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EXTENSION GRANTED UNTIL 11/15/14

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

CHAPARRAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

4330 GAINES RANCH LOOP

Room/suite

100

City or town, state or province, country, and ZIP or foreign postal code

AUSTIN, TX 78735

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 18,053,977. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

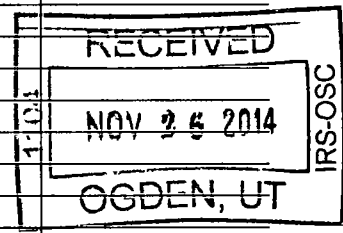
75-2707574

B Telephone number

432-684-5591

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
1	Contributions, gifts, grants, etc., received	272,705.				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3	Interest on savings and temporary cash investments	31,310.	31,310.	31,310.	STATEMENT 1	
4	Dividends and interest from securities	329,230.	329,230.	329,230.	STATEMENT 2	
5a	Gross rents					
b	Net rental income or (loss)					
6a	Net gain or (loss) from sale of assets not on line 10	393,164.				
b	Gross sales price for all assets on line 6a	840,131.				
7	Capital gain net income (from Part IV, line 2)		393,164.			
8	Net short-term capital gain			N/A		
9	Income modifications					
10a	Gross sales less returns and allowances					
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income	44,372.	0.	44,372.	STATEMENT 3	
12	Total. Add lines 1 through 11	1,070,781.	753,704.	404,912.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
14	Other employee salaries and wages					
15	Pension plans, employee benefits					
16a	Legal fees					
b	Accounting fees	STMT 4	2,800.	2,800.	0.	0.
c	Other professional fees	STMT 5	64,849.	64,849.	0.	0.
17	Interest	325.	325.	0.	0.	
18	Taxes					
19	Depreciation and depletion	4,974.	4,974.	0.		
20	Occupancy					
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses	STMT 6	14,242.	14,242.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	87,190.	87,190.	0.	0.	
25	Contributions, gifts, grants paid	746,936.			746,936.	
26	Total expenses and disbursements. Add lines 24 and 25	834,126.	87,190.	0.	746,936.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	236,655.				
b	Net investment income (if negative, enter -0-)		666,514.			
c	Adjusted net income (if negative, enter -0-)			404,912.		

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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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			
Assets	1 Cash - non-interest-bearing			121,729.	21,127.	21,127.	
	2 Savings and temporary cash investments						
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges				6,800.	6,800.	
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock STMT 8			15,323,276.	17,337,646.	17,337,646.	
	c Investments - corporate bonds						
	Liabilities	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶							
12 Investments - mortgage loans							
13 Investments - other STMT 9				506,178.	688,404.	688,404.	
14 Land, buildings, and equipment: basis ▶							
Less accumulated depreciation ▶							
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				15,951,183.	18,053,977.	18,053,977.	
Liabilities		17 Accounts payable and accrued expenses					
		18 Grants payable					
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X						
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			15,951,183.	18,053,977.		
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg., and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances			15,951,183.	18,053,977.			
31 Total liabilities and net assets/fund balances			15,951,183.	18,053,977.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,951,183.
2 Enter amount from Part I, line 27a	2	236,655.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,870,644.
4 Add lines 1, 2, and 3	4	18,058,482.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX	5	4,505.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,053,977.

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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 STATEMENT			
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 840,131.		446,967.	393,164.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			393,164.

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	393,164.
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	255,442.

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	622,455.	15,092,892.	.041242
2011	551,622.	13,000,000.	.042432
2010	441,500.	10,757,892.	.041040
2009	452,620.	9,952,734.	.045477
2008	430,668.	9,519,936.	.045239

2 Total of line 1, column (d)	2	.215430
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	.043086
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,747,184.
5 Multiply line 4 by line 3	5	721,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,665.
7 Add lines 5 and 6	7	728,234.
8 Enter qualifying distributions from Part XII, line 4	8	746,936.

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	6,665.
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	6,665.
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	6,665.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	2,135.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 2,135. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DANIEL HERD</u> Telephone no. ► <u>512-472-5000</u> Located at ► <u>4330 GAINES RANCH LOOP, SUITE 100, AUSTIN, TX</u> ZIP+4 ► <u>78735</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 type="checkbox"/> Yes <input checked="" 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

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
H. TEVIS HERD	PRESIDENT			
P.O. BOX 130				
MIDLAND, TX 79702	0.00	0.	0.	0.
DANIEL HERD	SECRETARY/TR			
P.O. BOX 130				
MIDLAND, TX 79702	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
NONE				

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

▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	DISTRIBUTION OF FUNDS TO SUPPORT CHARITABLE, RELIGIOUS, LITERARY, SCIENTIFIC AND EDUCATIONAL PURPOSES TO OTHER ENTITIES ENGAGED IN SUCH PURPOSES. SEE SCHEDULE ATTACHED.	0.
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	0.
2		
3	All other program-related investments. See instructions.	
Total. 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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,321,822.
b	Average of monthly cash balances	1b	41,200.
c	Fair market value of all other assets	1c	639,195.
d	Total (add lines 1a, b, and c)	1d	17,002,217.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,002,217.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,033.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,747,184.
6	Minimum investment return. Enter 5% of line 5	6	837,359.

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

1	Minimum investment return from Part X, line 6	1	837,359.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,665.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,665.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	830,694.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	830,694.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	830,694.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	746,936.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	746,936.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,665.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	740,271.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				830,694.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 746,936.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				746,936.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				83,758.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A FRIEND'S HOUSE 111 HENRY PARKWAY MCDONOUGH, GA 30253	N/A	501(C)(3)	GENERAL OPERATIONS	25,000.
ACKERMAN INSTITUTE FOR THE FAMILY 149 EAST 78TH ST. NEW YORK, NY 10075	N/A	501(C)(3)	GENERAL OPERATIONS	15,000.
BUCKNER CHILDREN AND FAMILY SERVICES 425 W. PECAN MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	15,000.
CARING AT COLUMBIA 1051 RIVERSIDE DRIVE UNIT 74 NEW YORK, NY 10032	N/A	501(C)(3)	GENERAL OPERATIONS	14,234.
CASA DE AMIGOS 1101 E. GARDEN LANE MIDLAND, TX 79701	N/A	501(C)(3)	GENERAL OPERATIONS	1,000.
Total	SEE CONTINUATION SHEET(S)			746,936.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b. If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date 11/17/14

Sec'y

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFF MEADOR

Preparer's signature

[Signature] CPO

Date _____

11.11.14

Check ☐ if
self-employed

PTIN

P00164184

Firm's name ► MEADOR & JONES, LLP

Firm's EIN ► 74-2984516

Firm's address ► 2414 EXPOSITION BLVD, SUITE BC-230
AUSTIN, TX 78703

Phone no. 512-472-0795

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.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

CHAPARRAL FOUNDATION**75-2707574**

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 foundationCheck 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

CHAPARRAL FOUNDATION**75-2707574****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	J. H. HERD 2005 CHARITABLE TRUST 4330 GAINES RANCH LOOP NO. 100 AUSTIN, TX 78735	\$ 272,705.	Person <input checked="checked" 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
CHAPARRAL FOUNDATION	75-2707574

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

CHAPARRAL FOUNDATION**75-2707574**

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

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 FUNDAMENTAL INVESTORS CL	P	03/15/13	04/18/13
b EUROPACIFIC GROWTH FUND	P	09/12/08	05/14/13
c FUNDAMENTAL INVESTORS CL	P	12/23/11	01/18/13
d GROWTH FUND OF AMERICA CL	P	10/26/11	05/14/13
e CAPITAL GAIN DISTRIBUTION	P		
f FGMS FUND V, LP	P		
g FGMS FUND V, LP	P		
h FGMS FUND V, LP	P		
i VIDA LONGEVITY FUND, LP	P		
j VIDA LONGEVITY FUND, LP	P		
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,498.		7,624.	<126.>
b 85,000.		76,042.	8,958.
c 269,140.		207,857.	61,283.
d 221,065.		150,866.	70,199.
e 256,841.			256,841.
f		558.	<558.>
g		18.	<18.>
h		1,302.	<1,302.>
i 587.			587.
j		2,700.	<2,700.>
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <126.>
b			8,958.
c			61,283.
d			70,199.
e			** 256,841.
f			** <558.>
g			<18.>
h			** <1,302.>
i			** 587.
j			<2,700.>
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	393,164.
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	255,442.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTERS FOR CHILDREN AND FAMILIES 1004 N BIG SPRING ST. MIDLAND, TX 79701	N/A	501(C)(3)	GENERAL OPERATIONS	10,000.
CHRISTMAS IN ACTION PO BOX 3744 MIDLAND, TX 79702	N/A	501(C)(3)	GENERAL OPERATIONS	1,000.
CLAYTON STATE UNIVERSITY 2000 CLAYTON STATE BLVD. MORROW, GA 30260	N/A	501(C)(3)	GENERAL OPERATIONS	20,000.
COM AQUATICS 3003 NORTH A STREET MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	25,000.
COMMUNITY AND SENIOR SERVICES 3301 SINCLAIR AVE. MIDLAND, TX 79707	N/A	501(C)(3)	GENERAL OPERATIONS	1,000.
EXPLORE AUSTIN 2121 E. CESAR CHAVEZ ST AUSTIN, TX 78702-4513	N/A	501(C)(3)	GENERAL OPERATIONS	10,000.
GIRL SCOUTS OF THE DESERT SW 5217 N. DIXIE BLVD. ODESSA, TX 79762	N/A	501(C)(3)	GENERAL OPERATIONS	5,000.
HANDS OF HOPE CLINIC P.O. BOX 1738 STOCKBRIDGE, GA 30281	N/A	501(C)(3)	GENERAL OPERATIONS	15,000.
HAVEN HOUSE P.O. BOX 1150 MCDONOUGH, GA 30253	N/A	501(C)(3)	GENERAL OPERATIONS	10,000.
HELPING HANDS HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751	N/A	501(C)(3)	GENERAL OPERATIONS	30,000.
Total from continuation sheets				676,702.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST DR., STE. 100 AUSTIN, TX 78731	N/A	501(C)(3)	GENERAL OPERATIONS	45,000.
MIDLAND ASSOCIATION FOR RETARDED CHILDREN 2701 NORTH A STREET MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	5,825.
MIDLAND CHILDREN'S REHAB CTR. 803 VENTURA MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	1,000.
MISSION HEALTH CARE, INC. 4500 W. ILLINOIS, STE. 112 MIDLAND, TX 79703	N/A	501(C)(3)	GENERAL OPERATIONS	7,500.
PUBLIC BROADCASTING ATLANTA 740 BISMARCK RD. NE ATLANTA, GA 30324	N/A	501(C)(3)	GENERAL OPERATIONS	2,500.
RETINA RESEARCH FOUNDATION 7200B CAMBRIDGE HOUSTON, TX 77030	N/A	501(C)(3)	GENERAL OPERATIONS	3,000.
SPRINGBOARD CENTER 200 CORPORATE DRIVE MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	102,143.
TEXAS TECH UNIVERSITY HEALTH SCIENCES 301 NORTH AVENUE N MIDLAND, TX 79701	N/A	501(C)(3)	GENERAL OPERATIONS	15,000.
THE SETON FUND 1201 W. 38TH STE. 4200 AUSTIN, TX 78705	N/A	501(C)(3)	GENERAL OPERATIONS	33,000.
THE TRAIL FOUNDATION PO BOX 5195 AUSTIN, TX 78763	N/A	501(C)(3)	GENERAL OPERATIONS	8,334.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEST TEXAS PUBLIC RADIO 2000 E. 42ND ST., STE. C-193 ODESSA, TX 79762	N/A	501(C)(3)	GENERAL OPERATIONS	5,000.
MIDLAND YMCA - PARTNERS W/YOUTH P.O. BOX 954 MIDLAND, TX 79702	N/A	501(C)(3)	GENERAL OPERATIONS	3,000.
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DRIVE MIDLAND, TX 79703	N/A	501(C)(3)	GENERAL OPERATION	1,000.
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BLVD. AUSTIN, TX 78723	N/A	501(C)(3)	GENERAL OPERATIONS	22,900.
CHURCH ON WHEELS P.O. BOX 9402 MIDLAND, TX 79708	N/A	501(C)(3)	GENERAL OPERATIONS	1,000.
ELIZABETH ANN SETON BOARD 1201 W. 38TH STE. 4200 AUSTIN, TX 78705	N/A	501(C)(3)	GENERAL OPERATIONS	25,000.
FAMILY PROMISE P.O. BOX 7601 MIDLAND, TX 78708	N/A	501(C)(3)	GENERAL OPERATIONS	5,000.
GEORGIA CONSERVANCY, INC. 817 W. PEACHTREE ST., NW, STE 200 ATLANTA, GA 30308	N/A	501(C)(3)	GENERAL OPERATIONS	30,000.
HIGH SKY CHILDREN'S RANCH 8701 W C R 60 MIDLAND, TX 79707	N/A	501(C)(3)	GENERAL OPERATIONS	25,000.
MANOR PARK, INC. 2208 N LOOP 250 WEST MIDLAND, TX 79707	N/A	501(C)(3)	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDLAND COLLEGE EARLY COLLEGE HIGH SCHOOL 3600 N. GARFIELD MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	15,000.
MIDLAND COLLEGE LEGACY PROGRAM 3600 N. GARFIELD MIDLAND, TX 79705	N/A	501(C)(3)	GENERAL OPERATIONS	10,000.
MIDLAND SHARED SPACES P.O. BOX 430 MIDLAND, TX 79702	N/A	501(C)(3)	GENERAL OPERATIONS	50,000.
MOBIL LOAVES & FISHES 903 SOUTH CAPITAL OF TEXAS HWY AUSTIN, TX 78746	N/A	501(C)(3)	GENERAL DONATIONS	10,000.
PIEDMONT HEALTHCARE FOUNDATION 2001 PEACHTREE ROAD NE, STE 400 ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL DONATIONS	50,000.
RECORDING LIBRARY OF WEST TEXAS 2012 W. CUTBERT AVENUE MIDLAND, TX 79701	N/A	501(C)(3)	GENERAL DONATIONS	1,000.
THE PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701	N/A	501(C)(3)	GENERAL DONATIONS	25,000.
TRINITY SCHOOL 3500 W. WADLEY MIDLAND, TX 79707	N/A	501(C)(3)	GENERAL DONATIONS	25,000.
YMBL AUSTIN SUNSHINE CAMP P.O. BOX 684980 AUSTIN, TX 78768	N/A	501(C)(3)	GENERAL DONATIONS	5,000.
GEORGIA MUSEUM OF ART 90 CARLTON STREET ATHENS, GA 30602	N/A	501(C)(3)	GENERAL DONATIONS	5,000.
Total from continuation sheets				

75-2707574

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

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
DESERTS PARTNERS V, LP	1.	1.	1.
FGMS FUND V, LP	28,813.	28,813.	28,813.
FIRST CAPITAL BANK OF TEXAS	163.	163.	163.
VIDA LONGEVITY FUND, LP	2,333.	2,333.	2,333.
TOTAL TO PART I, LINE 3	31,310.	31,310.	31,310.

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
CAPITAL GUARDIAN TRUST	329,230.	0.	329,230.	329,230.	329,230.
TO PART I, LINE 4	329,230.	0.	329,230.	329,230.	329,230.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DESERTS PARTNERS V, LP	7,813.	0.	7,813.
FGMS FUND V, LP K-1	87.	0.	87.
VIDA LONGEVITY FUND, LP	36,472.	0.	36,472.
TOTAL TO FORM 990-PF, PART I, LINE 11	44,372.	0.	44,372.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,800.	2,800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,800.	2,800.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKERAGE FEES	47,452.	47,452.	0.	0.
DESERT PARTNERS V, LP				
PORTFOLIO DEDUCTIONS	518.	518.	0.	0.
FGMS FUND V, LP PORTFOLIO				
DEDUCTIONS	10,198.	10,198.	0.	0.
VIDA LONGEVITY FUND, LP				
PORTFOLIO DEDUCTIONS	6,681.	6,681.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	64,849.	64,849.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL AND ADMINISTRATIVE	7,200.	7,200.	0.	0.
DESERT PARTNERS V, LP OTHER				
DEDUCTIONS	4,029.	4,029.	0.	0.
FGMS FUND V, LP OTHER				
DEDUCTIONS	1,159.	1,159.	0.	0.
VIDA LONGEVITY FUND, LP				
OTHER DEDUCTIONS	1,854.	1,854.	0.	0.
TO FORM 990-PF, PG 1, LN 23	14,242.	14,242.	0.	0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	1,870,644.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,870,644.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAPITAL GUARDIAN PORTFOLIO	17,337,646.	17,337,646.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,337,646.	17,337,646.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FGMS FUND V, LP	COST	247,827.	247,827.
VIDA LONGEVITY FUND, LP	COST	282,508.	282,508.
DESERT PARTNERS V, LP	COST	158,069.	158,069.
TOTAL TO FORM 990-PF, PART II, LINE 13		688,404.	688,404.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

H. TEVIS HERD
413 W. WALL, SUITE 300
MIDLAND, TX 79701

TELEPHONE NUMBERNAME OF GRANT PROGRAM

432-684-5591

OPEN

FORM AND CONTENT OF APPLICATIONS

GRANT REQUESTS ARE TO BE SUBMITTED ON THE FORM APPROVED BY THE PERMIAN BASIN AREA FOUNDATION, MIDLAND, TX AND MUST STATE THE PURPOSE OF THE REQUEST, THE 501(C)(3) DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE, INFORMATION OF THE ORGANIZATION REQUESTING A GRANT, AND THE AMOUNT REQUESTED.

ANY SUBMISSION DEADLINES

GRANTS MUST BE SUBMITTED BY MAY 15 OR NOVEMBER 15.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS ARE RESTRICTED OR LIMITED.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	CHAPARRAL FOUNDATION	Employer identification number (EIN) or 75-2707574
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 4330 GAINES RANCH LOOP, NO. 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions AUSTIN, TX 78735	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DANIEL HERD

- The books are in the care of ► 4330 GAINES RANCH LOOP, SUITE 100 - AUSTIN, TX 78735
Telephone No. ► 512-472-5000 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 2013 or
► ☐ tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,800.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	CHAPARRAL FOUNDATION	75-2707574
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	4330 GAINES RANCH LOOP, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	AUSTIN, TX 78735	

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

04

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

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

- The books are in the care of **4330 GAINES RANCH LOOP, SUITE 100 - AUSTIN, TX 78735**

Telephone No **512-472-5000**Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**5 For calendar year **2013**, or other tax year beginning , and ending 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

7 State in detail why you need the extension

TAXPAYER IS IN THE PROCESS OF OBTAINING THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	8,800.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	8,800.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Daniel Herd** Title **CRA**Date **8-14-14**

Form 8868 (Rev. 1-2014)

**MAILED**MM **8/14/14**

To: DOT

IRS

Caden, UT 84201-0045

7190 1091 6100 0000 5815