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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation OMEGA FOUNDATION, INC.		A Employer identification number 75-2716754
Number and street (or P.O. box number if mail is not delivered to street address) 309 W. 7TH STREET	Room/suite 900	B Telephone number (817) 335-5739
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76102		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,806,904.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		72,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		52,650.	52,650.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		61,300.			
b Gross sales price for all assets on line 6a 341,392.					
7 Capital gain net income (from Part IV, line 2)			61,300.		
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					
12 Total. Add lines 1 through 11		185,950.	113,950.		
13 Compensation of officers, directors, trustees, etc.		5,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,410.	5,410.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		600.	600.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		18,195.	18,195.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		29,205.	24,205.		0.
25 Contributions, gifts, grants paid		82,500.			82,500.
26 Total expenses and disbursements. Add lines 24 and 25		111,705.	24,205.		82,500.
27 Subtract line 26 from line 12		74,245.			
a Excess of revenue over expenses and disbursements			89,745.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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	12,959.	2,918.	2,918.
	2 Savings and temporary cash investments	15.	15.	15.
	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			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	2,181,078.	2,265,364.	2,656,917.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe STATEMENT 6)	147,054.	147,054.	147,054.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	2,341,106.	2,415,351.	2,806,904.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons	2,084.	2,084.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,084.	2,084.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	2,339,022.	2,413,267.	
Net Assets or Fund Balances	30 Total net assets or fund balances	2,339,022.	2,413,267.	
	31 Total liabilities and net assets/fund balances	2,341,106.	2,415,351.	

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	2,339,022.
2	Enter amount from Part I, line 27a	2	74,245.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,413,267.
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	2,413,267.

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 341,392.		280,092.	61,300.

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			61,300.

2 Capital gain net income or (net capital loss) 2 61,300.

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

If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8

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	102,904.	1,484,973.	.069297
2011	37,500.	1,427,495.	.026270
2010	29,500.	1,321,449.	.022324
2009	40,500.	1,115,978.	.036291
2008	89,400.	1,082,253.	.082605

2 Total of line 1, column (d)	2 .236787
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 .047357
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 2,616,126.
5 Multiply line 4 by line 3	5 123,892.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 897.
7 Add lines 5 and 6	7 124,789.
8 Enter qualifying distributions from Part XII, line 4	8 82,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,795.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	1,795.
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	1,795.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	304.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	304.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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. SEE STATEMENT 7	9	1,491.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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): 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	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

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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 ► N/A	13	X	
14	The books are in care of ► JOSEPH E. HARDGROVE Telephone no ► (817) 335-5739 Located at ► 309 W. SEVENTH ST., SUITE 900, FORT WORTH, TX ZIP+4 ► 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 ► _____, _____, _____ ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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**

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

7b**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE STATEMENT 10		5,000.	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 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	2,500,393.
b	Average of monthly cash balances	1b	8,518.
c	Fair market value of all other assets	1c	147,054.
d	Total (add lines 1a, b, and c)	1d	2,655,965.
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	2,655,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,616,126.
6	Minimum investment return. Enter 5% of line 5	6	130,806.

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	130,806.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,795.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,795.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	129,011.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	129,011.
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	129,011.

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	82,500.
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	82,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,500.

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				129,011.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			16,394.	
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 ▶ \$ 82,500.				
a Applied to 2012, but not more than line 2a			16,394.	
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				66,106.
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:	0.			
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				62,905.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BEAUTIFUL FEET MINISTRIES 1709 E HATTIE ST FORT WORTH, TX 76014	NONE		ASSISTANCE FOR NEEDY	1,000.
COOKS CHILDRENS 801 SEVENTH AVE FORT WORTH, TX 76104	NONE		MEDICAL ASSISTANCE FOR NEEDY	10,000.
HAPPY HILL FARM 3846 N HIGHWAY 144 GRANBURY, TX 76048	NONE		ASSISTANCE FOR THE NEEDY	2,500.
KIDS WHO CARE 1300 GENDY ST FORT WORTH, TX 76107	NONE		EDUCATIONAL - CHILDREN'S THEATER	500.
LIGHTHOUSE FOR THE BLIND OF FORT WORTH 912 W BROADWAY FORT WORTH, TX 76104	NONE		ASSISTANCE FOR THE NEEDY	500.
Total	SEE CONTINUATION SHEET(S)			82,500.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	52,650.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	61,300.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		113,950.	0.
13 Total. Add line 12, columns (b), (d), and (e)				113,950.	113,950.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMEGA FOUNDATION, INC.

Employer identification number

75-2716754

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

OMEGA FOUNDATION, INC.

75-2716754

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	WILLIAM & MARY TISDALE 32 JASON RD BOERNE, TX 75006	\$ 2,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	JULIE D ROTH 34292 SHORE LANTERN DANA POINT, CA 92629	\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	MARYBETH AND DONALD LAMPE 3909 STONEHENGE RD FT WORTH, TX 76109	\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	LU PHAM 4117 RANIER CT FT WORTH, TX 76109	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	DONNA K DOCKSTADER 3003 TANGLEWOOD PARK E FT WORTH, TX 76109	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6	TRISH WILLIAMSON 4405 BIRCHMAN AVE FT WORTH, TX 76107	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
OMEGA FOUNDATION, INC.	75-2716754

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
7	ROBERT & JUDY KELLER 5105 RIVER BLUFF DR FT WORTH, TX 76132	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	JOE & CAROLYN HARDGROVE 309 W 7TH ST FT WORTH, TX 76102	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

OMEGA FOUNDATION, INC.

75-2716754

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

OMEGA FOUNDATION, INC.

75-2716754

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

OMEGA FOUNDATION, INC.

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 24.661 SHS		VARIOUS	10/07/13
b	MATTHEWS ASIA GROWTH FUND 243.191		VARIOUS	07/30/13
c	PIMCO ALL ASSET 83.333 SHS		VARIOUS	07/02/13
d	FRANKLIN TEMPLETON HARD CURR 163.399 SHS		VARIOUS	07/02/13
e	AMERICAN FUND INTL GROWTH FUND OF AMERICA 56.409		VARIOUS	01/10/13
f	PIMCO GLOBAL MULTI 219.298 SHS		VARIOUS	04/03/13
g	PIMCO GLOBAL MULTI 802.644 SHS		VARIOUS	07/31/13
h	PIMCO GLOBAL MULTI 6004.488 SHS		VARIOUS	09/19/01
i	PIMCO EMERG LOCAL BD FD CL D 519.060 SHS		VARIOUS	03/27/13
j	PIMCO UNCONSTRAINED BD CL D 472.974 SHS		VARIOUS	12/03/13
k	PIMCO GLOBAL MULTI 481.84 SHS		VARIOUS	10/07/13
l	PIMCO EMERG LOCAL BD FD CL D 181.472 SHS		VARIOUS	11/12/13
m	PIMCO UNCONSTRAINED BD CL D 158.345 SHS		VARIOUS	11/12/13
n	PIMCO GLOBAL MULTI 254.215 SHS		VARIOUS	11/12/13
o	NEW PERSPECTIVE FUND 13.717 SHS		VARIOUS	10/01/13

(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 1,200.		826.	374.
b 5,000.		3,924.	1,076.
c 1,000.		988.	12.
d 1,500.		1,557.	<57.>
e 1,800.		1,692.	108.
f 2,500.		2,476.	24.
g 8,500.		9,061.	<561.>
h 62,987.		67,787.	<4,800.>
i 5,668.		5,687.	<19.>
j 5,297.		5,308.	<11.>
k 5,016.		5,664.	<648.>
l 1,729.		1,924.	<195.>
m 1,777.		1,767.	10.
n 2,636.		2,936.	<300.>
o 500.		392.	108.

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			374.
b			1,076.
c			12.
d			<57.>
e			108.
f			24.
g			<561.>
h			<4,800.>
i			<19.>
j			<11.>
k			<648.>
l			<195.>
m			10.
n			<300.>
o			108.

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	

OMEGA FOUNDATION, INC.

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	CAPITAL WORLD GROWTH & INCOME FUND 12.639 SHS		VARIOUS	04/03/13
b	CAPITAL WORLD GROWTH & INCOME FUND 12.652 SHS		VARIOUS	07/02/13
c	CAPITAL WORLD GROWTH & INCOME FUND 43.796 SHS		VARIOUS	07/31/13
d	CAPITAL WORLD GROWTH & INCOME FUND 124.547 SHS		VARIOUS	12/19/13
e	THE NEW ECONOMY FUND 437.679 SHS		VARIOUS	02/08/13
f	NEW PERSPECTIVE FUND 826.836 SHS		VARIOUS	02/08/13
g	CAPITAL WORLD GROWTH & INCOME FUND 231.313 SHS		VARIOUS	02/08/13
h	FUNDAMENTAL INVESTORS 449.570 SHS		VARIOUS	02/08/13
i	CAPITAL INCOME BUILDER 321.212 SHS		VARIOUS	02/08/13
j	PIMCO ALL ASSET 692.757 SHS		VARIOUS	02/08/13
k	PIMCO GLOBAL MULTI 1131.251 SHS		VARIOUS	07/16/13
l	INVESTMENT CO OF AMERICA 36.485 SHS		VARIOUS	07/16/13
m	AMERICAN FUND WA MUTUAL INV FD 41.386 SHS		VARIOUS	07/16/13
n	FRANKLIN TEMPLETON TEMPLETON HARD CURR FD CL A 50		02/08/13	07/16/13
o	HODGES SMALL CAP 1162.376 SHS		VARIOUS	02/08/13

(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 500.		403.	97.
b 500.		404.	96.
c 1,800.		1,399.	401.
d 5,500.		3,993.	1,507.
e 13,270.		8,678.	4,592.
f 26,872.		23,166.	3,706.
g 8,871.		8,436.	435.
h 19,255.		14,997.	4,258.
i 17,384.		17,017.	367.
j 8,756.		8,325.	431.
k 11,912.		13,069.	<1,157.>
l 1,283.		1,148.	135.
m 1,527.		1,345.	182.
n 4,678.		4,855.	<177.>
o 16,703.		12,899.	3,804.

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			97.
b			96.
c			401.
d			1,507.
e			4,592.
f			3,706.
g			435.
h			4,258.
i			367.
j			431.
k			<1,157.>
l			135.
m			182.
n			<177.>
o			3,804.

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 }

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 }

2

3

OMEGA FOUNDATION, INC.

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	WASATCH LONG SHORT 137.282		VARIOUS	02/08/13
b	CAPITAL INCOME BUILDER 27.208 SHS		VARIOUS	04/01/13
c	PIMCO GLOBAL MULTI 47.703 SHS		VARIOUS	12/04/13
d	PIMCO EMERG LOCAL BD FD CL D 899.987 SHS		VARIOUS	12/19/13
e	PIMCO GLOBAL MULTI 563.380 SHS		VARIOUS	07/23/13
f	NEW WORLD FUND 27.332 SHS		VARIOUS	04/01/13
g	NEW WORLD FUND 17.129 SHS		VARIOUS	11/21/13
h	CAPITAL WORLD GROWTH & INCOME FUND 68.197 SHS		VARIOUS	11/21/13
i	FUNDAMENTAL INVESTORS 39.448 SHS		VARIOUS	11/21/13
j	PIMCO EMERG LOCAL BD FD CL D 245.623 SHS		VARIOUS	11/21/13
k	PIMCO UNCONSTRAINED BD CL D 217.468 SHS		VARIOUS	11/21/13
l	PIMCO GLOBAL MULTI 221.646 SHS		VARIOUS	11/21/13
m	PIMCO GLOBAL MULTI 488.021 SHS		VARIOUS	06/04/13
n	PIMCO GLOBAL MULTI 255.147 SHS		VARIOUS	12/04/13
o	CAPITAL INCOME BUILDER 89.031 SHS		VARIOUS	06/04/13

(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 2,055.		1,811.	244.
b 1,500.		1,614.	<114.>
c 492.		561.	<69.>
d 8,505.		9,556.	<1,051.>
e 6,000.		6,347.	<347.>
f 1,500.		1,111.	389.
g 1,000.		696.	304.
h 3,000.		2,716.	284.
i 2,000.		1,532.	468.
j 2,348.		2,685.	<337.>
k 2,440.		2,440.	0.
l 2,303.		2,605.	<302.>
m 5,500.		5,574.	<74.>
n 2,633.		2,913.	<280.>
o 5,000.		5,213.	<213.>

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			244.
b			<114.>
c			<69.>
d			<1,051.>
e			<347.>
f			389.
g			304.
h			284.
i			468.
j			<337.>
k			0.
l			<302.>
m			<74.>
n			<280.>
o			<213.>

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	

OMEGA FOUNDATION, INC.

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	PIMCO EMERG LOCAL BD FD CL D 53.763 SHS		VARIOUS	08/28/13
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
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 500.		595.	<95.>
b 48,695.			48,695.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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			<95.>
b			48,695.
c			
d			
e			
f			
g			
h			
i			
j			
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	61,300.
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 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
TALITHA KOUM INSTITUTE P.O. BOX 2202 WACO, TX 76703	NONE		ASSISTANCE FOR NEEDY CHILDREN	2,500.
TCU WESLEY FOUNDATION 2750 W LOWDEN ST FORT WORTH, TX 76109	NONE		EDUCATIONAL	500.
MEALS ON WHEELS 320 S FREEWAY FORT WORTH, TX 76104	NONE		ASSISTANCE FOR THE NEEDY	3,500.
AMON CARTER MUSEUM-RUTH CARTER STEVENSON MEMORIAL FUND 3500 S CAMP BOWIE BLVD FORT WORTH, TX 76109	NONE		PROMOTE ARTS AND EDUCATION	1,000.
THE DUNVEGAN FOUNDATION P.O. BOX 17303 RALEIGH, NC 27619	NONE		PROMOTE IRISH TRADITIONS AND HISTORY	500.
THE CLAN DONALD LANDS TRUST ARMADALE SLEAT ISLE OF SKYE, SCOTLAND, UNITED KINGDOM IV45 8RS	NONE		PROMOTE SCOTTISH TRADITIONS AND HISTORY	500.
ST JOHNS EPISCOPAL CHURCH 348 HARTER RD DALLAS, TX 75218	NONE		RELIGIOUS	500.
CORNERSTONE CHURCH 18755 STONE OAK PKWY SAN ANTONIO, TX 78258	NONE		RELIGIOUS	10,000.
HAMILTON PIPE BAND 2102 SWIFT BLVD HOUSTON, TX 77030	NONE		SUPPORT MUSICAL ARTS	250.
CLAN DONALD FOUNDATION INC. P.O. BOX 13138 CHARLESTON, SC 29412	NONE		PROMOTE IRISH TRADITIONS AND HISTORY	1,000.
Total from continuation sheets				68,000.

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
UNIVERSITY OF MARY HARDIN BAYLOR 900 COLLEGE ST BELTON, TX 76513	NONE		EDUCATIONAL	9,000.
RIO GRANDE BIBLE INSTITUTE 4300 S US HWY 281 EDINBURGH, TX 78539	NONE		RELIGIOUS	1,000.
RB EYE FOUNDATION P.O. BOX 92777 SOUTHLAKE, TX 76092	NONE		SUPPORT FOR EYE DISEASES	2,000.
THE SAN ANTONIO CLUBHOUSE 4450 RECOLETA SAN ANTONIO, TX 78216	NONE		ASSISTANCE FOR THE MENTALLY CHALLENGED	750.
ROARING FORK CONSERVANCY P.O. BOX 3349 BASALT, CO 81621	NONE		CONSERVATION OF NATURAL RESOURCES	25,000.
HEB ISD EDUCATION FOUNDATION P.O. DRAWER 969 BEDFORD, TX 76095	NONE		EDUCATIONAL	500.
WATER ENVIRONMENT ASSOCIATION OF TEXAS 1825 FORT VIEW RD AUSTIN, TX 78704	NONE		CONSERVATION OF NATURAL RESOURCES	500.
THE SEED COMPANY 3030 MATLOCK STE 104 ARLINGTON, TX 76105	NONE		RELIGIOUS	7,000.
CHURCH ON THE ROCK 701 E INTERSTATE 30 ROCKWALL, TX 75087	NONE		RELIGIOUS	2,000.
Total from continuation sheets				

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MUTUAL FUNDS	101,345.	48,695.	52,650.	52,650.	
TO PART I, LINE 4	101,345.	48,695.	52,650.	52,650.	

FORM 990-PF		ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	5,410.	5,410.			0.
TO FORM 990-PF, PG 1, LN 16B	5,410.	5,410.			0.

FORM 990-PF		TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	600.	600.			0.
TO FORM 990-PF, PG 1, LN 18	600.	600.			0.

FORM 990-PF		OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	18,195.	18,195.			0.
TO FORM 990-PF, PG 1, LN 23	18,195.	18,195.			0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB FUNDS	2,265,364.	2,656,917.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,265,364.	2,656,917.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPLIT DOLLAR LIFE INSURANCE	147,054.	147,054.	147,054.
TO FORM 990-PF, PART II, LINE 15	147,054.	147,054.	147,054.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	7
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TAX DUE FROM FORM 990-PF, PART VI	1,491.
LATE PAYMENT INTEREST	23.
LATE PAYMENT PENALTY	45.
TOTAL AMOUNT DUE	1,559.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	8
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	1,491.	1,491.	6	45.
DATE FILED	11/15/14		1,491.		
TOTAL LATE PAYMENT PENALTY					45.

FORM 990-PF		LATE PAYMENT INTEREST				STATEMENT	9
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST	
TAX DUE	05/15/14	1,491.	1,491.	.0300	184	23.	
DATE FILED	11/15/14		1,514.				
TOTAL LATE PAYMENT INTEREST						23.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
M KEITH BRANYON 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TAMMY BRYANT 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	SECRETARY 40.00	5,000.	0.	0.
RICHARD DRUMMOND 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
JOHN DICKENS 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 2.00	0.	0.	0.
JOSEPH E HARDGROVE 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	EXECUTIVE DIRECTOR 3.00	0.	0.	0.
PHIL LUEBBEHUSEN 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOM HARDGROVE 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
KATHLEEN DONALDSON 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		5,000.	0.	0.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OMEGA FOUNDATION, INC.	75-2716754
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	309 W. 7TH STREET, NO. 900	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	FORT WORTH, TX 76102	

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.

JOSEPH E. HARDGROVE

• The books are in the care of **309 W. SEVENTH ST., SUITE 900 - FORT WORTH, TX 76102**

Telephone No. **(817) 335-5739**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NEEDED 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	\$	300.
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	\$	304.
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

Title **PRESIDENT**

Date

Form 8868 (Rev. 1-2014)