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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation DICKSON-ALLEN FOUNDATION		A Employer identification number 74-6052983
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 406	Room/suite	B Telephone number 361-798-2531
City or town, state or province, country, and ZIP or foreign postal code HALLETTSVILLE, TX 77964-0406		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 54,129,882.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	23,122.	23,122.		
	4 Dividends and interest from securities	435,025.	435,025.		
	5a Gross rents	32,036.	32,036.		STATEMENT 1
	b Net rental income or (loss)	32,036.			
	6a Net gain or (loss) from sale of assets not on line 10	817,800.			STATEMENT 2
	b Gross sales price for all assets on line 6a	5,968,284.			
	7 Capital gain net income (from Part IV, line 2)		820,982.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income	7,318,026.	7,317,402.		STATEMENT 3	
12 Total. Add lines 1 through 11	8,626,009.	8,628,567.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	48,000.	24,000.		24,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	25,310.	12,655.		12,655.
	c Other professional fees	199,490.	199,490.		0.
	17 Interest	2,661.	2,661.		0.
	18 Taxes	245,982.	65,954.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	13,981.	7,103.		6,878.
	24 Total operating and administrative expenses. Add lines 13 through 23	535,424.	311,863.		43,533.
	25 Contributions, gifts, grants paid	2,167,542.			2,167,542.
26 Total expenses and disbursements. Add lines 24 and 25	2,702,966.	311,863.		2,211,075.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,923,043.				
b Net investment income (if negative, enter -0-)		8,316,704.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			3,140,993.	6,693,670.	6,693,670.
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 9			14,882,051.	16,262,270.	22,697,428.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment, basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			3,050,520.	4,037,687.	4,284,487.	
14 Land, buildings, and equipment, basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 11)			1,936,756.	1,941,862.	20,454,297.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			23,010,320.	28,935,489.	54,129,882.	
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					
	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			1,944,866.	1,944,866.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			21,065,454.	26,990,623.	
30 Total net assets or fund balances			23,010,320.	28,935,489.		
31 Total liabilities and net assets/fund balances			23,010,320.	28,935,489.		

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	23,010,320.
2 Enter amount from Part I, line 27a	2	5,923,043.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,126.
4 Add lines 1, 2, and 3	4	28,935,489.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,935,489.

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 PUBLICLY TRADED SECURITIES		P		
b INHERITED LAND		D	04/12/05	09/30/13
c CAPITAL GAIN FROM PASSTHROUGHS		P		
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 5,834,686.		5,148,279.	686,407.
b 7,992.		2,205.	5,787.
c 128,788.			128,788.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			686,407.
b			5,787.
c			128,788.
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	820,982.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,708,460.	31,104,370.	.054927
2011	1,350,450.	28,275,683.	.047760
2010	1,321,000.	25,964,152.	.050878
2009	1,401,500.	23,487,121.	.059671
2008	1,428,803.	23,018,645.	.062072

2 Total of line 1, column (d)	2	.275308
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	.055062
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	49,403,627.
5 Multiply line 4 by line 3	5	2,720,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83,167.
7 Add lines 5 and 6	7	2,803,430.
8 Enter qualifying distributions from Part XII, line 4	8	2,211,075.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	166,334.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	166,334.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	166,334.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 199,951.	7	199,951.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	33,617.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 33,617. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JAMES R. KOLOS, CPA Telephone no. ► 361-798-5264 Located at ► 302 E. SECOND, HALLETTSVILLE, TX ZIP+4 ► 77964			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CURTIS GUNN, JR. 213 BROADWAY SAN ANTONIO, TX 78205	TRUSTEE 2.00	0.	0.	0.
DUNHAM F. JEWETT 2727 ALLEN PARKWAY, SUITE 1700 HOUSTON, TX 77019	TRUSTEE 4.00	0.	0.	0.
JESSIE L. ALLEN P.O. BOX 106 HALLETTSVILLE, TX 77964	TRUSTEE 16.00	48,000.	0.	0.
CURTIS T. VAUGHAN III P.O. BOX 17258 SAN ANTONIO, TX 78217	TRUSTEE 2.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
AVALON ADVISORS, LLC - 2929 ALLEN PARKWAY, SUITE 3000, HOUSTON, TX 77019	INVESTMENT MANAGEMENT	74,887.
MORGAN STANLEY 522 FIFTH AVENUE, NEW YORK, NY 10036	INVESTMENT MANAGEMENT	73,267.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,049,705.
b	Average of monthly cash balances	1b	6,235,782.
c	Fair market value of all other assets	1c	23,870,479.
d	Total (add lines 1a, b, and c)	1d	50,155,966.
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	50,155,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	752,339.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,403,627.
6	Minimum investment return. Enter 5% of line 5	6	2,470,181.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,470,181.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	166,334.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	166,334.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,303,847.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,303,847.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,303,847.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,211,075.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,211,075.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,211,075.

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				2,303,847.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	381,265.			
b From 2009	278,705.			
c From 2010	30,498.			
d From 2011				
e From 2012	231,290.			
f Total of lines 3a through e	921,758.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,211,075.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,211,075.
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).)	92,772.			92,772.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	828,986.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	288,493.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	540,493.			
10 Analysis of line 9:				
a Excess from 2009	278,705.			
b Excess from 2010	30,498.			
c Excess from 2011				
d Excess from 2012	231,290.			
e Excess from 2013				

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE ATTACHED				2,167,542.
Total			3a	2,167,542.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

11/13/14
Date

AUTHORIZED
TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name BROOKE KITCHEN	Preparer's signature <i>Brooke Kitchen</i>	Date 11/7/14	Check <input type="checkbox"/> if self-employed	PTIN P00849302
Firm's name ► DELOITTE TAX LLP			Firm's EIN ► 86-1065772	
Firm's address ► 1111 BAGBY STREET, SUITE 4500			Phone no. 713-982-2000	

FORM 990-PF

RENTAL INCOME

STATEMENT 1

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND RENTALS	1	32,036.
TOTAL TO FORM 990-PF, PART I, LINE 5A		32,036.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,834,686.	5,148,279.	0.	0.	686,407.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
INHERITED LAND					
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
7,992.	2,205.	0.	0.	5,787.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CAPITAL GAIN FROM PASSTHROUGHS					
	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
128,788.	0.	0.	0.	128,788.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CAPITAL LOSS FROM PASSTHROUGHS	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
-3,182.	0.	0.	0.	-3,182.	
NET GAIN OR LOSS FROM SALE OF ASSETS					817,800.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					817,800.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEASE BONUSES	161,302.	161,302.	
OIL & GAS ROYALTIES	7,335,851.	7,335,851.	
PASSTROUGH INCOME	-179,751.	-179,751.	
PASSTROUGH INCOME - UBTI	624.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,318,026.	7,317,402.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	25,310.	12,655.		12,655.
TO FORM 990-PF, PG 1, LN 16B	25,310.	12,655.		12,655.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	199,490.	199,490.		0.
TO FORM 990-PF, PG 1, LN 16C	199,490.	199,490.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	65,954.	65,954.		0.
EXCISE TAX	180,028.	0.		0.
TO FORM 990-PF, PG 1, LN 18	245,982.	65,954.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,304.	2,152.		2,152.
OFFICE EXPENSES	728.	364.		364.
REPAIRS & MAINTENANCE	7,999.	4,000.		3,999.
DUES & SUBSCRIPTIONS	725.	362.		363.
OTHER PASSTHROUGH EXPENSES	225.	225.		0.
TO FORM 990-PF, PG 1, LN 23	13,981.	7,103.		6,878.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
HAWKINS INVESTMENT PRIOR PERIOD ADJUSTMENT - BOOK ONLY	2,126.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,126.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KARNES COUNTY NATIONAL BANK	2,000.	70,000.
INDUSTRY BANCSHARES INC.	5,849.	364,800.
FARMER'S CO-OP ASSOCIATION - SHINER, TX	25.	25.
STUDEMAN ROYALTY OIL CO.	100.	100.
AVALON ADVISORS PORTFOLIO	5,961,076.	8,270,718.
MORGAN STANLEY PORTFOLIO	3,513,178.	5,082,799.
CAPITAL ADVISORS PORTFOLIO	3,398,038.	5,103,729.
MERRILL LYNCH PORTFOLIO	1,247,250.	1,670,503.
DEUTSCHE BANK PORTFOLIO	2,134,754.	2,134,754.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,262,270.	22,697,428.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HAWKINS INVESTMENT PARTNERSHIP L.P.	COST	3,049,549.	3,242,521.
ALLIANCEBERNSTEIN EUROPEAN OPP SER	COST	988,138.	1,041,966.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,037,687.	4,284,487.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE AND MINERAL INTERESTS	1,936,756.	1,941,862.	20,454,297.
TO FORM 990-PF, PART II, LINE 15	1,936,756.	1,941,862.	20,454,297.

SCHEDULE - FORM 990 PF - PART XV LINE 2
DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

REQUESTS FOR GRANTS SHOULD BE SENT TO THE FOLLOWING ADDRESS.

DICKSON-ALLEN FOUNDATION
P O BOX 406
HALLETTSVILLE, TX 77964-0406
TEL (361) 798-2531

THE FOUNDATION DOES NOT CONSIDER REQUESTS FROM INDIVIDUALS. ALTHOUGH THERE IS NO STANDARD FORMAT IN WHICH APPLICATIONS SHOULD BE SUBMITTED, ALL APPLICATIONS SHOULD CONTAIN THE FOLLOWING INFORMATION

- 1 NAME, MAILING ADDRESS, AND TELEPHONE NUMBER OF THE ORGANIZATION
- 2 DESCRIPTION OF THE ORGANIZATION'S PURPOSES AND ACTIVITIES IN GENERAL
- 3 AMOUNT REQUESTED AND EXPLANATION IN DETAIL HOW IT WILL BE USED
- 4 STATEMENT AS TO WHETHER THE APPLICANT IS ORGANIZED AS A NONPROFIT ORGANIZATION UNDER STATE LAW.
- 5 PHOTOCOPY OF A RULING OR DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE
- 6 IF AVAILABLE, ATTACH A COPY OF THE ORGANIZATION'S PROPOSED BUDGET FOR THE YEAR IN WHICH THE FUNDS ARE TO BE USED
- 7 IF THIS GRANT WILL BE A SUBSTANTIAL AND MATERIAL PART OF THE TOTAL BUDGET, ATTACH A COPY OF THE LATEST INFORMATION RETURN FILED WITH THE INTERNAL REVENUE SERVICE.
- 8 STATEMENT AS TO WHETHER THE APPLICANT IS CONTROLLED BY, RELATED TO, CONNECTED WITH, OR SPONSORED BY ANOTHER ORGANIZATION AND IF SO, IDENTIFY THE ORGANIZATION AND EXPLAIN THE RELATIONSHIP
- 9 LIST THE NAME, ADDRESS, AND TITLE OF EACH MEMBER OF THE APPLICANT'S GOVERNING BOARD
- 10 NAME OF EACH PERSON TO CONTACT WHO WILL BE ADMINISTERING THE PROPOSED PROGRAM

DICKSON-ALLEN FOUNDATION'S ANNUAL MEETING IS HELD IN OCTOBER OR NOVEMBER OF EACH CALENDAR YEAR AT WHICH TIME THE APPLICATIONS ARE CONSIDERED FOR APPROVAL. MOST GRANTS APPROVED ARE FOR EDUCATIONAL, MEDICAL RESEARCH, AND MEDICAL FACILITY PURPOSES. HOWEVER, TO THE EXTENT FUNDS ARE AVAILABLE, GRANTS MAY BE MADE FOR OTHER PURPOSES.

SCHEDULE - FORM 990PF - PART XV - LINE 3a
DICKSON - ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
ALAMO COMMUNITY COLLEGE DISTRICT FOUNDATION, INC. 201 W. SHERIDAN, SUITE C-3 SAN ANTONIO, TX 78204	UNRESTRICTED OPERATING FUNDS	\$ 5,000
AMERICAN LEGION POST 230, INC P O BOX 261 HALLETTTSVILLE, TX 77964-0261	FACILITY IMPROVEMENTS	19,443
BLUEBONNET YOUTH RANCH P.O. BOX 90 YOAKUM, TX 77995-0090	FACILITY IMPROVEMENTS	37,000
DEVEREUX FOUNDATION OF VICTORIA, INC. 120 DAVID WADE DR P O BOX 2666 VICTORIA, TX 77902	UNRESTRICTED OPERATING FUNDS	5,000
DEWITT-LAVACA SPECIAL OLYMPICS 960 E. BROADWAY CUERO, TX 77954	UNRESTRICTED OPERATING FUNDS	2,000
EZZELL ISD 20500 FM 531 HALLETTTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	5,500
THE FESTIVAL INSTITUTE AT ROUND TOP P O BOX 89 ROUND TOP, TX 78954-0089	UNRESTRICTED OPERATING FUNDS	10,000
FOSTER PARENTS OF VICTORIA P O. BOX 1593 VICTORIA, TX 77902-1593	UNRESTRICTED OPERATING FUNDS	25,000
FRIENCH SIMPSON MEMORIAL LIBRARY 705 E FOURTH STREET HALLETTTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	35,000
GENESYS WORKS 601 JEFFERSON AVE , SUITE 3950 HOUSTON, TX 77002	UNRESTRICTED OPERATING FUNDS	5,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
THE GLASSELL SCHOOL OF ART P.O BOX 6826 HOUSTON, TX 77265-6826	UNRESTRICTED OPERATING FUNDS	15,000
GOLDEN CRESCENT HEAD START- HALLETTSVILLE CENTER 120 MAIN PLACE, SUITE 230 VICTORIA, TX 77901	FACILITY IMPROVEMENTS	32,086
HALLETTSVILLE CULTURAL EVENTS CENTER 115A N MAIN HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	5,000
HALLETTSVILLE FFA P O BOX 368 HALLETTSVILLE, TX 77964-0368	UNRESTRICTED OPERATING FUNDS	3,000
HALLETTSVILLE HIGH SCHOOL VOCATIONAL AWARDS PROGRAM P O. BOX 368 HALLETTSVILLE, TX 77964-0368	UNRESTRICTED OPERATING FUNDS	3,000
HALLETTSVILLE ISD P O. BOX 368 HALLETTSVILLE, TX 77964-0368	ADVANCED ACADEMIC INITIATIVE	50,000
HALLETTSVILLE POLICE DEPARTMENT 104 E FOURTH STREET HALLETTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	20,363
HALLETTSVILLE VOLUNTEER FIRE DEPT P O BOX 84 HALLETTSVILLE, TX 77964-0084	EQUIPMENT PURCHASE	12,000
HOSPICE OF SOUTH TEXAS 605 E LOCUST AVE VICTORIA, TX 77901	UNRESTRICTED OPERATING FUNDS	100,000
HOUSTON PARKS BOARD 300 N POST OAK LANE HOUSTON, TX 77024	UNRESTRICTED OPERATING FUNDS	15,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
KNIGHTS OF COLUMBUS 102 S AVENUE G SHINER, TX 77984	FACILITY IMPROVEMENTS	30,000
KNOWLEDGE IS POWER PROGRAM 10711 KIPP WAY HOUSTON, TX 77099	UNRESTRICTED OPERATING FUNDS	5,000
LAVACA ASSISTANCE MINISTRY BODY P O BOX 232 HALLETTSVILLE, TX 77964-0232	UNRESTRICTED OPERATING FUNDS	20,000
LAVACA ASSISTANCE MINISTRY BODY P O BOX 232 HALLETTSVILLE, TX 77964-0232	UNRESTRICTED OPERATING FUNDS	5,000
LAVACA COUNTY P O BOX 243 HALLETTSVILLE, TX 77964-0243	RECORDS RETENTION ASSISTANCE	35,000
LAVACA COUNTY CONSTABLE, PCT. 2 P O BOX 530 MOULTON, TX 77975	TECHNOLOGY IMPROVEMENTS	5,650
LAVACA COUNTY 4-H PROGRAM P O BOX 301 HALLETTSVILLE, TX 77964-0301	UNRESTRICTED OPERATING FUNDS	3,000
LAVACA COUNTY HISTORICAL COMMISSION P O BOX 811 HALLETTSVILLE, TX 77964-0811	UNRESTRICTED OPERATING FUNDS	12,000
LAVACA COUNTY JUVENILE PROBATION DEPARTMENT P O BOX 330 HALLETTSVILLE, TX 77964-0330	UNRESTRICTED OPERATING FUNDS	10,000
LAVACA COUNTY RESCUE SERVICE P O BOX 147 HALLETTSVILLE, TX 77964-0147	EQUIPMENT PURCHASE	11,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
LAVACA COUNTY SENIOR CITIZENS PROGRAM P O BOX 531 HALLETTSVILLE, TX 77964-0531	UNRESTRICTED OPERATING FUNDS	15,000
LAVACA EXPOSITION ASSOCIATION P O BOX 743 HALLETTSVILLE, TX 77964-0743	FACILITY IMPROVEMENTS	50,000
LAVACA HISTORICAL MUSEUM 413 N. MAIN STREET HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	35,000
LAVACA HOME ECONOMICS COMMITTEE P O BOX 301 HALLETTSVILLE, TX 77964-0301	UNRESTRICTED OPERATING FUNDS	4,000
MIDTOWN ARTS & THEATER CENTER HOUSTON 3333 W ALABAMA, STE 110 HOUSTON, TX 77098	UNRESTRICTED OPERATING FUNDS	100,000
MOULTON COMMUNITY MEDICAL CLINIC DISTRICT P.O. BOX 423 MOULTON, TX 77975-0423	FACILITY IMPROVEMENTS	21,000
MOULTON VOLUNTEER FIRE DEPT P.O BOX 31 MOULTON, TX 77975-0031	UNRESTRICTED OPERATING FUNDS	15,000
PETER'S PLACE 9949 FM 532 HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	5,000
POLKA WORKS, INC 3315 WESTHILL DRIVE AUSTIN, TX 78704	UNRESTRICTED OPERATING FUNDS	1,000
PROJECT ROW HOUSE P O. BOX 1011 HOUSTON, TX 77251-1011	UNRESTRICTED OPERATING FUNDS	5,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
PROVIDENCE CHRISTIAN ACADEMY 2554 COUNTY ROAD 319 YOAKUM, TX 77995	FACILITY IMPROVEMENTS	10,000
THE RIDING THERAPY CENTER P O BOX 462 NURSERY, TX 77976	UNRESTRICTED OPERATING FUNDS	8,000
SACRED HEART CATHOLIC SCHOOL 313 S TEXANA STREET HALLETTSVILLE, TX 77964	FACILITY IMPROVEMENTS	300,000
SACRED HEART CATHOLIC SCHOOL 313 S. TEXANA STREET HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	100,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019-5897	UNRESTRICTED OPERATING FUNDS	10,000
ST LUKE'S EPISCOPAL SCHOOL 15 ST. LUKE'S LANE SAN ANTONIO, TX 78209-4445	UNRESTRICTED OPERATING FUNDS	2,500
ST MARY'S HALL P.O. BOX 33430 SAN ANTONIO, TX 78265-3430	UNRESTRICTED OPERATING FUNDS	35,000
ST MARY'S UNIVERSITY SCHOOL OF LAW ONE CAMINO SANTA MARIA SAN ANTONIO, TX 78228	UNRESTRICTED OPERATING FUNDS	10,000
SAN ANTONIO ACADEMY 117 E FRENCH PLACE SAN ANTONIO, TX 78212-5889	UNRESTRICTED OPERATING FUNDS	5,000
SAN ANTONIO BOTANICAL SOCIETY P O. BOX 6569 SAN ANTONIO, TX 78209	UNRESTRICTED OPERATING FUNDS	25,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON STREET SAN ANTONIO, TX 78205	UNRESTRICTED OPERATING FUNDS	5,000
SAY SI 1518 S ALAMO, STUDIO 103 SAN ANTONIO, TX 78204	UNRESTRICTED OPERATING FUNDS	10,000
SHERIDAN FIRE DEPARTMENT P O BOX 263 SHERIDAN, TX 77475-0263	EQUIPMENT PURCHASE	55,500
SHERIDAN MEMORIAL LIBRARY P.O. BOX 274 SHERIDAN, TX 77475-0274	UNRESTRICTED OPERATING FUNDS	2,500
SHINER CATHOLIC SCHOOL P O. BOX 725 SHINER, TX 77984	FACILITY IMPROVEMENTS	200,000
SHINER CITY CEMETERY ASSOCIATION P O BOX 1535 SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	1,000
SHINER, CITY OF P O BOX 374 SHINER, TX 77984	TENNIS COURT PROJECT	80,000
SHINER FFA CHAPTER P.O. DRAWER 804 SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	3,000
SHINER ISD P O DRAWER 804 SHINER, TX 77984	FACILITY IMPROVEMENTS	25,000
SHINER PUBLIC LIBRARY 115 E. WOLTERS/SECOND STREET SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	1,000
SOUTHWEST SCHOOL OF ART 300 AUGUSTA SAN ANTONIO, TX 78205-1216	UNRESTRICTED OPERATING FUNDS	20,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
TEACH FOR AMERICA 4669 SOUTHWEST FREEWAY, SUITE 600 HOUSTON, TX 77027	UNRESTRICTED OPERATING FUNDS	5,000
TEXAS A&M UNIVERSITY DEVELOPMENT FOUNDATION TAMU 4461 COLLEGE STATION, TX 77843-4461	STUDENT SCHOLARSHIPS	25,000
TEXAS A&M UNIVERSITY DEVELOPMENT FOUNDATION TAMU 4461 COLLEGE STATION, TX 77843-7761	VETERINARY EMERGENCY TEAM	10,000
TEXAS A&M UNIVERSITY DEVELOPMENT FOUNDATION TAMU 4461 COLLEGE STATION, TX 77843-7761	FERAL ANIMAL REDUCTION PROGRAM	10,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE P O. BOX 760549 SAN ANTONIO, TX 78245-0549	UNRESTRICTED OPERATING FUNDS	25,000
TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION 4180 STATE HIGHWAY 6 SOUTH COLLEGE STATION, TX 77845	STUDENT SCHOLARSHIPS	15,000
TEXAS HIGH SCHOOL RODEO ASSOCIATION P.O BOX 409 TENAH, TX 75974	STUDENT SCHOLARSHIPS	12,000
TMI-THE EPISCOPAL SCHOOL OF TEXAS 20955 W. TEJAS TRAIL SAN ANTONIO, TX 78257	UNRESTRICTED OPERATING FUNDS	5,000
UNIVERSITY OF HOUSTON-VICTORIA 3007 N. BEN WILSON VICTORIA, TX 77901	STUDENT SCHOLARSHIPS	25,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO MAIL CODE 7834 7703 FLOYD CURL DR. SAN ANTONIO, TX 78229-3900	CANCER RESEARCH CENTER	100,000
UNIVERSITY OF TEXAS-SAN ANTONIO COLLEGE OF BUSINESS ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0631	UNRESTRICTED OPERATING FUNDS	10,000
UNIVERSITY OF TEXAS-SAN ANTONIO COLLEGE OF SCIENCES ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	UNRESTRICTED OPERATING FUNDS	25,000
THE VICTORIA COLLEGE FOUNDATION 2200 E. RED RIVER VICTORIA, TX 77901	STUDENT SCHOLARSHIPS	20,000
THE VICTORIA COLLEGE FOUNDATION GONZALES CENTER 2200 E RED RIVER VICTORIA, TX 77901	STUDENT SCHOLARSHIPS	50,000
WHARTON COUNTY 4-H PROGRAM 210 S. RUSK STREET WHARTON, TX 77488	UNRESTRICTED OPERATING FUNDS	2,500
WHARTON FFA CHAPTER 1 TIGER AVENUE WHARTON, TX 77488	UNRESTRICTED OPERATING FUNDS	2,500
THE WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	UNRESTRICTED OPERATING FUNDS	100,000
YES PREP PUBLIC SCHOOLS 6201 BONHOMME RD , SUITE 168-N HOUSTON, TX 77036	UNRESTRICTED OPERATING FUNDS	5,000

**DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2013**

GRANTS AND CONTRIBUTIONS PAID IN 2013 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
ZELDA L. ALLEN SCHOOL OF VOCATIONAL NURSING 1410 N. TEXANA STREET HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	\$ 20,000

TOTAL FOR 2013	<u>2,167,542</u>
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NONE OF THE ABOVE RECIPIENTS BEAR ANY RELATION TO ANY FOUNDATION
MANAGER, SUBSTANTIAL CONTRIBUTOR, OR ANY PERSON HAVING ANY INTEREST
IN THE ORGANIZATION