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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation W D KELLEY FOUNDATION		<b>A Employer identification number</b>  74-3007226	
Number and street (or P O box number if mail is not delivered to street address) 707 ROCK STREET		<b>B Telephone number</b> (see instructions)  (512) 863-2575	
City or town, state or province, country, and ZIP or foreign postal code GEORGETOWN, TX 78626		<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 8,251,142		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	43,371	43,371		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	875,692			
	<b>b</b> Gross sales price for all assets on line 6a 2,506,824				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		875,692		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 3,861	3,861		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	922,924	922,924		
	<b>13</b> Compensation of officers, directors, trustees, etc	79,500	23,850		55,650
	<b>14</b> Other employee salaries and wages . . . . .	17,100	5,130		11,970
	<b>15</b> Pension plans, employee benefits . . . . .	7,390	2,217		5,173
	<b>16a</b> Legal fees (attach schedule). . . . .				
	<b>b</b> Accounting fees (attach schedule). . . . .	 5,770	1,731		4,039
	<b>c</b> Other professional fees (attach schedule) . . . . .	 500	150		350
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 23,395	21,957		
	<b>19</b> Depreciation (attach schedule) and depletion . . . .	 2,387	716		
	<b>20</b> Occupancy . . . . .	5,433	1,630		3,803
	<b>21</b> Travel, conferences, and meetings . . . . .	5,077			5,077
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	 17,447	6,822		9,648
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	163,999	64,203		95,710
	<b>25</b> Contributions, gifts, grants paid . . . . .	329,364			329,364
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	493,363	64,203		425,074
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	429,561			
	<b>b Net investment income</b> (if negative, enter -0-)		858,721		
	<b>c Adjusted net income</b> (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 . . . . .	18,808	80,024	80,024
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	1,385	1,547	1,547
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,644,236	<input checked="" type="checkbox"/> 2,223,116	2,260,503
	c	Investments—corporate bonds (attach schedule). . . . .	44,653		
	11	Investments—land, buildings, and equipment basis ▶ _____ 3,299,147 Less accumulated depreciation (attach schedule) ▶ _____			
			3,470,973	<input checked="" type="checkbox"/> 3,299,147	5,894,365
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	9,000	<input checked="" type="checkbox"/> 7,392	7,392
14	Land, buildings, and equipment basis ▶ _____ 25,880 Less accumulated depreciation (attach schedule) ▶ _____ 18,569				
		2,252	<input checked="" type="checkbox"/> 7,311	7,311	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,191,307	5,618,537	8,251,142	
Liabilities	17	Accounts payable and accrued expenses . . . . .	2,331		
	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) . . . . .	2,331	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 . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,188,976	5,618,537	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,188,976	5,618,537	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,191,307	5,618,537		

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 5,188,976
2	Enter amount from Part I, line 27a . . . . .	2 429,561
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 5,618,537
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 5,618,537

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	875,692
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	12,819

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	399,031	8,285,793	0 048158
2011	311,844	8,680,455	0 035925
2010	157,899	8,363,719	0 018879
2009	766,321	8,166,326	0 093839
2008	484,325	9,210,429	0 052584

2	Total of line 1, column (d). . . . .	2	0 249385
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 049877
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	7,957,047
5	Multiply line 4 by line 3. . . . .	5	396,874
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	8,587
7	Add lines 5 and 6. . . . .	7	405,461
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	425,074

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>			
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		<b>1</b>	8,587
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .		<b>3</b>	8,587
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		<b>5</b>	8,587
<b>6</b> Credits/Payments			
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,547	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	8,600	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .		<b>7</b>	10,147
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>		<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . <input type="checkbox"/>		<b>10</b>	1,560
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 1,560 <b>Refunded</b> <input type="checkbox"/>		<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> 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.	<b>2</b>		<b>No</b>
<b>3</b> 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 . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> 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.	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> TX _____			
<b>b</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 .	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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 . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	<b>10</b>		<b>No</b>

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 DALE ILLIG Telephone no (512) 863-2575 Located at 707 ROCK ST GEORGETOWN TX ZIP +4 78626			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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))?

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS BAIRD 401 N 3RD ST 401 N ERD ST TEMPLE, TX 76501	DIRECTOR 0 50	0	0	0
HERBERT NELSON 30308 ST ANDREW 30308 ST ANDREW GEORGETOWN, TX 78628	DIRECTOR 1 00	0	0	0
SANDRA ILLIG 707 ROCK ST 707 ROCK ST GEORGETOWN, TX 78626	SECRETARY 1 00	0	0	0
DALE ILLIG 707 ROCK ST 707 ROCK ST GEORGETOWN, TX 78626	PRESIDENT 25 00	79,500	0	0

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.

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Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	1,782,334
b	Average of monthly cash balances. . . . .	1b	36,419
c	Fair market value of all other assets (see instructions). . . . .	1c	6,259,467
d	Total (add lines 1a, b, and c). . . . .	1d	8,078,220
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	8,078,220
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	121,173
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,957,047
6	Minimum investment return. Enter 5% of line 5. . . . .	6	397,852

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	397,852
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	8,587
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	8,587
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	389,265
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	389,265
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	389,265

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	425,074
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	425,074
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	8,587
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	416,487
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				389,265
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,584	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 425,074				
a Applied to 2012, but not more than line 2a			1,584	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				389,265
e Remaining amount distributed out of corpus	34,225			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,225			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				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).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	34,225			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	34,225			

## Part XIV

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7

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	

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## Part XV

**1**

before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

## 2

DALE ILLIG  
707 ROCK STREET  
GEORGETOWN, TX 78626  
(512) 863-2575

SEE ATTACHED OUTLINE FOR GRANT APPLICATION GUIDELINES AND GRANT REQUIREMENTS

Any submission deadlines

GRANT DECISION AWARD DATES ARE JULY & DECEMBER

SEE AREAS OF FUNDING INTEREST DESCRIBED IN THE ATTACHED GRANT APPLICATION GUIDELINES

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	329,364
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
300 NVIDIA CORP	P	2012-08-15	2013-06-10
50 NOBLE ENERGY INC	P	2013-10-14	2013-11-27
200 MORGAN STANLEY	P	2013-09-20	2013-12-17
768 VANGUARD ENERGY FUND	P	2013-12-17	2013-12-18
5 04 FIRST TRUST ENERGY INFRA	P	2013-12-11	2013-12-18
400 SEMICONDUCTOR HOLDERS TRDEPOSI	P	2004-12-13	2013-04-02
200 MICROSOFT CORP DUTCH	P	2010-08-18	2013-07-02
200 GENERAL ELECTRIC COMPANY	P	2010-12-29	2013-09-05
200 A T & T INC NEW	P	2010-11-22	2013-12-04
300 ENERPLUS CORP F	P	2011-05-16	2013-12-17
100 HUGOTON ROYALTY TR UBI ROYALTY T	P	2008-07-18	2013-12-18
10 574 VANGUARD ENERGY FUND	P	2010-03-22	2013-12-18
200 FREEPORT MCMORAN COPPER	P	2010-12-30	2013-12-18
48 CANADIAN OIL SANDS NEW FTRUST UNI	P	2011-02-24	2013-12-27
40 4 CITIGROUP INC	P	2010-03-09	2013-12-30
100 ISHARES MSCI ETF	P	2013-03-18	2013-06-18
100 BAXTER INTERNATIONAL INC	P	2013-09-12	2013-12-03
100 LAM RESEARCH CORP	P	2013-10-07	2013-12-17
816 VANGUARD ENERGY FUND	P	2013-12-17	2013-12-18
0 188 FIRST TRUST ENERGY INFRA	P	2013-12-11	2013-12-18
400 NVIDIA CORP	P	2012-03-22	2013-04-02
50 MICROSOFT CORP DUTCH TENDER OFFER	P	2010-09-30	2013-07-02
100 GENERAL ELECTRIC COMPANY	P	2011-01-18	2013-09-05
100 A T & T INC NEW	P	2011-01-04	2013-12-04
300 ENERPLUS CORP F	P	2012-06-14	2013-12-17
100 HUGOTON ROYALTY TR UBI ROYALTY T	P	2008-07-18	2013-12-18
0 593 VANGUARD ENERGY FUND	P	2010-12-16	2013-12-18
200 FREEPORT MCMORAN COPPER	P	2011-01-05	2013-12-18
52 CANADIAN OIL SANDS NEW FTRUST UNI	P	2011-02-24	2013-12-27
30 CITIGROUP INC	P	2010-06-08	2013-12-30

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500 ANNALY CAPITAL MGMT REIT	P	2012-12-31	2013-10-03
200 BAXTER INTERNATIONAL INC	P	2013-10-09	2013-12-03
30 LAM RESEARCH CORP	P	2013-10-23	2013-12-17
026 VANGUARD ENERGY FUND	P	2013-12-17	2013-12-18
100 BOEING CO	P	2013-09-20	2013-12-30
874 667 VODAFONE GROUP PLC ADR FSPON	P	2000-08-01	2013-05-09
150 MICROSOFT CORP DUTCH	P	2010-09-30	2013-07-02
97 CANADIAN NATL RY CO F	P	2012-09-27	2013-10-03
300 A T & T INC NEW	P	2011-02-22	2013-12-04
400 ENERPLUS CORP F	P	2012-08-09	2013-12-17
100 HUGOTON ROYALTY TR UBI ROYALTY T	P	2010-06-10	2013-12-18
0 156 VANGUARD ENERGY FUND	P	2010-12-16	2013-12-18
100 SEMICONDUCTOR HOLDERS TRDEPOSI	P	2004-12-13	2013-12-18
100 PENN WEST ENERGY TRUST F	P	2007-03-07	2013-12-27
300 EXXON MOBIL CORPORATION	P	2005-03-10	2013-12-30
300 E M C CORP MASS	P	2013-04-16	2013-10-03
200 CERNER CORP	P	2013-10-28	2013-12-04
170 LAM RESEARCH CORP	P	2013-10-23	2013-12-17
4 317 FIRST TRUST ENERGY INFRA	P	2013-02-19	2013-12-18
100 BOEING CO	P	2013-11-20	2013-12-30
125 333 VODAFONE GROUP PLC ADR FSPON	P	2001-11-19	2013-05-09
500 GENERAL ELECTRIC COMPANY	P	2008-04-15	2013-08-20
3 CANADIAN NATL RY CO F	P	2012-09-27	2013-10-03
4 A T & T INC NEW	P	2011-04-06	2013-12-04
200 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-12-17
100 HUGOTON ROYALTY TR UBI ROYALTY T	P	2010-06-10	2013-12-18
0 904 VANGUARD ENERGY FUND	P	2010-12-16	2013-12-18
400 SEMICONDUCTOR HOLDERS TRDEPOSI	P	2004-12-21	2013-12-18
54 PENN WEST ENERGY TRUST F	P	2007-03-07	2013-12-27
200 OIL SERVICE HOLDERS TR FDEPOSITA	P	2008-07-18	2013-12-30



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(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 )
100 ROPER INDUSTRIES INC	P	2013-03-05	2013-10-03
100 CERNER CORP	P	2013-11-01	2013-12-04
100 LAM RESEARCH CORP	P	2013-11-21	2013-12-17
4 351 FIRST TRUST ENERGY INFRA	P	2013-03-18	2013-12-18
200 JOHNSON CONTROLS INC	P	2013-10-07	2013-12-30
100 NVIDIA CORP	P	2012-03-22	2013-06-10
400 GENERAL ELECTRIC COMPANY	P	2008-06-19	2013-08-20
200 GENERAL ELECTRIC COMPANY	P	2011-01-18	2013-10-03
196 A T & T INC NEW	P	2011-04-06	2013-12-04
150 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-12-17
400 HUGOTON ROYALTY TR UBI ROYALTY T	P	2010-07-06	2013-12-18
0 214 VANGUARD ENERGY FUND	P	2011-03-22	2013-12-18
600 PENN WEST ENERGY TRUST F	P	2007-02-09	2013-12-18
246 PENN WEST ENERGY TRUST F	P	2007-03-07	2013-12-27
200 OIL SERVICE HOLDERS TR FDEPOSITA	P	2008-07-28	2013-12-30
100 ISHARES NASDAQ BIO FD	P	2012-10-11	2013-10-03
100 ROPER INDUSTRIES INC	P	2013-10-28	2013-12-05
50 ISHARES NASDAQ BIO FD	P	2013-07-02	2013-12-17
4 132 FIRST TRUST ENERGY INFRA	P	2013-04-16	2013-12-18
200 INTL BUSINESS MACHINES	P	2010-06-22	2013-02-05
100 WEINGARTEN RLTY INVS SBIREIT	P	2011-01-06	2013-06-18
28 GENERAL ELECTRIC COMPANY	P	2008-06-25	2013-08-20
300 GENERAL ELECTRIC COMPANY	P	2011-02-25	2013-10-03
200 CISCO SYSTEMS INC	P	2010-06-24	2013-12-04
100 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-12-17
100 ISHARES MSCI BRAZIL INDX	P	2010-10-06	2013-12-18
0 061 VANGUARD ENERGY FUND	P	2011-03-22	2013-12-18
100 PENN WEST ENERGY TRUST F	P	2007-02-09	2013-12-18
300 PENN WEST ENERGY TRUST F	P	2007-03-07	2013-12-27
500 SEMICONDUCTOR HOLDERS TRDEPOSI	P	2004-12-21	2013-12-30

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 )
50 ISHARES NASDAQ BIO FD	P	2013-07-02	2013-10-03
300 POTASH CORP SASK INC F	P	2013-11-07	2013-12-09
50 ISHARES NASDAQ BIO FD	P	2013-09-05	2013-12-17
4 034 FIRST TRUST ENERGY INFRA	P	2013-05-16	2013-12-18
200 INTL BUSINESS MACHINES	P	2010-06-29	2013-02-12
73 QUALCOMM INC	P	2010-12-29	2013-06-25
72 GENERAL ELECTRIC COMPANY	P	2008-06-25	2013-08-20
100 ISHARES NASDAQ BIO FD	P	2011-04-06	2013-10-03
300 CISCO SYSTEMS INC	P	2010-12-09	2013-12-04
50 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-12-17
100 ISHARES MSCI BRAZIL INDXBRAZIL F	P	2010-10-29	2013-12-18
0 01 VANGUARD ENERGY FUND	P	2011-03-22	2013-12-18
700 PENN WEST ENERGY TRUST F	P	2007-02-09	2013-12-18
400 PENN WEST ENERGY TRUST F	P	2007-03-12	2013-12-27
10 CITIGROUP INC	P	2010-06-08	2013-12-31
100 MERCK & CO INC NEW	P	2013-03-05	2013-10-11
300 POTASH CORP SASK INC F	P	2013-11-15	2013-12-09
100 ISHARES NASDAQ BIO FD	P	2013-11-08	2013-12-17
4 346 FIRST TRUST ENERGY INFRA	P	2013-06-18	2013-12-18
100 QUALCOMM INC	P	2010-11-18	2013-02-13
116 QUALCOMM INC	P	2010-12-29	2013-06-25
250 BAYTEX ENERGY TRUST NEW	P	2007-01-10	2013-09-05
25 ISHARES NASDAQ BIO FD	P	2012-02-24	2013-10-03
300 CISCO SYSTEMS INC	P	2011-02-11	2013-12-04
400 BAYTEX ENERGY TRUST NEW	P	2007-03-12	2013-12-17
200 ISHARES MSCI BRAZIL INDX	P	2011-02-14	2013-12-18
0 752 VANGUARD ENERGY FUND	P	2011-12-16	2013-12-18
600 PENN WEST ENERGY TRUST F	P	2007-03-07	2013-12-18
100 PENN WEST ENERGY TRUST F	P	2007-03-12	2013-12-27
40 CITIGROUP INC	P	2010-06-21	2013-12-31

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

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500 ANNALY CAPITAL MGMT REIT	P	2012-12-31	2013-11-08
100 GILEAD SCIENCES INC	P	2013-10-11	2013-12-10
200 BARRICK GOLD CORP F	P	2013-03-13	2013-12-18
4 193 FIRST TRUST ENERGY INFRA	P	2013-07-16	2013-12-18
100 QUALCOMM INC	P	2010-12-13	2013-02-13
11 QUALCOMM INC	P	2010-12-29	2013-06-25
100 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-09-05
75 ISHARES NASDAQ BIO FD	P	2012-02-24	2013-10-03
200 CISCO SYSTEMS INC	P	2011-04-06	2013-12-04
100 BAYTEX ENERGY TRUST NEW	P	2007-03-12	2013-12-17
200 ISHARES MSCI BRAZIL INDX	P	2011-04-06	2013-12-18
0 117 VANGUARD ENERGY FUND	P	2011-12-16	2013-12-18
47 BAYTEX ENERGY TRUST NEW	P	2007-03-12	2013-12-27
30 CITIGROUP INC	P	2007-06-26	2013-12-30
50 CITIGROUP INC	P	2010-12-15	2013-12-31
200 POWERSHARES EXCH TRAD FDCEF INCO	P	2012-11-14	2013-11-08
100 GILEAD SCIENCES INC	P	2013-11-11	2013-12-10
100 BARRICK GOLD CORP F	P	2013-03-18	2013-12-18
4 586 FIRST TRUST ENERGY INFRA	P	2013-08-16	2013-12-18
100 ISHARES NASDAQ BIO FD	P	2010-12-14	2013-02-14
100 QUALCOMM INC	P	2011-01-04	2013-06-25
550 BAYTEX ENERGY TRUST NEW	P	2007-02-09	2013-09-05
125 BRISTOL-MYERS SQUIBB CO ODDL OT	P	2010-10-08	2013-11-15
312 VODAFONE GROUP PLC ADR FSPONSO	P	2001-11-19	2013-12-06
400 OIL SERVICE HOLDERS TR FDEPOSITA	P	2007-01-08	2013-12-17
100 MICROSOFT CORP DUTCH	P	2010-10-28	2013-12-18
1 351 VANGUARD ENERGY FUND	P	2011-12-16	2013-12-18
1 BAYTEX ENERGY TRUST NEW	P	2007-03-12	2013-12-27
30 CITIGROUP INC	P	2009-11-30	2013-12-30
50 CITIGROUP INC	P	2011-01-07	2013-12-31

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 )
62 POWERSHARES EXCH TRAD FDCEF INCOM	P	2012-11-14	2013-11-08
200 PROCTER & GAMBLE CO	P	2013-10-28	2013-12-11
200 ISHARES MSCI EMRG MKT FD	P	2013-11-15	2013-12-18
4 718 FIRST TRUST ENERGY INFRA	P	2013-09-17	2013-12-18
100 ISHARES NASDAQ BIO FD	P	2010-12-29	2013-02-14
300 QUALCOMM INC	P	2011-02-17	2013-06-25
200 GENERAL ELECTRIC COMPANY	P	2008-06-25	2013-09-05
75 BRISTOL-MYERS SQUIBB CO ODDLOT	P	2010-10-08	2013-11-15
100 VODAFONE GROUP PLC ADR FSPONSO	P	2010-05-27	2013-12-06
300 OIL SERVICE HOLDERS TR FDEPOSITA	P	2007-01-08	2013-12-17
200 MICROSOFT CORP DUTCH	P	2012-08-07	2013-12-18
0 033 VANGUARD ENERGY FUND	P	2012-03-21	2013-12-18
200 CANADIAN OIL SANDS NEWFTRUST UN	P	2010-02-11	2013-12-27
60 CITIGROUP INC	P	2009-12-18	2013-12-30
100 CITIGROUP INC	P	2011-04-06	2013-12-31
200 POWERSHARES EXCH TRAD FDCEF INCO	P	2012-11-14	2013-11-08
100 JPMORGAN CHASE & CO	P	2013-10-14	2013-12-17
200 ISHARES MSCI EMRG MKT FD	P	2013-12-02	2013-12-18
4 818 FIRST TRUST ENERGY INFRA	P	2013-10-16	2013-12-18
200 EXXON MOBIL CORPORATION	P	2005-03-10	2013-03-26
100 QUALCOMM INC	P	2011-04-06	2013-06-25
400 GENERAL ELECTRIC COMPANY	P	2009-01-06	2013-09-05
100 INTL BUSINESS MACHINES	P	2010-06-29	2013-11-21
300 VODAFONE GROUP PLC ADR FSPONSO	P	2010-06-21	2013-12-06
300 OIL SERVICE HOLDERS TR FDEPOSITA	P	2008-02-04	2013-12-17
200 MICROSOFT CORP DUTCH	P	2012-10-11	2013-12-18
0 69 VANGUARD ENERGY FUND	P	2012-03-21	2013-12-18
200 CANADIAN OIL SANDS NEWFTRUST UN	P	2010-02-12	2013-12-27
30 CITIGROUP INC	P	2010-02-05	2013-12-30
5 43A WM COUNTY, TX	D	1998-12-31	2013-09-04

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38 POWERSHARES EXCH TRAD FDCEF INCOM	P	2012-11-14	2013-11-08
100 JPMORGAN CHASE & CO	P	2013-10-14	2013-12-17
1000 POWERSHARES LUX NANOTECH PORTFO	P	2013-06-18	2013-12-18
4 729FIRST TRUST ENERGY INFRA	P	2013-11-18	2013-12-18
730 CISCO SYSTEMS INC	P	2010-06-22	2013-03-26
100 MICROSOFT CORP DUTCH	P	2010-07-26	2013-07-02
300 GENERAL ELECTRIC COMPANY	P	2010-01-15	2013-09-05
100 INTL BUSINESS MACHINES	P	2010-09-29	2013-11-21
300 VODAFONE GROUP PLC ADR FSPONSO	P	2010-09-20	2013-12-06
100 OIL SERVICE HOLDERS TR FDEPOSITA	P	2008-07-18	2013-12-17
100 MICROSOFT CORP DUTCH	P	2012-10-11	2013-12-18
100 FIRST TRUST ENERGY INFRA	P	2012-10-01	2013-12-18
100 CANADIAN OIL SANDS NEWFTRUST UN	P	2010-03-01	2013-12-27
20 CITIGROUP INC	P	2010-02-08	2013-12-30
4 503A WM COUNTY, TX	D	1998-12-31	2014-09-17
300 INTL BUSINESS MACHINES	P	2013-10-09	2013-11-25
200 JPMORGAN CHASE & CO	P	2013-11-19	2013-12-17
951 VANGUARD ENERGY FUND	P	2012-12-28	2013-12-18
55 776 FIRST TRUST ENERGY INFRA	P	2013-11-18	2013-12-18
70 CISCO SYSTEMS INC	P	2010-06-22	2013-03-26
118 MICROSOFT CORP DUTCH	P	2010-08-17	2013-07-02
200 GENERAL ELECTRIC COMPANY	P	2010-02-11	2013-09-05
100 INTL BUSINESS MACHINES	P	2010-09-29	2013-11-25
300 BRISTOL-MYERS SQUIBB CO ODDLOT	P	2010-12-28	2013-12-10
294 HUGOTON ROYALTY TR UBI ROYALTY T	P	2008-05-06	2013-12-18
24 886 VANGUARD ENERGY FUND	P	2009-12-30	2013-12-18
190 FIRST TRUST ENERGY INFRA	P	2012-10-01	2013-12-18
200 CANADIAN OIL SANDS NEWFTRUST UN	P	2010-04-27	2013-12-27
20 CITIGROUP INC	P	2010-03-03	2013-12-30
150 NOBLE ENERGY INC	P	2013-10-14	2013-11-27

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 )
100 MORGAN STANLEY	P	2013-09-19	2013-12-17
105 VANGUARD ENERGY FUND	P	2013-03-19	2013-12-18
18 596 FIRST TRUST ENERGY INFRA	P	2013-11-18	2013-12-18
200 OIL SERVICE HOLDERS TR FDEPOSITA	P	2007-01-08	2013-03-26
82 MICROSOFT CORP DUTCH	P	2010-08-17	2013-07-02
100 GENERAL ELECTRIC COMPANY	P	2010-06-16	2013-09-05
400 SECTOR SPDR ENGY SELECT SHARES O	P	2005-04-18	2013-11-27
200 BRISTOL-MYERS SQUIBB CO ODDLOT	P	2011-01-11	2013-12-10
6 HUGOTON ROYALTY TR UBI ROYALTY TRU	P	2008-05-06	2013-12-18
2 546 VANGUARD ENERGY FUND	P	2010-03-22	2013-12-18
610 FIRST TRUST ENERGY INFRA	P	2012-10-01	2013-12-18
200 CANADIAN OIL SANDS NEW FTRUST UN	P	2010-06-21	2013-12-27
9 6 CITIGROUP INC	P	2010-03-09	2013-12-30

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)
4,343		4,410	-67
3,570		3,363	207
6,106		5,737	369
50		50	
106		108	-2
13,903		12,976	927
6,767		4,979	1,788
4,635		3,677	958
6,904		5,629	1,275
5,433		9,054	-3,621
779		3,141	-2,362
692		624	68
6,971		12,041	-5,070
895		1,444	-549
2,116		1,514	602
2,372		2,593	-221
6,747		7,166	-419
5,219		5,210	9
53		53	
4		4	
4,883		5,783	-900
1,692		1,237	455
2,317		1,865	452
3,452		2,996	456
5,433		3,864	1,569
779		3,141	-2,362
39		37	2
6,971		11,802	-4,831
970		1,564	-594
1,571		1,114	457

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)
5,851		7,019	-1,168
13,494		13,049	445
1,566		1,569	-3
2		2	
13,728		11,798	1,930
26,232		42,592	-16,360
5,075		3,712	1,363
9,940		8,700	1,240
10,355		8,508	1,847
7,244		5,849	1,395
779		2,104	-1,325
10		10	
4,127		3,244	883
844		2,879	-2,035
30,441		18,165	12,276
7,608		6,849	759
11,326		11,301	25
8,872		8,888	-16
85		99	-14
13,728		13,496	232
3,759		3,822	-63
11,895		15,919	-4,024
307		269	38
138		122	16
7,638		3,440	4,198
779		2,104	-1,325
59		57	2
16,509		12,952	3,557
456		1,555	-1,099
9,603		13,432	-3,829



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)
13,097		12,587	510
5,663		5,600	63
5,219		5,024	195
86		99	-13
10,191		8,143	2,048
1,445		1,432	13
9,516		11,189	-1,673
4,796		3,730	1,066
6,766		5,953	813
5,729		2,580	3,149
3,117		7,669	-4,552
14		16	-2
5,049		18,147	-13,098
2,077		7,082	-5,005
9,603		13,001	-3,398
21,157		14,327	6,830
12,713		12,609	104
10,695		8,914	1,781
81		100	-19
40,536		26,226	14,310
3,150		2,382	768
666		786	-120
7,195		6,261	934
4,248		4,545	-297
3,819		1,720	2,099
4,375		7,352	-2,977
4		4	
842		3,025	-2,183
2,533		8,636	-6,103
21,046		16,190	4,856

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)
10,579		8,914	1,665
9,355		9,756	-401
10,695		10,098	597
79		100	-21
39,902		25,368	14,534
4,410		3,651	759
1,713		2,020	-307
21,157		10,284	10,873
6,372		5,925	447
1,910		860	1,050
4,375		7,705	-3,330
1		1	
5,891		21,171	-15,280
3,377		11,428	-8,051
520		371	149
4,715		4,338	377
9,355		9,759	-404
21,389		20,409	980
85		101	-16
6,532		4,821	1,711
7,007		5,802	1,205
9,997		4,189	5,808
5,289		2,974	2,315
6,372		5,652	720
15,276		6,560	8,716
8,751		14,565	-5,814
49		43	6
5,049		17,273	-12,224
844		2,857	-2,013
2,079		1,621	458

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)
5,336		7,019	-1,683
7,157		6,288	869
3,438		5,739	-2,301
82		101	-19
6,532		4,952	1,580
664		550	114
3,999		1,720	2,279
15,868		8,923	6,945
4,248		3,603	645
3,819		1,640	2,179
8,751		15,961	-7,210
8		7	1
1,827		771	1,056
1,571		15,476	-13,905
2,598		2,294	304
4,810		4,773	37
7,157		6,787	370
1,719		2,899	-1,180
90		102	-12
14,491		9,121	5,370
6,041		5,042	999
21,994		9,459	12,535
6,523		3,399	3,124
11,710		9,513	2,197
18,932		17,544	1,388
3,592		2,614	978
88		78	10
39		16	23
1,571		1,230	341
2,598		2,479	119

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)
1,491		1,551	-60
16,791		16,303	488
8,089		8,449	-360
93		102	-9
14,491		9,455	5,036
18,122		17,481	641
4,635		5,612	-977
3,914		2,040	1,874
3,753		2,008	1,745
14,199		13,158	1,041
7,185		6,067	1,118
2		2	
3,730		5,583	-1,853
3,143		2,007	1,136
5,196		4,509	687
4,810		5,004	-194
5,590		5,201	389
8,089		8,305	-216
95		103	-8
18,001		12,110	5,891
6,041		5,336	705
9,269		6,709	2,560
18,398		12,684	5,714
11,259		6,414	4,845
14,199		16,154	-1,955
7,185		5,818	1,367
45		44	1
3,730		5,589	-1,859
1,571		969	602
623,393		150,242	473,151

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)
914		951	-37
5,590		5,199	391
7,071		6,959	112
93		103	-10
15,191		17,089	-1,898
3,384		2,618	766
6,952		4,950	2,002
18,398		13,571	4,827
11,259		7,719	3,540
4,733		6,716	-1,983
3,592		2,908	684
1,967		2,206	-239
1,865		2,695	-830
1,048		653	395
441,339		112,629	328,710
53,710		54,441	-731
11,179		11,221	-42
62		55	7
1,097		1,171	-74
1,457		1,639	-182
3,993		2,921	1,072
4,635		3,109	1,526
17,903		13,571	4,332
15,327		7,968	7,359
2,291		8,905	-6,614
1,630		1,505	125
3,737		4,191	-454
3,730		6,158	-2,428
1,048		689	359
10,711		10,090	621

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)
3,053		2,884	169
7		7	
366		406	-40
8,481		8,772	-291
2,775		2,030	745
2,317		1,601	716
34,558		16,092	18,466
10,218		5,109	5,109
47		190	-143
167		150	17
11,999		13,457	-1,458
3,730		5,739	-2,009
503		360	143

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	
			-67
			207
			369
			-2
			927
			1,788
			958
			1,275
			-3,621
			-2,362
			68
			-5,070
			-549
			602
			-221
			-419
			9
			-900
			455
			452
			456
			1,569
			-2,362
			2
			-4,831
			-594
			457

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	
			-1,168
			445
			-3
			1,930
			-16,360
			1,363
			1,240
			1,847
			1,395
			-1,325
			883
			-2,035
			12,276
			759
			25
			-16
			-14
			232
			-63
			-4,024
			38
			16
			4,198
			-1,325
			2
			3,557
			-1,099
			-3,829



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	
			510
			63
			195
			-13
			2,048
			13
			-1,673
			1,066
			813
			3,149
			-4,552
			-2
			-13,098
			-5,005
			-3,398
			6,830
			104
			1,781
			-19
			14,310
			768
			-120
			934
			-297
			2,099
			-2,977
			-2,183
			-6,103
			4,856

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	
			1,665
			-401
			597
			-21
			14,534
			759
			-307
			10,873
			447
			1,050
			-3,330
			-15,280
			-8,051
			149
			377
			-404
			980
			-16
			1,711
			1,205
			5,808
			2,315
			720
			8,716
			-5,814
			6
			-12,224
			-2,013
			458

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	
			-1,683
			869
			-2,301
			-19
			1,580
			114
			2,279
			6,945
			645
			2,179
			-7,210
			1
			1,056
			-13,905
			304
			37
			370
			-1,180
			-12
			5,370
			999
			12,535
			3,124
			2,197
			1,388
			978
			10
			23
			341
			119

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	
			-60
			488
			-360
			-9
			5,036
			641
			-977
			1,874
			1,745
			1,041
			1,118
			-1,853
			1,136
			687
			-194
			389
			-216
			-8
			5,891
			705
			2,560
			5,714
			4,845
			-1,955
			1,367
			1
			-1,859
			602
			473,151


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	
			-37
			391
			112
			-10
			-1,898
			766
			2,002
			4,827
			3,540
			-1,983
			684
			-239
			-830
			395
			328,710
			-731
			-42
			7
			-74
			-182
			1,072
			1,526
			4,332
			7,359
			-6,614
			125
			-454
			-2,428
			359
			621


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	
			169
			-40
			-291
			745
			716
			18,466
			5,109
			-143
			17
			-1,458
			-2,009
			143

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)				
<b>a</b> Paid during the year				
KEEP TEMPLE BEAUTIFUL KEEP TEMPLE BEAUTIFUL 100 W ADAMS STE 302 100 WADAMS STE 302 TEMPLE,TX 76501	NONE	501(C)(3)	GENERAL OPERATIONS	15,000
CAPITAL INVESTING IN DEVELOPMENT CAPITAL INVESTING IN DEVELOPMENT PO BOX 1784 PO BOX 1784 AUSTIN,TX 787671784	NONE	501(C)(3)	SCHOLARSHIPS	30,000
GRACE BIBLE CHURCH GRACE BIBLE CHURCH 302 SERENADA DR 302 SERENADA DR GEORGETOWN,TX 78628	NONE	501(C)(3)	GENERAL OPERATIONS	12,500
COMMUNITY MOTESSORI SCHOOL COMMUNITY MOTESSORI SCHOOL 500 PLEASANT VALLEY DR 500 PLEASANST VALLEY DR GEORGETOWN,TX 78626	NONE	501(C)(3)	GENERAL OPERATIONS	32,725
FAITH IN ACTION CAREGIVERS FAITH IN ACTION CAREGIVERS PO BOX 743 PO BOX 743 GEORGETOWN,TX 78627	NONE	501(C)(3)	GENERAL OPERATIONS	1,000
FIRST PRESBYTERIAN CHURCH FIRST PRESBYTERIAN CHURCH 703 CHURCH ST 703 CHURCH ST GEORGETOWN,TX 78626	NONE	501(C)(3)	GENERAL OPERATIONS	350
GIRLSTART GIRLSTART 1400 W ANDERSON LN 1400 W ANDERSON LN AUSTIN,TX 78757	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRACE EPISCOPAL PRESCHOOL GRACE EPISCOPAL PRESCHOOL 1314 E UNIVERSITY AVE 1314 E UNIVERSITY AVE GEORGETOWN,TX 78626	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
THE CARING PLACE THE CARING PLACE PO BOX 1215 PO BOX 1215 GEORGETOWN,TX 786271215	NONE	501(C)(3)	GENERAL OPERATIONS	50,000
WC4C WC4C 805 W UNIVERSITY STE 102 805 W UNIVERSITY STE 102 GEORGETOWN,TX 78626	NONE	501(C)(3)	GENERAL OPERATIONS	15,000
SCOTT & WHITE HEALTHCARE FDN SCOTT & WHITE HEALTHCARE FDN 2401 S 31ST ST 2401 S 31ST ST TEMPLE,TX 76508	NONE	501(C)(3)	GENERAL OPERATIONS	25,000
RIDE ON CENTER FOR KIDS RIDE ON CENTER FOR KIDS PO BOX 2422 PO BOX 2422 GEORGETOWN,TX 78627	NONE	501(C)(3)	GENERAL OPERATIONS	32,900
CHISHOLM TRAIL COMMUNITIY FDN CHISHOLM TRAIL COMMUNITY FDN 116 WEST 8TH ST 115 WEST 8TH ST GEORGETOWN,TX 78628	NONE	501(C)(3)	GENERAL OPERATIONS	1,500
FAITH LUTHERNAN CHURCH FAITH LUTHERAN CHURCH 4010 WILLIAMS DR 4010 WILLIAMS DR GEORGETOWN,TX 78628	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
BOY SCOUT TROUP 4277 BOY SCOUT TROUP 4277 4613 PRIEM LN 4613 PRIEM LN PFLUGERVILLE,TX 78660	NONE	501(C)(3)	GENERAL OPERATIONS	2,000
<b>Total . . . . .</b>  <b>3a</b>				329,364

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)				
<b>a</b> Paid during the year				
CASA OF WILLIAMSON COUNTY CASA OF WILLIAMSON COUNTY PO BOX 1904 PO BOX 1904 GEORGETOWN,TX 78627	NONE	501(C)(3)	GENERAL OPERATIONS	25,389
SOUTHWESTERN UNIVERSITY SOUTHWESTERN UNIVERISITY PO BOX 770 PO BOX 770 GEORGETOWN,TX 78627	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
AUSTIN COLLEGE AUSTIN COLLEGE 900 NORTH GRAND AVE 900 NORTH GRAND AVE SHERMAN,TX 75090	NONE	501(C)(3)	SCHOLARSHIPS	12,000
WILLIAMSON BURNET COUNTY OPPORTUNIT WILLIAMSON BURNET COUNTY OPPORTUNITY PO BOX 740 PO BOX 740 GEORGETOWN,TX 78627	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
LUTHERAN SOCIAL SERVICES OF SO TX LUTHERAN SOCIAL SERVICES OF SO TX PO BOX 140767 PO BOX 140767 AUSTIN,TX 78714	NONE	501(C)(3)	GENERAL OPERATIONS	4,000
<b>Total . . . . .</b>  <b>3a</b>				329,364



Form **4562**

Department of the Treasury  
Internal Revenue Service (99)

Depreciation and Amortization  
(Including Information on Listed Property)

▶ See separate instructions.    ▶ Attach to your tax return.

OMB No 1545-0172

**2013**

Attachment  
Sequence No **179**

Name(s) shown on return  
W D KELLEY FOUNDATION

Business or activity to which this form relates  
INDIRECT DEPRECIATION

**Identifying number**  
  
74-3007226

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property ) (See instructions )

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	898
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		7,446	5 0	HY	200 DB	1,489
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	2,387
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person  
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 <b>Total.</b> Add amounts in column (f) See the instructions for where to report				44	

## TY 2013 Accounting Fees Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING	5,770	1,731		4,039

**TY 2013 Compensation Explanation****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Person Name	Explanation
THOMAS BAIRD	
HERBERT NELSON	
SANDRA ILLIG	
DALE ILLIG	

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

TY 2013 Depreciation Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT SOFTWARE	1999-10-01	5,750	5,750		3 0000				
STORAGE CONTAINER	2002-11-07	2,309	2,277	S/L	7 0000				
FILM & AUDIO EQUIPMENT	2004-06-14	822	822	200DB	7 0000				
SCANNER	2004-06-14	401	401	200DB	5 0000				
MINI DVD	2004-11-18	104	104	200DB	7 0000				
1/2 OFFICE EQUIPMENT	2006-09-27	1,453	1,453	200DB	5 0000				
1/2 VIDEO EQUIPMENT	2006-10-25	166	159	200DB	7 0000	7	2		
1/2 PRINTER	2006-11-29	296	296	200DB	5 0000				
DELL COMPUTER	2007-05-24	594	594	200DB	5 0000				
OFFICE EQUIPMENT	2007-12-27	165	165	200DB	5 0000				
FILING CABINETS	2008-02-25	470	365	200DB	7 0000	42	13		
CAMERA	2008-05-27	173	135	200DB	7 0000	15	4		
JCC MONITOR	2008-07-24	173	163	200DB	5 0000	10	3		
COPIER	2010-01-28	1,624	1,390	200DB	5 0000	93	28		
COMPUTER	2010-07-29	1,471	1,259	200DB	5 0000	85	26		
COMPUTER	2011-01-26	1,545	803	200DB	5 0000	297	89		
SERVER	2012-10-22	918	46	200DB	5 0000	349	105		
AUTOSTORAGE	2013-06-11	1,302		200DB	5 0000	260	78		
RICOH COPIER	2013-07-18	4,306		200DB	5 0000	861	258		
COMPUTERS	2013-12-23	1,838		200DB	5 0000	368	110		

# TY 2013 Investments Corporate Bonds Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP BONDS HELD @ CHARLES SCHWAB		

**TY 2013 Investments Corporate  
Stock Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCK HELD @ CHARLES SCHWA	1,134,081	1,170,310
MUTUAL FUNDS HELD @ CHARLES SCHWAB		
DIVIDENDS RECEIVABLE	29	29
MANAGED MUTUAL FUNDS	1,089,006	1,090,164

**TY 2013 Investments - Land Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
IH 35 COMMERCIAL REAL ESTATE	990,408		990,408	1,500,547
IH 35 COMMERCIAL REAL ESTATE	1,056,485		1,056,485	3,292,186
4 A SCYPINSKI COMMERCIAL REAL EST	665,690		665,690	609,840
70% INTEREST 8.46 A NW BLVD	266,666		266,666	270,861
CAPITAL CITY .5 A	40,125		40,125	37,288
WAHL 6.01 A IH 35	279,773		279,773	183,643



## TY 2013 Investments - Other Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS ROYALTY INTEREST	AT COST	3,842	3,842
MENDOZA LOAN	AT COST	3,550	3,550

**TY 2013 Land, Etc. Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GRANT SOFTWARE	5,750	5,750		
OFFICE EQUIPMENT	17,821	10,542	7,279	7,279
STORAGE CONTAINER	2,309	2,277	32	32

**TY 2013 Other Expenses Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONSULTING	2,531	2,531		
INVESTMENT RELATED MEALS	205	205		
INVESTMENT EXPENSE	390	390		
OFFICE SUPPLIES & EXP	12,023	3,607		8,416
NON DEDUCTIBLE MEALS	977			
PROFESIONAL DUES	1,025			1,025
ALLOCABLE MEALS	296	89		207

**TY 2013 Other Income Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HUGOTON TOYALTY TRUST	1,053	1,053	
ENERGY PRO INC	3,967	3,967	
SAN JUAN ROYALTY TRUST	235	235	
LESS LEASE OPERATING EXPENSE	-1,285	-1,285	
LESS SEVERANCE TAX	-109	-109	

## TY 2013 Other Professional Fees Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD MINUTES	500	150		350

**TY 2013 Taxes Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	19,476	19,476		
FOREIGN TAX WITHHELD	2,481	2,481		
EXCISE TAX	1,438			

**W. D. KELLEY FOUNDATION  
GRANT APPLICATION GUIDELINES**

**Areas of Funding Interest**

The Foundation's principal areas of funding interest are projects directed at youth and family in Williamson County, Texas

Grants are considered in the areas of:

Human services  
Health  
Education

as they relate to our mission statement (see attached)

Grants are not made for endowments. Capital grants are discouraged.

Exceptions to these areas of interest are at the sole discretion of the W. D. Kelley Foundation

**Organizations Eligible for Grants**

Grants will be made to organizations that are a public entity or have an IRS 501(c)(3) classification under Section 509(a) of the Internal Revenue Code.

**Grant Application Process**

Grant application forms should be submitted to:

W. D. Kelley Foundation  
ATTN: GRANTS COMMITTEE  
707 ROCK STREET  
GEORGETOWN, TX 78626

The Grants Committee meets periodically to review and evaluate grant requests received. You will be contacted if additional information or clarification is required. Grant decision awards are usually made in July and December. Funding schedules will vary by project.

Brevity and clarity in presentation are important in the grant review process. Applications should include:

1. A brief statement describing the issue addressed by the project.
2. A description of the project.
3. The problem/situation to be affected; its impact on youth and family; its prevalence and severity.
4. The expected outcomes and how they will be measured.
5. A project budget with both income and expenses.
6. Names and pertinent experience of staff involved with the proposed project.
7. A copy of the organization's latest tax-exempt form from the Internal Revenue Service under Section 170 of the IRS Code.
8. A copy of the last certified audit, or the last fiscal year's financial statement, and the last IRS Form 990 filed.

We regret that any materials submitted with the proposal cannot be returned.

707 Rock Street, Georgetown, Texas 78626

512/863-2575

FAX: 512/863-2576

**W. D. KELLEY FOUNDATION  
GRANT REQUEST APPLICATION**

*Please follow this outline when submitting your request.*

**Background information:**

Name of Organization

Address

Type of Organization:      Public Foundation ☐  
   Private Foundation ☐

Requester's Name and Title

Telephone Number of Requester (home and office)

Fax Number

Date

Amount Requested

Proposed Payment Schedule

**I. PROJECT INFORMATION**

- A. Define the problem:
  - 1. What is the problem or issue?
  - 2. How prevalent and/or severe is it?
- B. Describe the proposal:
  - 1. What is the project?
  - 2. Describe what actions are to be taken.
  - 3. What are the changes and expected outcomes?
  - 4. What impact does it have on youth and families in Georgetown?
- C. Define the outcome assessment process:
  - 1. What outcomes can be measured?
  - 2. How and when will the assessment be made?

**II. FINANCIAL INFORMATION**

- A. Submit the project's income and expense budget.
- B. Submit copy of your IRS Tax-Exempt Verification Letter.
- C. Submit a copy of the last certified audit, or last year's financial statement, plus the last IRS Form 990 filed.

**III. MANAGEMENT**

- A. List of names and pertinent experience of key staff to be involved with the proposed project.
- B. List of additional positions, if any, necessary to fulfill the efforts covered by this project.
- C. State how the efforts of the project will be continued after this grant is fulfilled.
- D. State any other comments that will best present the project.