



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

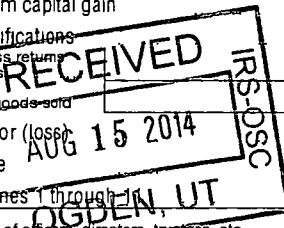
For calendar year 2013 or tax year beginning

, and ending

Name of foundation SHIELD-AYRES FOUNDATION		A Employer identification number 74-1938157
Number and street (or P O box number if mail is not delivered to street address) 3101 BEE CAVES ROAD	Room/suite 260	B Telephone number 512-476-4816
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78746		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,760,060.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,117.	7,117.		
4 Dividends and interest from securities		291,198.	291,198.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		266,934.			
b Gross sales price for all assets on line 6a		4,744,120.			
7 Capital gain net income (from Part IV, line 2)			266,934.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less return and allowances					
b Less cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,292,733.	1,292,733.		STATEMENT 1
12 Total. Add lines 1 through 11		1,857,982.	1,857,982.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		9,740.	9,740.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		27,142.	27,142.		0.
c Other professional fees STMT 3		94,046.	94,046.		0.
17 Interest		46,231.	46,231.		0.
18 Taxes STMT 4		825.	825.		0.
19 Depreciation and depletion		23,956.	23,956.		
20 Occupancy					
21 Travel, conferences, and meetings		5,480.	5,480.		0.
22 Printing and publications					
23 Other expenses STMT 5		90,358.	90,358.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		297,778.	297,778.		0.
25 Contributions, gifts, grants paid		1,909,756.			1,909,756.
26 Total expenses and disbursements. Add lines 24 and 25		2,207,534.	297,778.		1,909,756.
27 Subtract line 26 from line 12		<349,552.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,560,204.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 19 2014



10P

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,983,423.	1,548,971.	1,548,971.
	3 Accounts receivable ▶ 478,611.			
	Less allowance for doubtful accounts ▶	470,637.	478,611.	478,611.
	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	23,357.	22,100.	22,100.
	10a Investments - U S and state government obligations STMT 6	1,490,250.	1,488,217.	1,108,500.
	b Investments - corporate stock STMT 7	6,034,867.	6,628,771.	7,998,076.
	c Investments - corporate bonds STMT 8	0.	250,005.	197,900.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	3,781,696.	4,002,559.	10,405,902.	
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)	14,784,230.	14,419,234.	21,760,060.	
Liabilities	17 Accounts payable and accrued expenses		1,652.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	1,652.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	14,784,230.	14,417,582.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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			
	30 Total net assets or fund balances	14,784,230.	14,417,582.	
	31 Total liabilities and net assets/fund balances	14,784,230.	14,419,234.	

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	14,784,230.
2 Enter amount from Part I, line 27a	2	<349,552.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,434,678.
5 Decreases not included in line 2 (itemize) ▶ EXCISE TAX - 2012	5	17,096.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,417,582.

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 STATEMENT			
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	4,744,120.	4,477,186.	266,934.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			266,934.

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	266,934.
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	1,816,262.	20,988,704.	.086535
2011	1,610,595.	20,833,911.	.077306
2010	1,437,719.	18,448,816.	.077930
2009	1,384,655.	18,003,446.	.076911
2008	1,351,630.	19,980,938.	.067646

2 Total of line 1, column (d)	2	.386328
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	.077266
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21,638,210.
5 Multiply line 4 by line 3	5	1,671,898.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,602.
7 Add lines 5 and 6	7	1,687,500.
8 Enter qualifying distributions from Part XII, line 4	8	1,909,756.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	15,602.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	15,602.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	15,602.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,398.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 8,398. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

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 WWW.SHIELD-AYRESFOUNDATION.ORG	13	X	
14	The books are in care of SHIELD-AYRES FOUNDATION Telephone no 512-476-4816 Located at 3101 BEE CAVES ROAD, STE 260, AUSTIN, TX ZIP+4 78746			
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?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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	☐ Yes	☒ 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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes	☐ No
b	If "Yes," did it have excess business holdings in 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	X
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

Form 990-PF (2013)

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE STATEMENT 10		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

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2013)

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	11,760,223.
b	Average of monthly cash balances	1b	2,844,678.
c	Fair market value of all other assets	1c	7,362,825.
d	Total (add lines 1a, b, and c)	1d	21,967,726.
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	21,967,726.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	329,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,638,210.
6	Minimum investment return. Enter 5% of line 5	6	1,081,911.

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	1,081,911.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,602.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	10,590.
c	Add lines 2a and 2b	2c	26,192.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,055,719.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,055,719.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,055,719.

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	1,909,756.
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	1,909,756.
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	15,602.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,894,154.

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				1,055,719.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	391,323.			
b From 2009	503,173.			
c From 2010	539,340.			
d From 2011	601,211.			
e From 2012	799,922.			
f Total of lines 3a through e	2,834,969.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,909,756.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,055,719.
e Remaining amount distributed out of corpus	854,037.			
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	3,689,006.			
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				0.
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	391,323.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	3,297,683.			
10 Analysis of line 9				
a Excess from 2009	503,173.			
b Excess from 2010	539,340.			
c Excess from 2011	601,211.			
d Excess from 2012	799,922.			
e Excess from 2013	854,037.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MAJESTY II-QP, LP #38-3565016	N/A			11.
SEE ATTACHED SCHEDULE NO. 14				1,909,745.
Total			3a	1,909,756.
b Approved for future payment				
ACCION TEXAS 2014 S. HACKBERRY STREET SAN ANTONIO, TX 78210	N/A	PUBLIC	MICROLENDING AND EDUCATIONAL SUPPORT	10,000.
GREAT HILLS BAPTIST CHURCH 10500 JOLLYVILLE ROAD AUSTIN, TX 78759	N/A	PUBLIC	MINISTRY IN SUDAN	25,000.
HILL COUNTRY ALLIANCE 15315 HIGHWAY 71 WEST BEE CAVE, TX 78738	N/A	PUBLIC	GENERAL OPERATING SUPPORT	60,000.
Total	SEE CONTINUATION SHEET(S)			3b 932,500.

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)(3) 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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.)? ☒ Yes ☐ No				
	Signature of officer or trustee <i>Ilma Cyrus Boxer</i>		Date <i>1/8/04</i>		Title <i>president</i>					
Paid Preparer Use Only	Print/Type preparer's name LAWRENCE HAASS		Preparer's signature LAWRENCE HAASS		Date 07/31/14		Check ☐ if self-employed		PTIN P00066679	
	Firm's name ▶ HAASS, LINDOW & CAMPSEY, P.C.							Firm's EIN ▶ 74-2386663		
	Firm's address ▶ 8122 DATAPOINT DR., SUITE 830 SAN ANTONIO, TX 78229							Phone no 210-697-0660		

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	MORGAN STANLEY	P	VARIOUS	06/15/13
b	MORGAN STANLEY	P	VARIOUS	06/15/13
c	MAJESTY II-QP, LP	P	VARIOUS	06/15/13
d	NUVEEN ST CAP GAINS	P	VARIOUS	06/15/13
e	NUVEEN SEC 1256	P	VARIOUS	06/15/13
f	MORGAN STANLEY	P	VARIOUS	06/15/13
g	MORGAN STANLEY	P	VARIOUS	06/15/13
h	MORGAN STANLEY	P	VARIOUS	06/15/13
i	MAJESTY II-QP, LP	P	VARIOUS	06/15/13
j	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	06/15/13
k				
l				
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 3,693,918.		3,697,276.	<3,358.>
b 8.		6.	2.
c		27,524.	<27,524.>
d 337.			337.
e 2,762.			2,762.
f 690,391.		635,624.	54,767.
g 1,608.		2,033.	<425.>
h 197,164.		114,723.	82,441.
i 128,839.			128,839.
j 29,093.			29,093.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<3,358.>
b			2.
c			<27,524.>
d			337.
e			2,762.
f			54,767.
g			<425.>
h			82,441.
i			128,839.
j			29,093.
k			
l			
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	266,934.
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 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
LAND TRUST ALLIANCE 1660 L. STREET NW, SUITE 1100 WASHINGTON, DC 20036-5635	N/A	PUBLIC	LAND CONSERVATION INITIATIVES IN THE AMERICAN WEST	100,000.
LAND TRUST FOR TENNESSEE 209 10TH STREET AVE. S, SUITE 511 NASHVILLE, TN 37203	N/A	PUBLIC	LAND PROTECTION PROGRAM IN SOUTH CUMBERLAND AND SEQUATCHIE VALLEY	20,000.
THE NATURE CONSERVANCY OF TEXAS 318 CONGRESS AVENUE AUSTIN, TX 78701	N/A	PUBLIC	GENERAL OPERATING FUNDS	50,000.
REGENTS SCHOOL OF AUSTIN 3230 TRAVIS COUNTY CIRCLE AUSTIN, TX 78735	N/A	PUBLIC	CAPITAL CAMPAIGN FOR THE VISION 20/20 BUILDING FUND	75,000.
SAN ANTONIO RIVER FOUNDATION P.O. BOX 830045 SAN ANTONIO, TX 78283	N/A	PUBLIC	CONFLUENCE PARK	25,000.
ST. STEPHEN'S EPISCOPAL SCHOOL 6500 ST. STEPHENS DRIVE AUSTIN, TX 78746	N/A	PUBLIC	FRAME THE FUTURE CAMPAIGN	50,000.
TEXAS A&M FOUNDATION 112 JOHN J KOLUS STUDENT SERVICE BLDG. COLLEGE STATION, TX 77843	N/A	PUBLIC	CAPITAL CAMPAIGN FOR RENOVATION OF MEMORIAL STUDENT CENTER	60,000.
TEXAS LAND CONSERVANCY P.O. BOX 162481 AUSTIN, TX 78716	N/A	PUBLIC	STRATEGIC CONSERVATION OF PEDERNALES, LLANO AND MEDINA RIVER	15,000.
TEXAS MILITARY INSTITUTE 20955 WEST TEJAS TRAIL SAN ANTONIO, TX 78257	N/A	PUBLIC	ATHLETIC CAPITAL CAMPAIGN FOR TRACK AND FIELD EVENTS	25,000.
URBAN ROOTS 2921 E. 17TH STREET, SUITE 4, BLDG. #4 AUSTIN, TX 78702	N/A	PUBLIC	GENERAL OPERATING FUNDS	10,000.
Total from continuation sheets				837,500.

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
AUSTIN BRIDGE BUILDERS ALLIANCE P.O. BOX 26825 AUSTIN, TX 78755	N/A	PUBLIC	IN THE CITY FOR THE CITY EVENT	20,000.
BREAD FOR THE WORLD INSTITUTE 50 F STREET NW, SUITE 500 WASHINGTON, DC 20015	N/A	PUBLIC	BREAD RISING: A CAMPAIGN TO END HUNGER	200,000.
CLARITY CHILD GUIDANCE CENTER 8535 TOM SLICK DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	TO SUPPORT THE EXPANSION OF THEIR INPATIENT HOSPITAL	10,000.
HARTE RESEARCH INSTITUTE FOUNDATION P. O. BOX 460629 HOUSTON, TX 77056	N/A	PUBLIC	TEXAS SEA LEVEL RISE PROJECT	20,000.
HILL COUNTRY LAND TRUST P.O. BOX 1724 FREDERICKSBURG, TX 78624	N/A	PUBLIC	GENERAL OPERATING SUPPORT	12,500.
INTERFAITH ACTION OF CENTRAL TRUST 2921 E. 17TH STREET, SUITE 3, BLDG. D AUSTIN, TX 78702	N/A	PUBLIC	OPERATIONS AND CAPACITY BUILDING PROGRAM	40,000.
NORTH CAROLINA COASTAL FEDERATION 3609 N. C. 24 NEWPORT, NC 28570	N/A	PUBLIC	ENVIRONMENTAL EDUCATION AND RESTORATION PROGRAMS	20,000.
TEXANS CARE FOR CHILDREN 811 TRINITY, SUITE A AUSTIN, TX 78701	N/A	PUBLIC	GENERAL OPERATING SUPPORT	25,000.
TEXAS HEALTH INSTITUTE 8501 NORTH MOPAC EXPRESSWAY, SUITE 300 AUSTIN, TX 78739	N/A	PUBLIC	IMPLEMENT THE LAY CAREGIVER EDUCATION INITIATIVE	40,000.
TEXAS WATER MISSION FOUNDATION P.O. BOX 13252 AUSTIN, TX 78711	N/A	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
Total from continuation sheets				

FORM 990-PF	OTHER INCOME	STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FRED W. SHIELD PARTNERSHIP	1,220,369.	1,220,369.	
ROYALTY INCOME	19,558.	19,558.	
MAJESTY PARTNERSHIP	52,520.	52,520.	
STATE TAX REFUND	286.	286.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,292,733.	1,292,733.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	27,142.	27,142.		0.	
TO FORM 990-PF, PG 1, LN 16B	27,142.	27,142.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE	4,224.	4,224.			0.
INVESTMENT MANAGEMENT FEES	65,386.	65,386.			0.
APPRAISAL FEES	11,017.	11,017.			0.
CONSULTING FEES	13,419.	13,419.			0.
TO FORM 990-PF, PG 1, LN 16C	94,046.	94,046.			0.

FORM 990-PF	TAXES	STATEMENT	4
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	825.	825.		0.
TO FORM 990-PF, PG 1, LN 18	825.	825.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	90,358.	90,358.		0.
TO FORM 990-PF, PG 1, LN 23	90,358.	90,358.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		1,488,217.	1,108,500.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,488,217.	1,108,500.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,488,217.	1,108,500.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	6,628,771.	7,998,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,628,771.	7,998,076.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	250,005.	197,900.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,005.	197,900.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	4,002,559.	10,405,902.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,002,559.	10,405,902.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
PATRICIA SHIELD AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
ROBERT ATLEE AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
VERA AYRES BOWEN 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
MARGARET AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.

MARSHALL AYRES BOWEN	TRUSTEE			
3101 BEE CAVES ROAD, STE. 260	0.00	0.	0.	0.
AUSTIN, TX 78746				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.
--	----	----	----

FORM 990-PF	PART XV - LINE 1A	STATEMENT	11
	LIST OF FOUNDATION MANAGERS		

NAME OF MANAGER

ROBERT M AYRES
PATRICIA SHIELD AYRES

SUPPORTING SCHEDULE
December 31, 2013

ID# 74-1938157

PART XV, SUPPLEMENTARY INFORMATION - 3a

Recipients Name and Addresses	Relationship to Foundation Manager	Foundation Status	Purpose of Grant or Contribution	Amount
Accion Texas 2014 S Hackberry Street San Antonio, Texas 78210	N/A	Public	Microlending and educational support	10,000
Ace A Community for Education 1616 Guadalupe Street, Suite 3 206 Austin, Texas 78707	N/A	Public	Operating funds for Kinder-2nd grade programs	10,000
Adobe Comprhensive Care for the Dying P O Box 47640 San Antonio, Texas 78265	N/A	Public	Building Campaign	10,000
American Youthworks 1901 East Ben White Blvd Austin, Texas 78741	N/A	Public	General operating support	10,000
Any Baby Can - Austin 1121 East 7th Street Austin, Texas 78702	N/A	Public	Healthy and Fair Start Program	10,000
Any Baby Can - San Antonio 217 Howard Street San Antonio, Texas 78212	N/A	Public	Support for the Crisis fund	5,000
Assitance League of San Antonio P O Box 13130 San Antonio, Texas 78213	N/A	Public	Support for the Flagship program	5,000
Austin BatCave P O Box 4762 Austin, Texas 78765	N/A	Public	General operating support for Summer programs	10,000

Austin Bridge Builders Association P O Box 26825 Austin, Texas 78755	N/A	Public	In the City for the City event	10,000
Austin Child Guidance Center 810 W 45th Street Austin, Texas 78754	N/A	Public	Mental health services	10,000
Austin Children's Museum 201 Colorado Street Austin, Texas 78701	N/A	Public	Museum Career Ladder model at museum	5,000
Austin Children's Shelter 4800 Manor Road Austin, Texas 78723	N/A	Public	General operating support	15,000
Austin Recovery 8402 Cross Park Drive Austin, Texas 78754	N/A	Public	Childcare services at Austin Recovery family house	10,000
Austin Tan Cerca DeLa Frontera 3707 East Martin Luther King Blvd Austin, Texas 78721	N/A	Public	General operating support	5,000
Austin Youth River Watch 10611 Platt Plane Austin, Texas 78725	N/A	Public	General operating support	10,000
Autism Community Network 701 S Zarzamora San Antonio, Texas 78207	N/A	Public	Diagnostic clinic and parent training programs	20,000
Avance Austin 4818 E Ben White Blvd , Suite 205 Austin, Texas 78741	N/A	Public	General operating support	15,000
Avance San Antonio 118 N Medina - 3rd Floor San Antonio, Texas 78207	N/A	Public	Support for parent-child education program	10,000
Bastrop Fine Arts Guild 815 Main Street Bastrop, Texas 78602	N/A	Public	Development of the Lost Pines Art center	7,000

Bihl Haus Arts 2803 Fredericksburg Road San Antonio, Texas 78201	N/A	Public	Go! Arts program	7,500
Boys & Girls Clubs of the Austin Area 5407 N. IH 35, Suite 400 Austin, Texas 78723	N/A	Public	General operating support	10,000
Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20015	N/A	Public	Bread Rising A Campaign to end Hunger"	50,000
Breast Cancer Resource Centers of Texas P O Box 300040 Austin, Texas 78703	N/A	Public	Operating support to provide patient navigation services	10,000
Brighton Center 14207 Higgins Road San Antonio, Texas 78217	N/A	Public	Operating support for the PALS program	10,000
Camp Allen - Diocese of Texas 18800 FM 362 Navasota, Texas 77686	N/A	Public	Support for "Camp Good News "	10,000
Camp Aranzazu 5420 FM 1781 Rockport, Texas 78382	N/A	Public	General operating support	10,000
Capital Area Counseling 2824 Real Street Austin, Texas 78722	N/A	Public	General operating support to provide low cost counseling	10,000
Capital Area Food Bank of Texas, Inc. 8201 South Congress Avenue Austin, Texas 78745	N/A	Public	Eliminate Hunger in Central Texas program	30,000
Care Communities, The P O Box 16529 Austin, Texas 78761	N/A	Public	General operating support for the care of five clients	15,000
Caritas of Austin, Inc. P.O Box 1947 Austin, Texas 78767	N/A	Public	To help provide food for the Pantry and Community kitchen	15,000

Casa Marianella 821 Gunter Street Austin, Texas 78702	N/A	Public	General operating support for the Posada Esperanza shelter	15,000
CASA of Travis County 7701 N Lamar Blvd Suite 301 Austin, Texas 78752	N/A	Public	General operating support	15,000
Center for Child Protection 8509 FM 969, Bldg 2 Austin, Texas 78724	N/A	Public	Program Service Specialist position	20,000
Center for Public Policy Priorities 7020 Easy Wind Drive, Suite 200 Austin, Texas 78752	N/A	Public	General operating support	10,000
Center for Survivors of Torture 4102 Swiss Avenue Dallas, Texas 75204	N/A	Public	Challenge grant to match Meadows Foundation	10,000
Children's Advocacy Centers of Texas, Inc. 1501 West Anderson Lane, Bldg B-1 Austin, Texas 78757	N/A	Public	To launch a n=multi-session forensic interview process	10,000
Christian Senior Services 4306 NW Loop 410 San Antonio, Texas 78229	N/A	Public	To provide scholarships to 147 low income families	5,000
Church World Service 6633 Highway 90 E Suite 200 Austin, Texas 78723	N/A	Public	To assist those in Myanmar(Burma) and a program in Haiti	20,000
Clarity Child Guidance Center 8535 Tom Slick Drive San Antonio, Texas 78229	N/A	Public	To support the expansion of their inpatient hospital	5,000
Creative Action 701 Tillery Street, Box 9 Austin, Texas 78702	N/A	Public	Changing Live Youth Ensemble program	10,000
Crosspoint of San Antonio 301 Yucca San Antonio, Texas 78203	N/A	Public	To maintain the Recovery Support Home	10,000

CRU (Campus Crusade for Christ) 100 Lake Hart Drive Orlando, Florida 32832	N/A	Public	Spiritual and leadership development for college students	10,000
Dress for Success P O Box 91036 San Antonio, Texas 78209	N/A	Public	General operating support	5,000
Eco Rise Youth Innovations 2921 E 17th Street, Suite 4 Austin, Texas 78702	N/A	Public	Expansion of the pilot program at KIPP for youths	10,000
English@Work 600 West 7th Street Austin, Texas 78701	N/A	Public	A matching funds grant	5,000
Explore Austin 2121 E Cesar Chavez Street Austin, Texas 78702	N/A	Public	General operating support for their Explore program	10,000
Family Eldercare 1700 Rutherford Lane Austin, Texas 78754	N/A	Public	General operating support for three programs	15,000
Family Service Association 702 San Pedro San Antonio, Texas 78212	N/A	Public	General operating support for the KidShare services	10,000
First Baptist Church 901 Trinity Austin, Texas 78701	N/A	Public	To aid in the Onion Creek flood relief effort	10,000
Five Talents International 543 Beulah Road Vienna, Virginia 22180	N/A	Public	GERHATI foundation support	10,000
Foster Angels of Central Texas P O Box 152575 Austin, Texas 78715	N/A	Public	General operating support for Central Texas' foster children	10,000
Four Way Books P O Box 535 New York, NY 10014	N/A	Public	General operating support	10,000

Friends of Big Bend P O box 200 Big Bend National Park, Texas 79834	N/A	Public	Funding to create the Fossil Discovery Trail at Big Bend	10,000
Friends of Writers, Inc. P O Box 128 Marshfield, Vermont 05658	N/A	Public	Scholarship Funding	5,000
Frontera Land Alliance 3800 N Mesa Street, Suite A2-258 El Paso, Texas 79902	N/A	Public	General operating support	10,000
Gemini Ink 513 S Presa Street San Antonio, Texas 78205	N/A	Public	General operating support	15,000
GenAustin P O Box 3122 Austin, Texas 78704	N/A	Public	General operating support	15,000
Girl Scouts of Central Texas 12012 Park Thirty-Five Circle Austin, Texas 78753	N/A	Public	Community bases housing authority of Austin	10,000
Girl Scouts of Southwest Texas 811 N Coker Loop San Antonio, Texas 78216	N/A	Public	Outdoor education programs	10,000
Good Samaritan Center in Fredericksburg,The 140 Industrial Loop, Suite 100 Fredericksburg, Texas 78624	N/A	Public	Towards a challenge grant for the Center	15,000
Good Samaritan Community Services (SA) 1600 Saltillo San Antonio, Texas 78207	N/A	Public	Youth development services program	15,000
Great Hills Baptist Church 10500 Jollyville Road Austin, Texas 78759	N/A	Public	Ministry in Sudan	25,000
Green Spaces Alliance of South Texas P O Box 6250 San Antonio, Texas 78209	N/A	Public	Hiring of a Fund Raiser and Resource Development Manager	15,000

Gulf Coast Bird Conservatory 103 Hwy 332 West Lake Jackson, Texas 77566	N/A	Public	Continued support to build the Priority Conservation Objectives	10,000
Harte Research Institute Foundation P O Box 460629 Houston, Texas 77056	N/A	Public	Texas Sea level Rise project	10,000
Helping Hands Home for Children 3804 Avenue B Austin, Texas 78751	N/A	Public	General operating support	10,000
Hill Country Alliance 15315 Highway 71 West Bee Cave, Texas 78738	N/A	Public	General operating support	30,000
Hill Country Land Trust P O Box 1724 Fredericksburg, Texas 78624	N/A	Public	General operating support	12,500
Interfaith Action of Central Texas 2921 E 17th Street Bldg D, Suite 3 Austin, Texas 78702	N/A	Public	Operations and capacity building program	20,000
International Festival Institute at Round Top P O Box 89 Round Top, Texas 78954	N/A	Public	Poetry forum and capital campaign	10,000
KUT Radio of Univeristy of Texas 1 University Station A0704 Austin, Texas 78712	N/A	Public	General operating support	25,000
Land Trust Alliance 1660 L Street NW, Suite 1100 Washington, DC 20036-5635	N/A	Public	Land Conservation Initiatives in the American West	50,000
Land Trust for Tennessee 209 10th Street Ave S, Suite 511 Nashville, TN 37203	N/A	Public	Land protection program in South Cumberland and Sequatchie valley	10,000
Leukemia & Lymphoma Society 431 Isom Road, SUite 125 San Antonio, Texas 78216	N/A	Public	General operating support for the South Texas chapter	10,000

Magik Theatre, The 420 S Alamo San Antonio, Texas 78205	N/A	Public	X-celerated Theatre program	7,500
Manos de Christo 4911 Harmon Avenue Austin, Texas 78751	N/A	Public	General operating support for Dental Director and Operations manag	10,000
Meals on Wheels and More 3227 East 5th Street Austin, Texas 78702	N/A	Public	General operating support and case management services	12,500
Merced Housing Texas 212 E Lowell Street San Antonio, Texas 78212	N/A	Public	Resident service programs	10,000
Mission Road Ministries 8706 Mission Road San Antonio, Texas 78214	N/A	Public	Children's S O A R program	5,000
Morningside Ministries 700 Babcock Road San Antonio, Texas 78201	N/A	Public	For the mmLearn org program	15,000
Multicultural Refugee Coalition P O Box 41566 Austin, Texas 78704	N/A	Public	General operating support for refugee families	10,000
National Domestic Violence Hotline P O Box 161800 Austin, Texas 78716	N/A	Public	General operating support for to increase hotline support	15,000
National Orphan Train Complex 300 Washington Street Concordia, KS 66901	N/A	Public	General operating support for outreach programs	10,000
National Wildlife Federation 44 East Avenue, Suite 200 Austin, Texas 78701	N/A	Public	Texas living waters project	25,000
Nature Conservancy of Texas, The 318 Congress Avenue Austin, Texas 78701	N/A	Public	General operating Funds	50,000

North Carolina Coastal Federation 3609 N C 24 Newport, NC 28570	N/A	Public	Environmental education and restoration programs	20,000
Open Door Preschool 3804 Cherrywood Road Austin, Texas 78722	N/A	Public	Project "Helping Hand"	10,000
Open My World Therapeutic Riding Center 1020 CR 270 Leander, Texas 78641	N/A	Public	General Operating Funds	10,000
Our Lady of the Lake University 411 S W 24th Street San Antonio, Texas 78207	N/A	Public	Visiting Writers program	5,000
Palmer Drug Abuse Program P O Box 782155 San Antonio, Texas 78278	N/A	Public	General Operating Funds	10,000
Peoples Community Clinic 2909 N. I-35 Austin, Texas 78722	N/A	Public	Empowering Healthy Teens	10,000
People Fund 2921 East 17th Street, Building D - Suite 1 Austin, Texas 78702	N/A	Public	General Operating Funds	2,245
Projects Transitions. Inc P O Box 4826 Austin, Texas 78765	N/A	Public	General Operating Costs	15,000
Rainforest Partnership P O Box 49268 Austin, Texas 78765	N/A	Public	General Operating Costs	15,000
Regents School of Austin 3230 Travis County Circle Austin, Texas 78735	N/A	Public	Capital Campaign for the Vision 20/20 Building Fund	25,000
Richardson Area Young Life 1131 Rockingham Drive, Suite 104 Richardson, Texas 75808	N/A	Public	General Operating Costs	10,000

SafePlace P O Box 19454 Austin, Texas 78760	N/A	Public	General Operating Costs	20,000
Saheli for Asian Families P O Box 16254 Austin, Texas 78761	N/A	Public	Launch Sexual Assault Awareness Campaign	7,500
Saint Louise House 2026 Guadalupe Street Austin, Texas 78705	N/A	Public	General Operating Costs	10,000
Salvation Army, The 501 E 8th Street Austin, Texas 78701	N/A	Public	General Operating Costs	15,000
SAMMinistries 5254 Blanco Road San Antonio, Texas 78216	N/A	Public	Transitional Living and Learning Center for homeless families	15,000
San Antonio Council on Alcohol and Drug Abuse 7500 Highway 90 West, Suite 100 San Antonio, Texas 78227	N/A	Public	General Operating Costs	5,000
San Antonio Public Library Foundation 625 Shook Avenue San Antonio, Texas 78212	N/A	Public	General Operating Costs	15,000
San Antonio River Foundation P O Box 830045 San Antonio, Texas 78283	N/A	Public	Phase 1 of Confluence Park	25,000
Save Our Springs Alliance 221 E 9th Street, Suite 300 Austin, Texas 78710	N/A	Public	General Operating Costs	20,000
School Leaders Network 1100 east Washington Road Hinsdale, MA 01235	N/A	Public	General operating costs for the SLN's programs	15,000
Sea Turtle Restoration Project P O Box 370 Forest Knolls, CA 94933	N/A	Public	Texas Sea Turtle Conservation program	10,000

Seton Home 115 Mission Road San Antonio, Texas 78210	N/A	Public	General operating costs for Parenting Teen Mother program	10,000
Southwest School of Art 300 Augusta San Antonio, Texas 78205	N/A	Public	Kids Initiating Design Solutions program	10,000
Southwestern Diabetic Foundation P O. Box 918 Gainsville, Texas 76241	N/A	Public	Camp Sweeney Campership program	5,000
St. Mary's Sewanee P O Box 188 Sewanee, TN 37375	N/A	Public	Capital Campaign	30,000
St. Stephen's Episcopal School 6500 St Stephens Drive Austin, Texas 78746	N/A	Public	Frame the Future campaign	50,000
Sustainable Food Center 2921 E 17th Street Bldg D, Suite 3 Austin, Texas 78702	N/A	Public	Cultivating Healthy Communities Initiative	10,000
Texans Care for Children 811 Trinity, Suite A Austin, Texas 78701	N/A	Public	General operating support	25,000
Texas A & M Foundation 112 John J Kolus Student Service Bldg College Station, Texas 77843	N/A	Public	Capital Campaign for Renovation of Memorial Student Center	20,000
Texas Advocacy Project, Inc. P O Box 833 Austin, Texas 78767	N/A	Public	Legal services for victims of domestic violence	35,000
Texas Agricultural Land Trust P O Box 6152 San Antonio, Texas 78209	N/A	Public	Conservation Finance Boot Camp training course	13,000
Texas Civil Rights Project 1405 Montopolis Drive Austin, Texas 78741	N/A	Public	General operating support for the new Houston, Tx office	10,000

Texas Diapers Bank 5415 Bandera Road, Suite 504 San Antonio, Texas 78238	N/A	Public	Healthy Babies Program Expansion project	10,000
Texas Folklife 1317 S Congress Avenue Austin, Texas 78704	N/A	Public	"Stories from Deep in the Heart" Folklore in Education Radio Program	5,000
Texas Freedom Network Education Fund P O. Box 1624 Austin, Texas 78767	N/A	Public	General operating support to protect religious freedom in Texas	10,000
Texas Health Institute 8501 North MoPac Expressway, Suite 300 Austin, Texas 78739	N/A	Public	Implement the Lay Caregiver Education Initiative	20,000
Texas Land Conservancy P.O. Box 162481 Austin, Texas 78716	N/A	Public	Strategic Conservation of Pedernales, Llano and Medina river	15,000
Texas Land Trust Council P O Box 29232 Austin, Texas 78755	N/A	Public	General Operating Funds	20,000
Texas Military Institute 20955 West Tejas Trail San Antonio, Texas 78257	N/A	Public	Athletic Capital Campaign for Track and Field events	25,000
Texas Ramp Project, The P O. Box 832065 Richardson, Texas 75083	N/A	Public	General operating support	10,000
Texas Water Mission Foundation P O Box 13252 Austin, Texas 78711	N/A	Public	General operating support	20,000
Transplants for Children 7550 IH 10 West, Suite 104 San Antonio, Texas 78229	N/A	Public	Family Crisis Funding program	10,000
Travis Audubon Society 3710 Cedar Street, Box 5 Austin, Texas 78705	N/A	Public	Youth Education and Blair Woods programs	10,000

U T Austin Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	N/A	Public	General operating support	5,000
U T Health Science Center of San Antonio 7703 Floyd Curl Drive San Antonio, Texas 78229	N/A	Public	For the Comprehensive Care Clinic for two years	10,000
UNICEF Houston 520 Post Oak Blvd , Suite 280 Houston, Texas 77027	N/A	Public	General operating support for Core Global Programs	20,000
Urban Roots 2921 E 17th Street, Suite 4, Bldg #4 Austin, Texas 78702	N/A	Public	General Operating Funds	10,000
Vaughn House, Inc. 1701 Evergreen Avenue Austin, Texas 78704	N/A	Public	General operating funds for Workforce programs	5,000
Volunteer Healthcare Clinic 4215 Medical parkway Austin, Texas 78756	N/A	Public	General Operating Funds	20,000
Welcome Table, Inc. 1941 Webberville Road Austin, Texas 78721	N/A	Public	Neighbor 2 Neighbor and Community Garden program	10,000
Wonders & Worries 923 Westbank Drive, Suite C Austin, Texas 78746	N/A	Public	General Operating Funds	20,000
Worker's Defense Project 5604 Manor Road Austin, Texas 78723	N/A	Public	Organizing for Change program	20,000
Wright House, The 4301-B North IH 35 Austin, Texas 78722	N/A	Public	General Operating Funds	5,000
YMCA of Greater San Antonio 3233 N St Mary's San Antonio, Texas 78212	N/A	Public	Youth in Government program	10,000
				\$1,909,745

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2012											
5114 Ornn James	8 135 00	-	-	8 135 00	-	-	-	8,135 00	-	-	8 135 00
5124 Ruth Reynolds,											
5126 Ned Smith, &	20,819 00	-	-	20,819 00	8 46	4 18	-	20,810 54	4 18	-	20,814 7
5128 William H Bryan											
5136 Emelie Montet	436 00	-	-	436 00	-	-	-	436 00	-	-	436 00
5158 W F Martin RI	7,010 00	-	-	7,010 00	-	-	-	7,010 00	-	-	7,010 00
5161 Billeaud Planters	16,611 00	-	-	16,611 00	60 29	8 72	-	16,550 71	8 72	-	16,559 4
5166 Morgan Estate	2,522 00	-	-	2,522 00	3 96	0 54	-	2,518 04	0 54	-	2,518 58
5167 C R Crews	87 405 00	-	-	87,405 00	87 79	21 36	-	87,317 21	21 36	-	87,338 5
5168 John A Byerly &											
5510 G T Hall	1 338 00	-	-	1 338 00	2 37	0 45	-	1 335 63	0 45	-	1,336 08
5187 W A Boothe	-	-	-	-	-	-	-	-	-	-	-
5194 Willis A Roberson	568 00	-	-	568 00	-	-	-	568 00	-	-	568 00
5228 Ida Duncan	9,633 00	-	-	9,633 00	-	-	-	9,633 00	-	-	9 633 00
5231 Mary Bloodworth	214 00	-	-	214 00	0 00	-	-	214 00	-	-	214 00
5236 Clara Couch	6,815 00	-	-	6,815 00	0 35	0 07	-	6,814 65	0 07	-	6,814 7
5237 W C Montgomery	3,448 00	-	-	3,448 00	0 13	0 01	-	3,447 87	0 01	-	3 447 88
5239 Herman Petteway,											
5793 Frank Harris &	45,523 00	-	-	45,523 00	35 79	2 44	-	45,487 21	2 44	-	45,489 6
8185 Frank Harris											
5240 T E Vestal	215 00	-	-	215 00	-	-	-	215 00	-	-	215 00
5242 Ray Albaugh "A"	37,370 00	-	-	37,370 00	404 05	6 47	-	36,965 95	6 47	-	36,972 4
5243 Everitt Turner	-	-	-	-	-	-	-	-	-	-	-
5244 Helen Reed	120 00	-	-	120 00	-	-	-	120 00	-	-	120 00
5249 Berthold Bade,											
5256 Martha Dreier,											
5259 Amelia Hasdorff, &	7,702 00	-	-	7,702 00	23 83	23 83	-	7,678 17	23 83	-	7,702 00
5262 Ed Koenig, Jr											
5251 Otto Gerhold	-	-	-	-	-	-	-	-	-	-	-
5254 E C Brandt	-	-	-	-	-	-	-	-	-	-	-
5255 Lorraine Busby	-	-	-	-	-	-	-	-	-	-	-
5273 W G Schorre &											
5569 W L Roetter	1,588 00	-	-	1,588 00	-	-	-	1,588 00	-	-	1,588 00
5281 Joseph Glecker	-	-	-	-	-	-	-	-	-	-	-
5296 Walter W Buck &											
5299 Dora E Cunningham	11,190 00	-	-	11,190 00	77 85	2 95	-	11 112 15	2 95	-	11 115 10
5297 Gertrude Chilton	32,052 00	-	-	32,052 00	496 45	26 03	-	31,555 55	26 03	-	31,581 58
5298 R A Cox	381 00	-	-	381 00	0 00	-	-	381 00	-	-	381 00
5300 John A King	46,059 00	-	-	46,059 00	2,572 52	282 61	-	43,486 48	282 61	-	43,769 09
5303 William Howard	23,346 00	-	-	23,346 00	229 51	13 46	-	23,116 49	13 46	-	23,129 95
5318 Virilen Clinton	23,130 00	-	-	23,130 00	73 34	7 30	-	23,056 66	7 30	-	23,063 96
5328 W W Moore	-	-	-	-	-	-	-	-	-	-	-
5354 D G Sampson	658 00	-	-	658 00	-	-	-	658 00	-	-	658 00
5359 South Texas Syndicate	22 719 00	-	-	22,719 00	-	-	-	22 719 00	-	-	22 719 00
5360 R A Williams MI &											
5361 Walter Ewers MI	22 344 00	-	-	22,344 00	-	-	-	22,344 00	-	-	22,344 00
5371 Lona Clark RI,											
5372 D L Williams RI,											
5374 Ella Emerson RI,											
5376 Will Hornung Estate RI,											
5377 Hicks Williams RI,											

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/12	Additions	Sales and Retirements				Balance 12/31/12	Additions	Sales and Retirements
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2012									
5380 Maud Week RI,	92,674 67	-	-	92,674 67	1,100 22	151 41	91,574 45	151 41	-
5381 J D Maguglin RI,									91,725 8
5382 George Maguglin RI,									
5635 C O Lippard RI,									
5636 Wyatt Curry RI,									
5728 Robert Rokohl RI,									
8140 M E Crawford,									
8141 Wyatt Curry,									
8142 Edward Rokhol,									
8143 Maude Weed,									
8144 J C Dillworth,									
8145 W A Friedle,									
8146 Jesse Maguglin,									
8147 T L Ruckman &									
8148 Hicks Williams									
5383 W H Striebeck, Jr RI	43,495 00	-	-	43,495 00	9,941 77	-	33,553 23	-	-
5384 Charles Dare RI	18,043 00	-	-	18,043 00	6 820 12	-	11 222 88	-	-
5386 C L Tullis RI,									
9108 Harry Geffert,									
9149 Block 85,	15,116 00	-	-	15,116 00	2,283 88	601 44	12,832 12	601 44	-
9150 Block 85 ORR &									13,433 5
9151 Block 86									
5393 Eva Wainright RI &									
5397 B W Broadus RI	4 620 00	-	-	4,620 00	6 04	6 04	4,613 96	6 04	-
5405 J E Murphy MI	5,705 00	-	-	5,705 00	-	-	5,705 00	-	-
5415 D W Rhode	243,323 00	-	-	243,323 00	37,271 02	2,694 94	206,051 98	2 694 94	-
5418 E L Harrington MI,									
5420 L N Wisenteimer RI &	7,181 00	-	-	7,181 00	49 42	56 49	7,131 58	56 49	-
9110 E L Harrington									7,188 0
5419 C A Travelstead	13 33	-	-	13 33	11 81	1 34	1 52	1 34	-
5426 Mary E Campbell	7,143 00	-	-	7,143 00	115 97	22 35	7,027 03	22 35	-
5433 O I Langham Fee	64,344 00	-	-	64,344 00	-	-	64,344 00	-	-
5434 N J O'Sullivan MI	290 00	-	-	290 00	-	-	290 00	-	-
5447 W H Reese MI	1,140 00	-	-	1,140 00	-	-	1,140 00	-	-
5448 W Z. Rutherford #2 MI &									
5449 W Z. Rutherford MI	1,674 00	-	-	1,674 00	-	-	1,674 00	-	-
5451 Ollie Sparks MI	610 00	-	-	610 00	-	-	610 00	-	-
5458 C Aderholt MI,									
5459 C Aderholt "A" RI,									
5460 Wanda Hanks RI,									
5462 D C Clark MI,									
5463 E M Erskine MI,	191,733 00	-	-	191,733 00	2,440 54	496 57	189,292 46	496 57	-
5464 J C Hall MI,									189,789 0
5465 F E Lamotte MI,									
5767 Julie Meiners Estate,									
5769 Julia Meiners Estate "A", &									
8162 Helen Hawk Ellis									
5466 J Fred Diebel RI	1,695 00	-	-	1,695 00	-	-	1,695 00	-	-
5468 W H Moritz	2,985 00	-	-	2,985 00	4 81	0 60	2,980 19	0 60	-
5489 L B Blanchard RI &									
5490 O E Hardin Estate RI	1 002 00	-	-	1,002 00	-	-	1,002 00	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13			Balance 12/31/12	Additions	Sales and Retirements
Fred W Sheld and Company Partnership I D # 74-1003570 Year Ended December 31, 2012									
5498 Thorton Davis	9,390 00	-	-	9,390 00	65 33	65 33	9 324 67	65 33	-
5505 J N Eden,									
5506 F R Rumpy,									
5507 L A Rumpy,	9,666 00	-	-	9,666 00	15 93	0 44	9,650 07	0 44	-
5508 G W Ware, &									
5509 V C Wortham									
5511 J E Parker	40,925 00	-	-	40,925 00	332 29	36 92	40,592 71	36 92	-
5514 A O Schumann	36,342 00	-	-	36 342 00	68 62	8 03	36,273 38	8 03	-
5515 O H Pfeill,									
5516 O G Tumlinson,									
5517 J C Wallace, &	87,204 00	-	-	87,204 00	1,946 40	94 69	85,257 60	94 69	-
5518 Claire Pearstone									
5525 T W Rhodes,									
5526 Page Estate &	904 00	-	-	904 00	-	-	904 00	-	-
5527 W B Massey									
5529 Henderson Estate &									
5533 Tom Strauch	2,551 00	-	-	2 551 00	-	-	2 551 00	-	-
5530 Tuttle and Williams &									
5744 H C Wood Orr	1,504 00	-	-	1,504 00	-	-	1,504 00	-	-
5535 Julie Nott Waugh	17 00	-	-	17 00	-	-	17 00	-	-
5537 Porter Hanks									
5538 J B Davis	1,467 00	-	-	1,467 00	-	-	1,467 00	-	-
5540 Laura D Shaw	96,352 00	-	-	96,352 00	1,441 07	172 14	94,910 93	172 14	-
5542 Amos Madison &									
5543 Ola Madison	26 00	-	-	26 00	-	-	26 00	-	-
5545 James Champion &									
5546 Joe Venters	1 518 00	-	-	1,518 00	0 00	-	1,518 00	-	-
5547 George Clark	2,720 00	-	-	2,720 00	-	-	2,720 00	-	-
5551 Esma Lee Ekholm MI	1,047 00	-	-	1,047 00	-	-	1 047 00	-	-
5557 Leonard F Lindsey,									
5783 Hughes Smith Orr,									
5784 Annie Todd Orr,	77,493 00	-	-	77,493 00	3,262 83	299 56	74,230 17	299 56	-
5785 Kenneth L Coffman,									
6131 Hughes Smith, &									
6132 Kenneth Coffman									
5558 H H Jameson	25 425 00	-	-	25,425 00	-	-	25,425 00	-	-
5559 Nannie Ash &									
5561 Dan Auld Orr	3 180 00	-	-	3,180 00	-	-	3,180 00	-	-
5560 Annie Leola Cummings	8,523 00	-	-	8,523 00	13 63	2 46	8,509 37	2 46	-
5562 Ernest C Gay	10,239 00	-	-	10,239 00	2 15	0 25	10,236 85	0 25	-
5563 F C Roensch	3,501 00	-	-	3,501 00	4 91	1 17	3,496 09	1 17	-
5565 T B Tubb	437,190 00	-	-	437,190 00	27 212 72	2,850 78	409,977 28	2,850 78	-
5566 George W Alves	216 00	-	-	216 00	-	-	216 00	-	-
5568 Paul Lang	4,356 00	-	-	4,356 00	-	-	4,356 00	-	-
5571 W H Riedel	10 00	-	-	10 00	-	-	10 00	-	-
5573 Escapule &									
5574 Perez	864 00	-	-	864 00	-	-	864 00	-	-
5575 C W Shafer	23 906 00	-	-	23,906 00	0 96	0 30	23,905 04	0 30	-
5576 Jessie Mae Williamson,									
5577 Alma Thomas,									
5579 Thalbert R Thomas, &	67,405 00	-	-	67,405 00	180 06	22 63	67,224 94	22 63	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2012											
5701 H E Cummins											
5580 Tom E Cockrill	1,086 00	-	-	1,086 00	-	-		1,086 00	-	-	1,086 00
5582 Jennie Ray Kauffman	261 00	-	-	261 00				261 00	-	-	261 00
5586 E O Jacob	4,100 00	-	-	4,100 00	113 59	4 85		3,986 41	4 85	-	3,991 26
5589 Elmo Reed,											
5591 S H Reed, &	11,703 00	-		11,703 00	37 02	12 78		11,665 98	12 78	-	11,678 76
5593 Lottie Lee Shaper										-	
5590 Carl Weise	1,096 00	-	-	1,096 00	-	-		1 096 00	-	-	1 096 00
5594 A S LeBleu &											
5595 Grace Keller	43,740 00	-	-	43,740 00	1,835 31	111 73		41,904 69	111 73	-	42,016 42
5596 McElreath-Suggett &										-	
5597 J E Malone	26,022 00	-		26,022 00	731 04	61 36		25,290 96	61 36	-	25,352 32
5598 Zillah Hausen	681 00	-	-	681 00	0 00			681 00	-	-	681 00
5599 M L Kendrick	2,165 00	-		2 165 00	-	-		2 165 00	-	-	2,165 00
5602 S J Logan &											
5603 H N Parks	29,618 00	-	-	29,618 00	22 19	4 32		29,595 81	4 32	-	29 600 13
5605 Fred S Robbins	12,576 00	-	-	12,576 00	4 70	0 69		12,571 30	0 69	-	12,571 99
5610 Leo Craigen	8,952 00			8,952 00	-	-		8,952 00	-	-	8,952 00
5611 Mrs A M Kelsey Bass &											
9105 Kelsey - Bass	1,260 00	-	-	1,260 00	-	-		1 260 00	-		1 260 00
5612 A M Martinez	2,588 00	-	-	2,588 00	-	-		2,588 00	-	-	2,588 00
5616 J C Bramball	28,293 00	-	-	28,293 00	372 14	51 68		27,920 86	51 68	-	27 972 54
5617 Joe H Conway,											
5619 Francis Gauntt,											
5620 E C Hardin,											
5625 B J Schendel,											
5627 J E Steed,											
5628 J E Steed Orr,	15,534 00	-	-	15,534 00	192 57	22 89		15,341 43	22 89	-	15,364 32
5630 L W Stieren,											
5631 D W Vickers, &											
5632 C H Wolfmeuller											
5623 D E Lyons	220 00	-	-	220 00	-	-		220 00	-	-	220 00
5624 R J Moczygamba,											
8189 August Moczygamba &	8,227 00	-	-	8,227 00	-	-		8,227 00		-	8,227 00
8192 Clem Moczygamba											
5629 Sally J Treadwell	3,854 00	-	-	3,854 00	-	-		3,854 00	-	-	3,854 00
5633 D R Coleman &											
9109 W B Coleman	307 184 00	-	-	307 184 00	12 631 70	1,784 38		294 552 30	1 784 38	-	296,336 68
5634 Frank C Goodwin Ri	100,782 00	-	-	100,782 00	1,920 28	193 38		98,861 72	193 38	-	99,055 10
5639 B W Dove Ri	176 00	-	-	176 00				176 00	-	-	176 00
5640 Gregg Lawrence MI	2 214 00	-	-	2,214 00	-			2 214 00	-	-	2 214 00
5641 Ellen Atkinson ORR,											
5642 Ellen Atkinson Ri,	14,092 00	-	-	14,092 00	-	-		14,092 00	-	-	14,092 00
5643 Ellen Atkinson &											
5645 Sam Atkinson Ri											
5644 D W Rhode & W H Spears	9,300 00	-	-	9,300 00	-	-		9,300 00	-	-	9,300 00
5648 L Keck MI	106 00	-	-	106 00	-	-		106 00	-	-	106 00
5650 Guaranty Title & Trust Co	3 00	-	-	3 00	-	-		3 00	-	-	3 00
5652 Myrtle Stockton Ri	7,062 00	-	-	7,062 00				7,062 00	-	-	7,062 00
5654 Louis A Yates MI & ORR	3,449,511 00	-	-	3,449,511 00	2,259,727 51	50,541 82		1,189,783 49	50,541 82	-	1,240,325 31
5655 C B Granbury MI	45,162 00	-	-	45 162 00	158 26	32 99		45,003 74	32 99	-	45,036 73

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements				Balance 12/31/13	Balance 12/31/12	Additions	Sales and Retirements
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2012										
5657 L E Fite etc. & 5660 Ola McCann RI	9,858.00	-	-	9,858.00	0.00	-	9,858.00		9,858.00	
5658 W F Lovett RI & 5662 Otto Blumberg RI	9.00	-	-	9.00	-	-	9.00	-	9.00	
5659 J C Burrows RI	14,073.00	-	-	14,073.00	7.10	7.10	14,065.90	7.10	14,073.00	
5663 R F Brown MI & 5721 Helen B. Currier MI	34,386.00	-	-	34,386.00	160.97	31.25	34,225.03	31.25	34,256.28	
5664 Amanda McKinney RI	1,040.00	-	-	1,040.00	-	-	1,040.00	-	1,040.00	
5665 M F Foster	13.33	-	-	13.33	12.00	1.33	1.33	1.33	2.66	
5666 W H Crawford MI	3,849.00	-	-	3,849.00	-	-	3,849.00	-	3,849.00	
5667 R A Alford MI	294.00	-	-	294.00	-	-	294.00	-	294.00	
5670 Mary Ley RI	1,296.00	-	-	1,296.00	-	-	1,296.00	-	1,296.00	
5672 Ruth Stevens RI	46,560.00	-	-	46,560.00	3,251.16	332.06	43,308.84	332.06	43,640.90	
5673 M E Crum MI & 5674 M E Crum ORR	11,950.00	-	-	11,950.00	8.05	1.33	11,941.95	1.33	11,943.28	
5675 J C Malone	222.00	-	-	222.00	-	-	222.00	-	222.00	
5676 J C Keller	142,920.00	-	-	142,920.00	7,606.19	1,541.05	135,313.81	1,541.05	136,854.86	
5677 I I Ramirez	15.00	-	-	15.00	4.61	0.99	10.39	0.99	11.38	
5679 Clyde Beck	746.00	-	-	746.00	-	-	746.00	-	746.00	
5681 Paul Lisso & Weeks Orr	3,215.00	-	-	3,215.00	-	-	3,215.00	-	3,215.00	
5683 W H Tupper	8,443.00	-	-	8,443.00	344.60	37.57	8,098.40	37.57	8,135.97	
5685 Harnet Gobbie Mertz	10,896.00	-	-	10,896.00	0.00	-	10,896.00	-	10,896.00	
5686 Dave Luke, 5687 E F Marin, & 5688 Margaret Wooster	1,666.00	-	-	1,666.00	-	-	1,666.00	-	1,666.00	
5689 C P Moty	11,067.00	-	-	11,067.00	-	-	11,067.00	-	11,067.00	
5690 Allen Belaire & 9118 Earth Unit	2,685.00	-	-	2,685.00	-	-	2,685.00	-	2,685.00	
5691 Johnson Evans	54.00	-	-	54.00	-	-	54.00	-	54.00	
5692 Ella Gann	5,794.00	-	-	5,794.00	9.70	9.70	5,784.30	9.70	5,794.00	
5693 John L. Muncy	16,494.00	-	-	16,494.00	64.57	21.94	16,429.43	21.94	16,451.37	
5697 John A. Myers - Western & Southern Life Ins	3,093.00	-	-	3,093.00	-	-	3,093.00	-	3,093.00	
5698 Jess Goodwin & 5699 Helen undley	27,738.00	-	-	27,738.00	190.57	60.60	27,547.43	60.60	27,608.03	
5700 G R & J A Thomas	1,264.00	-	-	1,264.00	-	-	1,264.00	-	1,264.00	
5702 Ida McDonald	7,356.00	-	-	7,356.00	-	-	7,356.00	-	7,356.00	
5704 T L Griffin & 8134 T L Griffin	13,939.67	-	-	13,939.67	-	-	13,939.67	-	13,939.67	
5705 E B Furrow	-	40.00	-	40.00	40.00	4.00	-	4.00	4.00	
5710 Anita Henchman	904.00	-	-	904.00	-	-	904.00	-	904.00	
5719 Hattie Reed Duncan	612.00	-	-	612.00	-	-	612.00	-	612.00	
5722 O D Gholsom & 5723 T A Upshaw RI	111,665.00	-	-	111,665.00	2,370.56	136.24	109,294.44	136.24	109,430.68	
5731 C C Cannon #1, 5732 C C Cannon #2, 5733 C C Cannon #3, & 8165 Charles Cannon	9,265.00	-	-	9,265.00	91.87	47.66	9,173.13	47.66	9,220.79	
5752 Burton McCullum	-	-	-	-	-	-	-	-	-	
5759 Mary A. Reynolds RI	23,559.00	-	-	23,559.00	-	-	23,559.00	-	23,559.00	
5771 Bertha Clay RI &	-	-	-	-	-	-	-	-	-	

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shueld Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shueld and Company Partnership I D # 74-1003570 Year Ended December 31, 2012											
8177 Bertha Clay	64 33	-	-	64 33	-	-		64 33			64 33
5777 Donald S Bell	3,923 00	-	-	3,923 00	1 27	0 57		3,921 73	0 57	-	3,922 30
5787 E L Dismukes,											
5855 Rosa E Crenshaw, &	14,668 00	-	-	14,668 00	62 91	9 96		14,605 09	9 96	-	14,615 05
5869 E L Dismukes #2											
5796 J P Lewis RI	3,064 00	-	-	3,064 00	-	-		3,064 00	-	-	3,064 00
5800 Fred W Volz	29,035 00	-	-	29,035 00	483 97	112 38		28,551 03	112 38	-	28 663 41
5818 J B Pettit,											
8154 Cara Douglas,											
8155 Cara K. Douglas,											
8156 R E Harris,											
8157 R H Herring,	14,192 00	-	-	14,192 00	-	-		14,192 00			14,192 00
8158 Leonard Proctor,											
8159 Clara E Smith, &											
8160 Adrian K Webster											
5823 Mattye E Stark	7,767 00	-	-	7,767 00	-	-		7,767 00	-	-	7,767 00
5834 Ita LeDoux	151,998 00	-	-	151,998 00	3,353 54	303 63		148,644 46	303 63	-	148,948 09
5836 C Dalkowitz Orr	500 00	-	-	500 00	-	-		500 00	-	-	500 00
5838 Kittie Schriener	4,263 00	-	-	4,263 00	-	-		4,263 00	-	-	4,263 00
5839 Gillette and Cox Orr	89 00	-	-	89 00	-	-		89 00	-	-	89 00
5852 Woody Heidelberg ORR,											
8150 N L Heidelberg,	2,531 67	-	-	2,531 67	145 86	20 90		2,385 81	20 90		2,406 71
8220 Donovan - Sims &											
9195 N L Heidelberg											
5853 C O Wheeler	1,529 00	-	-	1,529 00	-	-		1,529 00	-	-	1,529 00
5854 Ethel May	488 00	-	-	488 00	-	-		488 00	-	-	488 00
5880 Bernice Lynn Cosby Orr	7,352 00	-	-	7,352 00	49 28	7 65		7,302 72	7 65	-	7,310 37
5882 Enrique Villarreal	504 00	-	-	504 00	-	-		504 00	-	-	504 00
5885 Giles C McCrary "C",											
5886 Mrs B Young "d", &	22,908 00	-	-	22,908 00	-	-		22,908 00	-	-	22,908 00
5887 Mrs B Young "e"											
5889 J C Beasley, Jr	3,450 00	-	-	3,450 00	-	-		3,450 00	-	-	3,450 00
5895 E F DeLeon	368 00	-	-	368 00	-	-		368 00	-	-	368 00
5911 J D Alexander #1	483 00	-	-	483 00	-	-		483 00	-	-	483 00
5912 H R Alexander #2 &											
9124 K M Reagan ORR	3,712 00	-	-	3,712 00	523 10	46 40		3,188 90	46 40	-	3 235 30
5914 M V Arnold	-	-	-	-	-	-		-	-	-	-
5917 H E Mangham	-	-	-	-	-	-		-	-	-	-
5918 Bernice Beeman &											
8268 Beeman	5,663 33	-	-	5,663 33	-	-		5 663 33	-	-	5 663 33
5921 Tip Graham &											
8218 Tip Graham	18 00	-	-	18 00	-	-		18 00	-	-	18 00
5923 Kordis Heirs &											
5924 Otto Tharp	3 553 00	-	-	3 553 00	-	-		3,553 00	-	-	3 553 00
5943 University 31-A ORR,											
5963 University 31 ORR,											
6099 University 31-21,											
6129 University 42-A,	43,587 00	-	-	43,587 00	-	-		43,587 00	-	-	43,587 00
9153 University 31,											
9164 University 31-A &											
9221 University 31-21											

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13			Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2012										
5952 T L Higginbotham	4,543 00	-	-	4,543 00	-	-	4,543 00	-	-	4,543 00
5971 J Y Gilmore	9,229 00	-	-	9,229 00	-	-	9,229 00	-	-	9,229 00
5994 Vernon P Neissl	1,402 00	-	-	1,402 00	-	-	1,402 00	-	-	1,402 00
5995 Jack E Blake	23,853 00	-	-	23,853 00	34 22	3 97	23,818 78	3 97	-	23,822 75
5999 R B Wherry	5,883 00	-	-	5,883 00	-	-	5,883 00	-	-	5,883 00
6000 Continental/Wood Deal	27,676 00	-	-	27,676 00	153 21	13 32	27,522 79	13 32	-	27,536 11
6001 State Lease #53394 ORR	1,539 00	-	-	1,539 00	-	-	1,539 00	-	-	1,539 00
6002 R B Wherry	472 00	-	-	472 00	-	-	472 00	-	-	472 00
6013 Norman K Owens	113 041 00	-	-	113 041 00	1,194 00	115 17	111,847 00	115 17	-	111,962 17
6031 Doyle Standifer,										
6033 J A Wilson,										
6034 R W Kreager,	171,279 67	-	-	171,279 67	3,320 10	1,907 45	167,959 57	1,907 45	-	169,867 02
6035 G G Boyd,										
6042 Elizabeth Henry										
8259 Ralph A Wilson,										
8260 Doyle Standifer,										
8261 Rose Kreager, &										
8262 G G Boyd										
6038 Est of J H Harvey ORR &										
8255 Harvey Estate	5,992 13	-	-	5,992 13	-	-	5,992 13	-	-	5,992 13
6039 J A Robey ORR	1,437 00	-	-	1,437 00	-	-	1,437 00	-	-	1,437 00
6049 Molly L Lasater &										
8256 W W Oatman	9,362 00	-	-	9,362 00	-	-	9,362 00	-	-	9,362 00
6059 Mary Lee Woodward Orr &										
6060 Vernon E Reichle	2,823 00	-	-	2,823 00	-	-	2,823 00	-	-	2,823 00
6066 George A Moberly &										
8277 Fred Folk Sec 78	56 67	-	-	56 67	-	-	56 67	-	-	56 67
6068 Victor B Russek Orr										
8293 Victor Russek &	5,405 67	-	-	5,405 67	87 88	14 29	5,317 79	14 29	-	5,332 08
9205 Victor K Russek, Jr										
6072 James M Ruhman &										
6073 Carl R Peterson										
8282 Ruhman Peterson &	31,512 67	-	-	31,512 67	26 10	8 17	31,486 57	8 17	-	31,494 74
8314 Carl Peterson										
6074 C Gibson,										
6091 Weldon K. Huffman Orr,										
8283 Eppes et al, &	12,095 33	-	-	12,095 33	1 92	0 32	12,093 41	0 32	-	12,093 73
8291 Weldon K Hoffman Orr										
6087 Briscoe Ranch Orr	1,410 00	-	-	1,410 00	-	-	1,410 00	-	-	1,410 00
6089 Anthony Vela	-	-	-	-	-	-	-	-	-	-
6094 John Knox	106 00	-	-	106 00	-	-	106 00	-	-	106 00
6095 August Toll,										
6096 Paul Zingelmann, &	70,985 00	-	-	70,985 00	495 29	66 64	70,489 71	66 64	-	70,556 35
6098 Elbert Koopman										
6100 Midland National Bank Tr	40,068 00	-	-	40,068 00	2,155 71	341 44	37,912 29	341 44	-	38,253 73
6130 Mayfield	-	-	-	-	-	-	-	-	-	-
6134 J O Huitt	5,531 25	-	-	5,531 25	-	-	5,531 25	-	-	5,531 25
6135 Finley	2,903 83	-	-	2,903 83	2,903 83	-	-	-	-	-
6137 Gene L Prentice	10,170 20	-	-	10,170 20	657 01	76 05	9,513 19	76 05	-	9,589 24
6138 Nancy Nugent	2,887 38	-	-	2,887 38	4 71	2 69	2,882 67	2 69	-	2,885 36
6140 Joseph R Shaw	9,161 37	-	-	9,161 37	-	-	9,161 37	-	-	9,161 37

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2012											
6142 O H Dipple	58,387.75	-	-	58,387.75	992.34	255.86		57,395.41	255.86	-	57,651.27
6148 David M Kassing	3,674.59	-	-	3,674.59	56.44	7.98		3,618.15	7.98	-	3,626.13
6152 FWF Mineral Trust "B"	1,335.07	-	-	1,335.07	-	-		1,335.07	-	-	1,335.07
6155 K W Bailey	50,000.00	-	-	50,000.00	4,517.51	236.31		45,482.49	236.31	-	45,718.80
6156 Charter Royalty	154,139.62	-	-	154,139.62	5,046.19	902.79		149,093.43	902.79	-	149,996.22
6162 K Byrd	22,500.00	-	-	22,500.00	5,924.22	447.11		16,575.78	447.11	-	17,022.89
6163 Fotenberry	29,750.00	-	-	29,750.00	-	-		29,750.00	-	-	29,750.00
6168 Liberty Eylaau ISO Unit	7,055.56	-	-	7,055.56	2,620.63	436.77		4,434.93	436.77	-	4,871.70
6170 Barnett Gas Unit	4,193.55	-	-	4,193.55	690.84	120.15		3,502.71	120.15	-	3,622.86
6171 Boyd-Pickett Gas Unit	4,256.01	-	-	4,256.01	826.46	159.96		3,429.55	159.96	-	3,589.51
6172 J W Brown Gas Unit	813.39	-	-	813.39	-	-		813.39	-	-	813.39
6173 Burgher D Unit	8,619.31	-	-	8,619.31	1,771.80	634.50		6,847.51	634.50	-	7,482.01
6174 Burgher G Unit	869.33	-	-	869.33	155.53	77.77		713.80	77.77	-	791.57
6175 Butler Gas Unit	37,466.43	-	-	37,466.43	9,443.35	2,122.40		28,023.08	2,122.40	-	30,145.48
6176 Clarke Gas Unit	15,308.63	-	-	15,308.63	2,370.07	1,004.27		12,938.56	1,004.27	-	13,942.83
6177 Clary Unit	1,091.22	-	-	1,091.22	216.33	51.24		874.89	51.24	-	926.13
6178 Cosson Gas Unit	9,049.37	-	-	9,049.37	2,281.13	633.65		6,768.24	633.65	-	7,401.89
6179 Cummins A Unit	2,627.44	-	-	2,627.44	666.86	188.94		1,960.58	188.94	-	2,149.52
6180 Dunlap #1 Gas Unit	1,731.25	-	-	1,731.25	785.22	65.44		946.03	65.44	-	1,011.41
6181 Edwards A Unit	663.74	-	-	663.74	218.87	39.79		444.87	39.79	-	484.66
6182 Falls Gas Unit	23,231.84	-	-	23,231.84	5,344.59	1,495.57		17,887.25	1,495.57	-	19,382.82
6183 Ham Gas Unit	17,631.27	-	-	17,631.27	935.19	344.81		16,696.08	344.81	-	17,040.89
6185 Hartley Unit	15.28	-	-	15.28	-	-		15.28	-	-	15.28
6186 Henderson Gas Unit	23,274.08	-	-	23,274.08	6,854.41	910.27		16,419.67	910.27	-	17,329.94
6187 Hill A Unit	213.46	-	-	213.46	-	-		213.46	-	-	213.46
6189 Irvin Gas Unit	6,730.21	-	-	6,730.21	1,259.89	459.73		5,470.32	459.73	-	5,930.05
6190 Johnson A Gas Unit	4,915.82	-	-	4,915.82	1,075.85	323.71		3,839.97	323.71	-	4,163.68
6191 B K Johnson A Unit	139.65	-	-	139.65	-	-		139.65	-	-	139.65
6192 Kirsch Gas Unit	11,900.83	-	-	11,900.83	2,776.58	385.96		9,124.25	385.96	-	9,510.21
6193 Lancaster A Unit	1,061.78	-	-	1,061.78	522.98	31.70		538.80	31.70	-	570.50
6194 Lane A Unit	1,181.32	-	-	1,181.32	489.31	57.57		692.01	57.57	-	749.58
6195 Ledbetter A Unit	1,604.42	-	-	1,604.42	702.80	94.41		901.62	94.41	-	996.03
6196 J H Moore Gas Unit	599.59	-	-	599.59	-	-		599.59	-	-	599.59
6197 Rice Unit	1,999.76	-	-	1,999.76	-	-		1,999.76	-	-	1,999.76
6198 Rogers Gas Unit	7,168.25	-	-	7,168.25	1,283.02	217.26		5,885.23	217.26	-	6,102.49
6199 T L Simmons, Roy Heirs Unit	1,673.73	-	-	1,673.73	-	-		1,673.73	-	-	1,673.73
6200 G O Summers Unit	1,066.39	-	-	1,066.39	-	-		1,066.39	-	-	1,066.39
6201 Swank A Unit	176.27	-	-	176.27	-	-		176.27	-	-	176.27
6202 Teague ISO Unit	8.09	-	-	8.09	-	-		8.09	-	-	8.09
6203 Turner A Unit	341.08	-	-	341.08	97.27	24.32		243.81	24.32	-	268.13
6205 Webb A	3,236.69	-	-	3,236.69	-	-		3,236.69	-	-	3,236.69
6206 Webb A Unit	11,767.70	-	-	11,767.70	3,214.64	636.75		8,553.06	636.75	-	9,189.81
6207 Webb TS A	741.93	-	-	741.93	336.01	36.52		405.92	36.52	-	442.44
6208 Winfree Gas Unit	14,336.38	-	-	14,336.38	2,004.91	1,321.79		12,331.47	1,321.79	-	13,653.26
6209 Hedrick Lease	496.12	-	-	496.12	-	-		496.12	-	-	496.12
6210 Vincent East 66#1	1.00	-	-	1.00	-	-		1.00	-	-	1.00
6211 Clark Sain #14	1,506.11	-	-	1,506.11	-	-		1,506.11	-	-	1,506.11
6212 Beddingfield #1	0.11	-	-	0.11	-	-		0.11	-	-	0.11
6213 Beddingfield Gas Unit	165.15	-	-	165.15	-	-		165.15	-	-	165.15
6214 Garret Trust #1	1.00	-	-	1.00	-	-		1.00	-	-	1.00
6216 Conrad Unit	21,576.08	-	-	21,576.08	9,880.86	1,008.06		11,695.22	1,008.06	-	12,703.28

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY		INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
		Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2012												
6217	Fields-Mahler Unit	53,833 02	-	-	53,833 02	31,140 77	2,247 15		22,692 25	2,247 15	-	24,939 40
6218	Hodges C 41 1,3	52 58	-	-	52 58	-	-		52 58	-	-	52 58
6219	Hodge D 3	108 86	-	-	108 86	-	-		108 86	-	-	108 86
6220	Hodge G 3	122 23	-	-	122 23	-	-		122 23	-	-	122 23
6221	Minnie Hodges 40-IL	58 08	-	-	58 08	-	-		58 08	-	-	58 08
6226	Hodges #1,2-39	194 25	-	-	194 25	-	-		194 25	-	-	194 25
6227	Hodges 1-193	51.90	-	-	51.90	-	-		51.90	-	-	51.90
6228	Minnie E Hodges	48 20	-	-	48 20	-	-		48 20	-	-	48 20
6229	Barksdale Estate Gas Unit	193 57	-	-	193 57	-	-		193 57	-	-	193 57
6230	Parmele Unit	200 09	-	-	200 09	-	-		200 09	-	-	200 09
6231	Newsome A Gas Unit	11 003 41	-	-	11,003 41	5,875 90	505 45		5,127 51	505 45	-	5,632.96
6232	Jesse R Odem Gas Unit	3,958 74	-	-	3,958 74	1,470 50	149 77		2,488 24	149 77	-	2,638 01
6234	Reid 9	53,021 44	-	-	53,021 44	21,699 05	1,786 00		31,322.39	1,786 00	-	33,108 39
6235	Neale Common Sand Unit	40,475 18	-	-	40,475 18	28 236 95	2,016 93		12,238 23	2,016 93	-	14,255 16
6238	Claudia 1-14	752 50	-	-	752 50	-	-		752 50	-	-	752 50
6239	Harrel 1 8	64 49	-	-	64 49	-	-		64 49	-	-	64 49
8101	Carl J Belton & C E Barkam,											
8102	Hayes, Hodge, & Van Horn,											
8103	Add Thompson, &	146 00	-	-	146 00	-	-		146 00	-	-	146 00
8172	Mrs Della Spencer											
8104	Ray Gudry, et al	3,802 00	-	-	3,802 00	-	-		3,802 00	-	-	3 802.00
8106	Ella Stevenson	2,966 00	-	-	2,966 00	-	-		2,966 00	-	-	2,966 00
8107	Franklin Isaacson,											
8108	Robert Rutsch,											
8109	Maude Slaaten, &	13,943 33	-	-	13,943 33	212 49	13 52		13,730 84	13 52	-	13,744 36
8110	G L Thompson											
8111	Carl Moe	100 00	-	-	100 00	-	-		100 00	-	-	100 00
8113	J V McKee	22,756 00	-	-	22,756 00	-	-		22,756 00	-	-	22,756 00
8114	Leila B Ayres	440 00	-	-	440 00	-	-		440 00	-	-	440 00
8115	Georgia Franklin,											
8116	T M Harrell,											
8117	Isaac Harrell,	20,036 67	-	-	20,036 67	229 91	14 91		19,806 76	14 91	-	19,821 67
8121	H N Millican, &											
8164	Marana Hayes											
8118	Andy Jones	1,124 00	-	-	1,124 00	-	-		1,124 00	-	-	1,124 00
8119	James A Meyers #1	1,190 00	-	-	1,190 00	-	-		1,190 00	-	-	1,190 00
8122	E D Rollow	63 33	-	-	63 33	-	-		63 33	-	-	63 33
8123	Charles Burkes,											
8124	L O Howell, &	8,752 00	-	-	8,752 00	6 19	1 96		8,745 81	1 96	-	8,747 77
8125	Mrs C E McCann											
8126	John Griffith	182 67	-	-	182 67	-	-		182 67	-	-	182 67
8127	Amber Boyce	320 00	-	-	320 00	-	-		320 00	-	-	320 00
8128	Rossie Atha &											
8131	W L McClain	510 00	-	-	510 00	-	-		510 00	-	-	510 00
8129	Myrtle Burkhardt	2,853 33	-	-	2,853 33	-	-		2,853 33	-	-	2,853 33
8130	W E Lynn	2,032 00	-	-	2,032 00	-	-		2,032 00	-	-	2,032 00
8132	Eugene C Miller	0 67	-	-	0 67	-	-		0 67	-	-	0 67
8133	Jesse Kyle	72 67	-	-	72 67	-	-		72 67	-	-	72 67
8135	Nettie Butner	946 00	-	-	946 00	-	-		946 00	-	-	946 00
8136	Emmett Headlee	13,617 33	-	-	13,617 33	12 41	3 72		13,604 92	3 72	-	13 608 64
8137	F J Richardson &											

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Rehremnts	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Returements	Balance 12/31/13
Fred W Shield and Company Partnership J D # 74-1003570 Year Ended December 31, 2012											
9191 Richardson	6,379 00	-	-	6,379 00	43 58	15 78	6 335 42	15 78	-	6,351.20	
8138 Terrell County	1,580 00	-	-	1,580 00	-	-	1,580 00	-	-	1,580 00	
8139 T L Miller	36 67	-	-	36 67	-	-	36 67	-	-	36.67	
8149 F D Breedlove Ranch	8,662 00	-	-	8,662 00	-	-	8 662 00	-	-	8,662 00	
8151 Effie S Odem #1, 8152 Effie S Odem #2, 8153 M C Puckett, & 8175 Steinmetz & Sanders	82,827 33	-	-	82 827 33	525 64	135 07	82,301.69	135 07	-	82,436 76	
8166 Charles Krieger & 8169 H C Brickel	3 570 00	-	-	3,570 00	-	-	3,570 00	-	-	3,570 00	
8170 Calvin Clay	2,220 00	-	-	2,220 00	-	-	2,220 00	-	-	2,220 00	
8171 Mary Thomas	1,478 00	-	-	1,478 00	-	-	1,478 00	-	-	1,478 00	
8174 L C Johnson	424 00	-	-	424 00	-	-	424 00	-	-	424 00	
8178 Mildred Patten	3 00	-	-	3 00	-	-	3 00	-	-	3 00	
8181 Joe J Janysel, 8183 F W Boyd, 8187 Gussie Yanta, 8193 Ben Krusciak, & 8201 Pella Pavilek	14,640 00	-	-	14,640 00	-	-	14,640 00	-	-	14,640 00	
8184 Bert McClure 8188 C C Cummins	1,250 00 553 33	- -	- -	1,250 00 553 33	- -	- -	1,250 00 553 33	- -	- -	1,250 00 553 33	
8190 Walter Crntchley & 8198 A D Bell, 9131 A D Bell & 9190 L Horry	15,949 00	-	-	15,949 00	55 44	13 38	15,893 56	13 38	-	15,906 94	
8195 J J Wiatrek 8196 Trudie Garrett 8197 Fred Schloesser Estate	- 11.33 2,184 00	- - -	- - -	- 11 33 2,184 00	- - -	- - -	- 11 33 2,184 00	- - -	- - -	- 11.33 2 184 00	
8202 Albert Ludwig, 8203 John Anderson, 8205 Jennie L Wright, 8210 Otto Tharpe, 8211 Clarence Bond & Calvin Lutz Orr, 8214 Alta Choates, 8216 Bertha Carey, 8221 R Fairchild & Harold Null, 8223 Venice A Green, 8225 Lester de la Porte, 8258 E G Paulson, 8264 Walter L Kordis, & 8265 Rosella Collier	2,737 33	-	-	2,737 33	-	-	2,737 33	-	-	2,737 33	
8204 E C Brandt 8209 Vlasta Frels 8217 F T McCollum 8222 Sidney David 8227 Paul B Adams 8232 Ethel Mangum	- - 12 00 8 67 - -	- - - - - -	- - - - - -	- - 12 00 8 67 - -	- - - - - -	- - - - - -	- - 12 00 8 67 - -	- - - - - -	- - - - - -	- - 12 00 8 67 - -	
8234 Grace Holcomb & 8235 R C Johnson	896 00	-	-	896 00	-	-	896 00	-	-	896 00	
8237 H E Frieling & 8246 Les Lovell 8238 Maggie Dozier	1,168 00 - -	- - -	- - -	1,168 00 - -	- - -	- - -	1,168 00 - -	- - -	- - -	1,168 00 - -	

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
	Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2012										
8244 Angelo S. Fanelli	70.00	-	-	70.00	-	-	-	70.00	-	-	70.00
8248 Billye H. Casey	34,193.33	-	-	34,193.33	-	-	-	34,193.33	-	-	34,193.33
8249 J. J. Pogue, Jr.	-	-	-	-	-	-	-	-	-	-	-
8250 T. Edward Swenson, &	7,028.00	-	-	7,028.00	25.79	5.89	-	7,002.21	5.89	-	7,008.10
8251 Alfred E. Roessler	-	-	-	-	-	-	-	-	-	-	-
8253 Ray Clark	98,104.00	-	-	98,104.00	9,645.87	643.85	-	88,458.13	643.85	-	89,101.98
8254 Edgar Johnson,	-	-	-	-	-	-	-	-	-	-	-
8281 Odie Sweeten &	1,102.00	-	-	1,102.00	-	-	-	1,102.00	-	-	1,102.00
8486 Dale Smith	-	-	-	-	-	-	-	-	-	-	-
8257 Hermann Sterling,	-	-	-	-	-	-	-	-	-	-	-
8275 Rueben Barton,	-	-	-	-	-	-	-	-	-	-	-
9168 Rueben & Lydia Barton &	726.33	-	-	726.33	3.63	1.87	-	722.70	1.87	-	724.57
9167 Herman and Mable Sterling	-	-	-	-	-	-	-	-	-	-	-
8263 Alice Martin	415.33	-	-	415.33	-	-	-	415.33	-	-	415.33
8266 Carl Hall	2,498.67	-	-	2,498.67	-	-	-	2,498.67	-	-	2,498.67
8269 Willie Buessing &	-	-	-	-	-	-	-	-	-	-	-
8270 Allen Browne	5,806.67	-	-	5,806.67	-	-	-	5,806.67	-	-	5,806.67
8272 J. L. Pruchett &	-	-	-	-	-	-	-	-	-	-	-
9180 Boise Southern Co. et al	620.00	-	-	620.00	-	-	-	620.00	-	-	620.00
8273 Clifford Spies	1,010.00	-	-	1,010.00	-	-	-	1,010.00	-	-	1,010.00
8274 Noreen Hogg &	-	-	-	-	-	-	-	-	-	-	-
9189 Noreen Hogg	2,592.67	-	-	2,592.67	7.21	2.48	-	2,585.46	2.48	-	2,587.94
8279 E. Dittfurth	18,636.00	-	-	18,636.00	-	-	-	18,636.00	-	-	18,636.00
8280 Sam Mantooth	1,541.33	-	-	1,541.33	-	-	-	1,541.33	-	-	1,541.33
8284 Ellison and Borland &	-	-	-	-	-	-	-	-	-	-	-
9204 Ellison and Borland	997.00	-	-	997.00	-	-	-	997.00	-	-	997.00
8287 Alexander	-	-	-	-	-	-	-	-	-	-	-
8292 J. F. Janssen	424.00	-	-	424.00	-	-	-	424.00	-	-	424.00
8294 Ed Parker &	-	-	-	-	-	-	-	-	-	-	-
8302 Ed Parker #6	513.33	-	-	513.33	-	-	-	513.33	-	-	513.33
8295 Frank Maly	662.00	-	-	662.00	-	-	-	662.00	-	-	662.00
8300 Fern Hopkins	45.33	-	-	45.33	-	-	-	45.33	-	-	45.33
8301 Lynos Weaver	3.33	-	-	3.33	-	-	-	3.33	-	-	3.33
8304 J. M. Flynn &	-	-	-	-	-	-	-	-	-	-	-
8305 D. E. Hartman	29.33	-	-	29.33	-	-	-	29.33	-	-	29.33
8306 E. V. McCamon	816.00	-	-	816.00	-	-	-	816.00	-	-	816.00
8309 Mark Hartman	6.67	-	-	6.67	-	-	-	6.67	-	-	6.67
8310 Noreen Hogg Orr,	-	-	-	-	-	-	-	-	-	-	-
8311 C. H. Kennedy,	-	-	-	-	-	-	-	-	-	-	-
9187 C. H. Kennedy &	39,854.67	-	-	39,854.67	54.67	32.18	-	39,800.00	32.18	-	39,832.18
9215 Noreen Hogg Orr	-	-	-	-	-	-	-	-	-	-	-
8312 Sylvia Knarr	2.67	-	-	2.67	-	-	-	2.67	-	-	2.67
8316 Blair Labatt	6,155.00	-	-	6,155.00	-	-	-	6,155.00	-	-	6,155.00
8317 Dee Finley	1,174.37	-	-	1,174.37	1,174.37	-	-	-	-	-	-
8396 Louis Howe	6.67	-	-	6.67	5.45	2.73	-	1.22	2.73	-	3.95
8407 Bryant Kellogg	20.00	-	-	20.00	18.33	1.21	-	1.67	1.21	-	2.88
8412 Clarence Anderson	13.33	-	-	13.33	10.73	0.67	-	2.60	0.67	-	3.27
8413 Gustaf Anderson	-	0.67	-	0.67	0.67	0.07	-	-	0.07	-	0.07
8414 William Atol	26.67	-	-	26.67	24.78	1.10	-	1.89	1.10	-	2.99
8416 William Hamann	10.00	-	-	10.00	8.40	1.60	-	1.60	1.60	-	3.20
8417 William Hapip	3.33	-	-	3.33	2.47	0.19	-	0.86	0.19	-	1.05
8418 J. & A. Johnson	3.33	-	-	3.33	2.99	0.01	-	0.34	0.01	-	0.35

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13				Balance 12/31/12	Additions	Sales and Retirements	Balance 12/31/13
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2012											
8421 Vinzent Moser	6 67	-	-	6 67	4 97	1 91	1 70	1 91	-	3 61	
8422 John Opsal	1 00	-	-	1 00	0 90	0 27	0 10	0 27	-	0 37	
8423 Carl Purdue	16 67	-	-	16 67	15 00	1 03	1 67	1 03	-	2 70	
8471 M M Ridley	3 33	-	-	3 33	-	-	3 33	-	-	3 33	
8505 C B Schoemann	3 33	-	-	3 33	-	-	3 33	-	-	3 33	
9100 Sejita Unit	535 00	-	-	535 00	60 38	4 75	474 62	4 75	-	479 37	
9102 J H Cunningham	95 00	-	-	95 00	95 00	-	-	-	-	-	
9103 R.B. Thompson	3,443 00	-	-	3,443 00	777 69	179 93	2,665 31	179 93	-	2,845 24	
9104 B H Philippi	-	-	-	-	-	-	-	-	-	-	
9106 Miller Reynolds	-	-	-	-	-	-	-	-	-	-	
9111 Virginia Crockett	9,117 00	-	-	9,117 00	603 18	59 80	8,513 82	59 80	-	8,573.62	
9112 Dean B Gregg	206 00	-	-	206 00	-	-	206 00	-	-	206 00	
9113 Timolat	44,117 00	-	-	44,117 00	9,141 45	1,433 13	34 975 55	1,433 13	-	36 408 68	
9114 F H Ficke	1,306 00	-	-	1,306 00	191 00	41 84	1 115 00	41.84	-	1,156 84	
9119 Burton McCollum ORRI	21 00	-	-	21 00	-	-	21 00	-	-	21 00	
9142 L E Windham	1,073 00	-	-	1,073 00	141 09	22 23	931 91	22 23	-	954 14	
9143 W C Johnson	-	19,871 07	-	19,871 07	19,871 07	2,132 83	-	2,132 83	-	2,132 83	
9148 West Peck	589 00	-	-	589 00	11 77	4 48	577 23	4 48	-	581.71	
9165 Lowe-Johnson 48-A	9,543 00	-	-	9,543 00	874 77	87 48	8,668 23	87 48	-	8,755 71	
9166 Clella D. Klapproth	733 00	-	-	733 00	-	-	733 00	-	-	733 00	
9169 Henry G. Hardee,	-	-	-	-	-	-	-	-	-	-	
9170 Burdell I. Hardee,	-	-	-	-	-	-	-	-	-	-	
9171 Gustave Herbert,	96,138 00	-	-	96,138 00	10,526 89	738 50	85,611.11	738 50	-	86,349 61	
9172 Ruby Petry Merritt &	-	-	-	-	-	-	-	-	-	-	
9173 Gregoire Lege	-	-	-	-	-	-	-	-	-	-	
9184 Beck ORR	1,121 00	-	-	1,121 00	-	-	1,121 00	-	-	1,121 00	
9192 Boedecker	835 00	-	-	835 00	-	-	835 00	-	-	835 00	
9193 H E Wells	190 00	-	-	190 00	-	-	190 00	-	-	190 00	
9196 E G Browning	206 00	-	-	206 00	-	-	206 00	-	-	206 00	
9199 Crawar Field Unit	7,201 00	-	-	7,201 00	187 32	45 96	7,013 68	45 96	-	7,059 64	
9200 Robbins Ranch	1,036 00	-	-	1,036 00	157 12	14 10	878 88	14 10	-	892 98	
9217 Jennie K. Russell "A" &	-	-	-	-	-	-	-	-	-	-	
9220 Jennie K. Russell "B"	2 110 00	-	-	2 110 00	122 11	7 16	1,987 89	7 16	-	1,995 05	
9224 E. Armstrong (Parker C)	52,353 00	-	-	52,353 00	3,522 21	334 35	48,830 79	334 35	-	49 165 14	
9226 Snowplow 10-1,	-	-	-	-	-	-	-	-	-	-	
9227 Snowplow 1-5,	-	-	-	-	-	-	-	-	-	-	
9228 Snowplow 7-5,	-	-	-	-	-	-	-	-	-	-	
9249 Herms Landing,	5,680 00	-	-	5,680 00	276 37	90 89	5,403 63	90 89	-	5,494 52	
9252 Snowplow Unit #1,	-	-	-	-	-	-	-	-	-	-	
9253 Snowplow Unit #2 &	-	-	-	-	-	-	-	-	-	-	
9255 Bear Swamp Antrim Unit	-	-	-	-	-	-	-	-	-	-	
9235 Perez &	-	-	-	-	-	-	-	-	-	-	
9236 Salinas	94,340 00	-	-	94 340 00	16,245 17	1,867 11	78,094 83	1,867 11	-	79 961 94	
9250 Federal O-3	181 00	-	-	181 00	-	-	181 00	-	-	181 00	
	9 193,310 71	19 911 74	-	9 213,222 45	2,644,913 11	95 491 59	23 872 90	6 568,309 34	95 491 59	6,663,800 93	
Oil Payment, Hilcrest Oil Co	375 00	-	-	375 00	-	-	375 00	-	-	375 00	
	9,193 685 71	19,911 74	-	9 213 597 45	2 644 913 11	95,491 59	23 872 90	6,568,684 34	95,491 59	6 664,175 93	

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012									b-denotes oil volume-barrels m-denotes gas volume-mcf	
R	5114 Orrin James	8,135 00	8,135 00	-	-	-	-	-	-	-
R	5124 Ruth Reynolds,									
R	5126 Ned Smith, &	20,819 00	20,810 54	8 46	13,568 b	13,030 b	538 b	0 015725	266 b	4 18
R	5128 William H Bryan									
R	5136 Emele Montec	436 00	436 00	-	-	-	-	-	-	-
R	5158 W F Martin RI	7,010 00	7,010 00	-	-	-	-	-	-	-
R	5161 Billeaud Planters	16,611 00	16,550 71	60 29	7,827 b	7,032 b	795 b	0 075836	115 b	8 72
R	5166 Morgan Estate	2,522 00	2,518 04	3 96	2,258 b	1,741 b	517 b	0 007660	70 b	0 54
R	5167 C R Crews	87,405 00	87,317 21	87 79	23,825 b	22 395 b	1,430 b	0 061392	348 b	21 36
R	5168 John A Byerly &									
R	5510 G T Hall	1,338 00	1 335 63	2 37	339 b	297 b	42 b	0 056429	8 b	0 45
R	5187 W A Boothe	-	-	-	-	-	-	-	-	-
R	5194 Willis A Roberson	568 00	568 00	-	-	-	-	-	-	-
R	5228 Ida Duncan	9,633 00	9,633 00	-	-	-	-	-	-	-
R	5231 Mary Bloodworth	214 00	214 00	-	-	-	-	-	-	-
R	5236 Clara Couch	6,815 00	6,814 65	0 35	86,783 m	78,897 m	7,886 m	0 000044	1,584 m	0 07
R	5237 W C Montgomery	3,448 00	3 447 87	0 13	69 645 m	57 198 m	12 447 m	0 000010	1 025 m	0 01
R	5239 Herman Petteway,									
R	5793 Frank Harris &	45,523 00	45,487 21	35 79	43,906 b	33,158 b	10,748 b	0 003330	734 b	2 44
R	8185 Frank Harris									
R	5240 T E Vestal	215 00	215 00	-	-	-	-	-	-	-
R	5242 Ray Albaugh "A"	37,370 00	36,965 95	404 05	14,501 m	8,627 m	5,874 m	0 068786	94 m	6 47
R	5243 Everett Turner	-	-	-	-	-	-	-	-	-
R	5244 Helen Reed	120 00	120 00	-	-	-	-	-	-	-
R	5249 Berthold Bade,									
R	5256 Martha Dreier,									
R	5259 Amelia Hasdorff, &	7,702 00	7,678 17	23 83	2,410 b	2,310 b	100 b	0 238300	100 b	23 83
R	5262 Ed Koenig, Jr									
R	5251 Otto Gerhold	-	-	-	-	-	-	-	-	-
R	5254 E C Brandt	-	-	-	-	-	-	-	-	-
R	5255 Lorraine Busby	-	-	-	-	-	-	-	-	-
R	5273 W G Schorre &									
R	5569 W L Roetter	1 588 00	1 588 00	-	-	-	-	-	-	-
R	5281 Joseph Glecker	-	-	-	-	-	-	-	-	-
R	5296 Walter W Buck &									
R	5299 Dora E Cunningham	11,190 00	11,112 15	77 85	15,433 b	9,644 b	5,789 b	0 013448	219 b	2 95
R	5297 Gertrude Chilton	32,052 00	31,555 55	496 45	22,778 b	16,637 b	6,141 b	0 080842	322 b	26 03
R	5298 R A Cox	381 00	381 00	-	-	-	-	-	-	-
R	5300 John A King	46,059 00	43,486 48	2,572 52	9,462 b	8,488 b	974 b	2 641191	107 b	282 61
R	5303 William Howard	23,346 00	23,116 49	229 51	19,887 b	13,920 b	5,967 b	0 038463	350 b	13 46
R	5318 Virlen Clinton	23,130 00	23,056 66	73 34	7,502 b	6,899 b	603 b	0 121625	60 b	7 30
R	5328 W W Moore	-	-	-	-	-	-	-	-	-
R	5354 D G Sampson	658 00	658 00	-	-	-	-	-	-	-
R	5359 South Texas Syndicate	22,719 00	22,719 00	-	-	-	-	-	-	-
R	5360 R A Williams Mi &									
R	5361 Walter Ewers Mi	22,344 00	22,344 00	-	-	-	-	-	-	-
R	5371 Lona Clark RI,									
R	5372 D L Williams RI,									
R	5374 Ella Emerson RI,									
R	5376 Will Hornung Estate RI,									
R	5377 Hicks Williams RI,									

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost	
					Adjusted Basic Data	Prior Production	Unrecovered Balance				
Fred W Sheld and Company Partnership I D #74-1003570 Year Ended December 31, 2012											
b-denotes oil volume-barrels m-denotes gas volume-mcf											
R	5380	Maud Week RI,	92,674.67	91,574.45	1,100.22	222,972 m	201,448 m	21,524 m	0.051116	2,962 m	151.41
R	5381	J D Maguglin RI,									
R	5382	George Maguglin RI,									
R	5635	C O Lippard RI,									
R	5636	Wyatt Curry RI,									
R	5728	Robert Rokohl RI									
	8140	M E Crawford									
HR-	8141	Wyatt Curry,									
HR-	8142	Edward Rokhol,									
	8143	Maude Weed									
HR-	8144	J C Dillworth,									
HR-	8145	W A Friedle,									
	8146	Jesse Maguglin,									
	8147	T L Ruckman &									
HR	8148	Hicks Williams									
R	5383	W H Stnebeck, Jr RI	43,495.00	33,553.23	9,941.77	63,698 m	54,454 m	9,244 m	1.075484	m	-
R	5384	Charles Dare RI	18,043.00	11,222.88	6,820.12	32,698 m	21,400 m	11,298 m	0.603657	m	-
	5386	C L Tullis RI,									
	9108	Harry Geffert,									
	9149	Block 85,	15,116.00	12,832.12	2,283.88	25,000 m	22,414 m	2,586 m	0.883171	681 m	601.44
	9150	Block 85 ORR &									
	9151	Block 86									
R	5393	Eva Wannright RI &									
R	5397	B W Broadus RI	4,620.00	4,613.96	6.04	1,767 b	1,604 b	163 b	0.037055	163 b	6.04
R	5405	J E Murphy MI	5,705.00	5,705.00	-	-	-	-	-	-	-
R	5415	D W Rhode	243,323.00	206,051.98	37,271.02	394,661 m	328,360 m	66,301 m	0.562149	4,794 m	2,694.94
R	5418	E L Harrington MI,									
R	5420	L N Wisenteiner RI &	7,181.00	7,131.58	49.42	6,248 b	5,612 b	636 b	0.077704	727 b	56.49
R	9110	E L Harrington									
R	5419	C A Travelstead	13.33	1.52	11.81	5,000 b	571 b	4,429 b	0.002667	501 b	1.34
R	5426	Mary E Campbell	7,143.00	7,027.03	115.97	3,751 b	2,184 b	1,567 b	0.074008	302 b	22.35
R	5433	O I Langham Fee	64,344.00	64,344.00	-	-	-	-	-	-	-
R	5434	N J O'Sullivan MI	290.00	290.00	-	-	-	-	-	-	-
R	5447	W H Reese MI	1,140.00	1,140.00	-	-	-	-	-	-	-
R	5448	W Z Rutherford #2 MI &									
R	5449	W Z Rutherford MI	1,674.00	1,674.00	-	-	-	-	-	-	-
R	5451	Ollie Sparks MI	610.00	610.00	-	-	-	-	-	-	-
R	5458	C Aderholt MI,									
R	5459	C Aderholt "A" RI,									
R	5460	Wanda Hanks RI,									
R	5462	D C Clark MI,									
R	5463	E M Erskine MI,	191,733.00	189,292.46	2,440.54	98,802 b	71,068 b	27,734 b	0.087998	5,643 b	496.57
R	5464	J C Hall MI,									
R	5465	F E Lamotte MI,									
R	5767	Julie Meiners Estate,									
R	5769	Julia Meiners Estate "A", &									
HR	8162	Helen Hawk Ellis									
R	5466	J Fred Diebel RI	1,695.00	1,695.00	-	-	-	-	-	-	-
R	5468	W H Moritz	2,985.00	2,980.19	4.81	22,417 m	17,407 m	5,010 m	0.000960	626 m	0.60
R	5489	L B Blanchard RI &									
R	5490	O E Hardin Estate RI	1,002.00	1,002.00	-	-	-	-	-	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property	Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
R 5498 Thorton Davis	9,390 00	9,324 67	65 33	33,403 m	33 193 m	210 m	0 311095	210 m	65 33
R 5505 J N Eden,									
R 5506 F R Rampy,									
R 5507 L A Rampy,	9,666 00	9,650 07	15 93	14,547 b	10,764 b	3,783 b	0 004211	104 b	0 44
R 5508 G W Ware, &									
R 5509 V C Wortham									
R 5511 J E Parker	40,925 00	40,592 71	332 29	16,063 b	15,046 b	1,017 b	0 326735	113 b	36 92
R 5514 A O Schumann	36,342 00	36,273 38	68 62	18,671 b	16,389 b	2 282 b	0 030070	267 b	8 03
R 5515 O H Pfeil,									
R 5516 O G Tumlinson,									
R 5517 J C Wallace &	87,204 00	85,257 60	1,946 40	498,800 m	399,659 m	99,141 m	0 019633	4,823 m	94 69
R 5518 Claire Pearstone									
R 5525 T W Rhodes,									
R 5526 Page Estate &	904 00	904 00	-	-	-	-	-	-	-
R 5527 W B Massey									
R 5529 Henderson Estate &									
R 5533 Tom Strauch	2,551 00	2,551 00	-	-	-	-	-	-	-
R 5530 Tuttle and Williams &									
R 5744 H C Wood Orr	1 504 00	1,504 00	-	-	-	-	-	-	-
R 5535 Julie Nott Waugh	17 00	17 00	-	-	-	-	-	-	-
R 5537 Porter Hanks	-	-	-	-	-	-	-	-	-
R 5538 J B Davis	1,467 00	1,467 00	-	-	-	-	-	-	-
R 5540 Laura D Shaw	96,352 00	94,910 93	1 441 07	18,957 b	14 855 b	4,102 b	0 351309	490 b	172 14
R 5542 Amos Madison &									
R 5543 Ola Madison	26 00	26 00	-	-	-	-	-	-	-
R 5545 James Champion &									
R 5546 Joe Venters	1,518 00	1,518 00	-	-	-	-	-	-	-
R 5547 George Clark	2,720 00	2,720 00	-	-	-	-	-	-	-
R 5551 Esma Lee Ekholm MI	1,047 00	1,047 00	-	-	-	-	-	-	-
R 5557 Leonard F Lindsey,									
R 5783 Hughes Smith Orr,									
R 5784 Annie Todd Orr,	77,493 00	74,230 17	3,262 83	44,462 b	34,169 b	10,293 b	0 316995	945 b	299 56
R 5785 Kenneth L Coffman,									
R 6131 Hughes Smith, &									
R 6132 Kenneth Coffman									
R 5558 H H Jameson	25,425 00	25,425 00	-	-	-	-	-	-	-
R 5559 Nannie Ash &									
R 5561 Dan Auld Orr	3,180 00	3 180 00	-	-	-	-	-	-	-
R 5560 Annie Leola Cummings	8,523 00	8,509 37	13 63	3,406 b	3,223 b	183 b	0 074481	33 b	2 46
R 5562 Ernest C Gay	10,239 00	10,236 85	2 15	20,517 b	19,259 b	1,258 b	0 001709	144 b	0 25
R 5563 F C Roensch	3,501 00	3,496 09	4 91	11,020 m	9,725 m	1,295 m	0 003792	309 m	1 17
R 5565 T B Tubb	437,190 00	409,977 28	27,212 72	1,768,321 m	1 321,992 m	446,329 m	0 060970	46,757 m	2,850 78
R 5566 George W Alves	216 00	216 00	-	-	-	-	-	-	-
R 5568 Paul Lang	4,356 00	4,356 00	-	-	-	-	-	-	-
R 5571 W H Riedel	10 00	10 00	-	-	-	-	-	-	-
R 5573 Escapule &									
R 5574 Perez	864 00	864 00	-	-	-	-	-	-	-
R 5575 C W Shafer	23,906 00	23 905 04	0 96	12,774 b	12,397 b	377 b	0 002546	118 b	0 30
R 5576 Jessie Mae Williamson,									
R 5577 Alma Thomas,									
R 5579 Thalbert R Thomas, &	67,405 00	67,224 94	180 06	112,316 b	84,564 b	27,752 b	0 006488	3,488 b	22 63

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
R	5701	H E Cummins								
R	5580	Tom E Cockrill	1,086 00	1,086 00	-	-	-	-	-	-
R	5582	Jennie Ray Kauffman	261 00	261 00	-	-	-	-	-	-
R	5586	E O Jacob	4,100 00	3,986 41	113 59	148,385	110,846 m	37,539 m	0 003026	1,604 m 4 85
R	5589	Elmo Reed,								
R	5591	S H Reed, &	11,703 00	11,665 98	37 02	6,507 b	6,255 b	252 b	0 146905	87 b 12.78
R	5593	Lottie Lee Shaper								
R	5590	Carl Weise	1,096 00	1 096 00	-	-	-	-	-	-
R	5594	A S LeBleu &								
R	5595	Grace Keller	43 740 00	41 904 69	1 835 31	11,542 b	10,310 b	1,232 b	1 489700	75 b 111.73
R	5596	McElreath-Suggett &								
R	5597	J E Malone	26 022 00	25,290 96	731 04	58,601 m	53 037 m	5,564 m	0 131387	467 m 61.36
R	5598	Zillah Hausen	681 00	681 00	-	-	-	-	-	-
R	5599	M L Kendrick	2,165 00	2,165 00	-	-	-	-	-	-
R	5602	S J Logan &								
R	5603	H N Parks	29,618 00	29 595 81	22 19	11 450 b	10 567 b	883 b	0 025130	172 b 4 32
R	5605	Fred S Robbins	12,576 00	12,571 30	4 70	6,100 b	5,685 b	415 b	0 011325	61 b 0 69
R	5610	Leo Craigen	8,952 00	8,952 00	-	-	-	-	-	-
R	5611	Mrs A M Kelsey Bass &								
R	9105	Kelsey - Bass	1,260 00	1 260 00	-	-	-	-	-	-
R	5612	A M Martinez	2,588 00	2,588 00	-	-	-	-	-	-
R	5616	J C Bramball	28,293 00	27,920 86	372 14	33,383 m	30,769 m	2 614 m	0 142364	363 m 51.68
R	5617	Joe H Conway,								
R	5619	Francis Gauntt,								
R	5620	E C Hardin,								
R	5625	B J Schendel,								
R	5627	J E Steed,								
R	5628	J E Steed Orr,	15,534 00	15,341 43	192 57	4,582 b	4,439 b	143 b	1 346643	17 b 22.89
R	5630	L W Stieren,								
R	5631	D W Vickers, &								
R	5632	C H Wolfmeuller								
R	5623	D E Lyons	220 00	220 00	-	-	-	-	-	-
R	5624	R J Moczygamba,								
HR-	8189	August Moczygemba &	8,227 00	8,227 00	-	-	-	-	-	-
HR-	8192	Clem Moczygemba								
R	5629	Sally J Treadwell	3,854 00	3,854 00	-	-	-	-	-	-
R	5633	D R Coleman &								
R	9109	W B Coleman	307,184 00	294,552 30	12,631 70	104,601 b	89,827 b	14,774 b	0 854995	2,087 b 1,784 38
R	5634	Frank C Goodwin Ri	100,782 00	98,861 72	1,920 28	130,854 m	116,743 m	14,111 m	0 136084	1,421 m 193 38
R	5639	B W Dove Ri	176 00	176 00	-	-	-	-	-	-
R	5640	Gregg Lawrence MI	2,214 00	2,214 00	-	-	-	-	-	-
R	5641	Ellen Atkinson ORR,								
R	5642	Ellen Atkinson Ri, &	14,092 00	14,092 00	-	-	-	-	-	-
R	5643	Ellen Atkinson								
R	5645	Sam Atkinson Ri								
R	5644	D W Rhode & W H Spears	9,300 00	9,300 00	-	-	-	-	-	-
R	5648	L Keck MI	106 00	106 00	-	-	-	-	-	-
R	5650	Guaranty Title & Trust Co	3 00	3 00	-	-	-	-	-	-
R	5652	Myrtle Stockton Ri	7,062 00	7,062 00	-	-	-	-	-	-
R	5654	Louis A Yates MI & ORR	3,449,511 00	1,189,783 49	2,259,727 51	648,324 b	340,540 b	307,784 b	7 341927	6,884 b 50,541 82
R	5655	C B Granbury MI	45,162 00	45,003 74	158 26	14 991 b	13,667 b	1 324 b	0 119532	276 b 32 99

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
R	5657	L E Fite etc &								
R	5660	Ola McCann RI	9,858 00	9,858 00	-	-	-	-	-	-
R	5658	W F Lovett RI &								
R	5662	Otto Blumberg RI	9 00	9 00	-	-	-	-	-	-
R	5659	J C Burrows RI	14,073 00	14,065 90	7 10	6 731 b	6,560 b	171 b	0 041520	171 b 7 10
R	5663	R F Brown MI &								
R	5721	Helen B Currier MI	34,386 00	34,225 03	160 97	12,923 b	9 771 b	3,152 b	0 051069	612 b 31 25
R	5664	Amanda McKinney RI	1,040 00	1,040 00	-	-	-	-	-	-
R	5665	M F Foster	13 33	1 33	12 00	80 b	8 b	72 b	0 166667	8 b 1 33
R	5666	W H Crawford MI	3,849 00	3,849 00	-	-	-	-	-	-
R	5667	R A Alford MI	294 00	294 00	-	-	-	-	-	-
R	5670	Mary Ley RI	1,296 00	1,296 00	-	-	-	-	-	-
R	5672	Ruth Stevens RI	46 560 00	43,308 84	3,251 16	70 300 m	61 449 m	8 851 m	0 367321	904 m 332 06
R	5673	M E Crum MI &								
R	5674	M E Crum ORR	11,950 00	11,941 95	8 05	9,306 b	8,423 b	883 b	0 009117	145 b 1 33
R	5675	J C Malone	222 00	222 00	-	-	-	-	-	-
R	5676	J C Keller	142,920 00	135,313 81	7,606 19	37,079 b	32,780 b	4,299 b	1 769293	871 b 1,541 05
	5677	I I Ramirez	15 00	10 39	4 61	45,000 m	43,309 m	1,691 m	0 002726	362 m 0 99
R	5679	Clyde Beck	746 00	746 00	-	-	-	-	-	-
R	5681	Paul Lusso & Weeks Orr	3,215 00	3,215 00	-	-	-	-	-	-
R	5683	W H Tupper	8,443 00	8,098 40	344 60	2,138 b	1,872 b	266 b	1 295489	29 b 37 57
R	5685	Harnet Gobble Mertz	10 896 00	10,896 00	-	-	-	-	-	-
R	5686	Dave Luke,								
R	5687	E F Mann, &	1,666 00	1,666 00	-	-	-	-	-	-
R	5688	Margaret Wooster								
R	5689	C P Motty	11,067 00	11,067 00	-	-	-	-	-	-
R	5690	Allen Belaire &								
	9118	Earth Unit	2,685 00	2,685 00	-	-	-	-	-	-
R	5691	Johnson Evans	54 00	54 00	-	-	-	-	-	-
R	5692	Elira Gann	5,794 00	5,784 30	9 70	32,399 m	29,962 m	2,437 m	0 003980	2,437 m 9 70
R	5693	John L. Muncy	16,494 00	16,429 43	64 57	78,028 m	72,442 m	5,586 m	0 011559	1,898 m 21 94
R	5697	John A Myers - Western & Southern Life Ins	3,093 00	3,093 00	-	-	-	-	-	-
R	5698	Jess Goodwin &								
R	5699	Helen Lindley	27,738 00	27,547 43	190 57	10,436 b	9,763 b	673 b	0 283165	214 b 60 60
R	5700	G R & J A Thomas	1,264 00	1,264 00	-	-	-	-	-	-
R	5702	Ida McDonald	7,356 00	7,356 00	-	-	-	-	-	-
R	5704	T L Griffin &								
HR-	8134	T L Griffin	13,939 67	13,939 67	-	-	-	-	-	-
R	5705	E B Furrow	40 00	-	40 00	160	b	160 b	0 250000	16 b 4 00
R	5710	Anita Henchman	904 00	904 00	-	-	-	-	-	-
R	5719	Hattie Reed Duncan	612 00	612 00	-	-	-	-	-	-
R	5722	O D Gholson &								
R	5723	T A Upshaw RI	111,665 00	109 294 44	2,370 56	13,816 b	13,555 b	261 b	9 082605	15 b 136 24
R	5731	C C Cannon #1,								
R	5732	C C Cannon #2,	9 265 00	9,173 13	91 87	2,514 b	2 354 b	160 b	0 574187	83 b 47 66
R	5733	C C Cannon #3, &								
HR	8165	Charles Cannon								
R	5752	Burton McCullum	-	-	-	-	-	-	-	-
R	5759	Mary A Reynolds RI	23,559 00	23,559 00	-	-	-	-	-	-
R	5771	Bertha Clay RI &								

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
HR	8177	Bertha Clay	64 33	64 33	-	-	-	-	-	-
R	5777	Donald S Bell	3 923 00	3,921 73	1 27	1 681 b	1,598 b	83 b	0 015301	37 b
R	5787	E L Dismukes,								
R	5855	Rosa E Crenshaw, &	14,668 00	14,605 09	62 91	4,032 b	3,609 b	423 b	0 148723	67 b
R	5869	E L Dismukes #2								
R	5796	J P Lewis RI	3,064 00	3,064 00	-	-	-	-	-	-
R	5800	Fred W Volz	29 035 00	28,551 03	483 97	71,246 m	61,479 m	9,767 m	0 049552	2 268 m
R	5818	J B Pettit,								
HR	8154	Cara Douglas,								
HR	8155	Cara K Douglas,								
HR	8156	R E Harris,								
HR	8157	R H Herring,	14,192 00	14,192 00	-	-	-	-	-	-
HR	8158	Leonard Proctor,								
HR	8159	Clara E Smith, &								
HR	8160	Adnan K Webster								
R	5823	Mattye E Stark	7,767 00	7,767 00	-	-	-	-	-	-
R	5834	Ita LeDoux	151,998 00	148,844 46	3,353 54	160,546 m	158,083 m	2,463 m	1 361567	223 m
R	5836	C Dalkowitz Orr	500 00	500 00	-	-	-	-	-	-
R	5838	Kittie Schriener	4,263 00	4,263 00	-	-	-	-	-	-
R	5839	Gillette and Cox Orr	89 00	89 00	-	-	-	-	-	-
R	5852	Woody Heidelberg ORR								
HR	8150	N L Heidelberg	2,531 67	2,385 81	145 86	3,541 b	3,227 b	314 b	0 464522	45 b
HR	8220	Donovan - Sims &								
	9195	N L Heidelberg								
R	5853	C O Wheeler	1,529 00	1,529 00	-	-	-	-	-	-
R	5854	Ethel May	488 00	488 00	-	-	-	-	-	-
R	5880	Bernice Lynn Cosby Orr	7,352 00	7,302 72	49 28	3,590 b	2,946 b	644 b	0 076522	100 b
R	5882	Enrique Villarreal	504 00	504 00	-	-	-	-	-	-
R	5885	Giles C McCrary "C",								
R	5886	Mrs B Young "d", &	22,908 00	22,908 00	-	-	-	-	-	-
R	5887	Mrs B Young "e"								
R	5889	J C Beasley, Jr	3,450 00	3,450 00	-	-	-	-	-	-
R	5895	E F DeLeon	368 00	368 00	-	-	-	-	-	-
R	5911	J D Alexander #1	483 00	483 00	-	-	-	-	-	-
R	5912	H R Alexander #2 &								
R	9124	K M Reagan ORR	3,712 00	3,188 90	523 10	680 b	556 b	124 b	4 218548	11 b
R	5914	M V Arnold	-	-	-	-	-	-	-	-
R	5917	H E Mangham	-	-	-	-	-	-	-	-
R	5918	Bernice Beeman &								
HR	8268	Beeman	5,663 33	5,663 33	-	-	-	-	-	-
R	5921	Tip Graham &								
HR	8218	Tip Graham	18 00	18 00	-	-	-	-	-	-
R	5923	Kordis Heirs &								
R	5924	Otto Tharp	3,553 00	3,553 00	-	-	-	-	-	-
R	5943	University 31-A ORR,								
R	5963	University 31 ORR,								
R	6099	University 31-21,								
R	6129	University 42-A,	43,587 00	43,587 00	-	-	-	-	-	-
	9153	University 31,								
	9164	University 31-A &								
	9121	University 31-21								

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property	Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012									
								b-denotes oil volume-barrels m-denotes gas volume-mcf	
R 5952 T L Higginbotham	4,543 00	4,543 00	-	-	-	-	-	-	-
R 5971 J Y Gilmore	9,229 00	9,229 00	-	-	-	-	-	-	-
R 5994 Vernon P Neissi	1,402 00	1,402 00	-	-	-	-	-	-	-
R 5995 Jack E Blake	23,853 00	23,818 78	34 22	97,862 m	85,751 m	12 111 m	0 002826	1,404 m	3 97
R 5999 R B Wherry	5,883 00	5,883 00	-	-	-	-	-	-	-
R 6000 Continental/Wood Deal	27,676 00	27,522 79	153 21	72,592 m	58,592 m	14,000 m	0 010944	1,217 m	13 32
R 6001 State Lease #53394 ORR	1,539 00	1,539 00	-	-	-	-	-	-	-
R 6002 R B Wherry	472 00	472 00	-	-	-	-	-	-	-
R 6013 Norman K Owens	113,041 00	111,847 00	1,194 00	221,747 m	201 800 m	19,947 m	0 059859	1,924 m	115 17
R 6031 Doyle Standifer,									
R 6033 J A Wilson,									
R 6034 R W Kreager,	171,279 67	167,959 57	3,320 10	42,931 b	28,719 b	14,212 b	0 233612	8,165 b	1,907 45
R 6035 G G Boyd,									
R 6042 Elizabeth Henry									
HR 8259 Ralph A Wilson,									
HR- 8260 Doyle Standifer,									
HR- 8261 Rose Kreager, &									
HR- 8262 G G Boyd									
R 6038 Est of J H Harvey ORR &									
HR- 8255 Harvey Estate	5,992 13	5,992 13	-	-	-	-	-	-	-
R 6039 J A Robey ORR	1 437 00	1,437 00	-	-	-	-	-	-	-
R 6049 Molly L Lasater &									
HR- 8256 W W Oatman	9,362 00	9,362 00	-	-	-	-	-	-	-
R 6059 Mary Lee Woodward Orr &									
R 6060 Vernon E Reichle	2 823 00	2,823 00	-	-	-	-	-	-	-
R 6066 George A Moberly &									
HR- 8277 Fred Folk Sec 78	56 67	56 67	-	-	-	-	-	-	-
R 6068 Victor B Russek Orr,									
HR 8293 Victor Russek &	5,405 67	5,317 79	87 88	31,202 m	25,643 m	5,559 m	0 015809	904 m	14 29
R 9205 Victor K Russek, Jr									
R 6072 James M Ruhman,									
R 6073 Carl R Peterson,									
HR 8282 Ruhman Peterson &	31,512 67	31,486 57	26 10	108,571 m	103,070 m	5,501 m	0 004745	1,722 m	8 17
HR- 8314 Carl Peterson									
R 6074 C Gibson,									
R 6091 Weldon K Huffman Orr,									
HR 8283 Eppes et al, &	12,095 33	12,093 41	1 92	1,743,673 m	1,488,274 m	255,399 m	0 000008	43,179 m	0 32
HR 8291 Weldon K Hoffman Orr									
R 6087 Briscoe Ranch Orr	1,410 00	1,410 00	-	-	-	-	-	-	-
R 6089 Antonio Vela	-	-	-	-	-	-	-	-	-
R 6094 John Knox	106 00	106 00	-	-	-	-	-	-	-
R 6095 August Toll,									
R 6096 Paul Zingelmann, &	70,985 00	70,489 71	495 29	359 141 m	346,142 m	12,999 m	0 038102	1,749 m	66 64
R 6098 Elbert Koopman									
R 6100 Midland National Bank Tr	40,068 00	37,912 29	2,155 71	16,099 b	13,864 b	2,235 b	0 964523	354 b	341 44
R 6130 Mayfield	-	-	-	-	-	-	-	-	-
R 6134 J O Huitt	5,531 25	5,531 25	-	-	-	-	-	-	-
R 6135 Finley	2,903 83	-	2,903 83	-	-	-	-	-	-
R 6137 Gene L Prentice	10,170 20	9,513 19	657 01	8,000 m	6,825 m	1,175 m	0 559157	136 m	76 05
R 6138 Nancy Nugent	2,887 38	2,882 67	4 71	800 m	765 m	35 m	0 134571	20 m	2 69
R 6140 Joseph R Shaw	9,161 37	9,161 37	-	-	-	-	-	-	-
R 6142 O H Dipple	58,387 75	57,395 41	992 34	13,000 m	12,298 m	702 m	1 413590	181 m	255 86

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost	
					Adjusted Basic Data	Prior Production	Unrecovered Balance				
Fred W. Shield and Company Partnership											
I D #74-1003570 Year Ended December 31, 2012											
b-denotes oil volume-barrels m-denotes gas volume-mcf											
R	6148	David M. Kassing	3,674.59	3,618.15	56.44	14,500 m	13,177 m	1,323 m	0.042661	187 m	7.98
R	6152	FWF Mineral Trust "B"	1,335.07	1,335.07	-	-	-	-	-	-	-
R	6155	K. W. Bailey	50,000.00	45,482.49	4,517.51	6,000 b	3,553 b	2,447 b	1.846142	128 b	236.31
R	6156	Charter Royalty	154,139.62	149,093.43	5,046.19	310,000 m	193,078 m	116,922 m	0.043159	20,918 m	902.79
R	6162	K. Byrd	22,500.00	16,575.78	5,924.22	7,000 m	6,152 m	848 m	6.986108	64 m	447.11
R	6163	Fotenberry	29,750.00	29,750.00	-	-	-	-	-	-	-
	6168	Liberty Eylau ISD Unit	7,055.56	4,434.93	2,620.63	40 b	34 b	6 b	436.771667	1 b	436.77
	6170	Barnett Gas Unit	4,193.55	3,502.71	690.84	1,000 m	678 m	322 m	2.145466	56 m	120.15
	6171	Boyd-Pickett Gas Unit	4,256.01	3,429.55	826.46	700 m	483 m	217 m	3.808571	42 m	159.96
	6172	J.W. Brown Gas Unit	813.39	813.39	-	-	-	-	-	-	-
	6173	Burgher D Unit	8,619.31	6,847.51	1,771.80	700 m	552 m	148 m	11.971622	53 m	634.50
	6174	Burgher G Unit	869.33	713.80	155.53	60 m	48 m	12 m	12.960833	6 m	77.77
	6175	Butler Gas Unit	37,466.43	28,023.08	9,443.35	9,000 m	6,495 m	2,505 m	3.769800	563 m	2,122.40
	6176	Clarke Gas Unit	15,308.63	12,938.56	2,370.07	2,300 m	1,828 m	472 m	5.021335	200 m	1,004.27
	6177	Clary Unit	1,091.22	874.89	216.33	150 m	112 m	38 m	5.692895	9 m	51.24
	6178	Cosson Gas Unit	9,049.37	6,768.24	2,281.13	1,550 m	1,136 m	414 m	5.509976	115 m	633.65
	6179	Cummins A Unit	2,627.44	1,960.58	666.86	230 m	170 m	60 m	11.114333	17 m	188.94
	6180	Dunlap #1 Gas Unit	1,731.25	946.03	785.22	260 m	140 m	120 m	6.543500	10 m	65.44
	6181	Edwards A Unit	663.74	444.87	218.87	60 m	38 m	22 m	9.948636	4 m	39.79
	6182	Falls Gas Unit	23,231.84	17,887.25	5,344.59	3,000 m	2,296 m	704 m	7.591747	197 m	1,495.57
	6183	Ham Gas Unit	17,631.27	16,696.08	935.19	5,000 m	3,888 m	1,112 m	0.840998	410 m	344.81
	6185	Hartley Unit	15.28	15.28	-	-	-	-	-	-	-
	6186	Henderson Gas Unit	23,274.08	16,419.67	6,854.41	9,000 m	4,994 m	4,006 m	1.711036	532 m	910.27
	6187	Hill A Unit	213.46	213.46	-	-	-	-	-	-	-
	6189	Irvin Gas Unit	6,730.21	5,470.32	1,259.89	1,500 m	1,067 m	433 m	2.909677	158 m	459.73
	6190	Johnson A Gas Unit	4,915.82	3,839.97	1,075.85	450 m	337 m	113 m	9.520796	34 m	323.71
	6191	B.K. Johnson A Unit	139.65	139.65	-	-	-	-	-	-	-
	6192	Kirsch Gas Unit	11,900.83	9,124.25	2,776.58	3,500 m	2,054 m	1,446 m	1.920180	201 m	385.96
	6193	Lancaster A Unit	1,061.78	538.80	522.98	110 m	44 m	66 m	7.923939	4 m	31.70
	6194	Lane A Unit	1,181.32	692.01	489.31	110 m	59 m	51 m	9.594314	6 m	57.57
	6195	Ledbetter A Unit	1,604.42	901.62	702.80	150 m	83 m	67 m	10.489552	9 m	94.41
	6196	J.H. Moore Gas Unit	599.59	599.59	-	-	-	-	-	-	-
	6197	Rice Unit	1,999.76	1,999.76	-	-	-	-	-	-	-
	6198	Rogers Gas Unit	7,168.25	5,885.23	1,283.02	4,000 m	2,376 m	1,624 m	0.790037	275 m	217.26
	6199	T.L. Simmons, Roy Hiers Unit	1,673.73	1,673.73	0.00	27 b	27 b	-	-	-	-
	6200	G.O. Summers Unit	1,066.39	1,066.39	-	-	-	-	-	-	-
	6201	Swank A Unit	176.27	176.27	-	-	-	-	-	-	-
	6202	Teague ISD Unit	8.09	8.09	-	-	-	-	-	-	-
	6203	Turner A Unit	341.08	243.81	97.27	50 m	38 m	12 m	8.105833	3 m	24.32
	6205	Webb A	3,236.69	3,236.69	-	-	-	-	-	-	-
	6206	Webb A Unit	11,767.70	8,553.06	3,214.64	1,500 m	980 m	520 m	6.182000	103 m	636.75
	6207	Webb TS A	741.93	405.92	336.01	100 m	54 m	46 m	7.304565	5 m	36.52
	6208	Winfree Gas Unit	14,336.38	12,331.47	2,004.91	3,300 m	2,428 m	872 m	2.299209	206 m	1,321.79
	6209	Hedrick Lease	496.12	496.12	-	-	-	-	-	-	-
	6210	Vincent East 66#1	1.00	1.00	-	-	-	-	-	-	-
	6211	Clark Sain #14	1,506.11	1,506.11	-	-	-	-	-	-	-
	6212	Beddingfield #1	0.11	0.11	-	-	-	-	-	-	-
	6213	Beddingfield Gas Unit	165.15	165.15	-	-	-	-	-	-	-
	6214	Garret Trust #1	1.00	1.00	-	-	-	-	-	-	-
	6216	Conrad Unit	21,576.08	11,695.22	9,880.86	2,200 m	1,161 m	1,039 m	9.509971	106 m	1,008.06
	6217	Fields-Mahler Unit	53,833.02	22,692.25	31,140.77	4,500 m	1,867 m	2,633 m	11.827106	190 m	2,247.15

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property	Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
6218 Hodges C 41 1,3	52 58	52 58	-	-	-	-	-	-	-
6219 Hodge D 3	108 86	108 86	-	-	-	-	-	-	-
6220 Hodge G 3	122 23	122 23	-	-	-	-	-	-	-
6221 Minnie Hodges 40-11	58 08	58 08	-	-	-	-	-	-	-
6226 Hodges #1,2-39	194 25	194 25	-	-	-	-	-	-	-
6227 Hodges 1-193	51.90	51.90	-	-	-	-	-	-	-
6228 Minnie E. Hodges	48 20	48 20	-	-	-	-	-	-	-
6229 Barksdale Estate Gas Unit	193 57	193 57	-	-	-	-	-	-	-
6230 Parmele Unit	200 09	200 09	-	-	-	-	-	-	-
6231 Newsome A Gas Unit	11,003 41	5,127 51	5 875 90	1,000 m	535 m	465 m	12 636344	40 m	505 45
6232 Jesse R. Odem Gas Unit	3,958 74	2,488 24	1,470 50	600 m	384 m	216 m	6 807870	22 m	149 77
6234 Reid 9	53 021 44	31,322 39	21,699 05	24,000 m	10,429 m	13,571 m	1 598928	1,117 m	1,786 00
6235 Neale Common Sand Unit	40 475 18	12,238 23	28,236 95	700 b	350 b	350 b	80 677000	25 b	2,016 93
6238 Claudia 1-14	752 50	752 50	-	-	-	-	-	-	-
6239 Harrel 1 8	64 49	64 49	-	-	-	-	-	-	-
HR- 8101 Carl J. Belton & C. E. Barkam,									
HR- 8102 Hayes, Hodge, & Van Horn,									
HR- 8103 Add Thompson, &	146 00	146 00	-	-	-	-	-	-	-
HR- 8172 Mrs. Della Spencer									
HR- 8104 Ray Guidry, et al	3,802 00	3,802 00	-	-	-	-	-	-	-
HR- 8106 Ella Stevenson	2,966 00	2,966 00	-	-	-	-	-	-	-
HR- 8107 Franklin Isaacson,									
HR- 8108 Robert Rutsch,									
HR- 8109 Maude Slaaten, &	13,943 33	13,730 84	212 49	4,700 b	2,123 b	2,577 b	0 082456	164 b	13 52
HR- 8110 G. L. Thompson									
HR- 8111 Carl Moe	100 00	100 00	-	-	-	-	-	-	-
HR- 8113 J. V. McKee	22,756 00	22,756 00	-	-	-	-	-	-	-
HR- 8114 Lela B. Ayres	440 00	440 00	-	-	-	-	-	-	-
HR- 8115 Georgia Franklin,									
HR- 8116 T. M. Harrell,									
HR- 8117 Isaac Harrell,	20,036 67	19 806 76	229 91	17,198 b	11,184 b	6,014 b	0 038229	390 b	14 91
HR- 8121 H. N. Millican, &									
HR- 8164 Marana Hayes									
HR- 8118 Andy Jones	1,124 00	1,124 00	-	-	-	-	-	-	-
HR- 8119 James A. Meyers #1	1,190 00	1,190 00	-	-	-	-	-	-	-
HR- 8122 E. D. Rollow	63 33	63 33	-	-	-	-	-	-	-
HR- 8123 Charles Burkes,									
HR- 8124 L. O. Howell, &	8,752 00	8,745 81	6 19	7,021 b	6,208 b	813 b	0 007614	257 b	1 96
HR- 8125 Mrs. C. E. McCann									
HR- 8126 John Griffith	182 67	182 67	-	-	-	-	-	-	-
HR- 8127 Amber Boyce	320 00	320 00	-	-	-	-	-	-	-
HR- 8128 Rossie Atha &									
HR- 8131 W. L. McClain	510 00	510 00	-	-	-	-	-	-	-
HR- 8129 Myrtle Burkhardt	2,853 33	2,853 33	-	-	-	-	-	-	-
HR- 8130 W. E. Lynn	2,032 00	2,032 00	-	-	-	-	-	-	-
HR- 8132 Eugene C. Miller	0 67	0 67	-	-	-	-	-	-	-
HR- 8133 Jesse Kyle	72 67	72 67	-	-	-	-	-	-	-
HR- 8135 Nettie Butner	946 00	946 00	-	-	-	-	-	-	-
HR- 8136 Emmett Headlee	13,617 33	13,604 92	12 41	3 920 b	3 890 b	30 b	0 413667	9 b	3 72
HR- 8137 F. J. Richardson &									
HR- 9191 Richardson	6 379 00	6 335 42	43 58	2,184 b	2,126 b	58 b	0 751379	21 b	15 78
HR- 8138 Terrell County	1,580 00	1,580 00	-	-	-	-	-	-	-
HR- 8139 T. L. Miller	36 67	36 67	-	-	-	-	-	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012										b-denotes oil volume-barrels m-denotes gas volume-mcf
HR	8149	F. D. Breedlove Ranch	8,662.00	8,662.00	-	-	-	-	-	-
HR-	8151	Effie S. Odem #1,								
HR	8152	Effie S. Odem #2,	82,827.33	82,301.69	525.64	637,105 m	620,783 m	16,322 m	0.032204	4,194 m 135.07
HR-	8153	M. C. Puckett, &								
HR-	8175	Steinmetz & Sanders								
HR	8166	Charles Krieger &								
HR	8169	H. C. Brickel	3,570.00	3,570.00	-	-	-	-	-	-
HR-	8170	Calvin Clay	2,220.00	2,220.00	-	-	-	-	-	-
HR-	8171	Mary Thomas	1,478.00	1,478.00	-	-	-	-	-	-
HR-	8174	L. C. Johnson	424.00	424.00	-	-	-	-	-	-
HR-	8178	Mildred Patten	3.00	3.00	-	-	-	-	-	-
HR	8181	Joe J. Janyse,								
HR	8183	F. W. Boyd,								
HR	8187	Gussie Yanta,	14,640.00	14,640.00	-	-	-	-	-	-
HR	8193	Ben Krusciak, &								
HR	8201	Pella Pavilek								
HR-	8184	Bert McClure	1,250.00	1,250.00	-	-	-	-	-	-
HR-	8188	C. C. Cummins	553.33	553.33	-	-	-	-	-	-
HR-	8190	Walter Critchley,								
HR-	8198	A. D. Bell,	15,949.00	15,893.56	55.44	146,110 m	124,803 m	21,307 m	0.002602	5,144 m 13.38
HR-	9131	A. D. Bell &								
HR-	9190	L. Horry								
HR	8195	J. J. Wiatrek	-	-	-	-	-	-	-	-
HR-	8196	Trudie Garrett	11.33	11.33	-	-	-	-	-	-
HR-	8197	Fred Schloesser Estate	2,184.00	2,184.00	-	-	-	-	-	-
HR-	8202	Albert Ludwig,								
HR	8203	John Anderson,								
HR-	8205	Jennie L. Wright,								
HR	8210	Otto Tharpe,								
HR-	8211	Clarence Bond & Calvin Lutz Orr,								
HR-	8214	Alta Choates,								
HR-	8216	Bertha Carey,								
HR	8221	R. Fairchild & Harold Null,	2,737.33	2,737.33	-	-	-	-	-	-
HR-	8223	Venice A. Green,								
HR-	8225	Lester de la Porte,								
HR	8258	E. G. Paulson,								
HR-	8264	Walter L. Kordis, &								
HR-	8265	Rosella Collier								
HR-	8204	E. C. Brandt	-	-	-	-	-	-	-	-
HR-	8209	Vlasta Frels	-	-	-	-	-	-	-	-
HR	8217	F. T. McCollum	12.00	12.00	-	-	-	-	-	-
HR-	8222	Sidney David	8.67	8.67	-	-	-	-	-	-
HR	8227	Paul B. Adams	-	-	-	-	-	-	-	-
HR-	8232	Ethel Mangum	-	-	-	-	-	-	-	-
HR	8234	Grace Holcomb &								
HR-	8235	R. C. Johnson	896.00	896.00	-	-	-	-	-	-
HR	8237	H. E. Frieling &								
HR	8246	Les Lovell	1,168.00	1,168.00	-	-	-	-	-	-
HR-	8238	Maggie Dozier	-	-	-	-	-	-	-	-
HR-	8244	Angelo S. Fanelli	70.00	70.00	-	-	-	-	-	-
HR-	8248	Billye H. Casey	34,193.33	34,193.33	-	-	-	-	-	-
HR-	8249	J. J. Pogue, Jr.,								
HR	8250	T. Edward Swenson, &	7,028.00	7,002.21	25.79	59,619 m	54,881 m	4,738 m	0.005443	1,082 m 5.89
HR-	8251	Alfred E. Roessler								

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property		Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012										b-denotes oil volume-barrels m-denotes gas volume-mcf
HR-	8253 Ray Clark	98 104 00	88,458 13	9 645 87	78,739 m	68 192 m	10,547 m	0 914561	704 m	643 85
HR-	8254 Edgar Johnson, 8281 Odie Sweeten & 8486 Dale Smith	1,102 00	1,102 00	-	-	-	-	-	-	-
HR-	8257 Hermann Sterling, 8275 Rueben Barton, 9167 Herman and Mable Sterling 9168 Rueben & Lydia Barton &	726 33	722 70	3 63	4,550 m	4,234 m	316 m	0 011487	163 m	1.87
HR-	8263 Alice Martin	415 33	415 33	-	-	-	-	-	-	-
HR-	8266 Carl Hall	2,498 67	2,498 67	-	-	-	-	-	-	-
HR-	8269 Willie Buessing & 8270 Allen Browne	5,806 67	5,806 67	-	-	-	-	-	-	-
HR-	8272 J L Pritchett & 9180 Boise Southern Co. et al	620 00	620 00	-	-	-	-	-	-	-
HR-	8273 Clifford Spies	1,010 00	1,010 00	-	-	-	-	-	-	-
HR-	8274 Noreen Hogg & 9189 Noreen Hogg	2 592 67	2,585 46	7 21	4,000 m	3,788 m	212 m	0 034009	73 m	2 48
HR-	8279 E Dittfurth	18,636 00	18,636 00	-	-	-	-	-	-	-
HR-	8280 Sam Mantooth	1,541 33	1 541 33	-	-	-	-	-	-	-
HR-	8284 Ellison and Borland & 9204 Ellison and Borland	997 00	997 00	-	-	-	-	-	-	-
HR-	8287 Alexander	-	-	-	-	-	-	-	-	-
HR-	8292 J F Janssen	424 00	424 00	-	-	-	-	-	-	-
HR-	8294 Ed Parker & 8302 Ed Parker #6	513 33	513 33	-	-	-	-	-	-	-
HR-	8295 Frank Maaly	662 00	662 00	-	-	-	-	-	-	-
HR-	8300 Fern Hopkins 8301 Lynos Weaver	45 33 3 33	45 33 3 33	-	-	-	-	-	-	-
HR-	8304 J M Flynn & 8305 D E Hartman	29 33	29 33	-	-	-	-	-	-	-
HR-	8306 E V McCamon 8309 Mark Hartman	816 00 6 67	816 00 6 67	-	-	-	-	-	-	-
HR-	8310 Noreen Hogg Orr, 8311 C H Kennedy, 9187 C. H. Kennedy & 9215 Noreen Hogg Orr	39,854 67	39,800 00	54 67	42,515 m	41,348 m	1,167 m	0 046847	687 m	32.18
HR-	8312 Sylvia Knarr	2 67	2 67	-	-	-	-	-	-	-
HR-	8316 Blair Labatt	6,155 00	6,155 00	-	-	-	-	-	-	-
HR-	8317 Dee Finley	1,174 37	-	1,174 37	-	-	-	-	-	-
	8396 Louis Howe	6 67	1 22	5 45	5 b	3 b	2 b	2 725000	1 b	2 73
	8407 Bryant Kellogg	16 67	1 67	15 00	3,000 b	500 b	2,500 b	0 006000	202 b	1 21
HR	8412 Clarence Anderson	13 33	2 60	10 73	300 b	92 b	208 b	0 051587	13 b	0 67
	8143 Gustaf Anderson	0 67	-	0 67	120	b	120 b	0 005583	12 b	0 07
	8414 William Atol	30 00	1 89	28 11	3,000 b	358 b	2,642 b	0 010640	103 b	1 10
	8416 William Hamann	10 00	1 60	8 40	100 b	16 b	84 b	0 100000	16 b	1 60
HR-	8417 William Hapip	3 33	0 86	2 47	500 b	130 b	370 b	0 006676	29 b	0 19
	8418 J & A Johnson	3 33	0 34	2 99	5,000 b	517 b	4 483 b	0 000667	14 b	0 01
	8421 Vincent Moser	6 67	1 70	4 97	500 b	127 b	373 b	0 013324	143 b	1 91
	8422 John Opsal	1 00	0 10	0 90	15 b	5 b	10 b	0 090000	3 b	0 27
	8423 Carl Purdue	16 67	1 67	15 00	600 b	60 b	540 b	0 027778	37 b	1 03
	8471 M M Ridley	3 33	3 33	-	-	-	-	-	-	-
	8505 C B Schoeman	3 33	3 33	-	-	-	-	-	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2013
Schedule #1(a)

Property	Cost 12/31/12 Plus 2013 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2013	Depletion Based on Cost
				Adjusted	Prior	Unrecovered			
				Basic Data	Production	Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2012									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
9100 Sejita Unit	535 00	474 62	60 38	1,700 m	1,382 m	318 m	0 189874	25 m	4 75
9102 J H Cunningham	95 00	-	95 00	-	-	-	-	-	-
9103 R B Thompson	3,443 00	2,665 31	777 69	5,000 b	2,532 b	2,468 b	0 315109	571 b	179 93
9104 B H Philippi	-	-	-	-	-	-	-	-	-
9106 Miller - Reynolds	-	-	-	-	-	-	-	-	-
9111 Virginia Crockett	9,117 00	8,513 82	603 18	18,000 m	14,016 m	3,984 m	0 151401	395 m	59 80
9112 Dean B Gregg	206 00	206 00	-	-	-	-	-	-	-
9113 Timolat	44,117 00	34,975 55	9,141 45	87,000 m	61,192 m	25,808 m	0 354210	4,046 m	1,433 13
9114 F H Ficke	1,306 00	1,115 00	191 00	8,600 m	6,733 m	1,867 m	0 102303	409 m	41 84
9119 Burton McCollum ORRI	21 00	21 00	-	-	-	-	-	-	-
9142 L E Windham	1,073 00	931 91	141 09	1,000 b	689 b	311 b	0 453666	49 b	22 23
9143 W C Johnson	19,871 07	-	19,871 07	12,000 m	- m	12,000 m	1 655923	1,288 m	2,132 83
9148 West Peck	589 00	577 23	11 77	150 b	129 b	21 b	0 560476	8 b	4 48
9165 Lowe-Johnson 48-A	9,543 00	8,668 23	874 77	1,120 b	1,090 b	30 b	29 159000	3 b	87 48
9166 Clella D Klaproth	733 00	733 00	-	-	-	-	-	-	-
9169 Henry G Hardee,	96,138 00	85,611 11	10,526 89	86,000 m	83 591 m	2,409 m	4 369817	169 m	738 50
9170 Burdell I Hardee,									
9171 Gustave Herbert,									
9172 Ruby Petry Merritt &									
9173 Gregoire Lege									
9184 Beck ORR	1,121 00	1,121 00	-	-	-	-	-	-	-
9192 Boedecker	835 00	835 00	-	-	-	-	-	-	-
9193 H E Wells	190 00	190 00	-	-	-	-	-	-	-
9196 E G Browning	206 00	206 00	-	-	-	-	-	-	-
9199 Crawar Field Unit	7,201 00	7,013 68	187 32	25,000 m	21,246 m	3,754 m	0 049899	921 m	45 96
9200 Robbins Ranch	1,036 00	878 88	157 12	5,500 m	4,965 m	535 m	0 293682	48 m	14 10
9217 Jennie K Russell "A" &	2,110 00	1,987 89	122 11	3,800 b	2,266 b	1,534 b	0 079602	90 b	7 16
9220 Jennie K Russell "B"									
9224 E Armstrong (Parker C)	52,353 00	48,830 79	3,522 21	13,000 b	9,787 b	3,213 b	1 096237	305 b	334 35
9226 Snowplow 10-1,	5,680 00	5,403 63	276 37	70,000 m	61,924 m	8,076 m	0 034221	2,656 m	90 89
9227 Snowplow 1-5,									
9228 Snowplow 7-5,									
9249 Herms Landing,									
9252 Snowplow Unit #1,									
9253 Snowplow Unit #2 &									
9255 Bear Swamp Antrim Unit									
9235 Perez &	94,340 00	78 094 83	16,245 17	50,000 m	39 098 m	10 902 m	1 490109	1 253 m	1,867 11
9236 Salinas									
9250 Federal D-3	181 00	181 00	-	-	-	-	-	-	-
Total royalties	9,213,222 45	6,568,309 34	2,644,913 11						
Oil Payment									
5930 Hilcrest Oil Company	375 00	375 00	Total receipts considered a return of capital						
Total Royalties and Oil Payment	9,213 597 45	6,568,684 34	2,644 913 11						
m- Denotes gas- volume in Mcf									

Shield - Ayres Foundation
Recap of Deposits
For the Year Ended December 31, 2013
Schedule #1

Deposits Date	Amount	Bank	Oil and Gas Royalty Revenue
01/30/13	\$2,534 52	Frost	\$2,534 52
02/28/13	1,552 20	Frost	1,552 20
03/28/13	1,658 51	Frost	1,658 51
04/30/13	1,610 31	Frost	1,610 31
05/30/13	480 08	Frost	480 08
06/27/13	1,377 52	Frost	1,377 52
07/31/13	1,661 94	Frost	1,661 94
08/29/13	2,940 64	Frost	2,940 64
09/30/13	1,879 35	Frost	1,879 35
10/30/13	1,778 22	Frost	1,778 22
11/30/13	no deposit	Frost	no deposit
12/28/13	2,079 93	Frost	2,079 93
	<u>\$19,553 22</u>		<u>\$19,553 22</u>

Shield - Ayres Foundation
Depletion Schedule
For the Year Ended December 31, 2013
Schedule #2(a)

Number	Name	Investment			Balance 12/31/13	Depletable Balance Sch#1(b)	Depletion Allowable Sch#1	Reserve For Depletion			Balance 12/31/13
		Balance 12/31/12	Additions	Retirements				Balance 12/31/12	Additions	Retirements	
11	E H & S L Lane	3,765 00	-	-	3,765 00	47 44	5 24	3,717 56	5 24	-	3,722 8
13	Francis Gris Unit	279 00	-	-	279 00	51 33	-	227 67	-	-	227 6
14	D R Coleman	27,477 00	-	-	27,477 00	308 02	75 51	27,168 98	75 51	-	27,244 4
15	J E Hailey Unit	-	-	-	-	-	-	-	-	-	-
16	Ellen Atkinson	952 50	-	-	952 50	-	-	952 50	-	-	952 5
21	E Plueckhahn	0 50	-	-	0 50	-	-	0 50	-	-	0 5
24	E W Hellmuth	272 00	-	-	272 00	-	-	272 00	-	-	272 0
41	G R White	15 00	-	-	15 00	15 00	-	-	-	-	-
934	John T Muir	88 00	-	-	88 00	-	-	88 00	-	-	88 0
936 &	Coyonosa Unit N/2	-	-	-	-	-	-	-	-	-	-
937	Coyonosa Unit S/2	1,320 00	-	-	1,320 00	17 91	2 08	1,302 09	2 08	-	1,304 1
1004	C O Schultz	318 00	-	-	318 00	-	-	318 00	-	-	318 0
TOTALS		34,487 00	-	-	34,487 00	439 70	82 83	34,047 30	82 83	-	34,130 1
							82 83	Added to Reserve			
							-	Excess to Capital			

[illegible]