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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 WAYNE & JO ANN MOORE CHARITABLE FOUNDATION		A Employer identification number 20-4808454	
Number and street (or P O box number if mail is not delivered to street address) 403 N MARIENFELD		B Telephone number (see instructions) (432) 682-8695	
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) \$ 44,274,696	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)	1,369,436			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	966	966		
	4 Dividends and interest from securities.	1,363,478	1,363,478		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-18			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	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) (attach schedule)				
	11 Other income (attach schedule)	1,894,114	1,894,114		
	12 Total. Add lines 1 through 11	4,627,976	3,258,558		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	222,750	167,063		55,688
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	7,227	7,227		0
	16a Legal fees (attach schedule)	463	347		116
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	112,671	84,503		28,168
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	138,274	119,273		0
	19 Depreciation (attach schedule) and depletion . . .	347,004	347,004		
	20 Occupancy				
	21 Travel, conferences, and meetings	3,067	3,067		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	254,963	254,963		0
	24 Total operating and administrative expenses. Add lines 13 through 23	1,086,419	983,447		83,972
	25 Contributions, gifts, grants paid	1,962,965			1,962,965
	26 Total expenses and disbursements. Add lines 24 and 25	3,049,384	983,447		2,046,937
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,578,592			
	b Net investment income (if negative, enter -0-)		2,275,111		
	c Adjusted net income (if negative, enter -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	2,762,273	2,601,641	2,601,641
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	28,271,312	30,357,098	36,287,979
Liabilities	14	Land, buildings, and equipment basis ▶ _____ 631,451 Less accumulated depreciation (attach schedule) ▶ 70,718	582,371	560,733	508,344
	15	Other assets (describe ▶ _____)	3,683,008	3,358,127	4,876,732
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,298,964	36,877,599	44,274,696
	17	Accounts payable and accrued expenses	126	168	
Net Assets or Fund Balances	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	126	168	
		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	37,938,068	39,307,504	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,639,230	-2,430,073	
	30	Total net assets or fund balances (see page 17 of the instructions)	35,298,838	36,877,431	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	35,298,964	36,877,599	

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	35,298,838
2	Enter amount from Part I, line 27a	2	1,578,592
3	Other increases not included in line 2 (itemize) ▶ _____	3	1
4	Add lines 1, 2, and 3	4	36,877,431
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	36,877,431

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	ALPHA KEYS WP XI LLC SCH K-1	P		
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		18	-18
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			-18
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	-18
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	1,985,419	35,803,152	0 055454
2011	1,041,185	31,675,218	0 032871
2010	241,000	14,523,688	0 016594
2009	25,000	3,778,889	0 006616
2008	842,000	2,178,860	0 386441

2	Total of line 1, column (d).	2	0 497976
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 099595
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	40,866,076
5	Multiply line 4 by line 3.	5	4,070,057
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,751
7	Add lines 5 and 6.	7	4,092,808
8	Enter qualifying distributions from Part XII, line 4.	8	2,046,937

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

Part VI

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	45,502
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	45,502
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	45,502
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	26,219
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	31,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	57,219
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 <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>	10	11,717
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 11,717 Refunded <input type="checkbox"/>	11	0

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)?	1b		No
	<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>			
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 type="checkbox"/> \$ _____ 0. (2) On foundation managers <input 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 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 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	Yes	

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 JAMES MOORE Telephone no (432) 682-7938 Located at 403 N MARIENFELD 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		
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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?			
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))?

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)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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	33,081,202
b	Average of monthly cash balances.	1b	3,022,124
c	Fair market value of all other assets (see instructions).	1c	5,385,076
d	Total (add lines 1a, b, and c).	1d	41,488,402
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	41,488,402
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	622,326
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,866,076
6	Minimum investment return. Enter 5% of line 5.	6	2,043,304

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	2,043,304
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	45,502
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	45,502
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,997,802
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,997,802
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	1,997,802

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	2,046,937
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	2,046,937
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,046,937
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				1,997,802
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			212,703	
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 ▶ \$ 2,046,937				
a Applied to 2012, but not more than line 2a			212,703	
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.				1,834,234
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				163,568
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 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	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 Paid during the year See Additional Data Table				
Total			3a	1,962,965
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES MOORE	DIRECTOR 20 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				
EMILY GILMER	DIRECTOR 2 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				
ANN JENSEN	DIRECTOR 2 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				
DAUPHEN JACKSON	DIRECTOR 2 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				
STUART GILMER	DIRECTOR 2 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				
TOM MOORE	EXECUTIVE DIRECTOR/PRESIDE 20 00	0	0	0
403 N MARIENFELD MIDLAND,TX 79701				


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>				
ALZHEIMER'S ASSOCIATION GREATER WEST TEXAS 4400 N BIG SPRING C-32 MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	15,000
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DR MIDLAND,TX 79703		PUBLIC CHARITY	OPERATING EXPENSES	15,000
BIG BROTHERS BIG SISTERS OF MIDLAND TX 1007 WEST TEXAS AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
BOYS AND GIRLS CLUB OF MIDLAND PO BOX 284 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	15,000
BOYS AND GIRLS CLUB OF ODESSA 800 EAST 13TH STREET ODESSA,TX 79761		PUBLIC CHARITY	OPERATING EXPENSES	15,000
BUCKNER FOUNDATION 600 N PEARL STREET SUITE 2260 DALLAS,TX 75201		PUBLIC CHARITY	OPERATING EXPENSES	10,000
BYNUM SCHOOL PO BOX 80175 MIDLAND,TX 79708		PUBLIC CHARITY	OPERATING EXPENSE	13,000
CAMP FIRE 810 WEST WALL MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	30,000
CASA DE AMIGOS 1101 EAST GARDEN LANE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	25,000
CENTER FOR CHILDREN AND FAMILIES 1004 N BIG SPRING STREET SUITE 325 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	10,000
CHRISTMAS FOR OUR TROOPS PO BOX 10549 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	10,000
COMMEMORATIVE AIR FORCE PO BOX 62000 MIDLAND,TX 79711		PUBLIC CHARITY	OPERATING EXPENSE	5,000
COMMUNITIES IN SCHOOLS PO BOX 60594 MIDLAND,TX 79711		PUBLIC CHARITY	OPERATING EXPENSE	15,000
COMMUNITY AND SENIOR SERVICES OF MIDLAND 3301 SINCLAIRE MIDLAND,TX 79707		PUBLIC CHARITY	OPERATING EXPENSE	35,000
ELLEN NOEL ART MUSEUM OF THE PB POBOX 13928 ODESSA,TX 79768		PUBLIC CHARITY	OPERATING EXPENSE	5,000
Total  3a				1,962,965

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>				
FRIENDS OF LIVING DESERT ZOO 47900 PORTOLA AVENUE PALM DESERT,CA 92260		PUBLIC CHARITY	OPERATING EXPENSES	10,000
GIFTS OF HOPE PO BOX 1323 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	10,000
GIRL SCOUTS OF THE DESERT SOUTHWEST 5217 N DIXIE ODESSA,TX 79762		PUBLIC CHARITY	OPERATING EXPENSE	10,000
GREATER IDEAL FAMILY LIFE CENTER 301 STYLER STREET MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	7,500
GREENWOOD VOLUNTEER FIRE DEPT 2900 SOUTH COUNTY RD 1083 MIDLAND,TX 79706		PUBLIC CHARITY	OPERATING EXPENSE	15,000
HABITAT FOR HUMANITY PO BOX 2555 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSES	25,000
HABITAT FOR HUMANITY OF CARLSBAD PO BOX 277 CARLSBAD,NM 88221		PUBLIC CHARITY	OPERATING EXPENSES	5,000
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND,TX 79703		PUBLIC CHARITY	OPERATING EXPENSES	10,000
HIGH SKY CHILDREN'S RANCH 8701 W COUNTY ROAD 60 MIDLAND,TX 79707		PUBLIC CHARITY	OPERATING EXPENSE	20,000
KELSEY LOGAN ANGEL FUND PO BOX 5072 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	25,000
LEE HIGH SCHOOL THEATRE BOOSTER CLUB 415 W WALL ST SUITE 208 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	8,000
LONESTAR SPCA 4200 N FAIRGROUNDS RD MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	8,000
MAKE A WISH FOUNDATION WEST TEXAS 407 N BIG SPRING MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	20,000
MANOR PARK 2208 N LOOP 250 W MIDLAND,TX 79707		PUBLIC CHARITY	OPERATING EXPENSES	62,633
MARC 2701 NORTH A STREET MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	30,000
Total  3a				1,962,965


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>				
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	102,000
MIDLAND COMMUNITY HEALTHCARE SERVICES PO BOX 5576 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MIDLAND COMMUNITY THEATRE INC 200 WEST WADLEY MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	15,500
MIDLAND ISD EDUCATION FOUNDATION PO BOX 73 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSES	5,000
MIDLAND MEMORIAL FOUNDATION 2200 WILLINOIS MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	25,000
MIDLAND NEED TO READ INC 1709 W WALL STREET MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	12,000
MIDLAND RAPE CRISIS & CHILDRENS ADVOCACY CENTER 1700 N BIG SPRING STREET MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MIDLAND TEEN COURT 615 W MISSOURI AVE 226 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
MIDLAND-ODESSA SYMPHONY & CHORALE 3100 LAFORCE BLVD MIDLAND,TX 79711		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MIDLANDODESSA AREA AIDS SUPPORT 800 WEST TEXAS MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MISSION CENTER ADULT DAY SERVICES 4500 WEST ILLINOIS STE 112 MIDLAND,TX 79703		PUBLIC CHARITY	OPERATING EXPENSE	20,000
MUSEUM OF THE DESERT SOUTHWEST 409 S GASTON CRANE,TX 79731		PUBLIC CHARITY	OPERATING EXPENSE	5,000
PALMER DRUG ABUSE PROGRAM 1208 WEST WALL MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
PERMIAN BASIN AREA FOUNDATION 200 N LORAIN ST MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	40,032
Total  3a				1,962,965


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 Paid during the year				
PERMIAN BASIN PBS PO BOX 8940 MIDLAND,TX 79708		PUBLIC CHARITY	OPERATING EXPENSE	25,000
PREVENT BLINDNESS TEXAS 2000 WEST WALL STREET MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
ROCK THE DESERT MINISTRIES INC 10 DESTA DRIVE SUITE LL 170 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	10,000
SAFE PLACE OF THE PERMIAN BASIN 1805 N MARIENFELD STREET MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	40,000
SALVATION ARMY OF ODESSA 810 E 11TH ST ODESSA,TX 79761		PUBLIC CHARITY	OPERATING EXPENSE	15,000
SALVATION ARMY MIDLAND CORPS 300 SOUTH BAIRD MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	15,000
SAMARITAN COUNSELING CENTER PO BOX 60132 MIDLAND,TX 79711		PUBLIC CHARITY	OPERATING EXPENSE	10,000
SHARE WEST TEXAS 208 S MARIENFELD MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	20,000
SPECIAL OLYMPICS TEXAS PB AREA 18 401 W TEXAS AVE SUITE 507 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	15,000
SUL ROSS STATE UNIVERSITY SRSU BOX C-114 ALPINE,TX 79832		PUBLIC CHARITY	OPERATING EXPENSE	15,000
TEXAS TECH UNIVERSITY HEALTH SCIENCES 800 W 4TH STREET ODESSA,TX 79763		PUBLIC CHARITY	OPERATING EXPENSE	30,000
THE SUNSHINE HOUSE 205 E SUL ROSS AVE ALPINE,TX 79830		PUBLIC CHARITY	OPERATING EXPENSE	10,000
UNITED WAY OF LEA COUNTY PO BOX 1834 HOBBS,NM 88241		PUBLIC CHARITY	OPERATING EXPENSE	15,000
UNITED WAY OF MIDLAND 1209 WEST WALL STREET MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	20,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN,TX 78767		PUBLIC CHARITY	OPERATING EXPENSE	35,000
Total  3a				1,962,965


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>				
UNIVERSITY OF TEXAS PERMIAN BASIN 4901 EAST UNIVERSITY ODESSA, TX 79762		PUBLIC CHARITY	OPERATING EXPENSE	143,000
WARD COUNTY GREATER WORKS 112 E SEALY MONAHANS, TX 79756		PUBLIC CHARITY	OPERATING EXPENSE	10,000
WEST TEXAS FOOD BANK 1008 E 2ND ST ODESSA, TX 79761		PUBLIC CHARITY	OPERATING EXPENSE	75,000
WEST TEXAS PUBLIC RADIO 2000 E 42ND ST SUITE C-193 ODESSA, TX 79762		PUBLIC CHARITY	OPERATING EXPENSE	10,000
YOUNG LIFE MIDLAND 925 W WADLEY MIDLAND, TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	10,000
AMERICAN RED CROSS 9601 WRIGHT DR MIDLAND, TX 79706		PUBLIC CHARITY	OPERATING EXPENSE	10,000
ARTS COUNCIL OF MIDLAND 401 W TEXAS AVE MIDLAND, TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
BLIND CHILDREN'S LEARNING CENTER 18542 VANDERLIP AVE SANTA ANA, CA 92705		PUBLIC CHARITY	OPERATING EXPENSE	15,000
BRITE DIVINITY SCHOOL 2855 S UNIVERSITY DR FORT WORTH, TX 76129		PUBLIC CHARITY	OPERATING EXPENSE	50,000
BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423		PUBLIC CHARITY	OPERATING EXPENSE	20,000
GEORGE W BUSH CHILDHOOD HOME PO BOX 8586 MIDLAND, TX 79708		PUBLIC CHARITY	OPERATING EXPENSE	5,000
CHRISTMAS IN ACTION INC PO BOX 3744 MIDLAND, TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	10,000
COMMUNITY CHILDREN'S CLINIC PO BOX 3328 MIDLAND, TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	10,000
DARA PERRY BUSH RN NURSING SCHOLARSHIP 3600 N GARFIELD MIDLAND, TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	10,000
EDWARDS COUNTY EMERGENCY PO BOX 185 ROCKSPRINGS, TX 78820		PUBLIC CHARITY	OPERATING EXPENSE	10,000
Total  3a				1,962,965

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>				
EL RENO PUBLIC SCHOOL PO BOX 356 EL RENO,OK 73036		PUBLIC CHARITY	OPERATING EXPENSE	10,000
FAMILY PROMISE OF MIDLAND PO BOX 7601 MIDLAND,TX 79708		PUBLIC CHARITY	OPERATING EXPENSE	20,000
FORT STOCKTON HISTORICAL SOCIETY 301 S MAIN ST FORT STOCKTON,TX 79735		PUBLIC CHARITY	OPERATING EXPENSE	5,000
THE GENESIS CENTER 2800 W LOUISIANA MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	20,000
THE HALEY MEMORIAL LIBRARY 1805 WINDIANA AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
HOUSE OF THE SYCAMORE TREE PO BOX 2089 ODESSA,TX 79760		PUBLIC CHARITY	OPERATING EXPENSE	5,000
I 20 WILDLIFE PRESERVE PO BOX 2096 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	5,000
JULIETTE FOWLER HOMES INC PO BOX 140129 DALLAS,TX 75214		PUBLIC CHARITY	OPERATING EXPENSE	10,000
JUNIOR ACHIEVEMENT OF WEST TEXAS INC 306 WEST WALL SUITE 827 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
LUBBOCK MEALS ON WHEELS 2304 34TH ST LUBBOCK,TX 79411		PUBLIC CHARITY	OPERATING EXPENSE	25,000
MEALS FOR THE ELDERLY 310 E HOUSTON HARTE SAN ANGELO,TX 76903		PUBLIC CHARITY	OPERATING EXPENSE	15,000
MEALS ON WHEELS OF ODESSA PO BOX 15 ODESSA,TX 79760		PUBLIC CHARITY	OPERATING EXPENSE	10,000
MIDLAND SHARED SPACES PO BOX 430 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	75,000
MIDLAND TENNIS CENTER PO BOX 4914 MIDLAND,TX 79704		PUBLIC CHARITY	OPERATING EXPENSE	5,000
MUSEUM OF THE SOUTHWEST 1705 W MISSOURI AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	21,300
Total  3a				1,962,965

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>				
NONPROFIT MANAGEMENT CENTER 3500 N A ST SUITE 2300 MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	5,000
OWASSO HISTORICAL SOCIETY PO BOX 1481 OWASSO,OK 74055		PUBLIC CHARITY	OPERATING EXPENSE	5,000
PARTNERSHIPS FOR CHILDREN PO BOX 204444 AUSTIN,TX 78720		PUBLIC CHARITY	OPERATING EXPENSE	15,000
ST ANDREWS PRESBYTARIAN MISSION 1708 N FT WORTH MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSE	5,000
STEPHENS COLLEGE PO BOX 2006 COLUMBIA,MO 65215		PUBLIC CHARITY	OPERATING EXPENSE	65,000
TEXAS CHRISTIAN UNIVERSITY PO BOX 297044 FT WORTH,TX 76129		PUBLIC CHARITY	OPERATING EXPENSE	65,000
TEXAS TECH INSTITUTIONAL ADVANCEMENT PO BOX 41081 LUBBOCK,TX 794091081		PUBLIC CHARITY	OPERATING EXPENSE	50,000
UNITED WAY OF ODESSA PO BOX 632 ODESSA,TX 79760		PUBLIC CHARITY	OPERATING EXPENSE	20,000
WARD COUNTY SENIOR CITIZENS CENTER 205 E 4TH STREET MONAHANS,TX 79756		PUBLIC CHARITY	OPERATING EXPENSE	10,000
WEST TEXAS JAZZ SOCIETY PO BOX 10832 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSE	5,000
YMCA OF ODESSA 3001 E UNIVERSITY BLVD ODESSA,TX 79762		PUBLIC CHARITY	OPERATING EXPENSE	5,000
RECORDING LIBRARY OF WEST TEXAS 3500 NORTH A ST MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSE	20,000
Total  3a				1,962,965

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
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<div>Name of the organization</div> <div>WAYNE & JO ANN MOORE CHARITABLE FOUNDATION</div>	<div>Employer identification number</div> <div>20-4808454</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WAYNE & JO ANN MOORE CHARITABLE FOUNDATION	Employer identification number 20-4808454
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ESTATE OF LEE WAYNE MOORE 403 N MARIENFELD MIDLAND, TX 79701 	\$ 1,369,436	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WAYNE & JO ANN MOORE CHARITABLE FOUNDATION	Employer identification number 20-4808454
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization WAYNE & JO ANN MOORE CHARITABLE FOUNDATION	Employer identification number 20-4808454
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION
EIN: 20-4808454

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2008-01-31	1,013	477	200DB	5 0000000000000	29	0		
COMPUTER	2008-05-14	1,110	523	200DB	5 0000000000000	32	0		
COMPUTER	2008-05-14	2,147	1,011	200DB	5 0000000000000	62	0		
OFFICE BUILDING	2009-06-30	60,000	5,447	SL	39 0000000000000	1,538	0		
FURNITURE AND EQUIPMENT	2010-07-01	942	671	200DB	5 0000000000000	108	0		
FURNITURE AND EQUIPMENT	2012-03-01	31,741	2,267	200DB	7 0000000000000	3,887	0		
OFFICE BUILDING	2012-03-01	517,547	10,506	SL	39 0000000000000	13,270	0		
FURNITURE AND EQUIPMENT	2012-07-01	16,951	1,695	200DB	5 0000000000000	2,712	0		

TY 2013 Investments - Other Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS EQUITY FUNDS	AT COST	13,860,720	17,627,459
UBS BOND FUNDS	AT COST	4,219,456	4,208,792
UBS OTHER INVESTMENT FUNDS	AT COST	12,193,497	14,364,577
UBS PARTNERSHIP INVESTMENT	AT COST	83,425	87,151

TY 2013 Land, Etc. Schedule**Name:** WAYNE & JO ANN MOORE CHARITABLE FOUNDATION**EIN:** 20-4808454

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	1,013	1,013	0	
COMPUTER	1,110	1,110	0	
COMPUTER	2,147	2,147	0	
OFFICE BUILDING	60,000	6,985	53,015	
FURNITURE AND EQUIPMENT	942	779	163	
FURNITURE AND EQUIPMENT	31,741	22,025	9,716	
OFFICE BUILDING	517,547	23,776	493,771	
FURNITURE AND EQUIPMENT	16,951	12,883	4,068	

TY 2013 Legal Fees Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	463	347		116

TY 2013 Other Assets Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL & GAS ROYALTY PROPERTIES	6,558,250	6,558,250	4,876,732
ACCUMULATED DEPLETION	-2,890,392	-3,215,758	
ORGANIZATION COSTS	15,150	15,150	
PURCHASER CLEARING	0	485	

TY 2013 Other Expenses Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	245	245		0
INSURANCE	470	470		0
OFFICE SUPPLIES	44	44		0
REPAIRS & MAINTENANCE	128	128		0
ADMINISTRATION FEES	147,938	147,938		0
DATA PROCESSING	4,061	4,061		0
OTHER OIL & GAS ROYALTY EXP	86,603	86,603		0
CONTRACT LABOR	35	35		0
MISC	1,375	1,375		0
DONATIONS	200	200		0
FILING FEES	40	40		0
POSTAGE	46	46		0
BUIDLING EXPENSE	378	378		0
ALPHA KEYS ORDINARY LOSS	1,926	1,926		0
ALPHA KEYS INVESTMENT INTEREST EXPENSE	1,731	1,731		0
ALPHA KEYS ROYALTY DEDUCTIONS	23	23		0
ALPHA KEYS INTANGIBLE DRILLING COSTS	1,355	1,355		0
PORTFOLIO DEDUCTIONS	8,365	8,365		0

TY 2013 Other Income Schedule**Name:** WAYNE & JO ANN MOORE CHARITABLE FOUNDATION**EIN:** 20-4808454

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALTIES	1,219,183	1,219,183	1,219,183
LEASE BONUS INCOME	674,924	674,924	674,924
ALPHA KEYS ROYALTIES	7	7	7

TY 2013 Other Increases Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Description	Amount
ROUNDING	1

TY 2013 Other Professional Fees Schedule**Name:** WAYNE & JO ANN MOORE CHARITABLE FOUNDATION**EIN:** 20-4808454

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	112,671	84,503		28,168
	0	0		0

TY 2013 Substantial Contributors Schedule

Name: WAYNE & JO ANN MOORE CHARITABLE FOUNDATION

EIN: 20-4808454

Name	Address
ESTATE OF L WAYNE MOORE	403 N MARIENFELD MIDLAND, TX 79701

TY 2013 Taxes Schedule**Name:** WAYNE & JO ANN MOORE CHARITABLE FOUNDATION**EIN:** 20-4808454

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	19,000	0		0
AD VALOREM TAX	24,720	24,719		0
ROYALTY PRODUCTION TAX	83,000	83,000		0
STATE TAXES	1,494	1,494		0
PAYROLL TAXES	10,060	10,060		0