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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

ACH CHILD AND FAMILY SERVICES

Number and street (or P O box number if mail is not delivered to street address)

3712 WICHITA STREET

A Employer identification number

75-0818140

B Telephone number

817.335.4041

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

City or town, state or province, country, and ZIP or foreign postal code

FORT WORTH, TX 76119

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **► \$ 94,110,239.** (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,833,538.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	92,034.	92,034.	92,034.	STATEMENT 1
5a	Gross rents	449,117.		406,163.	STATEMENT 2
b	Net rental income or (loss)	449,117.			
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)	RECEIVED			
8	Net short-term capital gain	NUV 24 2014		0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	6,155,996.	0.	6,155,996.	STATEMENT 3
12	Total Add lines 1 through 11	8,530,685.	92,034.	6,654,193.	
13	Compensation of officers, directors, trustees, etc	286,095.	0.	0.	286,095.
14	Other employee salaries and wages	5,750,346.	0.	157,850.	5,592,496.
15	Pension plans, employee benefits	988,530.	0.	19,662.	968,868.
16a	Legal fees	STMT 4	23,189.	0.	1,307.
b	Accounting fees	STMT 5	58,929.	17,375.	40,917.
c	Other professional fees	STMT 6	798,740.	5,459.	98,993.
17	Interest	STMT 7	28,104.	0.	28,104.
18	Taxes		459,942.	0.	16,216.
19	Depreciation and depletion		304,306.	0.	0.
20	Occupancy		1,158,027.	0.	64,793.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 8	3,755,177.	0.	128,216.
24	Total operating and administrative expenses. Add lines 13 through 23		13,611,385.	22,834.	12,696,004.
25	Contributions, gifts, grants paid		0.		0.
26	Total expenses and disbursements Add lines 24 and 25		13,611,385.	22,834.	12,696,004.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		-5,080,700.		
b	Net investment income (if negative, enter -0-)		69,200.		
c	Adjusted net income (if negative, enter -0-)			6,149,144.	

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		2,388,922.	3,550,526.	3,550,526.
	2 Savings and temporary cash investments				
	3 Accounts receivable ► 58,372.				
	Less: allowance for doubtful accounts ► 52,188.		58,372.	58,372.	
	4 Pledges receivable ► 45,365.				
	Less: allowance for doubtful accounts ► 464,566.		45,365.	45,365.	
	5 Grants receivable		636,938.	696,087.	696,087.
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ► 9,070,750.				
	Less: allowance for doubtful accounts ► 0.		9,070,750.	9,070,750.	9,070,750.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		105,997.	248,742.	248,742.
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ► 10,188,765.				
	Less accumulated depreciation ► 4,620,434.		5,739,000.	5,568,331.	5,568,331.
	15 Other assets (describe ► STATEMENT 10)		64,972,398.	74,872,066.	74,872,066.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		83,430,759.	94,110,239.	94,110,239.
	17 Accounts payable and accrued expenses		700,550.	738,204.	
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable		1,631,318.	1,631,318.	
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		2,331,868.	2,369,522.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		80,150,024.	90,791,850.	
	25 Temporarily restricted				
	26 Permanently restricted		948,867.	948,867.	
	Foundations that do not follow SFAS 117, check here ► <input 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				
	30 Total net assets or fund balances		81,098,891.	91,740,717.	
	31 Total liabilities and net assets/fund balances		83,430,759.	94,110,239.	

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 81,098,891.
2 Enter amount from Part I, line 27a	2 -5,080,700.
3 Other increases not included in line 2 (itemize) ►	3 15,722,526.
4 Add lines 1, 2, and 3	4 91,740,717.
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 91,740,717.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	NONE				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
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					
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		
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		

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.)

N/A

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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.Date of ruling or determination letter: 08/23/90 (attach copy of letter if necessary-see instructions)b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here 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 ►

Refunded ►

7 0.

8

9 0.

10

11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b *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.*

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 *If "Yes," attach a detailed description of the activities*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*3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7 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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TXb 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*8b 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*9 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*10

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)	STATEMENT 11	STMT 12	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ACHSERVICES.ORG			13	X	
14	The books are in care of ► WAYNE CARSON Located at ► 3712 WICHITA STREET, FORT WORTH, TX	Telephone no. ► (817) 335-4673 ZIP+4 ► 76119				
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	0.		
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 ►		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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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)?	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ► _____, _____, _____, _____		
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. ► _____, _____, _____, _____	2b	
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"/> X 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?	3b	
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?	4a	X
		4b	X

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)?

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

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 Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A****5b****6b****X****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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		250,000.	29,970.	6,125.

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
GARY BUFF - 3712 WICHITA STREET, FORT WORTH, TX 76119	COO 40.00	127,535.	10,058.	0.
SARAH PROCTOR - 3712 WICHITA STREET, FORT WORTH, TX 76119	CFO 38.00	122,046.	10,896.	0.
JEFFERY ALLEN - 3712 WICHITA STREET, FORT WORTH, TX 76119	CQO 40.00	97,314.	16,443.	0.
ALAN SCHONBORN - 3712 WICHITA STREET, FORT WORTH, TX 76119	VP PROG DEV 40.00	83,272.	9,715.	0.
DARRYL CLAIBORNE - 3712 WICHITA STREET, FORT WORTH, TX 76119	CHRO 40.00	81,731.	179.	0.

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

► 14

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
JOHN AND PATTI QUILLIN 1301 NORTH TRAIL DRIVE, CARROLLTON, TX 76005	FOSTER CARE	151,777.
PROPEL GROUP, INC. 2830 SAMUELL BLVD., DALLAS, TX 75223	MARKETING CONSULTANT	147,123.
NETWORKING RESULTS, INC - 110 W RANDOL MILL RD, STE 208, ARLINGTON, TX 76011	INFORMATION TECHNOLOGY	113,330.
BETHZAIDA & RAFAEL SANCHEZ 5001 DOUGAL AVENUE, FORT WORTH, TX 76137	FOSTER CARE	91,354.
TRIQUEST TECHNOLOGIES - 3221 COLLINSWORTH, STE 140, FORT WORTH, TX 76107	INFORMATION TECHNOLOGY	81,406.

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

13

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 FOSTER CARE - PROVIDES TEMPORARY PLACEMENTS FOR CHILDREN WHO HAVE BEEN ABUSED OR NEGLECTED AND ARE UNABLE TO LIVE WITH THEIR PARENTS OR FAMILIES. 391 YOUTH SERVED.	3,921,848.
2	
SEE STATEMENT 14	841,388.
3 WEDGWOOD RESIDENTIAL CARE - PROVIDES HOME-LIKE RESIDENTIAL CARE FOR CHILDREN AGES 4 - 18 WHO ARE UNABLE TO LIVE WITH THEIR OWN FAMILIES. 30 YOUTH SERVED.	808,377.
4 EMERGENCY YOUTH SHELTER - PROVIDES EMERGENCY SHELTER SERVICES FOR HOMELESS, RUNAWAY AND THROWAWAY YOUTH. 212 YOUTH SERVED.	804,289.

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	0.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	21,285,844.
d	Total (add lines 1a, b, and c)	1d	21,285,844.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,285,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	319,288.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,966,556.
6	Minimum investment return. Enter 5% of line 5	6	1,048,328.

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

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	12,696,004.
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	133,637.
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	12,829,641.
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	12,829,641.

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)**N/A**

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

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

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

► 08/23/90

 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
1,048,328.	735,098.	558,036.	1,784,655.	4,126,117.	
891,079.	624,833.	474,331.	1,516,957.	3,507,199.	
12,829,641.	11,731,255.	10,162,800.	10,818,118.	45,541,814.	
0.	0.	0.	0.	0.	
12,829,641.	11,731,255.	10,162,800.	10,818,118.	45,541,814.	
					0.
					0.
698,885.	490,065.	372,024.	1,189,770.	2,750,744.	
					0.
					0.
					0.
					0.

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

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

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				
NONE				
Total			► 3a	0.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a PROGRAM REVENUE					5 ,867 ,771.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	92 ,034.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531190	406 ,163.	16	42 ,954.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events			01	-41 ,419.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			01	245 ,030.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		406 ,163.		338 ,599.	5 ,867 ,771.
13 Total. Add line 12, columns (b), (d), and (e)					6 ,612 ,533.

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

2013

Name of the organization

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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

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ACH CHILD AND FAMILY SERVICES

75-0818140

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALL CHURCH HOME FOR CHILDREN FDN 3712 WICHITA STREET FORT WORTH, TX 76119	\$ 3,312,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MR. AND MRS. FRED MOORE 6501 HAIG POINT CT. FORT WORTH, TX 76132	\$ 16,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	BRUCKNER TRUCK SALES P. O. BOX 162208 FORT WORTH, TX 76161-2208	\$ 87,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	CASH AMERICA INTERNATIONAL 1600 W. 7TH ST. FORT WORTH, TX 76102-2599	\$ 30,298.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	DR. AND MRS. GREG SCHEIDEMAN 1313 WASHINGTON TER FORT WORTH, TX 76107-2455	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	CRYSTELLE WAGGONER CHAR. TRUST P. O. BOX 1317 FORT WORTH, TX 76101-1317	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>GREGORY A. & LAURA E. BIRD FDN</u> <u>777 TAYLOR ST., SUITE P1-D</u> <u>FORT WORTH, TX 76102-4919</u>	\$ <u>30,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<u>TEXAS YOUTH DEVELOPMENT CORP</u> <u>316 BAILEY AVE., SUITE 112B</u> <u>FORT WORTH, TX 76107-1806</u>	\$ <u>44,840.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	<u>LOCKHEED MARTIN AERO CLUB</u> <u>P. O. BOX 748, MAIL ZONE 1875</u> <u>FORT WORTH, TX 76101-7450</u>	\$ <u>7,203.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	<u>THE MORRIS FOUNDATION</u> <u>3707 CAMP BOWIE BLVD, STE 260</u> <u>FORT WORTH, TX 76107-3383</u>	\$ <u>60,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	<u>QUIKTRIP CORPORATION</u> <u>1120 N INDUSTRIAL BLVD</u> <u>EULESS, TX 76039</u>	\$ <u>15,682.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	<u>MR. AND MRS. C.W. STOCKER, III</u> <u>7033 SAUCON VALLEY DR</u> <u>FORT WORTH, TX 76132-4542</u>	\$ <u>8,640.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<u>LARRY AND TIFFANY AUTREY</u> <u>2201 CARLISE AVE</u> <u>COLLEYVILLE, TX 76034</u>	\$ <u>12,781.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	<u>COLONIAL CHARITIES</u> <u>3735 COUNTRY CLUB CIR</u> <u>FORT WORTH, TX 76109-1035</u>	\$ <u>8,367.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	<u>VESTAL B. SANDERS CHARITABLE FDN</u> <u>4100 SOUTH HULEN ST</u> <u>FORT WORTH, TX 76109</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	<u>WALSH FOUNDATION</u> <u>500 W 7TH ST., STE 1007</u> <u>FORT WORTH, TX 76102-4700</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
17	<u>MR. AND MRS FRANK A. ANDERSON</u> <u>3725 CRESTHAVEN TER</u> <u>FORT WORTH, TX 76107-1015</u>	\$ <u>5,560.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<u>LOCKARD DEVELOPMENT, INC</u> <u>4501 PRAIRIE PKWY</u> <u>CEDAR FALLS, IA 50613-7986</u>	\$ <u>27,750.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	THE DISCOVERY FUND 801 CHERRY ST, STE 3700-UNIT 19 FORT WORTH, TX 76102	\$ 10,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
20	MR. AND MRS. ARNOLD PETSCH 4704 SANTA COVA CT FORT WORTH, TX 76126-1940	\$ 51,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
21	DR. AND MRS. STEVE SCHULTZ 4428 OVERTON CREST ST FORT WORTH, TX 76109-2521	\$ 8,200.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
22	MR. AND MRS. MICHAEL MALLICK 2121 SPANISH TRL FORT WORTH, TX 76107-3577	\$ 6,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
23	MR. AND MRS. GLENN K. DAVIDSON 429 RIVERCREST DR FORT WORTH, TX 76107-1639	\$ 32,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
24	ROACH FOUNDATION, INC. 777 TAYLOR ST PENTHOUSE P2-J FORT WORTH, TX 76102	\$ 7,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>

Name of organization

Employer identification number

ACH CHILD AND FAMILY SERVICES

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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	VIVIENNE REDLICH CHARITABLE TRUST 500 E. BORDER ST, 2ND FLOOR ARLINGTON, TX 76010-7445	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
26	UNITED WAY OF METRO TARRANT COUNTY P.O. BOX 4448 FORT WORTH, TX 76164-0448	\$ 248,012.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
27	ROCKPOINTE CHURCH 6925 HAWK ROAD FLOWER MOUND, TX 75022	\$ 15,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	DR. AND MRS. WILLIAM F BONNELL 6120 CURZON AVE FORT WORTH, TX 76116-5513	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	CHALK MOUNTAIN SERVICES OF TX LLC P.O. BOX 675 MANFIELD, TX 76063-0675	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	MR. AND MRS. TRUITT KIMBROUGH 1314 COUNTY ROAD 2011 WALNUT SPRINGS, TX 76690-3114	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	<u>METRO SW DISPOSAL WELL #1 LTD</u> <u>P.O. BOX 675</u> <u>MANSFIELD, TX 76063-0675</u>	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
32	<u>IN-N-OUT BURGERS FOUNDATION</u> <u>4199 CAMPUS DR., 9TH FLOOR</u> <u>IRVINE, CA 92612</u>	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
33	<u>MR. AND MRS LLOYD WALSH</u> <u>5408 BIRCHMAN AVE</u> <u>FORT WORTH, TX 76107-5111</u>	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
34	<u>MR. AND MRS. MARK WEIMER</u> <u>6412 INCA RD.</u> <u>FORT WORTH, TX 76116-1968</u>	\$ 7,500.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
35	<u>BANK OF AMERICA CHARITABLE FDN</u> <u>901 MAIN ST., 63RD FLOOR</u> <u>DALLAS, TX 75202-3714</u>	\$ 100,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
36	<u>MR. AND MRS. DAVID C. HALEY</u> <u>1500 ALTA DR</u> <u>FORT WORTH, TX 76107-1526</u>	\$ 20,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

Employer identification number

ACH CHILD AND FAMILY SERVICES

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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	MS. PAT O'NEAL AND MR. JESSE MILES 675 N HENDERSON ST FORT WORTH, TX 76107-1479	\$ 62,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	SCHOLLMAIER FOUNDATION 2501 MUSEUM WAY, APT 823 FORT WORTH, TX 76107-8007	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
39	THE ROSE FAMILY FOUNDATION 420 THROCKMORTON ST, SUITE 300 FORT WORTH, TX 76102	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	COMMUNITY FOUNDATION OF NORTH TEXAS, INC 306 WEST 7TH ST, NO 850 FORT WORTH, TX 76102	\$ 9,191.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
41	THE DALLAS FOUNDATION 3963 MAPLE AVE, STE 390 DALLAS, TX 75219	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42	THE MALCOLM AND MARY LOU STREET CHARITABLE TR P.O. BOX 101057 FORT WORTH, TX 76185	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

ACH CHILD AND FAMILY SERVICES

75-0818140

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	VETERAN'S HEALTH 4428 OVERTON CREST ST FORT WORTH, TX 76109-2521	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
44	VIRTUOSO, LTD 505 MAIN ST, SUITE 500 FORT WORTH, TX 76102-5456	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
45	BASSETT FURNITURE 346 E. BELTLINE ROAD, #400 COPPELL, TX 75019	\$ 16,032.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
46	ACH LANDOWNER 3712 WICHITA STREET FORT WORTH, TX 76119	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

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ACH CHILD AND FAMILY SERVICES

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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
45	FURNITURE	\$ 16,032.	12/05/13
		\$	
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
N/R INTEREST	92,034.	0.	92,034.	92,034.	92,034.
TO PART I, LINE 4	92,034.	0.	92,034.	92,034.	92,034.

FORM 990-PF

RENTAL INCOME

STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
CHAPEL RENT	1	406,163.
CHAPEL RENT	2	42,954.
TOTAL TO FORM 990-PF, PART I, LINE 5A		449,117.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROGRAM REVENUE	5,867,771.	0.	5,867,771.
OTHER INCOME	245,030.	0.	245,030.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	43,195.	0.	43,195.
TOTAL TO FORM 990-PF, PART I, LINE 11	6,155,996.	0.	6,155,996.

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	23,189.	0.	1,307.	21,882.
TO FM 990-PF, PG 1, LN 16A	23,189.	0.	1,307.	21,882.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEE	34,750.	17,375.	17,375.	17,375.
TAX AND ACCOUNTING SERVICES	24,179.	0.	637.	23,542.
TO FORM 990-PF, PG 1, LN 16B	58,929.	17,375.	18,012.	40,917.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,459.	5,459.	5,459.	0.
PROF SVC	793,281.	0.	93,534.	699,747.
TO FORM 990-PF, PG 1, LN 16C	798,740.	5,459.	98,993.	699,747.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	455,294.	0.	11,568.	443,726.
UNRELATED BUSINESS TAXES	4,648.	0.	4,648.	0.
TO FORM 990-PF, PG 1, LN 18	459,942.	0.	16,216.	443,726.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCRAUL TO CASH ADJ	0.	0.	0.	-106,027.
BOARD DEVELOPMENT	11,381.	0.	0.	11,381.
CLOTHING AND PERSONAL CARE				
ITEMS	16,604.	0.	0.	16,604.
DEVELOPMENT AND PROMOTION	18,458.	0.	8,994.	9,464.
EDUCATION	14,661.	0.	0.	14,661.
EVENTS	84,614.	0.	0.	84,614.
FAMILY ASSISTANCE	57,196.	0.	0.	57,196.
FOOD	173,385.	0.	101.	173,284.
FOSTER CARE EXPENSES	2,071,033.	0.	0.	2,071,033.
INSURANCE	138,947.	0.	7,737.	131,210.
MEDICAL AND DENTAL	18,557.	0.	0.	18,557.
MISCELLANEOUS	4,438.	0.	3,020.	1,418.
OFFICE SUPPLIES	199,783.	0.	26,379.	173,404.
OTHER PROGRAM AND TRAINING				
EXPENSES	191,476.	0.	19,728.	171,749.
OUTREACH AND AWARENESS	269,887.	0.	42,103.	227,784.
POSTAGE	10,410.	0.	116.	10,294.
SECURITY	18,720.	0.	18,720.	0.
STAFF DEVELOPMENT	318,280.	0.	1,318.	316,962.
TRANSPORTATION EXPENSES	86,036.	0.	0.	86,036.
YOUTH ACTIVITIES	51,311.	0.	0.	51,311.
TO FORM 990-PF, PG 1, LN 23	3,755,177.	0.	128,216.	3,520,935.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	7,882,894.
INCREASE IN VALUE OF RELATED PARTIES - EQUITY METHOD	7,839,632.
 TOTAL TO FORM 990-PF, PART III, LINE 3	 15,722,526.

FORM 990-PF	OTHER ASSETS	STATEMENT 10	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BENEFICIAL INTEREST IN STONESTREET ESTAT	14,925,842.	21,285,844.	21,285,844.
ECONOMIC INTEREST IN AFFILIATES DUE FROM AFFILIATES	50,046,556.	53,574,188.	53,574,188.
 TO FORM 990-PF, PART II, LINE 15	 64,972,398.	 74,872,066.	 74,872,066.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

ALL CHURCH HOME FOR CHILDREN FOUNDATION

EMPLOYER ID NO

38-3757541

ADDRESS

1424 SUMMIT AVENUE
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

DISTRIBUTION FROM AFFILIATE

AMOUNT
OF TRANSFER

3,312,000.

NAME OF CONTROLLED ENTITY

ACH LANDOWNER

EMPLOYER ID NO

27-1913794

ADDRESS

1424 SUMMIT AVENUE
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

DISTRIBUTION FROM AFFILIATE

AMOUNT
OF TRANSFER

1,000,000.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

4,312,000.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ALL CHURCH HOME FOR CHILDREN FOUNDATION

38-3757541

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1424 SUMMIT AVENUE
FORT WORTH, TX 76102

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ACH LANDOWNER

27-1913794

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1424 SUMMIT AVENUE
FORT WORTH, TX 76102

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB	ACCOUNT
BARRY KING 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
BRENDA KING 3712 WICHITA STREET FORT WORTH, TX 76119	TREASURER 1.00	0.	0.	0.
CAROLYN WILLIAMS 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
DUB STOCKER 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
FRANK ANDERSON 3712 WICHITA STREET FORT WORTH, TX 76119	BOARD CHAIR 2.00	0.	0.	0.
FRED MOORE 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
JACK HUFF 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
JACK LARSON 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
JULIE DAVIDSON 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
KAREN BARLOW 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.

ACH CHILD AND FAMILY SERVICES75-0818140

LINDA GARCIA 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
LIZ HATLEY 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
LOU STREET 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
LYNN NEWMAN 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
MELISA SCHULTZ 3712 WICHITA STREET FORT WORTH, TX 76102	SECRETARY 1.00	0.	0.	0.
PETER PHILPOTT 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
ROBERT SIMPSON 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
WAYNE CARSON 3712 WICHITA STREET FORT WORTH, TX 76119	CEO 38.00	250,000.	29,970.	6,125.
MALCOLM STREET 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.
ZEKE SANCHEZ 3712 WICHITA STREET FORT WORTH, TX 76119	DIRECTOR 1.00	0.	0.	0.

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

250,000. 29,970. 6,125.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY TWO

SERVICES TO AT-RISK YOUTH (S.T.A.R.): CRISIS INTERVENTION COUNSELING/SKILLS BUILDERS CLASSES - PROVIDES CRISIS INTERVENTION, COUNSELING, SKILLS BUILDERS CLASSES AND OTHER SERVICES TO FAMILIES EXPERIENCING RUNAWAY, TRUANCY OR FAMILY CONFLICT. 1378 YOUTH SERVED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

841,388.