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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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JAMES B. AND LOIS R. ARCHER CHARITABLE FOUNDATION		A Employer identification number 45-3326925						
Number and street (or P O box number if mail is not delivered to street address) 5106 KNICKERBOCKER ROAD		B Telephone number 325-223-6203						
City or town, state or province, country, and ZIP or foreign postal code SAN ANGELO, TX 76904		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display:inline-table; vertical-align:top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<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"/>
<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							
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) ▶ \$ 41,095,536.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		11,558.	11,558.		STATEMENT 1
4 Dividends and interest from securities		1,063,786.	1,063,786.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,798,718.			
b Gross sales price for all assets on line 6a 6,943,354.					
7 Capital gain net income (from Part IV, line 2)			1,798,718.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		338,207.	338,207.		STATEMENT 3
12 Total. Add lines 1 through 11		3,212,269.	3,212,269.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		6,920.	3,460.		3,460.
b Accounting fees STMT 5		13,000.	6,500.		6,500.
c Other professional fees STMT 6		142,418.	71,209.		71,209.
17 Interest STMT 7		10,782.	0.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		16,602.	8,301.		8,301.
24 Total operating and administrative expenses. Add lines 13 through 23		189,722.	89,470.		89,470.
25 Contributions, gifts, grants paid		2,339,919.			2,339,919.
26 Total expenses and disbursements. Add lines 24 and 25		2,529,641.	89,470.		2,429,389.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		682,628.			
b Net investment income (if negative, enter -0-)			3,122,799.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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2013.05000 JAMES B. AND LOIS R. ARCHER 45-33261

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JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	248,534.	781,487.	781,487.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 19,245.			
	Less: allowance for doubtful accounts ▶	17,966.	19,245.	19,245.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	12,949,205.	8,039,590.	10,363,916.
	c Investments - corporate bonds STMT 10	6,722,317.	6,954,957.	4,786,221.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	20,129,543.	25,039,853.	25,144,667.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	40,067,565.	40,835,132.	41,095,536.	
Liabilities	17 Accounts payable and accrued expenses	61.		
	18 Grants payable		85,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	61.	85,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	40,067,504.	40,750,132.		
30 Total net assets or fund balances	40,067,504.	40,750,132.		
31 Total liabilities and net assets/fund balances	40,067,565.	40,835,132.		

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	40,067,504.
2 Enter amount from Part I, line 27a	2	682,628.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	40,750,132.
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	40,750,132.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 6,943,354.		5,144,636.	1,798,718.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			
b			
c			
d			
e			1,798,718.

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	1,798,718.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	167,275.	40,872,843.	.004093
2011	2,520.	4,925,280.	.000512
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.004605
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	.002303
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	43,465,942.
5 Multiply line 4 by line 3	5	100,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,228.
7 Add lines 5 and 6	7	131,330.
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	2,429,389.

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CHARITABLE FOUNDATION**

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	31,228.
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	31,228.
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	31,228.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,578.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		9,078.
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	SEE STATEMENT 12	22,150.
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 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		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

STMT 13

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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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► MR. JORGE VELARDE Telephone no. ► 325-223-6203 Located at ► 5106 KNICKERBOCKER ROAD, SAN ANGELO, TX ZIP+4 ► 76904			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 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 ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► N/A			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 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.) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES B. ARCHER	PRESIDENT			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.
LOIS R. ARCHER	SECRETARY			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.
JORGE VELARDE	TREASURER			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.

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

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

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

0

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CHARITABLE FOUNDATION

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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CHARITABLE FOUNDATION

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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	21,361,674.
b	Average of monthly cash balances	1b	698,405.
c	Fair market value of all other assets	1c	22,067,781.
d	Total (add lines 1a, b, and c)	1d	44,127,860.
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	44,127,860.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	661,918.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,465,942.
6	Minimum investment return. Enter 5% of line 5	6	2,173,297.

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	2,173,297.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	31,228.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,142,069.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,142,069.
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	2,142,069.

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	2,429,389.
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	2,429,389.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	31,228.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,398,161.

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.

Form 990-PF (2013)

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				2,142,069.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,939,279.	
b Total for prior years:		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: ▶ \$ 2,429,389.				
a Applied to 2012, but not more than line 2a			1,939,279.	
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				490,110.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,651,959.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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				

**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Prior 3 years				(e) Total
	Tax year (a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

JORGE VELARDE
5106 KNICKERBOCKER ROAD, SAN ANGELO, TX 76904

- 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:

**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

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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				
ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY 3553 HOUSTON HARTE SAN ANGELO, TX 76901	NONE	PUBLIC	SEE STATEMENT	33,726.
ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF LAURA W. BUSH INSTITUTE 2601 WEST AVENUE N SAN ANGELO, TX 76909	NONE	PUBLIC	SEE STATEMENT	25,000.
ARROW ACADEMY CHARTER SCHOOL (LEADERSHIP EDUCATION FOUNDATION) 2423 EARL RUDDER FWY SOUTH #200 COLLEGE STATION, TX 77845	NONE	PUBLIC	SEE STATEMENT	50,000.
BAPTIST MEMORIALS MINISTRIES - BAPTIST RETIREMENT COMMUNITY IN SAN ANGELO 902 MAIN STREET SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	150,000.
BOYSVILLE, INC. 8555 E. 1604 NORTH CONVERSE, TX 78109	NONE	PUBLIC	SEE STATEMENT	15,000.
Total	SEE CONTINUATION SHEET(S)			2,339,919.
b Approved for future payment				
PREGNANCY HELP CENTER OF CONCHO VALLEY 2525 SHERWOOD WAY SAN ANGELO, TX 76901	NONE	PUBLIC	SEE STATEMENT	2,570.
AGAPE CHARITABLE FOUNDATION - DBA STUFF THE SLEIGH OF KATY (STS) 2202 RAZORBILL CT KATY, TX 77494	NONE	PUBLIC	SEE STATEMENT	25,000.
ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF THE ASU PLANETARIUM 2601 WEST AVENUE N SAN ANGELO, TX 76909	NONE	PUBLIC	SEE STATEMENT	50,000.
Total	SEE CONTINUATION SHEET(S)			3,794,184.

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** SEE PURPOSE OF GRANT CONTINUATIONS

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,558.	
4 Dividends and interest from securities			14	1,063,786.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	338,207.	
8 Gain or (loss) from sales of assets other than inventory			18	1,798,718.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,212,269.	0.
13 Total. Add line 12, columns (b), (d), and (e)				3,212,269.	3,212,269.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Muzafer Masood</i>		Date <i>11/14/14</i>	Title <i>Executive Director</i>		
Paid Preparer Use Only	Print/Type preparer's name MUZAFAR MASOOD		Preparer's signature <i>Muzafer Masood</i>	Date 11/14/14	Check <input type="checkbox"/> if self-employed	PTIN P01333193
	Firm's name ▶ DELOITTE TAX, LLP				Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 1111 BAGBY STREET, SUITE 4500 HOUSTON, TX 77002-2591				Phone no. 713-982-2000	

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	BNY MELLON #27010	P		
b	BNY MELLON #27010	P		
c	BNY MELLON #27010	P		
d	BNY MELLON #27020	P		
e	BNY MELLON #27020	P		
f	BNY MELLON #27020	P		
g	ARTISAN FUNDS, INC	P		
h	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	P		
i	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	P		
j	TITAN PARTNERS LP	P		
k	TITAN PARTNERS LP	P		
l	WELLINGTON TRUST COMPANY	P		
m	WELLINGTON TRUST COMPANY	P		
n	KNIGHTHEAD OFFSHORE FUND, LTD	P		
o	MASON CAPITAL, LTD	P		

(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	72,445.	66,853.	5,592.
b	17,540.	17,604.	<64.>
c	478,139.	350,350.	127,789.
d	528,168.	453,239.	74,929.
e	599,054.	492,063.	106,991.
f	6,485.	6,740.	<255.>
g	700,000.	544,820.	155,180.
h	<1,168.>		<1,168.>
i	14,025.		14,025.
j	46,262.		46,262.
k	220,441.		220,441.
l	<136,215.>		<136,215.>
m	116,351.		116,351.
n	16,071.		16,071.
o	9,245.		9,245.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,592.
b			<64.>
c			127,789.
d			74,929.
e			106,991.
f			<255.>
g			155,180.
h			<1,168.>
i			14,025.
j			46,262.
k			220,441.
l			<136,215.>
m			116,351.
n			16,071.
o			9,245.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

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	SCOPIA PX INTERNATIONAL LIMITED	P		
b	SCOUT CAPITAL FUND LTD.	P		
c	GRUSS GLOBAL INVESTORS (ENHANCED), LTD.	P		
d	LITESPEED OFFSHORE FUND LTD	P		
e	NATIXIS FUNDS, INC	P		
f	ARTISAN FUNDS, INC	P		
g	BABSON FRI OFFSHORE FUND	P		
h	VANGUARD 500 INDEX FUND	P		
i	VANGUARD 500 INDEX FUND	P		
j	VANGUARD BOND INDEX FUND	P		
k	VANGUARD BOND INDEX FUND	P		
l	VANGUARD BOND INDEX FUND	P		
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	98,836.		98,836.
b	59,848.		59,848.
c	72,912.		72,912.
d	246,965.		246,965.
e	91,929.		91,929.
f	271,518.		271,518.
g	713.		713.
h	400,000.	370,943.	29,057.
i	1,100,000.	892,054.	207,946.
j	1,500,000.	1,550,948.	<50,948.>
k	400,000.	399,022.	978.
l	13,790.		13,790.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			98,836.
b			59,848.
c			72,912.
d			246,965.
e			91,929.
f			271,518.
g			713.
h			29,057.
i			207,946.
j			<50,948.>
k			978.
l			13,790.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,798,718.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

45-3326925

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY 317 KOBERLIN SAN ANGELO, TX 76902	NONE	PUBLIC	SEE STATEMENT	50,000.
CLARITY CHILD GUIDANCE CENTER 8535 TOMM SLICK SAN ANTONIO, TX 78229	NONE	PUBLIC	SEE STATEMENT	100,000.
CONCHO CHRISTMAS CELEBRATION P.O. BOX SAN ANGELO, TX 76902	NONE	PUBLIC	SEE STATEMENT	22,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC	SEE STATEMENT	100,000.
MEALS FOR THE ELDERLY 310 E. HOUSTON HARTE SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	20,000.
MHMR SERVICES FOR THE CONCHO VALLEY 1501 WEST BEAUREGARD SAN ANGELO, TX 76901	NONE	PUBLIC	SEE STATEMENT	150,000.
SAN ANGELO CIVIC BALLET 15 WEST BEAUREGARD AVENUE SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	6,750.
ST. JUDE'S RANCH FOR CHILDREN 652 OLD BEAR CREEK NEW BRAUNFELS, TX 78132	NONE	PUBLIC	SEE STATEMENT	50,000.
TEXAS CAPITOL VIETNAM VETERANS MONUMENT COMMITTEE 400 W. 15TH STREET, #950 AUSTIN, TX 78701	NONE	PUBLIC	SEE STATEMENT	25,000.
THE CLAYTON DABNEY FOUNDATION 12335 KINGSRIDE #347 HOUSTON, TX 77024	NONE	PUBLIC	SEE STATEMENT	10,000.
Total from continuation sheets				2,066,193.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE LEUKEMIA & LYMPHOMA SOCIETY 404 BNA DRIVE, SUITE 102 NASHVILLE, TN 37217	NONE	PUBLIC	SEE STATEMENT	2,500.
THE SAMARITAN COUNSELING CENTER 8956 RESEARCH BLVD, BLDG 2 AUSTIN, TX 78758	NONE	PUBLIC	SEE STATEMENT	309,000.
THE SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION 100 NE LOOP 410, SUITE 706 SAN ANTONIO, TX 78216	NONE	PUBLIC	SEE STATEMENT	100,000.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON, TX 77030	NONE	PUBLIC	SEE STATEMENT	1,000,000.
TRANSPLANTS FOR CHILDREN (TFC) 7550 IH-10 WEST, SUITE 104 HOUSTON, TX 78229	NONE	PUBLIC	SEE STATEMENT	10,000.
WEST TEXAS BOYS RANCH 10223 BOYS RANCH RD SAN ANGELO, TX 76904	NONE	PUBLIC	SEE STATEMENT	28,683.
WEST TEXAS REHABILITATION CENTER 4601 HARTFORD STREET ABILENE, TX 79605	NONE	PUBLIC	SEE STATEMENT	82,260.
Total from continuation sheets				

**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

45-3326925

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS LONE STAR 36 W. BEAUREGARD, STE 723 SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	20,000.
CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, INC 317 KOBERLIN SAN ANGELO, TX 76902	NONE	PUBLIC	SEE STATEMENT	35,000.
CLARITY CHILD GUIDANCE CENTER 8535 TOMM SLICK DRIVE SAN ANTONIO, TX 78229	NONE	PUBLIC	SEE STATEMENT	100,000.
CONCHO VALLEY REGIONAL FOOD BANK 1313 S. HILL ST. SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	25,000.
MILWAUKEE COUNTY WAR MEMORIAL, INC 750 NORTH LINCOLN MEMORIAL DRIVE MILWAUKEE, WI 53202	NONE	PUBLIC	SEE STATEMENT	5,000.
NEAL MCCOY'S EAST TEXAS ANGEL NETWORK 2802 GLIMER RD. SUITE 1 LONGVIEW, TX 75604	NONE	PUBLIC	SEE STATEMENT	20,000.
SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC) 2201 SHERWOOD WAY, STE 205 SAN ANGELO, TX 76901	NONE	PUBLIC	SEE STATEMENT	100,000.
SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION-DBA CHILDREN'S HOSPITAL OF SA FND 100 NE LOOP 410, STE. 706 SAN ANTONIO, TX 78216	NONE	PUBLIC	SEE STATEMENT	100,000.
SONRISAS THERAPEUTIC RIDING, INC. 167 LAKEVIEW HEROS DRIVE SAN ANGELO, TX 76902	NONE	PUBLIC	SEE STATEMENT	25,000.
ST JUDE'S RANCH FOR CHILDREN - TEXAS REGION 652 OLD BEAR CREEK ROAD NEW BRAUNFELS, TX 78132	NONE	PUBLIC	SEE STATEMENT	50,000.
Total from continuation sheets				3,716,614.

**JAMES B. AND LOIS R. ARCHER
CHARITABLE FOUNDATION**

45-3326925

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN 2222 WELBORN STREET DALLAS, TX 75219	NONE	PUBLIC	SEE STATEMENT	5,000.
TEXAS SOUTHWEST COUNCIL OF BOYS SCOUTS OF AMERICA 104 VETERNAS MEMORIAL DRIVE SAN ANGELO, TX 76903	NONE	PUBLIC	SEE STATEMENT	50,000.
THE JOSEPH THOMAS FOUNDATION 238 SUGAR BUSCUIT ABILENE, TX 79602	NONE	PUBLIC	SEE STATEMENT	10,000.
THE PROGERIA RESEARCH FOUNDATION 167 LAKEVIEW HEROS DRIVE PEABODY, MA 01960	NONE	PUBLIC	SEE STATEMENT	87,602.
WEST TEXAS BOYS RANCH 10223 BOYS RANCH RD SAN ANGELO, TX 76904	NONE	PUBLIC	SEE STATEMENT	34,012.
WEST TEXAS REHABILITATION CENTER 3001 S. JACKSON STREET SAN ANGELO, TX 76904	NONE	PUBLIC	SEE STATEMENT	50,000.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON, TX 77030	NONE	PUBLIC	SEE STATEMENT	3,000,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY

THE ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY (ADACCV) IS A

501 (C)3 NONPROFIT. THE FOUNDATION HAS BEEN PROMOTING WELLNESS AND

RECOVERY FOR OVER 50 YEARS AND HAVE ASSISTED COUNTLESS INDIVIDUALS TO

LIVE THEIR LIVES FREE FROM THE DISEASES OF ALCOHOLISM AND ADDICTION.

ADACCV'S MISSION IS TO SAVE LIVES AND CREATE HEALTHIER COMMUNITIES. OUR

CLIENTS ARE SELF-REFERRED OR REFERRED BY CHILD PROTECTIVE SERVICES

(CPS) OR ADULT PROBATION.

NAME OF RECIPIENT - ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF LAURA

W. BUSH INSTITUTE

ANGELO STATE UNIVERSITY FOUNDATION, INC. A PUBLIC, NON-PROFIT

ORGANIZATION WAS ESTABLISHED TO PROVIDE FINANCIAL ASSISTANCE TO ASU

PRIMARILY FROM GIFTS AND EARNINGS ON ENDOWED FUNDS. THE FOUNDATION

OVERSEES MANAGEMENT, INVESTMENT, AND DISTRIBUTION OF ALL FOUNDATION

FUNDS FOR THE FURTHERANCE OF EDUCATIONAL PURPOSES AT ASU AND IN

ACCORDANCE WITH DONORS' WISHES.

NAME OF RECIPIENT - ARROW ACADEMY CHARTER SCHOOL (LEADERSHIP EDUCATION
FOUNDATION)

ARROW ACADEMY IS A SCHOOL OF CHOICE THAT EXISTS FOR STUDENTS TO EXCEL

ACADEMICALLY, SOCIALLY, AND TO BECOME MOTIVATED MEMBERS OF THE

COMMUNITY. OUR TARGET POPULATION IS INNER-CITY CHILDREN WHO OFTEN

STRUGGLE, FALL BEHIND, AND EVENTUALLY DROP OUT OF TRADITIONAL PUBLIC

SCHOOLS.

NAME OF RECIPIENT - BAPTIST MEMORIALS MINISTRIES - BAPTIST RETIREMENT

COMMUNITY IN SAN ANGELO

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THE MISSION OF BAPTIST MEMORIALS MINISTRIES IS TO PROVIDE A STABLE
ENVIRONMENT AND CONTINUING MULTI-LEVEL CARE AND SERVICES TO SENIOR
ADULTS AND THOSE WITH SPECIAL NEEDS, MINISTERING TO THE WHOLE PERSON
FOR THE ENRICHMENT OF LIFE.

NAME OF RECIPIENT - BOYSVILLE, INC.

THE BOYSVILLE MISSION IS TO PROVIDE A SAFE, FAMILY ENVIRONMENT FOR
CHILDREN IN NEED SO THEY MAY BECOME RESPONSIBLE ADULTS. BOYSVILLE HAS
PROVIDED "FAMILY" FOR CHILDREN FROM CIRCUMSTANCES OF ABUSE, NEGLECT,
AND POVERTY SINCE 1943. THE MODEL OF CARE HAS BEEN A LEGACY OF
LONG-TERM RESIDENTIAL CARE FOR BOTH PRIVATE PLACEMENTS AND CHILDREN IN
THE CUSTODY OF THE STATE OF TEXAS.

NAME OF RECIPIENT - CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY
TO PREVENT CHILD ABUSE AND TO SERVE AS ALLIES OF ABUSED CHILDREN WITH A
DEDICATION TO SECURING FOR EACH CHILD A SAFE AND NURTURING HOME.

NAME OF RECIPIENT - CLARITY CHILD GUIDANCE CENTER
TO HELP FAMILIES OVERCOME THE DISABLING EFFECTS OF MENTAL ILLNESS AND
IMPROVE THEIR ABILITY TO FUNCTION SUCCESSFULLY.

NAME OF RECIPIENT - CONCHO CHRISTMAS CELEBRATION
IT WILL CONTRIBUTE TO THE ECONOMIC VITALITY OF THE CONCHO VALLEY AREA
BY PRODUCING AND PROMOTING A DESTINATION EVENT WHICH BRINGS PEOPLE INTO
THE CITY OF SAN ANGELO.

NAME OF RECIPIENT - JUVENILE DIABETES RESEARCH FOUNDATION

TYPE 1 DIABETES (T1 D) AFFECTS AS MANY AS THREE MILLION PEOPLE IN THE

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U.S. ALONE, WITH AN ESTIMATED 30,000 PEOPLE DIAGNOSED EACH YEAR. AS THE
WORLD'S LARGEST CHARITABLE FUNDER OF AND ADVOCATE FOR T1 D RESEARCH,
JDRF IS PURSUING A ROBUST AGENDA OF CUTTING-EDGE RESEARCH STRATEGIES TO
REDUCE THE DAILY BURDEN OF T1 D AND ULTIMATELY PREVENT AND CURE THE
DISEASE. JDRF HAS THREE OVERARCHING RESEARCH GOALS: FINDING A CURE FOR
T1 D; DEVELOPING BETTER TREATMENTS AND THERAPIES FOR PEOPLE LIVING WITH
THE DISEASE; AND WORKING TO PREVENT PEOPLE FROM DEVELOPING T1 D IN THE
FUTURE.

NAME OF RECIPIENT - MEALS FOR THE ELDERLY
ORGANIZATION DEVOTED TO SERVING THE HOMEBOUND AND DISABLED ELDERLY WITH
HOT NUTRITIOUS HOME-DELIVERED MEALS WHILE ENSURING THEIR INDIVIDUAL
WELL-BEING THROUGH PERSONAL CONTACT.

NAME OF RECIPIENT - MHMR SERVICES FOR THE CONCHO VALLEY
MHMR SERVICES FOR THE CONCHO VALLEY'S PURPOSE AND MISSION IS TO OFFER
AN ARRAY OF SERVICES AND SUPPORTS WHICH RESPOND TO THE NEEDS OF PEOPLE
WITH MENTAL ILLNESS, INTELLECTUAL & DEVELOPMENT DISABILITIES AND
AUTISM; ENABLING THEM TO MAKE CHOICES THAT RESULT IN LIVES OF DIGNITY
AND INCREASED INDEPENDENCE. TO THAT END OUR DESIRE IS FOR PEOPLE WITH
THESE DISABILITIES TO BE ABLE TO ACQUIRE SKILLS TO LIVE, LEARN, WORK,
ATTEND SCHOOL AND DEVELOP RELATIONSHIPS IN AN ENVIRONMENT OF THEIR OWN
CHOOSING.

NAME OF RECIPIENT - SAN ANGELO CIVIC BALLET
THE PURPOSE OF THE SAN ANGELO CIVIC BALLET IS TO FOSTER CREATIVITY,
SELF-ESTEEM, AND DISCIPLINE, THROUGH DANCE, WHILE ENCOURAGING
PARTICIPANTS TOWARD JOY IN THEIR ART; HELP PEOPLE REACH THEIR FULL

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POTENTIAL IN DANCE; REDUCE BARRIERS TO INVOLVEMENT IN THE ART OF DANCE
AND SERVE OUR AREA BY PROVIDING TRAINING AND PRODUCTIONS OF THE HIGHEST
POSSIBLE QUALITY FOR THE HEALTH AND ARTISTIC WELFARE OF THE COMMUNITY.

NAME OF RECIPIENT - ST. JUDE'S RANCH FOR CHILDREN
TO ASSIST WITH PROGRAMS FOR ABUSED, NEGLECTED, AND ABANDONED YOUNG
PEOPLE OF ALL ETHNICITIES FROM BIRTH TO 21 YEARS OLD.

NAME OF RECIPIENT - TEXAS CAPITOL VIETNAM VETERANS MONUMENT COMMITTEE
THE TEXAS CAPITOL VIETNAM VETERANS MONUMENT HONORS TEXANS WHO FOUGHT OR
OTHERWISE SERVED, AND IN MANY CASES GAVE THEIR LIVES DURING THE VIETNAM
WAR AS PART OF THIS NATION'S ARMED FORCES, AND STANDS AS AN ABIDING
REMINDER OF THEIR SERVICE, SACRIFICE AND COURAGE. THE MONUMENT WAS
APPROVED BY TEXAS LAWMAKERS IN 2005 IN LEGISLATION COSPONSORED BY
SENATOR JUAN "CHUY" HINOJOSA AND REPRESENTATIVE WAYNE SMITH, BOTH
VIETNAM VETERANS. IT WILL BE INSTALLED IN THE NEXT YEAR ON THE
NORTHEAST SIDE OF THE TEXAS CAPITOL GROUNDS NEAR THE PEACE OFFICERS
MEMORIAL.

NAME OF RECIPIENT - THE CLAYTON DABNEY FOUNDATION
CDF'S MISSION IS TO PROVIDE NEEDY FAMILIES WITH CHILDREN IN THE LAST
STAGES OF TERMINAL CANCER ASSISTANCE IN CREATING EVERLASTING MEMORIES.
THE ASSISTANCE IS ARRANGED THROUGH THE PARENTS AND IS ANONYMOUS TO THE
CHILD. WE PROVIDE FINANCIAL SUPPORT TO FAMILIES CRIPPLED BY THE IMMENSE
COST OF TREATMENT FOR THEIR CHILD AND WE PROVIDE A CHERISHED LEGACY OF
SHARING SPECIAL TIME TOGETHER THROUGH PHOTOGRAPHS, FAMILY ACTIVITIES,
AND SHARED EXPERIENCES.

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NAME OF RECIPIENT - THE LEUKEMIA & LYMPHOMA SOCIETY

THE LEUKEMIA & LYMPHOMA SOCIETY IS THE WORLD'S LARGEST VOLUNTARY HEALTH ORGANIZATION DEDICATED TO FUNDING BLOOD CANCER RESEARCH AND PROVIDING EDUCATION AND PATIENT SERVICES. OUR MISSION IS TO CURE LEUKEMIA, LYMPHOMA, HODGKIN'S DISEASE AND MYELOMA, AND IMPROVE THE QUALITY OF LIFE OF PATIENTS AND THEIR FAMILIES. CHILDHOOD CANCER IS THE NUMBER ONE CAUSE OF DEATH, DUE TO DISEASE, IN CHILDREN YOUNGER THAN 19 YEARS OF AGE, LEUKEMIA BEING THE MOST COMMON CANCER IN CHILDREN.

NAME OF RECIPIENT - THE SAMARITAN COUNSELING CENTER

WE ARE A NON-PROFIT, INTERFAITH COUNSELING CENTER WHOSE PRIMARY GOAL IS TO IMPROVE THE MENTAL, PHYSICAL, AND SPIRITUAL HEALTH OF CHILDREN, ADULTS AND FAMILIES IN CENTRAL TEXAS. WE PROVIDE MENTAL HEALTH CARE AND INTEGRATIVE MEDICINE THAT IS ACCESSIBLE AND AFFORDABLE FOR ALL, ESPECIALLY UNDERSERVED GROUPS SUCH AS LOW INCOME FAMILIES WHO HAVE NO HEALTH INSURANCE AND VETERANS STRUGGLING WITH THE EMOTIONAL WOUNDS OF WAR. OUR STAFF IS SENSITIVE TO SPIRITUAL ISSUES BUT DOES NOT IMPOSE RELIGIOUS CONCEPTS OR BELIEFS ON THE PEOPLE WE HELP.

NAME OF RECIPIENT - THE SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION

TO SUPPORT THE CHILDREN'S HOSPITAL OF SAN ANTONIO IN PROVIDING DEDICATED HEALTH CARE SERVICES AND ASSURING THAT ALL CHILDREN HAVE ACCESS TO THE STATE OF THE ART CARE AND TREATMENT.

NAME OF RECIPIENT - THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER

THE MISSION OF THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER IS TO ELIMINATE CANCER IN TEXAS, THE NATION AND THE WORLD THROUGH OUTSTANDING PROGRAMS THAT INTEGRATE PATIENT CARE, RESEARCH AND PREVENTION, AND

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THROUGH EDUCATION FOR UNDERGRADUATE AND GRADUATE STUDENTS, TRAINEES,
PROFESSIONALS, EMPLOYEES AND THE PUBLIC.

NAME OF RECIPIENT - TRANSPLANTS FOR CHILDREN (TFC)

TFC'S MISSION IS TO EMPOWER PRE- AND POST-TRANSPLANT CHILDREN AND THEIR
FAMILIES TO MASTER LIFELONG CHALLENGES OF PEDIATRIC TRANSPLANTATION.

THE FOUNDATION ACCOMPLISHES THIS THROUGH PEER TO PEER NETWORKS FOR
CHILDREN AND THEIR PARENTS TO CREATE A SENSE OF "NORMALCY" AND
ACCEPTANCE, AND TO KEEP FAMILIES TOGETHER; A TRANSITION PROGRAM FROM
PEDIATRIC TO ADULT MEDICAL CARE THAT PREPARES TRANSPLANT RECIPIENT
YOUTH TO SURVIVE INTO ADULTHOOD: AND PATIENT NAVIGATION AND DIRECT
SERVICES TO HELP FAMILIES OVERCOME THE COMPLEX DEMANDS OF TRANSPLANT
CARE CYCLES.

NAME OF RECIPIENT - WEST TEXAS BOYS RANCH

TO PROVIDE LOVING, CARING FAMILIES AND HOMES FOR BOYS IN NEED SO THEY
CAN BECOME HEALTHY, HAPPY, AND SELF-SUFFICIENT CITIZENS.

NAME OF RECIPIENT - WEST TEXAS REHABILITATION CENTER

TO PROVIDE OUTPATIENT PHYSICAL REHABILITATION TEARTMENT SERVICES TO
MORE THAN 500 CHILDREN AND ADULTS EVERY DAY THROUGH ITS FACILITIES IN
ABILENE, SAN ANGELO, AND OZONA.

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NAME OF RECIPIENT - PREGNANCY HELP CENTER OF CONCHO VALLEY

THE FOUNDATION IS COMMITTED TO HELPING WOMEN AND MEN IN CRISIS BECAUSE OF UNEXPECTED PREGNANCY, THOSE ENGAGED IN RISKY SEXUAL BEHAVIOR, AND THOSE WHO HAVE BEEN HARMED BY ABORTION.

NAME OF RECIPIENT - AGAPE CHARITABLE FOUNDATION - DBA STUFF THE SLEIGH OF KATY (STS)

STS PROVIDES CHRISTMAS TO CHILDREN WHO ARE BATTLING THE INSIDIOUS DISEASE OF CANCER AND LIFE-THREATENING HEMOPHELIA ILLNESSES. THE FOUNDATION RAISES FUNDS AND HOLD A PRIVATE CHRISTMAS EVENT FOR THOSE CHILDREN AND THEIR FAMILIES. WE HELP FAMILIES WHO HAVE BEEN DEVASTATED FINANCIALLY, DIRECTLY DUE TO THE COST OF THEIR CHILD'S CANCER TREATMENT. WE ARE THE CHARITY OF CHOICE FOR TEXAS CHILDREN'S HOSPITAL IN HOUSTON, TX. LASTLY, WE ARE ESTABLISHING AN ENDOWMENT TO PROVIDE COLLEGE SCHOLARSHIPS FOR ACHIEVERS WHO SURVIVED CANCER, YET FINANCIALLY CAN'T AFFORD TO ATTEND COLLEGE.

NAME OF RECIPIENT - ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF THE ASU PLANETARIUM

ANGELO STATE UNIVERSITY FOUNDATION, INC. A PUBLIC, NON-PROFIT ORGANIZATION WAS ESTABLISHED TO PROVIDE FINANCIAL ASSISTANCE TO ASU PRIMARILY FROM GIFTS AND EARNINGS ON ENDOWED FUNDS. THE FOUNDATION OVERSEES MANAGEMENT, INVESTMENT, AND DISTRIBUTION OF ALL FOUNDATION FUNDS FOR THE FURTHERANCE OF EDUCATIONAL PURPOSES AT ASU AND IN ACCORDANCE WITH DONORS' WISHES.

NAME OF RECIPIENT - BIG BROTHERS BIG SISTERS LONE STAR

OUR MISSION IS TO PROVIDE CHILDREN FACING ADVERSITY WITH STRONG AND

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ENDURING PROFESSIONALLY SUPPORTED ONE-TO-ONE RELATIONSHIPS THAT CHANGE
THEIR LIVES FOR THE BETTER, FOREVER.

NAME OF RECIPIENT - CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, INC
THE CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, LNC.'S PURPOSE IS
TO CHAMPION THE PREVENTION OF CHILD ABUSE AND NEGLECT AND TO SERVE AS
AN ALLY OF ABUSED CHILDREN WITH A DEDICATION TO SECURING FOR EACH CHILD
A SAFE AND NURTURING HOME. THE CHILDREN'S ADVOCACY CENTER OF TOM GREEN
COUNTY, INC. IS COMPRISED OF FIVE PROGRAMS THAT WORK TOWARDS THIS
PURPOSE: HOPE HOUSE, COURT-APPOINTED SPECIAL ADVOCATES (CASA), FAMILY
ENRICHMENT SERVICES, THE CHILD FATALITY REVIEW TEAM, AND THE CONCHO
VALLEY FAMILY ALLIANCE.

NAME OF RECIPIENT - CLARITY CHILD GUIDANCE CENTER
OUR MISSION IS TO HELP CHILDREN, ADOLESCENTS AND FAMILIES OVERCOME THE
DISABLING EFFECTS OF MENTAL ILLNESS AND IMPROVE THEIR ABILITY TO
FUNCTION SUCCESSFULLY AT HOME, AT SCHOOL, AND IN THE COMMUNITY. WE ARE
DEDICATED TO PROVIDING A CONTINUUM OF SERVICES TO MEET EACH CHILD'S
NEEDS REGARDLESS OF THEIR ABILITY TO PAY. AS A RESULT OF OUR SERVICES,
WE HELP HEAL YOUNG MINDS AND HEARTS.

NAME OF RECIPIENT - CONCHO VALLEY REGIONAL FOOD BANK
SOLICIT, INSPECT, WAREHOUSE, AND DISTRIBUTE FOOD THAT WOULD OTHERWISE
GO UNUSED, BE THROWN AWAY, OR BE FED TO ANIMALS AND MAKE THAT FOOD
AVAILABLE TO 501 (C) 3 ORGANIZATIONS FOR DISTRIBUTION TO THEIR NEEDY
CLIENTS AT NO CHARGE TO THE CLIENTS.

NAME OF RECIPIENT - MILWAUKEE COUNTY WAR MEMORIAL, INC

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THE WAR MEMORIAL CENTER WAS ERECTED IN 1957 BY THE CITIZENS AND
BUSINESSES OF MILWAUKEE WITH THE MISSION TO HONOR THE DEAD BY SERVING
THE LIVING. THE BUILDING STANDS AS A BEAUTIFUL MEMORIAL TO THOSE WHO
HAVE GIVEN THEIR LIVES FOR OUR COLLECTIVE FREEDOM, AS A TESTIMONY TO
THE SELFLESSNESS AND LOVE OF LIBERTY OF OUR VETERANS. IN 1974, IT WAS
DESIGNATED AS A "MILWAUKEE LANDMARK" TO HONOR ITS ARCHITECTURE AND
CULTURAL SIGNIFICANCE TO THE COMMUNITY. THE WAR MEMORIAL SERVES THE
PUBLIC THROUGH COUNTLESS CULTURAL ACTIVITIES.

NAME OF RECIPIENT - NEAL MCCOY'S EAST TEXAS ANGEL NETWORK

WE ARE COMMITTED TO THE ENHANCEMENT OF THE LIVES OF CHILDREN OF EAST
TEXAS WHO ARE LIVING WITH TERMINAL OR LIFE-THREATENING DISEASES. WE ARE
RESOLVED, THROUGH FUNDRAISING ACTIVITIES, TO PROVIDE FINANCIAL
ASSISTANCE FOR LIVING EXPENSES AND RELATED COSTS TO THE CHILDREN OF
EAST TEXAS AND THEIR FAMILIES, IN ORDER TO ENHANCE THE QUALITY OF LIFE
FOR THE CHILDREN FACING THE CHALLENGES OF DISEASE.

NAME OF RECIPIENT - SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC)

THE PURPOSE OF THE SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC) IS
TO CREATE AND MAINTAIN A PERFORMING ARTS CAMPUS FOR MUSIC, DANCE,
THEATER AND OTHER CULTURAL PERFORMING ART PROGRAMS TO BENEFIT MORE THAN
125,000 ADULTS AND CHILDREN WHO LIVE IN THE CONCHO VALLEY REGION OF
WEST TEXAS, AS WELL AS TOURIST WHO VISIT OUR COMMUNITY. THIS GRANT
REQUEST FOCUSES THE ABILITY TO BRING PERFORMING ARTS AND CULTURE TO THE
CHILDREN OF WEST TEXAS.

NAME OF RECIPIENT - SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION-DBA

CHILDREN'S HOSPITAL OF SA FND

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CHRISTUS SANTA ROSA INCLUDING THE CHILDREN'S HOSPITAL OF SAN ANTONIO
REMAINS THE ONLY FAITH-BASED, NON-PROFIT HEALTH CARE SYSTEM IN SOUTH
TEXAS. THE MISSION OF CHRISTUS SANTA ROSA IS TO EXTEND THE HEALING
MINISTRY OF JESUS CHRIST. CHILDREN'S HOSPITAL OF SAN ANTONIO FOUNDATION
SUPPORTS THE CHILDREN'S HOSPITAL OF SAN ANTONIO BY RAISING FUNDS AND
RESOURCES FOR CRITICALLY NEEDED PATIENT HEALTH AND WELLNESS PROGRAMS,
CUTTING EDGE MEDICAL TECHNOLOGIES, AND COMPASSIONATE CARE FOR PATIENTS
AND THEIR FAMILIES.

NAME OF RECIPIENT - SONRISAS THERAPEUTIC RIDING, INC.
SONRISAS PROVIDES EQUINE THERAPY TO PERSONS WITH PHYSICAL, EMOTIONAL,
AND MENTAL CHALLENGES THROUGH A CAREFULLY STRUCTURED PROGRAM OF EQUINE
ACTIVITIES. SONRISAS PROVIDES THERAPY THROUGH CAREFULLY STRUCTURED
EQUINE ACTIVITIES TO IMPROVE THE BALANCE, COORDINATION, FLEXIBILITY,
AND SELF-CONFIDENCE OF ITS CLIENTS (CHILDREN AGES 3 TO 7).

NAME OF RECIPIENT - ST JUDE'S RANCH FOR CHILDREN - TEXAS REGION
FOR MORE THAN 45 YEARS, ST. JUDE'S RANCH FOR CHILDREN HAS PROVIDED A
SAFE, NURTURING HOME AND THERAPEUTIC RESIDENTIAL TREATMENT SERVICES TO
CHILDREN IN NEVADA AND TEXAS. ST. JUDE'S RANCH IS MAKING A DIFFERENCE
BY CREATING NEW LIVES WITH NEW SKILLS FOR ABUSED, ABANDONED AND
NEGLECTED CHILDREN OF ALL RACES AND FAITHS. OUR MISSION IS,
"TRANSFORMING THE LIVES OF ABUSED AND AT-RISK CHILDREN, YOUNG ADULTS
AND FAMILIES BY EMPOWERING THEM TO CREATE NEW CHANCES, NEW CHOICES AND
NEW HOPE IN A CARING COMMUNITY."

NAME OF RECIPIENT - TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN (TSRHC) WAS ESTABLISHED IN

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1921 WHEN A DALLAS ORTHOPEDIC SURGEON RECOGNIZED THE GROWING NEED TO PROVIDE MEDICAL CARE TO CHILDREN WITH POLIO. WITH THE INTRODUCTION OF THE SALK AND SABIN VACCINES IN THE MID-1950S, WHICH LED TO THE VIRTUAL ERADICATION OF POLIO IN THE WESTERN HEMISPHERE, TSRHC BROADENED ITS FOCUS TO OTHER ORTHOPEDIC CONDITIONS. TODAY, TSRHC IS ONE OF THE COUNTRY'S LEADING PEDIATRIC ORTHOPEDIC CARE CENTERS. WHILE WE ARE BEST KNOWN FOR THE OUTSTANDING MEDICAL CARE WE PROVIDE TO THE CHILDREN OF TEXAS, WE ARE ALSO DEDICATED TO IMPROVING THE LIVES OF KIDS EVERYWHERE THROUGH PROFESSIONAL EDUCATION AND RESEARCH. THROUGH THE GENEROUS SUPPORT OF OUR COMMUNITY - INDIVIDUALS, FOUNDATIONS AND CORPORATIONS - WE HAVE TOUCHED THE LIVES OF OVER 225,000 CHILDREN, REGARDLESS OF ANY FAMILY'S ABILITY TO PAY.

NAME OF RECIPIENT - TEXAS SOUTHWEST COUNCIL OF BOYS SCOUTS OF AMERICA TO PREPARE YOUNG PEOPLE TO MAKE ETHICAL CHOICES OVER THEIR LIFETIMES BY INSTILLING IN THEM THE VALUES OF THE SCOUT OATH AND THE SCOUT LAW.

NAME OF RECIPIENT - THE JOSEPH THOMAS FOUNDATION TO HELP MEDICALLY FRAGILE CHILDREN, AND THEIR FAMILIES, IN OUR COMMUNITY WITH MEDICAL EQUIPMENT, SUPPLIES, MEDICINE, TRAVEL EXPENSES FOR REQUIRED SERVICES AND THERAPY.

NAME OF RECIPIENT - THE PROGERIA RESEARCH FOUNDATION THE PROGERIA RESEARCH FOUNDATION'S (PRF) MISSION IS TO FIND TREATMENTS AND THE CURE FOR PROGERIA AND ITS AGING-RELATED DISORDERS. PROGERIA IS A FATAL, "RAPID AGING" DISEASE THAT AFFLICTS CHILDREN, WHO DIE OF HEART DISEASE AT AN AVERAGE AGE OF 13 YEARS. PRF WAS FOUNDED IN 1999 IN RESPONSE TO THE COMPLETE LACK OF RESOURCES AND RESEARCH ON PROGERIA,

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AND IS THE ONLY ORGANIZATION IN THE WORLD SOLELY DEDICATED TO
DISCOVERING TREATMENTS AND THE CURE FOR THIS DEVASTATING CONDITION.

NAME OF RECIPIENT - WEST TEXAS BOYS RANCH

REFLECTING ITS RANCHING HERITAGE AND COMMITMENT TO CHRISTIAN VALUES,
WEST TEXAS BOYS RANCH PROVIDES LOVING, CARING FAMILIES AND HOMES FOR
BOYS IN NEED SO THEY CAN BECOME HEALTHY, HAPPY, SELF-SUFFICIENT
CITIZENS.

NAME OF RECIPIENT - WEST TEXAS REHABILITATION CENTER

OUR MISSION IS TO IMPROVE THE QUALITY OF LIFE OF THOSE WE SERVE
REGARDLESS OF FINANCIAL CIRCUMSTANCE. THE VALUES THAT GUIDE OUR ACTIONS
ARE RESPECT, COMPASSION, STEWARDSHIP, COMMITMENT, INTEGRITY AND
EXCELLENCE. OUR DETERMINATION IS TO BE THE PREMIER PROVIDER OF
OUTPATIENT REHABILITATION SERVICES FOR CHILDREN AND ADULTS IN A BROAD
AREA OF WEST TEXAS THROUGH THE PROVISION OF COMPREHENSIVE SERVICES AND
PROGRAMS DELIVERED BY HIGHLY TRAINED STAFF USING STATE-OF-THE-ART
EQUIPMENT IN TOP-NOTCH FACILITIES.

NAME OF RECIPIENT - THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER

THE MISSION OF THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER IS TO
ELIMINATE CANCER IN TEXAS, THE NATION AND THE WORLD THROUGH OUTSTANDING
PROGRAMS THAT INTEGRATE PATIENT CARE, RESEARCH AND PREVENTION, AND
THROUGH EDUCATION FOR UNDERGRADUATE AND GRADUATE STUDENTS, TRAINEES,
PROFESSIONALS, EMPLOYEES AND THE PUBLIC.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLINGTON TRUST COMPANY	11,558.	11,558.	
TOTAL TO PART I, LINE 3	11,558.	11,558.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN EMERGING MARKETS FUND	24,409.	0.	24,409.	24,409.	
ARTISAN FUNDS, INC	144,024.	0.	144,024.	144,024.	
BNY MELLON #27000	4,703.	0.	4,703.	4,703.	
BNY MELLON #27010	64,314.	0.	64,314.	64,314.	
BNY MELLON #27020	23,229.	0.	23,229.	23,229.	
GRUSS GLOVAL INVESTORS (ENHANCED), LTD.	25,772.	0.	25,772.	25,772.	
KNIGHTHEAD OFFSHORE FUND, LTD	27,526.	0.	27,526.	27,526.	
LITESPEED OFFSHORE FUND LIMITED	92,436.	0.	92,436.	92,436.	
MARKET VECTORS GOLD MINERS FUND	3,152.	0.	3,152.	3,152.	
MASON CAPITAL, LTD	228,389.	0.	228,389.	228,389.	
NATIXIS FUNDS, INC	9,068.	0.	9,068.	9,068.	
PFM DIVERSIFIED OFFSHORE FUND LTD	28,081.	0.	28,081.	28,081.	
SCOUT CAPITAL FUND LTD.	61,522.	0.	61,522.	61,522.	
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	18,364.	0.	18,364.	18,364.	
THREE BRIDGES EUROPE FUND, LTD	36,585.	0.	36,585.	36,585.	
TITAN PARTNERS LP	16,695.	0.	16,695.	16,695.	
VANGUARD 500 INDEX FUND	59,108.	0.	59,108.	59,108.	
VANGUARD BOND MARKET INDEX FUND	155,963.	0.	155,963.	155,963.	
WELLINGTON TRUST COMPANY	40,446.	0.	40,446.	40,446.	
TO PART I, LINE 4	1,063,786.	0.	1,063,786.	1,063,786.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AXIOM INTERNATIONAL EQUITY FUND II	419,811.	419,811.	
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	<13,230.>	<13,230.>	
WELLINGTON TRUST COMPANY	<59,357.>	<59,357.>	
TITAN PARTNERS LP	<14,059.>	<14,059.>	
BABSON FRI OFFSHORE FUND	5,042.	5,042.	
TOTAL TO FORM 990-PF, PART I, LINE 11	338,207.	338,207.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,920.	3,460.		3,460.
TO FM 990-PF, PG 1, LN 16A	6,920.	3,460.		3,460.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,000.	6,500.		6,500.
TO FORM 990-PF, PG 1, LN 16B	13,000.	6,500.		6,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	142,418.	71,209.		71,209.
TO FORM 990-PF, PG 1, LN 16C	142,418.	71,209.		71,209.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	10,782.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,782.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	188.	94.		94.
WEBSITE DEVELOPMENT	2,458.	1,229.		1,229.
CONNECTIVITY	708.	354.		354.
GENERAL BUSINESS INSURANCE	5,509.	2,754.		2,755.
OTHER EXPENSES	7,739.	3,870.		3,869.
TO FORM 990-PF, PG 1, LN 23	16,602.	8,301.		8,301.

FORM 990-PF	CORPORATE STOCK PART II, LINE 10B	STATEMENT 9
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INVESTMENT - STOCKS	BEGINNING OF YE (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
VANGUARD 500 INDEX FUND	3,166,820	1,955,174	2,836,647
ABERDEEN EMERGING MARKETS INSTITUTIONAL	2,652,471	1,637,619	1,766,310
ARTISAN FUNDS INC INTERNATIONAL FUND	5,890,994	3,681,896	5,332,527
MARKETS VECTORS GOLD MINERS ETF	1,238,920	764,902	428,432
	12,949,205	8,039,590	10,363,916

FORM 990-PF	CORPORATE STOCK PART II, LINE 10C	STATEMENT 10
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INVESTMENT - STOCKS	BEGINNING OF YE (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
VANGUARD TOTAL BOND MARKET INDEX	6,722,317	6,954,957	4,786,221
	6,722,317	6,954,957	4,786,221

FORM 990-PF	OTHER INVESTMENTS DETAIL PART II, LINE 13	STATEMENT 11
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OTHER INVESTMENTS	BEGINNING OF YE (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
AEW REAL ESTATE FUND	400,000	517,079	416,082
ALLBLUE LTD	1,000,000	1,000,000	1,015,279
ASIAN CENTURY QUEST OFFSHORE FUND, LTD	1,000,000	1,000,000	1,048,006
AXIOM INTERNATIONAL EQUITY FUND II	3,526,260	5,223,660	4,877,589
ARTISAN FUNDS INC INTERNATIONAL FUND	72,618	-	-
BABSON FRI OFFSHORE FUND	-	1,412,745	1,406,991
GRUSS GLOBAL INVESTORS (ENHANCED) LTD	1,000,000	1,098,684	1,211,023
KNIGHTHEAD OFFSHORE FUND, LTD	1,058,158	1,101,755	1,282,387
LIM ASIA MULTI-STRATEGY FUND	18,666	-	-
LITESPEED OFFSHORE FUND, LTD	1,125,061	1,463,460	1,420,693
MASON CAPITAL, LTD	961,757	1,199,391	1,159,066
PFM DIVERSIFIED OFFSHORE FUND, LTD	1,034,236	1,062,317	1,266,703
SCOPIA PX INTERNATIONAL LIMITED	1,065,420	1,164,256	1,143,307
SCOUT CAPITAL FUND, LTD	1,015,184	1,136,554	1,231,479
SOMERSET EMERGING MARKETS SMALL CAP FUND I	596,239	680,297	666,067
THREE BRIDGES EUROPE FUND, LTD	1,000,000	1,036,585	1,254,992
TITAN PARTNERS LP	2,354,420	3,140,285	2,816,526
WELLINGTON TRUST COMPANY	2,901,524	2,802,785	2,928,478
	20,129,543	25,039,853	25,144,667

FORM 990-PF	INTEREST & PENALTIES	STATEMENT 12
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TAX DUE FROM FORM 990-PF, PART VI	22,150
LATE PAYMENT INTEREST	338
LATE PAYMENT PENALTY	665
	23,153

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

JAMES B. ARCHER

5106 KNICKERBOCKER RD
SAN ANGELO, TX 76904

FORM 990-PF

LATE PAYMENT PENALTY

STATEMENT 14

DESCRIPTION

DATE

AMOUNT

BALANCE

MONTHS

PENALTY

TAX DUE

05/15/14

28,650.

28,650.

EXTENSION PAYMENT

05/15/14

<6,500.>

22,150.

6

665.

DATE FILED

11/15/14

22,150.

TOTAL LATE PAYMENT PENALTY

665.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. JAMES B. AND LOIS R. ARCHER CHARITABLE FOUNDATION	Employer identification number (EIN) or 45-3326925
	Number, street, and room or suite no. If a P.O. box, see instructions 5106 KNICKERBOCKER ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN ANGELO, TX 76904	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**MR. JORGE VELARDE**

- The books are in the care of **5106 KNICKERBOCKER ROAD - SAN ANGELO, TX 76904**
Telephone No. **325-223-6203** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.
- For calendar year **2013**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	9078.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	9078.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Imberly A. Fuller* Title CPA P00443562 Date 08/06/2014

Form 8868 (Rev. 1-2014)