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 NOV 1, 2012 , and ending OCT 31, 2013

Name of foundation: KIRK EDWARDS FOUNDATION

A Employer identification number: 75-6054922

Number and street (or P O box number if mail is not delivered to street address): 4201 BLUFF VIEW DR

Room/suite:

B Telephone number: (972)215-9629

City or town, state, and ZIP code: GRANBURY, TX 76048

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 [X] 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) ▶$ 3,393,283.

J Accounting method [X] 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 ▶ ☐

SCANNED MAR 24 2014

RECEIVED MAR 17 2014 OGDEN, UT IRS-OSC

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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	83,293.	83,293.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	174,944.			
b Gross sales price for all assets on line 6a 1,183,290.				
7 Capital gain net income (from Part IV, line 2)		174,944.		
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	37.	37.		STATEMENT 2
12 Total. Add lines 1 through 11	258,274.	258,274.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	9,000.	4,500.		4,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	9,300.	4,650.		4,650.
c Other professional fees STMT 4	31,620.	31,620.		0.
17 Interest				
18 Taxes STMT 5	1,741.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	334.	0.		334.
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses.** Add lines 13 through 23	51,995.	40,770.		9,484.
25 Contributions, gifts, grants paid	152,000.			152,000.
26 **Total expenses and disbursements** Add lines 24 and 25	203,995.	40,770.		161,484.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	54,279.			
b **Net investment income** (if negative, enter -0-)		217,504.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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			
	2 Savings and temporary cash investments	72,637.	108,206.	108,206.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,498.	1,750.	1,750.
	10a Investments - U S and state government obligations STMT 6	28,607.	16,134.	17,353.
	b Investments - corporate stock STMT 7	1,627,973.	1,579,244.	2,392,274.
	c Investments - corporate bonds STMT 8	759,743.	839,403.	869,430.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ PRODUCING ROYALTIES)	4,270.	4,270.	4,270.
	16 **Total assets** (to be completed by all filers)	2,494,728.	2,549,007.	3,393,283.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	2,494,728.	2,549,007.	
	30 **Total net assets or fund balances**	2,494,728.	2,549,007.	
	31 **Total liabilities and net assets/fund balances**	2,494,728.	2,549,007.	

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	2,494,728.
2	Enter amount from Part I, line 27a	2	54,279.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,549,007.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,549,007.

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	SCHEDULE 3	P	VARIOUS	VARIOUS
b	SCHEDULE 3	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	100,023.		81,754.	18,269.
b	1,083,267.		926,592.	156,675.
c				
d				
e				

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				18,269.
b				156,675.
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** 174,944.

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	156,184.	3,023,733.	.051653
2010	152,298.	3,042,591.	.050055
2009	133,040.	2,911,064.	.045702
2008	163,079.	2,656,200.	.061396
2007	167,136.	3,323,881.	.050283

2	Total of line 1, column (d)	2	.259089
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	.051818
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,202,008.
5	Multiply line 4 by line 3	5	165,922.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,175.
7	Add lines 5 and 6	7	168,097.
8	Enter qualifying distributions from Part XII, line 4	8	161,484.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	4,350.
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	4,350.
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	4,350.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,750.		
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	1,750.
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	2,600.
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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
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? Website address ▶ NONE	13	X	

14 The books are in care of ▶ DAVID J. WALCH, CPA Telephone no ▶ (972)215-9629
Located at ▶ 4201 BLUFF VIEW DR., GRANBURY, TX ZIP+4 ▶ 76048

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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

223541
12-05-12

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		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 4 SCHEDULE 4 SCHEDULE 4	SCHEDULE 4 5.00	18,300.	0.	0.
A. B. KIRK EDWARDS (DEC'D 7-28-84)	0.00	0.	0.	0.

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

223551
12-05-12

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.

223561
12-05-12

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	3,061,596.
b	Average of monthly cash balances	1b	182,874.
c	Fair market value of all other assets	1c	6,300.
d	**Total** (add lines 1a, b, and c)	1d	3,250,770.
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	3,250,770.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,762.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,202,008.
6	**Minimum investment return.** Enter 5% of line 5	6	160,100.

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	160,100.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,350.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,350.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	155,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	155,750.
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	155,750.

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	161,484.
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	161,484.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	161,484.

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				155,750.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			126,506.	
b Total for prior years: ______ , ______ , ______		0.		
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.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 161,484.				
a Applied to 2011, but not more than line 2a			126,506.	
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 2012 distributable amount				34,978.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				120,772.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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))

A. B. KIRK EDWARDS (DEC'D 7-28-84)

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 ▶ [X] 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

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 6	NONE			152,000.
Total			▶ 3a	152,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	83,293.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	37.	
8 Gain or (loss) from sales of assets other than inventory			18	174,944.	
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.		258,274.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 258,274.

(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)

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

Carolyn Sullivan 3/12/14 ▶ PRESIDENT

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
DAVID J. WALCH, CPA	D J Walch, CPA	01/06/14		P00767277

Firm's name ▶ DAVID J. WALCH, CPA Firm's EIN ▶

Firm's address ▶ 4201 BLUFF VIEW DR.
GRANBURY, TX 76048 Phone no (972) 215-9629

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHEDULE 1	83,293.	0.	83,293.
TOTAL TO FM 990-PF, PART I, LN 4	83,293.	0.	83,293.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	37.	37.	
TOTAL TO FORM 990-PF, PART I, LINE 11	37.	37.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,300.	4,650.		4,650.
TO FORM 990-PF, PG 1, LN 16B	9,300.	4,650.		4,650.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	31,620.	31,620.		0.
TO FORM 990-PF, PG 1, LN 16C	31,620.	31,620.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	1,741.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,741.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCH. 5 - US GOVT. OBLIGATIONS	X		16,134.	17,353.
TOTAL U.S. GOVERNMENT OBLIGATIONS			16,134.	17,353.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			16,134.	17,353.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCH. 5 - CORPORATE STOCKS	1,579,244.	2,392,274.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,579,244.	2,392,274.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCH. 5 - CORPORATE BONDS	839,403.	869,430.
TOTAL TO FORM 990-PF, PART II, LINE 10C	839,403.	869,430.

Schedule 1
REVENUE AND EXPENSES
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

REVENUE

Dividends & interest from securities - Sch. 2	$ 83,292.95
Capital gain net income (loss) - Sch. 3	174,943.53
Other Income:	
Litigation settlement	36 96
Total income	$ 258,273.44

EXPENSES

Director & trustee fees - Sch. 4	9,000.00
Accounting fees - Sch. 4	9,300 00
Custodial fees	31,620 20
Taxes:	
Excise	1,741 00
Travel expense	333 55
Contributions - Sch 6	152,000 00
Total expenses	203,994 75
Excess of revenue over expense	$ 54,278 69

Schedule 2
DIVIDENDS AND INTEREST FROM SECURITIES
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

	Totals	Ordinary Income	Long Term Capital Gain
DIVIDENDS:			
American National Bank:			
Abbot Labs	$ 1,139 25	$ 1,139.25	
Aflac Inc	1,370 25	1,370 25	
Abbvie	1,470 00	1,470.00	
Amgen Inc	768.30	768 30	
Apache Corp	242.00	242 00	
Apple Computers	1,166 50	1,166 50	
CF Industries Hldgs	296 00	296.00	
CME Group Inc	962 50	962 50	
Caterpillar	572 40	572 40	
Chevron - Texaco	1,520.00	1,520 00	
Cisco Sys Inc	1,449 50	1,449 50	
Cooper Tire & Rubber	95 02	95.02	
Dell Inc	83 52	83 52	
Energen Corp	488 72	488 72	
Exxon Mobil	1,200 00	1,200.00	
Freeport Copper & Gold	2,292 78	2,292 78	
General Electric	1,591 25	1,591 25	
Generac Holdings	5,025.00	5,025 00	
Goldman Sachs	852 50	852 50	
Harris Corp	933 30	933 30	
IBM	1,404.00	1,404 00	
J P Morgan Chase & Co	1,736 20	1,736 20	
Johnson & Johnson	491 05	491 05	
L3 Communications Hlds	375 00	375.00	
Medtronic Inc	1,182 60	1,182 60	
Microsoft	1,566 30	1,566 30	
National Oil Well Varco	456 95	456.95	
Noble Drilling Corp	1,267 63	1,267 63	
Oracle Corp	554 40	554 40	
Pfizer	2,321 90	2,321 90	
Phillip Morris	2,529 80	2,529.80	
Plum Creek Timber Inc	2,353 40	2,353 40	
Prime Obligations MM	11 89	11 89	
Procter & Gamble	1,495 08	1,495 08	
Target Corp	1,469 85	1,469.85	
Valero	810 73	810 73	
Walmart Stores Inc	1,717.13	1,717 13	
Verizon	2,978 73	2,978.73	
Warner Chilcott Pub F	492.00	492 00	

Sch 2 - Cont'd - Kirk Edwards Foundation - 10-31-13

	Totals	Ordinary Income	Long Term Capital Gain
INTEREST:			
Mutual Funds:			
Vanguard FTSE Allworld EX-US	$ 6,247 17	$ 6,247 17	
Vanguard Small Cap	20 54	20.54	
Totals - Dividends	$ 55,001 14	$ 55,001 14	
Bank of New York Pfd	$ 1,623 28	$ 1,623.28	
Capital One Finl	1,005.20	1,005.20	
Diamond Offshore	7,343 74	7,343 74	
Devon Energy	3,219 00	3,219.00	
Federal Home Loan Mortgage Corp	21 88	21 88	
Freddie Mac Pool	1,082 20	1,082.20	
GCB Goldman Sachs	5,350.00	5,350 00	
Johnson Controls	1,793 50	1,793 50	
Murphy Oil Corp	1,217 86	1,217 86	
Schering Plough	3,643 28	3,643 28	
Valero	1,991.87	1,991.87	
Totals - Interest	$ 28,291.81	$ 28,291 81	
Totals - Combined	$ 83,292 95	$ 83,292 95	

Schedule 3
SALE OF ASSETS
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

	Shares/ Par Value	Date Acquired	Date Sold	Sales Price	Basis	Gain Loss
Short Term						
Actavis PLC Europe	1 4	10/3/13	10/29/13	$ 204 00	$ 185 45	18.55
CF Industries Holdings	5	3/28/12	3/25/13	954.14	984.98	(30 84)
Chesapeake Energy Corp	585	6/4/12	12/13/12	9,736.58	9,622.27	114.31
Cooper Tire & Rubber Co	910	5/17/13	6/12/13	31,521 12	21,844 01	9,677 11
Dell Inc	1,044	12/17/12	2/5/13	13,979.79	11,212.46	2,767 33
Generac Holdings	125	5/7/13	10/25/13	6,242.73	4,767.22	1,475 51
L3 Communications	320	3/19/12	12/4/12	24,257 80	21,691.20	2,566.60
Microsoft Corp	10	12/14/12	8/29/13	328 51	274 45	54 06
Oracle Corp	135	3/7/13	3/21/13	4,401.44	4,816.78	(415 34)
Plum Creek Timber Co	75	6/22/12	3/11/13	3,721 58	2,888.78	832.80
Plum Creek Timber Co	90	6/22/12	5/8/13	4,674 94	3,466 54	1,208 40
Total - Short-term gain (loss)				$ 100,022.63	$ 81,754 14	$ 18,268 49
Long Term:						
Capital gain distr. - Sch 2						
AFLAC Inc	85	8/2/12	9/17/13	$ 5,257.44	$ 3,715 62	$ 1,541.82
Abbott Labs	1,225	Various	9/18/13	42,776 86	23,299 04	19,477 82
Amgen Inc	30	Various	5/8/13	3,145 47	976 50	2,168 97
Apple Computer Inc	5	7/27/09	5/8/13	2,316 26	785.23	1,531 03
Berkshire Hathaway Cl B	80	1/31/10	1/22/13	7,610 13	3,161 68	4,448.45
Berkshire Hathaway Cl B	205	1/31/10	3/11/13	21,248.37	8,798 75	12,449 62
Berkshire Hathaway Cl B	15	1/31/10	7/17/13	1,767 13	715 80	1,051 33
Berkshire Uathaway Cl B	25	1/31/10	9/20/13	2,887.46	1,193 01	1,694 45
Bank of New York Pfd	4,000	Various	11/26/12	100,000 00	100,000 00	0 00
CME Group Inc	550	5/28/10	2/11/13	31,282 42	33,062 19	(1,779.77)
CST Brands Inc	63.33	Various	6/21/13	2,023.65	1,127 97	895.68
Caterpillar Inc	265	5/24/02	10/1/13	22,158 91	7,121 87	15,037.04
Chesapeake Energy Corp	355	6/11/07	12/13/12	5,908 52	12,765 37	(6,856.85)
Direct TV	200	1/20/12	5/8/13	12,356 76	8,744.38	3,612 38
Direct TV	75	1/20/12	9/17/13	4,686 67	3,279 14	1,407.53
Energen Corp	110	9/2/11	5/8/13	5,422 65	5,340 50	82.15
Energen Corp	275	9/2/11	8/27/13	18,393 12	13,351.25	5,041 87
Energen Corp	90	Various	9/19/13	6,838 23	4,482.75	2,355 48
Federal Home Loan Mtg Corp	$1,490 77	Various	Various	1,490.77	1,492.01	(1 24)
Freddie Mac Pool	$10,916.56	Various	Various	10,916 56	10,971 92	(55.36)
Freeport Copper & Gold	45	1/11/10	5/8/13	1,458 42	1,948.76	(490 34)
Goldman Sachs Group Inc	305	Various	1/22/13	43,918 94	48,912 11	(4,993.17)
JPMorgan Chase	30	Various	2/21/13	1,441.47	1,377.38	64 09
Johnson & Johnson	805	Various	11/28/12	55,676 58	47,712 30	7,964 28
Johnson Controls Inc	$235,000	4/1/11	2/5/13	237,843 50	233,947 20	3,896.30
L3 Communications	430	Various	12/4/12	32,596.40	30,186 35	2,410 05
Microsoft Corp	60	Various	5/8/13	1,983 56	1,424 81	558.75
Microsoft Corp	1,665	Various	8/29/13	54,696 96	43,096 22	11,600.74
Pfizer Inc	245	Various	1/22/13	6,465 40	7,195 55	(730.15)

Pfizer Inc	180	Various	3/11/13	5,081.29	4,374 90	706 39
Pfizer Inc	530	Various	5/8/13	15,183 48	12,214 84	2,968 64
Philip Morris Inc	15	1/31/10	9/17/13	1,323.59	729.81	593 78
Plum Creek Timber Co	135	Various	9/17/13	6,264 10	5,199.81	1,064 29
Priceline com Inc	5	9/5/12	10/2/13	5,333 42	3,025.14	2,308.28
Priceline com Inc	10	9/5/12	10/25/13	10,770 31	6,050 29	4,720 02
Procter & Gamble Co	500	Various	10/1/13	37,929 59	30,747.72	7,181 87
Schering Plough Corp	$75,000	Various	5/2/13	77,040.00	75,045 33	1,994 67
Target Corp	310	5/24/02	3/11/13	20,756 14	12,958.00	7,798 14
Valero Energy Corp	645	Various	2/21/13	29,059 44	5,813 06	23,246.38
Valero Energy Corp	235	Various	4/2/13	9,883 09	3,225.74	6,657 35
Valero Energy Corp	$75,000	3/30/07	1/15/13	75,000.00	75,000 00	0 00
Vanguard FTSE Allworld	525	Various	3/7/13	24,603.31	20,522 35	4,080.96
Verizon Communications	40	Various	5/8/13	2,116 37	1,098 47	1,017.90
Verizon Communications	380	Various	9/17/13	18,354 36	10,400.94	7,953.42
				$ 1,083,267.10	$ 926,592 06	$ 156,675 04
Totals - Combined				$ 1,183,289 73	$ 1,008,346 20	$ 174,943 53

Schedule 4
OFFICERS AND TRUSTEES
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

Name and Address	Title	Compensation
Carolyn Sullivan 2136 Pelham Houston, TX 77019	President & Trustee	$ 6,000.00
George Slagle 212 Pioneer Tr Henrietta, TX 76365	Vice President & Trustee	0
Elizabeth Young 9300 Waterview Road Dallas, TX 75218	Secretary & Trustee	3,000 00
David J Walch 4201 Bluff View Dr Granbury, TX 76048	Treasurer & Trustee	9,300.00
Henry Medaris 5408 Meadow Crest Dr Dallas, TX 75229	Trustee	0
Wilson Scaling 450 Raht Rd Henrietta, TX 76365	Trustee	0
Edwin Taegel 510 Fall River Houston, TX 77024	Trustee	0
		$ 18,300.00

Schedule 5
BALANCE SHEET
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

	Number of Shares/ Par Value	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
ASSETS				
Cash - Non-interest bearing				
Savings and temporary cash investments				
Goldman Sachs Prime Obligation Fund		72,636 98	108,206 13	108,206 13
Prepaid expenses & deferred charges		1,497 60	1,749 60	1,749.60
U S. Government obligations·				
Federal Home Loan Motgage Corp.				
$1,490 77; 08-01-13	4,204	1,492 73		
Freddie Mac Pool.				
$16,056.57; 05-01-23	16,057	27,114 53	16,134 45	17,352.66
Mutual Funds·				
Vanguard FTSE Allworld Ex-US	4475/3950	174,928 64	154,406 29	198,369 00
Vanguard Small Cap	1209		104,693.50	127,851.75
Stocks:				
Abbot Labs	1225	48,564 87		
Abbvie Inc	1225		25,265.83	59,351 25
Actvis PLC Europe	261		35,020.38	40,345 38
Aflac Inc	845/950	36,973.71	43,262.11	61,731.00
AMC Networks Inc	495		31,366.49	34,694 55
Amgen Inc	450/420	14,647 50	13,671.00	48,778.80
Apache Corp	88 8		45,751 38	53,724 00
Apple Computer Inc	105/100	16,489 86	15,704 63	52,270 20
Berkshire Hathaway Cl B	1000/675	58,294.10	44,424 86	77,685 75
Bank of New York Pfd	4000	100,000 00		
Caterpillar	385/265	7,121 87		
CF Industries Holdings Inc	160/195	29,669.02	36,890.58	42,042 00
Chesapeak Energy	355/940	22,387 64		
Chevron	400	15,673 57	15,673 57	47,984.00
Cisco Systems	2230	40,263.10	40,263 10	50,308.80
CME Group	110/550	33,062 19		
Directtv Cl A	1140/910	51,661 20	42,007 08	56,865 90
Energen Corp	705/495	35,085.20	24,578 59	38,768.40
Exxon Mobil	500	18,025 00	18,025 00	44,810.00
Forestar Group Inc	1355		29,470 84	30,257.15
Freeport Copper & Gold	760/1085	31,388 93	41,609 24	39,884 60
Generac Holdings	880		33,858.66	43,428 00
General Electric	2010/2345	23,185.33	31,204.76	61,298 30
Genworth Financial Inc	2455		24,654.33	35,671 15
Goldman Sachs Group	655/350	87,283 86	38,371.75	56,301 00
Google Inc	60	32,245.03	32,245 03	61,834 80
Greenbrier Companies Inc	824		20,455 64	21,868 96
Harris Corp	610	21,969 76	21,969.76	37,795 60
IBM	390	33,698.20	33,698 20	69,891 90
JP Morgan & Chase	1300/1270	48,924.50	47,547.12	65,455 80

Sch 5 - Cont'd - Kirk Edwards Foundation 10-31-13 (Pg 2)

	Number of Shares/ Par Value	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Kodiac Oil & Gas Corp	3045		25,463.80	39,493.65
Johnson & Johnson	805	47,712.30		
L3 Communications	755/750	51,877 55		
Lab Corp Amer Hldgs	571/656	35,458 83	42,625.69	66,190 40
Medtronics	1095	37,598 39	37,598 39	62,853.00
Microsoft	1725	44,521 03		
National Oilwell Varco Inc	615		44,280 17	49,925 70
Noble Corporation	2000	10,998 74	10,998.74	75,400.00
Oracle	900/1410	15,924 75	33,631 24	47,235.00
Pfizer	2885/1930	61,704 21	37,918 92	59,222 05
Philip Morris	710/720	36,519.06	38,060 75	64,166 40
Plum Creek Timber Co	1430/1160	55,079.45	44,806 44	52,664.00
Priceline Inc	50/40	30,251.44	24,265 26	42,153 20
Procter & Gamble	1110/500	30,747 72		
Target	1100/915	48,213 77	43,973 67	59,282.85
US Airways Group	1385		23,104 92	30,428 45
United Rentals Inc	425		23,253.54	27,450.75
Valero Energy	1450/840	22,069 00	21,424 91	34,582 80
Verizon	1336/971	37,701 93	28,570 80	49,045.21
Walmart Stores	950	53,177 01	53,177.01	72,912.50
Warner Chilcott Pub F	1,230	26,874 88		
Corporate Bonds:				
Capital One Finl 3/23/15	155,000		157,461 03	157,597 80
Devon Energy 07/15/16	145000/290000	149,571 85	299,391 65	298,946.50
Diamond Offshore Drlg 05/01/2019	125,000	127,125.00	127,125.00	147,488.75
Goldman Sachs 01-17-16	100,000	98,466.36	98,466 36	109,265 00
Johnson Controls Inc 03/01/14	235,000	233,947 20		
Murphy Oil Corp 12/01/17	155,000		156,958 57	156,131 50
Schering Plough 12-01-13	75,000	75,112 05		
Valero Energy 01-15-13	75,000	75,520 63		
Other assets:				
Producing Royalties		4,270.00	4,270.00	4,270.00
Total assets		$2,494,728.07	$ 2,549,006 76	$ 3,393,281 94

LIABILITIES AND NET WORTH

Net worth	$2,494,728 07	$ 2,549,006.76	$ 3,393,281 94

Schedule 6
CONTRIBUTIONS
KIRK EDWARDS FOUNDATION - TIN 75-6054922
YEAR ENDED OCTOBER 31, 2013

	Purpose	Amount
Boys & Girls Country of Houston 18806 Roberts Rd Hockley, TX 77447-9327	Operating Budget	10,000 00
Boy Scouts of Henrietta PO Box 152079 Irving, TX 75038-7503	Henrietta, TX Operating Budget	8,500.00
Buckner Foundation 600 N Pearl, Ste 2245 Dallas, TX 75201	Operating Budget	2,500 00
Clay County Animal Shelter 503 N Carroll St Henrietta, TX 76365	Operating Budget	1,500 00
Clay County Historical Society Box 483 Henrietta, TX 76365	Operating Budget	2,000.00
Discalced Carmelit Nuns 600 Flowers Ave Dallas, TX 75211	Operating Budget	10,000 00
Discalced Carmelit Nuns 600 Flowers Ave Dallas, TX 75211	Capital Improvements	5,000 00
East West Ministries Box 868050 Plano, TX 75086	Operating Budget	2,500.00
Edwards Public Library Fdn 210 W Gilbert Street Henrietta, TX 76365	Operating Budget	7,000.00
The Forge for Families 3435 Divie Drive Houston, TX 77021	Operating Budget	7,500.00
Henrietta Volunteer Fire Dept 114 N Graham St Henrietta, TX 76365	Operating Budget	2,500 00

	Purpose	Amount
Loving His Lambs Ministries 3135 Wellspring Lake Dr Fulshear, TX 77441	Operating Budget	5,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	Scholarship Fund	40,000.00
North Texas Rehab Center 1005 Midwestern Pkwy Wichita Falls, TX 76302	Operating Budget	20,000 00
Pathways For Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	Operating Budget	1,500.00
Ronald McDonald House 1907 Holcombe Blvd Houston, TX 77002	Operating Budget	10,000.00
Silent Friends Chapel 1707 San Jacinto Pl Dallas, TX 75201	Operating Budget	15,000.00
St Martins Episcopal Church 717 Sage Rd Houston, TX 77056	Central American Ministries	1,500 00
Total		$ 152,000 00