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Form 990-PF



Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation R W FAIR FOUNDATION		<b>A Employer identification number</b>  75-6015270	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 689		Room/suite	<b>B Telephone number</b> (see instructions)  (903) 592-3811
City or town, state or province, country, and ZIP or foreign postal code TYLER, TX 75710			<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 13,706,218		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	184,562	184,562		
	<b>5a</b> Gross rents . . . . .	45,064	45,064		
	<b>b</b> Net rental income or (loss) _____ 28,144				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	479,278			
	<b>b</b> Gross sales price for all assets on line 6a _____ 1,426,173				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		479,278		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 88,878	88,878		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	797,782	797,782		
	<b>13</b> Compensation of officers, directors, trustees, etc	1,677	1,677		
	<b>14</b> Other employee salaries and wages . . . . .	26,809	26,309		500
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 7,800	7,800		
	<b>c</b> Other professional fees (attach schedule) . . . . .	 60,694	60,694		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 27,903	12,714		56
	<b>19</b> Depreciation (attach schedule) and depletion . . . .	 3,855	3,855		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 17,541	17,541		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	146,279	130,590		556
	<b>25</b> Contributions, gifts, grants paid . . . . .	270,000			270,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	416,279	130,590		270,556
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	381,503			
	<b>b Net investment income</b> (if negative, enter -0-)		667,192		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .			62,363	70,502	70,502
	2	Savings and temporary cash investments . . . . .			288,093	118,302	118,302
	3	Accounts receivable ▶ <u>27,815</u>					
		Less allowance for doubtful accounts ▶ _____			27,451	27,815	27,816
	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) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					2,404
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .			10,010,962	13,127,418	13,127,418
	c	Investments—corporate bonds (attach schedule). . . . .					
	11	Investments—land, buildings, and equipment basis ▶ <u>263,107</u>					
Liabilities		Less accumulated depreciation (attach schedule) ▶ <u>33,256</u>			233,705	229,851	140,025
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .			14,504	14,504	219,751
	14	Land, buildings, and equipment basis ▶ _____					
		Less accumulated depreciation (attach schedule) ▶ _____					
	15	Other assets (describe ▶ _____)			1		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			10,637,079	13,588,392	13,706,218
	17	Accounts payable and accrued expenses . . . . .			542	5,650	
	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) . . . . .			542	5,650	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .			10,636,537	13,582,742	
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .			10,636,537	13,582,742	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .			10,637,079	13,588,392	

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	10,636,537
2	Enter amount from Part I, line 27a . . . . .	2	381,503
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,564,702
4	Add lines 1, 2, and 3 . . . . .	4	13,582,742
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	13,582,742

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 Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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 }	2	479,278
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 . . . . .		3	

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 page 18 of 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	337,938	10,316,755	0 03276
2011	270,990	9,426,712	0 02875
2010	3,043,006	9,483,136	0 32089
2009	423,840	8,333,885	0 05086
2008	286,140	9,842,324	0 02907

2	Total of line 1, column (d). . . . .	2	0 46232
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	0 09246
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	11,963,073
5	Multiply line 4 by line 3. . . . .	5	1,106,154
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	6,672
7	Add lines 5 and 6. . . . .	7	1,112,826
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	270,556

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 page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	13,344		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		2			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2. . . . .				3	13,344
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	13,344		
6 Credits/Payments		7	9,840		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			9,840	
b Exempt foreign organizations—tax withheld at source . . . . .	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld . . . . .	6d				
7 Total credits and payments Add lines 6a through 6d. . . . .		7	9,840		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	3,504		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
	1a		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			No
	1b		No
c Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶RACHEL LARSON Telephone no ▶(903) 592-3811 Located at ▶PO BOX 689 TYLER TX ZIP +4 ▶75710			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	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
See 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
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

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

YesNo

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

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?

YesNo

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?

YesNo

b

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

6b

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
See Additional Data Table				

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.

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (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. . . . .		

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	11,454,036
b	Average of monthly cash balances. . . . .	1b	301,220
c	Fair market value of all other assets (see instructions). . . . .	1c	389,996
d	Total (add lines 1a, b, and c). . . . .	1d	12,145,252
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	12,145,252
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	182,179
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,963,073
6	Minimum investment return. Enter 5% of line 5. . . . .	6	598,154

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	598,154
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	13,344
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	13,344
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	584,810
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	584,810
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	584,810

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	270,556
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	270,556
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	270,556
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				584,810
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . . 1,802,677				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .	1,802,677			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 270,556				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				270,556
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).)	314,254			314,254
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,488,423			
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 . . . . .				0
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 . . . . .	1,488,423			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 1,488,423				
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)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization 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) )

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

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

BARBARA FAIR  
PO BOX 689  
TYLER, TX 75710  
(903) 510-6535

b

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

LETTER

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

NONE

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
400 FMC CORPORATION	P	2009-08-09	2013-04-22
1,000 FMC CORPORATION	P	2009-09-09	2013-04-22
100 JP MORGAN & COMPANY INC	P	2003-10-20	2013-04-22
500 JP MORGAN & COMPANY INC	P	2012-03-19	2013-04-22
400 MONSANTO COMPANY	P	2011-05-26	2013-04-22
2,300 NETAPP INC	P	2012-03-19	2013-04-22
200 VERIZON COMMUNICATIONS	P	2004-08-12	2013-04-22
2,500 ABBOTT LABORATORIES	P	2009-07-23	2013-07-23
500 ABBOTT LABORATORIES	P	2009-08-06	2013-07-23
300 ABBOTT LABORATORIES	P	2012-10-16	2013-07-23
3,400 C & J ENERGY SERVICES INC	P	2011-08-31	2013-07-23
313 MALLINCKRODT PLC	P	2010-07-28	2013-07-23
63 MALLINCKRODT PLC	P	2010-11-18	2013-07-23
75 MALLINCKRODT PLC	P	2011-05-26	2013-07-23
50 MALLINCKRODT PLC	P	2011-08-15	2013-07-23
500 NUANCE COMMUNICATIONS INC	P	2008-02-26	2013-07-23
1,000 NUANCE COMMUNICATIONS INC	P	2008-06-06	2013-07-23
1,100 NUANCE COMMUNICATIONS INC	P	2008-08-12	2013-07-23
1 ENRON CLASS ACTION SETTLEMENT	P	1955-01-01	2013-09-30
800 EMERSON ELECTRIC COMPANY	P	2007-12-31	2013-10-10
200 EXPRESS SCRIPTS HOLDING CO	P	2009-09-09	2013-10-10
500 JP MORGAN & COMPANY INC	P	2003-10-20	2013-10-10
1,400 NUANCE COMMUNICATIONS INC	P	2006-03-24	2013-10-10
2,600 NUANCE COMMUNICATIONS INC	P	2006-03-27	2013-10-10
2,000 NUANCE COMMUNICATIONS INC	P	2006-07-19	2013-10-10
400 NUANCE COMMUNICATIONS INC	P	2008-08-12	2013-10-10
600 EXXON MOBIL CORPORATION	P	1994-01-18	2013-10-10
200 CELGENE CORP	P	2010-09-16	2013-12-16
500 COCA-COLA COMPANY	P	2010-11-18	2013-12-16
2,300 VERIZON COMMUNICATIONS	P	2004-08-12	2013-12-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
400 WALT DISNEY COMPANY	P	2012-11-02	2013-12-19
300 EXPRESS SCRIPTS HOLDING CO	P	2009-09-09	2013-12-19
600 FMC CORPORATION	P	2009-08-06	2013-12-19
1,000 HOME DEPOT INC	P	2004-05-28	2013-12-19
100 MONSANTO COMPANY	P	2011-03-16	2013-12-19
100 MONSANTO COMPANY	P	2011-05-26	2013-12-19
700 TRACTOR SUPPLY COMPANY	P	2011-06-28	2013-12-19
2,100 WAL-MART STORES INC	P	2007-08-14	2013-12-19
600 WAL-MART STORES INC	P	2009-07-23	2013-12-19
600 WAL-MART STORES INC	P	2011-08-15	2013-12-19
COVERED PARKING AWNING	P	1979-04-01	2013-01-01



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,192		10,138	13,054
57,979		25,953	32,026
4,736		3,169	1,567
23,682		22,448	1,234
41,383		27,810	13,573
76,614		101,200	-24,586
10,422		7,076	3,346
91,535		53,027	38,508
18,307		10,531	7,776
10,984		10,353	631
68,133		87,881	-19,748
13,664		8,756	4,908
2,733		1,940	793
3,279		2,967	312
2,186		1,817	369
9,469		9,167	302
18,937		18,208	729
20,831		19,090	1,741
751			751
51,531		45,548	5,983
12,427		7,458	4,969
25,783		15,845	9,938
25,526		14,140	11,386
47,405		28,262	19,143
36,465		18,219	18,246
7,293		6,942	351
51,076		9,825	41,251
33,428		10,928	22,500
19,692		15,752	3,940
112,572		81,376	31,196

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,839		20,050	8,789
20,385		11,187	9,198
43,616		15,206	28,410
80,290		36,090	44,200
11,329		6,709	4,620
11,329		6,953	4,376
51,972		23,575	28,397
163,162		92,200	70,962
46,618		29,361	17,257
46,618		29,738	16,880
	11,400	11,400	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			13,054
			32,026
			1,567
			1,234
			13,573
			-24,586
			3,346
			38,508
			7,776
			631
			-19,748
			4,908
			793
			312
			369
			302
			729
			1,741
			751
			5,983
			4,969
			9,938
			11,386
			19,143
			18,246
			351
			41,251
			22,500
			3,940
			31,196

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			8,789
			9,198
			28,410
			44,200
			4,620
			4,376
			28,397
			70,962
			17,257
			16,880

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MEL LOVELADY	Director 0 00	0		
3617 JILL CIRCLE TYLER,TX 75710				
RANDY ROBERTS	Director 0 00	0		
500 PLAZA TOWER 110 NCOLLEGE TYLER,TX 75702				
SHERRI HARRIS	Sec/Treasurer 5 00	0		
PO BOX 689 TYLER,TX 75710				
HAROLD BEAIRD	Director 0 00	0		
PO BOX 1830 TYLER,TX 75710				
ALLEN FAIR	Director 0 00	0		
PO BOX 689 TYLER,TX 75710				
SHERRI GREEN	Asst Sec-Treas 1 00	1,677		
PO BOX 689 TYLER,TX 75710				
JOHN R BOB GARRETT	Vice President 5 00	0		
PO BOX 689 TYLER,TX 75710				
BARBARA KING FAIR	President 10 00	0		
PO BOX 689 TYLER,TX 75710				

**TY 2013 Accounting Fees Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	7,800	7,800	0	0

**TY 2013 Investments - Land Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Improvements	57,817	44,656	13,161	
Land	216,690		216,690	140,025
Miscellaneous	11,400	11,400		

**TY 2013 Investments - Other Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
producing royalty	AT COST	146,161	219,751
non producing royalty	AT COST	29,317	
reserve for depletion	AT COST	160,974	



**TY 2013 Other Expenses Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	500	500		
INSURANCE	2,476	2,476		
MISC	448	448		
Rental Expenses	13,065	13,065		
ROYALTY OTHER DEDUCTIONS	1,052	1,052		

**TY 2013 Other Income Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	88,878	88,878	

TY 2013 Other Increases Schedule

**Name:** R W FAIR FOUNDATION

**EIN:** 75-6015270

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Amount
UNREALIZED GAIN ON INVESTMENT	2,564,702

**TY 2013 Other Professional Fees Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	60,694	60,694	0	0

**TY 2013 Taxes Schedule****Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAX-ROYALTIES	6,875	6,875		
ADD'L EXCISE TAXES	1,789			
ADD'L EXCISE TAXES	3,576			
EXCISE TAXES	9,768			
GROSS PRODUCTION TAX	3,025	3,025		
payroll taxes	2,815	2,759		56
STATE TAXES	55	55		

**SCHEDULE #1**  
**R.W. FAIR FOUNDATION**  
**75-6015270**  
**CONTRIBUTIONS FOR THE YEAR 2013**

<b><u>CASH CONTRIBUTIONS</u></b>	<b><u>2013</u></b>
<b><u>COMMUNITY SERVICES AND OTHER ACTIVITIES</u></b>	
The Arc of Smith County 810 Vine Heights Street Tyler, TX 75701	\$ 1,000
Boy Scouts of America 1331 East Fifth Street Tyler, TX 75701	1,000
Boys & Girls Club of Smith County, Inc. 325 S. Broadway Ave. Tyler, TX 75702	1,000
CASA for Kids of East Texas, Inc. 318 E. Fifth St. Tyler, TX 75701	1,000
Children are a Gift Foundation 4828 S. Broadway., No. 122 Tyler, TX 75703	5,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	1,000
East Texas Food Bank P.O. Box 6974 Tyler, TX 75711	1,000
The First Tee of Greater Tyler 2000 W. Front Street Tyler, TX 75702	2,500
Habitat for Humanity 324 E Locust Street Tyler, TX 75702	5,000
Junior Achievement of Tyler 2737 S Broadway, Suite 207 Tyler, TX 75701	500
Junior League of Tyler 1919 South Donnybrook Tyler, TX 75701	2,500
Meals on Wheels Ministry, Inc. 3001 Robertson Road Tyler, TX 75701	1,000

**SCHEDULE #1  
R.W. FAIR FOUNDATION  
75-6015270  
CONTRIBUTIONS FOR THE YEAR 2013**

	<u>2013</u>
<b><u>CASH CONTRIBUTIONS - CONT'D</u></b>	
<b><u>COMMUNITY SERVICES AND OTHER ACTIVITIES - CONT'D</u></b>	
North Tyler Day Nursery 2624 Carter Blvd. W. Tyler, TX 75702	\$ 1,000
PATH - People Attempting to Help 402 W. Front Street Tyler, TX 75702	10,000
Rockin' C Ranch 5300 County Road 325 Lindale, TX 75771	500
Tyler Day Nursery 2901 West Gentry Parkway Tyler, TX 75702	1,000
Total Community Services	<u>\$ 35,000</u>
<b><u>MEDICAL ORGANIZATIONS</u></b>	
American Cancer Society, Inc. 1301 S. Broadway Ave Tyler, TX 75701	\$ 2,500
Bethesda Heath Clinic 409 W. Ferguson St. Tyler, TX 75702	2,500
Cancer Foundation for Life, Inc P.O. Box 130849 Tyler, TX 75713	3,500
Cystic Fibrosis Foundation 122 S. College Ave. Tyler, TX 75702	2,000
Hospice of East Texas 4111 University Blvd. Tyler, Tx. 75701	3,000
Texas Chest Foundation P. O. Box 6554 Tyler, TX 75711	1,000

**SCHEDULE #1**  
**R.W. FAIR FOUNDATION**  
**75-6015270**  
**CONTRIBUTIONS FOR THE YEAR 2013**

	<u>2013</u>
<b><u>CASH CONTRIBUTIONS - CONT'D</u></b>	
<b><u>MEDICAL ORGANIZATIONS</u></b>	
Therapet P.O. Box 130118 Tyler, TX 75713	\$ 500
University of Texas Health Science Center @ Tyler 11937 US Highway 271 Tyler, TX 75708	11,000
Total Medical Organizations	<u>\$ 26,000</u>
<b><u>EDUCATIONAL ACTIVITIES</u></b>	
Camp Tyler Foundation P.O. Box 1916 Whitehouse, TX 75791-1916	\$ 1,000
Kilgore Junior College 1100 Broadway Blvd. Kilgore, TX 75662	1,000
Lindale ISD Education Foundation P.O. Box 370 Lindale, TX 75771	1,000
Stephen F. Austin St Univ P.O. Box 6092 SFA Nacogdoches, TX 75962	25,000
Tyler ISD Foundation 315 N. Broadway, Suite 402 Tyler, TX 75702	2,500
Tyler Junior College Foundation P.O. Box 9020 Tyler, TX 75711-9020	26,000
University of Texas at Tyler 3900 University Blvd. Tyler, TX 75799	5,000
University of Texas at Tyler Foundation P.O. Box 250 Austin, TX 78767-0250	2,000
Total Educational Activities	<u>\$ 63,500</u>



**SCHEDULE #1  
R.W. FAIR FOUNDATION  
75-6015270  
CONTRIBUTIONS FOR THE YEAR 2013**

	<u>2013</u>
<b><u>CASH CONTRIBUTIONS - CONT'D</u></b>	
<b><u>CHURCH &amp; RELIGIOUS ACTIVITIES</u></b>	
Educational Radio Foundation East Texas 2721 E Erwin Street Tyler, TX 75708	\$ 10,000
Gateway to Hope 845 Nort New Ballas Court, Suite 380 St. Louis, MO 63141	3,000
Hide-A-Way Lake Com Church 1500 Lake Park Circle Hideaway, TX 75771	1,000
Marvin United Methodist Church 300 W. Erwin St Tyler, TX 75702	20,000
Saint Paul Children's Foundation, Inc. P.O. Box 1238 Tyler, TX 75710	20,000
The Salvation Army 633 N. Broadway Tyler, TX 75702	3,000
Young Men's Christian Association of Tyler 225 South Vine Ave. Tyler, TX 75702	1,000
Total Church and Religious Activities	<u>\$ 58,000</u>
<b><u>CIVIC &amp; MISCELLANEOUS CONTRIBUTIONS</u></b>	
City of Tyler 212 North Bonner Avenue Tyler, TX 75702	\$ 50,500
Discovery Science Place 308 North Broadway Avenue Tyler, TX 75702-5711	1,000
Friends of Tyler Public Library 201 S. College Avenue Tyler, TX 75702	1,000

**SCHEDULE #1  
R.W. FAIR FOUNDATION  
75-6015270  
CONTRIBUTIONS FOR THE YEAR 2013**

	<u>2013</u>
<b><u>CASH CONTRIBUTIONS - CONT'D</u></b>	
<b><u>CIVIC &amp; MISCELLANEOUS CONTRIBUTIONS - CONT'D</u></b>	
Heart of Tyler, Inc. 110 N. College Tyler, TX 75702	\$ 6,000
Leadership Tyler 315 N. Broadway Ave Tyler, TX 75702	500
Lindale Volunteer Fire Department 208 East Hubbard Street Lindale, TX 75771-3397	1,000
Smith County Historical Society 125 South College Avenue Tyler, TX 75702	1,000
Sport Tyler 315 N. Broadway Ave Tyler, TX 75702	5,000
Tyler Area Business Education Council 315 N. Broadway Ave Tyler, TX 75702	5,000
Tyler Economic Dev Council P.O. Box 2004 Tyler, TX 75710	15,000
Tyler Police Foundation 711 West Ferguson Tyler, TX 75702	500
Tyler Rose Museum 420 Rose Park Drive Tyler, TX 75702	1,000
Total Civic & Miscellaneous Contributions	<u>\$ 87,500</u>
 TOTAL CASH CONTRIBUTIONS	 <u><u>\$ 270,000</u></u>

None of the donees above are related by blood, marriage or employment to any disqualified person of this Foundation.

75-6015270  
R W Fair Foundation**Portfolio Appraisal**

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
<b>Cash Equivalents</b>								
SCHWAB US TREASURY				64,560.50	64,560.50	0.5	6	0.0
<b>Total Cash Equivalents</b>				<b>64,560.50</b>	<b>64,560.50</b>	<b>0.5</b>	<b>6</b>	<b>0.0</b>
<b>Equities</b>								
<b><u>CONSUMER DISCRETIONARY</u></b>								
HOME DEPOT INC	4,500	19.38	82.34	87,202.68	370,530.00	2.8	7,020	1.9
O'REILLY AUTOMOTIVE INC	2,200	26.63	128.71	58,594.34	283,162.00	2.1	0	0.0
TIME WARNER INC	3,500	31.61	69.72	110,639.74	244,020.00	1.8	4,025	1.6
TRACTOR SUPPLY COMPANY	4,300	32.93	77.58	141,595.50	333,594.00	2.5	2,236	0.7
V.F. CORPORATION	2,000	58.60	62.34	117,197.55	124,680.00	0.9	2,100	1.7
WALT DISNEY COMPANY	4,300	41.25	76.40	177,381.56	328,520.00	2.5	3,698	1.1
WHIRLPOOL CORPORATION	900	154.89	156.86	139,400.95	141,174.00	1.1	2,250	1.6
<b>TOTAL CONSUMER DISCRETIONARY</b>				<b>832,012.32</b>	<b>1,825,680.00</b>	<b>13.8</b>	<b>21,329</b>	<b>1.2</b>
<b><u>CONSUMER STAPLES</u></b>								
COCA-COLA COMPANY	8,000	8.24	41.31	65,898.75	330,480.00	2.5	8,960	2.7
COLGATE-PALMOLIVE CO	5,000	3.79	65.21	18,945.31	326,050.00	2.5	6,800	2.1
KIMBERLY-CLARK CORPORATION	2,700	20.21	104.46	54,572.07	282,042.00	2.1	8,748	3.1
PROCTER & GAMBLE COMPANY	3,000	9.70	81.41	29,114.05	244,230.00	1.8	7,218	3.0
WALGREEN COMPANY	4,000	57.19	57.44	228,768.95	229,760.00	1.7	5,040	2.2
<b>TOTAL CONSUMER STAPLES</b>				<b>397,299.13</b>	<b>1,412,562.00</b>	<b>10.7</b>	<b>36,766</b>	<b>2.6</b>
<b><u>ENERGY</u></b>								
CABOT OIL & GAS CORP	8,000	17.90	38.76	143,160.45	310,080.00	2.3	640	0.2
EOG RESOURCES INC	2,300	75.29	167.84	173,159.34	386,032.00	2.9	1,725	0.4
EXXON MOBIL CORPORATION	2,760	15.24	101.20	42,070.00	279,312.00	2.1	6,955	2.5
HALLIBURTON COMPANY	3,500	39.37	50.75	137,778.67	177,625.00	1.3	2,100	1.2
PIONEER NAT. RES. CO.	700	192.16	184.07	134,512.48	128,849.00	1.0	56	0.0
RANGE RESOURCES CORP	1,200	67.16	84.31	80,590.15	101,172.00	0.8	192	0.2
SCHLUMBERGER LIMITED	2,500	18.15	90.11	45,386.73	225,275.00	1.7	3,125	1.4
<b>TOTAL ENERGY</b>				<b>756,657.82</b>	<b>1,608,345.00</b>	<b>12.2</b>	<b>14,793</b>	<b>0.9</b>
<b><u>FINANCIALS</u></b>								
AMERICAN EXPRESS COMPANY	3,500	61.80	90.73	216,311.92	317,555.00	2.4	3,220	1.0

**Luther King Capital Management**

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**SCHEDULE #2 - 2011 FORM 990 PF  
PART II. LINE 10B - CORPORATE STOCK**

75-6015270

**Period Ending: 12/31/2013**
**R W Fair Foundation**
**Portfolio Appraisal**

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
<b>Equities</b>								
<b><u>FINANCIALS</u></b>								
BANK OF AMERICA CORP	14,000	20 91	15 57	292,757 15	217,980 00	1 7	560	0 3
COMERICA INC	4,000	41 24	47 54	164,955 80	190,160 00	1 4	2,720	1 4
CULLEN FROST BANKERS INC	3,000	35 73	74 43	107,179 95	223,290 00	1 7	6,000	2 7
JP MORGAN & COMPANY INC	4,680	31 59	58 48	147,830 36	273,686 40	2 1	7,114	2 6
SUNTRUST BANKS INC	6,500	28 91	36 81	187,898 30	239,265 00	1 8	2,600	1 1
WELLS FARGO & COMPANY	7,400	34 18	45 40	252,923 25	335,960 00	2 5	8,880	2 6
<b>TOTAL FINANCIALS</b>				<b>1,369,856.73</b>	<b>1,797,896.40</b>	<b>13.6</b>	<b>31,094</b>	<b>1.7</b>
<b><u>HEALTH CARE</u></b>								
ABBVIE INC	6,000	35 02	52 81	210,090 31	316,860 00	2 4	9,600	3 0
CELGENE CORP	2,600	54 11	168 97	140,692 97	439,316 80	3 3	0	0 0
COVIDIEN PLC	4,000	38 95	68 10	155,811 30	272,400 00	2 1	5,120	1 9
EXPRESS SCRIPTS HOLDING CO	3,500	34 46	70 24	120,620 92	245,840 00	1 9	0	0 0
PFIZER INC	7,000	24 73	30 63	173,117 35	214,410 00	1 6	7,280	3 4
THERMO FISHER SCIENTIFIC	4,000	34 09	111 35	136,358 61	445,400 00	3 4	2,400	0 5
<b>TOTAL HEALTH CARE</b>				<b>936,691.46</b>	<b>1,934,226.80</b>	<b>14.6</b>	<b>24,400</b>	<b>1.3</b>
<b><u>INDUSTRIALS</u></b>								
DANAHER CORPORATION	5,700	37 18	77 20	211,903 23	440,040 00	3 3	570	0 1
EMERSON ELECTRIC COMPANY	4,200	48 79	70 18	204,897 21	294,756 00	2 2	7,224	2 5
GENERAL ELECTRIC COMPANY	11,000	10 70	28 03	117,681 81	308,330 00	2 3	9,680	3 1
PALL CORP	900	84 38	85 35	75,941 95	76,815 00	0 6	990	1 3
ROPER INDUSTRIES INC	1,800	77 16	138 68	138,891 19	249,624 00	1 9	1,440	0 6
<b>TOTAL INDUSTRIALS</b>				<b>749,315.39</b>	<b>1,369,565.00</b>	<b>10.4</b>	<b>19,904</b>	<b>1.5</b>
<b><u>INFORMATION TECHNOLOGY</u></b>								
APPLE INC	750	86 19	561 02	64,640 96	420,765 00	3 2	9,150	2 2
CIRRUS LOGIC INC	8 000	15 25	20 43	121,995 31	163,400 00	1 2	0	0 0
EMC CORPORATION	8,000	9 10	25 15	72,830 00	201,200 00	1 5	3 200	1 6
GOOGLE INC	300	348 16	1,120 71	104,446 80	336,213 00	2 5	0	0 0
INTL BUSINESS MACHINES	1,150	158 72	187 57	182,527 73	215,705 50	1 6	4,370	2 0
NATIONAL INSTRUMENTS CORP	7,450	16 67	32 02	124,193 52	238,549 00	1 8	4,172	1 7

**Luther King Capital Management**

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SCHEDULE #2 - 2011 FORM 990 PF  
PART II, LINE 10B - CORPORATE STOCK

75-6015270

**R W Fair Foundation**
**Period Ending: 12/31/2013**
**Portfolio Appraisal**

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
<b>Equities</b>								
<b><u>INFORMATION TECHNOLOGY</u></b>								
ORACLE CORPORATION	6,700	5.73	38.26	38,422.41	256,342.00	1.9	3,216	1.3
TRIMBLE NAVIGATION LTD	6,300	29.17	34.70	183,792.26	218,610.00	1.7	0	0.0
<b>TOTAL INFORMATION TECHNOLOGY</b>				<b>892,848.99</b>	<b>2,050,784.50</b>	<b>15.5</b>	<b>24,108</b>	<b>1.2</b>
<b><u>MATERIALS</u></b>								
AIR PRODS & CHEMS INC	2,500	75.52	111.78	188,792.90	279,450.00	2.1	7,100	2.5
FMC CORPORATION	4,000	23.36	75.46	93,446.89	301,840.00	2.3	2,160	0.7
MARTIN MARIETTA MATERIALS	1,200	95.28	99.94	114,339.31	119,928.00	0.9	1,920	1.6
MONSANTO COMPANY	2,400	67.09	116.55	161,017.39	279,720.00	2.1	4,128	1.5
<b>TOTAL MATERIALS</b>				<b>557,596.49</b>	<b>980,938.00</b>	<b>7.4</b>	<b>15,308</b>	<b>1.6</b>
<b><u>TELECOM SERVICES</u></b>								
VERIZON COMMUNICATIONS	3,000	33.40	49.14	100,208.61	147,420.00	1.1	6,360	4.3
<b>TOTAL TELECOM SERVICES</b>				<b>100,208.61</b>	<b>147,420.00</b>	<b>1.1</b>	<b>6,360</b>	<b>4.3</b>
<b>Total Equities</b>				<b>6,592,486.94</b>	<b>13,127,417.70</b>	<b>99.4</b>	<b>194,062</b>	<b>1.5</b>
<b>TOTAL INVESTMENTS</b>				<b>\$6,657,047.44</b>	<b>\$13,191,978.20</b>	<b>99.9%</b>		
<b>Accrued Interest</b>					<b>0.00</b>	<b>0.0</b>		
<b>Accrued Dividends</b>					<b>14,548.75</b>	<b>0.1</b>		
<b>TOTAL PORTFOLIO</b>					<b>\$13,206,526.95</b>	<b>100.0%</b>		