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## Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>DIAN GRAVES OWEN FOUNDATION</b>		A Employer identification number <b>75-2682536</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>400 NORTH PINE STREET, SUITE 1000</b>	Room/suite	B Telephone number <b>325-677-1367</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ABILENE, TX 79601</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>150,580,703.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		26,250.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		939,865.	939,865.		STATEMENT 1
4 Dividends and interest from securities		1,551,817.	1,551,817.		STATEMENT 2
5a Gross rents		21,417.			STATEMENT 3
b Net rental income or (loss) 21,417.					
6a Net gain or (loss) from sale of assets not on line 10		1,419,375.			
b Gross sales price for all assets on line 6a 12,634,307.					
7 Capital gain net income (from Part IV, line 2)			1,419,375.		
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		11,050,272.	10,613,984.		STATEMENT 4
12 Total Add lines 1 through 11		15,008,996.	14,525,041.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		75,000.	0.		75,000.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		40,623.	20,312.		20,312.
c Other professional fees STMT 6		123,199.	123,199.		0.
17 Interest		53,105.	53,105.		0.
18 Taxes STMT 7		25,568.	20,548.		5,520.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,434.	1,200.		1,217.
22 Printing and publications					
23 Other expenses STMT 8		4,287,459.	1,238,467.		50,198.
24 Total operating and administrative expenses. Add lines 13 through 23		4,607,388.	1,456,348.		152,247.
25 Contributions, gifts, grants paid		7,380,908.			7,380,908.
26 Total expenses and disbursements. Add lines 24 and 25		11,988,296.	1,456,348.		7,533,155.
27 Subtract line 26 from line 12		3,020,700.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			13,068,693.		
c Adjusted net income (if negative, enter -0-)				N/A	

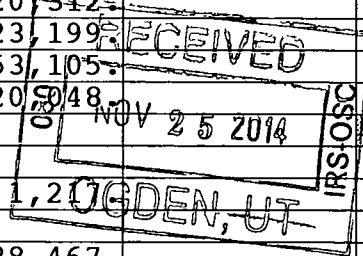
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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED DEC 01 2014

Operating and Administrative Expenses



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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	466,343.	215,709.	215,709.
	2 Savings and temporary cash investments	16,578,259.	6,788,711.	6,788,711.
	3 Accounts receivable ▶ 26,250.		26,250.	26,250.
	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			
	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			
	b Investments - corporate stock STMT 9	43,627,406.	49,248,264.	73,516,610.
	c Investments - corporate bonds STMT 10	2,819,501.	2,858,899.	2,832,716.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	29,457,552.	36,831,662.	67,200,707.	
14 Land, buildings, and equipment basis ▶ 12,780.				
Less: accumulated depreciation STMT 12 ▶ 12,780.				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	92,949,061.	95,969,495.	150,580,703.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	2,490.	2,224.	
	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 <b>Total liabilities</b> (add lines 17 through 22)	2,490.	2,224.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	92,946,571.	95,967,271.		
30 <b>Total net assets or fund balances</b>	92,946,571.	95,967,271.		
31 <b>Total liabilities and net assets/fund balances</b>	92,949,061.	95,969,495.		

**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	92,946,571.
2 Enter amount from Part I, line 27a	2	3,020,700.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	95,967,271.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	95,967,271.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 12,634,307.		11,214,932.	1,419,375.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,419,375.

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	1,419,375.
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	5,956,936.	112,947,494.	.052741
2011	4,521,408.	91,120,666.	.049620
2010	4,128,514.	73,329,279.	.056301
2009	2,984,834.	58,442,392.	.051073
2008	3,059,562.	54,215,277.	.056434

2 Total of line 1, column (d)	2	.266169
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	.053234
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	137,593,873.
5 Multiply line 4 by line 3	5	7,324,672.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130,687.
7 Add lines 5 and 6	7	7,455,359.
8 Enter qualifying distributions from Part XII, line 4	8	7,533,155.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	130,687.
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.
3 Add lines 1 and 2		3	130,687.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	130,687.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	305,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	350,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	219,313.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	50,000.	
			169,313. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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?	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) <input type="checkbox"/> 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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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	X	
14	The books are in care of ► <b>DIAN GRAVES OWEN FOUNDATION</b> Telephone no ► <b>325-677-1367</b> Located at ► <b>400 NORTH PINE, SUITE 1000, ABILENE, TX</b> ZIP+4 ► <b>79601</b>			
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 ► <b>15</b> N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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**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

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
DIAN GRAVES OWEN STAI	CHAIRMAN, TREASURER, DIR			
400 N. PINE ST., SUITE 1000				
ABILENE, TX 79601	0.00	0.	0.	0.
TUCKER S. BRIDWELL	PRESIDENT, DIRECTOR			
400 N. PINE ST., SUITE 1000				
ABILENE, TX 79601	0.00	0.	0.	0.
DIANE K. NICHOLS	SECRETARY			
400 N. PINE ST., SUITE 1000				
ABILENE, TX 79601	0.00	0.	0.	0.
DEBORAH O. CARSON	DIRECTOR			
400 N. PINE ST., SUITE 1000				
ABILENE, TX 79601	0.00	0.	0.	0.

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
JANE V BEARD	PROGRAM DIRECTOR			
400 PINE ST, #1000, ABILENE, TX 79601	40.00	75,000.	47,500.	0.

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	
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	70,823,616.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,009,510.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	56,856,085.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	139,689,211.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	139,689,211.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,095,338.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	137,593,873.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	6,879,694.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	6,879,694.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	130,687.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	130,687.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	6,749,007.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	6,749,007.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	6,749,007.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	7,533,155.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,533,155.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	130,687.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	7,402,468.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				6,749,007.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008	885,728.			
<b>b</b> From 2009	136,199.			
<b>c</b> From 2010	872,458.			
<b>d</b> From 2011	329,215.			
<b>e</b> From 2012	689,035.			
<b>f</b> Total of lines 3a through e	2,912,635.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 7,533,155.				
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				6,749,007.
<b>e</b> Remaining amount distributed out of corpus	784,148.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,696,783.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	885,728.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,811,055.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009	136,199.			
<b>b</b> Excess from 2010	872,458.			
<b>c</b> Excess from 2011	329,215.			
<b>d</b> Excess from 2012	689,035.			
<b>e</b> Excess from 2013	784,148.			



**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
<b>a Paid during the year</b>				
SEE EXHIBIT D, ATTACHED 400 PINE ST., STE 1000 ABILENE, TX 79601	NONE		GENERAL FUND	7,380,908.
<b>Total</b>			<b>3a</b>	7,380,908.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



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




- |          |   | Yes          | No |
|----------|---|--------------|----|
| <b>1</b> | 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?   |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of   |              |    |
|          | (1) Cash  | <b>1a(1)</b> | X  |
|          | (2) Other assets  | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements  | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees  | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |              |    |

[illegible]

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


b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign Here**   

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TIM MCCOMMON		NOV 11 2014		P00542207
	Firm's name ▶ VIEBIG, MCCOMMON & ASSOCIATES, PC, CPA'			Firm's EIN ▶ 76-0124314	
	Firm's address ▶ 401 WEST ALABAMA HOUSTON, TX 77006			Phone no. (713) 529-9949	

Form 990-PF (2013)

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2013**

Name of the organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

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

Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DIAN O STAI 400 PINE ST, SUITE 1000 ABILENE, TX 79601	\$ 26,250.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

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

Use duplicate copies of Part III if additional space is needed.

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

## DIAN GRAVES OWEN FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 10,000 SHS ANHEUSER-BUSCH INBEV SA	P		05/21/13
b 3,600 SHS CH ROBINSON WORLDWIDE INC	P		02/07/13
c 1,800 SHS CH ROBINSON WORLDWIDE INC	P		02/07/13
d 4,800 SHS CH ROBINSON WORLDWIDE INC	P		02/13/13
e 10,000 SHS FREEPORT MCMORAN COPPER & GOLD INC	P		06/06/13
f 4,000 SHS GOLDMAN SACHS GROUP INC	P		06/12/13
g 600 SHS GOOGLE INC	P		02/20/13
h 3,200 SHS GRACO INC	P		06/18/13
i 10,000 SHS CONCHO RESOURCES	P		03/15/13
j 4,439 SHS EXPRESS SCRIPTS HOLDING COMPANY	P		09/19/13
k 4,938 SHS QUALCOMM INC	P		07/10/13
l 2,230 SHS ROBERT HALF INTERNATIONAL	P		09/03/13
m 300 SHS SCRIPPS NETWORKS INTERACTIVE	P		10/14/13
n 9,162 SHS SUNCOR ENERGY INC	P		06/18/13
o 774 SHS WYNN RESORTS LTD	P		10/15/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 943,685.		570,596.	373,089.
b 212,679.		106,949.	105,730.
c 105,750.		111,767.	-6,017.
d 282,002.		306,696.	-24,694.
e 307,558.		297,200.	10,358.
f 647,749.		543,785.	103,964.
g 475,972.		482,590.	-6,618.
h 203,374.		80,122.	123,252.
i 959,686.		80,700.	878,986.
j 276,065.		239,188.	36,877.
k 297,137.		322,524.	-25,387.
l 79,850.		77,917.	1,933.
m 23,534.		18,368.	5,166.
n 285,279.		276,404.	8,875.
o 130,518.		89,198.	41,320.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			373,089.
b			105,730.
c			-6,017.
d			-24,694.
e			10,358.
f			103,964.
g			-6,618.
h			123,252.
i			878,986.
j			36,877.
k			-25,387.
l			1,933.
m			5,166.
n			8,875.
o			41,320.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a EXHIBIT A	P		01/31/13
b EXHIBIT A - SHORT SALE BUY BACK			01/28/13
c EXHIBIT B	P		01/23/13
d EXHIBIT B	P		01/23/13
e LOSS ON DISPOSITION OF FOUNDING PARTNERS INVESTME	P		12/31/13
f THROUGH PARTNERSHIPS - EXHIBIT C	P		12/31/13
g GAIN ON DISPOSITION OF CARSON HICKS MUSE EQUITY F	P		12/31/13
h LOSS ON DISPOSITION OF CARSON HICKS MUSE EUROPE F	P		12/31/13
i LOSS ON DISPOSITION OF MANSEFELDT CORDILLERA PART	P		12/31/13
j LOSS ON DISPOSITION OF MANSEFELDT FUND IV PARTNER	P		12/31/13
k LOSS ON DISPOSITION OF TALON OIL AND GAS LLC	P		12/31/13
l CAPITAL GAIN DISTRIBUTION THROUGH VANGUARD	P		12/31/13
m CAPITAL GAIN DISTRIBUTION THROUGH RBC CAPITAL MAR	P		12/31/13
n CAPITAL GAIN DISTRIBUTION THROUGH MATTHEWS ASIA	P		12/31/13
o CAPITAL GAIN DISTRIBUTION THROUGH T ROWE PRICE	P		12/31/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,746,292.		5,307,749.	438,543.
b		732,165.	-732,165.
c 184,717.		161,054.	23,663.
d 622,980.		517,504.	105,476.
e		749,128.	-749,128.
f 595,858.			595,858.
g 53,609.			53,609.
h		31,103.	-31,103.
i		19,654.	-19,654.
j		124.	-124.
k		92,447.	-92,447.
l 2,379.			2,379.
m 136,535.			136,535.
n 51,098.			51,098.
o 10,001.			10,001.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			438,543.
b			-732,165.
c			23,663.
d			105,476.
e			-749,128.
f			595,858.
g			53,609.
h			-31,103.
i			-19,654.
j			-124.
k			-92,447.
l			2,379.
m			136,535.
n			51,098.
o			10,001.

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	1,419,375.
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

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FNB ABILENE	1,681.	1,681.	
JP MORGAN	24.	24.	
RBC CAPITAL MARKETS LLC	82.	82.	
RBC CAPITAL MARKETS LLC	2,445.	2,445.	
THROUGH PARTNERSHIPS - EXHIBIT C	935,633.	935,633.	
TOTAL TO PART I, LINE 3	939,865.	939,865.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST FINANCIAL TRUST	92,157.	0.	92,157.	92,157.	
JP MORGAN - STRAT OPP	22,472.	0.	22,472.	22,472.	
MATTHEWS ASIAN GROWTH & INC FD	17,681.	0.	17,681.	17,681.	
MATTHEWS CHINA FD	6,263.	0.	6,263.	6,263.	
MATTHEWS INDIA FD	5,448.	0.	5,448.	5,448.	
PIMCO EMERGING MARKETS BD A	28,121.	0.	28,121.	28,121.	
PIMCO TOTAL RETURN PIMCO	8,890.	0.	8,890.	8,890.	
UNCONSTRAINED BOND A	2,604.	0.	2,604.	2,604.	
RBC CAPITAL MARKETS LLC	1,068,422.	0.	1,068,422.	1,068,422.	
RBC CAPITAL MARKETS LLC	49,035.	0.	49,035.	49,035.	
RBC CAPITAL MARKETS LLC	192,293.	0.	192,293.	192,293.	
T- ROWE PRICE THROUGH	7,871.	0.	7,871.	7,871.	
PARTNERSHIPS - EXHIBIT C	1,374.	0.	1,374.	1,374.	
UBS FINANCIAL SERVICES	65.	0.	65.	65.	
VANGUARD - GNMA	7,744.	0.	7,744.	7,744.	
VANGUARD - INFL PROT	6,049.	0.	6,049.	6,049.	

VANGUARD - INT'L GROWTH	13,497.	0.	13,497.	13,497.
VANGUARD - INT'L VALUE	15,362.	0.	15,362.	15,362.
VANGUARD - PREC METAL	221.	0.	221.	221.
VANGUARD - ST INVEST	6,248.	0.	6,248.	6,248.
TO PART I, LINE 4	<u>1,551,817.</u>	<u>0.</u>	<u>1,551,817.</u>	<u>1,551,817.</u>

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NET RRE INC FROM PASS-THROUGH ENTITIES	1	21,417.
TOTAL TO FORM 990-PF, PART I, LINE 5A		<u>21,417.</u>

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORD. INC FROM PASS-THROUGHS - SEE EXHIBIT C	436,288.	0.	
OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXHIBIT C	8,657,790.	8,657,790.	
OTHER INC.(LOSS) FROM PASS-THROUGHS - EXH. C	1,955,711.	1,955,711.	
OTHER PORTFOLIO INC FROM PASS-THROUGH ENTITIES - EXHIBIT C	479.	479.	
OTHER INCOME	4.	4.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>11,050,272.</u>	<u>10,613,984.</u>	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN & AUDITING FEES	40,623.	20,312.		20,312.
TO FORM 990-PF, PG 1, LN 16B	40,623.	20,312.		20,312.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	123,199.	123,199.		0.
TO FORM 990-PF, PG 1, LN 16C	123,199.	123,199.		0.

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FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX EXPENSE	5,520.	0.		5,520.
FOREIGN TAXES	20,048.	20,048.		0.
TO FORM 990-PF, PG 1, LN 18	25,568.	20,048.		5,520.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	200,000.	0.		0.
RETIREMENT PLAN	21,250.	0.		21,250.
EMPLOYEE HEALTH INS.	26,250.	0.		26,250.
OFFICE & ADMINISTRATIVE EXPENSE	495.	248.		247.
OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXH. C	531,220.	531,220.		0.

OIL & GAS IDC DEDUCTIONS FROM PASS-THROUGHS - EXH.C	2,388,287.	0.	0.
OIL & GAS COST DEPLETION DEDUCTIONS FROM PASS-THROUGHS - EXH. C	401,236.	0.	0.
PORTFOLIO DEDUCTS FROM PASS-THROUGHS - EXH C	704,548.	704,548.	0.
NON-DEDUCTIBLE EXP FROM PASS-THROUGHS - EXH C	9,271.	0.	0.
MEMBERSHIP, DUES & PUBLICATIONS	4,902.	2,451.	2,451.
TO FORM 990-PF, PG 1, LN 23	4,287,459.	1,238,467.	50,198.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT - STOCKS	49,248,264.	73,516,610.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,248,264.	73,516,610.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BOND MUTUAL FUNDS	2,858,899.	2,832,716.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,858,899.	2,832,716.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT - OTHER INVESTS.	COST	36,831,662.	67,200,707.
TOTAL TO FORM 990-PF, PART II, LINE 13		36,831,662.	67,200,707.



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FORM 990-PF. DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	7,500.	7,500.	0.
SOFTWARE	2,150.	2,150.	0.
SOFTWARE	1,534.	1,534.	0.
SOFTWARE	1,596.	1,596.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,780.	12,780.	0.

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	COMPUTER EQUIPMENT	11/09/98	SL	5.00	16	7,500.			7,500.	7,500.		0.
2	SOFTWARE	06/15/99		36M	43	2,150.			2,150.	2,150.		0.
3	SOFTWARE	10/17/02		36M	43	1,534.			1,534.	1,534.		0.
4	SOFTWARE	09/30/03		36M	43	1,596.			1,596.	1,596.		0.
* 990-PF PG 1 TOTAL												
* GRAND TOTAL												
990-PF PG 1 DEPR &												
						12,780.		0.	12,780.	12,780.	0.	0.
						12,780.		0.	12,780.	12,780.	0.	0.

*J. Morgan*

**DIAN GRAVES OWEN FOUNDATION - ELENROC**

For the Period 1/1/13 to 1/31/13

Settle Date	Type	Description	Quantity	Cost	Amount
<b>Short Fees Charged</b>					
1/2	Misc Debit	SHORT DEBIT FEE 12/01-12/31 SUB-ACCOUNT: MGN			(5,703.15)
1/2	Misc Debit	GC FEE 12/01-12/31 SUB-ACCOUNT: MGN			(504.34)
<b>Total Short Fees Charged</b>					<b>(\$6,207.49)</b>

**TRADE ACTIVITY**

Note: \* Indicates Short Term Realized Gain/Loss.

Trade Date	Type	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
<b>Settled Sales/Maturities/Redemptions</b>							
1/9	Sale	MASTERCARD INC - CLASS A SUB-ACCOUNT: MGN	(325,000)	526.614	171,149.51	(143,319.04)	27,830.47 S
1/14	High Cost	(ID: 576360-10-4)					
1/14	Sale	VERISK ANALYTICS INC CLASS A SUB-ACCOUNT: MGN	(3,000,000)	53.374	160,120.89	(146,939.04)	13,181.85 S
1/16	High Cost	(ID: 823457-10-6)					
1/14	Sale	VERISK ANALYTICS INC CLASS A SUB-ACCOUNT: MGN	(1,400,000)	54.507	76,309.88	(68,571.55)	7,738.13 S
1/17	High Cost	(ID: 923452-10-6)					
1/15	Sale	INTUIT INC SUB-ACCOUNT: MGN (ID: 461202-10-3)	(1,350,000)	62.189	83,954.76	(76,757.00)	7,197.76 S
1/18	High Cost						
1/15	Sale	QUALCOMM INC SUB-ACCOUNT: MGN (ID: 747525-10-3)	(2,000,000)	63.468	126,935.31	(123,610.40)	3,324.91 S
1/18	High Cost						
1/15	Sale	MASTERCARD INC - CLASS A SUB-ACCOUNT: MGN	(100,000)	521.648	52,164.82	(44,098.17)	8,066.65 S
1/16	High Cost	(ID: 576360-10-4)					
1/23	Sale	CENOVUS ENERGY INC SUB-ACCOUNT: MGN	(6,200,000)	32.936	204,204.44	(215,522.91)	(11,318.47) S
1/28	High Cost	(ID: 15135U-10-9)					
1/23	Sale	AIR LEASE CORP SUB-ACCOUNT: MGN	(20,300,000)	22.686	460,535.13	(444,382.00)	16,153.13 S
1/28	High Cost	(ID: 00912X-30-2)					

*J.P. Morgan*

DIAN GRAVES OWEN FOUNDATION- LLENROC

For the Period 1/1/13 to 1/31/13

Trade Date	Type	Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settle Date								
Settled Sales/Maturities/Redemptions								
1/23	Sale	High Cost	EXPEDITORS INTERNATIONAL WASHINGTON INC SUB-ACCOUNT: MGN (ID: 302130-10-9)	(4,360,000)	42.771	186,481.73	(180,023.05)	6,458.68 S
1/28								
1/23	Sale	High Cost	C.H. ROBINSON WORLDWIDE INC SUB-ACCOUNT: MGN (ID: 12541W-20-9)	(7,650,000)	65.639	502,134.81	(473,917.14)	28,217.67 S
1/28								
1/23	Sale	High Cost	INTUIT INC SUB-ACCOUNT: MGN (ID: 451202-10-3)	(7,650,000)	63.673	487,099.46	(434,074.64)	53,023.82 S
1/28								
1/23	Sale	High Cost	MASTERCARD INC - CLASS A SUB-ACCOUNT: MGN (ID: 57636Q-10-4)	(850,000)	515.877	438,495.13	(345,279.92)	93,215.21 S
1/28								
1/23	Sale	High Cost	PRICELINE.COM INC SUB-ACCOUNT: MGN (ID: 741503-40-3)	(650,000)	669.17	434,960.65	(422,714.18)	12,246.47 S
1/28								
1/23	Sale	High Cost	QUALCOMM INC SUB-ACCOUNT: MGN (ID: 747525-10-3)	(7,500,000)	64.73	485,475.56	(461,487.81)	23,987.77 S
1/28								
1/23	Sale	High Cost	TECHNE CORP SUB-ACCOUNT: MGN (ID: 878377-10-0)	(3,900,000)	68.05	265,396.33	(267,276.75)	(1,880.42) S
1/28								
1/23	Sale	High Cost	VERISK ANALYTICS INC CLASS A SUB-ACCOUNT: MGN (ID: 92345Y-10-6)	(9,600,000)	54.32	521,467.68	(409,821.92)	111,645.76 S
1/28								
1/23	Sale	High Cost	YAHOO INC SUB-ACCOUNT: MGN (ID: 984332-10-6)	(27,000,000)	20.053	541,439.34	(426,098.88)	115,340.46 S
1/28								
1/23	Sale	High Cost	ZYNGA INC SUB-ACCOUNT: MGN (ID: 98986T-10-8)	(33,000,000)	2.391	78,903.81	(170,653.56)	(91,749.75) S
1/28								
1/23	Sale	High Cost	CME GROUP INC CLASS A COMMON STOCK SUB-ACCOUNT: MGN (ID: 12572Q-10-5)	(8,300,000)	56.514	469,063.56	(453,201.44)	15,862.12 S
1/28								
Total Settled Sales/Maturities/Redemptions						\$5,746,291.62	(\$5,307,749.40)	\$438,542.22 S



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*J.P. Morgan*

DIAN GRAVES OWEN FOUNDATION - CLENNOC

For the Period 1/1/13 to 1/31/13

Trade Date Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost	Tax Cost	Realized Gain/Loss
Settled Securities Purchased							
1/23 1/25	ShortSale BuyBack	H & R-BLOCK INC SUB-ACCOUNT: SHT (ID: 093671-10-5)	10,750,000	20.778	(223,364.47)	171,070.98	(52,293.49) S
1/23 1/28	ShortSale BuyBack	AKORN INC SUB-ACCOUNT: SHT (ID: 009728-10-6)	21,500,000	14.285	(308,566.37)	278,444.80	(30,121.57) S
1/23 1/28	ShortSale BuyBack	ALASKA AIR GROUP INC SUB-ACCOUNT: SHT (ID: 011659-10-9)	7,400,000	45.804	(346,351.97)	250,377.52	(95,974.45) S
1/23 1/28	ShortSale BuyBack	FOCUS MEDIA HOLDING ADR SUB-ACCOUNT: SHT (ID: 34415V-10-9)	15,700,000	25.752	(172,536.79)	157,784.40	(14,752.39) S
1/23 1/28	ShortSale BuyBack	GAMESTOP CORP - CLASS A SUB-ACCOUNT: SHT (ID: 36467W-10-9)	9,400,000	23.148	(217,574.66)	210,235.00	(7,339.66) S
1/23 1/28	ShortSale BuyBack	GREEN MOUNTAIN COFFEE INC SUB-ACCOUNT: SHT (ID: 393122-10-6)	4,500,000	40.926	(184,167.99)	148,966.38	(35,201.61) S
1/23 1/28	ShortSale BuyBack	MACYS INC SUB-ACCOUNT: SHT (ID: 55516P-10-4)	6,600,000	38.524	(254,260.31)	251,418.98	(2,841.33) S
1/23 1/28	ShortSale BuyBack	MATTEL INC SUB-ACCOUNT: SHT (ID: 577081-10-2)	5,000,000	37.904	(189,520.75)	163,749.51	(25,771.24) S
1/23 1/28	ShortSale BuyBack	NETAPP INC SUB-ACCOUNT: SHT (ID: 641100-10-4)	5,000,000	34.383	(171,916.35)	148,786.85	(23,129.50) S
1/23 1/28	ShortSale BuyBack	NETFLEX COM INC SUB-ACCOUNT: SHT (ID: 641101-10-6)	2,000,000	101.933	(203,865.74)	111,719.49	(92,146.25) S
1/23 1/28	ShortSale BuyBack	NUANCE COMMUNICATIONS INC SUB-ACCOUNT: SHT (ID: 67020Y-10-0)	12,200,000	23.165	(282,617.39)	298,311.23	15,693.84 S
1/23 1/28	ShortSale BuyBack	POLYCOM INC SUB-ACCOUNT: SHT (ID: 73172K-10-4)	15,300,000	11.727	(191,144.88)	158,066.68	(33,078.20) S
1/23 1/28	ShortSale BuyBack	BACKSPACE HOSTING INC SUB-ACCOUNT: SHT (ID: 750086-10-0)	4,600,000	77.158	(354,928.46)	251,231.15	(103,697.31) S

*J.P. Morgan*

DIAN GRAVES OWEN FOUNDATION- LLENROC

For the Period 1/1/13 to 1/31/13

Trade Date	Type	Description	Quantity	Per Unit Amount	Market Cost	Tax Cost	Realized Gain/Loss
<b>Settled Securities Purchased</b>							
1/23 1/28	ShortSale BuyBack	REGENERON PHARMACEUTICALS INC SUB-ACCOUNT: SHT (ID: 75888F-10-7)	500.000	175.933	(87,966.25)	65,201.40	(22,764.85) S
1/23 1/28	ShortSale BuyBack	SAP AKTIENGESSELLSCHAFT SPONS ADR SUB-ACCOUNT: SHT (ID: 803054-20-4)	3,250.000	78.717	(255,828.98)	204,466.46	(51,362.52) S
1/23 1/28	ShortSale BuyBack	VALASSIS COMMUNICATIONS INC SUB-ACCOUNT: SHT (ID: 918866-10-4)	10,000.000	28.53	(285,298.10)	218,929.07	(66,369.03) S
1/23 1/28	ShortSale BuyBack	WEB.COM GROUP INC SUB-ACCOUNT: SHT (ID: 94733A-10-4)	14,500.000	16.247	(235,588.61)	221,475.30	(14,113.31) S
1/23 1/28	ShortSale BuyBack	ZILLOW INC SUB-ACCOUNT: SHT (ID: 98954A-10-7)	8,990.000	35.138	(312,723.75)	268,782.50	(43,941.25) S
1/23 1/28	ShortSale BuyBack	AKAMAI TECHNOLOGIES INC SUB-ACCOUNT: SHT (ID: 00971T-10-1)	5,700.000	39.882	(227,325.35)	194,364.86	(32,960.49) S
<b>Total Settled Securities Purchased</b>					<b>(\$4,505,547.17)</b>	<b>\$3,773,382.56</b>	<b>(\$732,164.61) S</b>

FROM 01/01/2013  
TO 12/31/2013

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO.  
STATEMENT OF CAPITAL GAINS AND LOSSES  
OWEN, DIAN GRAVES FOUNDATION

TRUST YEAR ENDING 12/31/2013

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RUN 02/10/2014  
09:24.28 AM

TAX PREPARER: 244  
TRUST ADMINISTRATOR: 5  
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	CCST BASIS	GAIN/LOSS	TFRM	NC
1981.0000 APPLIED MATERIALS INC - 038222105 - MINOR = 34							
SOLD		02/15/2013	27058.43				
ACQ	1981.0000	04/26/2012	27058.43	23595.25	3463.14	ST	
1194.0000 APPLIED MATERIALS INC - 038222105 - MINOR = 34							
SOLD		07/10/2013	19329.18				
ACQ	1194.0000	04/26/2012	19329.18	14221.50	5107.68	LT	
230.0000 BANK HAWAII CORP - 062540109 - MINOR = 34							
SOLD		07/17/2013	12380.58				
ACQ	230.0000	01/13/2012	12380.58	10796.10	1594.48	LT	
165.0000 BANK HAWAII CORP - 062540109 - MINOR = 34							
SOLD		12/04/2013	5495.91				
ACQ	165.0000	01/13/2012	5495.91	7737.96	1758.05	LT	
219.0000 BLACKROCK INC - 09247X101 - MINOR = 34							
SOLD		01/11/2013	48270.46				
ACQ	219.0000	01/13/2012	48270.46	40715.32	7555.14	ST	
24.0000 BLACKROCK INC - 09247X101 - MINOR = 34							
SOLD		05/23/2013	6774.11				
ACQ	24.0000	01/13/2012	6774.11	4461.95	2312.16	LT	
687.0000 CENTURYLINK INC - 156700106 - MINOR = 34							
SOLD		02/14/2013	22265.14				
ACQ	687.0000	01/13/2012	22265.14	25123.93	-2058.79	LT	
1078.0000 CENTURYLINK INC - 156700106 - MINOR = 34							
SOLD		03/06/2013	38288.16				
ACQ	1078.0000	01/13/2012	38288.16	39423.00	-1134.84	LT	
165.0000 CULLEN / FROST BANKERS INC - 229899109 - MINOR = 34							
SOLD		08/28/2013	11929.76				
ACQ	165.0000	01/13/2012	11929.76	9289.29	2640.47	LT	
143.0000 GENERAL MILLS - 370334104 - MINOR = 34							
SOLD		05/23/2013	6988.35				
ACQ	143.0000	07/11/2012	6988.35	5610.13	1378.22	ST	
1421.0000 HARRIS CORP - 413875105 - MINOR = 34							
SOLD		08/15/2013	80921.53				
ACQ	1032.0000	01/13/2012	58759.19	39649.34	19119.85	LT	
	389.0000	03/15/2013	22152.34	17309.33	4843.01	ST	
101.0000 JOHNSON & JOHNSON INC - 478160104 - MINOR = 34							
SOLD		05/23/2013	8835.36				
ACQ	101.0000	01/13/2012	8835.36	6579.05	2256.31	LT	
168.0000 KIMBERLY-CLARK - 494368103 - MINOR = 34							
SOLD		04/19/2013	17611.46				
ACQ	168.0000	01/13/2012	17611.46	14225.28	3386.18	LT	
283.0000 KRAFT FOODS GROUP INC - 50076Q106 - MINOR = 34							
SOLD		05/23/2013	16399.60				
ACQ	283.0000	01/13/2012	16399.60	11263.98	4835.62	LT	
259.0000 LOCKHEED MARTIN CORP - 539830109 - MINOR = 34							
SOLD		05/23/2013	27570.06				
ACQ	259.0000	01/13/2012	27570.06	21095.52	6474.54	LT	
289.0000 MATTEL INC - 577081102 - MINOR = 34							
SOLD		05/23/2013	13120.39				
ACQ	289.0000	01/13/2012	13120.39	8164.22	4956.17	LT	
449.0000 MERCK & CO INC NEW - 58931Y105 - MINOR = 34							
SOLD		05/23/2013	21259.98				
ACQ	449.0000	02/20/2013	21259.98	19134.45	2125.53	ST	
1885.0000 MONDELEZ INTL INC - 609207105 - MINOR = 34							
SOLD		05/29/2013	57257.35				
ACQ	1452.0000	01/13/2012	44104.87	35635.19	8469.68	LT	
	259.0000	02/15/2013	7867.19	6930.06	937.13	ST	
	174.0000	02/28/2013	5285.29	4818.04	467.25	ST	
171.0000 NOVARTIS AG - 66987V109 - MINOR = 41							
SOLD		05/23/2013	12638.54				
ACQ	171.0000	01/13/2012	12638.54	9550.33	3088.21	LT	
173.0000 PPL CORP - 69351T106 - MINOR = 34							
SOLD		05/23/2013	5373.28				
ACQ	173.0000	01/24/2012	5373.28	4796.15	577.13	LT	
635.0000 ROYAL DUTCH SHELL PLC ADR A SHARES - 780259206 - MINOR = 41							
SOLD		10/31/2013	55638.55				
ACQ	714.0000	01/13/2012	47575.96	49372.81	-1796.85	LT	
	121.0000	05/25/2012	8062.59	7609.45	453.14	LT	
685.0000 ROYAL DUTCH SHELL PLC ADR A SHARES - 780259206 - MINOR = 41							
SOLD		11/14/2013	45230.35				
ACQ	233.0000	05/25/2012	15334.92	14652.90	732.02	LT	
	322.0000	05/23/2013	21261.57	21828.25	-566.68	ST	
	130.0000	08/15/2013	6583.86	8253.47	330.39	ST	
95.0000 3M CO - 88579Y101 - MINOR = 34							
SOLD		08/12/2013	11234.37				
ACQ	95.0000	01/13/2012	11234.37	7946.34	3288.03	LT	
195.0000 3M CO - 88579Y101 - MINOR = 34							
SOLD		09/30/2013	23273.39				
ACQ	195.0000	01/13/2012	23273.39	16310.91	6962.48	LT	
120.0000 3M CO - 88579Y101 - MINOR = 34							
SOLD		10/07/2013	14249.94				
ACQ	120.0000	01/13/2012	14249.94	10037.49	4212.45	LT	
183.0000 3M CO - 88579Y101 - MINOR = 34							
SOLD		11/14/2013	23591.35				
ACQ	183.0000	01/13/2012	23591.35	15307.16	8284.19	LT	

FROM 01/01/2013  
TO 12/31/2013

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO  
STATEMENT OF CAPITAL GAINS AND LOSSES  
OWEN, DIAN GRAVES FOUNDATION

TRUST YEAR ENDING 12/31/2013

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RUN 02/10/2014  
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TAX PREPARER: 244  
TRUST ADMINISTRATOR: 5  
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
85.0000 UNITED PARCEL SERVICE, INC. - 911311106 - MINOR = 34							
SOLD		12/04/2013	8649.53				
ACQ	85.0000	01/13/2012	8649.53	6290.84	2358.69	LT	
871.0000 VODAFONE GROUP-SP ADR NEW - 92857W209 - MINOR = 41							
SOLD		03/01/2013	21993.28				
ACQ	871.0000	01/13/2012	21993.28	23445.75	-1452.47	LT	
628.0000 VODAFONE GROUP-SP ADR NEW - 92857W209 - MINOR = 41							
SOLD		03/15/2013	17372.70				
ACQ	628.0000	01/13/2012	17372.70	16904.63	468.07	LT	
1442.0000 VODAFONE GROUP-SP ADR NEW - 92857W209 - MINOR = 41							
SOLD		04/02/2013	41741.47				
ACQ	1295.0000	01/13/2012	37486.27	34859.07	2627.20	LT	
	147.0000	05/25/2012	4255.20	4007.15	248.05	ST	
1821.0000 WALGREEN CO - 931422109 - MINOR = 34							
SOLD		02/20/2013	75986.59				
ACQ	1501.0000	01/13/2012	62635.30	49095.61	13539.69	LT	
	165.0000	02/10/2012	6885.29	5668.21	1217.08	LT	
	155.0000	05/25/2012	6460.00	4856.04	1611.96	ST	
77.0000 EATON CORP PLC - G29183103 - MINOR = 34							
SOLD		05/23/2013	5267.08				
ACQ	77.0000	11/30/2012	5267.08	3996.73	1270.35	ST	
TOTALS			807698.23	678558.12			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00*
COVERED FROM ABOVE	23663.49	0.00	105476.62	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	23663.49	0.00	105476.62	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00*
COVERED FROM ABOVE	23663.49	0.00	105476.62	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	23663.49	0.00	105476.62	0.00	0.00	0.00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
TEXAS	N/A	N/A



Schedule of 2013 Passthrough Activities		FINAL K-1 2013	FINAL K-1 2013	FINAL K-1 2013	FINAL K-1 2013	FINAL K-1 2013	FINAL K-1 2013
		1	2	3	6	7	8
		CPC HMTF EQUITY FUND V, LP 75-2903622	CPC LION FUND 1 13-4264467	CPC PRI CAP EUROPE FUND, LP 75-2812802	ENCAP ENERGY CAP FD V-B, LP 20-1180650	ENCAP ENERGY CAP FD VI-B, LP 20-4682001	ENCAP ENERGY CAP FD VII-B, LP 26-0413869
Line	Distributive Share Items						
1	Ordinary income (loss)	1,809					
2	RRE income (loss)						
5	Interest income		6	1			205,362
6a	Ordinary dividends	1,365					
6b	Qualified dividends						
7	Royalty income						
8	Net short-term capital gain (loss)	2	(132)				
9a	Net long-term capital gain (loss)	(21,836)	1,723	(191)			
10	Net section 1231 gain (loss)	(129)					
11A	Other portfolio income		6				
11F	Other income (loss)	1		90			
13A	Cash contributions	2					
13H	Investment interest expense						
13I	Deductions-royalty income						
13J	Section 59(e)(2) expenditures	224					
13K	Deductions-portfolio (2%)			6,014			
13L	Deductions-portfolio (other)	4,180	8,949		1,854	6,354	1,949
13W	Other						
13W	State Taxes						
15P	Other credits						
16L	Total taxes paid		7				
17A	AMT depreciation adjustment						
17B	Adjusted gain or loss						
17D	O&G - Gross Income						
17E	O&G - Deductions						
18A	Tax Exempt Interest						
18C	Non-deductible expenses	36		2			
19A	Distributions of money						
19B	Distributions of other property						
20A	Investment income						205,362
20B	Investment expenses				1,854	6,354	1,949
20V	UBTI						
20X	Cost Depletion						
	Adjustments						
	Net income (loss)	(23,230)	(7,353)	(6,116)	(1,854)	(6,354)	203,413

#### Investment Income Summary

Interest	-	6	1	-	-	205,362
Dividends	1,365	-	-	-	-	-
Capital Gains	(21,963)	1,591	(191)	-	-	-
Oil & Gas Royalty Income	-	-	-	-	-	-
Other Income	1	-	90	-	-	-
Portfolio Income	-	6	-	-	-	-
Total Investment Income	(20,597)	1,603	(100)	-	-	205,362
Oil & Gas Royalty Deductions	-	-	-	-	-	-
Other Deductions	(4,180)	(8,949)	(6,014)	(1,854)	(6,354)	(1,949)
Foreign Taxes Paid	-	(7)	-	-	-	-
Total Expenses	(4,180)	(8,956)	(6,014)	(1,854)	(6,354)	(1,949)
Net Investment Income	(24,777)	(7,353)	(6,114)	(1,854)	(6,354)	203,413

#### Unrelated Business Income Summary

Ordinary Income	1,809	-	-	-	-	-
RRE Income	-	-	-	-	-	-
Oil & gas IDC deduction	(224)	-	-	-	-	-
Oil & gas cost depletion	-	-	-	-	-	-
Net unrelated busi income	1,585	-	-	-	-	-

FINAL K-1 2013

Schedule of 2013 Passthrough Activities

	9	10	11	12	13	14	15
	FOUNDING PTRS STABLE VALUE FD II, LP 20-1880130	FREESTONE METAL PTRS, LP 26-0497670	FREESTONE PTRS II, LP 55-0876134	HOG PS, LP 75-2959685	JOG LP III HA8564569	MANSEFELDT CORDILERRA 20-2188952	MANSEFELDT ENERGY PTRS I, LLP 75-2827234
Line	Distributive Share Items						
1	Ordinary income (loss)	(1,140)	(31,124)	1,542	605,200		(4,952)
2	RRE income (loss)						
5	Interest income	172		3		15	103
6a	Ordinary dividends						
6b	Qualified dividends						
7	Royalty income				101,705		8,450,605
8	Net short-term capital gain (loss)	(52)					
9a	Net long-term capital gain (loss)				58,277	221,358	
10	Net section 1231 gain (loss)						
11A	Other portfolio income						
11F	Other income (loss)				6,848		1,954,912
13A	Cash contributions		99				
13H	Investment interest expense					8,238	
13I	Deductions-royalty income				11,566		484,829
13J	Section 59(e)(2) expenditures				278,948		
13K	Deductions-portfolio (2%)	2,635					
13L	Deductions-portfolio (other)			212		3,398	282,398
13W	Other						
13W	State Taxes						
15P	Other credits						
16L	Total taxes paid						
17A	AMT depreciation adjustment						
17B	Adjusted gain or loss						
17D	O&G - Gross Income						
17E	O&G - Deductions						
18A	Tax Exempt Interest						
18C	Non-deductible expenses		2,824	12			
19A	Distributions of money						
19B	Distributions of other property						
20A	Investment income				101,705		10,405,620
20B	Investment expenses				11,566		767,227
20V	UBTI						
20X	Cost Depletion						
	Adjustments						
	Net income (loss)	(3,655)	(34,047)	1,321	481,516	(8,224)	217,960
							9,633,441

Investment Income Summary

Interest	172	-	3	-	15	-	103
Dividends	-	-	-	-	-	-	-
Capital Gains	(52)	-	-	58,277	-	221,358	-
Oil & Gas Royalty Income	-	-	-	101,705	-	-	8,450,605
Other Income	-	-	-	6,848	-	-	1,954,912
Portfolio Income	-	-	-	-	-	-	-
Total Investment Income	120	-	3	166,830	15	221,358	10,405,620
Oil & Gas Royalty Deductions	-	-	-	(11,566)	-	-	(484,829)
Other Deductions	(2,635)	-	(212)	-	(8,238)	(3,398)	(282,398)
Foreign Taxes Paid	-	-	-	-	-	-	-
Total Expenses	(2,635)	-	(212)	(11,566)	(8,238)	(3,398)	(767,227)
Net Investment Income	(2,515)	-	(209)	155,264	(8,224)	217,960	9,638,393

Unrelated Business Income Summary

Ordinary Income	(1,140)	(31,124)	1,542	605,200	-	-	(4,952)
RRE Income	-	-	-	-	-	-	-
Oil & gas IDC deduction	-	-	-	(278,948)	-	-	-
Oil & gas cost depletion	-	-	-	-	-	-	-
Net unrelated busi. income	(1,140)	(31,124)	1,542	326,252	-	-	(4,952)

FINAL K-1 2013

Schedule of 2013 Passthrough Activities

		16	17	18	19	20	21	22
		MANSEFELDT EV FUND XII PTRS 27-2883184	MANSEFELDT FLATROCK MIDSTREAM II 45-4852075	MANSEFELDT FUND IV PTRS 02-0697675	MANSEFELDT FUND IX PARTNERS 46-1230554	MANSEFELDT GRAYROCK PARTNERS 45-1511641	MANSEFELDT HALCON PTRS 45-4047043	MANSEFELDT MIDSTREAM PTRS 94-3445231
Line	Distributive Share Items							
1	Ordinary income (loss)	360,806	(114,111)	-	(55,952)		(1,678)	(119,390)
2	RRE income (loss)				45			
5	Interest income	29	145		65		660,813	262
6a	Ordinary dividends		2					5
6b	Qualified dividends							
7	Royalty income					85,601		
8	Net short-term capital gain (loss)							5
9a	Net long-term capital gain (loss)						56,497	47,541
10	Net section 1231 gain (loss)	144,077						(1,313)
11A	Other portfolio income			412				
11F	Other income (loss)							(3,052)
13A	Cash contributions		123		95			94
13H	Investment interest expense							
13I	Deductions-royalty income					25,641		
13J	Section 59(e)(2) expenditures	364,598			66,300			
13K	Deductions-portfolio (2%)							
13L	Deductions-portfolio (other)	1,950	61,749	900	187,761	1,465	1,250	2,820
13W	Other	302			660			11,915
13W	State Taxes							
15P	Other credits							
16L	Total taxes paid							
17A	AMT depreciation adjustment							
17B	Adjusted gain or loss							
17D	O&G - Gross Income							
17E	O&G - Deductions							
18A	Tax Exempt Interest							4
18C	Non-deductible expenses		1,687		1,879			1,048
19A	Distributions of money							
19B	Distributions of other property							
20A	Investment income	29	147				660,813	267
20B	Investment expenses	1,950	61,749				1,250	2,820
20V	UBTI							
20X	Cost Depletion	214,150			992	12,840		
	Adjustments							
	Net income (loss)	(76,088)	(177,523)	(488)	(313,529)	45,655	714,382	(91,815)

Investment Income Summary

Interest	29	145	-	65	-	660,813	262
Dividends	-	2	-	-	-	-	5
Capital Gains	144,077	-	-	-	-	56,497	46,233
Oil & Gas Royalty Income	-	-	-	-	85,601	-	-
Other Income	-	-	-	-	-	-	(3,052)
Portfolio Income	-	-	412	-	-	-	-
Total Investment Income	144,106	147	412	65	85,601	717,310	43,448
Oil & Gas Royalty Deductions	-	-	-	-	(25,641)	-	-
Other Deductions	(2,252)	(61,749)	(900)	(188,421)	(1,465)	(1,250)	(14,735)
Foreign Taxes Paid	-	-	-	-	-	-	-
Total Expenses	(2,252)	(61,749)	(900)	(188,421)	(27,106)	(1,250)	(14,735)
Net Investment Income	141,854	(61,602)	(488)	(188,356)	58,495	716,060	28,713

Unrelated Business Income Summary

Ordinary Income	360,806	(114,111)	-	(55,952)	-	(1,678)	(119,390)
RRE Income	-	-	-	45	-	-	-
Oil & gas IDC deduction	(364,598)	-	-	(66,300)	-	-	-
Oil & gas cost depletion	(214,150)	-	-	(992)	(12,840)	-	-
Net unrelated busi. income	(217,942)	(114,111)	-	(123,199)	(12,840)	(1,678)	(119,390)

Schedule of 2013 Passthrough Activities

Line	Distributive Share Items	23	24	25	26	27	28
		MANSEFELDT PENNYBACKER PTRS 26-4383141	MANSEFELDT FRASER MCCOMBS VENTURES 45-4863065	MANSEFELDT ANCOR PTRS 27-2845932	MANSEFELDT FUND VIII CO-INVEST PTRS 45-3778163	MANSEFELDT FUND VIII PTRS 27-2883244	MANSEFELDT OAK VALLEY PTRS 46-2123045
1	Ordinary income (loss)	(20,317)		(35,777)	(103,892)	(23,642)	64,475
2	RRE income (loss)	21,347				25	
5	Interest income	19,176	3,087		294	45,794	6
6a	Ordinary dividends					2	
6b	Qualified dividends						
7	Royalty income				241	13,517	
8	Net short-term capital gain (loss)	3,671				(293)	
9a	Net long-term capital gain (loss)					38,265	
10	Net section 1231 gain (loss)	53,054				(2,274)	
11A	Other portfolio income					61	
11F	Other income (loss)			743		5,735	
13A	Cash contributions				274	469	174
13H	Investment interest expense						
13I	Deductions-royalty income				19	8,270	
13J	Section 59(e)(2) expenditures				351,298	847,317	132,747
13K	Deductions-portfolio (2%)						
13L	Deductions-portfolio (other)	776	30,255	592	1,920	3,248	753
13W	Other			8,057	3,098	58,838	
13W	State Taxes						
15P	Other credits						
16L	Total taxes paid						
17A	AMT depreciation adjustment						
17B	Adjusted gain or loss						
17D	O&G - Gross Income						
17E	O&G - Deductions						
18A	Tax Exempt Interest						
18C	Non-deductible expenses	8		465	179	749	102
19A	Distributions of money						
19B	Distributions of other property						
20A	Investment income	19,176		536		59,373	
20B	Investment expenses	776		1,939		11,518	
20V	UBTI						
20X	Cost Depletion				11,904	99,335	27,266
	Adjustments						
	Net income (loss)	76,147	(27,168)	(44,148)	(472,049)	(941,036)	(96,561)

Investment Income Summary

Interest	19,176	3,087	-	294	45,794	6
Dividends	-	-	-	-	2	-
Capital Gains	56,725	-	-	-	35,698	-
Oil & Gas Royalty Income	-	-	-	241	13,517	-
Other Income	-	-	743	-	5,735	-
Portfolio Income	-	-	-	-	61	-
Total Investment Income	75,901	3,087	743	535	100,807	6
Oil & Gas Royalty Deductions	-	-	-	(19)	(8,270)	-
Other Deductions	(776)	(30,255)	(8,649)	(5,018)	(62,086)	(753)
Foreign Taxes Paid	-	-	-	-	-	-
Total Expenses	(776)	(30,255)	(8,649)	(5,037)	(70,356)	(753)
Net Investment Income	75,125	(27,168)	(7,906)	(4,502)	30,451	(747)

Unrelated Business Income Summary

Ordinary Income	(20,317)	-	(35,777)	(103,892)	(23,642)	64,475
RRE Income	21,347	-	-	-	25	-
Oil & gas IDC deduction	-	-	-	(351,298)	(847,317)	(132,747)
Oil & gas cost depletion	-	-	-	(11,904)	(99,335)	(27,266)
Net unrelated busi income	1,030	-	(35,777)	(467,094)	(970,269)	(95,538)

FINAL K-1 2013

Schedule of 2013 Passthrough Activities

		29	30	31	32	33	
		NEXLUB OPERATING LLC	TALON OIL & GAS LLC	TOLEDO ENERGY PTRS, LLC	TALON OIL & GAS II, LLC	MANSEFELDT PBC III PTRS	
Line	Distributive Share Items	27-1767679	20-8215127	36-4747418	27-441916	46-4186966	TOTALS
1	Ordinary income (loss)	(33,082)	4,030	(41,910)	(14,029)	(578)	436,288
2	RRE income (loss)						21,417
5	Interest income		80		220		935,633
6a	Ordinary dividends						1,374
6b	Qualified dividends						-
7	Royalty income			6,121			8,657,790
8	Net short-term capital gain (loss)						3,201
9a	Net long-term capital gain (loss)						401,634
10	Net section 1231 gain (loss)			(2,392)			191,023
11A	Other portfolio income						479
11F	Other income (loss)		(9,566)				1,955,711
13A	Cash contributions	5			11		1,346
13H	Investment interest expense						8,238
13I	Deductions-royalty income			896			531,221
13J	Section 59(e)(2) expenditures			8,917	337,938		2,388,287
13K	Deductions-portfolio (2%)						8,649
13L	Deductions-portfolio (other)					55	604,788
13W	Other						82,870
13W	State Taxes						-
15P	Other credits						-
16L	Total taxes paid						7
17A	AMT depreciation adjustment						-
17B	Adjusted gain or loss						-
17D	O&G - Gross Income						-
17E	O&G - Deductions						-
18A	Tax Exempt Interest						4
18C	Non-deductible expenses	280					9,271
19A	Distributions of money						-
19B	Distributions of other property						-
20A	Investment income		80	6,121	220		11,459,449
20B	Investment expenses			896			871,848
20V	UBTI						-
20X	Cost Depletion			21,441	13,308		401,236
	Adjustments						-
	Net income (loss)	(33,367)	(5,456)	(69,435)	(365,066)	(633)	8,568,641

Investment Income Summary

Interest	-	80	-	220	-	935,633
Dividends	-	-	-	-	-	1,374
Capital Gains	-	-	(2,392)	-	-	595,858
Oil & Gas Royalty Income	-	-	6,121	-	-	8,657,790
Other Income	-	(9,566)	-	-	-	1,955,711
Portfolio Income	-	-	-	-	-	479
Total Investment Income	-	(9,486)	3,729	220	-	12,146,844
						0
Oil & Gas Royalty Deductions	-	-	(896)	-	-	(531,221)
Other Deductions	-	-	-	-	(55)	(704,545)
Foreign Taxes Paid	-	-	-	-	-	(7)
Total Expenses	-	-	(896)	-	(55)	(1,235,773)
Net Investment Income	-	(9,486)	2,833	220	(55)	10,911,071

0

Unrelated Business Income Summary

Ordinary Income	(33,082)	4,030	(41,910)	(14,029)	(578)	436,288
RRE Income	-	-	-	-	-	21,417
Oil & gas IDC deduction	-	-	(8,917)	(337,938)	-	(2,388,287)
Oil & gas cost depletion	-	-	(21,441)	(13,308)	-	(401,236)
Net unrelated busi. income	(33,082)	4,030	(72,268)	(365,275)	(578)	(2,331,818)

**5110 GRANTS - EDUCATION**

					0.00
02/05/2013	020513	20	Wylie High School Project Graduation	020513	500.00
02/28/2013	022813	20	The Petroleum Museum	022813	5,000.00
03/18/2013	031813	20	Communities in Schools	031813	15,000.00
03/28/2013	032813	20	Abilene Christian University	032813	5,000.00
03/28/2013	032813	20	Junior Achievement of Abilene	032813	10,000.00
03/28/2013	032813	20	Abilene Education Foundation	032813	1,000.00
04/08/2013	040813	20	McMurry University	040813	55,000.00
04/22/2013	042213	20	Hardin Simmons University	042213	1,000.00
04/22/2013	042213	20	Abilene Independent School District	042213	4,550.00
			Voided 04/22/2013 by BF 04/22/2013		
			10:41:02 am		
04/22/2013	042213	20	Abilene Independent School District	042213	4,550.00-
			Voids Invoice dated 04/22/2013 by BF		
			04/22/2013 10:41:02 am		
04/29/2013	042913	20	Heritage School	042913	250,000.00
04/29/2013	042913	20	Fredericksburg Academic Boosters	042913	1,500.00
05/20/2013	052013	20	St. John's Episcopal School	052013	25,000.00
05/20/2013	052013	20	Abilene Education Foundation	052013	150,000.00
05/20/2013	052013	20	Cooper High School	052013	4,550.00
06/03/2013	060313	20	Abilene Christian University	060313	5,000.00
07/01/2013	070113	20	Abilene High Band Booster Club	070113	500.00
07/29/2013	072913	20	Rising Star ISD Education Foundation	072913	15,000.00
08/19/2013	081913	20	Rice University	081913	1,000.00
09/06/2013	090613	20	St. John's Episcopal School	090613	500.00
09/06/2013	090613	20	Friends of Gillespie Co. Country Schools	090613	8,000.00
09/13/2013	091313	20	Encounter for Culture and Education	091313	10,000.00
09/13/2013	091313	20	Abilene Independent School District	091313	300,000.00
			Voided 09/19/2013 by BF 09/19/2013		
			3:48.15 pm		
09/16/2013	091613	20	Marine Corps Scholarship Foundation	091613	10,000.00
09/19/2013	091313	20	Abilene Independent School District	091313	300,000.00-
			Voids Invoice dated 09/13/2013 by BF		
			09/19/2013 3:48:15 pm		
09/19/2013	091913	20	Abilene Independent School District	091913	150,000.00
10/02/2013	100213	20	University of San Francisco	100213	2,500.00
10/02/2013	100213	20	Manhattan Institute	100213	5,000.00
10/02/2013	100213	20	Wylie Bulldogs Education Foundation	100213	2,500.00
10/02/2013	100213	20	Gilder Lehrman Institute	100213	7,000.00
10/09/2013	100913	20	Southern Methodist University	100913	1,000,000.00
10/22/2013	102213	20	Abilene Christian University	102213	5,000.00



Dian Graves Owen Foundation  
Ledger Listing

01/01/2013 thru 12/31/2013

Date	Reference	Unit	Description	Invoice#	Amount	Quantity
<b>5110 GRANTS - EDUCATION &lt;Continued&gt;</b>						
10/22/2013	102213	20	Eula ISD	102213	400.00	
10/22/2013	102213	20	Abilene High School	102213	5,000.00	
11/19/2013	111913	20	South Dakota State University Foundation	111913	40,000.00	
11/19/2013	111913	20	McMurry University	111913	110,000.00	
12/16/2013	121613	20	Community Foundation of Abilene	121613	5,000.00	
12/16/2013	121613	20	Abilene Christian Schools	121613	5,000.00	
12/16/2013	121613	20	Communities in Schools	121613	20,000.00	
12/16/2013	121613	20	Abilene Independent School District	121613	675.00	
12/17/2013	121713	20	Jim Ned CISD	121713	250.00	
12/17/2013	121713	20	Kenley School	121713	5,000.00	
12/19/2013	1213	20	Abilene Independent School District	1213	9,300.00	
12/19/2013	121913	20	Abilene Independent School District	121913	3,000.00	
5110	1,949,175.00		YTD Total		1,949,175.00 *	
<b>5120 GRANTS - HEALTH</b>						
					0.00	
01/09/2013	010913	20	Polo on the Prairie	010913	10,000.00	
01/22/2013	012213	20	American Heart Association	012213	5,000.00	
02/21/2013	022113	20	Hill Country Memorial Hospital	022113	5,000.00	
02/26/2013	022613	20	Alzheimer's Association	022613	5,000.00	
03/28/2013	032813	20	Alzheimer's Association	032813	4,500.00	
04/22/2013	042213	20	Alzheimer's Association	042213	500.00	
04/22/2013	042213	20	Smiles Foundation	042213	25,000.00	
04/29/2013	042913	20	Shannon Medical Center	042913	5,000.00	
05/20/2013	052013	20	Hendrick Medical Center Foundation	052013	400,000.00	
07/01/2013	070113	20	Cancer Services Network	070113	5,000.00	
07/19/2013	071913	20	Hill Country Memorial Hospital	071913	100,000.00	
08/02/2013	080213	20	Cancer Services Network	080213	2,500.00	
08/02/2013	080213	20	Children's Miracle Network	080213	2,500.00	
08/02/2013	080213	20	American Cancer Society	080213	5,000.00	
08/02/2013	080213	20	Cystic Fibrosis Foundation	080213	5,000.00	
10/22/2013	102213	20	West Texas Rehab Center	102213	1,250.00	
11/19/2013	111913	20	Texas Children's Hospital	111913	5,000.00	
12/16/2013	121613	20	Joseph Thomas Foundation	121613	2,500.00	
12/17/2013	121713	20	Southwestern Diabetic Foundation	121713	5,000.00	
12/17/2013	121713	20	M.D. Anderson Cancer Center	121713	10,000.00	
12/19/2013	121913	20	Abode, Contemplative Care for the Dying	121913	25,000.00	
5120	628,750.00		YTD Total		628,750.00 *	
<b>5130 GRANTS - SOCIAL SERVICES</b>						
					0.00	
01/04/2013	010413	20	George W. Bush Foundation	010413	50,000.00	
01/22/2013	012213	20	New Horizons	012213	9,000.00	
01/22/2013	012213	20	Parents Who Care	012213	1,500.00	
01/22/2013	012213	20	YMCA	012213	3,000.00	
01/22/2013	012213	20	Hendrick Home for Children	012213	2,000.00	
02/05/2013	020513	20	Community Foundation of Abilene	020513	5,000.00	
02/05/2013	020513	20	Pregnancy Resources of Abilene	020513	3,000.00	
02/05/2013	020513	20	Hispanic Leadership Council	020513	500.00	
02/05/2013	020513	20	Disability Resources	020513	2,500.00	
02/11/2013	021113	20	Good Samaritan Center	021113	50,000.00	
02/11/2013	021113	20	United Way of Abilene	021113	50,000.00	
02/11/2013	021113	20	American Red Cross	021113	10,000.00	
02/26/2013	022613	20	Pedernales Animal Welfare Society	022613	5,000.00	
02/26/2013	022613	20	Rescue the Animals	022613	5,000.00	
02/26/2013	022613	20	Operation Return Home	022613	7,500.00	
02/26/2013	022613	20	United Way of Abilene	022613	250.00	
02/26/2013	022613	20	USO	022613	5,000.00	
02/26/2013	022613	20	Meals on Wheels	022613	1,000.00	
02/26/2013	022613	20	Taylor County Adult Literacy Council	022613	350.00	
02/26/2013	022613	20	Friends of Head Start	022613	500.00	
02/26/2013	022613	20	Gillespie County Committee on Aging	022613	15,000.00	
03/05/2013	030513	20	Beacon State Fund	030513	10,000.00	
03/08/2013	030813	20	University of Texas at Austin	030813	10,000.00	
03/18/2013	031813	20	Friends of the Library	031813	200.00	
03/18/2013	031813	20	The Philanthropy Roundtable	031813	1,000.00	

Dian Graves Owen Foundation  
Ledger Listing

01/01/2013 thru 12/31/2013

Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
5130 GRANTS - SOCIAL SERVICES <Continued>						
03/18/2013	031813	20	Abilene Women's Club	031813	2,500.00	
03/19/2013	031913	20	Good Samaritan Center	031913	800.00	
03/21/2013	032113	20	Charity:Water	032113	500.00	
04/10/2013	041013	20	Noah Project	041013	88,333.00	
04/10/2013	041013	20	The Salvation Army of Abilene	041013	50,000.00	
04/16/2013	041613	20	Basketball Smiles	041613	500.00	
04/16/2013	041613	20	Hill Country Community Needs Council	041613	85,000.00	
04/22/2013	042213	20	Abilene Youth Sports Authority	042213	7,500.00	
04/22/2013	042213	20	Fellowship of Christian Athletes	042213	1,000.00	
04/22/2013	042213	20	Network of Enlightened Women	042213	5,000.00	
04/22/2013	042213	20	Christian Homes and Family Services	042213	10,000.00	
04/22/2013	042213	20	Alliance for Women and Children	042213	20,000.00	
04/29/2013	042913	20	Hill Country CASA	042913	5,000.00	
04/29/2013	042913	20	American Red Cross	042913	40,000.00	
04/29/2013	042913	20	Young Life Abilene	042913	40,000.00	
Voided 05/22/2013 by BF 05/22/2013 10:40:14 am						
04/29/2013	042913	20	The Salvation Army of Abilene	042913	25,000.00	
05/16/2013	051613	20	Hidden Hearts Foundation	051613	5,000.00	
05/20/2013	052013	20	Abilene Library Consortium	052013	200,000.00	
05/20/2013	052013	20	Fredericksburg Salutes Our Wounded	052013	5,000.00	
05/22/2013	042913	20	Young Life Abilene	042913	40,000.00	
Voids Invoice dated 04/29/2013 by BF 05/22/2013 10:40:14 am						
05/22/2013	052213	20	Young Life Abilene	052213	40,000.00	
06/03/2013	060313	20	Ben Richey Boys Ranch	060313	1,000.00	
06/03/2013	060313	20	Harmony Family Services	060313	1,000.00	
06/03/2013	060313	20	Texas Ramp Project	060313	10,000.00	
06/03/2013	060313	20	Christian Service Center	060313	5,000.00	
06/03/2013	060313	20	United Community Centers	060313	2,500.00	
06/03/2013	060313	20	Abilene Youth Sports Authority	060313	10,500.00	
07/01/2013	070113	20	Rescue the Animals	070113	5,000.00	
07/01/2013	070113	20	Friends of the Library	070113	3,000.00	
07/01/2013	070113	20	Abilene Youth Sports Authority	070113	2,000.00	
07/01/2013	070113	20	Narrow Gate Foundation	070113	8,000.00	
07/01/2013	070113	20	Noah Project	070113	10,000.00	
07/01/2013	070113	20	Day Nursery of Abilene	070113	5,000.00	
07/01/2013	070113	20	West Texas Rehab Center	070113	3,500.00	
07/01/2013	070113	20	American Junior Golf Association	070113	250.00	
07/29/2013	072913	20	Small Steps Nurturing Center	072913	5,000.00	
07/29/2013	072913	20	Castell Community Club	072913	1,000.00	
08/02/2013	080213	20	Prison Entrepreneur Program	080213	2,500.00	
08/02/2013	080213	20	Alliance for Women and Children	080213	2,500.00	
08/02/2013	080213	20	Lake Brownwood Bridge VFD	080213	500.00	
08/02/2013	080213	20	The Senior Source	080213	10,000.00	
08/08/2013	080813	20	Clinton Colgin Charities	080813	1,000.00	
Voided 01/13/2014 by BF 01/13/2014 10:02:27 am						
08/08/2013	080813	20	Teen Challenge of Texas	080813	500.00	
08/08/2013	080813	20	Community Foundation of Abilene	080813	10,000.00	
08/08/2013	080813	20	FaithWorks of Abilene	080813	1,000.00	
08/08/2013	080813	20	Boy Scouts of America	080813	15,650.00	
08/08/2013	080813	20	March of Dimes	080813	2,500.00	
08/19/2013	081913	20	West Texas Boys Ranch	081913	1,000.00	
08/19/2013	081913	20	Workforce Solutions of West Central TX	081913	30,000.00	
08/19/2013	081913	20	Community Foundation of Abilene	081913	10,000.00	
09/06/2013	090613	20	Valley Spring Volunteer Fire Department	090613	2,365.50	
09/11/2013	091113	20	Global Samaritan Resources	091113	7,500.00	
09/13/2013	091313	20	Hendrick Home for Children	091313	3,000.00	
09/13/2013	091313	20	Regional Crime Victim Crisis Center	091313	1,000.00	
09/13/2013	091313	20	Key City Kiwanis Club, North	091313	500.00	
09/13/2013	091313	20	Junior League of Abilene	091313	5,000.00	
09/19/2013	091913	20	Abell-Hanger Foundation	091913	25,000.00	

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Dian Graves Owen Foundation  
75-2682536  
2013



Dian Graves Owen Foundation  
Ledger Listing

01/01/2013 thru 12/31/2013

Date	Reference	Unit	Description	Invoice#	Amount	Quantity
<b>5130 GRANTS - SOCIAL SERVICES &lt;Continued&gt;</b>						
09/19/2013	091913	20	Discipleship Network of America	091913	5,000.00	
09/27/2013	092713	20	Boys & Girls Club of the Texas Hill Co.	092713	40,000.00	
09/27/2013	092713	20	Love and Care Ministries	092713	5,000.00	
09/27/2013	092713	20	Ben Richey Boys Ranch	092713	25,000.00	
10/02/2013	100213	20	USO	100213	5,000.00	
10/09/2013	091913	20	Abell-Hanger Foundation	091913	25,000.00	
			Voids Invoice dated 09/19/2013 by BF			
			10/09/2013 1:38:42 pm			
10/09/2013	100913	20	Midland Shared Spaces	100913	25,000.00	
10/11/2013	101113	20	United Way of Abilene	101113	100,000.00	
10/21/2013	102113	20	Rescue the Animals	102113	10,000.00	
10/21/2013	102113	20	Hill Country SPCA	102113	10,000.00	
10/24/2013	102413	20	Baptist Child and Family Services	102413	75,000.00	
10/24/2013	102413	20	Habitat for Humanity of Abilene Texas	102413	50,000.00	
11/04/2013	110413	20	The Garrison Center	110413	25,000.00	
12/04/2013	120413	20	Good Samaritan Center	120413	5,000.00	
12/16/2013	121613	20	Pregnancy Resources of Abilene	121613	10,000.00	
12/16/2013	121613	20	Alliance for Women and Children	121613	1,000.00	
12/16/2013	121613	20	Covenant House Texas	121613	5,000.00	
12/17/2013	121713	20	Parents Who Care	121713	1,500.00	
12/17/2013	121713	20	Hidden Hearts Foundation	121713	5,000.00	
12/17/2013	121713	20	YMCA	121713	3,000.00	
12/17/2013	121713	20	Big Brothers Big Sisters of Abilene	121713	20,000.00	
12/19/2013	121913	20	Alliance for Women and Children	121913	50,000.00	
12/19/2013	121913	20	Christian Service Center	121913	300,000.00	
12/19/2013	121913	20	Disability Resources	121913	20,000.00	
12/19/2013	121913	20	USO	121913	10,000.00	
5130	1,823,198.50		YTD Total		1,823,198.50	

**5140 GRANTS - ARTS & CULTURE**

					0.00	
01/08/2013	010813	20	Houston Grand Opera Guild	010813	1,000.00	
01/22/2013	012213	20	NCCIL	012213	5,000.00	
01/22/2013	012213	20	The Grace Museum	012213	10,000.00	
02/05/2013	020513	20	NCCIL	020513	250.00	
02/05/2013	020513	20	Expo Center of Taylor County	020513	5,000.00	
02/05/2013	020513	20	Fredericksburg Theater Company	020513	15,000.00	
02/11/2013	021113	20	The Grace Museum	021113	6,500.00	
02/26/2013	022613	20	Chorus Abilene	022613	5,000.00	
03/28/2013	032813	20	Center for Contemporary Arts	032813	5,000.00	
04/10/2013	041013	20	Old Jail Art Center	041013	25,000.00	
04/22/2013	042213	20	Historic Paramount Theatre	042213	5,000.00	
04/22/2013	042213	20	The Grace Museum	042213	20,000.00	
04/22/2013	042213	20	Old Jail Art Center	042213	2,500.00	
05/20/2013	052013	20	San Angelo Area Foundation	052013	25,000.00	
06/03/2013	060313	20	Abilene Arts Alliance	060313	60.00	
06/03/2013	060313	20	Admiral Nimitz Foundation	060313	107,750.00	
06/20/2013	062013	20	Fredericksburg Theater Company	062013	5,000.00	
07/01/2013	070113	20	Abilene Arts Alliance	070113	500.00	
07/01/2013	070113	20	NCCIL	070113	5,000.00	
07/19/2013	071913	20	Houston Grand Opera	071913	250,000.00	
07/23/2013	072313	20	Lyric Performing Arts Company	072313	100,000.00	
07/29/2013	072913	20	Abilene Arts Alliance	072913	1,000.00	
07/29/2013	072913	20	Houston Grand Opera Guild	072913	500.00	
08/02/2013	080213	20	Historic Paramount Theatre	080213	2,000.00	
09/16/2013	091613	20	Fredericksburg Music Club	091613	2,500.00	
09/19/2013	091913	20	The Barbara Bush Foundation	091913	5,000.00	
10/02/2013	100213	20	Abilene Arts Alliance	100213	10,000.00	
10/11/2013	101113	20	Houston Grand Opera	101113	100,000.00	
10/15/2013	101513	20	Storm King Art Center	101513	10,000.00	
10/22/2013	102213	20	Abilene Arts Alliance	102213	10,000.00	
10/22/2013	102213	20	Abilene Philharmonic Guild	102213	10,000.00	
10/22/2013	102213	20	Chorus Abilene	102213	9,000.00	
10/22/2013	102213	20	NCCIL	102213	5,000.00	
11/19/2013	111913	20	Houston Grand Opera	111913	250,000.00	

Dian Graves Owen Foundation  
Ledger Listing

01/01/2013 thru 12/31/2013

Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
<b>5140 GRANTS - ARTS &amp; CULTURE &lt;Continued&gt;</b>						
11/19/2013	111913	20	Buffalo Gap Wine & Food Summit	111913	10,000.00	
11/25/2013	112513	20	Shaker Museum	112513	10,000.00	
12/10/2013	121013	20	Houston Grand Opera	121013	50,000.00	
12/11/2013	121113	20	Fredericksburg Chorale	121113	10,000.00	
12/16/2013	121613	20	Abilene Women's Club	121613	2,500.00	
12/17/2013	121713	20	The Four Nations Ensemble	121713	5,000.00	
12/17/2013	121713	20	NCCIL	121713	250.00	
12/17/2013	121713	20	The Grace Museum	121713	15,000.00	
12/19/2013	121913	20	Houston Grand Opera	121913	50,000.00	
12/19/2013	121913	20	Grover Nelson Park Zoological Foundation	121913	350,000.00	
5140	1,516,310.00		YTD Total		1,516,310.00 *	
<b>5150 GRANTS - HISTORIC PRESERVATION</b>						
					0.00	
03/19/2013	031913	20	Abilene Preservation League	031913	5,000.00	
03/19/2013	031913	20	Gillespie County Historical Society	031913	5,000.00	
03/28/2013	032813	20	Grady McWhiney Research Foundation	032813	10,000.00	
04/08/2013	040813	20	Admiral Nimitz Foundation	040813	9,000.00	
04/22/2013	042213	20	Big Country Athletic Hall of Fame	042213	1,000.00	
05/22/2013	052213	20	Friends of Gillespie Co. Country Schools	052213	250.00	
06/03/2013	060313	20	Friends of the Governor's Mansion	060313	1,500.00	
08/08/2013	080813	20	Gillespie County Historical Society	080813	1,000.00	
08/08/2013	080813	20	Frontier Texas!	080813	10,000.00	
09/06/2013	090613	20	Former Texas Rangers Foundation	090613	500.00	
10/22/2013	102213	20	George W. Bush Childhood Home, Inc.	102213	5,000.00	
10/22/2013	102213	20	Texas State History Museum	102213	10,000.00	
11/19/2013	111913	20	Frontier Texas!	111913	200,000.00	
11/19/2013	111913	20	Admiral Nimitz Foundation	111913	1,109.00	
12/04/2013	120413	20	City of Abilene	120413	75,000.00	
12/11/2013	121113	20	Texas Historical Foundation	121113	1,000.00	
12/17/2013	121713	20	McWhiney History Education Group	121713	25,000.00	
12/17/2013	121713	20	Humanities Texas	121713	5,000.00	
5150	365,359.00		YTD Total		365,359.00 *	
<b>5160 GRANTS - RELIGIOUS</b>						
					0.00	
01/04/2013	010413	20	Church of the Heavenly Rest	010413	10,000.00	
04/10/2013	041013	20	Faith House Ministries of Africa	041013	20,000.00	
04/26/2013	042613	20	First Presbyterian Church	042613	1,000.00	
07/01/2013	070113	20	Fellowship of Christian Athletes	070113	10,000.00	
07/01/2013	070113	20	Great Commission Ministries	070113	500.00	
08/02/2013	080213	20	Christ Lutheran Church	080213	18,544.00	
08/08/2013	080813	20	Focus on the Family	080813	7,500.00	
10/11/2013	101113	20	St. Paul United Methodist Church	101113	1,000.00	
12/10/2013	121013	20	St. Peter's Lutheran Church	121013	5,000.00	
12/10/2013	121013	20	Christ Lutheran Church	121013	5,000.00	
12/16/2013	121613	20	Beltway Park Baptist Church	121613	2,500.00	
12/19/2013	121913	20	Seminary of the Southwest	121913	25,000.00	
12/19/2013	121913	20	Sacred Heart Catholic Church	121913	500.00	
5160	106,544.00		YTD Total		106,544.00 *	
<b>5165 GRANTS - PUBLIC POLICY</b>						
					0.00	
01/04/2013	010413	20	The Heritage Foundation	010413	100,000.00	
02/05/2013	020513	20	Conference of Southwest Foundations	020513	2,000.00	
03/18/2013	031813	20	The Leadership Institute	031813	15,000.00	
03/28/2013	032813	20	American Spectator Foundation	032813	10,000.00	
04/22/2013	042213	20	Foundation for Energy Education	042213	5,000.00	
04/22/2013	042213	20	The Philanthropy Roundtable	042213	25,000.00	
04/22/2013	042213	20	National Legal and Policy Center	042213	5,000.00	
04/22/2013	042213	20	The Federalists Society for Law	042213	5,000.00	
04/29/2013	042913	20	Legacy Foundation	042913	30,000.00	
04/29/2013	042913	20	NumbersUSA	042913	100,000.00	
04/29/2013	042913	20	American Enterprise Institute	042913	60,000.00	
06/03/2013	060313	20	American's Future Foundation	060313	5,000.00	
07/01/2013	070113	20	CATO Institute	070113	5,000.00	
07/01/2013	070113	20	The Leadership Institute	070113	2,500.00	

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Company:DGOF1

Dian Graves Owen Foundation  
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01/01/2013 thru 12/31/2013

Date	Reference	Unit	Description	Invoice#	Amount	Quantity
5165 GRANTS - PUBLIC POLICY <Continued>						
07/01/2013	070113	20	Media Research Center	070113	25,000.00	
08/02/2013	080213	20	Americans for Prosperity Foundation	080213	250,000.00	
08/02/2013	080213	20	DonorsTrust	080213	250,000.00	
08/08/2013	080813	20	Association of Small Foundations	080813	725.00	
10/02/2013	100213	20	Student Free Press Association	100213	10,000.00	
10/02/2013	100213	20	Fund for American Studies	100213	10,000.00	
10/22/2013	102213	20	Big Country Air Power, Inc.	102213	10,000.00	
11/19/2013	111913	20	The Leadership Institute	111913	15,000.00	
12/19/2013	121913	20	CATO Institute	121913	50,000.00	
5165	990,225.00		YTD Total		990,225.00 *	

From Pass - throughs

1,346

TOTAL GRANTS

\$7,380,908

12/31/2013

End of Year

# of Shares	Security Name	Category	Book Value	Market Value
<b>PART II - LINE 10b - CORPORATE STOCK</b>				
2,044.00	AMERICAN CAMPUS COMMUNITIES	EQUITIES	72,029	65,837
213.00	APPLE COMPUTER INC	EQUITIES	91,888	119,497
3,674.00	APPLIED MATERIALS INC	EQUITIES	42,587	64,956
2,556.00	AT&T INC	EQUITIES	81,330	89,869
1,327.00	BANK OF HAWAII CORP	EQUITIES	63,448	78,479
201.00	BLACKROCK INC	EQUITIES	36,330	63,610
740.00	CHEVRON CORP	EQUITIES	77,874	92,433
2,856.00	CISCO SYSTEMS	EQUITIES	59,932	64,060
2,255.00	COCA-COLA CO	EQUITIES	78,743	93,154
1,186.00	CULLEN / FROST BANKERS INC	EQUITIES	68,032	88,274
1,494.00	DARDEN RESTAURANTS INC	EQUITIES	69,406	81,229
1,297.00	DU PONT E I DE NEMOURS & CO	EQUITIES	62,681	84,266
1,066.00	EATON CORP PLC	EQUITIES	55,331	81,144
1,330.00	GENERAL MILLS	EQUITIES	52,178	66,380
3,302.00	INTEL CORP	EQUITIES	73,379	85,703
1,072.00	JOHNSON & JOHNSON INC	EQUITIES	69,644	98,184
1,901.00	JP MORGAN CHASE & CO	EQUITIES	84,058	111,170
423.00	KIMBERLY-CLARK	EQUITIES	31,660	44,187
2,085.00	KINDER MORGAN INC DEL	EQUITIES	72,914	75,060
1,194.00	KLA-TENCOR CORP	EQUITIES	55,450	76,965
1,327.00	KRAFT FOODS GROUP INC	EQUITIES	63,931	71,539
749.00	LOCKHEED MARTIN CORP	EQUITIES	62,892	111,346
1,995.00	MATTEL INC	EQUITIES	60,392	94,922
786.00	MCDONALDS CORP	EQUITIES	77,810	76,266
1,605.00	MERCK & CO INC NEW	EQUITIES	68,388	80,330
2,577.00	MICROSOFT CORP	EQUITIES	72,671	96,406
1,370.00	NOVARTIS AG	EQUITIES	75,472	110,121
930.00	OCCIDENTAL PETROLEUM CORP	EQUITIES	81,918	88,443
1,377.00	ONEOK INC	EQUITIES	61,884	85,622
1,684.00	PAYCHEX INC	EQUITIES	52,132	76,673
967.00	PEPSICO INC	EQUITIES	63,532	80,203
1,222.00	PNC FINANCIAL SERVICES GROUP INC	EQUITIES	76,617	94,803
2,772.00	PPL CORP	EQUITIES	79,061	83,409
910.00	PROCTOR & GAMBLE CO	EQUITIES	57,901	74,083
2,167.00	TEVA PHARMA INDS LTD ADR	EQUITIES	84,443	86,853
1,720.00	TOTAL SASPONSORED ADR	EQUITIES	84,001	105,384
981.00	UNITED PARCEL SERVICE	EQUITIES	74,222	103,083
			2,496,166	3,143,946

Shares	Security Name	Category	Cost	Market Value
13,989.00	APACHE CORP	EQUITIES	1,327,696	1,202,215
39,000.00	CARDINAL HEALTH INC	EQUITIES	1,681,723	2,605,590
88,000.00	CONCHO RESOURCES INC	EQUITIES	2,968,702	9,504,000
104,177.00	FIRST FINANCIAL BANKSHARES INC	EQUITIES	2,372,370	6,887,141
1,600,000.00	HALCON RESOURCES CORPORATION COM	EQUITIES	6,000,000	6,176,000
416,680.00	MAIN STREET CAPITAL CORP	EQUITIES	7,174,128	13,621,292
4,045.00	CURRENCYSHARES CDN DLR TR CDN DOLLAR	OTHER ASSETS	399,488	378,652
3,975.00	CURRENCYSHARES SWISS FRANC TR SWISS	OTHER ASSETS	400,175	436,535
3,080.00	SPDR GOLD TR GOLD SHS	OTHER ASSETS	398,779	357,650
			22,723,062	41,169,075

EXHIBIT STOCKS/BONDS

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# of Shares	Security Name	Category	Book Value	Market Value
Shares	Security Name	Category	Cost	Market Value
28,800.00	AIR LEASE CORP CL A	EQUITIES	643,878	895,104
9,000.00	BROWN-FORMAN CORP CLASS B COMMON	EQUITIES	255,836	680,130
16,800.00	CINEMARK HOLDINGS	EQUITIES	498,582	559,944
12,300.00	CME GROUP INC	EQUITIES	660,242	965,058
12,500.00	DENTSPLY INTERNATIONAL INC NEW	EQUITIES	398,966	606,000
6,000.00	DOLBY LABORATORIES	EQUITIES	229,702	231,360
12,500.00	EXPEDITORS INTERNATIONAL	EQUITIES	516,630	553,125
40,000.00	FIRST AMERICAN FINANCIAL CORP	EQUITIES	598,166	1,128,000
33,000.00	GENTEX CORP	EQUITIES	699,795	1,088,340
12,800.00	GRACO INC	EQUITIES	459,796	999,936
33,000.00	INTEL CORP	EQUITIES	856,043	856,515
24,500.00	LKQ CORPORATION	EQUITIES	571,892	806,050
25,000.00	NN CORPORATION	EQUITIES	323,428	504,750
11,000.00	ROCKWELL COLLINS INC	EQUITIES	395,261	813,120
20,000.00	ROLLINS INC	EQUITIES	388,704	605,800
14,000.00	TERADATA CORP	EQUITIES	833,961	636,860
15,000.00	VERISK ANALYTICS	EQUITIES	489,929	985,800
24,000.00	CENOVUS ENERGY INC	EQUITIES	752,244	687,600
			9,573,056	13,603,492

Shares	Security Name	Category	Cost	Market Value
6,976.00	AMTEK INC NEW	EQUITIES	298,269	367,426
12,265.00	EMC CORP-MASS	EQUITIES	281,191	308,465
8,245.00	HOSPIRA INC	EQUITIES	238,609	340,354
1,895.00	T-ROWE PRICE	EQUITIES	139,080	158,744
6,965.00	ROBERT HALF INTERNATIONAL	EQUITIES	243,363	292,460
2,945.00	SCRIPPS NETWORKS INTERACTIVE	EQUITIES	180,316	254,477
4,805.00	STANLEY BLACK & DECKER	EQUITIES	366,128	387,715
5,452.00	STARWOOD HOTELS & RESORTS	EQUITIES	320,024	433,161
1,256.00	TOWERS WATSON & CO	EQUITIES	141,456	160,278
8,004.00	TRIMBLE NAVIGATION LTD	EQUITIES	227,506	277,739
6,873.00	TWENTY FIRST CENTURY FOX	EQUITIES	221,093	241,723
3,777.00	WABTEC CORP	EQUITIES	201,815	280,518
2,453.00	WATERS CORP	EQUITIES	244,672	245,300
1,649.00	WYNN RESORTS	EQUITIES	190,036	320,252
2,706.00	ACCENTURE PLC IRELAND	EQUITIES	200,199	222,487
2,928.00	AON	EQUITIES	230,879	245,630
			3,724,635	4,536,731

Shares	Security Name	Category	Cost	Market Value
4,974.18	BLUEBAY EMERGING MARKET ENHANCED	HEDGE FUNDS	510,000	516,718
7,370.14	GAVEA FUND LTD. CLASS B 03-11	HEDGE FUNDS	510,000	550,176
	AESSF II PRIVATE INVESTORS	PRIVATE INVESTMENTS	777,289	844,000
	GIF IV PRIVATE INVESTORS OFFSHORE LP	PRIVATE INVESTMENTS	400,000	390,256
	JP MORGAN DIGITAL GROWTH FUND	PRIVATE INVESTMENTS	1,035,583	1,224,506
			3,232,872	3,525,656

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# of Shares	Security Name	Category	Book Value	Market Value
Shares	Security Name	Category	Cost	Market Value
1,450.74	OVERSEAS CAP PARTNERS INC - RESIDUAL	MUTUAL FUNDS	1,500,000	1,785,601
1,500.00	OVERSEAS CAP PARTNERS INC - CLASS A	MUTUAL FUNDS	1,500,000	1,704,514
			3,000,000	3,490,114
Shares	Security Name	Category	Cost	Market Value
39,369.96	MATTHEWS ASIAN G&I FUND	MUTUAL FUNDS	688,262	744,486
25,979.71	MATTHEWS CHINA FUND	MUTUAL FUNDS	716,658	593,377
30,392.91	MATTHEWS INDIA FUND	MUTUAL FUNDS	619,889	494,797
			2,024,809	1,832,659
Shares	Security Name	Category	Cost	Market Value
9,259.70	TRP LATIN AMERICA FUND	MUTUAL FUNDS	485,806	296,065
10,873.02	INTERNATIONAL GROWTH ADM	MUTUAL FUNDS	644,005	820,318
20,789.47	INTERNATIONAL VALUE FD	MUTUAL FUNDS	656,085	791,769
29,652.69	PRECIOUS METALS & MINING	MUTUAL FUNDS	687,769	306,786
<b>GRAND TOTAL - CORPORATE STOCK</b>			<b>49,248,264</b>	<b>73,516,610</b>

**PART II - LINE 10b - CORPORATE BONDS**

Shares	Security Name	Category	Cost	Market Value
30,373.17	VANGUARD GNMA FUND ADMIRAL	BONDS	338,019	324,322
12,737.52	INFLATION PROTECT SEC ADM	BONDS	336,000	331,309
28,996.60	PIMCO EMERGING MARKETS BOND A	BONDS	324,204	337,192
29,868.39	PIMCO TOTAL RETURN A	BONDS	309,641	327,987
27,810.06	PIMCO UNCONSTRAINED BOND A	BONDS	342,805	310,974
29,596.71	SHORT TERM INVEST GROWTH ADM	BONDS	326,914	323,976
73,755.66	JPM STR INC OPP FD	BONDS	881,317	876,955
<b>GRAND TOTAL - CORPORATE BONDS</b>			<b>2,858,899</b>	<b>2,832,716</b>

**DIAN GRAVES OWEN FOUNDATION**  
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**PART II - LINE 13 - INVESTMENTS OTHER**

NAME	TIN	12/31/2013	
		Book Value	Fair Market Value
Carson/HicksMuse Lion Fund	13-4264467	22,205	46,916
Encap Energy Capital Fd V-B	20-1180650	879,962	173,555
Encap Energy Capital Fd VI-B	20-4682001	2,046,922	925,696
Encap Fund VII-B	26-0413869	3,602,363	1,580,441
Founding Partners Stable Value II	20-1880130	(27,155)	
Freestone Metal Partners	26-0497670	180,930	299,403
Freestone Partners II	55-0876134	57,380	19,146
HOG Partnership	75-2959685	672,989	1,650,989
Jog Limited Partnership III	20-3164469	345,849	429,356
Mansefeldt Energy Partners I	75-2827234	921,143	33,000,000
Mansefeldt Enzyme Partners		40,000	40,000
Mansefeldt Midstream Partners	94-3445231	710,487	1,400,926
Mansefeldt Pennybacker Partners	26-4383141	953,203	362,420
Receptor Logic	20-0488559	10,960	249,955
Mansefeldt EV Fund XII Partners	27-2883184	2,051,180	2,416,682
Mansefeldt Fund VIII Partners	27-2883244	3,937,928	5,698,127
Mansefeldt Ancor Partners	27-2845932	1,558,465	759,119
Mansefeldt Fund VIII Partners Co Invest	45-3778163	1,703,994	2,769,062
Mansefeldt Halcon Partners	45-4047043	6,786,419	4,978,156
Nexlube Operating LLC	27-1767679	2,022,117	2,022,043
Toledo Energy Partners LLC	36-4747418	1,070,301	367,871
Talon Oil & Gas II LLC	27-4419168	2,613,176	2,894,203
Mansefeldt Flatrock Midstream II	45-4852075	512,383	782,458
Mansefeldt Fraser McCombs Ventures	45-4863065	875,007	865,702
Mansefeldt Greyrock Partners	45-1511641	948,106	952,612
Mansefeldt Fund IX Partners	46-1230554	1,077,543	1,530,950
Mansefeldt Oak Valley	46-2123045	1,258,439	984,920
Mansefeldt PBC III	46-4186966	(633)	
TOTALS		36,831,662	67,200,707