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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE SPARKS FOUNDATION INC		A Employer identification number 20-0396160	
Number and street (or P O box number if mail is not delivered to street address) 800 N MARIENFELD STE 100		B Telephone number (see instructions) (432) 683-5203	
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79701		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,894,897	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	123	67	123	
	4 Dividends and interest from securities.	7,953	7,953	7,953	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	304,038			
	b Gross sales price for all assets on line 6a 979,440				
	7 Capital gain net income (from Part IV, line 2) . . .		304,038		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-101,348	853	-101,348	
	12 Total. Add lines 1 through 11	210,766	312,911	-93,272	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,450	4,450	0	0
	c Other professional fees (attach schedule)	9,918	9,918	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	264	264	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14	0	0	0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	14,646	14,632	0	0
	25 Contributions, gifts, grants paid	92,725			92,725
	26 Total expenses and disbursements. Add lines 24 and 25	107,371	14,632	0	92,725
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	103,395			
	b Net investment income (if negative, enter -0-)		298,279		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	361,655	5,387	5,387
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,042,859	1,002,650	1,002,650
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	303,660	806,516	806,516
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	80,344	80,344	80,344
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,788,518	1,894,897	1,894,897
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,788,518	1,894,897	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,788,518	1,894,897	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,788,518	1,894,897	

Part III

Analysis of Changes in Net Assets or Fund Balances

Form 990-PF (2013)

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	304,038
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	10,225

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 page 18 of 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))
2012	0	1,003,970	0 000000
2011	2,500	1,262,007	0 001981
2010	48,700	1,325,123	0 036751
2009	0	1,089,736	0 000000
2008	36,000	998,742	0 036045

2	Total of line 1, column (d).	2	0 074777
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 014955
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,837,128
5	Multiply line 4 by line 3.	5	27,474
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,983
7	Add lines 5 and 6.	7	30,457
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	92,725

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	2,983		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0		
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-)				3	2,983
3 Add lines 1 and 2.				4	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	2,983		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6			
6 Credits/Payments					
a	2013 estimated tax payments and 2012 overpayment credited to 2013			6a	1,296
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	1,296		
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,687		
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 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>		11			

Part VII-A Statements Regarding Activities				
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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of C TODD SPARKS Telephone no (432) 683-5203 Located at 800 N MARIENFELD STE 100 MIDLAND TX ZIP +4 79701			
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	0
16	At any time during calendar year 2013, 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	Yes	No
See 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DON SPARKS	PRESIDENT	0	0	0
800 N MARIENFELD MIDLAND, TX 79701	2 00			
W JEFFREY SPARKS	VICE PRESIDENT	0	0	0
800 N MARIENFELD STE 100 MIDLAND, TX 79701	2 00			
C TODD SPARKS	SECRETARY	0	0	0
800 N MARIENFELD STE 100 MIDLAND, TX 79701	2 00			
KEVIN SPARKS	TREASURER	0	0	0
800 N MARIENFELD STE 100 MIDLAND, TX 79701	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,670,562
b	Average of monthly cash balances.	1b	114,199
c	Fair market value of all other assets (see instructions).	1c	80,344
d	Total (add lines 1a, b, and c).	1d	1,865,105
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,865,105
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,977
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,837,128
6	Minimum investment return. Enter 5% of line 5.	6	91,856

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	91,856
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,983
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,983
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	88,873
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	88,873
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	88,873

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	92,725
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	92,725
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,983
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	89,742
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				88,873
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			11,605	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 92,725				
a Applied to 2012, but not more than line 2a			11,605	
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 2013 distributable amount.				81,120
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				7,753
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE SPARKS FOUNDATION INC C TODD SP
800 N MARIENFELD SUITE 100
MIDLAND, TX 79701
(432) 683-5203

b

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

PRESCRIBED FORMS

c

Any submission deadlines

90 DAYS PRIOR TO REQUESTED FUNDING DATE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data TableSee Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	92,725
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-11-12

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

ANDREW E ARMSTRONG CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P00008159

Firm's name

ARMSTRONG BACKUS & CO LLP

Firm's EIN

75-1496876

Firm's address

PO BOX 3487 MIDLAND, TX 79702

Phone no.

(432) 682-6258

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
APACHE CORP, APA		2008-07-18	2013-02-12
APACHE CORP, APA		2008-10-06	2013-02-12
APACHE CORP, APA		2008-10-06	2013-02-19
APPLE INC		2010-01-29	2013-02-12
APPLE INC		2010-01-29	2013-02-19
APPLIED MATERIALS		2005-01-25	2013-02-12
APPLIED MATERIALS		2005-01-25	2013-02-19
COCA COLA		2010-01-29	2013-02-12
COCA COLA		2010-01-29	2013-02-19
DUKE ENERGY CORP		1999-12-31	2013-02-12
DUKE ENERGY CORP		2002-09-12	2013-02-12
DUKE ENERGY CORP		2002-09-12	2013-02-12
DUKE ENERGY CORP		2002-09-12	2013-02-19
DUKE ENERGY CORP		2002-09-12	2013-02-19
DUKE ENERGY CORP		2003-04-15	2013-02-19
DUKE ENERGY CORP		2003-04-15	2013-02-19
DUKE ENERGY CORP		2003-04-15	2013-02-19
EOG RESOURCES INC		2008-07-23	2013-02-12
EOG RESOURCES INC		2008-07-23	2013-02-19
FOREST OIL CORP		2005-09-09	2013-02-12
FOREST OIL CORP		2006-10-31	2013-02-12
FOREST OIL CORP		2006-10-31	2013-02-19
HALLIBURTON CO HOLDING		2011-10-04	2013-02-12
HALLIBURTON CO HOLDING		2011-10-04	2013-02-19
HEALTHSTREM INC		1998-01-02	2013-02-12
HEALTHSTREM INC		1998-01-02	2013-02-19
HOLLY FRONTIER		2008-10-24	2013-02-12
HOLLY FRONTIER		2008-10-24	2013-02-19
INGERSOLL RAND PLC		2008-10-28	2013-02-12
INGERSOLL RAND PLC		2008-10-28	2013-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INGERSOLL RAND PLC		2008-10-28	2013-02-19
INGERSOLL RAND PLC		2008-10-28	2013-02-19
INGERSOLL RAND PLC		2008-10-28	2013-02-19
INTL BUSINESS MACH		2010-01-29	2013-02-12
INTL BUSINESS MACH		2010-01-29	2013-02-19
LONE PINE RESOURCES INC		2005-09-09	2013-02-12
LONE PINE RESOURCES INC		2006-10-31	2013-02-12
LONE PINE RESOURCES INC		2006-10-31	2013-02-19
MCDONALDS CORP		2010-01-29	2013-02-12
MCDONALDS CORP		2010-01-29	2013-02-19
MITEK SYS INC		2011-05-10	2013-02-12
MITEK SYS INC		2011-05-10	2013-02-19
OCCIDENTAL PETROLEUM CORP		2010-01-29	2013-02-12
OCCIDENTAL PETROLEUM CORP		2010-01-29	2013-02-19
OCCIDENTAL PETROLEUM CORP		2010-02-02	2013-02-19
ORACLE CORPORATION		2001-03-14	2013-02-12
ORACLE CORPORATION		2001-03-14	2013-02-12
ORACLE CORPORATION		2008-10-24	2013-02-12
ORACLE CORPORATION		2008-10-24	2013-02-19
PRUDENTIAL FINL INC		2010-01-29	2013-02-12
PRUDENTIAL FINL INC		2010-01-29	2013-02-19
SM ENERGY COM		2011-03-29	2013-02-12
SM ENERGY COM		2011-03-29	2013-02-19
LILLY ELI AND CO		2011-12-15	2013-01-30
LILLY ELI AND CO		2011-12-15	2013-05-30
LILLY ELI AND CO		2012-02-01	2013-05-30
MASTERCARD INC		2012-05-02	2013-06-21
SUSSER HLDGS CORP COM		2011-08-30	2013-04-12
SUSSER HLDGS CORP COM		2011-08-30	2013-05-31
SUSSER HLDGS CORP COM		2011-09-15	2013-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TJX COMPANIES INC		2011-09-28	2013-01-22
TJX COMPANIES INC		2011-09-28	2013-02-11
TJX COMPANIES INC		2012-01-18	2013-02-11
TJX COMPANIES INC		2012-01-18	2013-04-12
TJX COMPANIES INC		2012-01-18	2013-10-22
WHOLEFOODS MKT INC		2011-09-26	2013-01-30
WHOLEFOODS MKT INC		2011-10-05	2013-01-30
WHOLEFOODS MKT INC		2012-01-18	2013-01-30
WYNDHAM WORLDWIDE CORP COM		2012-05-02	2013-05-30
ALLIANCE DATA SYS		2012-10-18	2013-02-28
AMAZON COM INC		2013-07-12	2013-10-22
AMERICAN INTL GROUP INC		2012-10-12	2013-04-12
BALLY TECHNOLOGIES		2013-04-30	2013-10-08
BNP PARIBAS		2013-09-11	2013-10-22
CARTER INC		2013-01-31	2013-04-12
CATAMARAN CORP		2012-10-18	2013-04-12
CATAMARAN CORP		2012-10-18	2013-05-21
CHEESECAKE FACTORY INC		2013-06-12	2013-09-11
CHIPOTLE MEXICAN GRILL INC		2013-04-24	2013-10-22
CISCO SYS INC		2013-05-30	2013-08-28
COMMVault Sys Inc Com		2013-01-22	2013-04-08
CONTINENTAL RES INC		2013-07-11	2013-12-12
CONTINENTAL RES INC		2013-10-22	2013-12-12
CYTEC INDS INC		2013-02-11	2013-04-12
CYTEC INDS INC		2013-02-11	2013-06-05
ENVESTNET INC		2013-09-11	2013-10-22
EXTRA SPACE STORAGE INC		2012-11-15	2013-04-12
EXTRA SPACE STORAGE INC		2012-11-15	2013-06-21
EXTRA SPACE STORAGE INC		2013-01-22	2013-06-21
FEI COMPANY		2012-05-02	2013-04-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FLEETCOR TECHNOLOGIES INC		2012-11-15	2013-04-12
FLEETCOR TECHNOLOGIES INC		2012-11-15	2013-10-22
FORD MTR CO		2013-07-03	2013-10-22
FORD MTR CO		2013-07-03	2013-12-19
GAP INC		2013-07-01	2013-08-28
HAIN CELESTIAL GROUP INC		2012-10-18	2013-01-22
HERSHEY CO		2012-10-18	2013-06-21
JAZZ PHARMACEUTICALS		2013-07-10	2013-10-22
LILLY ELI AND CO		2013-01-22	2013-05-30
LKQ CORP		2012-10-18	2013-02-11
LKQ CORP		2012-10-18	2013-03-04
LKQ CORP		2013-01-22	2013-03-04
LUMBER LIQUIDATORS		2012-11-15	2013-06-05
M&T BANK CORP		2013-05-22	2013-09-11
M&T BANK CORP		2013-05-22	2013-10-09
M&T BANK CORP		2013-06-26	2013-10-09
MONLITHIC PWR SYS INC		2013-02-14	2013-04-18
MONLITHIC PWR SYS INC		2013-04-12	2013-04-18
NETEASE INC		2013-09-11	2013-10-22
NETEASE INC		2013-09-11	2013-11-27
ON ASSIGNMENT INC		2013-01-22	2013-06-21
SECTOR SPDR		2012-10-18	2013-04-12
SECTOR SPDR		2012-10-18	2013-08-28
SECTOR SPDR		2013-01-22	2013-08-28
SIMON PPTY		2012-05-02	2013-01-22
SIMON PPTY		2012-10-18	2013-01-22
SMITH A O CORP		2012-11-15	2013-06-25
SMITH A O CORP		2013-01-22	2013-06-25
SMITH A O CORP		2013-04-12	2013-06-25
SOLARWINDS INCS		2012-10-18	2013-01-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SOLARWINDS INCS		2012-10-18	2013-04-12
SPDR SER TR S&P BIOTECH		2012-10-18	2013-04-12
SPDR SER TR S&P BIOTECH		2012-10-18	2013-06-21
SPDR SER TR S&P BIOTECH		2013-01-22	2013-06-21
SPDR SER TR S&P BIOTECH		2013-03-05	2013-06-21
SUSSER HLDGS CORP COM		2013-01-22	2013-05-31
TARGA RES CORP COM		2013-08-29	2013-10-22
TEXAS CAP BANCSHARES		2012-10-18	2013-02-14
TEXAS ROADHOUSE INC		2013-10-17	2013-10-22
ULTA SALON		2012-10-18	2013-02-14
VIMPELCOM		2013-04-24	2013-05-28
VITAMIN SHOPPE INC		2012-10-18	2013-02-27
VITAMIN SHOPPE INC		2013-01-22	2013-02-27
VITAMIN SHOPPE INC		2013-02-15	2013-02-27
WADDELL AND REED		2013-01-22	2013-04-12
WADDELL AND REED		2013-01-22	2013-06-24
WALTER INC MGMT CORP		2013-01-22	2013-03-20
WHOLEFOODS MKT INC		2012-02-01	2013-01-30
WHOLEFOODS MKT INC		2013-01-22	2013-01-30
WORTHINGTON INDS INC		2013-01-22	2013-04-12
WORTHINGTON INDS INC		2013-01-22	2013-06-25
WYNDHAM WORLDWIDE CORP COM		2012-05-02	2013-04-12
WYNDHAM WORLDWIDE CORP COM		2012-10-18	2013-05-30
WYNDHAM WORLDWIDE CORP COM		2013-01-22	2013-05-30
3D SYSTEMS CORP		2012-11-15	2013-03-18
3D SYSTEMS CORP		2013-01-22	2013-03-18
3D SYSTEMS CORP		2013-02-28	2013-02-28
	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,049		6,654	-1,605
2,524		2,471	53
6,907		7,412	-505
14,672		6,241	8,431
14,294		6,241	8,053
3,412		3,962	-550
3,427		3,962	-535
2,145		1,545	600
2,139		1,545	594
4,579		2,878	1,701
9,227		5,428	3,799
69		41	28
2,254		1,349	905
2,254		1,353	901
4,577		1,742	2,835
4,508		1,707	2,801
68		26	42
6,688		5,195	1,493
6,534		5,195	1,339
1,736		5,657	-3,921
867		1,904	-1,037
2,377		5,713	-3,336
4,087		2,890	1,197
4,379		2,890	1,489
85,222		7,875	77,347
82,248		7,875	74,373
19,758		3,793	15,965
20,071		3,793	16,278
23,935		7,132	16,803
11,967		3,566	8,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,936		3,566	8,370
11,936		3,566	8,370
11,936		3,575	8,361
7,606		4,706	2,900
7,623		4,706	2,917
175		2,166	-1,991
87		724	-637
260		2,192	-1,932
4,757		3,140	1,617
4,613		3,081	1,532
1,195		1,583	-388
1,237		1,583	-346
4,885		4,407	478
2,134		1,968	166
2,646		2,478	168
4,393		1,999	2,394
4,393		2,006	2,387
4,393		2,025	2,368
13,117		6,075	7,042
3,471		3,117	354
3,559		3,168	391
2,924		3,577	-653
2,940		3,577	-637
5,047		3,840	1,207
2,540		1,941	599
540		400	140
5,792		4,545	1,247
466		192	274
2,379		1,069	1,310
6,899		3,249	3,650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
224		145	79
11,054		7,068	3,986
365		267	98
777		535	242
411		234	177
3,526		2,576	950
4,194		2,784	1,410
1,048		856	192
7,842		6,762	1,080
6,791		6,234	557
332		304	28
440		395	45
13,443		10,416	3,027
335		305	30
1,154		1,145	9
435		404	31
9,471		9,541	-70
24,035		23,354	681
1,038		728	310
23,636		24,205	-569
17,464		17,448	16
16,746		15,164	1,582
511		583	-72
303		302	1
15,413		16,764	-1,351
111		93	18
869		724	145
14,866		12,551	2,315
122		115	7
128		101	27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
308		194	114
227		97	130
106		99	7
13,986		14,967	-981
20,305		21,494	-1,189
18,474		20,247	-1,773
15,481		12,908	2,573
360		289	71
270		266	4
6,362		5,660	702
7,036		7,054	-18
519		562	-43
9,222		6,083	3,139
4,719		4,478	241
8,553		8,317	236
9,760		9,703	57
13,442		15,531	-2,089
931		966	-35
365		370	-5
15,586		16,923	-1,337
7,597		6,811	786
221		196	25
11,312		9,506	1,806
136		121	15
9,817		9,594	223
161		154	7
21,053		16,767	4,286
288		272	16
865		835	30
546		507	39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,569		12,461	108
1,025		938	87
10,129		9,375	754
304		286	18
9,521		9,173	348
285		253	32
550		487	63
9,977		10,806	-829
272		264	8
7,657		8,311	-654
16,119		18,883	-2,764
9,023		10,260	-1,237
102		122	-20
2,243		2,836	-593
263		232	31
10,773		9,897	876
5,153		7,141	-1,988
381		300	81
191		184	7
545		479	66
11,042		9,833	1,209
325		258	67
60		55	5
120		112	8
7,629		6,784	845
217		342	-125
18			18
			0
2			2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-1,605
			53
			-505
			8,431
			8,053
			-550
			-535
			600
			594
			1,701
			3,799
			28
			905
			901
			2,835
			2,801
			42
			1,493
			1,339
			-3,921
			-1,037
			-3,336
			1,197
			1,489
			77,347
			74,373
			15,965
			16,278
			16,803
			8,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			8,370
			8,370
			8,361
			2,900
			2,917
			-1,991
			-637
			-1,932
			1,617
			1,532
			-388
			-346
			478
			166
			168
			2,394
			2,387
			2,368
			7,042
			354
			391
			-653
			-637
			1,207
			599
			140
			1,247
			274
			1,310
			3,650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			79
			3,986
			98
			242
			177
			950
			1,410
			192
			1,080
			557
			28
			45
			3,027
			30
			9
			31
			-70
			681
			310
			-569
			16
			1,582
			-72
			1
			-1,351
			18
			145
			2,315
			7
			27


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			114
			130
			7
			-981
			-1,189
			-1,773
			2,573
			71
			4
			702
			-18
			-43
			3,139
			241
			236
			57
			-2,089
			-35
			-5
			-1,337
			786
			25
			1,806
			15
			223
			7
			4,286
			16
			30
			39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			108
			87
			754
			18
			348
			32
			63
			-829
			8
			-654
			-2,764
			-1,237
			-20
			-593
			31
			876
			-1,988
			81
			7
			66
			1,209
			67
			5
			8
			845
			-125
			18
			0
			2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS PUBLIC POLICY 900 CONGRESS AVE STE 400 AUSTIN,TX 78701	N/A	501(C)(3)	TO ASSIST AND SUPPORT THE SERVICES AND PROGRAMS OF THE FOUNDATION	50,000
CHARITABLE CONTRIBUTION FROM PARTNERSHIP INVESTMENT - AMCAP WOODLAKE LLC 800 N MARIENFELD SUITE 100 MIDLAND,TX 79701		501(C)(3)	CONTRIBUTION MADE THROUGH PARTNERSHIP WITH AMCAP WOODLAKE, LLC	7,475
HABITAT FOR HUMANITY 305 E TEXAS PO BOX 2555 MIDLAND,TX 79702	N/A	501(C)(3)	TO ASSIST AND SUPPORT THE SERVICES AND PROGRAMS OF THE FOUNDATION	10,000
OHSU CANCER CENTER 3181 SW SAM JACKSON PARK RD PORTLAND,OR 972393098	N/A	501(C)(3)	TO ASSIST AND SUPPORT THE SERVICES AND PROGRAMS OF THE FOUNDATION	250
CHILDREN'S REHAB CENTER-ENDOWMENT 802 VENTURA AVENUE MIDLAND,TX 79702	N/A	501(C)(3)	TO ASSIST AND SUPPORT THE SERVICES AND PROGRAMS OF THE FOUNDATION	25,000
Total  3a				92,725

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a NET RENTAL - AMCAP LEE PARK, LLC		-14,302	16		
b MASS ENERGY, LLC	211110	-14,140			
c AMCAP WOODLAKE, LLC	900003	-15,051			
d TRIUMPH COMMERICAL FINANCE, LLC	900003	8,416			
e SPARKCAP, LLC	900003	-2,914			
f AMCAP TELECOM PARTNERS	900003	-62,210			
g AMCAP LEE PARK, LLC	900003	-2,000			

TY 2013 Accounting Fees Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL & PROFESSIONAL FEES	4,450	4,450	0	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE SPARKS FOUNDATION INC**EIN:** 20-0396160

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY BROKERAGE 657-084085	421,222	421,222
FIDELITY BROKERAGE 657-084093	560,953	560,953
INVESTMENTS-ROY TR HUGOTON	10,875	10,875
INVESTMENTS-ROY TR SAN JUAN	9,600	9,600

TY 2013 Investments - Other Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMCAP LEE PARK, LLC	AT COST	83,694	83,694
AMCAP TELECOM PARTNERS	FMV	73,306	73,306
AMCAP WOODLAKE, LLC	AT COST	151,595	151,595
MASS ENERGY, LLC	AT COST	185,860	185,860
SPARKCAP, LLC	AT COST	50,000	50,000
TRIUMPH SAVINGS BANK PREFERRED	FMV	200,005	200,005
OTHER ASSETS	FMV	62,056	62,056

TY 2013 Other Assets Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NOTE REC - ATCHISON	80,344	80,344	80,344

TY 2013 Other Decreases Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Description	Amount
NONDEDUCTIBLE EXPENSE FROM PASSTHROUGH INVESTMENT	162

TY 2013 Other Expenses Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	14	0	0	0

TY 2013 Other Income Schedule**Name:** THE SPARKS FOUNDATION INC**EIN:** 20-0396160

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NET ROYALTY - O&G INCOME	853	853	853
NET RENTAL - AMCAP LEE PARK, LLC	-14,302	0	-14,302
MASS ENERGY, LLC	-14,140		-14,140
AMCAP WOODLAKE, LLC	-15,051		-15,051
TRIUMPH COMMERICAL FINANCE, LLC	8,416		8,416
SPARKCAP, LLC	-2,914		-2,914
AMCAP TELECOM PARTNERS	-62,210		-62,210
AMCAP LEE PARK, LLC	-2,000		-2,000

TY 2013 Other Increases Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Description	Amount
TEMPORARY BOOK/TAX DIFFERENCE FROM PASSTHROUGH INVESTMENT	2,961
ROYALTY INCOME PERCENTAGE DEPLETION	185

TY 2013 Other Professional Fees Schedule

Name: THE SPARKS FOUNDATION INC

EIN: 20-0396160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES	9,918	9,918	0	0

TY 2013 Taxes Schedule**Name:** THE SPARKS FOUNDATION INC**EIN:** 20-0396160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	264	264	0	0