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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 BILL AND GIGI CLEMENTS FOUNDATION		A Employer identification number 73-1645124	
Number and street (or P O box number if mail is not delivered to street address) 404 HAMVASY LANE		B Telephone number (see instructions) (903) 530-0658	
City or town, state or province, country, and ZIP or foreign postal code TYLER, TX 75701		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) \$ 14,210,856	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	655	650		
	4 Dividends and interest from securities.	190,094	190,094		
	5a Gross rents	478	478		
	b Net rental income or (loss) _____ 478				
	6a Net gain or (loss) from sale of assets not on line 10	534,224			
	b Gross sales price for all assets on line 6a _____ 6,570,415				
	7 Capital gain net income (from Part IV, line 2)		532,190		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	67,562	67,317		
	12 Total. Add lines 1 through 11	793,013	790,729		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	616			
	b Accounting fees (attach schedule).	6,000			
	c Other professional fees (attach schedule)	106,979	96,979		
	17 Interest	114	114		
	18 Taxes (attach schedule) (see instructions)	3,464	3,461		
	19 Depreciation (attach schedule) and depletion . . .	12,792	12,792		
	20 Occupancy				
	21 Travel, conferences, and meetings	2,114			
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,080	719		
	24 Total operating and administrative expenses. Add lines 13 through 23	135,159	114,065		0
	25 Contributions, gifts, grants paid	317,291			317,291
	26 Total expenses and disbursements. Add lines 24 and 25	452,450	114,065		317,291
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	340,563			
	b Net investment income (if negative, enter -0-)		676,664		
	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	108,279	215,463	215,463
	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) ▶ _____ 457 Less allowance for doubtful accounts ▶ _____		457	457
	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)	9,925,871	10,192,992	12,278,173
	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)	18,701	18,701	1,084,980
	14	Land, buildings, and equipment basis ▶ _____ 2 Less accumulated depreciation (attach schedule) ▶ _____	2	2	628,783
Liabilities	15	Other assets (describe ▶ _____)		3,000	3,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,052,853	10,430,615	14,210,856
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0	
		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,052,853	10,430,615	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,052,853	10,430,615	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,052,853	10,430,615	

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	10,052,853
2	Enter amount from Part I, line 27a	2	340,563
3	Other increases not included in line 2 (itemize) ▶ _____	3	37,199
4	Add lines 1, 2, and 3	4	10,430,615
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,430,615

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	532,190
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	266,299

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	173,806	11,570,862	0 015021
2011	874,287	11,290,360	0 077437
2010	91,386	1,794,658	0 050921
2009	24,900	805,123	0 030927
2008	65,069	1,021,950	0 063671

2	Total of line 1, column (d).	2	0 237977
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 047595
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	12,732,654
5	Multiply line 4 by line 3.	5	606,011
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,767
7	Add lines 5 and 6.	7	612,778
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	317,291

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 13,533
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
3 Add lines 1 and 2.		3 13,533
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 13,533
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,000	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.		7 2,000
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8 53
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 11,586
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 Refunded		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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
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	Yes	
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) TX _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of WILLIAM P CLEMENTS III Telephone no (903) 530-0658 Located at 404 HAMVASY LANE TYLER TX ZIP+4 757015323			
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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM P CLEMENTS III	PRESIDENT/SE	0	0	0
404 HAMVASY LANE TYLER,TX 75701	1 00			
GEORGIA M CLEMENTS	VICE PRESIDE	0	0	0
404 HAMVASY LANE TYLER,TX 75701	1 00			
LORIN RUNNELS	TRUSTEE	0	0	0
3316 SANDY LANE MCALLEN,TX 78503	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

Total. Add lines 1 through 3

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	10,863,835
b	Average of monthly cash balances.	1b	345,497
c	Fair market value of all other assets (see instructions).	1c	1,717,220
d	Total (add lines 1a, b, and c).	1d	12,926,552
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	12,926,552
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	193,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,732,654
6	Minimum investment return. Enter 5% of line 5.	6	636,633

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	636,633
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	13,533
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,533
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	623,100
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	623,100
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	623,100

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	317,291
b	Program-related investments—total from Part IX-B.	1b	
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	317,291
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	317,291
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				623,100
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			106,843	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 317,291				
a Applied to 2012, but not more than line 2a			106,843	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				210,448
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				412,652
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

BILL AND GIGI CLEMENTS FOUNDATION
404 HAMVASY LANE
TYLER, TX 75701
(903) 530-0658

b

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

INCLUDE A DESCRIPTION OF HOW THE GIFT WILL BE USED

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	317,291
b Approved for future payment				
Total			3b	

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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DOLLAR GENERAL CORP	P	2012-09-06	2013-05-07
SPDR GOLD TRUST SHS	P	2006-08-13	2013-06-26
KAYNE ANDERSON MLP INVT CO	P	2013-03-07	2013-10-17
SPDR GOLD TRUST SHS	P	2011-01-26	2013-06-26
KAYNE ANDERSON MLP INVT CO	P	2013-03-07	2013-10-17
SUNCOR ENERGY INC	P	2007-10-15	2013-10-11
KRAFT FOODS GROUP	P	2013-05-02	2013-10-16
SUNCOR ENERGY INC	P	2008-08-04	2013-10-11
SPDR TRUST SERIES 1	P	2013-05-15	2013-08-28
GOOGLE INC	P	2012-03-10	2013-03-01
SPDR GOLD TRUST GOLD SHS	P		2013-12-31
AUTOZONE INC	P	2012-09-14	2013-10-15
AT&T INC	P	2011-01-27	2013-10-16
AT&T INC	P	2012-01-26	2013-10-16
CH ROBINSON WORLDWIDE	P	2012-02-01	2013-03-28
GOOGLE, INC	P	2012-02-08	2013-03-01
PENN WEST PETE LTD	P	2008-08-13	2013-10-11
PEPSICO INC	P	2011-02-10	2013-10-15
SPDR GOLD TRUST SHS	P	2006-05-02	2013-06-26


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
266,389		252,472	13,917
119,042		80,698	38,344
278,156		261,035	17,121
297,606		324,697	-27,091
243,379		228,405	14,974
32,045		44,960	-12,915
526,088		501,992	24,096
71,211		101,165	-29,954
991,540		999,205	-7,665
965,898		762,042	203,856
1,228		1,228	
567,743		495,442	72,301
608,133		500,163	107,970
73,248		63,618	9,630
462,613		500,371	-37,758
321,966		243,442	78,524
62,070		151,585	-89,515
637,171		499,861	137,310
42,855		23,810	19,045

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,917
			38,344
			17,121
			-27,091
			14,974
			-12,915
			24,096
			-29,954
			-7,665
			203,856
			72,301
			107,970
			9,630
			-37,758
			78,524
			-89,515
			137,310
			19,045

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>				
ALL SAINTS EPISCOPAL SCHOOL 2695 S SOUTWEST LOOP TYLER,TX 75701		501(C)(3)	UNRESTRICTED USE	130,000
APPETITES UNITE INC 3315 S BROADWAY ENGLEWOOD,CO 80113		501(C)(3)	UNRESTRICTED USE	5,000
BOYS & GIRLS CLUB OF EAST TEXAS 504 W 32ND ST TYLER,TX 75702		501(C)(3)	UNRESTRICTED USE	32,000
CHRIST EPISCOPAL CHURCH 118 S BOIS DARC TYLER,TX 75702		501(C)(3)	UNRESTRICTED USE	9,440
COVENANT CHRISTIAN SCHOOL 4201 NORTHWARE ROAD MCALLEN,TX 78504		501(C)(3)	UNRESTRICTED USE	10,000
GOOD SHEPARD SCHOOL 2525 OLD JACKSONVILLE RD TYKER,TX 75701		501(C)(3)	UNRESTRICTED USE	51
LIVING ALTERNATIVES PO BOX 131466 TYLER,TX 75713		501(C)(3)	UNRESTRICTED USE	300
MOTHERS AGAINST DRUNK DRIVING 215 WINCHESTER STE 100 TYLER,TX 75701		501(C)(3)	UNRESTRICTED USE	500
THE SALVATION ARMY 601 GOLDEN RD TYLER,TX 75701		501(C)(3)	UNRESTRICTED USE	5,000
CLEMENTS CENTER AT UNIV OF TEXAS 2304 WHITIS AVE G9900 AUSTIN,TX 78712		501(C)(3)	UNRESTRICTED USE	125,000
Total  3a				317,291

TY 2013 Accounting Fees Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX PREPARATION	6,000			

TY 2013 Compensation Explanation**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Person Name	Explanation
WILLIAM P CLEMENTS III	
GEORGIA M CLEMENTS	
LORIN RUNNELS	

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BLACKSTONE GROUP LP		PURCHASE	2013-12		25				25	
BLACKSTONE GROUP LP		PURCHASE	2013-12		1,690				1,690	
SHORT-TERM GAIN/LOSS FROM PASS- THROUGH ENTITY					2				2	
LONG-TERM GAIN/LOSS FROM PASS- THROUGH ENTITY					317				317	

TY 2013 Investments Corporate Stock Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - PUBLIC COS	10,192,992	12,278,173
EXCHANGE TRADED FUNDS		
MUTUAL FUNDS		

TY 2013 Investments - Other Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CORP STK 1,284 SH ANB CORPORATION	AT COST	18,701	1,084,980

TY 2013 Land, Etc. Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DENTON CO (1/14TH UNDIVIDED INT)	1		1	114,497
DENTON CO MINERAL INTERESTS	1		1	514,286

TY 2013 Legal Fees Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMPSON & KNIGHT	616			

TY 2013 Other Assets Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSIT - LAND PURCHASE OPTION		3,000	3,000

TY 2013 Other Expenses Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSES	3,080	719		

TY 2013 Other Income Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K1 BLACKSTONE GROUP LP	15	15	
OIL & GAS INCOME (DEVON)	85,277	85,277	
OIL & GAS EXPENSES (DEVON)	-17,975	-17,975	
K1 BLACKSTONE GROUP	257		
K1 BLACKSTONE GROUP (UBTI)	-12		

TY 2013 Other Increases Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Description	Amount
PERCENTAGE DEPLETION	12,792
BLACKSTONE LP BOOK-TAX INC DIFF	1,294
ANB DIVIDEND TAXED IN 2012	23,112
ROUNDING	1

TY 2013 Other Notes/Loans Receivable Short Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Name of 501(c)(3) Organization	Balance Due
DENTON FARM RENTAL INCOME	457

TY 2013 Other Professional Fees Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEE	96,979	96,979		
OTHER CONSULTING - JP	10,000			

TY 2013 Taxes Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,180	1,177		
EXCISE TAX (990-PF)	2,284	2,284		

TY 2013 GeneralDependencySmall**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** WAIVE NOL CARRYBACK

Attachment Information: YEAR ENDING: DECEMBER 31, 2013 73-1645124 BILL AND GIGI CLEMENTS FOUNDATION BILL AND GIGI CLEMENTS FOUNDATION 404 HAMVASI LANE TYLER, TX 75701 NOL CARRYBACK ELECTION UNDER IRC SECTION 172(B)(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO ANY REGULAR TAX AND AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX YEAR.