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

2013

Department of the Treasury
Internal Revenue Service

- ▶ 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.

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

THE FASKEN FOUNDATION
P.O. BOX 2024
MIDLAND, TX 79702-2024A Employer identification number
75-6023680B Telephone number (see the instructions)
432-683-5401

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

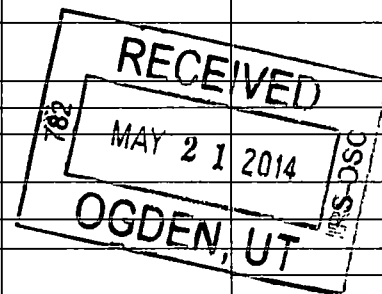
H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 20,609,402.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)					
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	2,497.	2,497.	N/A		
	4 Dividends and interest from securities	370,529.	370,529.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	933,166.				
	b Gross sales price for all assets on line 6a	17,985,153.				
	7 Capital gain net income (from Part IV, line 2)		933,166.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)	See Statement 1	2,330,815.	2,309,193.			
12 Total. Add lines 1 through 11		3,637,007.	3,615,385.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	174,292.	104,575.		69,717.	
	14 Other employee salaries and wages	27,360.	13,680.		13,680.	
	15 Pension plans, employee benefits	14,946.	6,726.		8,220.	
	16a Legal fees (attach schedule)	See St 2	1,535.	1,535.		
	b Accounting fees (attach sch)	See St 3	3,450.	3,450.		
	c Other prof fees (attach sch)	See St 4	30,000.	30,000.		
	17 Interest					
	18 Taxes (attach schedule)(see instrs)	See Stm 5	210,997.	183,715.		
	19 Depreciation (attach sch) and depletion					
	20 Occupancy		14,508.	7,254.		7,254.
	21 Travel, conferences, and meetings		15,214.	15,214.		
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	24 Total operating and administrative expenses. Add lines 13 through 23	See Statement 6	301,306.	289,251.		7,583.
	25 Contributions, gifts, grants paid Part XV		793,608.	655,400.		106,454.
26 Total expenses and disbursements. Add lines 24 and 25		957,676.			957,676.	
27 Subtract line 26 from line 12:		1,751,284.	655,400.		1,064,130.	
a Excess of revenue over expenses and disbursements		1,885,723.				
b Net investment income (if negative, enter -0-)			2,959,985.			
c Adjusted net income (if negative, enter -0-)						



10

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	19,213.	3,825.	3,824.
	2 Savings and temporary cash investments	1,261,576.	1,487,725.	1,487,725.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	13,423,236.	15,193,942.	16,995,617.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis	2,572,235.		
LIABILITIES	Less accumulated depreciation (attach schedule) See Stmt 7	1,477,073.	1,157,700.	1,095,162.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	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)	15,861,726.	17,780,654.	20,609,402.
	17 Accounts payable and accrued expenses	151,614.	184,819.	
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	151,614.	184,819.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
ABSOLUTE	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund	3,894,410.	3,894,410.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,815,702.	13,701,425.	
	30 Total net assets or fund balances (see instructions)	15,710,112.	17,595,835.	
	31 Total liabilities and net assets/fund balances (see instructions)	15,861,726.	17,780,654.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,710,112.
2	Enter amount from Part I, line 27a	2	1,885,723.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	17,595,835.
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	17,595,835.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a		P		
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 17,985,153.		17,051,987.	933,166.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			933,166.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	933,166.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	933,166.

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 (column (b) divided by column (c))
2012	960,206.	20,440,793.	0.046975
2011	886,157.	19,894,610.	0.044543
2010	843,898.	18,410,355.	0.045838
2009	890,516.	16,799,897.	0.053007
2008	1,413,564.	29,954,282.	0.047191

2 Total of line 1, column (d)	2	0.237554
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	0.047511
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,057,431.
5 Multiply line 4 by line 3	5	905,438.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,600.
7 Add lines 5 and 6	7	935,038.
8 Enter qualifying distributions from Part XII, line 4	8	1,064,130.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	29,600.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	29,600.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	29,600.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	35,592.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	35,592.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,992.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	5,992.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.FASKENFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>JEFF ALSUP</u> Telephone no <u>432-683-5401</u> Located at <u>P.O. BOX 2024 MIDLAND TX</u> ZIP + 4 <u>79702-2024</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b X

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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 Statement 8		174,292.	0.	34,666.

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
JEFF ALSUP P.O. BOX 2024 MIDLAND, TX 79701-2024	EXEC. DIRECTOR	89,000.	0.	560.
N/A	40			
	0	0.	0.	0.
N/A				
	0	0.		0.
N/A				
	0	0.	0.	0.
N/A				
	0	0.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		
N/A		0.
N/A		0.
N/A		0.
N/A		0.
N/A		0.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	12,435,905.
b	Average of monthly cash balances	1 b	1,374,241.
c	Fair market value of all other assets (see instructions)	1 c	5,537,500.
d	Total (add lines 1a, b, and c)	1 d	19,347,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,347,646.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	290,215.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,057,431.
6	Minimum investment return. Enter 5% of line 5	6	952,872.

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	952,872.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	29,600.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	29,600.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	923,272.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	923,272.
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	923,272.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	1,064,130.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,064,130.
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	29,600.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,034,530.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				923,272.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	20,056.			
b From 2009	75,314.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	95,370.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,064,130.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				923,272.
e Remaining amount distributed out of corpus	140,858.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	236,228.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	20,056.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	216,172.			
10 Analysis of line 9				
a Excess from 2009	75,314.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	140,858.			

Grants
Statement 12 Form 990-PF, Part XV, Line 3(a), Scholarships and Grants
Year 2013

Year 2013	Recipient	Address	Relationship	Status	Purpose	Amount
	Aphasia Center of West Texas, Inc	5214 Thomason Dr Midland, TX 79703	None	Public	Unrestricted	12,500 00
	Big Brothers/Big Sisters Midland	1007 West Texas Avenue Midland, TX 79701-6169	None	Public	Unrestricted	15,500 00
	Boys& Girls Club Club of Midland, Inc	P O Box 284, Midland TX 79702	None	Public	Unrestricted	12,000 00
	Buckner Children and Family Services	425 West Pecan, Midland, TX 79705	None	Public	Unrestricted	10,000 00
	Buffalo Trail Council	1101 West Wall Street Midland TX 79701	None	Public	Unrestricted	15 000 00
	Bynum School	P O Box 80175, Midland, Texas 79708	None	Public	Unrestricted	12,500 00
	Camp Fire USA	P O Box 50988, Midland,Tx 79710-0988	None	Public	Unrestricted	5,000 00
	Casa de Amigos	1101 East Garden Lane, Midland, TX 79701	None	Public	Unrestricted	25,000 00
	CASA of West Texas	201 W Wall Suite 700, Midland, TX 79701	None	Public	Unrestricted	15,000 00
	Catholic Charities	2500Andrews Highway Odessa texas 79761	None	Public	Unrestricted	5 000 00
	Centers for Children and Families	1004 N Big Spring Midland, TX 79701	None	Public	Unrestricted	10,000 00
	Chnstmas In Action Inc	P O Box 3744 Midland, TX 79702-3744	None	Public	Unrestricted	7,500 00
	Communities In Schools of the Permian Basin	P O Box 60594, Midland TX 79711-0594	None	Public	Unrestricted	10 000 00
	Communities In Schools of New Mexico	P O Box 367,Santa Fe New Mexico 87504	None	Public	Unrestricted	12,500 00
	Community & Senior Services	3301 Sinclair Ave Midland, Texas 79707-6620	None	Public	Unrestricted	10,000 00
	Community Children's Clinic	P O Box 3328, Midland, TX 79702	None	Public	Unrestricted	10,000 00
	Cook Children's Medical Center	81 Seventh Avenue Fort Worth Texas 76104-2706	None	Public	Unrestricted	15,000 00
	Conference of Southwest Foundations	624 N Good Latimer Expressway, Ste 100 Dallas TX75204	None	Public	Unrestricted	1,000 00
	Crusader Track Team	P O Box 11026, Midland TX 79702	None	Public	Unrestricted	3,000 00
	Dwell With Dignity	ATTn Kim Turner, Vice-President Dallas, Tx 75219	None	Public	Unrestricted	2 500 00
	Family Promise of Midlands, Inc	P O Box 7901, Midland, Texas 79708	None	Public	Unrestricted	7,500 00
	Food Pantry of Jeff Davis County	P O Box 244, Ft Davis Texas	None	Public	Unrestricted	5 000 00
	Fort Davis Volunteer Fire Department	Box 811 Fort Davis TX 79734	None	Public	Unrestricted	2,500 00
	Girl Scouts of Desert SW-Permian Basin	5217 N Dixie Odessa Texas 79762	None	Public	Unrestricted	7,500 00
	Grand Companions-Humane Society	P O Box 1156 Fort Davis TX 75219	None	Public	Unrestricted	2,500 00
	Greater Ideal Family Life Center	701 South Tyler St Midland TX 79701	None	Public	Unrestricted	16 500 00
	Harmony Home Children's Advocacy Center	P O Box 3087 Odessa, TX 79761	None	Public	Unrestricted	4,000 00
	Harwood Museum of Arts of the University of New Mexico	238 Ledoux St Santa Fe N M 87571	None	Public	Unrestricted	7,500 00
	Heart of Texas Memorial Hospital	2008 Nine Road, Brady TX 76825	None	Public	Unrestricted	5,000 00
	High Sky Children's Ranch	8701 West County Road, Midland, Texas 79707	None	Public	Unrestricted	25 000 00
	Hillcrest School	3510 North A Building C, Midland Texas 79705	None	Public	Unrestricted	5,000 00
	Hospice of Midland	P O Box 2621, Midland TX 79702	None	Public	Unrestricted	20 000 00
	Jeff Davis Conty Relief Fund	P O Box 1808 Fort Davis, TX 79734	None	Public	Unrestricted	10,000 00
	Junior Achievement of Midland	303 West Wall Suite807 Midland Texas 79701-5114	None	Public	Unrestricted	10 000 00
	McCulloch Junior Livestock Assn	114 North Main Street Brady, Texas 76825	None	Public	Unrestricted	5,000 00
	Manor Park, Inc	2208 North Loop 250, Midland, TX 79707-6011	None	Public	Unrestricted	10,000 00
	MARC, Inc	2701 North A Street, Midland TX 79705	None	Public	Unrestricted	20 000 00
	Midland Children's Rehabilitation Center	802 Ventura, Midland, TX 79705	None	Public	Unrestricted	50,000 00
	Midland College Foundation	3600 N Garfield Midland, TX 79705	None	Public	Unrestricted	20 000 00
	Midland County Livestock Assn	P O Box 3166, Midland TX 79702	None	Public	Unrestricted	7 200 00
	Midland Habitat for Humanity	P O Box 2555 Midland, TX 79702	None	Public	Unrestricted	2,500 00
	Midland Memorial Foundation	220 West Illinois, Midland TX 79701	None	Public	Unrestricted	110,000 00
	Midland Need to Read	1709 West Wall St Midland TX 79701	None	Public	Unrestricted	2 500 00
	Midland Presbyterian Corporate Ministry	1708 North Fort Worth St Midland, Tx 79701	None	Public	Unrestricted	3,000 00
	Midland Shared Spaces, Inc	P O Box 430, Midland TX	79702	Public	Unrestricted	15 000 00
	Midland Teen Court	615 West Missouri Suite #226, Midland, TX 79701	None	Public	Unrestricted	10,000 00
	Mission Center Adult Day Care Center	4500 W Illinois, Ste 112, Midland, TX 79703	None	Public	Unrestricted	10,000 00
	New Horizons Ranch and Center Inc	C/O Debbie Boswell Rt 7 Box 560, Paris,TX 75780	None	Public	Unrestricted	2 500 00
	National Dance Institute of New Mexico	1140 Alto Street, Santa Fe, N M 87501	None	Public	Unrestricted	35,000 00
	Non-Profit Management Center (Fund Raising Professionals)	550 West Texas Ste 1200 Midland Texas 79701	None	Public	Unrestricted	17 500 00
	Odessa Family YMCA	3001 East University, Odessa, Texas	None	Public	Unrestricted	10 000 00
	Palmer Drug Abuse Program	1208 West Wall Midland, TX	None	Public	Unrestricted	10 000 00
	Planned Living Assistance Network	13151 Emily Road Suite 240, Dallas Texas75240	None	Public	Unrestricted	2,500 00
	Recording Library of West Texas	2012 West Cuthbert, Midland, Texas 79701	None	Public	Unrestricted	4,000 00
	Safe Place	1301 Andrews Hwy Suite 310, Midland TX 79701	None	Public	Unrestricted	15,000 00
	Salvation Army-Dallas Corps	P O Box 970219, Dallas, Texas 75397-0219	None	Public	Unrestricted	2,500 00
	Samaritan Counseling Center	P O Box 60312 Midland TX 79711-0312	None	Public	Unrestricted	5,000 00
	Santa Fe Pro Musica	P O Box 2091, Santa Fe, NM 87504-2091	None	Public	Unrestricted	12 500 00
	Santa Fe Youth Symphony Assn	551 W Cordova #190 Santa Fe, N M 87505	None	Public	Unrestricted	7 500 00
	SHARE Sharing Hands a Respite Experience	P O Box 10991 Midland, Texas79702	None	Public	Unrestricted	7 500 00
	Springboard Center	200 Corporate Drive , Midland, TX 79705	None	Public	Unrestricted	27 500 00
	Teen Challenge of the Permian Basin	P O Box 251, Midland Texas 79702	None	Public	Unrestricted	5 000 00
	Teen F L O W Youth Ministry	P O Box 733 Midland, TX 79701	None	Public	Unrestricted	7 500 00
	Texas Voice Project for Parkinson Disease	500 North Coit Road, Richardson Texas 75080	None	Public	Unrestricted	5 000 00
	Texas Tech University Health Sciences Center-PB	P O Box 41162, Lubbock, Texas 79709-1162	None	Public	Unrestricted	20,000 00
	University of Texas-Permian Basin	4901 E University, Odessa, TX 79760-0001	None	Public	Unrestricted	15,000 00
	Unlock Ministries	P O Box 5562, Midland, TX 79704	None	Public	Unrestricted	5,000 00
	West Texas Food Bank	P O Box 4242 Odessa TX 79760	None	Public	Unrestricted	17,500 00
	YMCA of Midland	P O Box 954, Midland, TX 79702	None	Public	Unrestricted	10 000 00

846,200 00

Scholarships
Statement 13 Form 990-PF, Part XV, Line 3(a). Scholarships and Grants

Recipients Name	Address	Relationship	Foundation Status	Purpose	Amount
Abilene Christian University Williams, Kam Gunner	ACU P O Box 79699-9007	None	N/A	Higher Education	1,650.00
Baylor University Freeman, April Jeanneette Dory, Landsn	One Bear Place #97048,Waco, TX 76798-7048	None None	N/A N/A	Higher Education Higher Education	1,650.00 1,650.00
Hardin Simmons University Dory, Brianna R Zaya, Addison F	HSU Box 16050, Abilene, TX 79698	None None	N/A N/A	Higher Education Higher Education	1,650.00 1,650.00
Howard Payne University Jolly, Cassandra J.	1000 Fisk, Brownwood, Texas 76801	None	N/A	Higher Education	1,650.00
Midland College Spring Fall Semester Estrada, Sar Vanwatermolen,Keenan	3600 North Garfield, Midland, TX 79705	None None None	N/A N/A N/A	Higher Education Higher Education Higher Education	726.00 128.00 635.67 1,635.33
Sul Ross State University Barrera, Jesse A Downing, Megan L Gaylor, Bethany Ann	Student Financial Aid, Alpine, TX 79832	None None None	N/A N/A N/A	Higher Education Higher Education Higher Education	0.00 3,300.00 3,300.00
Texas A & M University Chalker, Chad Dinsmore, Mitchell Duncan, Ancil Tanner Gonzales, Alana N Lewis,Benjamin M.	Student Financial Aid, College Station TX 45843-1252	None None None None None	N/A N/A N/A N/A N/A	Higher Education Higher Education Higher Education Higher Education Higher Education	0.00 0.00 0.00 1,650.00 3,300.00
Texas Tech University Health Center Borunda, Martin		None	N/A	Higher Education	1,650.00
Texas Tech University Arenas, Hugo A Bell, Leah REXANNE Garcia, Claudia Lamb, Taylor R Lynch, Jayce L -Nelson, Mathew T Porter Carlie Brooke Ruiz, Nickolaus A.	P. O Box 45011-TTU, Lubbock, TX 79409-5011	None None None None None None None	N/A N/A N/A N/A N/A N/A N/A	Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education	1,650.00 3,300.00 1,650.00 3,300.00 3,300.00 1,650.00 1,650.00

University of Texas at Arlington Karth, Sussanna R Gamboa, Paulina	P.O. Box 19199, Arlington, Texas 76019-0199	None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
University of Houston Hernandez, Amanda E	31 East Cullen Bldg, Houston, TX 77204-2010	None	N/A	Higher Education	3,300.00
University of Texas-Austin Arenas, Hugo A. Black, Alexandra S. Campbell, Aaron M. Gutierrez, Jennifer E. Hernandez, Jessica J. Olivas, Alex Phe, Henry	P O Box 7958 UT Station, Austin, TX 78713-7258	None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
University of Texas-Permian Basin Campa, Alma E Estrada, Sarah N. Lara, Ana I	4901 East University, Odessa, TX, 79762-0001	None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
University of Texas at San Antonio Nieto, Cheyanne E Rubio, Aaron S.	One USTA Circle, San Antonio Texas 78249	None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	3,300.00
West Texas A&M University Beaver, Aaron S Gossett, Cole Rhynes, Aaron W	WTAMU 60939, Canyon TX 79016-0001	None	N/A	Higher Education	3,300.00
		None	N/A	Higher Education	1,650.00
		None	N/A	Higher Education	3,300.00
					93,875.00
Midland College Spring Fall	Total Direct Scholarships 3600 North Garfield, Midland, TX 79705 Managed by College	None	N/A	Higher Education	8,468.04
		None	N/A	Higher Education	9,132.50
Total Scholarships					<u>111,475.54</u>

THE FASKEN FOUNDATION

75-6023680

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
CHEVRON INTEREST	\$ -19.	\$ -19.	
DELAY RENTALS OIL & GAS	137.	137.	
HEDGE INCOME	1,780.	1,780.	
LEASE BONUS REVENUE	304,981.	304,981.	
MISCELLANEOUS INCOME	562.	562.	
NON-OPERATING INCOME	13,457.	13,457.	
OIL & GAS INCOME	2,005,877.	1,984,255.	
PETRO-HUNT INTEREST	39.	39.	
SHUT-IN GAS ROYALTY	4,001.	4,001.	
Total	\$ 2,330,815.	\$ 2,309,193.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COTTON, BLEDSOE, TIGHE & DAWSON, PC	\$ 1,535.	\$ 1,535.		
Total	\$ 1,535.	\$ 1,535.		\$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sproles Woodard LLP	\$ 3,450.	\$ 3,450.		
Total	\$ 3,450.	\$ 3,450.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
B.L. JONES CONSULTING	\$ 30,000.	\$ 30,000.		
Total	\$ 30,000.	\$ 30,000.		\$ 0.

THE FASKEN FOUNDATION

75-6023680

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AD VALOREM TAXES	\$ 78,111.	\$ 78,111.		
EXCISE TAX	25,372.			
PRODUCTION TAXES-CONDENSATE	111.	111.		
PRODUCTION TAXES-GAS	12,786.	12,786.		
PRODUCTION TAXES-GAS PRODUCTS	1,919.	1,919.		
PRODUCTION TAXES-GAS-CONDENSATE	8.			
PRODUCTION TAXES-GAS-WI	262.			
PRODUCTION TAXES-OIL	88,861.	88,861.		
PRODUCTION TAXES-OIL WI	1,561.			
PRODUCTION TAXES-PRODUCTS-WI	79.			
UNRELATED BUSINESS INCOME TAX	1,927.	1,927.		
Total	\$ 210,997.	\$ 183,715.		\$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AMORTIZATION COMPASS ROYALTY	\$ 6,029.	\$ 6,029.		
COMPUTER EXPENSE OIL & GAS	8,684.	8,684.		
COMPUTER EXPENSE OTHER	980.	541.		\$ 440.
CONTRACT LABOR OIL&GAS	36,860.	36,860.		
COST DEPLETION GATEWAY	335.	335.		
FILE ROOM RENT	900.	900.		
INSURANCE	2,675.	2,404.		271.
INVEST FEE CREDITCREDIT SUISSE	143,152.	143,152.		
INVESTMENT FEES CHURCHHILL	12,414.	12,414.		
INVESTMENT FEES GOLDMAN SACHS	7,706.	7,706.		
INVESTMENT HEDGING FEES	1,200.	1,200.		
IVESTMENT FEES FISHER	13,152.	13,152.		
LEASE OPERATING EXPENSE	4,689.			
LEGAL FEES	431.	431.		
OFFICE SUPPLIES	6,844.	3,422.		3,422.
OTHER EXPENSES	1,121.			1,121.
OTHER OPERATING EXPENSES	11.	11.		
POST PRODUCTION EXP PROD-WI	183.			
POST PRODUCTION EXPENSE-GAS	4,092.	4,092.		
POST PRODUCTION EXPENSE-GAS PROD	2,931.	2,931.		
POST PRODUCTION EXPENSE-GAS WI	515.			
POST PRODUCTION EXPENSE-OIL	12,993.	12,993.		
POST PRODUCTION EXPENSE-OIL WI	-914.			
POSTAGE	1,185.	522.		663.
PRINTING& PUBLICATIONS	77.	77.		
PROVIDENCE LEASING	30,000.	30,000.		
TELEPHONE	3,061.	1,395.		1,666.
Total	\$ 301,306.	\$ 289,251.		\$ 7,583.

THE FASKEN FOUNDATION

75-6023680

Statement 7
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Miscellaneous	\$ 2,572,235.	\$ 1,477,073.	\$ 1,095,162.	\$ 2,122,236.
Total	<u>\$ 2,572,235.</u>	<u>\$ 1,477,073.</u>	<u>\$ 1,095,162.</u>	<u>\$ 2,122,236.</u>

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
JEFF ALSUP P. O. BOX 2024 MIDLAND, TX 79702-2024	Executive Direc 40.00	\$ 40,792.	\$ 0.	\$ 560.
Paula Fasken P.O. Box 32687 Santa Fe, NM 87594-2687	Director 0	4,000.	0.	0.
Bobby L Jones #1 Auburn Court Midland, TX 79705-4901	Director 0	4,000.	0.	462.
Susan F. Hartin 14909 Oaks North Dr. Dallas, TX 75254	Director 0	4,000.	0.	0.
Tevis Herd P.O. Box 130 Midland, TX 79702	Director 0	7,000.	0.	0.
Thomas E. Kelly 4348 TAOS RD. DALLAS, TX 75209	Director 0	5,500.	0.	22,500.
Tracy K. Elms 1404 Country Club Drive Midland, TX 79701	Director 0	4,000.	0.	0.
John W. Wilkins, Jr. 79 Shiloh Road Odessa, TX 79762	Director 0	4,000.	0.	0.
Stephen P. Fasken P. O. Box 32687 Santa Fe, NM 87594-2687	Director 0	9,000.	0.	10,002.

THE FASKEN FOUNDATION

75-6023680

Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Gerald C. Nobles, Jr. P.O. BOX 1409 BRADY, TX 76825	Director 0	\$ 92,000.	\$ 0.	\$ 1,142.
Total		\$ 174,292.	\$ 0.	\$ 34,666.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: THE FASKEN FOUNDATION
Name: JEFF ALSUP
Care Of:
Street Address: P.O BOX 2024
City, State, Zip Code: MIDLAND, TX 79702-2024
Telephone: 432-683-5401
E-Mail Address: JEFF@FASKENFOUNDATION.ORG
Form and Content: INITIAL CONTACT MAY BE BY LETTER STATING PURPOSE OF GRANT. IF GRANT IS TO BE CONSIDERED A GRANT PACKAGE FROM NON-PROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN IS REQUESTED TO BE SENT TO APPLICANT. THE FORMS ARE SELF-EXPLANATORY AND ARE TO BE USED IN THE APPLICATION WHICH STATES PURPOSE OF REQUEST AMOUNT AND INFORMATION ABOUT THE ENTITY. ALSO REQUIRE LIST OF GOVERNING BOARD, AND A COPY OF 501(C) (3) EXEMPTION.

Submission Deadlines: GRANTS ARE CONSIDERED AT ALL FOUR BOARD MEETINGS
Restrictions on Awards: GRANTS ARE CONSIDERED WITHIN THE STATES OF TEXAS AND NEW MEXICO. ALL CHARITABLE FIELDS ARE CONSIDERED. GRANTS ARE FOR GENERAL OPERATION PURPOSES. NO GRANTS TO INDIVIDUALS.

Statement 10
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
CHEVRON INTEREST			1	\$ -19.	
DELAY RENTALS OIL & GAS	111000		16	137.	
HEDGE INCOME				1,780.	
LEASE BONUS REVENUE			16	304,981.	
MISCELLANEOUS INCOME			1	562.	
NON-OPERATING INCOME			3	13,457.	
OIL & GAS INCOME	211110	\$ 21,622.	15	1,984,255.	
PETRO-HUNT INTEREST			1	39.	

Statement 10 (continued)
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
SHUT-IN GAS ROYALTY			1	\$ 4,001.	
Total		<u>\$ 21,622.</u>		<u>\$ 2,309,193.</u>	<u>\$ 0.</u>