36	19,690 14
Target	400	17,863 34	23,668 00
TJX Cos Inc New	456	16,817 24	19,357 20
Walt Disney	535	13,411 53	26,637 65
CVS/Caremark	426	13,007 55	20,597 10
Monster Beverage	195	8,679 71	10,303 80
Apache	267	27,341 22	20,959 50
Chevron	270	22,364 24	29,197 80
Affiliated Managers Group	205	21,865 28	26,680 75
Aflac	380	15,560 23	20,185 60
Berkshire Hathaway	344	27,259 30	30,856 80
Capital One Financial	330	14,735 52	19,116 90
CME Group	375	20,168 56	19,001 25
Goldman Sachs	120	14,011 16	15,307 20
JPMorgan Chase & Co	635	23,764 14	27,920.38
US Bancorp Del New	675	19,709 93	21,559 50
Gilead Sciences	280	12,975 20	20,566 00
McKesson	195	18,485 69	18,907 20
Thermo Fisher Scientific	320	17,602 19	20,409 60
Unitedhealth Group	400	9,675 28	21,696 00
Boeing	225	16,879 39	16,956 00
Union Pacific	270	30,150 90	33,944 40
United Parcel Service	225	17,275 48	16,589 25
3M	225	19,797 73	20,891 25
Apple	84	10,112 60	44,702 53
Cisco Systems	1,393	26,853 17	27,371 61
EMC Corp Mass	655	8,199 62	16,571 50
Google	33	20,446 77	23,343 54
Intel	770	13,420 68	15,877 40
Microsoft	565	17,139 56	15,090 98
Oracle	610	17,786 99	20,325 20
Celenase	340	16,605 57	15,140 20
Anheuser-Busch	268	17,915 78	23,425 88
BHP Bulliton Limited Adr	200	15,779 98	15,684 00
Diageo PLC	175	10,147 36	20,401 50
Eaton Corp PLC	333	17,202 96	18,041 94
Nestle SA Registered Shares	315	11,856 60	20,528 55

- Sch 8 - Cont'd - Gene Conley Foundation - Year 2012

	Shares	Cost	Current Value
Novartis AG	225	9,110 42	14,242 50
Schlumberger Ltd	340	23,750 28	23,561 52
Teva Pharmaceutical Industries	420	20,915 20	15,682 80
Total SA - Adr	365	16,475 73	18,983 65
Vodafone Group Plc	525	10,089 37	13,224 75
Totals - Corporate Stocks		$ 733,762.29	$ 909,538 12
Mutual Funds			
Artio Global High Income	19,868	$ 209,703 14	$ 197,483 45
Ishares Core Total US Bond Fund	1,915	196,851 59	212,718 20
Ishares Iboxx $ Investment Grade	1,945	196,718 68	235,325 55
TRowe Price Short Term Bond Fund	20,576	100,000 00	99,794.24
Pimco Emerging Local Bond Fund	9,183	100,000 00	100,826 44
Pimco Foreign Bond Fund	9,141	100,000 00	99,542 96
Templeton Global Bond Fund	22,347	257,032 44	298,108 18
ASGI Agility Income Fund	256	265,000 00	269,733 98
Royce Premier Fund W	7,638	142,710 91	146,646 55
SPDR S&P Midcap 400 ETF Trust	1,482	150,571 20	275,222 22
Aberdeen Emerging Markets	8,328	125,000 00	132,078 61
Artisan International Fund	5,457	110,660 07	134,178 06
Ishares MSCI Eafe	2,235	121,524 37	127,082.10
Oakmark Funds - The Oakmark Intl Fund	6,348	115,086 11	132,860 02
Vanguard Emerging Markets	2,265	80,902 51	100,860.45
ASGI Mesirow Insight Fund	150	150,000.00	148,171.20
Gateway Fund	1,883	48,215.63	51,059 60
Ivy Asset Strategy Fund	1,953	44,663.92	50,913 35
Merger Fund Sh Ben Int	4,450	70,000.00	70,445.00
Plum Creek Timber	430	14,573 17	19,079 10
Chambers Street Properties/CB Richard Ellis	9,783	70,983 97	97,826.09
Elements Rogers Total Return	25,945	240,769 60	223,645 90
Ishares Gold Trust	3,145	33,052 75	51,198.08
Ishares Tr Cohen & Steers Realty Majors Index Fund	830	27,621 37	65,188 20
JP Morgan Alerian MLP Index	2,245	92,471 55	86,342.70
Spdr DJ Wilshire International Real Estate	1,390	46,441 34	57,476.50
Vanguard Reit Viper	640	39,013 95	42,112 00
Totals - Mutual Funds		$ 3,149,568 27	$ 3,525,918 73
Partnership investments			
Alphametrix Managed Futures III LLC		$ 47,761 00	$ 47,287 54
Graham Alternative Investment Fund		50,000 00	43,590 85
Partners Group Private Equity TEI		218,134 00	227,843 88
		$ 315,895 00	$ 318,722 27
Totals - Combined		$ 4,199,225 56	$ 4,754,179 12

Schedule 9

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

	Rate	Maturity Date	Par Value	Cost	Current Value
Coporate Bonds					
Berkshire Hathaway Fin	4.850%	01-15-15	$ 50,000.00	$ 50,244 50	$ 54,244.50
Boeing Cap	5 800%	01-15-13	50,000.00	50,282 00	50,086 50
Caterpillar Fin Serv	5 850%	09-01-17	75,000.00	77,396.25	90,060.00
E I Du Pont De Nemours	5 000%	07-15-13	50,000 00	50,545.00	51,240.00
Totals - Corporate Bonds			$ 225,000 00	$ 228,467 75	$ 245,631.00

Schedule 10

LIST OF OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS AND THEIR COMPENSATION

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2012

Name and Address	Title & Average Hours Devoted to Position	Compensation
Wells Fargo Bank, N A 2301 Kell Boulevard Wichita Falls, Texas 76308	Trustee 5 Hrs/Wk	$ 121,444 38
Mac Cannedy 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	-
Bill Daniel 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750.00
Mike Elyea 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
Steve McSpadden 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
Terry Pence 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	-
Barry Plaxco 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
Rhonda Poirot 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
David Ramsey 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
Joseph N Sherrill, Jr 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	750 00
Chris Travelstead 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	1,350 00
Total		$ 128,044 38