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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

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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 Perkins-Prothro Foundation		A Employer identification number 75-1247407
Number and street (or P.O. box number if mail is not delivered to street address) 2304 Midwestern Parkway	Room/suite 200	B Telephone number (940) 691-7770
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76308		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,945,534.30	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	15,057.76		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	564.59	564.59		Statement 1
	4 Dividends and interest from securities	576,130.62	576,130.62		Statement 2
	5a Gross rents	3,924.44	3,924.44		Statement 3
	b Net rental income or (loss)	3,924.44			
	6a Net gain or (loss) from sale of assets not on line 10	952,835.27			
	b Gross sales price for all assets on line 6a	3,537,855.55			
	7 Capital gain net income (from Part IV, line 2)		952,835.27		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,290,605.71	1,290,605.71		Statement 4	
12 Total. Add lines 1 through 11	2,839,118.39	2,824,060.63			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,000.00	30,000.00		30,000.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	16,564.42	8,282.21		8,282.21
	16a Legal fees				
	b Accounting fees Stmt 5	79,540.72	39,770.36		0.00
	c Other professional fees Stmt 6	131,170.36	131,170.36		0.00
	17 Interest				
	18 Taxes Stmt 7	216,347.02	160,021.95		1,836.00
	19 Depreciation and depletion	9,026.51	9,026.51		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses Stmt 8	6,436.72	6,436.72		0.00	
24 Total operating and administrative expenses. Add lines 13 through 23	519,085.75	384,708.11		40,118.21	
25 Contributions, gifts, grants paid	2,573,185.00			2,573,185.00	
26 Total expenses and disbursements. Add lines 24 and 25	3,092,270.75	384,708.11		2,613,303.21	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<253,152.36>				
b Net investment income (if negative, enter -0-)		2,439,352.52			
c Adjusted net income (if negative, enter -0-)			N/A		

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	1,246,506.90	1,260,274.86	1,260,274.86
	3	Accounts receivable ▶ 67,602.42			
		Less: allowance for doubtful accounts ▶	16,604.73	67,602.42	67,602.42
	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	837.18		
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock Stmt 9	13,531,485.53	13,283,943.79	19,217,445.20
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 14,757.91			
Liabilities		Less: accumulated depreciation Stmt 10 ▶	14,757.91	14,757.91	14,757.91
	12	Investments - mortgage loans			
	13	Investments - other Stmt 11	854,224.40	752,685.31	6,385,453.91
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	15,664,416.65	15,379,264.29	26,945,534.30
	17	Accounts payable and accrued expenses	32,000.00		
	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)	32,000.00	0.00	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	7,007,940.05	6,754,787.69	
	29	Retained earnings, accumulated income, endowment, or other funds	8,624,476.60	8,624,476.60	
	30	Total net assets or fund balances	15,632,416.65	15,379,264.29	
	31	Total liabilities and net assets/fund balances	15,664,416.65	15,379,264.29	

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	15,632,416.65
2	Enter amount from Part I, line 27a	2	<253,152.36>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	15,379,264.29
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,379,264.29

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
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 3,537,855.55		2,585,020.28	952,835.27
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) FMV 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			952,835.27
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 }			2 952,835.27
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	3,201,703.35	25,453,547.63	.125786
2011	3,592,831.63	25,248,161.90	.142301
2010	3,162,380.81	24,239,685.72	.130463
2009	4,497,001.99	23,549,746.83	.190958
2008	3,828,909.36	32,319,378.84	.118471
2 Total of line 1, column (d)			2 .707979
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 .141596
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 25,903,623.67
5 Multiply line 4 by line 3			5 3,667,849.50
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,393.53
7 Add lines 5 and 6			7 3,692,243.03
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,613,303.21

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	48,787.05
c All other domestic foundations enter 2% of line 27b. 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-)		2	0.00
3 Add lines 1 and 2		3	48,787.05
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	48,787.05
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	54,450.65	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	54,450.65	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,663.60	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.00	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0.00 (2) On foundation managers ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.00		
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) ☐ 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

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 ▶ N/A	13	X	
14	The books are in care of ▶ Mark H. Prothro, Treasurer Telephone no ▶ (940) 691-7770 Located at ▶ 2304 Midwestern Parkway, Suite 200, Wichita Falls ZIP+4 ▶ 76308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

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.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		60,000.00	1,848.00	0.00

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

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	21,455,857.16
b	Average of monthly cash balances	1b	1,528,814.02
c	Fair market value of all other assets	1c	3,313,423.92
d	Total (add lines 1a, b, and c)	1d	26,298,095.10
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	26,298,095.10
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	394,471.43
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,903,623.67
6	Minimum investment return. Enter 5% of line 5	6	1,295,181.18

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

1	Minimum investment return from Part X, line 6	1	1,295,181.18
2a	Tax on investment income for 2013 from Part VI, line 5	2a	48,787.05
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	48,787.05
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,246,394.13
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,246,394.13
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,246,394.13

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	2,613,303.21
b	Program-related investments - total from Part IX-B	1b	0.00
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	2,613,303.21
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,613,303.21

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				1,246,394.13
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2013				
a From 2008	2234802.58			
b From 2009	3329986.23			
c From 2010	2005756.55			
d From 2011	2377217.15			
e From 2012	1983050.62			
f Total of lines 3a through e	11,930,813.13			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$2,613,303.21				
a Applied to 2012, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				1,246,394.13
e Remaining amount distributed out of corpus	1,366,909.08			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,297,722.21			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,234,802.58			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,062,919.63			
10 Analysis of line 9				
a Excess from 2009	3329986.23			
b Excess from 2010	2005756.55			
c Excess from 2011	2377217.15			
d Excess from 2012	1983050.62			
e Excess from 2013	1366909.08			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

See Statement 13

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

Check here ☒ **X** 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

N/A

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

N/A

- c Any submission deadlines.**

N/A

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

N/A

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				
Adopt a Native Elder Program P O Box 3401 Park City, UT 84060	None	501(c)(3)	Annual Fund	500.00
African American Museum P O Box 150157 Dallas, TX 75215	None	501(c)(3)	General Support	10,000.00
Alf Engen Ski Museum Foundation P O Box 980187 Park City, UT 84098	None	501(c)(3)	Annual Fund	250.00
Alzheimer's Association 901 Indiana, Suite 350 Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	2,500.00
American Heart Association 8200 Brookriver, Suite N-100 Dallas, TX 75247	None	501(c)(3)	Annual Fund	15,000.00
Total			See continuation sheet(s) ▶ 3a	2,573,185.00
b Approved for future payment				
None				
Total			▶ 3b	0.00

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 _____					
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			14	564.59	
4 Dividends and interest from securities			14	576,130.62	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	3,924.44	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,290,605.71	
8 Gain or (loss) from sales of assets other than inventory			14	31,292.99	921,542.28
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.00		1,902,518.35	921,542.28
13 Total. Add line 12, columns (b), (d), and (e)				13 2,824,060.63	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| 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.		May the IRS discuss this return with the preparer shown below (see Instr.)? ☐ Yes ☐ No
	 Signature of officer or trustee	<u>1/14/3-M</u> Date	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MAC CANNEDY	<i>Mac Cannedy</i>	11/5/14		P00123468
	Firm's name ▶ Freeman, Shapard & Story			Firm's EIN ▶ 75-0706311	
	Firm's address ▶ 807 8th. Street, Suite 200 Wichita Falls 76301-3381			Phone no 940-322-4436	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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

OMB No 1545-0047

2013

Name of the organization

Perkins-Prothro Foundation

Employer identification number

75-1247407

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 foundation

Check 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	Employer identification number
Perkins-Prothro Foundation	75-1247407

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	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 14,113.55	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	Mark H. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 482.48	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	Mark H. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 441.73	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

75-1247407

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
1	575 Shs American Express cost \$14,113.55	\$ 51,834.14	12/31/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1573 Shs Altria Group Inc cost \$482.48	\$ 59,490.86	11/15/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	632 Shs Philip Morris Intl Inc cost \$441.73	\$ 57,474.08	11/15/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization	Employer identification number
Perkins-Prothro Foundation	75-1247407

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Perkins-Prothro Foundation

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	Medtronic Inc-1000 shs	P	08/31/07	06/18/13
b	Procter & Gamble-400 shs	P	03/05/01	06/18/13
c	Walgreen Co-600 shs	P	07/22/03	06/18/13
d	Coca Cola-1000 shs	P	03/05/01	06/18/13
e	Exxon Mobil-900 shs	P	11/20/83	06/18/13
f	Philip Morris-500 shs	P	03/06/01	06/18/13
g	Altria Group-1000 shs	P	03/06/01	06/18/13
h	Exxon Mobil-1400 shs	P	11/20/83	07/03/13
i	Rio Tinto-400 shs	P	04/01/11	07/03/13
j	Pepsico-400 shs	P	06/30/84	07/03/13
k	Eskay Mining-1000 shs	P	10/22/04	07/03/13
l	Rio Tinto-840 shs	P	08/31/07	07/03/13
m	Chevron Corp-250 shs	P	11/25/85	07/03/13
n	Nestle-1900 shs	P	05/27/93	07/03/13
o	Procter & Gamble-400 shs	P	03/05/01	07/03/13

(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 52,543.17		52,950.00	<406.83>
b 31,469.41		14,995.66	16,473.75
c 30,241.57		18,642.00	11,599.57
d 40,659.39		24,875.00	15,784.39
e 82,154.16		4,181.77	77,972.39
f 45,991.30		12,743.21	33,248.09
g 35,883.17		11,184.68	24,698.49
h 126,739.79		6,504.98	120,234.81
i 16,136.18		28,815.96	<12,679.78>
j 32,237.40		765.98	31,471.42
k 26.24		430.00	<403.76>
l 33,885.99		53,238.70	<19,352.71>
m 29,739.51		2,430.55	27,308.96
n 124,099.84		13,987.14	110,112.70
o 31,293.05		14,995.66	16,297.39

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<406.83>
b			16,473.75
c			11,599.57
d			15,784.39
e			77,972.39
f			33,248.09
g			24,698.49
h			120,234.81
i			<12,679.78>
j			31,471.42
k			<403.76>
l			<19,352.71>
m			27,308.96
n			110,112.70
o			16,297.39

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

Perkins-Prothro Foundation

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 McDonalds Corp-300 shs	P	11/30/09	07/03/13
b Chevron Corp-350 shs	P	07/22/03	07/03/13
c Johnson & Johnson-500 shs	P	03/05/01	07/03/13
d Eskay Mining-2500 shs	P	10/22/04	08/09/13
e Eskay Mining-6500 shs	P	10/20/04	08/09/13
f Altria Group-1200 shs	P	03/06/01	08/09/13
g Exxon Mobil-400 shs	P	11/20/83	08/09/13
h Johnson & Johnson-100 shs	P	03/05/01	08/09/13
i Philip Morris-500 shs	P	03/06/01	08/09/13
j Nestle-400 shs	P	05/27/93	08/09/13
k Coca Cola-1000 shs	P	03/05/01	08/09/13
l Nestle-300 shs	P	05/27/93	11/20/13
m Walgreen Co-200 shs	P	07/22/03	11/20/13
n Intel Corp-3500 shs	P	03/27/97	11/20/13
o Caterpillar Inc-100 shs	P	07/05/07	11/20/13

(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 30,092.48		19,070.76	11,021.72
b 41,635.31		12,534.72	29,100.59
c 43,304.25		27,937.50	15,366.75
d 96.75		1,075.00	<978.25>
e 251.54		2,779.40	<2,527.86>
f 42,326.26		13,421.61	28,904.65
g 36,173.17		1,858.57	34,314.60
h 9,193.85		5,587.50	3,606.35
i 44,275.48		12,743.21	31,532.27
j 27,039.53		2,944.66	24,094.87
k 39,934.20		24,875.00	15,059.20
l 21,884.62		2,208.49	19,676.13
m 11,797.81		6,214.00	5,583.81
n 85,398.50		61,753.50	23,645.00
o 8,247.87		7,767.06	480.81

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			11,021.72
b			29,100.59
c			15,366.75
d			<978.25>
e			<2,527.86>
f			28,904.65
g			34,314.60
h			3,606.35
i			31,532.27
j			24,094.87
k			15,059.20
l			19,676.13
m			5,583.81
n			23,645.00
o			480.81

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 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	American Express-275 shs	P	06/03/99	12/31/13
b	American Express-300 shs	P	06/03/99	12/31/13
c	UBS-all accounts	P	Various	Various
d	UBS-all accounts	P	Various	Various
e	Global Fundamental-48.827 shs	P	Various	04/01/13
f	Global Fundamental-29.170 shs	P	Various	09/01/13
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 27,111.50		9,555.09	17,556.41
b 24,852.20		10,429.20	14,423.00
c 1,713,455.52		1,421,016.83	292,438.69
d 579,071.78		674,038.51	<94,966.73>
e 4,641.16		4,049.28	591.88
f 2,678.61		2,419.10	259.51
g 31,292.99			31,292.99
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			17,556.41
b			14,423.00
c			292,438.69
d			<94,966.73>
e			591.88
f			259.51
g			31,292.99
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	952,835.27
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Animal Rescue League of New Hampshire 545 Route 101 Bedford, NH 03110	None	501(c)(3)	Annual Fund	5,000.00
AT&T Performing Arts Center 2100 Ross Avenue, Suite 650 Dallas, TX 75201	None	501(c)(3)	Annual Fund	17,500.00
Austin Green Art 307 E Lola Avenue Austin, TX 78753	None	501(c)(3)	General Operations	1,500.00
Austin Zen Center 3014 Washington Square Austin, TX 78705	None	501(c)(3)	General Support	1,500.00
Backdoor Theater P O Box 896 Wichita Falls, TX 76307	None	501(c)(3)	Annual Fund	2,500.00
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246	None	501(c)(3)	Annual Fund	4,375.00
Bedford Presbyterian Church 4 Church Road Bedford, NH 03110	None	501(c)(3)	Annual Fund	15,000.00
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	None	501(c)(3)	Annual Fund	2,500.00
Beth Isreal Deaconess Med Center 330 Brookline Avenue Boston, MA 02115	None	501(c)(3)	Miles of Gratitude	750.00
Big Brothers Big Sisters 4822 Kemp Blvd, Suite 1200 Wichita Falls, TX 76308	None	501(c)(3)	Bowl for Kids Sake	1,000.00
Total from continuation sheets				2,544,935.00

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Bishop Guertin High School 194 Lund Road Nashua, NH 03060	None	501(c)(3)	Jodi Kemos Scholarship Fund	750.00
Boy Scouts of America 2525 Kell Blvd, Suite 510 Wichita Falls, TX 76308	None	501(c)(3)	Friends of Scouting	500.00
Boys & Girls Club Alumni Assn 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Tribute to Gordon West	1,000.00
Boys & Girls Club 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Repair roof at Southeast Club	28,750.00
Boys & Girls Club 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	500.00
Camelot Therapeutic 23623 North Scottsdale Road, Suite D-3, PMB 259 Scottsdale, AZ 85255	None	501(c)(3)	Annual Fund	500.00
Camp Fire USA North Texas Council 2414 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Operating Budget	1,000.00
Camp John Marc 3924 Shenandoah Dallas, TX 75205	None	501(c)(3)	Campership Program	750.00
CASA of New Hampshire P O Box 1327 Manchester, NH 03105-1327	None	501(c)(3)	Annual Fund	5,750.00
Cedars-Sinai Community Relations 1801 W. Olympic Blvd Pasadena, CA 91199	None	501(c)(3)	Circle of Friends	5,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Cimarron Memorial Hospital 100 South Ellis Street Boise City, OK 73933	None	501(c)(3)	X-ray Equipment & Air Cond Units	87,695.00
Circle of Health International 1905 Paramount Ave Austin, TX 78703	None	501(c)(3)	General Fund	9,000.00
Clay County Animal Shelter P O Box 274 Henrietta, TX 76365	None	501(c)(3)	Annual Fund	1,100.00
College of Nevada 6375 West Charleston Blvd W32E Las Vegas, NV 89146-1164	None	501(c)(3)	Annual Fund	2,500.00
Cornudas Mountain Foundation 1016 E Rio Grande El Paso, TX 79902	None	501(c)(3)	Annual Fund	5,000.00
Craddock Center P O Box 69 Cherry Log, GA 30522	None	501(c)(3)	Program Support	10,000.00
Creede Mining Heritage 184 Coastal Hill Drive Indian Harbor, FL 32937	None	501(c)(3)	Engineering Expenses	12,000.00
Curriet Museum of Art 150 Ash Street Manchester, NH 03104	None	501(c)(3)	General Fund	750.00
Dallas Arboretum Botanical Society 8525 Garland Road Dallas, TX 75218	None	501(c)(3)	Support Educational Programs	1,050.00
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201	None	501(c)(3)	Miss Blanch Arm Chair	12,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201	None	501(c)(3)	Renovation of Founders	18,000.00
Easter Seals New Hampshire Inc 555 Auburn Street Manchester, NH 03103	None	501(c)(3)	Annual Fund	5,000.00
Educational Opportunities INC 8350 N Central Expressway, Suite 775 Dallas, TX 75206	None	501(c)(3)	Annual Fund	150.00
Emancipet 7201 Levander Loop Austin, TX 78821	None	501(c)(3)	General Operations	1,500.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Endowment	5,000.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Annual Fund	8,250.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Operating Budget	134,500.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Frank & Kay Yeager Fund	20,000.00
Frank Buck Zoological Society P O Box 10 Gainesville, TX 76246	None	501(c)(3)	Annual Fund	50.00
Frank Buck Zoological Society P O Box 10 Gainesville, TX 76246	None	501(c)(3)	Snow Leopard	5,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Friends of Hospice P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Golf Tournament	12,400.00
Good Samaritan Ministries 7929 SW Cirrus Drive Blvd 23 Beaverton, OR 97008	None	501(c)(3)	Walla Walla	4,500.00
Greater Dallas Youth Orchestra 3630 Harry Hines Blvd Dallas, TX 75219	None	501(c)(3)	General Operating	5,000.00
Hands to Hands Community Fund P O Box 4641 Wichita Falls, TX 76308	None	501(c)(3)	Annual Fund	11,000.00
Health Alliance for Austin Musicians P O Box 301496 Austin, TX 78703	None	501(c)(3)	General Operations	4,500.00
Helping the Aging, Needy & Disabled 1640 B East 2nd, Suite 200 Austin, TX 78702	None	501(c)(3)	General Operations	1,500.00
Henrietta Boy Scouts P O Box 23 Henrietta, TX 76365	None	501(c)(3)	Building Fund Project	10,000.00
Highland Park Education Foundation 4201 Grassmere Lane Dallas, TX 75205	None	501(c)(3)	Mad for Plaid	13,500.00
Highland Park United Methodist Church 3300 Mockingbird Lane Dallas, TX 75205	None	501(c)(3)	Annual Support	62,500.00
Hospice of Wichita Falls P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Tree of Lights	100.00
Total from continuation sheets . . .				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hospice of Wichita Falls P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Memorials	125.00
Humane Society of Wichita County P O Box 3648 Wichita Falls, TX 76301	None	501(c)(3)	Paws in the Falls	2,500.00
Hyer Elementary PTA 3544 Wentwood Dallas, TX 75225	None	501(c)(3)	Support PTA Programs	1,875.00
Imagine Art 2830 Real Street Austin, TX 78722	None	501(c)(3)	Annual Fund	3,000.00
International Center for Mental Health 2525 Wallingwood Drive Austin, TX 78746	None	501(c)(3)	Operating Fund	18,000.00
Kemp at the Forum 2120 Speedway Wichita Falls, TX 76308	None	501(c)(3)	Renaissance of the Forum Renovation Campaign	90,000.00
Kemp Center for the Arts 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Operating Budget	2,600.00
Letot Center 10505 Denton Drive Dallas, TX 75220	None	501(c)(3)	Annual Fund	1,250.00
Methodist Health System 1441 N. Beckley Avenue Dallas, TX 75203	None	501(c)(3)	Robert Folsome Leadership Award	3,500.00
Midwestern State University 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Athletic Club	250.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mills College 5000 MacArthur Blvd Oakland, CA 94613	None	170(c)(1)	General Operating	750.00
Mountainlands Community Housing Trust 1960 Sidewinder, Suite 202 Park City, UT 84060	None	501(c)(3)	Annual Fund	2,000.00
MSU Akin Music Series 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Underwrite Music Series	80,000.00
MSU Fantasy of Lights 3410 Taft Wichita Falls, TX 76308	None	501(c)(3)	Fantasy of Lights	500.00
MSU Museum of art 2 Eureka Circle Wichita Falls, TX 76308	None	501(c)(3)	Valentine Luncheon	500.00
MSU Museum of art 2 Eureka Circle Wichita Falls, TX 76308	None	501(c)(3)	Annual Fund	250.00
MSU President's Excellence Circle 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Annual Fund	21,000.00
Museum of North Texas History P O Box 1619 Wichita Falls, TX 76301	None	501(c)(3)	Jenny to Jet Project Annual Fund	25,500.00
National Ability Center P O Box 682799 Park City, UT 84068-2799	None	501(c)(3)	Red, White & Snow	475.00
National Drug & Safety League 710 Flood Street Wichita Falls, TX 76301	None	501(c)(3)	WF Police Dept Material Drive	600.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Psoriasis Foundation 6600 SW 92nd Ave, Suite 300 Portland, OR 97223	None	501(c)(3)	In honor of Dr Alan Menter	15,000.00
North Texas Area United Way 1105 Holliday Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	50,000.00
Palace Theatre Trust 80 Hanover Street Manchester, NH 03101	None	501(c)(3)	Annual Fund	1,500.00
Park City Historical Society P O Box 555 Park City, UT 84060	None	501(c)(3)	Guild	300.00
Park City Performing Arts Foundation P O Box 1297 Park City, UT 84060	None	501(c)(3)	Annual Fund	10,950.00
Park City Ski Education Foundation P O Box 118 Park City, UT 84060	None	501(c)(3)	Annual Fund	12,270.00
Peace House Inc P O Box 682141 Park City, UT 84068-2799	None	501(c)(3)	Annual Fund	2,500.00
Perot Museum of Nature & Science 2201 Field Street Dallas, TX 75201	None	501(c)(3)	Annual Fund	3,750.00
PETA 501 Front Street Norfolk, VA 23510	None	501(c)(3)	Annual Fund	10,000.00
Possum Kingdon East VFD P O Box 345 Graford, TX 76449	None	501(c)(3)	Annual Fund	1,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	Good Samaritan Fund	255,750.00
Reconciliation Outreach 4311 Bryan Street #100 Dallas, TX 75204	None	501(c)(3)	General Fund	150.00
River Bend Nature Center P O Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	4,100.00
Saint Louise House 2026 Guadalupe Street Austin, TX 78705	None	501(c)(3)	Annual Fund	6,000.00
Salesmanship Charitable Foundation 106 E 10th Street, Suite 200 Dallas, TX 75203	None	501(c)(3)	Fund B	25,000.00
Salesmanship Charitable Foundation 106 E 10th Street, Suite 200 Dallas, TX 75203	None	501(c)(3)	Support Education and Therapeutic activities	16,500.00
Salvation Army 403 7th Street Wichita Falls, TX 76301	None	501(c)(3)	Working for Tomorrow Program	29,803.00
Sheppard Military Affairs Committee 900 8th Street, Suite 218 Wichita Falls, TX 76308	None	501(c)(3)	Support efforts at SAFB	6,500.00
SMU-Denton Wesley Foundation 1155 Union Cr Box 311097 Denton, TX 76203	None	501(c)(3)	Denton Wesley Foundation	10,000.00
Soup Mobile 3017 Commerce Street Dallas, TX 75226	None	501(c)(3)	Annual Fund	5,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Southern Methodist University P O Box 750275 Dallas, TX 75275	None	170(c)(1)	Biological Sciences Initiative	120,000.00
Southern Methodist University P O Box 750281 Dallas, TX 75275	None	501(c)(3)	Centennial Host Committee	3,000.00
Southern Methodist University P O Box 750281 Dallas, TX 75275-0281	None	170(c)(1)	Meadows School Scholarship	3,750.00
Southern Methodist University P O Box 75275 Dallas, TX 75275	None	501(c)(3)	Mustang Club	4,000.00
Southside Youth Senter 1205 Montgomery Street Wichita Falls, TX 76302	None	501(c)(3)	Metal Roof Coating-Bee Wood Gym	30,000.00
Southwestern University P O Box 770 Georgetown, TX 78627	None	501(c)(3)	Parent Leadership Council	7,500.00
Southwestern University P O Box 770 Georgetown, TX 78627	None	501(c)(3)	Schrum Fund	100,000.00
SPCA 2400 Lone Star Drive Dallas, TX 75212	None	501(c)(3)	Fur Ball	10,000.00
St Mark's School of Texas 10600 Preston Road Dallas, TX 75230	None	501(c)(3)	Annual Fund	750.00
St Michaels & All Saints Angels Church 8011 Douglas Dallas, TX 75225	None	501(c)(3)	Stewardship	1,500.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
St Michaels & All Saints Angels Church 8011 Douglas Dallas, TX 75225	None	501(c)(3)	General Operating	1,500.00
Stateline Community Church 85440 Hwy 11 Milton-Freewater, OR 97862	None	501(c)(3)	Annual Fund	12,000.00
Straight Street 807 Austin Wichita Falls, TX 76301	None	501(c)(3)	Capital Campaign	50,000.00
Sweet Briar College P O Box G Sweet Briar, VA 24595-1057	None	501(c)(3)	Annual Fund	1,750.00
Sweet Briar College P o Box G Sweet Briar, VA 24595-1057	None	501(c)(3)	1984 Class Reunion	1,500.00
TAG Ranch P O Box 681448 Park City, UT 84068	None	501(c)(3)	Annual Fund	750.00
Texas Methodist Foundation 11709 Boulder Lane, Suite 100 Austin, TX 78726	None	501(c)(3)	Leadership Ministry	2,500.00
Texas Scottish Rite Hosp for Children 2222 Welborn Street Dallas, TX 75219	None	501(c)(3)	General Operating	750.00
Texas Wesleyan University 1201 Wesleyan Fort Worth, TX 76105	None	501(c)(3)	Annual Fund	1,000.00
The Kitchen 1000 Burnett Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	12,500.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
United Regional Foundation 1600 11th Street Wichita Falls, TX 76301	None	501(c)(3)	Heart of a Woman	1,500.00
United States Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909	None	501(c)(3)	Annual Fund	10,000.00
United States Ski & Snowboard Foundation P O Box 100 Park City, UT 84060	None	501(c)(3)	Annual Fund	35,000.00
University of Texas Chancellor's Council 210 W 6th Street, Suite 1 200 Austin, TX 78701	None	170(c)(1)	Annual Fund	2,000.00
University of Texas Harry Ransom Center P O Box 7219 Austin, TX 78713	None	170(c)(1)	Directors Fund	10,000.00
University of Texas Longhorn Foundation P O Box 7399 Austin, TX 78713	None	170(c)(1)	Annual Fund	22,935.00
University of Texas McCombs Advisory Council 1 University Station, B6000 Austin, TX 78712	None	170(c)(1)	Annual Fund	3,000.00
University of Texas P O Box 7219 Austin, TX 78713	None	170(c)(1)	National Endowment for the Humanities	30,000.00
University of Texas P O Box 7399 Austin, TX 78713	None	170(c)(1)	Prothro Theater Renovations	74,000.00
University of Texas P O Box T, Main Bld 400 Austin, TX 78713	None	170(c)(1)	Presidents Assoc Program	4,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390	None	501(c)(3)	New Hospital	35,000.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Deer Valley Music Festival Endowment	166,667.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Annual Fund	93,000.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Deer Valley Music Festival	3,500.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Deer Valley Music Festival Gala	25,000.00
Visiting Nurse Association 1600 Viceroy Drive, Suite 400 Dallas, TX 75235	None	501(c)(3)	Caring Society	3,750.00
WFISD Foundation P O Box 97533 Wichita Falls, TX 76307	None	501(c)(3)	Student Scholarships	1,000.00
Whispers of Hope Horse Farm 3545 Parkhills Road Wichita Falls, TX 76310	None	501(c)(3)	Help with hay cost	1,500.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	1,050.00
Wichita Falls Area Community Foundation 807 8th Street Wichita Falls, TX 76301	None	501(c)(3)	Nutcracker Production	1,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Wichita Falls Area Community Foundation 807 8th Street Wichita Falls, TX 76301	None	501(c)(3)	WF Ballet Theatre	100.00
Wichita Falls Area Food Bank P O Box 623 Wichita Falls, TX 76307	None	501(c)(3)	Power Paks for Kids	5,000.00
Wichita Falls Area Food Bank P O Box 623 Wichita Falls, TX 76307	None	501(c)(3)	Back Pack Program	20,000.00
Wichita Falls Area Food Bank P O Box 623 Wichita Falls, TX 76308	None	501(c)(3)	General Fund	2,500.00
Wichita Falls Symphony League 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Memorial Auditorium Project	3,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Time for Three	15,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	38,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Red Hot & Blue Fundraiser	1,000.00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	5,500.00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Viva La Musica, 20th Anniversary Celebration	1,000.00
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Wild Bird Rescue 4611 Lake Shore Drive Wichita Falls, TX 76310	None	501(c)(3)	Annual Fund	4,250.00
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	James P. Prothro Endowed Scholarship	2,500.00
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	Annual Fund	15,000.00
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	Terrier Club Annual Fund	7,500.00
Women's Ski Jumping USA P O Box 980218 Park City, UT 84098	None	501(c)(3)	General Use	6,865.00
Yale University Art Gallery P O Box 208271 New Haven, CT 06520-8271	None	501(c)(3)	Art Gallery	5,000.00
Yellowstone Park Foundation 222 East Main Street Suite 301 Bozeman, MT 59715	None	501(c)(3)	Annual Fund	21,000.00
Yellowstone Park Foundation 222 East Main Street Suite 301 Bozeman, MT 59715	None	501(c)(3)	Capital Campaign	219,700.00
Yellowstone Park Foundation 222 East Main Street Suite 301 Bozeman, MT 59715	None	501(c)(3)	In honor of Kay Yeager	1,000.00
YMCA Metro Dallas 9409 Garland Road, Suite 200 Dallas, TX 75218	None	501(c)(3)	Camp Grady Spruce	1,350.00
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Merrill Lynch	516.69	516.69	
Prothro Investments	2.47	2.47	
UBS Financial Services LLC	45.43	45.43	
Total to Part I, line 3	564.59	564.59	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Merrill Lynch	234,498.28	0.00	234,498.28	234,498.28	
UBS Financial Services LLC	372,925.33	31,292.99	341,632.34	341,632.34	
To Part I, line 4	607,423.61	31,292.99	576,130.62	576,130.62	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	3,924.44
Total to Form 990-PF, Part I, line 5a		3,924.44

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Oil & Gas Royalties	310,106.71	310,106.71		
Oil & Gas Royalties - Partnership K-1'S	969,178.00	969,178.00		
Partnerships - K-1's	11,321.00	11,321.00		
Total to Form 990-PF, Part I, line 11	1,290,605.71	1,290,605.71		

Form 990-PF	Accounting Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00		0.00
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	64,540.72	32,270.36		0.00
To Form 990-PF, Pg 1, ln 16b	79,540.72	39,770.36		0.00

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
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	37,259.00	37,259.00		0.00
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	93,911.36	93,911.36		0.00
To Form 990-PF, Pg 1, ln 16c	131,170.36	131,170.36		0.00

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Expense	12,984.94	12,984.94		0.00
Ad Valorem	16,802.94	16,802.94		0.00
Federal Excise & Misc. Taxes	54,489.07	0.00		0.00
Gross Production Tax	15,875.95	15,875.95		0.00
Payroll Taxes	3,672.00	1,836.00		1,836.00
Gross Production Tax-Partnerships	112,522.12	112,522.12		0.00
To Form 990-PF, Pg 1, ln 18	216,347.02	160,021.95		1,836.00

Form 990-PF	Other Expenses			Statement 8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses - Royalties	2,768.32	2,768.32		0.00
Miscellaneous Expenses	3,668.40	3,668.40		0.00
To Form 990-PF, Pg 1, ln 23	6,436.72	6,436.72		0.00

Form 990-PF	Corporate Stock		Statement 9
Description	Book Value	Fair Market Value	
ML Corporate Stocks	3,637,037.51	8,603,226.88	
UBS Corporate Stocks	9,646,906.28	10,614,218.32	
Total to Form 990-PF, Part II, line 10b	13,283,943.79	19,217,445.20	

Form 990-PF Depreciation of Assets Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	14,757.91	0.00	14,757.91
Total to Fm 990-PF, Part II, ln 11	14,757.91	0.00	14,757.91

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
GS Hedge Funds	COST	27,558.15	30,053.90
Mineral Investments - Producing	COST	309.46	887,431.09
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - DB	COST		
Liquidations		<162.00>	0.00
Partnership Interest - Prothro	COST		
Investments		65,757.10	2,407,941.24
UBS Partnership Investments	COST	655,928.92	3,056,734.00
Total to Form 990-PF, Part II, line 13		752,685.31	6,385,453.91

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Joe N. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	48,000.00	1,848.00	0.00
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Secretary 10.00	6,000.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Treasurer 10.00	0.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	6,000.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		60,000.00	1,848.00	0.00

Form 990-PF

Part XV - Line 1b
List of Foundation Managers

Statement 13

Name of Manager

Joe N. Prothro
Kathryn P. Yeager
Mark H. Prothro

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Perkins-Prothro Foundation	75-1247407
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	2304 Midwestern Parkway, No. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Wichita Falls, TX 76308	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

Mark H. Prothro, Treasurer - 2304 Midwestern Parkway,

- The books are in the care of ☒ Suite 200 - Wichita Falls,, TX 76308

Telephone No. ☒ (940) 691-7770

Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2014.

5 For calendar year 2013, or other tax year beginning ☐ and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

All tax information has now been received however additional time is required to complete and file an accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	51,273.58
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	54,450.65
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☒ President

Date ☐

Form 8868 (Rev. 1-2014)