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## Form **990-PF**

## **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.

OMB No 1545-0052

Department oiद्दीe Treasury Internal Revenue Service ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. ublic Inspection For calendar year 2013 or tax year beginning , and ending A Employer identification number Name of foundation 75-1735688 GUINN FOUNDATION, INC. Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (940)723-2104 1111 SEVENTH STREET City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here WICHITA FALLS, TX76301 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust \_\_\_\_\_ Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here ▶\$ 6,933,079. (Part I, column (d) must be on cash basis.) Part | Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarity equal the amounts in column (a) ) for charitable purposes (cash basis only) expenses per books income income -400,000 N/A Contributions, gifts, grants, etc., received Check Lifthe foundation is not required to attach Sch B Interest on savings and temporary cash investments 26. 26 STATEMENT 3 149,083. 149,083. STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) <152. 6a Net gain or (loss) from sale of assets not on b Gross sales price for all RF (80) RF(808,/649 0 7 Capital gain net income (from Part TV, line 2) 8 Net short-term capital gain MAY 05 2014 Income modifications Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) STATEMENT <4,792. <4. 11 Other income 544,165 149. 105 Total. Add lines 1 through 11 Ō. Compensation of officers, directors, trustees, etc Other employee salaries and wages 15 Pension plans, employee benefits Expenses 16a Legal fees STMT 4 900. 450 450. b Accounting fees c Other professional fees 17 Interest STMT 5 3,232. 18 0 0. 19 Depreciation and depletion Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 125 125 23 Other expenses STMT 6 0. 24 Total operating and administrative 4,257 575 450. expenses. Add lines 13 through 23 264,900. 264,900. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 269,157. 575 265,350. 27 Subtract line 26 from line 12 .275,008. a Excess of revenue over expenses and disbursements 148,530 b Net investment income (If negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see instructions.

C Adjusted net income (if negative, enter -0-)

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N/A

Foundations that do not follow SFAS 117, check here

31 Total liabilities and net assets/fund balances

and complete lines 27 through 31.

27 Capital stock, trust principal, or current funds

#### **Analysis of Changes in Net Assets or Fund Balances** Part III

GUINN FOUNDATION,

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

6 Receivables due from officers, directors, trustees, and other

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1 Cash - non-interest-bearing

3 Accounts receivable

4 Pledges receivable

disqualified persons 7 Other notes and loans receivable

8 Inventories for sale or use

13 Investments - other

18 Grants payable 19 Deferred revenue

24 Unrestricted

25 Temporarily restricted 26 Permanently restricted

20

21

Less accumulated depreciation 15 Other assets (describe ►

b Investments - corporate stock

c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans

5 Grants receivable

2 Savings and temporary cash investments

Less allowance for doubtful accounts

Less allowance for doubtful accounts

Less allowance for doubtful accounts

9 Prepaid expenses and deferred charges

14 Land, buildings, and equipment basis

16 Total assets (to be completed by all filers - see the

Loans from officers, directors, trustees, and other disqualified persons

instructions Also, see page 1, item 1) 17 Accounts payable and accrued expenses

Mortgages and other notes payable 22 Other liabilities (describe

23 Total liabilities (add lines 17 through 22)

Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.

10a Investments - U.S. and state government obligations

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	3,714,667
2	Enter amount from Part I, line 27a	2	275,008
	Other increases not included in line 2 (itemize)	3	0
_	Add lines 1, 2, and 3	4	3,989,675
-	Decreases not included in line 2 (itemize)	5	0
	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,989,675
<u>v</u>	Total net assets of fund balances at one of your fine of the asset of Tate in construct (of) mile of		

F	Part IV Capital Gains a	and Losses for Tax on Ir	nvestment	Income						
		ibe the kind(s) of property sold (e grehouse, or common stock, 200 sh			` P	How ac - Purc - Don	cquired hase ation	` (mo., ı	acquired day, yr )	( <b>d)</b> Date sold (mo , day, yr.)
<u>1a</u>	BLACKROCK U.S.	GOVERNMENT BOND	FUND				P	VARI		11/07/13
_	FEDERAL HOME LO						P	VARI		12/31/13
_	FEDERATED GOVE	RNMENT INCOME FU	IND		_		P	VARI	ous	11/07/13
d	<u> </u>				ļ					
	1		1	<del> </del>	<del> ,</del>				<del></del>	<u></u>
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis				(h) (e) plu	Gain or (loss is (f) minus	(g)
_ a				384,14						6,938.
_t				57						0.
_				424,08	0.					<7,090.
			ļ	<del> </del>					· · · · · · · · · · · · · · · · · · ·	
_6	<del></del>	a gain in column (h) and owned by	the foundation	on 12/21/60	-			I) Cours (1	Cal (b) says	
-	Complete only for assets shown	g gain in column (h) and owned by	1						Col (h) gain not less tha	
_	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (I) col (I), If any					(from col	(h))
a	·									6,938.
_ <u>t</u>	)	·								
_	· · · · · · · · · · · · · · · · · · ·									<7,090.
		<del></del>			-					
_6					$\overline{}$		T	<del></del>		
2	Capital gain net income or (net ca	pital loss) { If gain, also ente   If (loss), enter -C	r in Part I, line ' )- in Part I, line	7 7	}	2				<152.
3	Net short-term capital gain or (los	s) as defined in sections 1222(5) as	nd (6)							
	If gain, also enter in Part I, line 8,	, , ,	, ,		- <b>l</b> l				4-	
	If (loss), enter -0- in Part I, line 8		<u> </u>		لل	3	<u> </u>		N/A	<u> </u>
		nder Section 4940(e) fo					nent in	come		
(F	or optional use by domestic private	foundations subject to the section	4940(a) tax on	net investment in	come	e )				
lf :	section 4940(d)(2) applies, leave th	nis part blank								
										☐ <b>च</b>
		ion 4942 tax on the distributable ar		•	riods					Yes X No
1		ify under section 4940(e). Do not co each column for each year, see the i			ntries					
÷	(a)	····	instructions be	ore making any o				I		(d)
	Base periód years	(b) Adjusted qualifying dis	stributions	Net value of no	(c) ncha		-use assets	,	Distri	bùtion ratio vided by col. (c))
_	Calendar year (or tax year beginnir 2012	ig iii/	8,925.				6,004		(001 (b) 01	.044443
_	2012		3,975.				6,556			.044610
_	2010		3,278.				5,928			.044679
_	2009		26,444.				9,410			.054573
_	2008		39,903.				7,419			.044087
			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			,,,,			T	
2	Total of line 1, column (d)							2		.232392
		5-year base period - divide the total	on line 2 by 5	or by the number	of ve	ars	• •			
•	the foundation has been in exister				.,,			3		.046478
4	Enter the net value of noncharitab	ele-use assets for 2013 from Part X,	, line 5					4		6,251,806.
5	Multiply line 4 by line 3							5		290,571.
	., ,	,					·			
6	Enter 1% of net investment incom	ne (1% of Part I, line 27b)						6		1,485.
_										202 056
7	Add lines 5 and 6						•	7		292,056.
8	Enter qualifying distributions from	n Part XII, line 4						8		265,350.
	If line 8 is equal to or greater than See the Part VI instructions	line 7, check the box in Part VI, line	e 1b, and comp	elete that part usin	ng a 1	% tax	rate			

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	rt VI Excise Tax Based on Investment Income (Section 4940		4940(e), or 4	1948 ·	- see in	stru	ctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here   and en	nter "N/A" on line 1.	J					
	Date of ruling or determination letter: (attach copy of letter if nec							
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	and enter 1'	%	1			2,9	71.
	of Part I, line 27b							
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%		ol (b) ノ					_
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Otl	hers enter -0-)	•	2			2 0	$\frac{0.}{71}$
3	Add lines 1 and 2			3_			2,9	71.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Ot	thers enter -0-)		4	-		2 0	<u>0.</u> 71.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5			2,9	/ 1 •
6	Credits/Payments	1 . 1	2 700					
	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,700.					
	Exempt foreign organizations - tax withheld at source	6b	<del></del>	-				
	Tax paid with application for extension of time to file (Form 8868)	6c		-				
	Backup withholding erroneously withheld	6d		-			2 7	^^
7	Total credits and payments. Add lines 6a through 6d			7			Z, /	00.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attack.	ched		8				71.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9				<u>/1.</u>
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10				
	Enter the amount of line 10 to be Credited to 2014 estimated tax		Refunded ►	11	<u>.                                    </u>			
	rt VII-A Statements Regarding Activities						Vac	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legisl	iation or did it partit	cipate or intervene	e in	<u></u>	<b></b>	162	X
	any political campaign?			. \ 0		<u>1a</u>		X
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purpos				ļ	1b		
	If the answer is "Yes" to 1s or 1b, attach a detailed description of the activities and	a copies of any m	atenais publish	ea or				
_	distributed by the foundation in connection with the activities.					•		Х
	Did the foundation file Form 1120-POL for this year?				-	10		
u	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the  (1) On the foundation   \$\bigsim \text{\$\frac{0}{\cdot \$\cdot \text{\$\cdot		0.					
	Enter the reimbursement (if any) paid by the foundation during the year for political expendit			<u>-</u>	İ			
6	managers > \$ 0.	ture tax imposed or	i iodiidation					
2	Has the foundation engaged in any activities that have not previously been reported to the IP	102				2		Х
4	If "Yes," attach a detailed description of the activities.	10'			<b>├</b> -		•	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing in	nstrument articles	of incorporation	٥r				
٠	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change		or incorporation,	01		3		х
42	Did the foundation have unrelated business gross income of \$1,000 or more during the year				<u> </u>	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	· ·	•	N	/A	4b		<del> </del>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	•	•		·	5		X
•	If "Yes," attach the statement required by General Instruction T.	•			ľ			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied ell	ther <sup>.</sup>						
•	By language in the governing instrument, or							
	By state legislation that effectively amends the governing instrument so that no mandatory	v directions that coi	nflict with the stat	e law				
	remain in the governing instrument?	,				6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," con	nplete Part II, col.	(c), and Part X	<b>/</b>		7	Х	
		,			7			
8a	Enter the states to which the foundation reports or with which it is registered (see instruction	ns) 🕨						
	TX	· -						
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Al	ttorney General (or	designate)					
	of each state as required by General Instruction G? If "No," attach explanation	•				8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of sec	ction 4942(j)(3) or	4942(j)(5) for cal	endar	Γ			
	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," c	omplete Part XIV				g		X
10	Did any persons become substantial contributors during the tax year? If 'Ves' attach a schedul	le lieting their names a	nd addresses			10		x

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Pa	rt 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		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		ľ	
	If "Yes," attach statement (see instructions)	12		<u>X</u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► ALFRED B. GUINN Telephone no ► (940)		2104	4
	Located at ► 1111 SEVENTH STREET, WICHITA FALLS, TX ZIP+4 ►7	5301		
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	N/		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,	,  \	Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign			
	country	1		
P	art 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
18	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)?			
	(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 )			
t	o If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations		1	
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
0	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		<u>X</u>
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))			
ä	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		1	
	before 2013? Yes X No			
	If "Yes," list the years ▶,,			
t	Are there any years listed in 2a for which the foundation is <b>not</b> 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	]	
(	: If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here			
	<b>-</b>		- 1	
3	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year? Yes X No			
ı	of "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		
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
ı	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

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Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be	Required (continu	ued)		
5a During the year did the foundation pay or incur any amount to:	<del></del>				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	. Te	s X No		
(2) Influence the outcome of any specific public election (see section 4955), o	r to carry on, directly or indire	ectly,			
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes:	?	Ye	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization					
509(a)(1), (2), or (3), or section 4940(d)(2)?			s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	for			
the prevention of cruelty to children or animals?			s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described				
section 53 4945 or in a current notice regarding disaster assistance (see instru		· ·	N/A	5b	Ì
Organizations relying on a current notice regarding disaster assistance check h					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ined	_		
expenditure responsibility for the grant?		I/A 🔲 Ye	s No		
If "Yes," attach the statement required by Regulations section 53.4945	 5-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to					
a personal benefit contract?	pa, p		es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?	,		6b	lх
If "Yes" to 6b, file Form 8870.	organiar bonone contract		<del> </del>		
7a At any time during the tax year, was the foundation a party to a prohibited tax s	halter transaction?		s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu			/-	7b	<del></del>
Part VIII Information About Officers, Directors, Trusto		nagere Highly		, N	
Paid Employees, and Contractors	ees, i ouridation me	illagers, riigili	•		
1 List all officers, directors, trustees, foundation managers and their	compensation.	-			•
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) E	xpense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred		nt, other vances
ALFRED B. GUINN	PRESIDENT/TRE		55.125.025.		
1111 SEVENTH STREET					
WICHITA FALLS, TX 76301	0.00	0.	٥.		0.
	VICE-PRESIDEN		RY		
2411 FARINGTON ROAD		,		1	
WICHITA FALLS, TX 76308	0.00	0.	٥.		0.
	VICE-PRESIDEN				
3218 SOUTHWESTERN					
DALLAS, TX 75225	0.00	0.	o.		0.
				<b></b>	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."			
(a) Name and address of each amplement and many than \$50,000	(b) Title, and average	4.30	(d) Contributions to employee benefit plans	(e) E	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plans and deferred compensation	accou	nt, other vances
NONE			,		
				1.	
Total number of other employees paid over \$50,000	<del> </del>		. ▶		0

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Part	Information About Officers, Directors, Trustees, Foundate Paid Employees, and Contractors (continued)			
3 Five	highest-paid independent contractors for professional services. If none, ente			
	(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) (	Compensation
	NONE			
				<del></del>
Tetal n	umber of others receiving over \$50,000 for professional services		<b>D</b>	0
Part	IX-A Summary of Direct Charitable Activities	· · · · · · · · · · · · · · · · · · ·		
	foundation's four largest direct charitable activities during the tax year. Include relevant statist of organizations and other beneficiaries served, conferences convened, research papers provided $N/A$		Exper	nses
2				
3				
4				
Part	X-B Summary of Program-Related Investments be the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amo	unt
1	N/A			
2				
All othe	er program-related investments. See instructions			
				0

Page 8

Р	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	1a	.5,339,490.
b		1b	·5,339,490. ·1,007,521.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	6,347,011.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,347,011.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,251,806.
6	Minimum investment return. Enter 5% of line 5	6	312,590.
P	art XI Distributable Amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and	ıd certai	n
_	foreign organizations check here  and do not complete this part )		212 500
1	Minimum investment return from Part X, line 6	1	312,590.
2a			
þ	Income tax for 2013 (This does not include the tax from Part VI)		2 071
C	Add lines 2a and 2b	2c	2,971. 309,619.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	309,619.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	309,619.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	309,619.
	Qualifying Distributions (see Instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26.	1a	265,350.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а	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	265,350.
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	265,350.
	Note. The amount on line 6 will be used in Part V. column (h) in subsequent years when calculating whether the foundation	nualifies	for the section

Form **990-PF** (2013)

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				309,619.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			264,429.	
b Total for prior years				
		0.		***************************************
3 Excess distributions carryover, if any, to 2013				
a From 2008				
<b>b</b> From 2009				
c From 2010				
d From 2011				
e From 2012	0			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ►\$ 265, 350.				
			264,429.	
a Applied to 2012, but not more than line 2a	***********************************		204,429.	
b Applied to undistributed income of prior		0.		
years (Election required - see instructions)		V •	111111111111111111111111111111111111111	
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	<b>U</b> •			921.
d Applied to 2013 distributable amount  e Remaining amount distributed out of corpus	0.			721.
5 Excess distributions carryover applied to 2013	0.	<del>                                      </del>		0.
(If an amount appears in column (d), the same amount must be shown in column (a) )	Ŭ•			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable				***************************************
amount - see instructions		0.		
e Undistributed income for 2012 Subtract line				
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract				
lines 4d and 5 from line 1 This amount must				
be distributed in 2014		**************************************		308,698.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008				
not applied on line 5 or line 7	0.	<del></del>		
9 Excess distributions carryover to 2014.	_			
Subtract lines 7 and 8 from line 6a	0.			
Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 d Excess from 2012				
e Excess from 2013				

1 at the foundation has received a ruling or determination letter that it is a private operating foundation, and the luring is effective for 2013, other the date of the ruling.  Directive to the adjusted net more from Part X for each year telest of the subject of the adjusted net morem from Part I or the minimum investment relium from Part X for each year relief by 85% of line 2e.  Qualifying distributions from Part XII, line 4 for each year letted and each relief of the conduction in each grant relief and the provided relief of the provided rel			INC.	II-A succeives O		/35688 Page
foundation, and the ruling is effective for 2013, enter the date of the nuling    Deficie box foundation whether the foundation is a prince operating foundation described in section   A 4942())(3) or   A 9422())(5)				irA, question 9)	N/A	
B Check box to indicate whether the clundation is 3 private operating foundation described in section   4942(i)(3) or   4942(i)(5)   2 a fletter this sex of the adjusted on   12 years   1 amount from Part x for each year lated on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   12 years   2 a fletter this sex of the adjusted on   3 a fletter this sex of the adjusted on   3 a fletter this sex of the adjusted on   4 a fletter this sex of the adjusted on   4 a fletter this sex of the adjusted on   5 a fletter this sex of th	•					
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mestativant return from Part X for each year insted  8 5% of time 2  Coulstyling distributions from Part XII, link of for each year insted  A mounts included in time 2c not used directly for active conduct of exempt activities  Outsilving distributions made directly for active conduct of exempt activities  Subtract line 2d from time 2c  Complete 3a, b, or c for the alternative state relief (1) Value of assets qualifying our active conduct of exempt activities  Subtract line 2d from time 2c  (2) Value of assets qualifying our active storic wild assets  (2) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (4) Value of assets qualifying our active storic wild assets  (5) Value of assets qualifying our active storic wild assets  (6) Value of assets qualifying our active storic wild assets  (7) Value of assets qualifying our active storic wild assets  (8) Value of assets qualifying our active storic wild assets  (8) Value of assets qualifying our active storic wild assets  (9) Value of assets qualifying our active storic wild assets  (1) Value of assets qualifying our active storic wild assets  (1) Value of assets qualifying our active storic wild assets  (1) Value of assets qualifying our active storic wild assets  (2) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (3) Value of assets qualifying our active storic wild assets  (4) Value of assets qualifying our active storic wild assets  (5) Value of assets qualifying our active storic wild assets  (6) Value of assets qualifying our active storic wild assets  (7) A  Any settlement storic of wild assets  (8) Value of assets qualifying our active storic wild assets  (8) Value of assets qualifying our active storic wild assets  (8) Value of asse	<b>,</b>		(h) 2012	<del></del>	(4) 2010	- (a) Total
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8 85% of time 2a Cousthyring distributions from Part XII, line 4 for each year listed d Amounts included in line 2e not used directly for active conduct of exempt activities Country for active conduct of exempt activities Country for active conduct of exempt activities Subtract line 2 from line 2 co.  3 Complete 3a, b, or c for the alternative test evide upon a Assets' alternative alternative test evide upon a Assets' alternative alternative test evidence and a Asset alternative alternative test evidence and a Asset alternative alternative test evidence and a Asset alternative						
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a 'Assets' alternative test' - enter (1) Value of assets qualifying under section 4942()(3)(8)(1) b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part', 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' form general public and 5 or more exempt organization as provided in section 4942()(3)(8)(m) (3) Largest amount of support from an exempt organization as growing and so the section 4942()(3)(8)(m) (4) Gross investment income    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.)    Information Regarding Foundation Managers:   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 (out only if they have contributed more than \$5,000) (See section 507(d)(2) )    NONE	· · · ·					
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c 'Support' alternative test - enter.  (1) Total support other than gross investment income (interest, dividends, reints, payments on securities loans (section 512(a)(5)), or royalties)  (2) Support from general public and 5 or more exemption organizations as provided in section 4942(j)(5)(b)(iii)  (3) Largest amount of support from an exemption and exemption organization as provided in section 4942(j)(5)(b)(iii)  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  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  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	2/3 of minimum investment return shown in Part X, line 6 for each year					
(1) Total support other than gross investment income (interest, dividends, reits, 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(p)(3(B)im)  (3) Largest amount of support from an exempt organization  (4) Gross investment income  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.)  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  Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here I I 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 terms 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  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors						
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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	Check here ► X if the foundation o the foundation makes gifts, grants, etc. (	nly makes contributions to see instructions) to indiv	to preselected charitable viduals or organizations	organizations and does under other conditions,	s not accept unsolicited re- complete items 2a, b, c, a	quests for funds   If nd d
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	<b>a</b> The name, address, and telephone numl $N/A$	per or e-mail address of t	the person to whom app	lications should be addi	ressed:	
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N/A  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	N/A	e anniiillea ana intormat	uon and materials they s			
	c Any submission deadlines N/A					
		, such as by geographica	al areas, charitable fields	, kınds of ınstitutions, o	r other factors	

Cappionionally information			<del></del>	
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	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
STATEMENT 990PF - 1	NONE	VARIOUS	VARIOUS	
				264,900
		<del>                                     </del>		
Total		<u> </u>	<u> </u>	251.222
total  b Approved for future payment		1	<u>▶ 3a</u>	264,900
b reproved for fature payment				
NONE				
7.1.1		1		
<u>Total</u>			<b>&gt;</b> 3b	0

Part XVI-A An	alysis of	Income-Producing	Activities
---------------	-----------	------------------	------------

Enter gross amounts unless otherwise indicated	Unrelated b	usiness income		y section 512, 513, or 514	(8)		
•	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income		
1 Program service revenue	code		code				
a	- <del>                                    </del>		-				
b	_		<del></del>				
C		<u> </u>	-				
de	t I						
1		-					
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash							
investments			14	26.			
4 Dividends and interest from securities			14	149,083.	······		
5 Net rental income or (loss) from real estate							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income	900099	<4,788	3.>14	<4.>			
8 Gain or (loss) from sales of assets other than inventory			18	<152.>			
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory		· · · · · · · · · · · · · · · · · · ·					
11 Other revenue:							
a	_						
b	_	<u> </u>					
C	_						
d	_						
6	_	< 4 700		140 052	0		
12 Subtotal Add columns (5), (d), and (e)	<u> </u>	<4,788	ا حرو د	148,953.	144,165		
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations	,			13	144,103		

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)						
	N/A						
-							
-							

Form 990-F	PF (2013) GUINI	N FOUNDATION,	INC.	75-1	<u>735688</u>	Pag	je 13
Part X\	Information R Exempt Organ		To and Transactions a	and Relationships With None	charitable	)	
1 Did th	e organization directly or ind	directly engage in any of the f	ollowing with any other organization	on described in section 501(c) of		Yes	No
	•		tion 527, relating to political organ				
a Trans	fers from the reporting found	dation to a noncharitable exe	mpt organization of				
(1) C	ash				1a(1)		X
(2) 0	ther assets				1a(2)		X
b Other	transactions						
(1) S	ales of assets to a noncharit	table exempt organization			1b(1)		Х
(2) P	urchases of assets from a ne	oncharitable exempt organiza	ation		1b(2)		X
(3) R	ental of facilities, equipment	t, or other assets			1b(3)		Х
(4) R	leimbursement arrangement	s			1b(4)		Х
(5) L	oans or loan guarantees				1b(5)		X
(6) P	erformance of services or m	nembership or fundraising so	licitations		1b(6)		X
<b>c</b> Sharii	ng of facilities, equipment, m	nailing lists, other assets, or p	paid employees		10		X
or ser	vices given by the reporting	•	received less than fair market val	ways show the fair market value of the go- ue in any transaction or sharing arrangem		ets,	
(a) Line no	(b) Amount involved	(c) Name of nonch	aritable exempt organization	(d) Description of transfers, transactions	s, and sharing an	angemen	ts
		N/A					
					151511 5		

						-				
						<u> </u>				
		dation directly or indirectly	•	•		exempt organı	zations describe	ed		X No
		501(c) of the Code (other		(3)) or in sect	1011 527 ?				L Yes	LAL INU
b If "	res, co	mplete the following sche							<del></del>	
		(a) Name of orga	nization		(b) Type of	f organization		(c) Description of r	relationship	
N/A										_
							İ			
								<u> </u>		
									<del> </del>	
Sign Here	and be	penalties of perjury, I declare the filef, it is true, correct, and come when the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of the file of	plete Declaration of pro		n taxpayer) is b		nation of which pre		May the IRS diretum with the shown below (  X Yes	preparer
		Print/Type preparer's nar	me	Preparer's s	ignatùre		Date	Check If	PTIN	
Paid			BAUER	Freyl	Bar	ur _	4/23/14	self- employed	P006308	
Preparent		Firm's name ► HUP	P, BAUER,	HANSO	N & LI	EWIS P.	C. //	Firm's EIN ► 7	75-184716	οŢ

Firm's address > 2520 E. ELLIOTT STREET WICHITA FALLS, TX 76308

(940)322-3103

### 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

**Employer identification number** Name of the organization 75-1735688 GUINN FOUNDATION, 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 X 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** X 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),

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)

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).

Name of organization

Employer identification number

# GUINN FOUNDATION, INC.

75-1735688

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	I space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALFRED B. GUINN  1111 SEVENTH STREET  WICHITA FALLS, TX 76301	\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)

2013 Income from Passthroughs					
WILLIAMS PARTNERS LP I.D. NUMBER: 20-2485124 TYPE: PUBLICLY TRADED PARTNERSHIP					
ACTIVITY INFORMATION:					
WILLIAMS PARTNERS LP					
OTHER PASSIVE ACTIVITY					
ORDINARY INCOME (LOSS)	-4,703.				
PASSIVE INCOME (LOSS) PASSIVE ACTIVITY LOSS CARRYOVER DISALLOWED LOSS FROM PTP WORKSHEET		-4,703. -5,836. 10,539.			
ALLOWABLE PASSIVE LOSS FROM PTP WORKSHEET	_	0.			
	=				
TAX PREFERENCE ITEMS:					

5,836.

AMT PAL CARRYOVER - SCHEDULE E

Schedule E	Publicly Tradeo	l Partnerships	<u> </u>	
Name of Activity. WILLIAMS PARTN	ERS LP - ACTIVI	TY NO. 1		75–1735688
Activity net income	-4,788.			
Activity net loss Prior year unallowed losses	-5,903.			
Net income (loss)	-10,691.			
	107031:			
Total loss allowed from the PTP for 2013				
Disallowed losses from this PTP	10,691.			
Form or Schedule Gaın/Loss	Prior Year Carryover	Net Gain/Loss	Unallowed Loss	Allowed Loss
SCH E -4,703.	5,836.	-10,539.	10,539.	
FORM 4797 -85.		-152.	152.	
-4,788.	5,903.	-10,691.	10,691.	
	Alternative M	linimum Tax		
Activity net income				
Activity net loss	-4,788.			
Prior year unallowed losses				
Net income (loss)				
otal loss allowed from the PTP for 2013				
Disallowed losses from this PTP	10,691.			
Alternative minimum tax adjustment				
Form or Schodule	Prior Year	Not Goin/Loop	Lingilowed Loss	Allowed Loss
Form or Schedule Gain/Loss SCH E -4,703.	Carryover 5 , 836 .	Net Gain/Loss -10,539.	Unallowed Loss 10,539.	Allowed Loss
FORM 4797 -85.		-152.	152.	
4.700	E 002	10 601	10 601	
	5,903.	<u>-10,691.</u>	10,691.	

FORM 990-PF INTERE	ST ON SAVING	S AND TEMPOR	ARY CASH IN	VESTMENTS S	TATEMENT 1
SOURCE		(A) REVENUE PER BOOK	NET IN	(B) VESTMENT COME	(C) ADJUSTED NET INCOME
MORGAN STANLEY MONETRUST	Y MARKET		 26.	26.	
TOTAL TO PART I, LI	NE 3		26.	26.	
FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES S	TATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
BANK OF AMERICA BLACKROCK U.S. GOVERNMENT BOND	160.	0.	160.	160.	
FUND BP PLC ADR	6,423. 4,380.	0.	6,423. 4,380.	•	
CONAGRA FOODS CONOCOPHILLIPS ENTERGY	1,000. 10,800. 1,852.	0. 0. 0.	1,000. 10,800. 1,852.	10,800. 1,852.	
EXXON MOBIL FEDERAL HOME LOAN MORTGAGE	55,990. 162.	0.	55,990. 162.	55,990. 162.	
FEDERATED GOVERNMENT INCOME FUND	8,144.	0.	8,144.	8,144.	
GENERAL ELECTRIC HOLLYFRONTIER HONEYWELL	6,080. 2,400.	0.	6,080. 2,400.	6,080. 2,400.	
INTERNATIONAL JOHNSON & JOHNSON KRAFT FOODS	3,360. 2,590. 1,349.	0. 0. 0.	3,360. 2,590. 1,349.	2,590.	
MERRILL LYNCH MONDELEZ	3,560.	0.	3,560.	3,560.	
INTERNATIONAL NOBLE DRILLING NOBLE ENERGY	1,060. 1,114. 4,360.	0. 0. 0.	1,060. 1,114. 4,360.	1,114. 4,360.	
PHILLIPS 66 ROYAL DUTCH PETROLEUM	1,328. 14,240.	0.	1,328. 14,240.	14,240.	
SEMPRA ENERGY SYSCO VERIZON	3,743. 1,120.	0. 0.	3,743. 1,120.		
COMMUNICATIONS	6,225.	0.	6,225.	6,225.	

GUINN FOUNDATION, INC.	_				75-1735688
VODAFONE GROUP PLC	6,323.	0.	6,323.	6,323.	
WESTWOOD HOLDINGS GROUP	1,320.	0.	1,320.	1,320.	
TO PART I, LINE 4	9,083.	0.	149,083.	149,083.	
FORM 990-PF	ОТ	HER INCOM	Έ	S:	ratement 3
DESCRIPTION		REV		(B) HET INVEST- HENT INCOME	(C) ADJUSTED NET INCOME
WILLIAMS PARTNERS LP WILLIAMS PARTNERS LP			<4.> <4,788.>	<4.> 0.	
TOTAL TO FORM 990-PF, PA	ART I, LINE	11	<4,792.>	<4.>	
FORM 990-PF	ACC	OUNTING F	EES	S	FATEMENT 4
DESCRIPTION	(A EXPEN PFR B	SES NET		(C) ADJUSTED NET INCOME	(D) CHARITABLE
	I LIN D	OOKS MEN	T INCOME	NEI INCOME	PURPOSES
ACCOUNTING		900.	450.		450.
ACCOUNTING TO FORM 990-PF, PG 1, LN					
		900.	450.		450.
TO FORM 990-PF, PG 1, LN	1 16B (A EXPEN	900.  900.  TAXES  SES NET	450.		450.

3,232.

0.

TO FORM 990-PF, PG 1, LN 18

0.

TOTAL TO FORM 990-PF, PART II, LINE 10B

FORM 990-PF	OTHER E	XPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
INVESTMENT FEES	125.	1	125.			0.
TO FORM 990-PF, PG 1, LN 23	125.	1	125.			0.
FORM 990-PF	CORPORAT	E STOCK		<del></del>	STATEMENT	7
DESCRIPTION			вос	K VALUE	FAIR MARKE VALUE	T,
BANK OF AMERICA BP PLC ADR CONAGRA FOOD CONOCOPHILLIPS ENTERGY EXXON MOBIL GENERAL ELECTRIC HONEYWELL INTERNATIONAL JOHNSON & JOHNSON KRAFT FOODS GROUP MERRILL LYNCH MONDELEX INTERNATIONAL NOBLE DRILLING NOBLE ENERGY PHILLIPS 66 ROYAL DUTCH PETROLEUM SEMPRA ENERGY SWS GROUP SYSCO VERIZON COMMUNICATIONS VODAFONE GROUP PLC WESTWOOD HOLDINGS GROUP CHEVRON HOLLYFRONTIER TOTAL SA SPONSOR ADR				81,016. 96,047. 22,393. 199,454. 10,653. 499,580. 200,057. 101,627. 62,878. 20,782. -50,000. 38,482. 23,456. 42,626. 27,633. 391,006. 59,809. 80,100. 28,853. 104,571. 111,566. 17,690. 242,010. 49,973. 119,905.	62,2 97,2 33,7 282,6 35,3 2,303,3 224,2 182,7 91,5 35,9 ·50,2 70,6 54,9 544,8 77,1 450,6 134,9 40,1 36,1 147,4 157,2 68,1 249,8 49,6	20. 00. 05. 12. 40. 90. 40. 31. 80. 09. 20. 20. 20.

2,682,167. 5,603,280.

FORM 990-PF	CORPOR	RATE BONDS		STATEMENT 8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN MORTGAGE		•	-2,359.	.2,065.
TOTAL TO FORM 990-PF, PART II,	LINE 10	oc .	2,359.	2,065.
FORM 990-PF	OTHER :	INVESTMENTS	- part of the last	STATEMENT 9
<u> </u>				
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DESCRIPTION ———— WILLIAMS PARTNERS LP			BOOK VALUE 28,275.	FAIR MARKET

TAXPAYER: GUINN FOUNDATION, INC.

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2013

ORGANIZATION	PURPOSE	AMOUNT
BIBLES FOR THE WORLD P O. BOX 62170 COLORADO SPRINGS, CO 80962	SPECIAL PROGRAMS	7,000.00
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	GENERAL OPERATIONS	1,000.00
BOYS & GIRLS CLUB 800 COUNTY ROAD BURKBURNETT, TX 76354	GENERAL OPERATIONS	5,000.00
CAMP FIRE USA NORTH TEXAS COUNCIL 2414 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	25,000 00
CHRISTIAN RECORD SERVICES P. O. BOX 6097 LINCOLN, NE 68506	SPECIAL PROGRAMS	2,000.00
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	GENERAL OPERATIONS SPECIAL PROGRAMS	2,500.00
EQUIP INDIA P. O. BOX 7027 JUPITER, FL 33468	GENERAL OPERATIONS SPECIAL PROGRAMS	9,000 00
FAITH REFUGE FOR WOMEN P. O. BOX 965 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	7,000 00
FIRST STEP P. O. BOX 4085 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	1,000.00
HABITAT FOR HUMANITY 1206 LAMAR STREET WICHITA FALLS, TX 76308	GENERAL OPERATIONS SPECIAL PROGRAMS	3,000 00
INHERITANCE ADOPTIONS 1007 1TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	5,000.00

TAXPAYER: GUINN FOUNDATION, INC.

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2013

ORGANIZATION	PURPOSE	AMOUNT
INTERFAITH MINISTRIES 1006 11TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS SPECIAL PROGRAMS	8,000.00
INTERNATIONAL EVANGELISM ASSOCIATION P. O. BOX 1174 SALADO, TX 76571	SPECIAL PROGRAMS	40,000.00
JAARS P O. BOX 248 WAXHAW, NC 28173	GENERAL OPERATIONS SPECIAL PROGRAMS	4,000.00
KMOC-FM P. O BOX 41 WICHITA FALLS, TX 76307	SPECIAL PROGRAMS	2,000.00
LIGHTHOUSE FOR CHRIST MISSION P. O. BOX 8318 TYLER, TX 75711	GENERAL OPERATIONS	1,000.00
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021	SPECIAL PROGRAMS	2,000.00
NAVIGATORS P. O BOX 6000 COLORADO SPRINGS, CO 80934	GENERAL OPERATIONS SPECIAL PROGRAMS	8,000.00
PROJECT BACK TO SCHOOL P. O. BOX 9700 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	10,000.00
RATHGEBER HOSPITALITY HOUSE 1615 12TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
RIVER BEND NATURE CENTER 2200 3RD STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	5,000.00
SENIOR CITIZENS SERVICES OF NORTH TEXAS 1008 BURNETT STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	22,000.00

STATEMENT 990PF - 1

` TAXPAYER: GUINN FOUNDATION, INC.

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2013

ORGANIZATION	PURPOSE	AMOUNT
THE SALVATION ARMY P. O. BOX 2189 WICHITA FALLS, TX 76307	GENERAL OPERATIONS SPECIAL PROGRAMS	11,000.00
TEXAS SCOTTISH RITE CHILDREN HOSPITAL 2222 WELBORN STREET DALLAS, TX 75219	GENERAL OPERATIONS	1,000.00
WICHITA FALLS AREA FOOD BANK P. O. BOX 623 WICHITA FALLS, TX 76307	SPECIAL PROGRAMS	15,000.00
WICHITA FALLS AREA COMMUNITY FOUNDATION 807 8TH STREET, SUITE 750 WICHITA FALLS, TX 76301	GENERAL OPERATIONS	40,000.00
WICHITA FALLS FAITH MISSION P. O. BOX 965 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	1,000 00
WYCLIFFE ASSOCIATES P. O. BOX 620143 ORLANDO, FL 32862	GENERAL OPERATIONS	4,000.00
WYCLIFFE BIBLE TRANSLATORS P. O BOX 628200 ORLANDO, FL 32862	GENERAL OPERATIONS SPECIAL PROGRAMS	22,000.00
YMCA 1010 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	400.00
TOTAL		264,900.00