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**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.

2013

For calendar year 2013, or tax year beginning , 2013, and ending

Bill Pace Cogdell Charitable Trust
2005 W Missouri Ave
Midland, TX 79701-6401

A Employer identification number
75-2737902

B Telephone number (see the instructions)
(432) 682-3541

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, column (c), line 16)
▶ \$ 8,336,142.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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 ☐

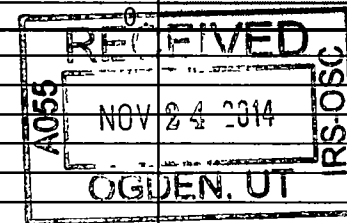
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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) (see instructions).)

	(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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	76.	76.		
4 Dividends and interest from securities	77,769.	77,769.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	53,428.			
b Gross sales price for all assets on line 6a	293,197.			
7 Capital gain net income (from Part IV, line 2)		53,428.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	702,294.	702,294.		
12 Total. Add lines 1 through 11	833,567.	833,567.		
13 Compensation of officers, directors, trustees, etc.	86,770.	86,770.		
14 Other employee salaries and wages	2,244.	2,244.		
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	26,935.	26,935.		
c Other prof fees (attach sch) See St 3	9,500.	9,500.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	23,265.	7,132.		
19 Depreciation (attach sch) and depletion	1,420.	1,420.		
20 Occupancy	13,655.	13,655.		
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 5	44,306.	38,914.		
24 Total operating and administrative expenses. Add lines 13 through 23	208,095.	186,570.		
25 Contributions, gifts, grants paid Part XV	133,791.			133,791.
26 Total expenses and disbursements. Add lines 24 and 25	341,886.	186,570.	0.	133,791.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	491,681.			
b Net investment income (if negative, enter -0-)		646,997.		
c Adjusted net income (if negative, enter -0-)			0.	



Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			24,059.
	2 Savings and temporary cash investments	1,491,214.	1,366,711.	1,342,652.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	2,743,570.	3,356,483.	4,021,271.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis 24,660.			
	Less: accumulated depreciation (attach schedule) See Stmt 7 22,098.	3,982.	2,562.	
	15 Other assets (describe See Statement 8)	10,540.	10,540.	2,948,160.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	4,249,306.	4,736,296.	8,336,142.
	17 Accounts payable and accrued expenses	4,642.	-49.	
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	4,642.	-49.	
	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. X			
	27 Capital stock, trust principal, or current funds	4,244,664.	4,736,345.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
NET ASSETS OR FUND BALANCES	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,244,664.	4,736,345.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,249,306.	4,736,296.	

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	4,244,664.
2 Enter amount from Part I, line 27a	2	491,681.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,736,345.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,736,345.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Marketable Securities - See Statement 11		P		
b Capital Gain Distributions		P		
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 237,017.		239,769.	-2,752.
b 56,180.			56,180.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-2,752.
b			56,180.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	53,428.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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) N/A

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 (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	12,940.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	12,940.
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	12,940.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	12,750.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	12,750.	
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 See Statement 9	9	200.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>N/A</u>	13	X	
14	The books are in care of <u>Carol C Subia</u> Telephone no <u>(432) 682-3541</u> Located at <u>2005 W Missouri Ave Midland TX</u> ZIP + 4 <u>79701-6401</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 <u>N/A</u>	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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a 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 <input type="checkbox"/>	1 b	N/A
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?	1 c	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 <u>20 __ , 20 __ , 20 __ , 20 __</u>	<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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

6b

X

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

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

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

7b

N/A

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Carol C Subia 2005 W Missouri Ave Midland, TX 79701	Trustee 40.00	77,770.	0.	0.
Dennis Sever 1605 N I St Midland, TX 79701	Trustee 5.00	9,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
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	1 a	3,298,815.
b Average of monthly cash balances	1 b	1,450,848.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,749,663.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,749,663.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	71,245.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,678,418.
6 Minimum investment return. Enter 5% of line 5	6	233,921.

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	233,921.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	12,940.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	12,940.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	220,981.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	220,981.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	220,981.

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	1 a	133,791.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	133,791.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,791.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7.				220,981.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			103,129.	
b Total for prior years: 20____, 20____, 20____		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: \$ 133,791.				
a Applied to 2012, but not more than line 2a			103,129.	
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				30,662.
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 instructions.			0.	
f Undistributed income for 2013: Subtract lines 4d and 5 from line 1: This amount must be distributed in 2014				190,319.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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
<i>a</i> Paid during the year See Statement 12		N/A	Tuition and/or books	133,791.
Total			3 a	133,791.
<i>b</i> Approved for future payment				
Total			3 b	

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 (See instructions)
		(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			14	76.	
4	Dividends and interest from securities			14	77,769.	
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					53,428.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	See Statement 10			15	702,294.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				780,139.	53,428.
13	Total. Add line 12, columns (b), (d), and (e)				13	833,567.

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

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

[illegible]

Bill Pace Cogdell Charitable Trust

75-2737902

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & Gas Royalties - Net	\$ 702,294.		
Total	<u>\$ 702,294.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting, payroll, and tax return fees	\$ 26,935.	\$ 26,935.		
Total	<u>\$ 26,935.</u>	<u>\$ 26,935.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal & professional expense	\$ 9,500.	\$ 9,500.		
Total	<u>\$ 9,500.</u>	<u>\$ 9,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld on dividends	\$ 791.	\$ 791.		
Form 990-PF prior year payments	16,133.			
Payroll taxes	6,341.	6,341.		
Total	<u>\$ 23,265.</u>	<u>\$ 7,132.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Bill Pace Cogdell Charitable Trust

75-2737902

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expense	\$ 38,528.	\$ 38,528.		
Office supplies & expense	371.	371.		
Postage	15.	15.		
Tax penalty & interest	5,392.			
Total	\$ 44,306.	\$ 38,914.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Values per year-end summary	Cost	\$ 3,356,483.	\$ 4,021,271.
	Total	<u>\$ 3,356,483.</u>	<u>\$ 4,021,271.</u>

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,644.	\$ 2,349.	\$ 295.	\$ 0.
Machinery and Equipment	19,652.	17,485.	2,167.	0.
Improvements	2,364.	2,264.	100.	0.
Total	\$ 24,660.	\$ 22,098.	\$ 2,562.	\$ 0.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Mineral Properties	\$ 10,540.	\$ 2,948,160.
Total	\$ 10,540.	\$ 2,948,160.

Statement 9
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	\$ 190.
Late Payment Penalty	7.

2013

Federal Statements

Page 3

Bill Pace Cogdell Charitable Trust

75-2737902

Statement 9 (continued)
Form 990-PF, Part VI, Line 9
Tax Due

Late Interest

Total \$ 3.
\$ 200.

2013

Federal Supporting Detail

Page 1

Bill Pace Cogdell Charitable Trust

75-2737902

Other Revenue

Amount

Oil & Gas Royalties - Net

See Statement 10

Less: Property taxes

\$ 747,280.

-44,986.

Total \$ 702,294.

Balance Sheet, Part II, Line 17

Accounts payable and accrued expenses

Employee payroll taxes payable

\$ -49.

Total \$ -49.

BILL PACE COGDELL CHARITABLE TRUST

75-2737902

2013

Form 990-PF, Part I, Depreciation - Line 19

Description	Date Acq.	Life	Method	Cost	Accum. Depreciation	2007 Depreciation
Air Cond. Htg. Unit	9/24/99	20 yr	SL	4,049	2,729	202
Leasehold Improvements	10/31/99	7 yr	SL	2,061	2,061	-
Laminator	7/13/00	5 yr	SL	100	100	-
Computer	7/26/00	5 yr	SL	3,419	3,419	-
Office Furniture	8/18/00	7 yr	SL	686	686	-
Leasehold Improvements	9/7/00	20 yr	SL	303	188	15
Office Equipment	10/17/00	7 yr	SL	126	126	-
Executive Desk	10/19/00	7 yr	SL	108	108	-
Office Desk	10/21/00	7 yr	SL	65	65	-
Office Equipment	11/19/00	7 yr	SL	172	172	-
Printers	11/27/00	5 yr	SL	1,078	1,078	-
Workcenter	12/5/00	7 yr	SL	150	150	-
File Cabinets	3/24/01	7 yr	SL	352	352	-
Copier	10/20/02	5 yr	SL	1,947	1,947	-
Computer, Monitor, Printer	1/23/04	5 yr	SL	2,516	2,516	-
Window Blinds	11/20/04	7 yr	SL	375	375	-
Phone, Answer Machine	6/13/05	7 yr	SL	260	260	-
Telephone	9/24/05	7 yr	SL	103	103	-
DSL Equipment	10/21/05	5 yr	SL	449	449	-
Dell Printer	11/21/05	5 yr	SL	325	325	-
Dell Computer	12/15/09	5 yr	SL	3,886	2,396	777
Office Computer Addition	4/20/10	5 yr	SL	876	467	175
Office Equipment	1/15/10	5 yr	SL	518	312	104
Conference Table & Chairs	12/27/10	5 yr	SL	736	294	147
				24,660	20,678	1,420

BILL PACE COGDELL CHARITABLE TRUST
OIL & GAS ROYALTIES (NET TO GROSS)
75-2737902
FYE 12/31/2013

CHECK DATE	NET	GPT	OTHER	GROSS
1/25/2013	54,558.14	1,742.56		56,300.70
2/25/2013	57,048.97	1,730.05		58,779.02
3/25/2013	53,286.75	1,707.95		54,994.70
4/25/2013	52,529.66	1,649.37		54,179.03
5/25/2013	49,984.97	1,614.55		51,599.52
6/25/2013	50,031.15	1,592.87		51,624.02
7/25/2013	48,369.04	1,549.61		49,918.65
8/25/2013	53,997.05	1,928.50		55,925.55
9/25/2013	55,130.41	1,961.93		57,092.34
10/25/2013	56,232.14	2,142.74		58,374.88
11/25/2013	108,752.62	3,919.09		112,671.71
12/25/2013	51,644.91	2,091.70		53,736.61
	691,565.81	23,630.92	-	715,196.73

Occidental Permian Ltd

Plains Marketing L P.

1/20/2013	299.33	14.48		313.81
3/20/2013	152.88	7.39		160.27
4/21/2013	236.79	11.44		248.23
5/20/2013	334.10	16.14		350.24
6/20/2013	166.47	8.03		174.50
7/19/2013	253.24	12.23		265.47
8/20/2013	189.47	9.15		198.62
9/20/2013	267.85	12.94		280.79
10/21/2013	389.93	18.85		408.78
11/20/2013	360.14	17.39		377.53
12/11/2013	227.88	11.01		238.89
12/20/2013	74.65	3.60		78.25
	2,952.73	142.65	-	3,095.38

BILL PACE COGDELL CHARITABLE TRUST
OIL & GAS ROYALTIES (NET TO GROSS)

75-2737902
FYE 12/31/2013

CHECK DATE	NET	GPT	OTHER	GROSS
1/18/2013	3,340.68	161.43		3,502.11
2/20/2013	4,021.80	189.62		4,211.42
3/20/2013	4,202.59	191.85		4,394.44
4/19/2013	3,935.65	185.94		4,121.59
5/20/2013	4,520.35	210.48		4,730.83
6/20/2013	3,682.21	172.66		3,854.87
7/19/2013	3,696.28	173.31		3,869.59
8/20/2013	3,603.65	169.72		3,773.37
9/20/2013	4,011.35	190.06		4,201.41
10/18/2013	4,088.69	194.72		4,283.41
11/20/2013	4,163.44	206.72		4,370.16
12/20/2013	4,120.90	196.08		4,316.98
	47,387.59	2,242.59	-	49,630.18

XTO Energy Inc.

LPC Crude Oil, Inc

1/21/2013	150.36	7.27		157.63
2/21/2013	-	-		-
3/21/2013	162.21	7.85		170.06
4/21/2013	177.34	8.57		185.91
5/21/2013	182.74	8.83		191.57
6/21/2013	-	-		-
7/21/2013	180.83	8.73		189.56
8/21/2013	208.59	10.08		218.67
9/21/2013	209.26	10.10		219.36
10/21/2013	214.01	10.34		224.35
11/21/2013	-	-		-
12/21/2013	185.56	8.97		194.53
	1,670.90	80.74	-	1,751.64

BILL PACE COGDELL CHARITABLE TRUST
 OIL & GAS ROYALTIES (NET TO GROSS)
 75-2737902
 FYE 12/31/2013

CHECK DATE	NET	GPT	OTHER	GROSS
1/23/2013	285.51	13.80		299.31
2/22/2013	139.90	6.75		146.65
3/22/2013	305.13	14.74		319.87
4/23/2013	313.26	15.14		328.40
5/23/2013	334.64	16.17		350.81
6/24/2013	168.47	8.15		176.62
7/23/2013	338.33	16.35		354.68
8/23/2013	359.09	17.34		376.43
9/23/2013	369.75	17.87		387.62
10/23/2013	385.01	18.60		403.61
11/22/2013	371.14	17.93		389.07
12/23/2013	332.74	16.08		348.82
	3,702.97	178.92	-	3,881.89

Sunoco, Inc.

Total Royalties

747,280.00	26,275.82	-	773,555.82
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BILL PACE COGDELL CHARITABLE TRUST
SALES OF STOCK
75-2737902
FYE 12/31/2013

DESCRIPTION	# OF SHARES	HOW ACQ.	ACQ.	DATES SOLD	SALES PROCEEDS	BASIS	GAIN (LOSS)	NON-COVERED	TERM
Biotech Holders Tr (BBH)	100 000	PURCHASE	6/29/00	1/7/13	15,319	17,283	(1,964)	X	LT
Pharmaceutical Holders Tr (PPH)	100 000	PURCHASE	3/8/00	1/7/13	7,981	7,319	662	X	LT
Pharmaceutical Holders Tr (PPH)	100 000	PURCHASE	10/18/05	1/7/13	7,981	6,905	1,076	X	LT
Oil Service Holders Tr (OIH)	100 000	PURCHASE	10/18/05	1/7/13	11,482	10,718	764	X	LT
Annaly Capital Mgmt (NLV)	1,000 000	PURCHASE	9/9/11	7/5/13	11,313	17,758	(6,445)		LT
Dow 30 Premium & Dividend (DPD)	0 039	PURCHASE	Various	7/30/13	1	1	-		ST
Dow 30 Premium & Dividend (DPD)	0 474	PURCHASE	Various	7/30/13	7	5	2	X	LT
Dow 30 Premium & Dividend (DPD)	0 028	PURCHASE	Various	7/30/13	-	-	-		LT
At&t (T)	545 000	PURCHASE	12/17/09	9/16/13	18,907	14,830	4,077	X	LT
At&t (T)	500 000	PURCHASE	9/9/11	9/16/13	17,345	13,770	3,575		LT
Third Avenue Value Fund (TAVFX)	59 430	PURCHASE	12/19/12	9/16/13	3,400	2,928	472		ST
Third Avenue Value Fund (TAVFX)	375 150	PURCHASE	10/3/07	9/16/13	21,466	25,000	(3,534)	X	LT
Third Avenue Value Fund (TAVFX)	368 840	PURCHASE	10/12/07	9/16/13	21,105	25,000	(3,895)	X	LT
Third Avenue Value Fund (TAVFX)	390 076	PURCHASE	10/19/07	9/16/13	22,320	25,000	(2,680)	X	LT
Third Avenue Value Fund (TAVFX)	0 076	PURCHASE	12/20/07	9/16/13	4	4	-	X	LT
Third Avenue Value Fund (TAVFX)	8 614	PURCHASE	12/20/07	9/16/13	493	516	(23)	X	LT
Third Avenue Value Fund (TAVFX)	30 917	PURCHASE	12/20/07	9/16/13	1,769	1,852	(83)	X	LT
Third Avenue Value Fund (TAVFX)	145 243	PURCHASE	6/6/08	9/16/13	8,311	8,000	311	X	LT
Third Avenue Value Fund (TAVFX)	147 874	PURCHASE	6/16/08	9/16/13	8,461	8,000	461	X	LT
Third Avenue Value Fund (TAVFX)	202 020	PURCHASE	7/29/08	9/16/13	11,560	10,000	1,560	X	LT
Third Avenue Value Fund (TAVFX)	405 104	PURCHASE	9/5/08	9/16/13	23,180	20,000	3,180	X	LT
Third Avenue Value Fund (TAVFX)	0 066	PURCHASE	12/24/08	9/16/13	4	2	2	X	LT
Third Avenue Value Fund (TAVFX)	12 114	PURCHASE	12/24/04	9/16/13	693	381	312	X	LT
Third Avenue Value Fund (TAVFX)	52 451	PURCHASE	12/23/09	9/16/13	3,001	2,378	623	X	LT
Third Avenue Value Fund (TAVFX)	40 620	PURCHASE	12/22/10	9/16/13	2,324	2,068	256	X	LT
Third Avenue Value Fund (TAVFX)	49 750	PURCHASE	12/21/11	9/16/13	2,847	1,967	880	X	LT
Kayne Anderson Energy Total (KYE)	0 160	PURCHASE	4/17/13	9/16/13	4	4	-		ST
Kayne Anderson Energy Total (KYE)	0 518	PURCHASE	4/17/13	9/16/13	15	14	1		ST
Kayne Anderson Energy Total (KYE)	0 711	PURCHASE	7/16/13	9/16/13	20	19	1		ST
Kayne Anderson Energy Total (KYE)	0 689	PURCHASE	10/24/12	9/16/13	20	17	3		ST
Kayne Anderson Energy Total (KYE)	0 740	PURCHASE	1/17/13	9/16/13	22	19	3		ST
Kayne Anderson Energy Total (KYE)	0 566	PURCHASE	1/19/11	9/16/13	17	16	1	X	LT
Kayne Anderson Energy Total (KYE)	0 575	PURCHASE	4/19/11	9/16/13	17	16	1	X	LT
Kayne Anderson Energy Total (KYE)	0 445	PURCHASE	4/25/08	9/16/13	13	11	2	X	LT
Kayne Anderson Energy Total (KYE)	0 607	PURCHASE	7/19/11	9/16/13	18	16	2	X	LT
Kayne Anderson Energy Total (KYE)	0 506	PURCHASE	7/30/08	9/16/13	15	12	3	X	LT
Kayne Anderson Energy Total (KYE)	0 660	PURCHASE	1/19/12	9/16/13	19	16	3		LT
Kayne Anderson Energy Total (KYE)	0 470	PURCHASE	1/11/08	9/16/13	14	11	3	X	LT
Kayne Anderson Energy Total (KYE)	0 681	PURCHASE	4/20/12	9/16/13	20	17	3		LT

FYE 12/31/2013

[illegible]

BILL PACE COGDELL CHARITABLE TRUST

75-2737902

FYE 12/31/2013

Form 990-PF, Part XV, Line 3a

Payment to Midland College, University of Texas of the Permian Basin, and/or FHEG University
Bookstore for the benefit of the following students:

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Nicholas P. Adams 3211 Sinclair Ave. Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,680.31
Christina I. Aguirre 301 E. County Road 150 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,817.88
Erika L. Aleman 4208 W. County Road 114 Midland, TX 79706	None	N/A	Scholarship - tuition and books	843.56
Nydia V. Andriano P.O. Box 51753 Midland, TX 79710	None	N/A	Scholarship - tuition and books	1,749.44
Jeanna N. Arizpe 1611 W Kentucky Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,156 93
Teresa G. Armendariz P.O. Box 30385 Midland, TX 79712	None	N/A	Scholarship - tuition and books	1,425.85
Sylvia Athayde 3009 S County Road 1196 Midland, TX 79701	None	N/A	Scholarship - tuition and books	3,042 27
James E. Avampato 5511 Hathaway Midland, TX 79707	None	N/A	Scholarship - tuition and books	670 90
Obed Borrero 4711 Princeton Midland, TX 79703	None	N/A	Scholarship - tuition and books	975.67
Irma M. Bueno 108 E. Pennsylvania Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,835.07
Damariss Carrasco 4402 Brookdale Dr. Midland, TX 79703	None	N/A	Scholarship - books	609.72

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
FYE 12/31/2013

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Katherine F. Castillo 5107 E. County Road 59 Midland, TX 79705	None	N/A	Scholarship - tuition and books	2,564.02
Kelsey S. Chiolo P.O. Box 7156 Midland, TX 79708	None	N/A	Scholarship - tuition	779.45
Raul A. Corrales 5030 Joy Dr. Midland, TX 79703	None	N/A	Scholarship - tuition and books	655.38
Tracie L. Correa 905 W. Dakota Midland, TX 79701	None	N/A	Scholarship - tuition and books	4,444.15
Cynthia Costilla 1300 S. Pratt Midland, TX 79703	None	N/A	Scholarship - tuition and books	2,033.80
Christopher De La Rosa 3309 S. County Road 1212 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,905.70
Karla C. De La Torre 1309 Pacific Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,299.59
Ruby G. Diab 2205 S. Baird Midland, TX 79701	None	N/A	Scholarship - tuition and books	7,434.45
Hannah C. Ellis 729 Pinehurst Dr. Midland, TX 79705	None	N/A	Scholarship - tuition and books	2,638.02
Bridgett L. Gagliardi P.O. Box 3016 Midland, TX 79712	None	N/A	Scholarship - tuition and books	2,194.68
Jaime Gandara Jr. 4600 Oakwood Dr. #131 Odessa, TX 79761	None	N/A	Scholarship - tuition and books	2,755.29
Gabriela M. Garcia 201 W. Estes Ave. Midland, TX 79701	None	N/A	Scholarship - tuition	1,803.92

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
FYE 12/31/2013

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Crystal B. Gonzales 3600 W. Loop 250 N #2040 Midland, TX 79707	None	N/A	Scholarship - tuition and books	1,789.16
Juan E. Gonzalez 1612 Maple Ave. Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,719.94
Katarina Graves 7200 W. County Road 62 Midland, TX 79708	None	N/A	Scholarship - tuition and books	4,056.54
Maribel G. Guterrez 4513 Monty Dr. Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,387.03
Cynthia M. Hernandez 2400 Holloway Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,933.60
Mauricio I. Hernandez 1508 S. Loraine Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,760.29
Kelly Herrera 3702 Kniffen Dr. Midland, TX 79705	None	N/A	Scholarship - books	661.93
Agatha Lopez 1004 W. Dakota Midland, TX 79701	None	N/A	Scholarship - tuition and books	4,425.62
Catalina M. Lopez 1508 E. County Road 120 Midland, TX 79706	None	N/A	Scholarship - tuition and books	2,383.80
Maria G. Lopez 211 S. Jefferson Midland, TX 79701	None	N/A	Scholarship - tuition and books	993.48
Acelia T. Lozano 503 Howard Dr. Midland, TX 79703	None	N/A	Scholarship - tuition and books	2,181.31
Alexis C. Martinez 1615 Hickory Ave. Midland, TX 79705	None	N/A	Scholarship - tuition and books	2,154.22

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
FYE 12/31/2013

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Ivan J. Melendez 1315 E County Road 126 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,535.61
Erika Mendoza 4208 W. County Road 114 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,303.92
Trancito Morrison 4410 Stanolind Ave. Midland, TX 79707	None	N/A	Scholarship - tuition and books	5,059.16
Daniel C. Natividad 1706 S. Mineola Midland, TX 79701	None	N/A	Scholarship - books	796.25
Saul Z. Natividad 1706 S. Mineola Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,832.62
Ruben Ochoa 112 E. Nobles Midland, TX 79701	None	N/A	Scholarship - books	299.00
Ruth E. Ochoa 3200 Park Lane Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,610.14
Yamir P. Olivas 5209 E County Road 85 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,691.92
Monica M. Perea 2400 Whitmire Blvd #9 Midland, TX 79705	None	N/A	Scholarship - tuition and books	3,379.55
Anthony R. Portillo 4000 W. Illinois Apt 255 Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,802.88
Ashley M. Portis 1212 E. Wadley Ave Apt 1001 Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,011.37
Micah Raies 3711 Coquina Lane Midland, TX 79707	None	N/A	Scholarship - books	185.97

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Name and Address	Relationship	Fdn. Status	Purpose	Amount
Matthew R. Ralston 1412 S. County Road 1128 Midland, TX 79706	None	N/A	Scholarship - tuition and books	2,343.31
Anjelica M. Reyes 1701 E. Golf Course Rd. Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,399.12
Petra O. Reyes 1800 Ohio St. Midland, TX 79701	None	N/A	Scholarship - tuition and books	948.05
Jesse R. Robledo 1103 E. Hamby Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,660.99
Elsa M. Saenz 501 Howard Dr. Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,393.53
Anjelica M. Sanchez 5110 Sunnyside Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,404.34
Sylvia Sanchez 2106 Butternut Ln. Midland, TX 79705	None	N/A	Scholarship - tuition and books	4,671.40
Annette Solis 1507 N. Main Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,666.76
Angelo L. Subia 2005 W. Missouri Ave. Midland, TX 79701	None	N/A	Scholarship - books	387.48
Maida Terrazas 421 W. Pecan Ave. #3B Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,399.12
Adrienne Tovar 605 S. K St. Midland, TX 79701	None	N/A	Scholarship - tuition and books	3,533.53
Dively B. Vega 3101 N. Midland Dr. #506 Midland, TX 79707	None	N/A	Scholarship - tuition and books	3,144.97

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Name and Address	Relationship	Fdn. Status	Purpose	Amount
Hector Villarreal 1301 Latta Dr. Apt 722 Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,764.79
Juanita Villegas 1111 W. Kentucky Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,745.88
Manuel A. Villegas 3905 S. County Road 1210 Midland, TX 79706	None	N/A	Scholarship - tuition and books	2,199.71
Long B. Vo 5615 Llano Midland, TX 79707	None	N/A	Scholarship - tuition and books	926.61
Olivia D. Wallace 1701 N. Fairgrounds Rd. #1103 Midland, TX 79706	None	N/A	Scholarship - books	3,447.07
Thomas J. Weathers 3600 N. Garfield Midland, TX 79705	None	N/A	Scholarship - tuition and books	3,299.29
Alexis G. Weston 4000 Norwood Midland, TX 79707	None	N/A	Scholarship - tuition and books	1,184.16
				<u>133,791.47</u>