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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation HELEN JONES FOUNDATION INC		A Employer identification number 75-1977748	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 53665		B Telephone number (see instructions) (806) 741-2004	
City or town, state or province, country, and ZIP or foreign postal code LUBBOCK, TX 79453		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ☒ \$ 175,275,589		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52,908	52,908		
	4 Dividends and interest from securities.	2,743,714	2,743,714		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,149,908			
	b Gross sales price for all assets on line 6a 10,790,949				
	7 Capital gain net income (from Part IV, line 2)		6,149,908		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 5,987,910	5,987,910		
	12 Total. Add lines 1 through 11	14,934,440	14,934,440		
	13 Compensation of officers, directors, trustees, etc	109,400	10,940		98,460
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	8,369	837		7,532
	16a Legal fees (attach schedule)	 23,240	23,240		
	b Accounting fees (attach schedule)	 13,400	3,266		10,134
	c Other professional fees (attach schedule)	 104,124	104,124		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 891,654	756,654		
	19 Depreciation (attach schedule) and depletion	 858,532	858,532		
	20 Occupancy				
	21 Travel, conferences, and meetings	13,432	1,343		12,089
	22 Printing and publications				
	23 Other expenses (attach schedule)	 213,372	181,154		32,218
	24 Total operating and administrative expenses. Add lines 13 through 23	2,235,523	1,940,090		160,433
	25 Contributions, gifts, grants paid	7,597,500			7,597,500
	26 Total expenses and disbursements. Add lines 24 and 25	9,833,023	1,940,090		7,757,933
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,101,417			
	b Net investment income (if negative, enter -0-)		12,994,350		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,012,635	1,517,469	1,517,469
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	114,000,087	121,471,894	155,103,131
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ 32,079 Less accumulated depreciation (attach schedule) ▶ _____ 28,831	703	3,248	3,005
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 650,875 Less accumulated depreciation (attach schedule) ▶ _____ 77,627	580,970	573,248	803,160
15	Other assets (describe ▶ _____)	316,685	305,146	17,848,824	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	117,911,080	123,871,005	175,275,589	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	117,911,080	123,871,005	
	30	Total net assets or fund balances (see page 17 of the instructions)	117,911,080	123,871,005	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	117,911,080	123,871,005		

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	117,911,080
2	Enter amount from Part I, line 27a	2	5,101,417
3	Other increases not included in line 2 (itemize) ▶ _____	3	858,508
4	Add lines 1, 2, and 3	4	123,871,005
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	123,871,005

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,149,908
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	322,215

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	6,882,034	142,940,869	0 048146
2011	6,624,419	137,563,018	0 048156
2010	3,768,379	125,370,789	0 030058
2009	5,681,528	102,763,047	0 055288
2008	6,489,065	124,671,833	0 052049

2	Total of line 1, column (d).	2	0 233697
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 046739
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	160,015,378
5	Multiply line 4 by line 3.	5	7,478,959
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	129,944
7	Add lines 5 and 6.	7	7,608,903
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	7,757,933

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	129,944
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	
3 Add lines 1 and 2.	3	129,944
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	129,944
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	89,002
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	80,000
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	169,002
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	27
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	39,031
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 39,031 Refunded	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JAMES C ARNOLD Telephone no (806) 791-2004 Located at 4412 74TH STREET LUBBOCK TX ZIP +4 79424			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

Part VIII

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

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE - FOUNDATION'S SOLE ACTIVITY IS MAKING GRANTS TO EXEMPT ORGANIZATIONS	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	142,466,347
b	Average of monthly cash balances.	1b	1,335,029
c	Fair market value of all other assets (see instructions).	1c	18,650,784
d	Total (add lines 1a, b, and c).	1d	162,452,160
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	162,452,160
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,436,782
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	160,015,378
6	Minimum investment return. Enter 5% of line 5.	6	8,000,769

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	8,000,769
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	129,944
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	129,944
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,870,825
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,870,825
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,870,825

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	7,757,933
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,757,933
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	129,944
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,627,989
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				7,870,825
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,954,021	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 7,757,933				
a Applied to 2012, but not more than line 2a			1,954,021	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				5,803,912
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,066,913
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

JAMES ARNOLD
P O BOX 53665
LUBBOCK, TX 79453
(806) 741-2004

b

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

LETTER STATING AMOUNT REQUESTED AND PURPOSE

c

Any submission deadlines

NONE

d

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

CONTRIBUTIONS ARE MADE EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY OR EDUCATIONAL PURPOSES EITHER DIRECTLY OR BY CONTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER IRC SECTION 501(C)(3) FUNDS ARE NORMALLY RESTRICTED TO THE LUBBOCK AREA

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-11-07

Date

Title

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

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

JIMMY D PENDERGRASS

Preparer's Signature

Date

2014-11-10

Check if self-employed

PTIN

P00087378

Firm's name

ACCOUNTING & CONSULTING GROUP LLP

Firm's EIN

85-0454285

Firm's address

2403 82ND ST LUBBOCK, TX 794232300

Phone no

(806) 745-6789

Form 990-PF (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
RUSSELL 2000 INDEX FUND B	P	2011-12-31	2013-02-25
MID-CAP EQUITY INDEX FUND	P	2011-12-31	2013-12-05
RUSSELL 2000 INDEX FUND B	P	2011-12-31	2013-04-05
PIMCO TOTAL RETURN INST	P	2011-12-31	2013-01-09
RUSSELL 2000 INDEX FUND B	P	2011-12-31	2013-06-27
WELLS FARGO CLASS ACTION STLMT	P	2011-12-31	2013-12-31
RUSSELL 2000 INDEX FUND B	P	2011-12-31	2013-09-10
THRU K-1 - RUSSELL 2000 INDEX FD	P	2013-03-31	2013-12-31
RUSSELL 2000 INDEX FUND B	P	2011-12-31	2013-12-05
THRU K-1 - RUSSELL 2000 INDEX FD	P	2011-12-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-01-16
THRU K-1 - MID-CAP EQUITY FD	P	2013-03-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-02-25
THRU K-1 - MID-CAP EQUITY FD	P	2011-12-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-04-05
THRU K-1 - EQUITY INDEX FUND	P	2013-03-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-06-27
THRU K-1 - EQUITY INDEX FUND	P	2011-12-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-09-10
THRU K-1 - VENTURE INVEST ASSN VII	P	2013-03-31	2013-12-31
EQUITY INDEX FUND B	P	2011-12-31	2013-12-05
THRU K-1 - VENTURE INVEST ASSN VII	P	2011-12-31	2013-12-31
MID-CAP EQUITY INDEX FUND	P	2011-12-31	2013-02-25
MID-CAP EQUITY INDEX FUND	P	2011-12-31	2013-04-05
MID-CAP EQUITY INDEX FUND	P	2011-12-31	2013-06-27
MID-CAP EQUITY INDEX FUND	P	2011-12-31	2013-09-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,396		3,424	-1,028
44,588			44,588
2,459		3,437	-978
2,000,000		1,971,424	28,576
2,894		4,152	-1,258
246			246
3,056		4,065	-1,009
184,947			184,947
3,301		3,935	-634
1,124,488			1,124,488
3,747,500		2,621,950	1,125,550
68,239			68,239
4,440		3,016	1,424
1,269,806			1,269,806
4,496		2,933	1,563
68,943			68,943
4,382		2,840	1,542
1,393,373			1,393,373
4,647		2,849	1,798
86			86
4,832		2,709	2,123
		14,307	-14,307
37,300			37,300
37,579			37,579
46,990			46,990
46,324			46,324

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,028
			44,588
			-978
			28,576
			-1,258
			246
			-1,009
			184,947
			-634
			1,124,488
			1,125,550
			68,239
			1,424
			1,269,806
			1,563
			68,943
			1,542
			1,393,373
			1,798
			86
			2,123
			-14,307
			37,300
			37,579
			46,990
			46,324

Form 990PF Part VIII Line 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
JAMES C ARNOLD  P O BOX 53665 LUBBOCK, TX 79453	PRES/DIRECTO 40 00	109,400	0	0
RANDY L WRIGHT  P O BOX 53665 LUBBOCK, TX 79453	TREAS/DIRECT 0 00	0	0	0
MARIANNA MARKHAM  P O BOX 53665 LUBBOCK, TX 79453	VP/DIRECTOR 0 00	0	0	0
STEPHEN MICHAEL BRIGGS  P O BOX 53665 LUBBOCK, TX 79453	DIRECTOR 0 00	0	0	0
BARBARA BUSH  P O BOX 53665 LUBBOCK, TX 79453	DIRECTOR 0 00	0	0	0

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a OTHER INCOME			16	34,347	
b MALLET RANCH-CROP INSURANCE			16	13,149	
c DEVITT JONES FARM-GRASS LEA			16	9,911	
d MALLET RANCH-SURFACE RENTAL			16	120,110	
e MALLET RANCH-PATRONAGE DIV			16	2,582	
f MALLET RANCH-GRASS LEASE			16	1,652	
g MALLET RANCH-FARM RENTS			16	27,084	
h MALLET RANCH-DAMAGES			16	742	
i MALLET RANCH-MISC INCOME			16	363	
j OIL LEASE BONUS			16	54,585	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
HELEN JONES FOUNDATION INC

Business or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

75-1977748

Part I Election To Expense Certain Property Under Section 179

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

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

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

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

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

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

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	24
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

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

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

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

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

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	24
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

Part VI Amortization

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

TY 2013 Accounting Fees Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	13,400	3,266		10,134

TY 2013 Compensation Explanation**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Person Name	Explanation
JAMES C ARNOLD	
RANDY L WRIGHT	
MARIANNA MARKHAM	
STEPHEN MICHAEL BRIGGS	
BARBARA BUSH	

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

TY 2013 Depreciation Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESK - SPEARS	2005-05-31	2,076	2,076	200DB	7 0000				
OFFICE CHAIR - SPEARS	2005-05-31	642	642	200DB	7 0000				
CREDENZA - SPEARS	2005-05-31	1,599	1,599	200DB	7 0000				
BOOKCASE - SPEARS	2005-05-31	1,656	1,656	200DB	7 0000				
DESK - HESTERS/MCGLAUN	2005-06-16	893	893	200DB	7 0000				
OFFICE CHAIR - HESTERS/MCGLAUN	2005-06-16	382	382	200DB	7 0000				
LOCK BOX - CHILDRESS HARDWARE	2005-06-21	100	100	200DB	7 0000				
KYOCERA COPIER 2050K	2005-06-22	3,270	3,270	200DB	5 0000				
ALARM SYSTEM - FIRST ALARM	2005-07-29	324	324	200DB	5 0000				
PHOTOS - OLD/NEW BOARD	2005-07-29	817	817	200DB	7 0000				
FAX MACHINE / SHREDDER	2005-08-01	260	260	200DB	5 0000				
2 CHAIRS FOR OFFICE AREA	2005-08-12	878	878	200DB	7 0000				
2 CHAIRS - RECEPTION AREA	2005-08-12	878	878	200DB	7 0000				
EXPANDABLE PHONE - OFFICE MAX	2005-08-25	150	150	200DB	5 0000				
CONFERENCE TABLE & CHAIRS	2005-09-16	9,275	9,275	200DB	7 0000				
SIGNS OUTSIDE OFFICE	2005-09-19	357	357	200DB	7 0000				
BARRISTER CABINET	2005-11-01	1,695	1,695	200DB	7 0000				
CONFERENCE TABLE/GLASS	2005-11-10	250	250	200DB	7 0000				
DELL COMPUTER	2005-12-14	2,789	2,789	200DB	5 0000				
BRONZE & STAND - DR/MRS ARNOLD	2005-10-19	679							

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BOSE STEREO	2006-01-12	540	516	200DB	7 0000	24	24		

**TY 2013 Investments Corporate
Stock Schedule****Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN FUNDS - EUROPACIFIC	11,591,081	15,264,923
BLACKROCK-RUSSELL 2000 INDEX FUND B	12,221,445	14,799,253
BLACKROCK-EQUITY INDEX FUND B LENDBL	27,948,154	43,170,159
BLACKROCK-MID-CAP EQUITY INDEX	11,372,793	14,054,546
DFA US SMALL CAP VALUE PORTFOLIO	5,675,612	7,620,604
DFA INTL SMALL CAP VALUE PORTFOLIO	4,085,377	4,960,690
DFA EMERGING MARKET VALUE PORTFOLIO	8,433,335	9,569,441
FIDELITY REAL ESTATE HIGH INCOME	3,571,669	4,045,610
PIMCO DIVERSIFIED INCOME FUND	6,657,327	6,970,689
PIMCO REAL RETURN FUND	6,559,446	6,377,366
PIMCO TOTAL RETURN INST	15,024,969	14,515,160
POINTER MANAGEMENT, LLC	2,913,434	6,308,675
PRIVATE ADVISOR STABLE VALUE FUND	4,145,000	5,954,467
VENTURE INVESTMENT ASSOC VII	1,272,252	1,491,548

TY 2013 Investments - Land Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & FIXTURES	32,079	28,831	3,248	3,005

TY 2013 Land, Etc. Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
RANCH / FARM LAND	650,875	77,627	573,248	803,160

TY 2013 Legal Fees Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	23,240	23,240		

TY 2013 Other Assets Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT IN MALLET RANCH	277,205	262,189	174,879
INVESTMENT IN DEVITT-JONES RANCH	38,280	41,757	22,300
OIL & GAS ROYALTIES			17,650,445
DEPOSIT - OFFICE SPACE	1,200	1,200	1,200

TY 2013 Other Expenses Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	375	37		338
BONUS	1,000	1,000		
DIRECTORS FEES	3,000	300		2,700
DUES & SUBSCRIPTIONS	725	72		653
INSURANCE	10,783	1,078		9,705
OFFICE SUPPLIES/EXPENSES	1,081	108		973
RENTS	16,575	1,658		14,917
REPAIRS & MAINTENANCE	210	21		189
SECURITY	480	48		432
TELEPHONE	2,568	257		2,311
OTHER PORTFOLIO EXP (THRU K-1	135,042	135,042		
OTHER ROYALTY EXPENSES	717	717		
MALLET RANCH-SURFACE LEASES	5,276	5,276		
MALLET RANCH-PAYROLL	14,704	14,704		
MALLET RANCH-CHEMICALS & FERT	911	911		
MALLET RANCH-REPAIRS & SUPPLI	2,149	2,149		
MALLET RANCH-CONSERVATION EXP	583	583		
MALLET RANCH-UTILITIES	2,598	2,598		
MALLET RANCH-AUTO EXPENSE	969	969		
MALLET RANCH-INSURANCE	2,053	2,053		
MALLET RANCH-MEALS	20	20		
MALLET RANCH-DEPRECIATION	7,721	7,721		
MALLET RANCH-OFFICE EXPENSE	157	157		
MALLET RANCH-MISCELLANEOUS	1,020	1,020		
DEVITT JONES FARM-INSURANCE	589	589		
DEVITT JONES FARM-RANCH MAINT	2,050	2,050		
DEVITT JONES FARM-MISC EXPENS	16	16		

TY 2013 Other Income Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	5,723,385	5,723,385	
OTHER INCOME	34,347	34,347	
MALLET RANCH-CROP INSURANCE	13,149	13,149	
DEVITT JONES FARM-GRASS LEASE	9,911	9,911	
MALLET RANCH-SURFACE RENTALS	120,110	120,110	
MALLET RANCH-PATRONAGE DIV	2,582	2,582	
MALLET RANCH-GRASS LEASE	1,652	1,652	
MALLET RANCH-FARM RENTS	27,084	27,084	
MALLET RANCH-DAMAGES	742	742	
MALLET RANCH-MISC INCOME	363	363	
OIL LEASE BONUS	54,585	54,585	

TY 2013 Other Increases Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Amount
STATUTORY DEPLETION IN EXCESS OF BASIS	858,508

TY 2013 Other Professional Fees Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS CONSULTATION	5,144	5,144		
PROPERTY TAX CONSULTATION	2,278	2,278		
MANAGEMENT FEES - INVESTMENTS	96,702	96,702		

TY 2013 Taxes Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	135,000			
SEVERANCE TAXES	251,671	251,671		
PROPERTY TAXES	474,391	474,391		
FOREIGN TAX WITHHELD	30,592	30,592		