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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

ENVELOPE
ESTIMATE DATE
NOV 1 1 2014

Name of foundation
LUPE MURCHISON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
16250 KNOLL TRAIL DR., SUITE 110

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75248

A Employer identification number
75-2953224

B Telephone number (see instructions)
(972) 248-2200

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

G Check all that apply.
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 52,665,061.**

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

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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10,804.	10,804.		ATCH 1
4	Dividends and interest from securities	676,253.	676,253.		ATCH 2
5a	Gross rents	47,239.	38,585.		
b	Net rental income or (loss)	47,239.			
6a	Net gain or (loss) from sale of assets not on line 10	1,113,240.			
b	Gross sales price for all assets on line 6a	6,954,305.			
7	Capital gain net income (from Part IV, line 2)		1,081,463.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH 3	1,314,730.	687,893.		
12	Total. Add lines 1 through 11	3,162,266.	2,494,998.		
13	Compensation of officers, directors, trustees, etc	222,946.	83,605.		111,473.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	5,260.	2,630.		1,754.
b	Accounting fees (attach schedule) ATCH 5	114,072.	57,036.		38,032.
c	Other professional fees (attach schedule) *	66,004.	59,753.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	27,058.	22,784.		
19	Depreciation (attach schedule) and depletion	259,648.	7,051.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	1,419,141.	1,414,455.		104.
24	Total operating and administrative expenses. Add lines 13 through 23	2,114,129.	1,647,314.		151,363.
25	Contributions, gifts, grants paid	2,142,944.			2,142,944.
26	Total expenses and disbursements Add lines 24 and 25	4,257,073.	1,647,314.	0	2,294,307.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,094,807.			
b	Net investment income (if negative, enter -0-)		847,684.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		3,439,293.	4,590,910.	4,590,910.
	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 schedule) ▶ *			*	ATCH 9
		Less allowance for doubtful accounts ▶		75,000.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 10		420,407.	353,925.	353,925.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 11		42,812,759.	47,714,926.	47,714,926.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 12)		5,000.	5,300.	5,300.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		46,752,459.	52,665,061.	52,665,061.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		44,460,129.	48,005,401.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund		2,292,330.			
29	Retained earnings, accumulated income, endowment, or other funds			4,659,660.		
30	Total net assets or fund balances (see instructions)		46,752,459.	52,665,061.		
31	Total liabilities and net assets/fund balances (see instructions)		46,752,459.	52,665,061.		

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 46,752,459.
2	Enter amount from Part I, line 27a	2 -1,094,807.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3 7,007,409.
4	Add lines 1, 2, and 3	4 52,665,061.
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 52,665,061.

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	SEE PART IV SCHEDULE			
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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 }		1,081,463.
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) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		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.)

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	2,319,257.	45,985,778.	0.050434
2011	2,060,169.	46,497,676.	0.044307
2010	2,243,365.	43,916,438.	0.051083
2009	2,264,052.	43,608,965.	0.051917
2008	2,607,033.	45,296,272.	0.057555
2	Total of line 1, column (d)		0.255296
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		0.051059
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		47,008,606.
5	Multiply line 4 by line 3		2,400,212.
6	Enter 1% of net investment income (1% of Part I, line 27b)		8,477.
7	Add lines 5 and 6		2,408,689.
8	Enter qualifying distributions from Part XII, line 4 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		2,294,307.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 25,782.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Are the requirements of section 508(e) satisfied?'

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? 13 X
Website address N/A
14 The books are in care of J. V. SMITH PC C/O JERRY SMITH Telephone no 972/248-2200
Located at 16250 KNOLL TRAIL DR, SUITE 110 DALLAS, TX ZIP+4 75248
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? X 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) 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No
 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? 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? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
ATCH 14		222,946.	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

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
ATCH 15		139,075.

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶

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	17,654,605.
b	Average of monthly cash balances	1b	2,710,017.
c	Fair market value of all other assets (see instructions)	1c	27,359,851.
d	Total (add lines 1a, b, and c)	1d	47,724,473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,724,473.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	715,867.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,008,606.
6	Minimum investment return. Enter 5% of line 5	6	2,350,430.

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	2,350,430.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,954.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,954.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,333,476.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,333,476.
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	2,333,476.

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	2,294,307.
b	Program-related investments - total from Part IX-B	1b	
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	2,294,307.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,294,307.

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				2,333,476.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,140,073.	
b Total for prior years 20 11 , 20 10 , 20 09				
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 ▶ \$ <u>2,294,307.</u>				
a Applied to 2012, but not more than line 2a			2,140,073.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				154,234.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,179,242.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

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

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

Table with 5 columns: Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 16

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

ATCH 17

c Any submission deadlines

NONE

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

ATCH 18

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 <i>Paid during the year</i> ATCH 19				
Total ▶ 3a				2,142,944.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Jerry V Smith, Date: 11-13-14, Title: TRUSTEE.

Paid Preparer Use Only Print/Type preparer's name: JERRY V SMITH, Preparer's signature: Jerry V Smith, Date: 11-13-14, Check self-employed: [], PTIN: P01605487, Firm's name: J. V. SMITH PROFESSIONAL CORP., Firm's EIN: 75-1785076, Firm's address: 16250 KNOLL TRAIL DR., SUITE 110 DALLAS, TX 75248, Phone no: 972/248-2200.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,085,211.		CHARLES SCHWAB 1099 PROPERTY TYPE: SECURITIES 4,611,122.				P	474,089.	
2,342.		CHARLES SCHWAB ST GAIN DISTRIBUTION				P	2,342.	
6,440.		CHARLES SCHWAB LT GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	6,440.	
383,498.		WCM 1099B PROPERTY TYPE: SECURITIES 360,080.				P	23,418.	
890,811.		SHAFER CULLEN 1099B PROPERTY TYPE: SECURITIES 857,107.				P	33,704.	
541,470.		INVESTMENT GAIN/LOSS FROM K-1S PROPERTY TYPE: SECURITIES				P	541,470.	
TOTAL GAIN (LOSS)							<u>1,081,463.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GRAND BANK CHG	149.	149.
GRAND BANK MMA	4,879.	4,879.
ROYAL GORGE INTEREST	3,675.	3,675.
WCM INTEREST	277.	277.
IRS	336.	336.
SHAFER CULLEN INTEREST	1,488.	1,488.
TOTAL	<u>10,804.</u>	<u>10,804.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORD DIVIDENDS CHARLES SCHWAB *-5592	95,225.	95,225.
QUAL DIVIDENDS CHARLES SCHWAB *-5592	218,262.	218,262.
DIVIDENDS - WCM	16,452.	16,452.
DIVIDENDS - SCHAFFER	63,918.	63,918.
LAZARD, LTD	1,088.	1,088.
SILVERCREEK INTEREST	6,274.	6,274.
AWH OPPORTUNITY FUND INTEREST	164.	164.
AWH OPPORTUNITY FUND DIVIDENDS	1,362.	1,362.
LA PLATA LGM INTEREST	266.	266.
LGM RESOURCES INTEREST	57.	57.
LGM STARR COUNTY INTEREST	15.	15.
ENCAP INTEREST	19,019.	19,019.
ATLANTIC TRUST FUND MLP INTEREST	41,597.	41,597.
ATLANTIC TRUST FUND MLP DIVIDENDS	9,711.	9,711.
BRANDYWINE INTEREST	60,242.	60,242.
BURGUNDY SMALLER COMPANIES INTEREST	268.	268.
BURGUNDY SMALLER COMPANIES DIVIDENDS	18,701.	18,701.
BURGUNDY EMERGING MARKETS INTEREST	1.	1.
BURGUNDY EMERGING MARKETS DIVIDENDS	28,236.	28,236.
MONTAUK TRIGUARD INTEREST	12,961.	12,961.
MONTAUK TRIGUARD DIVIDENDS	19,067.	19,067.
LKCM DIVIDEND INCOME	63,313.	63,313.
ESPUELA II INTEREST	2.	2.
ESPUELA III INTEREST	50.	50.
COMMERCE STREET CARLYLE FUND INTEREST	2.	2.
TOTAL	676,253.	676,253.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM FINANCIAL STATEMENTS:		
OTHER INCOME	1,305.	862.
INCOME FROM PARTNERSHIPS:		
OTHER INCOME:		
AWH OPPORTUNITY FUND I	-10.	-10.
ESPUELA GAS PARTNERS	-41,881.	
JDM MINERALS	5,827.	
LA PLATA LGM CORP	104,515.	
LGM RESOURCES	59,401.	
LGM STARR COUNTY LP	12,448.	
GRAND ISLE	-45.	
ATLANTIC TRUST MLP	-37,440.	-72,733.
BRANDYWINE GLOBAL FIXED INCOME FUND	-5,360.	-5,360.
MONTAUK TRIGUARD	-17,111.	3,490.
LKCM	1,990.	2,942.
BURGUNDY SMALLER COMPANIES	-11.	-11.
ESPUELA GAS PARTNERS II	393,048.	
ESPUELA GAS PARTNERS III	53,451.	
ROYALTIES:		
ESPUELA GAS PARTNERS 2005	1,726.	
JDM MINERALS	580,686.	580,686.
LA PLATA COUNTY LGM CORP	20,719.	20,719.
LGM RESOURCES LLC	152,692.	152,692.
ESPUELA III	3,435.	2,744.
AT MLP FUND	2,370.	
MONTAUK TRIGUARD	1,872.	1,872.
LONE STAR JOCKEY CLUB		
1231 INCOME FROM PARTNERSHIPS:		
ESPUELA GAS PARTNERS	15,713.	
GLEN ABBEY PARTNERS LP		
ATLANTIC TRUST FUND MLP	-508.	
MONTAUK TRIGUARD FUND	4,400.	

ATTACHMENT 3 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
LKCM INVESTMENT PARTNERSHIP	154.	
ESPUELA GAS PARTNERS II	1,344.	
TOTALS	<u>1,314,730.</u>	<u>687,893.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES-OTHER	5,260.	2,630.		1,754.
TOTALS	<u>5,260.</u>	<u>2,630.</u>		<u>1,754.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	114,072.	57,036.		38,032.
TOTALS	<u>114,072.</u>	<u>57,036.</u>		<u>38,032.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OUSIDE ACCOUNT MANAGER FEES	41,001.	41,001.
TAX PREPARATION	25,003.	18,752.
TOTALS	<u>66,004.</u>	<u>59,753.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAX PAYMENTS	4,274.		
FOREIGN TAXES PAID	22,767.	22,767.	
PROPERTY TAXES PAID	17.	17.	
TOTALS	<u>27,058.</u>	<u>22,784.</u>	

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY & LIABILITY INSURANCE	20,377.	20,377.	
BANK FEES	311.	156.	
ROYALTY EXPENSES	114,744.	114,308.	
OTHER PROFOLIO EXPENSES	1,279,251.	1,279,251.	
NON-DEDUCTIBLE EXPENSES	3,733.		
SUBSCRIPTIONS	725.	363.	
TOTALS	<u>1,419,141.</u>	<u>1,414,455.</u>	<u>104.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: JERRY V. SMITH, TRUSTEE
 ORIGINAL AMOUNT: 900,000.
 INTEREST RATE: 4.900000
 DATE OF NOTE: 11/01/2001
 REPAYMENT TERMS: ANNUAL INSTALLMENT OF \$75,000 PLUS 4.9% INT ON BAL
 SECURITY PROVIDED: ROYAL GORGE STOCK
 PURPOSE OF LOAN: LGM ESTATE SOLD 100% OF STOCK IN BUSINESS

BEGINNING BALANCE DUE 75,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 75,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE _____

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE _____

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GULF COAST WATER CO. 351 SH	395,407.	304,425.	304,425.
ANALYTIC SYSTEMS CORP.	25,000.	49,500.	49,500.
TOTALS	<u>420,407.</u>	<u>353,925.</u>	<u>353,925.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY FUNDS:			
MSCI ETF HIGH DIVIDEND EQUITY	530,472.	442,622.	442,622.
ISHARES MSCI GROWTH INDEX FUND	1,441,050.	1,750,601.	1,750,601.
MORGAN STANLEY INTERNATIONAL	2,576,681.	3,102,037.	3,102,037.
VANGUARD DIVIDEND	3,304,756.	1,309,940.	1,309,940.
VANGUARD GROWTH INDEX	2,737,302.	3,623,407.	3,623,407.
VANGUARD 500 INDEX	824,543.	1,863,120.	1,863,120.
BARCLAYS BANK ETN		266,562.	266,562.
WCM SECURITIES		1,128,548.	1,128,548.
SHAFER CULLEN EQUITIES	1,617,727.	1,746,989.	1,746,989.
BOND FUNDS:			
PIMCO REAL RETURN FUND	1,082,825.		912,257.
DOUBLELINE TOTAL RETURN FUND	809,585.	1,000,734.	1,000,734.
PIMCO TOTAL RETURN FUND		432,978.	432,978.
STONE HARBOR LOCAL	1,130,476.	500,825.	500,825.
GUGGENHEIM MACRO OPPORTUNITY			
DOMESTIC PARTNERSHIPS:			
WARD TRUST	500.	500.	500.
LKCM PARTNERSHIP	3,794,738.	4,990,613.	4,990,613.
ESPUELA GAS PARTNERS 2005, LP			
JDM MINERALS LTD	447,274.	1,496,770.	1,496,770.
LA PLATA COUNTY LGM CORP	539,707.	392,602.	392,602.
LGM RESOURCES LLC	611,344.	659,620.	659,620.
LGM RESOURCES STARR COUNTY LP	123,096.	92,974.	92,974.
GRAND ISLE-LGM RESOURCES STARR			
GLEN ABBEY LP	1,070,000.		
ATLANTIC TRUST MLP FUND, LLC	1,713,202.	1,593,596.	1,593,596.
ENCAP ENERGY INFRASTRUCTURE FE	423,182.	315,795.	315,795.
225 CANYON ROAD LIMITED	1,243,886.	1,997,495.	1,997,495.
LONE STAR RACE PARK	2,000.	2,000.	2,000.
SILVERCREEK LOW VOLUME STRATEG	1,727,610.	1,436,479.	1,436,479.
COMMERCE STREET CARLYLE FUND		94,104.	94,104.
BURGUNDY SMALL CAP FUND	1,000,000.	1,333,604.	1,333,604.

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRANDYWINE GLOBAL FUND	2,368,624.	656,376.	656,376.
ESPUELA GAS PARTNERS II LP	1,688,887.	1,152,666.	1,152,666.
MONTAUK TRIGUARD FUND, LP	1,204,139.	1,409,839.	1,409,839.
ESPUELA GAS PARTNERS III LP	274,661.	965,329.	965,329.
BURGUNDY EMERGING MARKETS		950,969.	950,969.
AWH OPPORTUNITY FUND		1,534,237.	1,534,237.
OFFSHORE INVESTMENTS:			
PINEHURST INSTITUTIONAL FD	2,820,275.	856,675.	856,675.
CS SENIOR LOAN FUND	1,013,906.	2,090,908.	2,090,908.
COMMERCE STREET INCOME	260,978.	323,040.	323,040.
G.S. DISTRESSED FUND, LP	642,056.	707,736.	707,736.
LOCUSTWOOD FUND		1,066,632.	1,066,632.
BLUE LION CAPITAL	1,135,378.	52,409.	52,409.
CANDLEWOOD FUND	1,057,605.	1,184,412.	1,184,412.
SEER CAPITAL	1,082,425.	1,210,644.	1,210,644.
BLUE LION BANK FUND	511,869.	26,970.	26,970.
MKP FUND		1,039,312.	1,039,312.
TOTALS	<u>42,812,759.</u>	<u>47,714,926.</u>	<u>47,714,926.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART	5,000.	5,300.	5,300.
TOTALS	<u>5,000.</u>	<u>5,300.</u>	<u>5,300.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFF GAIN RECOG/UNREALIZED APPR	7,007,409.
TOTAL	<u>7,007,409.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JERRY V. SMITH 16250 KNOLL TRAIL DRIVE, STE 110 DALLAS, TX 75007 COMPENSATION RELATED TO TRUSTEE WORK (PAID TO JVSPC): \$159,900	TRUSTEE, ACCOUNTANT, RECORDS	159,900.
ROBERT MCCULLOCH 901 MAIN STREET, STE 3100 DALLAS, TX 75201 TRUSTEE FEES PAID TO HAYNES AND BOONE: \$ 32,353	TRUSTEE	32,353.
D. MICHAEL REDDEN 5720 GLENEAGLES DRIVE PLANO, TX 75093 TRUSTEE FEES \$30,693	TRUSTEE	30,693.
GRAND TOTALS		<u>222,946.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
J.V. SMITH, PROFESSIONAL CORPORATION 16250 KNOLL TRAIL DRIVE, SUITE 110 DALLAS, TX 75248		139,075.
<p>JERRY V. SMITH IS THE 100% OWNER OF J.V. SMITH, PROFESSIONAL CORPORATION. THIS COMPANY PROVIDED SERVICES TO THE FOUNDATION IN PURSUIT OF ITS EXEMPT PURPOSE RELATED TO BOOKKEEPING AND TAX PREPARATION. THESE FUNCTIONS WERE BILLED OUT AT THE SAME RATE AS THE SERVICES THE COMPANY PROVIDED TO OTHER CLIENTS. THE MAJORITY OF THESE FEES WENT TO PAY JVSPC EMPLOYEES AND CONTRACTORS.</p>		
<p>FEES (OTHER THAN TRUSTEE FEES) PAID TO JVSPC:</p>		
ACCOUNTING FEES	114,072	
TAX PREPARATION	25,003	

TOTAL FEES PAID TO JVSPC:	\$ 139,075	
TOTAL COMPENSATION		<u>139,075.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JERRY V. SMITH, TRUSTEE
16250 KNOLL TRAIL DRIVE, STE 110
DALLAS, TX 75248
972/248-2200

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE INTERNAL
REVENUE CODE ORGANIZATION STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MUST BE AN IRC QUALIFIED CHARITABLE ORGANIZATION-THE FOUNDATION CONTRIBUTES TO IRC CHARITABLE ORGANIZATIONS, FOCUSING PRIMARILY ON (I) QUALIFIED CHARITABLE ORGANIZATION THAT ADMINISTER THE FUNDING OF PROGRAMS THAT PROVIDE EDUCATIONAL AND MEDICAL BENEFITS TO CHILDREN, (II) QUALIFIED CHARITABLE ORGANIZATIONS THAT ADMINISTER THE FUNDING OF STUDENT SCHOLARSHIPS, AND (III) GRANTS TO THE SOUTHWESTERN MEDICAL FOUNDATION.

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
METHODIST HEALTH SYSTEM FOUNDATION P.O. BOX 655999 DALLAS, TX 75265-5999	PC	DONATION TO HELP ENHANCE THE PEDIATRIC EMERGENCY AND TRAUMA SERVICES	250,000.
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057	PC	DONATION TO CHARITY GENERAL FUND	50,000.
FOSTERS HOME FOR CHILDREN 1779 N. GRAHAM STEPHENVILLE, TX 76401	PC	DONATION TO CHARITY GENERAL FUND	25,000.
THE UNIVERSITY OF NORTH TEXAS 1155 UNION CIRCLE #311250 DENTON, TX 76203	PC	DONATION TO THE GRADUATE PROGRAM TO HELP PROVIDE SCHOLARSHIPS FOR STUDENTS.	400,000.
MERCY STREET 3801 HOLYSTONE DALLAS, TX 75212	PC	MISSION GENERAL FUND	150,000.
COUNCIL FOR LIFE 4516 LOVERS LANE, PNB NO 103 DALLAS, TX 75225-6993	PC	DONATION TO CHARITY GENERAL FUND	50,000.

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INVOLVED FOR LIFE, INC 525 N. ERVAY STREET DALLAS, TX 75201	PC	DONATION TO HELP FUND THE DOWNTOWN PREGNANCY CENTER 'SAVE THE STORKS' INITIATIVE	25,000.
SOUTHWESTERN MEDICAL FOUNDATION 3963 MAPLE AVENUE, SUITE 100 DALLAS, TX 75219	PC	DONATION TO HOSPITAL	400,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	PC	DONATION TO CHARITY GENERAL FUND	75,000.
THE MEN OF NEHEMIAH 2010 GRAND AVENUE DALLAS, TX 75215	PC	TO GENERAL FUND	75,000.
CENTER FOR STUDY OF NEW TESTAMENT MANUSCRIPTS 2001 WEST PLANO PKWY STE 1043 PLANO, TX 75075	PC	DONATION TO GENERAL FUND	25,000.
TEXAS HEALTH RESOURCES FOUNDATION 612 E LAMAR BLVD, STE. 300 ARLINGTON, TX 76011	PC	DONATION TO CHARITY GENERAL FUND	50,000.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTH TEXAS FOOD BANK 4500 SOUTH COCKRELL HILL ROAD DALLAS, TX 75236	PC	FOOD 4 KIDS "BACKPACK" PROGRAM	25,000.
SCHOLARSHOT 511 N AKARD, UNIT 202 DALLAS, TX 75201	PC	GENERAL FUND CONTRIBUTION	17,500.
OVERSEAS COUNCIL PO BOX 17368 INDIANAPOLIS, IN 46217	PC	GENERAL FUND CONTRIBUTION TOWARDS ADVANCING CHRISTIAN LEADERS	50,000.
SERVE WEST DALLAS 2215 CANADA DRIVE DALLAS, TX 75212	PC	GENERAL FUND CONTRIBUTION	25,000.
SCOVELL SCHOLARSHIP FOUNDATION ONE LEGENDS WAY ARLINGTON, TX 76011	PC	CONTRIBUTION RESTRICTED FOR THE BENEFIT OF TEXAS TECH SCHOLARSHIPS	50,000.
CATHOLIC PRO-LIFE COMMITTEE P.O. BOX 59852 DALLAS, TX 75229	PC	GENERAL FUND CONTRIBUTION	25,000.

FORM 990E, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MOMENTOUS INSTITUTE (FORMERLY SALESMANSHIP CLUB) 9705 HARRY HINES BLVD DALLAS, TX 75220	PC	GENERAL FUND CONTRIBUTION	100,000.
LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO, TX 75075	PC	GENERAL FUND CONTRIBUTION TO HELP PROTECT FREEDOMS AND STRENGTHEN FAMILIES	50,000.
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, #700 DALLAS, TX 75207	PC	GENETIC AND METABOLIC DISEASE PROGRAM	100,000.
CITY SQUARE 409 NORTH HASKELL AVE DALLAS, TX 75246	PC	CONTRIBUTION TO THE GENERAL FUND	50,000.
DONATIONS VIA MONTAUK TRIGUARD FUND 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	PC	ALLOCATED CHARITABLE DONATIONS FROM K-1	13
BUCKNER FOUNDATION 600 NORTH PEARL STREET, SUITE 2000 DALLAS, TX 75201	PC	GENERAL FUND CONTRIBUTION	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RESTORATION OUTREACH OF DALLAS 1128 SABINE STREET DALLAS, TX 75203	PC	GENERAL FUND CONTRIBUTION	25,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVENUE, BARNETT TOWER, SUITE 100 DALLAS, TX 75246	PC	GENERAL FUND CONTRIBUTION	25,000.
DONATIONS VIA LKCM FUND 301 COMMERCE STREET ROAD, SUITE 1600 FORT WORTH, TX 76102	PC	ALLOCATED CONTRIBUTIONS FROM K-1	431.

TOTAL CONTRIBUTIONS PAID 2,142,944

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS</u>	<u>EXCLUSION</u>	<u>RELATED OR EXEMPT</u>
	<u>CODE</u>	<u>CODE</u>	
	<u>AMOUNT</u>	<u>AMOUNT</u>	<u>AMOUNT</u>
UBTI OIL & GAS	212000	631,123.	
UBTI REAL ESTATE	531390	10,132.	
UBTI OTHER FINANCE	525990	25,969.	
TAX-EXEMPT INCOME EXCLUDED FROM EXCISE TAX			45.
TOTALS		<u>667,224.</u>	<u>45.</u>

Lupe Murchison Foundation
Gain/Loss Report from K-1s
12/31/2013

Short-Term

From K-1, Line 8

AWH OPPORTUNITY FUND I	5,309
ATLANTIC TRUST FUND MLP	161,823
BRANDYWINE-GLOBAL FIXED INCOME	876
BURGUNDY SMALL-CAP	2,361
BURGUNDY EMERGING MARKETS	35,532
MONTAUK TRIGARD IV LP FUND	3,774
LCKM INVESTMENT PARTNERSHIP LP	<u>(19,266)</u>
Total	190409

40% of Line 11C

ATLANTIC TRUST FUND MLP	674
MONTAUK TRIGARD IV LP FUND	<u>-908</u>
	-234

Total Short-Term 190175

Total Gain/Loss from K-1s 573248

UBIT Gains/Losses from K-1s

Short-Term

From K-1, Line 8

LCKM INVESTMENT PARTNERSHIP LP	<u>-3333</u>
	-3333

Total UBIT Gain/Loss from K-1s 31778

Total Investment Gain/Loss from K-1s 541470

Long-Term

From K-1, Line 9

AWH OPPORTUNITY FUND I	11,718
ESPUELA GAS PARTNERS 2005 LP	24,442
ATLANTIC TRUST FUND MLP	74,358
BRANDYWINE-GLOBAL FIXED INCOME	39,231
BURGUNDY SMALL-CAP	20,802
MONTAUK TRIGARD IV LP FUND	151,205
LCKM INVESTMENT PARTNERSHIP LP	<u>61,668</u>
Total	383424

60% of Line 11C

ATLANTIC TRUST FUND MLP	1012
MONTAUK TRIGARD IV LP FUND	<u>-1363</u>
	-351

Total Long-Term 383073

Long-Term

From K-1, Line 9

Espuela Gas Partners 2005, LP	24442
LCKM INVESTMENT PARTNERSHIP LP	<u>10669</u>
	35111