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Form 990-PF

Return of Private Foundation

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

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2013

Open to Public
Inspection

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

Name of foundation THE GILBERT & THYRA PLASS ARTS FOUNDATION		A Employer identification number 74-2570709
Number and street (or P O box number if mail is not delivered to street address) 3000 BRIARCREST STE 200		Room/suite
City or town, state or province, country, and ZIP or foreign postal code BRYAN, TX 77802		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,565,345	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,045	14,045		
	4 Dividends and interest from securities.	45,812	45,812		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	36,263			
	b Gross sales price for all assets on line 6a 210,445				
	7 Capital gain net income (from Part IV, line 2) . . .		36,263		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	96,120	96,120		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,623	0		2,623
	c Other professional fees (attach schedule)	26,978	20,234		6,744
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19	19		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	29,620	20,253		9,367
	25 Contributions, gifts, grants paid.	109,250			109,250
	26 Total expenses and disbursements. Add lines 24 and 25	138,870	20,253		118,617
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-42,750			
	b Net investment income (if negative, enter -0-) . . .		75,867		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	122,455	113,619	113,619	
	3	Accounts receivable ► 2,266				
		Less allowance for doubtful accounts ►	2,372	2,266	2,266	
	4	Pledges receivable ►				
		Less allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ►				
		Less allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	50,050			
	b	Investments—corporate stock (attach schedule)	576,020	602,769	899,697	
	c	Investments—corporate bonds (attach schedule)	252,469	202,243	206,366	
	11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	1,121,057	1,160,584	1,343,397		
14	Land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach schedule) ►					
15	Other assets (describe ►)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,124,423	2,081,481	2,565,345		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)	0	0		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
		27	Capital stock, trust principal, or current funds	2,124,423	2,081,481	
		28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
		29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30		Total net assets or fund balances (see page 17 of the instructions)	2,124,423	2,081,481		
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,124,423	2,081,481		

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	2,124,423
2	Enter amount from Part I, line 27a	2	-42,750
3	Other increases not included in line 2 (itemize) ►	3	3,551
4	Add lines 1, 2, and 3	4	2,085,224
5	Decreases not included in line 2 (itemize) ►	5	3,743
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,081,481

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.)
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1a See Additional Data Table

b

c

d

e

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

b

c

d

e

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

(i) 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))
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	36,263
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	139,494	2,293,218	0 060829
2011	118,872	2,324,114	0 051147
2010	138,367	2,253,107	0 061412
2009	108,460	2,097,286	0 051714
2008	149,483	2,494,295	0 059930

2 Total of line 1, column (d).

2 0 285032

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0 057006

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.

4 2,424,136

5 Multiply line 4 by line 3.

5 138,190

6 Enter 1% of net investment income (1% of Part I, line 27b).

6 759

7 Add lines 5 and 6.

7 138,949

8 Enter qualifying distributions from Part XII, line 4.

8 118,617

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,517
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
2	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	0
3	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	1,517
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,517
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	19
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,536
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► WELLS FARGO TRUST DEPT	Telephone no ► (979) 776-3267
	Located at ► 3000 BRIARCREST STE 200 BRYAN TX	ZIP +4 ► 77802

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15	
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here. ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b	No

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

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. 0				

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

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

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

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

9

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1

2

1

All other program-related investments See page 24 of the instructions

3

5

Total: Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,343,550
b	Average of monthly cash balances.	1b	117,502
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,461,052
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	2,461,052
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	36,916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,424,136
6	Minimum investment return. Enter 5% of line 5.	6	121,207

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	121,207
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,517
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,517
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	119,690
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	119,690
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	119,690

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	118,617
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	118,617
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	118,617

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				119,690
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.	11,734			
d From 2011.	5,424			
e From 2012.	26,497			
f Total of lines 3a through e.	43,655			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 118,617			0	
a Applied to 2012, but not more than line 2a				
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.				118,617
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,073			1,073
6 Enter the net total of each column as indicated below:	42,582			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	42,582			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.	10,661			
c Excess from 2011.	5,424			
d Excess from 2012.	26,497			
e Excess from 2013.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

WELLS FARGO TRUST DEPT
3000 BRIARCREST STE 200
BRYAN, TX 77802
(979) 776-3267

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

None Specified

c Any submission deadlines

None

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

Arts in Texas Only

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	109,250
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	14,045	
5 Net rental income or (loss) from real estate			14	45,812	
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	36,263	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		96,120	
13 Total Add line 12, columns (b), (d), and (e).			13		96,120

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

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

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.

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

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

* * * * *

2014-11-14

* * * * *

May the IRS discuss this return with the preparer shown below (see instr)? Yes No

Signature of officer or trustee

Date

Title

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P0016329
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JAMES D INGRAM IV		employed	PO BOX 3299
Firm's name ► Ingram Wallis & Company PC		Firm's EIN ► 74-2073801	
Firm's address ► 2100 East Villa Maria Rd Ste 100 Bryan, TX 77802		Phone no (979) 776-2600	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
3M CO 4 375%		2008-08-26	2013-08-15
AFFILIATED MANAGERS GROUP		2011-10-12	2013-02-25
AFFILIATED MANAGERS GROUP		2010-07-08	2013-02-25
CHEVRON		2012-02-07	2013-07-03
CHEVRON		2004-03-01	2013-07-03
FED HOME LN BK 4 00%		2008-08-26	2013-09-06
GILEAD SCIENCES		2011-12-08	2013-04-03
GILEAD SCIENCES		2011-12-08	2013-12-16
INTEL CORP		2004-11-11	2013-06-18
JOHNSON CONTROLS		2011-07-11	2013-11-14
MCKESSON CORP		2012-11-07	2013-12-16
NOVARTIS AG		2011-03-10	2013-01-29
TEVA PHARMACEUTICAL		2011-04-13	2013-08-19
TEVA PHARMACEUTICAL		2010-07-08	2013-08-19
THERMO FISHER SCIENTIFIC		2011-03-10	2013-07-03
THERMO FISHER SCIENTIFIC		2011-03-10	2013-08-30
UNION PACIFIC		2010-07-08	2013-07-03
VODAFONE GROUP		2011-03-10	2013-01-09
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
50,000		50,226	-226
5,304		3,235	2,069
1,864		824	1,040
833		749	84
6,784		2,555	4,229
50,000		50,050	-50
3,422		1,403	2,019
4,650		1,266	3,384
13,466		12,296	1,170
9,129		7,673	1,456
2,208		1,328	880
10,501		8,523	1,978
3,971		4,955	-984
7,506		9,977	-2,471
2,387		1,553	834
3,371		2,108	1,263
8,066		3,682	4,384
10,792		11,779	-987
16,191			16,191

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-226
			2,069
			1,040
			84
			4,229
			-50
			2,019
			3,384
			1,170
			1,456
			880
			1,978
			-984
			-2,471
			834
			1,263
			4,384
			-987
			16,191

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Joe Ham	Trustee 0 00	0	0	0
PO Box 3673 Bryan, TX 778053673				
Ann Sifers	Trustee 0 00	0	0	0
2204 Bristol Street Bryan, TX 77802				
William Rogers	Trustee 0 00	0	0	0
108 Midway Bryan, TX 77801				
Paul Parish	Trustee 0 00	0	0	0
2604 Faulkner Dr College Station, TX 77845				
Jane Van Valkenburg	Trustee 0 00	0	0	0
1100 Carter Creek Pkwy Bryan, TX 77802				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRAZOS EDUCATIONAL RADIO PO BOX 78 COLLEGE STATION, TX 77841	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	4,800
BRAZOS VALLEY CHORALE PO BOX 10644 COLLEGE STATION, TX 77842	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	5,000
BRAZOS VALLEY SYMPHONY SOCIETY PO BOX 3524 BRYAN, TX 77805	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	20,000
CONCERTS ON CARTER CREEK 1100 CARTER CREEK PKWY BRYAN, TX 77802	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	11,000
FRIENDS OF CHAMBER MUSIC 108 MIDWAY BRYAN, TX 77805	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	10,000
KAMU-FM TAMU MOORE COMMUNICATIONS CENTER COLLEGE STATION, TX 778434244	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	10,400
MARIAN ANDERSON STRING QUARTET PO BOX 6237 BRYAN, TX 77802	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	21,000
ST MICHAEL'S ACADEMY 2500 S COLLEGE AVENUE BRYAN, TX 77801	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	5,000
ST THOMAS EPISCOPAL CHURCH 906 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	6,000
THE INTERNATIONAL FESTIVAL - INSTITUTE AT ROUND TOP PO BOX 89 ROUND TOP, TX 789540089	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	11,550
THE THEATRE COMPANY PO BOX 1302 BRYAN, TX 77806	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	2,000
THE EPISCOPAL DIOCESE OF TEXAS MUSIC COMMISSION PO BOX 937 BRENHAM, TX 77834	N/A	ARTS	ARTS & EDUCATIONAL PROGRAMS	2,500
Total			► 3a	109,250

TY 2013 Accounting Fees Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,623	0		2,623

**TY 2013 All Other Program
Related Investments Schedule**

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Category	Amount
N/A	0

TY 2013 Investments Corporate Bonds Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DEUTSCHE BANK AG LONDON 3.875%	52,163	51,049
JP MORGAN CHASE 3.45%	25,584	26,221
OCCIDENTAL PETROLEUM 2.50%	25,512	25,909
SBC COMMUNICATIONS 5.10%	98,984	103,187

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION
EIN: 74-2570709

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	13,925	22,019
AFFILIATED MANAGERS GROUP	5,960	20,387
AFLAC	14,531	17,368
ANHEUSER BUSCH INBEV	10,430	19,802
APACHE CORP	19,556	15,641
APPLE INC	23,658	39,271
BAXTER INT'L	17,667	17,666
BERKSHIRE HATHAWAY	19,052	28,099
BHP BILLITON LIMITED	14,523	10,639
BOEING	11,753	23,203
CAPITAL ONE FINANCIAL CORP	11,973	19,229
CELANESE CORP	11,393	14,270
CHEVRON CORP	5,413	15,739
CISCO SYSTEMS INC	15,649	21,645
CME GROUP INC	13,962	20,400
COACH INC	15,128	15,155
COMCAST CORP	11,861	24,943
CUMMINS INC	9,002	9,586
CVS/CAREMARK CORPORATION	6,842	20,755
DIAGEO PLC	9,068	15,890
E M C CORP	5,663	11,066
EATON CORP	11,991	17,660
GILEAD SCIENCES	5,006	19,301
GOLDMAN SACHS GROUP	11,003	12,585
GOLDMAN SACHS GROUP 3.70%	51,155	52,065
GOOGLE INC	12,183	23,535
HSBC - ADR	11,742	12,018
IBM	13,340	12,192
JOHNSON CONTROLS	12,417	19,545
JP MORGAN CHASE	18,142	25,146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORP	11,474	19,529
MICROSOFT INC	11,081	14,403
MONSTER BEVERAGE	9,623	14,232
NATIONAL OILWELL VARCO	14,690	16,463
NESTLE S.A.	12,319	16,043
ORACLE CORP.	10,241	15,916
SCHLUMBERGER LTD	20,041	21,446
TARGET CORP	16,515	20,753
THERMO FISHER SCIENTIFIC	7,946	16,034
TJX COS	8,019	19,629
TOTAL S.A.	11,420	15,501
UNION PACIFIC CORP	9,983	23,688
UNITED PARCEL SERVICE	11,367	18,284
UNITEDHEALTH GROUP	11,467	24,473
US BANCORP DEL NEW	13,000	18,826
WALT DISNEY CO	9,595	27,657

TY 2013 Investments - Other Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION**EIN:** 74-2570709

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARTISAN FDS INC SMALL CAP FD	AT COST	26,035	46,511
DIAMOND HILL LONG-SHORT FUND	AT COST	90,590	133,307
EII INTERNATIONAL PROPERTY	AT COST	86,281	75,797
ELEMENTS ROGERS TOTAL RETURN	AT COST	55,409	61,839
FIDELITY ADVISORS EMERGING MARKETS	AT COST	58,922	62,617
GOLDMAN SACHS GROWTH OPPORTUNITY FUND	AT COST	61,066	72,981
HARBOR INTERNATIONAL FD	AT COST	32,778	56,099
HUSSMAN STRATEGIC GROWTH FUND	AT COST	91,631	67,906
IPATH DOW JONES UBS COMMODITY	AT COST	27,561	26,938
ISHARES CORE S&P SMALL CAP ETF	AT COST	41,702	72,135
ISHARES MSCI EAFE	AT COST	107,297	137,545
ISHARES S&P 500 VALUE ETF	AT COST	27	43
ISHARES TR MSCI EMERGING MARKETS INDEX FD	AT COST	41,073	35,108
PERKINS MID CAP VALUE FUND	AT COST	45,753	51,655
SPDR S&P MIDCAP 400 ETF TRUST	AT COST	6,306	15,507
TEMPLETON GLOBAL BOND FUND	AT COST	147,738	163,135
VANGUARD REIT VIPER	AT COST	67,279	76,439
VANGUARD SMALL CAP VALUE INDEX FD	AT COST	23,517	39,230
WELLS FARGO ADVANTAGE HIGH INCOME ADV FD	AT COST	149,619	148,605

TY 2013 Other Decreases Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION**EIN:** 74-2570709

Description	Amount
BASIS ADJUSTMENT	866
FIT PAYMENTS	851
ADJUSTMENT TO CASH ACCOUNT	2,026

TY 2013 Other Expenses Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	19	19		0

TY 2013 Other Increases Schedule**Name:** THE GILBERT & THYRA PLASS ARTS FOUNDATION**EIN:** 74-2570709

Description	Amount
AMORTIZATION OF PREMIUM ON CORPORATE OBLIGATIONS	518
NONDIVIDEND DISTRIBUTION	1,135
FIT REFUND	1,898

TY 2013 Other Professional Fees Schedule

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	26,978	20,234		6,744

TY 2013 IRS Payment

Name: THE GILBERT & THYRA PLASS ARTS FOUNDATION

EIN: 74-2570709

Routing Transit Number: 111900659

Bank Account Number: 9894859413

Type of Account: Checking

Payment Amount in Dollars and 1,536

Cents:

Requested Payment Date: 2014-11-14

Taxpayer's Daytime Phone Number: (979) 776-3267