Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
Gene Conley Foundation
80171000

A Employer identification number
75-2224430

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. Box 41629

B Telephone number
(940)766-8312

City or town, state or province, country, and ZIP or foreign postal code
Austin, TX 78704-9926

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: [X] 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) ▶$ 12,454,577.34

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	119,474.97	119,474.97		Statement 1
	5a Gross rents	69,482.32	69,482.32		Statement 2
	b Net rental income or (loss) 64,915.56				Statement 3
	6a Net gain or (loss) from sale of assets not on line 10	126,352.98			
	b Gross sales price for all assets on line 6a 495,892.00				
	7 Capital gain net income (from Part IV, line 2)		126,352.98		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	729,175.59	729,175.59		Statement 4
	12 Total Add lines 1 through 11	1,044,485.86	1,044,485.86		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	98,710.59	46,205.29		52,505.30
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 5	600.00	600.00		0.00
	b Accounting fees Stmt 6	11,300.00	6,215.00		5,085.00
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 7	91,233.96	73,752.45		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 8	44,519.08	43,955.77		563.31
	24 Total operating and administrative expenses. Add lines 13 through 23	246,363.63	170,728.51		58,153.61
	25 Contributions, gifts, grants paid	349,179.00			349,179.00
	26 Total expenses and disbursements Add lines 24 and 25	595,542.63	170,728.51		407,332.61
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	448,943.23			
	b Net investment income (if negative, enter -0-)		873,757.35		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,571.96	1,737.69	1,737.69
	2 Savings and temporary cash investments	717,515.27	1,195,547.86	1,195,547.86
	3 Accounts receivable ▶ 10,054.00			
	Less: allowance for doubtful accounts ▶	14,297.38	10,054.00	10,054.00
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 9	51,896.10	51,896.10	54,953.50
	b Investments - corporate stock Stmt 10	4,199,225.56	4,281,611.00	5,197,489.89
	c Investments - corporate bonds Stmt 11	228,467.75	127,642.11	137,831.50
	11 Investments - land, buildings, and equipment: basis ▶ 401,100.40			
	Less accumulated depreciation Stmt 12 ▶ 175.00	400,925.40	400,925.40	1,556,600.00
	12 Investments - mortgage loans			
	13 Investments - other Stmt 13	34,023.00	34,023.00	4,300,361.90
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Schedule 6)	1.00	1.00	1.00
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,649,923.42	6,103,438.16	12,454,577.34
Liabilities	17 Accounts payable and accrued expenses	2,590.08	7,161.59	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	2,590.08	7,161.59	
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	1,091,276.98	1,091,276.98	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	4,556,056.36	5,004,999.59	
	30 **Total net assets or fund balances**	5,647,333.34	6,096,276.57	
	31 **Total liabilities and net assets/fund balances**	5,649,923.42	6,103,438.16	

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	5,647,333.34
2	Enter amount from Part I, line 27a	2	448,943.23
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	6,096,276.57
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,096,276.57

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	Short Term - Sch 3	P	Various	Various
b	Long Term - Sch 3	P	Various	Various
c	From partnerships - Sch. 3	P	Various	Various
d	From partnerships - Sch. 3	P	Various	Various
e	Capital Gains Dividends			

	(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	11,633.51		8,977.54	2,655.97
b	452,011.33		360,561.48	91,449.85
c	1,987.20			1,987.20
d	1,357.80			1,357.80
e	28,902.16			28,902.16

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,655.97
b				91,449.85
c				1,987.20
d				1,357.80
e				28,902.16

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 — 126,352.98

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	370,011.52	8,022,308.78	.046123
2011	352,407.44	7,665,113.20	.045976
2010	327,130.98	7,196,626.29	.045456
2009	273,129.55	6,700,579.45	.040762
2008	251,932.08	5,800,171.21	.043435

2	**Total** of line 1, column (d)	2	.221752
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	.044350
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,232,893.62
5	Multiply line 4 by line 3	5	453,828.83
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,737.57
7	Add lines 5 and 6	7	462,566.40
8	Enter qualifying distributions from Part XII, line 4	8	407,332.61

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (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	17,475.15
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.00
3 Add lines 1 and 2			3	17,475.15
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	17,475.15
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,320.00		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,680.00		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	17,000.00
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	6.36
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	481.51
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Gene Conley Foundation

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N.A. Telephone no. ▶ (940)766-8312

Located at ▶ 2301 Kell Boulevard, Wichita Falls, TX ZIP+4 ▶ 76308-1041

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 10	0.00	92,410.59	0.00	0.00
Schedule 10	0.00	6,300.00	0.00	0.00

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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	5,229,161.51
b	Average of monthly cash balances		1b	1,014,407.87
c	Fair market value of all other assets		1c	4,145,155.11
d	**Total** (add lines 1a, b, and c)		1d	10,388,724.49
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets		2	0.00
3	Subtract line 2 from line 1d		3	10,388,724.49
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	155,830.87
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,232,893.62
6	**Minimum investment return.** Enter 5% of line 5		6	511,644.68

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	511,644.68
2a	Tax on investment income for 2013 from Part VI, line 5	2a 17,475.15		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	17,475.15
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	494,169.53
4	Recoveries of amounts treated as qualifying distributions		4	0.00
5	Add lines 3 and 4		5	494,169.53
6	Deduction from distributable amount (see instructions)		6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	494,169.53

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	407,332.61
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	407,332.61
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	407,332.61

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				494,169.53
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			349,677.98	
b Total for prior years: ____, ____, ____		0.00		
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	0.00			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 407,332.61				
a Applied to 2012, but not more than line 2a			349,677.98	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				57,654.63
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				436,514.90
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.00			
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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule 5	None	Public	Various	349,179.00
Total			▶ 3a	349,179.00
b *Approved for future payment*				
None				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	119,474.97	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	64,915.56	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	729,175.59	
8 Gain or (loss) from sales of assets other than inventory			18	126,352.98	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		1,039,919.10	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,039,919.10

(See worksheet in line 13 instructions to verify calculations.)

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

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

Gene Conley Foundation

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] VP | 10/27/14 ▶ VP

Signature of officer or trustee | 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	Preparer's signature	Date	Check ☐ if self- employed	PTIN
	Mac Cannedy	[signature]	10/16/14		P00123468
	Firm's name ▶ Freemon, Shapard & Story			Firm's EIN ▶ 75-0706311	
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381			Phone no. (940)322-4436	

323622
10-10-13

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 2	148,377.13	28,902.16	119,474.97	119,474.97	
To Part I, line 4	148,377.13	28,902.16	119,474.97	119,474.97	

Form 990-PF Rental Income Statement 2

Kind and Location of Property	Activity Number	Gross Rental Income
Farm Rental - Hardeman County, TX	1	69,482.32
Total to Form 990-PF, Part I, line 5a		69,482.32

Form 990-PF Rental Expenses Statement 3

Description	Activity Number	Amount	Total
Farm rental - Ad valorem taxes		4,192.76	
Farm rental - Insurance		264.00	
Farm rental - Other		110.00	
- SubTotal -	1		4,566.76
Total rental expenses			4,566.76
Net rental Income to Form 990-PF, Part I, line 5b			64,915.56

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Gross oil & gas royalties - Hardeman County, Tx	671,655.65	671,655.65	
Other income	6,126.94	6,126.94	
Lease bonus	39,170.00	39,170.00	
From partnerships	12,223.00	12,223.00	
Total to Form 990-PF, Part I, line 11	729,175.59	729,175.59	

Form 990-PF Legal Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees - Administrative	600.00	600.00		0.00
To Fm 990-PF, Pg 1, ln 16a	600.00	600.00		0.00

Form 990-PF Accounting Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees - Tax return preparation	6,215.00	6,215.00		0.00
Accounting fees - Charitable distribution planning	5,085.00	0.00		5,085.00
To Form 990-PF, Pg 1, ln 16b	11,300.00	6,215.00		5,085.00

Form 990-PF Taxes Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise	17,481.51	0.00		0.00
Royalties - Gross production	31,215.17	31,215.17		0.00
Royalties - Ad valorem	36,320.37	36,320.37		0.00
Foreign	2,024.15	2,024.15		0.00
Farm Rental - Ad valorem	4,192.76	4,192.76		0.00
To Form 990-PF, Pg 1, ln 18	91,233.96	73,752.45		0.00

Form 990-PF Other Expenses Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farm rental - Insurance	264.00	264.00		0.00
Farm rental - Other	110.00	110.00		0.00
Miscellaneous	136.70	136.70		0.00
From partnerships	2,022.00	2,022.00		0.00
Royalty - Other	41,423.07	41,423.07		0.00
Grant fees	563.31	0.00		563.31
To Form 990-PF, Pg 1, ln 23	44,519.08	43,955.77		563.31

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 6	X		51,896.10	54,953.50
Total U.S. Government Obligations			51,896.10	54,953.50
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			51,896.10	54,953.50

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Schedule 6	4,281,611.00	5,197,489.89
Total to Form 990-PF, Part II, line 10b	4,281,611.00	5,197,489.89

Form 990-PF Corporate Bonds Statement 11

Description	Book Value	Fair Market Value
Schedule 6	127,642.11	137,831.50
Total to Form 990-PF, Part II, line 10c	127,642.11	137,831.50

Form 990-PF Depreciation of Assets Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land & Improvements	400,925.40	0.00	400,925.40
Stock Tank	175.00	175.00	0.00
Total to Fm 990-PF, Part II, ln 11	401,100.40	175.00	400,925.40

Form 990-PF Other Investments Statement 13

Description	Valuation Method	Book Value	Fair Market Value
Schedule 6	FMV	34,023.00	4,300,361.90
Total to Form 990-PF, Part II, line 13		34,023.00	4,300,361.90

Form 990-PF Grant Application Submission Information Statement 14
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

Melissa Hill, Vice President, Wells Fargo Bank, N.A.
2301 Kell Boulevard
Wichita Falls, TX 76308

Telephone Number

(940)766-8312

Form and Content of Applications

See copy of Grant Application which must be used(no substitutions), attached as Exhibit 14A to this statement.

Any Submission Deadlines

Annually by May 1; Awards granted mid-year.

Restrictions and Limitations on Awards

The purpose of each grant must preferably serve a substantial constituency of North Texas. Each grant must be used to render services primarily for medical care, general care, the arts, or science education of persons age 18 or younger, preferably for direct client services.

Exhibit 14A

WELLS FARGO

Private Client Services
2301 Kell Boulevard
P.O. Box 9129
Wichita Falls, TX 76308
940 766-8301
940 766-8303 Fax

The Gene Conley Foundation
Wells Fargo Bank, N.A.
Private Client Services
P. O. Box 9129
Wichita Falls, Texas 76308
(940) 766-8312

Grant Application

DEADLINE - MAY 1ST: Grant Applications must be received by the Foundation by May 1st or the preceding business day if May 1st is on a weekend. *Questions must be answered using this original form and in the spaces allocated. Continuation sheets and/or attachments will not be accepted. Computer substitutions are not acceptable.*

Please mail applications to the above address or deliver to the Gene Conley Foundation at Wells Fargo Bank, 2301 Kell Boulevard, Wichita Falls, Texas. *Faxes will not be accepted. Please provide the original and 8 copies of the application and all enclosures for a total of 9 sets. Please use only 3-hole-punched letter-size paper. Also, please do not use staples, clips, binders, folders, envelopes, etc., as all applications and enclosures will be put into a large three-ring binder.*

The purpose of each grant must preferably serve a constituency in the North Texas area. Additionally, each grant must be used to render services primarily for medical care, general care or the education of persons ages 18 or younger. *The Gene Conley Foundation prefers to provide funding for direct client services. Funding for successive years should not be assumed by grant applicants.*

Funds for grants will be distributed each year by approximately July 31st.

Successful grant applicants will be required to certify to the Foundation, in writing, that the grant was used for the purposes as stated in the Grant Application.

---

1. Legal name of organization______________________________

2. Street Address______________________________
   City____________________ State________ Zip__________
   Phone number________________ Fax number________________
   e-mail address______________________________

3. Date organization established____________ Tax ID #______________

4. Person to contact regarding grant application:
   Name____________________ Title____________________
   Phone number________________ Fax number________________
   e-mail address______________________________

5. Organization's mission statement ____________________

6. Description of organization ____________________

7. Amount requested $ ____________________

8. Requested funds will be used for ____________________

9. Budget information for project for which funds requested - please enclose.

10. Funds currently committed for project ____________________

11. Others requested to support project ____________________

12. Geographic area to be served with requested funds______________________
____
____

13. Population to be served by project and number of people expected to benefit from project____
____
____

14. How will funding for project continue beyond the grant funding?______________
____
____
____

15. How will organization publicly recognize the Conley Foundation for the grant?
____
____
____

16. Outstanding debt $______________
Annual debt service $____________
Plans to reduce/eliminate debt ________________________________
____
____
____

17. Endowment assets $______________
Amount available for annual distribution $______________
Restrictions on endowment distributions ___________________________
____
____
____

18. Enclosures with the application must include:

- Copy of 501(c)(3) letter from Internal Revenue Service
- Copy of most current IRS Form 990 (if required to file)
- List of current members of Board of Directors and corporate officers
- Copy of current year's interim financial statements, including balance sheet and income statement
- Copy of previous year's audited financial statements, including:
  Statement of Financial Condition (Balance Sheet)
  Statement of Resources and Expenditures (Income Statement)
- Budget information for project for which funds requested

19. Changes in Funding & Data:

Please advise the Gene Conley Foundation in writing, together with documentation, of any changes in funding or data received, from any source, toward the specific grant project. These changes must be received by June 30th or the preceding business day if June 30th is on a weekend. Such data changes may include, but are not limited to, audited financial statements and the Form 990. Please submit the original and 8 copies of any written notices and documentation, again using 3-hole punched letter-size paper.

The enclosed information is correct to the best of my knowledge and belief in support of this grant application which has been authorized by the Board of Directors of this organization. I also affirm that no change has occurred in the exempt status, purpose, character or method of operation of the organization subsequent to the issuance of its IRS letter advising that the applicant is a tax-exempt charitable entity.

Executive Director	Board Chairperson
Date____________________	Date____________________
Signature__________________	Signature__________________
Printed Name________________	Printed Name________________

Schedule 1

REVENUE AND EXPENSES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

REVENUE				
Dividends and interest from securities - Sch. 2				$ 119,474.97
Gross rents: Farm Rental - Hardeman County, Texas				69,482 32
Less: Ad valorem taxes		$ 4,192.76		
Insurance		264.00		
Other		110 00	$ 4,566.76	
Net rental income			$ 64,915 56	
Net gain (loss) from sale of assets - Sch. 3				126,352 98
Other income:				
Gross oil & gas royalties - Hardeman County, Texas - Sch. 4			$ 710,825 65	
Other income			6,126.94	
From partnerships				
Alphametrix Managed Futures III LLC		$ (1,765.00)		
Graham Alternative Investment Fund		5,203.00		
Partners Group Private Equity (TEI), LLC		8,785.00	12,223 00	729,175.59
Total revenue				$ 1,044,485 86
EXPENSES				
Compensation of officers and directors - Sch 10			$ 98,710 59	
Legal fees			600.00	
Accounting fees			11,300 00	
Taxes:				
Excise		$ 17,481 51		
Royalties - gross production		31,215 17		
Royalties - ad valorem		36,320 37		
Foreign		2,024.15		
Farm rental - ad valorem		4,192.76	91,233.96	
Other				
Farm rental - insurance		$ 264.00		
Farm rental - other		110 00		
Royalty - Other		41,423.07		
Miscellaneous		136 70		
Grants expense		563.31		
From partnerships				
Alphametrix Managed Futures III LLC	$ 2 00			
Partners Group Private Equity (TEI), LLC	2,020.00	2,022.00	44,519 08	
Contributions - Sch 5			349,179 00	595,542.63
Excess of revenues over expenses				$ 448,943 23

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

	Totals	Ordinary Income	Long Term Capital Gain Distributions
DIVIDENDS			
Aflac	$ 539 60	$ 539.60	$
Aberdeen Emerg Markets	1,949 92	1,949.92	
Anheuser-Busch Inbev Spn Adr	811.56	811 56	
Apache	205 59	205 59	
Apple Computer	1,168 20	1,168.20	
Artio Global High Income	16,487.08	13,450 50	3,036.58
Artisan International Fund	1,594 42	1,594 42	
ASGI Agility Income Fund	13,605 29	8,692 09	4,913 20
ASGI Mesirow Insight Fund, LLC	2,084.04	2,084 04	
Baxter International	115.64	115.64	
Boeing	900 52	900 52	
CVS/Caremark	383 40	383.40	
Capital One Financial	313.50	313 50	
Celanese Corp	178.50	178 50	
Chambers Street Properties	2,911.66	2,840 14	71 52
Chevron	877 00	877 00	
Cisco Systems	710 43	710 43	
Coach	380.26	380.26	
CME Group	675.00	675 00	
Comcast	527 00	527 00	
Cooper Industries	524.73	524 73	
Cummins	61 25	61 25	
Eaton	350 91	350 91	
Ecolab	52 56	52.56	
EMC Corp Mass	131 00	131.00	
Federated Treas Obl Fund	48.47	48 47	
Gateway Fund	845 47	845 47	
Goldman Sachs Group	865 00	865 00	
Intel Corp	641 54	641 54	
International Business Machines	180 50	180 50	
Ishares Barclays Aggregate Bond Fund	4,483 47	4,462 01	21 46
Ishares Iboxx Inv Gr Corp Bd Fd	8,467 02	8,467 02	
Ishares Tr Cohen & Steers Realty	480 62	480 62	
Ishares MSCI Eafe	4,137 59	4,137 59	
Ivy Asset Strategy Fund CL I	378 87	378 87	
JP Morgan Chase & Co	863 60	863 60	
Johnson Controls	465 69	465 69	
McKesson	163.80	163 80	
Merger Fd Sh Ben Int	1,737 69	1,737 69	
Microsoft Corp	548 05	548 05	
Morgan Stanley	681 52	681 52	
National Oilwell	155 48	155 48	
Novartis Ag	0 05	0 05	
Oakmark Intl Fund	4,745 58	2,883 13	1,862 45

	Totals	Ordinary Income	Long Term Capital Gain Distributions
Oracle	209 18	209.18	
Pimco Foreign Bond Fund	2,250.22	1,641.55	608.67
Pimco Emerging Local Bond Is	4,206.01	3,938.18	267.83
Plum Creek Timber	748.20		748.20
Royce Premier Fund W Class	17,712.72	412.25	17,300 47
Spdr DJ Wilshire International Real	2,691 56	2,691.56	
Spdr S&P Midcap 400 ETF Trust	3,860 86	3,860 86	
TJX Cos Inc New	250.80	250 80	
Target Corp	663.39	663 39	
T Rowe Price Short Term Bond Fund	1,529 19	1,529.19	
Templeton Global Bond Fund	13,445.59	13,373.81	71.78
Thermo Fisher Scientific	175 50	175.50	
3M Co	1,703.27	1,703.27	
US Bancorp	573.76	573 76	
Union Pacific	719.27	719 27	
United Healthgroup	478.12	478.12	
United Parcel Service	558.00	558.00	
Vanguard Emerging Markets	2,859 22	2,859.22	
Vanguard Reit Viper	2,777.36	2,777.36	
Visa Inc	271.97	271 97	
Totals - Dividends	$ 135,113 26	$ 106,211.10	$ 28,902.16
INTEREST			
Corporate interest			
Berkshire Hathaway	$ 2,425 00	$ 2,425.00	$
Boeing	1,450 00	1,450.00	
Caterpillar Finl Svcs	4,388 87	4,388.87	
El Du Pont De Nemo	2,500 00	2,500.00	
Totals - Corporate interest	$ 10,763 87	$ 10,763 87	$
U.S. government interest.			
Federal National Mortgage Assn	$ 2,500 00	$ 2,500.00	$
Totals - U.S government interest	$ 2,500 00	$ 2,500 00	$
Other interest from partnerships.			
None	$	$	$
Totals - Partnership interest	$	$	$
Totals - Interest	$ 13,263 87	$ 13,263.87	$
Totals - Dividends and interest	$ 148,377 13	$ 119,474 97	$ 28,902 16

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

Description	Face/ Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Short term·						
From Wells Fargo Account 80171000				$ 11,633.51	$ 8,977 54	$ 2,655.97
From partnerships						
Alphametrix Managed Futures III LLC						1,082 00
Alphametrix Managed Futures III LLC -Section 1256						905 20
Total - Short Term				$ 11,633 51	$ 8,977.54	$ 4,643.17
Long term						
From Wells Fargo Account 80171000				$ 452,011 33	$ 360,561 48	$ 91,449 85
From partnerships						
Alphametrix Managed Futures III LLC -Section 1256						1,357 80
Capital gain distributions - Sch 2						28,902 16
Totals - Long term				$ 452,011 33	$ 360,561 48	$ 121,709.81
Totals - Combined				$ 463,644 84	$ 369,539 02	$ 126,352 98

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
008252108	AFFILIATED MANAGERS GROUP INC								
	Sold	02/25/13	70	10,034.80					
	Acq	02/28/12	70	10,034.80	7,466 19	7,466.19	2,568.61	2,568.61	S
			Total for 2/25/2013		7,466 19	7,466 19	2,568.61	2,568.61	
097014AH7	BOEING CAP CORP 5.800% 1/15/13								
	Sold	01/15/13	50000	50,000 00					
	Acq	06/15/06	50000	50,000.00	50,282 00	50,282 00	-282.00	-282.00	L
			Total for 1/15/2013		50,282 00	50,282 00	-282 00	-282.00	
157842105	CHAMBERS STREET PROPERTIES								
	Sold	07/08/13	0.6087	5.38					
	Acq	02/28/08	0.6087	5.38	5 01	5.01	0.37	0.37	L
			Total for 7/8/2013		5 01	5 01	0.37	0.37	
166764100	CHEVRON CORP								
	Sold	07/03/13	88	10,473.18					
	Acq	06/29/07	18	2,142.24	1,529 68	1,529.68	612 56	612.56	L
	Acq	02/28/12	70	8,330 94	7,691 60	7,691 60	639 34	639 34	L
			Total for 7/3/2013		9,221 28	9,221 28	1,251.90	1,251 90	
263534BU2	E.I. DU PONT DE NEMO 5 000% 7/15/13								
	Sold	07/15/13	50000	50,000 00					
	Acq	08/27/08	50000	50,000 00	50,545 00	50,545 00	-545.00	-545.00	L
			Total for 7/15/2013		50,545.00	50,545 00	-545.00	-545 00	
375558103	GILEAD SCIENCES INC								
	Sold	04/03/13	95	4,514 84					
	Acq	02/28/12	95	4,514 84	2,201 15	2,201 15	2,313.69	2,313.69	L
			Total for 4/3/2013		2,201 15	2,201.15	2,313 69	2,313.69	
375558103	GILEAD SCIENCES INC								
	Sold	12/16/13	94	6,724 26					
	Acq	02/28/12	94	6,724 26	2,177 98	2,177 98	4,546 28	4,546.28	L
			Total for 12/16/2013		2,177 98	2,177 98	4,546 28	4,546 28	
458140100	INTEL CORP								
	Sold	06/18/13	770	19,563 28					
	Acq	07/08/09	670	17,022 59	10,698 69	10,698 69	6,323 90	6,323.90	L
	Acq	02/28/12	100	2,540 69	2,721 99	2,721 99	-181 30	-181.30	L
			Total for 6/18/2013		13,420 68	13,420.68	6,142 60	6,142 60	
464285105	ISHARES GOLD TRUST								
	Sold	01/31/13	3145	10 78					
	Acq	01/01/01	3145	10 78	7 06	7 06	3 72	3 72	L
			Total for 1/31/2013		7 06	7 06	3 72	3 72	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464285105	ISHARES GOLD TRUST								
Sold		02/28/13	3145	9.75					
Acq		01/01/01	3145	9.75	6.73	6.73	3 02	3.02	L
			Total for 2/28/2013		6.73	6.73	3.02	3 02	
464285105	ISHARES GOLD TRUST								
Sold		03/31/13	3145	10 37					
Acq		01/01/01	3145	10 37	7.16	7.16	3 21	3.21	L
			Total for 3/31/2013		7.16	7 16	3.21	3 21	
464285105	ISHARES GOLD TRUST								
Sold		04/30/13	3145	9.82					
Acq		01/01/01	3145	9 82	7 38	7.38	2.44	2.44	L
			Total for 4/30/2013		7 38	7.38	2.44	2.44	
464285105	ISHARES GOLD TRUST								
Sold		05/31/13	3145	9 44					
Acq		01/01/01	3145	9.44	7.35	7.35	2.09	2.09	L
			Total for 5/31/2013		7 35	7.35	2 09	2 09	
464285105	ISHARES GOLD TRUST								
Sold		06/30/13	3145	8 73					
Acq		01/01/01	3145	8 73	7.68	7 68	1.05	1.05	L
			Total for 6/30/2013		7.68	7.68	1.05	1 05	
464285105	ISHARES GOLD TRUST								
Sold		07/31/13	3145	8 32					
Acq		01/01/01	3145	8.32	6.91	6.91	1.41	1.41	L
			Total for 7/31/2013		6.91	6.91	1.41	1.41	
464285105	ISHARES GOLD TRUST								
Sold		08/31/13	3145	8 72					
Acq		01/01/01	3145	8 72	6 80	6.80	1 92	1.92	L
			Total for 8/31/2013		6.80	6 80	1.92	1 92	
464285105	ISHARES GOLD TRUST								
Sold		09/30/13	3145	8 50					
Acq		01/01/01	3145	8 50	7 19	7.19	1.31	1 31	L
			Total for 9/30/2013		7 19	7.19	1 31	1.31	
464285105	ISHARES GOLD TRUST								
Sold		10/31/13	3145	8 65					
Acq		01/01/01	3145	8 65	7 23	7.23	1 42	1 42	L
			Total for 10/31/2013		7.23	7.23	1 42	1 42	
464285105	ISHARES GOLD TRUST								
Sold		11/30/13	3145	8 09					
Acq		01/01/01	3145	8 09	7 19	7 19	0 90	0 90	L
			Total for 11/30/2013		7 19	7 19	0 90	0 90	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464285105	ISHARES GOLD TRUST								
Sold		12/31/13	3145	8.14					
Acq		01/01/01	3145	8.14	7.26	7 26	0.88	0.88	L
		Total for 12/31/2013			7.26	7.26	0 88	0.88	
464287564	ISHARES TR COHEN & STEERS REALTY								
Sold		05/14/13	830	74,394.80					
Acq		07/08/09	830	74,394.80	27,621.37	27,621.37	46,773 43	46,773.43	L
		Total for 5/14/2013			27,621 37	27,621 37	46,773.43	46,773.43	
46625H365	JP MORGAN ALERIAN MLP INDEX								
Sold		05/14/13	2245	106,522.20					
Acq		02/27/12	2245	106,522.20	92,471.55	92,471.55	14,050.65	14,050 65	L
		Total for 5/14/2013			92,471 55	92,471.55	14,050 65	14,050 65	
478366107	JOHNSON CONTROLS INC								
Sold		11/14/13	268	13,155.38					
Acq		02/28/12	268	13,155.38	8,932.44	8,932.44	4,222 94	4,222 94	L
		Total for 11/14/2013			8,932.44	8,932.44	4,222.94	4,222.94	
58155Q103	MCKESSON CORP								
Sold		12/16/13	20	3,154.66					
Acq		11/07/12	20	3,154.66	1,895.97	1,895 97	1,258.69	1,258.69	L
		Total for 12/16/2013			1,895.97	1,895.97	1,258 69	1,258 69	
66987V109	NOVARTIS AG - ADR								
Sold		01/29/13	225	15,243 21					
Acq		07/08/09	215	14,565.73	8,560 52	8,560.52	6,005 21	6,005 21	L
Acq		02/28/12	10	677.48	549.90	549.90	127.58	127 58	S
		Total for 1/29/2013			9,110 42	9,110.42	6,132 79	6,132 79	
881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR								
Sold		08/19/13	420	16,664.68					
Acq		04/16/10	120	4,761.34	7,490.23	7,490 23	-2,728 89	-2,728 89	L
Acq		02/28/12	300	11,903.34	13,424.97	13,424 97	-1,521 63	-1,521 63	L
		Total for 8/19/2013			20,915.20	20,915 20	-4,250 52	-4,250 52	
883556102	THERMO FISHER SCIENTIFIC INC								
Sold		07/03/13	57	4,859 95					
Acq		02/28/12	57	4,859 95	3,252 41	3,252 41	1,607 54	1,607 54	L
		Total for 7/3/2013			3,252 41	3,252 41	1,607 54	1,607.54	
883556102	THERMO FISHER SCIENTIFIC INC								
Sold		08/30/13	53	4,701 24					
Acq		02/28/12	53	4,701 24	3,024 17	3,024 17	1,677 07	1,677 07	L
		Total for 8/30/2013			3,024 17	3,024 17	1,677 07	1,677 07	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2013

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
907818108	UNION PACIFIC CORP								
Sold		07/03/13	67	10,392.75					
Acq		02/28/12	67	10,392 75	7,481.89	7,481.89	2,910.86	2,910.86	L
			Total for 7/3/2013		7,481.89	7,481 89	2,910.86	2,910.86	
92857W209	VODAFONE GROUP PLC NEW ADR								
Sold		01/09/13	525	13,818 53					
Acq		02/28/12	35	921.24	961 45	961 45	-40.21	-40.21	S
Acq		07/08/09	490	12,897.29	9,127.92	9,127.92	3,769 37	3,769.37	L
			Total for 1/9/2013		10,089 37	10,089 37	3,729.16	3,729.16	
AMX994405	ALPHAMETRIX MGD FUT III (WINTON)(RF)								
Sold		10/31/13	45.1118	49,312.39	49,339 00	49,339 00	-26 61	-26.61	
Acq		03/29/12	45.1118	49,312 39	~~50,000 00~~	~~50,000 00~~	~~-687 61~~	~~-687.61~~	L
			Total for 10/31/2013		50,000 00	50,000.00	-687.61	-687.61	
			Total for Account: 80171000		~~370,200 02~~ 369,539 02	~~370,200 02~~ 369,539 02	~~93,444.82~~ 94,105 82	~~93,444 82~~ 94,105.82	

Total Proceeds:

463,644.84

	Fed	State
S/T Gain/Loss	2,655.97	2,655.97
L/T Gain/Loss	~~90,788.85~~ 91,449 85	~~90,788.85~~ 91,449 85

Schedule 4

OTHER INCOME - OIL & GAS ROYALTIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

	Income	Expenses			
Lease	Gross Sales	Gross Production Taxes	Other Taxes and Fees	Total	Net Income
C G Conley	$ 401,196 68	$ 18,660 78	$ 18,941 66	$ 37,602 44	$ 363,594 24
C G Conley A	75,200 03	3,530 11	6,766 39	10,296 50	64,903 53
C G Conley D	34,091 78	1,596 62	1,253 80	2,850 42	31,241 36
C G Conley B	6,978 59	321 58	626 00	947 58	6,031 01
Ms Betty	154,188 57	7,106 08	8,732 52	15,838 60	138,349 97
Lease bonus	39,170 00				39,170 00
Totals	$ 710,825 65	$ 31,215 17	$ 36,320 37	$ 67,535 54	$ 643,290 11

Schedule 4A

COST DEPLETION

GENE CONLEY FOUNDATION - TIN 75-6032988

Year 2013

	Basis			Accumulated Depletion			
Lease	Balance 01-01-13	Acquired (Retired)	Balance 12-31-13	Reserve 01-01-13	Cost	Credits	Reserve 12-31-13
C G Conley	$ 97,153 92	$	$ 97,153 92	$ 97,153 92	$	$	$ 97,153 92
C G Conley A	8,307 72		8,307 72	8,307 72			8,307 72
C G Conley D	3,165 12		3,165 12	3,165 12			3,165 12
C G Conley B	3,944 16		3,944 16	3,944 16			3,944 16
Ms Betty #3	8,550 00		8,550 00	8,550 00			8,550 00
Totals	$ 121,120 92	$	$ 121,120 92	$ 121,120.92	$	$	$ 121,120 92

Schedule 5

CONTRIBUTIONS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

Name and Address	Purpose	Amount
First Baptist Church of Quanah 601 S Main Street Quanah, Texas 79252-4749	Renovations to outside area and children's nursery	$ 50,855 00
American Red Cross North Central Texas 1809 5th Street Wichita Falls, Texas 76301	Disaster relief assistance for North Central Texas service area	15,000 00
Texas Scottish Rite Hospital for Children - Dallas 2222 Welborn Street Dallas, TX 75219	Syringe Pumps for Inpatient Nursing Unit	12,000 00
ARC of Wichita County 3115 Buchanan Wichita Falls, TX 76308	2013 Camp Noah expenses	3,000 00
Arts Council of Wichita Falls Area, Inc 1300 Lamar St Wichita Falls, TX 76301	Art for All Project	5,000 00
Big Brothers Big Sisters of North Texas 1101 Scott Ave Suite 24 Wichita Falls, TX 76301	Volunteer awareness and recruitment campaign in Wichita County	4,000 00
Boy Scouts of America - Northwest Texas Council 3604 Maplewood Wichita Falls, TX 76308	Summer Camp - Troop 57 in Quanah Youth Recruitment Dining Hall HVAC & Ranger House Imprv	1,150 00 20,000 00 15,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, TX 76301	Jr Bar Activities	7,500 00
Boys & Girls Clubs of Vernon, Inc P O Box 1785 Vernon, TX 76385-1785	Summer Program 2013	30,000 00
Camp Fire USA - North Texas Council 2414 9th Street Wichita Falls, TX 76301	Special Services Program for "At Risk" Youth	15,000 00
Child Care, Inc 1000 Lamar Street Wichita Falls, TX 76301	Child care for at-risk infants and toddlers	22,628 00
Christ Home Place Ministries, Inc 1420 Twin Oaks St Wichita Falls, TX 76302	Children's Play Therapy and Fee Assistance Program	5,000 00
Humane Society of Wichita County 4360 Old Iowa Park Road Wichita Falls, Texas 76305	Paws for Greatness program for at-risk teens	5,000 00

Name and Address	Purpose	Amount
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301	Healthy Beginnings Program	6,000 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd Suite 218 Wichita Falls, TX 76308	Community Services Project for Teenagers	2,500 00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76307	Project Back to School Supplies	5,000 00
Patsy's House Children's Advocacy Center 1411 10th Street Wichita Falls, Tx 76301	Victim Services	13,150 00
Rathgeber Hospitality House 1615 12th Street Wichita Falls, TX 76301	Upgrade to Sleeper Sofa Accommadations Replace Guest Room Air Conditioners	1,308 00 3,788 00
Salvation Army 2900 Seymour Hwy Wichita Falls, TX 76310	Summer Camp	7,500.00
Texoma Mother & Unborn Baby Care, Inc 4218 Prothro Ave Wichita Falls, TX 76308	Providing women with pregnancy services	5,000 00
Three Rivers Foundation for Arts and Sciences P O Box 79 Crowell, TX 79227	Outdoor Education Center Program Dvlpmt & Delivery	30,000 00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings Programs to provide Child Care for Economically Disadvan- taged Parents pursuing workforce training	15,000 00
Whispers of Hope Horse Farm 3545 Parkhills Road Wichita Falls, TX 76310	Maintenance man, farm hand, Barn Supp	10,800 00
Wichita Falls Area Food Bank 1230 Midwestern Parkway Wichita Falls, TX 76302	PowerPak 4 Kids BackPack Program	20,000 00
Wichita Falls Faith Mission, Inc 1300 Travis Wichita Falls, TX 76301	Faith Refuge Family Unit	15,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichta Falls, Texas 76301	YSO Apprentice Program School Concerts	1,000 00 2,000 00
Total		$ 349,179 00

Note
Foundation Status of recipients
All are 501(c)(3) public charities

Schedule 6

BALANCE SHEETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

		Cost	Current Value
ASSETS			
Cash - non-interest bearing		$ 1,737 69	$ 1,737.69
Savings and temporary cash investments:			
Wells Fargo Cash Money Market		1,195,547.86	1,195,547 86
Accounts receivable		10,054.00	10,054 00
Prepaid excise tax			
Investments - Securities			
U. S & state government obligations - Sch. 7	$ 51,896.10		54,953 50
Corporate stocks and mutual funds - Sch 8	4,281,611.00		5,197,489.89
Corporate bonds - Sch. 9	127,642 11	4,461,149.21	137,831 50
Investments - Land, buildings and equipment:			
Land & improvements	$ 400,925 40		
Stock tank	175.00		
Less: Accumulated depreciation	(175 00)	400,925.40	1,556,600.00
Investments - Other:			
Nonproducing mineral leaseholds	$ 34,023 00		11 00
Producing mineral leaseholds	121,120 92		4,300,350 90
Less: Accumulated depletion	(121,120.92)	34,023.00	
Other assets			
1/2 interest - 2 Cemetery lots		1 00	1 00
Accrued income			
Total assets		$ 6,103,438 16	$ 12,454,577 34
LIABILITIES AND EQUITY			
Liabilities			
Accounts Payable - Excise tax		$ 7,161 59	
Equity			
Principal fund	$ 1,091,276 98		
Retained earnings	5,004,999 59	6,096,276 57	
Total liabilities and equity		$ 6,103,438.16	

Schedule 7

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

	Rate	Maturity Date	Par Value	Cost	Current Value
U S and State Government Obligations:					
Federal National Mtg Assn.	5.000%	03-15-16	$ 50,000.00	$ 51,896 10	$ 54,953 50
Totals - U. S and State Government Obligations			$ 50,000 00	$ 51,896 10	$ 54,953.50

Schedule 8

INVESTMENT IN MUTUAL FUNDS AND CORPORATE STOCK

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

	Shares		Cost		Current Value
Corporate stock					
Coach	390	$	21,857 07	$	21,890 70
Comcast	705		9,551 48		36,635 33
Johnson Controls Inc	549		17,489 02		28,163 70
Target	473		22,488.53		29,926 71
TJX Cos Inc New	456		16,817 24		29,060 88
Walt Disney	535		13,411 53		40,874 00
CVS/Caremark	426		13,007 55		30,488 82
Monster Beverage	305		13,979 43		20,669 84
Apache	267		27,341 22		22,945 98
Chevron	182		13,142 96		22,733.62
National Oilwell Varco	299		21,218 13		23,779 47
Affiliated Managers Group	135		14,399 09		29,278 80
Aflac	380		15,560 23		25,384 00
Berkshire Hathaway	344		27,259 30		40,784 64
Capital One Financial	330		14,735 52		25,281 30
CME Group	375		20,168 56		29,422 50
Goldman Sachs	120		14,011 16		21,271.20
JPMorgan Chase & Co	635		23,764 14		37,134 80
US Bancorp Del New	675		19,709 93		27,270 00
Baxter Intl	366		25,468 16		25,455 30
Gilead Sciences	371		8,596 07		27,862 10
McKesson	175		16,589 72		28,245 00
Thermo Fisher Scientific	210		11,325 61		23,383 50
Unitedhealth Group	468		13,892 64		35,240 40
Boeing	225		16,879 39		30,710 25
Cummins	98		12,973 49		13,815 06
Union Pacific	203		22,669 01		34,104 00
United Parcel Service	225		17,275 48		23,643 00
3M	225		19,797 73		31,556 25
Apple	99		16,992 91		55,540 98
Cisco Systems	1,393		26,853 17		31,244 99
EMC Corp Mass	655		8,199 62		16,473 25
Google	33		20,446 77		36,983 43
International Business Machines	95		19,496 89		17,819 15
Microsoft	565		17,139 56		21,136 65
Oracle	610		17,786 99		23,338 60
Celenase	340		16,605 57		18,805 40
Anheuser-Busch	268		17,915 78		28,531 28

	Shares	Cost	Current Value
BHP Bullrton Limited Adr	200	15,779 98	13,640.00
Diageo PLC	175	10,147 36	23,173 50
Eaton Corp PLC	333	16,994 43	25,347 96
HSBC-ADR	311	16,764 96	17,145 43
Nestle SA Registered Shares	315	11,856 60	23,180 85
Schlumberger Ltd	340	23,750.28	30,637.40
Total SA - Adr	365	16,475 73	22,363 55
Totals - Corporate Stocks		$ 778,585 99	$ 1,222,373.57
Mutual Funds			
Aberdeen Global High Income	19,868	$ 209,703 14	$ 199,668 88
Ishares Core Total US Bond Fund	1,915	196,851.59	203,813 45
Ishares Iboxx $ Investment Grade	1,945	196,718 68	222,095.66
TRowe Price Short Term Bond Fund	20,576	100,000 00	98,559.67
Pimco Emerging Local Bond Fund	9,183	100,000 00	85,674 93
Pimco Foreign Bond Fund	9,141	100,000 00	91,773 31
Templeton Global Bond Fund	23,322	269,877 30	305,283.47
ASGI Agility Income Fund	256	265,000 00	274,309 21
Royce Premier Fund W	7,638	142,710 91	169,254 56
SPDR S&P Midcap 400 ETF Trust	1,482	150,571 20	361,904 40
Aberdeen Emerging Markets	8,328	125,000 00	120,502 99
Artisan International Fund	5,457	110,660 07	166,317 50
Ishares MSCI Eafe	2,235	121,524.37	149,957 33
Oakmark Funds - The Oakmark Intl Fund	6,348	115,086 11	167,074 81
Vanguard Emerging Markets	2,265	80,902 51	93,182 10
ASGI Mesirow Insight Fund	152	153,950 72	159,803 92
Gateway Fund	1,883	48,215 63	54,600 43
Ivy Asset Strategy Fund	1,953	44,663 92	63,041 16
Merger Fund Sh Ben Int	4,450	70,000 00	71,246 02
Plum Creek Timber	430	14,573 17	19,999 30
Chambers Street Properties/CB Richard Ellis	9,783	67,444.19	74,832 30
E-Tracs Alerian MLP Infrastructure	2,755	107,381 64	108,629 65
Elements Rogers Total Return	25,945	240,769 60	211,970 65
Ishares Gold Trust	3,145	32,966 81	36,733.60
Spdr DJ Wilshire International Real Estate	1,390	46,441 34	57,268 00
Vanguard Reit Viper	1,605	111,910 11	103,618 80
Totals - Mutual Funds		$ 3,222,923 01	$ 3,671,116 10
Partnership investments			
Graham Alternative Investment Fund		$ 55,203 00	$ 49,402 60
Partners Group Private Equity TEI		224,899 00	254,597 62
		$ 280,102 00	$ 304,000 22
Totals - Combined		$ 4,281,611 00	$ 5,197,489 89

Schedule 9

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

	Rate	Maturity Date	Par Value	Cost	Current Value
Coporate Bonds					
Berkshire Hathaway Fin	4.850%	01-15-15	$ 50,000.00	$ 50,244.50	$ 52,336.00
Caterpillar Fin Serv	5 850%	09-01-17	75,000.00	77,397 61	85,495 50
Totals - Corporate Bonds			$ 125,000 00	$ 127,642 11	$ 137,831.50

Schedule 10

LIST OF OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS
AND THEIR COMPENSATION

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2013

Name and Address	Title & Average Hours Devoted to Position	Compensation
Wells Fargo Bank, N A. 2301 Kell Boulevard Wichita Falls, Texas 76308	Trustee 5 Hrs/Wk	$ 92,410 59
Mac Cannedy 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Bill Daniel 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Mike Elyea 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	-
Steve McSpadden 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Terry Pence 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Barry Plaxco 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Rhonda Poirot 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
David Ramsey 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Joseph N Sherrill, Jr 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Chris Travelstead 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	700 00
Total		$ 98,710 59

2013 DEPRECIATION AND AMORTIZATION REPORT

Farm Rental - Hardeman County, TX RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Land & Improvements	031687	L			400925.40			400925.40			0.00
2	Stock Tank	112189	200DB	7.00	17	175.00			175.00	175.00		0.00
	* Total 990-PF Rental Depr					401100.40		0.00	401100.40	175.00	0.00	0.00

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization RENT 1

(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	Business or activity to which this form relates	Identifying number
Gene Conley Foundation 80171000	Farm Rental - Hardeman County, TX	75-2224430

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	500,000.00
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.00
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			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)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	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	
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 instr			22	0.00
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
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						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.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
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												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
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 the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

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					
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	

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. Gene Conley Foundation 80171000	Employer identification number (EIN) or 75-2224430
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O Freemon, Shapard & Story - 807 8th St 2nd Floo	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Wichita Falls, TX 76301	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ Wells Fargo Bank, N.A. 2301 Kell Boulevard - Wichita Falls, TX 76308-1041
  Telephone No ▶ (940)766-8312 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is needed as information is not available to file return.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 17,000.00
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 17,000.00
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature ▶ Max Cannady Title ▶ CPA Date ▶ 7/24/14

323842
12-31-13