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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation The Priddy Foundation		A Employer identification number 75-6029882
Number and street (or P O box number if mail is not delivered to street address) 807 Eighth Street		B Telephone number 940-723-8720
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76301		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 171,226,977.64 (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		364.78	364.78		Statement 1
4 Dividends and interest from securities		2,382,296.89	2,370,178.47		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,426,845.53			
b Gross sales price for all assets on line 6a		40878832.83			
7 Capital gain net income (from Part IV, line 2)			6,426,845.53		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less: Cost of goods sold					
b Gross profit or (loss)					
11 Other income		<17,850.32>	<17,850.32>		Statement 3
12 Total. Add lines 1 through 11		8,791,656.88	8,779,538.46		
13 Compensation of officers, directors, trustees, etc		351,500.00	52,725.00		298,775.00
14 Other employee salaries and wages		333,699.02	8,354.85		325,344.17
15 Pension plans, employee benefits		103,863.15	10,386.31		93,476.84
16a Legal fees Stmt 4		2,131.75	1,065.88		1,065.87
b Accounting fees Stmt 5		50,500.00	25,250.00		25,250.00
c Other professional fees Stmt 6		554,262.73	554,262.73		0.00
17 Interest					
18 Taxes Stmt 7		195,412.10	35,358.74		0.00
19 Depreciation and depletion		7,932.63	7,932.63		
20 Occupancy		32,927.84	9,878.35		23,049.49
21 Travel, conferences, and meetings		18,268.43	1,901.98		16,366.45
22 Printing and publications					
23 Other expenses Stmt 8		254,634.13	187,160.59		67,473.54
24 Total operating and administrative expenses. Add lines 13 through 23		1,905,131.78	894,277.06		850,801.36
25 Contributions, gifts, grants paid		3,803,737.84			3,803,737.84
26 Total expenses and disbursements. Add lines 24 and 25		5,708,869.62	894,277.06		4,654,539.20
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,082,787.26			
b Net investment income (if negative, enter -0-)			7,885,261.40		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	13,016,823.36	14,113,093.89	14,113,093.89
	3 Accounts receivable ▶ 10,872.96			
	Less: allowance for doubtful accounts ▶		10,872.96	122,661.88
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	21,943.00		
	10a Investments - U.S. and state government obligations Stmt 10	18,147,078.37	15,902,632.00	15,702,725.55
	b Investments - corporate stock Stmt 11	53,122,103.30	57,569,002.58	98,524,980.23
	c Investments - corporate bonds Stmt 12	6,160,352.17	8,169,500.92	8,223,980.00
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 13	28,219,756.80	25,410,300.17	34,257,192.61	
14 Land, buildings, and equipment: basis ▶ 157,765.82				
Less: accumulated depreciation Stmt 14 ▶ 119,735.84	23,808.04	38,029.98	38,029.98	
15 Other assets (describe ▶ Schedule 5)	5,149.00	5,149.00	244,313.50	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	118717014.04	121218581.50	171226977.64	
Liabilities	17 Accounts payable and accrued expenses	31.14	118,829.34	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	31.14	118,829.34	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	118716982.90	121099752.16	
	29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
	30 Total net assets or fund balances	118716982.90	121099752.16	
31 Total liabilities and net assets/fund balances	118717014.04	121218581.50		

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	118716982.90
2 Enter amount from Part I, line 27a	2	3,082,787.26
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	121799770.16
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	700,018.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	121099752.16

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 Schedule 3 - Short-term		P	Various	Various
b Schedule 3 - Long-term		P	Various	Various
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 6,872,864.61		6,581,572.23	291,292.38
b 34,005,968.22		27,870,415.07	6,135,553.15
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			291,292.38
b			6,135,553.15
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	6,426,845.53
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	6,829,651.30	136,160,792.67	.050159
2011	6,243,078.54	128,620,772.37	.048539
2010	3,811,928.33	95,147,175.24	.040063
2009	4,351,558.62	63,270,614.21	.068777
2008	4,622,616.64	79,584,363.86	.058084

2 Total of line 1, column (d)	2	.265622
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	.053124
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	152,347,238.07
5 Multiply line 4 by line 3	5	8,093,294.68
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,852.61
7 Add lines 5 and 6	7	8,172,147.29
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,654,539.20

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	157,705.23
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	157,705.23
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	157,705.23
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	50,000.00	
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	50,000.00	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2,348.13	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	110,053.36	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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. ☐ \$ 0.00 (2) On foundation managers. ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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.priddyfoundation.org</u>	13	X	
14	The books are in care of ► <u>David Wolverton</u> Telephone no. ► <u>940-723-8720</u> Located at ► <u>807 8th St., Ste. 1010, Wichita Falls, TX</u> ZIP+4 ► <u>76301</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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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.

(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
Schedule 6	Schedule 6			
	40.00	270000.00	0.00	0.00
Schedule 6	Schedule 6			
	2.00	81,500.00	0.00	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Debbie White - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Director of Grants	115500.00	10395.00	0.00
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Dir. of Special Initiatives	95,000.04	8,110.00	0.00
Shelley Sweatt - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Associate	67,500.00	2,442.00	0.00
Pat Myers - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Office Administrator	55,698.98	5,403.00	0.00

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Luther King Capital Mgmt - 301 Commerce St., Ste. 1600, Fort Worth, TX 76102	Investment services	160,276.00
Fayez Sarofim - Two Houston Center, Ste. 2907, Houston, TX 77010	Investment services	133,614.00
Dodge & Cox - 555 California St., 40th Floor, San Francisco, CA 94104	Investment services	95,896.60
Morgan Stanley 5051 Westheimer, Ste. 2100, Houston, TX 77056	Investment services	70,662.59
American National Bank - 2732 Midwestern Pkwy., Wichita Falls, TX 76308	Custody services	63,061.54
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.00

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	126,032,748.98
b	Average of monthly cash balances	1b	12,139,811.54
c	Fair market value of all other assets	1c	16,494,686.25
d	Total (add lines 1a, b, and c)	1d	154,667,246.77
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	154,667,246.77
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,320,008.70
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	152,347,238.07
6	Minimum investment return. Enter 5% of line 5	6	7,617,361.90

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	7,617,361.90
2a	Tax on investment income for 2013 from Part VI, line 5	2a	157,705.23
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	157,705.23
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,459,656.67
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	7,459,656.67
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,459,656.67

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	4,654,539.20
b	Program-related investments - total from Part IX-B	1b	0.00
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	4,654,539.20
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,654,539.20

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				7,459,656.67
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,252,941.72	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$4,654,539.20				
a Applied to 2012, but not more than line 2a			1,252,941.72	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				3,401,597.48
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,058,059.19
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Schedule 4		Public	Schedule 4	3,803,737.84
Total			3a	3,803,737.84
b Approved for future payment				
None				
Total			3b	0.00

Part XVII

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **Signature of officer or trustee**  **Date** 5/14/14 **Title** President +

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Mac Cannedy	<i>Mac Cannedy</i>	5/13/14		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381				Phone no. (940) 322-4436

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2013Attachment
Sequence No 179

Business or activity to which this form relates

Identifying number

The Priddy Foundation**Form 990-PF Page 1****75-6029882****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.00
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.00
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	7,175.11
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		15,200.00	3 Yrs.	MQ	SL	633.33
b 5-year property						
c 7-year property		6,954.57	7 Yrs.	MQ	SL	124.19
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	7,932.63
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L			
		%			S/L			
		%			S/L			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI** Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	364.78	364.78	
Total to Part I, line 3	364.78	364.78	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 2	2382296.89	0.00	2382296.89	2370178.47	
To Part I, line 4	2382296.89	0.00	2382296.89	2370178.47	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	43,430.68	43,430.68	
Schedule 1	<61,281.00>	<61,281.00>	
Total to Form 990-PF, Part I, line 11	<17,850.32>	<17,850.32>	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	2,131.75	1,065.88		1,065.87
To Fm 990-PF, Pg 1, ln 16a	2,131.75	1,065.88		1,065.87

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	50,500.00	25,250.00		25,250.00	
To Form 990-PF, Pg 1, ln 16b	50,500.00	25,250.00		25,250.00	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	554,262.73	554,262.73		0.00	
To Form 990-PF, Pg 1, ln 16c	554,262.73	554,262.73		0.00	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	195,412.10	35,358.74		0.00	
To Form 990-PF, Pg 1, ln 18	195,412.10	35,358.74		0.00	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	254,634.13	187,160.59		67,473.54	
To Form 990-PF, Pg 1, ln 23	254,634.13	187,160.59		67,473.54	

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 9

Description	Amount
Passive losses carryforward	697,070.00
Nondeductible expenses	2,948.00
Total to Form 990-PF, Part III, line 5	700,018.00

Form 990-PF U.S. and State/City Government Obligations Statement 10

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		10,750,064.65	10,782,685.55
Schedule 5 - Municipal Bonds		X	5,152,567.35	4,920,040.00
Total U.S. Government Obligations			10,750,064.65	10,782,685.55
Total State and Municipal Government Obligations			5,152,567.35	4,920,040.00
Total to Form 990-PF, Part II, line 10a			15,902,632.00	15,702,725.55

Form 990-PF Corporate Stock Statement 11

Description	Book Value	Fair Market Value
Schedule 5	57,569,002.58	98,524,980.23
Total to Form 990-PF, Part II, line 10b	57,569,002.58	98,524,980.23

Form 990-PF Corporate Bonds Statement 12

Description	Book Value	Fair Market Value
Schedule 5 - Corporate Bonds	8,169,500.92	8,223,980.00
Total to Form 990-PF, Part II, line 10c	8,169,500.92	8,223,980.00

Form 990-PF	Other Investments	Statement	13
Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Mutual Funds	COST	600,000.00	893,455.80
Schedule 5 - Index Funds	COST	8,954,256.56	12,320,898.92
Schedule 5 - Partnerships	COST	15,856,043.61	21,042,837.89
Total to Form 990-PF, Part II, line 13		25,410,300.17	34,257,192.61

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	14
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00
Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	919.00	0.00
Table and Chairs	1,155.00	1,155.00	0.00
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	11,786.39	0.00
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	3,000.00	0.00
Laptop & USB Drive	2,108.75	2,108.75	0.00
HP Color Printer	625.00	625.00	0.00
Core 2 Duo System	1,315.00	1,315.00	0.00
Bookcase	1,199.97	1,071.40	128.57
Computer Projector	864.92	864.92	0.00
Four Laptop Computers	5,438.00	5,438.00	0.00
Used Canon Imagerunner	2,950.00	2,065.00	885.00
4 drawer file cabinet	885.00	442.51	442.49
Computer	2,771.00	1,939.70	831.30
4 Drawer legal file cabinet	1,709.00	854.49	854.51
Executive L desk	1,479.00	739.52	739.48
72" Executive desk, drawer/kybd	658.99	329.49	329.50

The Priddy Foundation75-6029882

Ipad.	783.06	548.14	234.92
Website development	4,500.00	4,500.00	0.00
Computer software	740.00	740.00	0.00
Bookcase	899.00	449.51	449.49
Furniture (from PCT)	4,486.86	1,602.45	2,884.41
Server/HP Probook	8,305.00	4,152.50	4,152.50
Computer System (From PCT)	2,230.45	1,115.23	1,115.22
DAR-RAN Multifile (From PCT)	180.19	90.10	90.09
HP4250 Laserjet Printer (From PCT)	273.00	136.50	136.50
Canon Imagerunner (From PCT)	336.27	168.13	168.14
Portrait & Frame (From PCT)	537.14	191.83	345.31
Digital Telephone System	4,065.00	1,219.50	2,845.50
Website development	15,200.00	633.33	14,566.67
Door	1,365.57	24.39	1,341.18
Carpet	5,589.00	99.80	5,489.20
Total To Fm 990-PF, Part II, ln 14	<u>157,765.82</u>	<u>119,735.84</u>	<u>38,029.98</u>

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

REVENUE

Interest on savings and cash investments		
American National Bank	\$ 131.44	
Morgan Stanley	<u>233.34</u>	\$ 364.78
Dividends and interest from securities - Sch. 2		2,382,296.89
Net gain (loss) from sale of assets - Sch. 3		6,426,845.53
Other income:		
Gross royalties	\$ 43,430.68	
From partnerships - Sch. 9	<u>(61,281.00)</u>	<u>(17,850.32)</u>
Total revenue		\$ 8,791,656.88

EXPENSES

Compensation of officers and trustees - Sch. 6	\$ 351,500.00	
Other employee salaries and wages	333,699.02	
Employee benefits:		
Insurance	\$ 40,889.23	
Payroll taxes	36,623.92	
Retirement plan	<u>26,350.00</u>	103,863.15
Legal consulting fees - Sch. 8		2,131.75
Accounting fees - Sch. 8		50,500.00
Other professional fees - Investment - Sch. 8		554,262.73
Taxes:		
Ad valorem - Royalties	\$ 2,779.58	
Excise	160,053.36	
Foreign	30,035.68	
Severance and state	<u>2,543.48</u>	195,412.10
Depreciation		7,932.63
Occupancy		32,927.84
Travel, conferences and meetings		18,268.43
Other:		
Amortization	\$	
Data services	10,795.62	
Dues	4,095.26	
Grant related expenses	10,768.84	
Insurance	6,328.63	
Office supplies and services	31,702.70	
Sundry business expense	20,099.08	
From partnership - Sch. 9	<u>170,844.00</u>	254,634.13
Contributions - Sch. 4		<u>3,803,737.84</u>
		<u>5,708,869.62</u>
Excess of revenue over expenses		\$ <u>3,082,787.26</u>

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
DIVIDENDS			
Dodge.			
ADT Corp	\$ 1,775.00	\$ 1,775 00	\$
Amdocs Limited	1,378.00	1,378.00	
Aegon NV	9,131.77	9,131.77	
Apache Corp	1,420 00	1,420.00	
Baker Hughes, Inc	4,440.00	4,440 00	
Bank of America	1,880.00	1,880.00	
Bank of New York Mellon Corp.	10,890 00	10,890.00	
BB&T Corporation	7,280.00	7,280.00	
Capital One Financial Corp.	14,250.00	14,250.00	
Celanese Corp.	2,625.00	2,625.00	
Coach Inc	2,025.00	2,025.00	
Chevron Corp. New	13,710.00	13,710.00	
Comcast Corp.	15,879.49	15,879.49	
Computer Sciences Corp.	3,600.00	3,600.00	
Compuware Corp	1,025.00	1,025.00	
Corning, Inc	6,168 00	6,168.00	
Dell Inc.	1,184.00	1,184.00	
Domtar Corp.	532.00	532.00	
Dow Chemical Co.	9,216.00	9,216.00	
Fedex Corp.	2,524.00	2,524.00	
General Electric Co.	24,320 00	24,320 00	
Glaxo Wellcome	31,308.67	31,308 67	
Goldman Sachs Group	7,585.00	7,585 00	
Hewlett Packard Co.	19,847.52	19,847 52	
HSBC Holdings PLC	8,550 00	8,550 00	
JPMorgan Chase & Co.	4,752.00	4,752.00	
Koninklijke Philips Electrs	4,814.51	4,814 51	
Maxim Integrated Products Inc	4,276 00	4,276.00	
McGraw Hill Companies, Inc	2,800 00	2,800.00	

	Totals	Ordinary	Capital Gains Dividends
Merck & Co Inc	29,240.00	29,240.00	
Medtronic	2,214.00	2,214.00	
MetLife Inc	2,828.00	2,828.00	
Microsoft Corp.	23,712.00	23,712.00	
Molex Inc.	4,254.00	4,254.00	
Netapp Inc	2,340.00	2,340.00	
Novartis AG	20,780.75	20,780.75	
Occidental Petroleum Corp.	3,136.00	3,136.00	
Panasonic Corp (Matsushita)	627.53	627.53	
Pfizer, Inc.	21,504.00	21,504.00	
Roche Holding Ltd.	19,153.00	19,153.00	
Sanofi - Aventis ADR	27,783.77	27,783.77	
Schlumberger LTD	8,967.49	8,967.49	
Schwab Charles Corp.	7,224.00	7,224.00	
Suntrust Bks Inc.	2,135.00	2,135.00	
Symantec	8,775.00	8,775.00	
Time Warner, Inc.	14,748.75	14,748.75	
Time Warner Cable Inc.	13,260.00	13,260.00	
Twenty-First Century Fox Inc	3,370.50	3,370.50	
Tyco Connectivity Ltd.	6,720.00	6,720.00	
Tyco Intl. Ltd. New Com	2,754.00	2,754.00	
Unilever N V	5,581.60	5,581.60	
Unitedhealth Group Inc	1,456.00	1,456.00	
Vodafone Group	13,025.61	13,025.61	
Vulcan Materials Co.	91.00	91.00	
Wal Mart Stores Inc.	6,627.00	6,627.00	
Wells Fargo Co.	27,600.00	27,600.00	
Xerox Corp.	6,415.25	6,415.25	
Totals - Dodge	\$ 505,511.21	\$ 505,511.21	\$
Sarofim:			
Abbott Labs	\$ 5,488.00	\$ 5,488.00	\$
Abbvie Inc	14,880.00	14,880.00	
Ace Limited	1,632.00	1,632.00	
Air Products & Chemicals	4,986.00	4,986.00	
Altria Group	30,560.00	30,560.00	
American Express Co	4,300.00	4,300.00	
Apple Computer Inc.	28,320.00	28,320.00	
Automatic Data Processing	13,920.00	13,920.00	
Arcos Dorados Holdings	238.80	238.80	

	Totals	Ordinary	Capital Gains Dividends
Blackrock Inc.	9,744.00	9,744.00	
Canadian Pacific Railway	401.68	401.68	
Caterpillar, Inc.	6,880.00	6,880.00	
Chevron Corp. New	33,150.00	33,150.00	
Coca Cola Co	33,600.00	33,600.00	
Comcast Corp	1,365.00	1,365.00	
Conoco Phillips	25,649.98	25,649.98	
Diageo PLC	6,596.58	6,596.58	
EOG Resources Inc	375.00	375.00	
Exxon Mobil Corp.	60,120.00	60,120.00	
Franklin Resources Inc	2,060.00	2,060.00	
Freeport Copper and Gold	15,749.96	15,749.96	
General Electric Co.	20,520.00	20,520.00	
Home Depot	4,290.00	4,290.00	
Intel Corp	18,000.00	18,000.00	
International Business Machs	12,950.00	12,950.00	
J. P. Morgan Chase & Co.	14,960.00	14,960.00	
Johnson & Johnson	25,850.00	25,850.00	
Kinder Morgan Inc	12,480.00	12,480.00	
Kraft Foods	5,398.65	5,398.65	
McDonalds Corp.	23,253.36	23,253.36	
McGraw Hill Companies, Inc	4,480.00	4,480.00	
Mondelez International	4,240.00	4,240.00	
Nestle S A	37,511.99	37,511.99	
Novo Nordisk	6,792.91	6,792.91	
Occidental Pete Corp	12,480.00	12,480.00	
Oracle Corp	2,400.00	2,400.00	
PepsiCo, Inc.	15,156.29	15,156.29	
Phillips 66	6,305.61	6,305.61	
Philip Morris Cos	52,800.00	52,800.00	
Phillip Morris Intl Inc	17,000.00	17,000.00	
Praxair Inc	9,600.00	9,600.00	
Procter & Gamble Co	26,554.00	26,554.00	
Qualcomm Inc.	6,500.00	6,500.00	
Rio Tinto PLC	4,580.00	4,580.00	
Roche Holding Ltd	14,620.32	14,620.32	
Royal Dutch Petroleum	15,826.99	15,826.99	
Royal Dutch Shell	5,355.00	5,355.00	
SAB Miller PLC	5,953.47	5,953.47	
Target Corp	15,800.00	15,800.00	

	Totals	Ordinary	Capital Gains Dividends
Texas Instruments	7,490.00	7,490.00	
Time Warner Cable Inc.	2,600.00	2,600.00	
Time Warner Inc	2,600.00	2,600.00	
Total S A.	22,980.65	22,980.65	
Twenty-First Century Fox Inc	3,570.00	3,570.00	
Union Pac Corp	711.00	711.00	
United Technologies	12,731.00	12,731.00	
Wal Mart Stores, Inc	7,050.00	7,050.00	
Walgreen Co.	8,180.00	8,180.00	
Wells Fargo & Co	4,200.00	4,200.00	
Totals - Sarofim	\$ 773,788.24	\$ 773,788.24	\$
Luther King			
Abbot Labs	\$ 1,260.00	\$ 1,260.00	\$
Abbvie Inc	23,400.00	23,400.00	
American Express Co	2,300.00	2,300.00	
Apple Computer Inc.	20,140.00	20,140.00	
Bank of America Corp	2,400.00	2,400.00	
Cabot Oil and Gas	1,520.00	1,520.00	
Coca Cola Co	22,400.00	22,400.00	
Colgate Palmolive Co	20,260.00	20,260.00	
Comerica Inc.	11,220.00	11,220.00	
Covidien Limited	9,660.00	9,660.00	
Cullen Frost BK Inc	17,820.00	17,820.00	
Danaher Corp.	875.00	875.00	
E M C Corp	4,800.00	4,800.00	
EOG Resources Inc.	4,028.72	4,028.72	
Exxon Mobil Corp.	16,590.00	16,590.00	
FMC Corporation	6,129.00	6,129.00	
General Electric Co.	24,320.00	24,320.00	
Halliburton Co.	8,674.97	8,674.97	
Home Depot Inc.	8,970.00	8,970.00	
International Business Machine	11,100.00	11,100.00	
JPMorgan Chase and Company	22,800.00	22,800.00	
Kimberly Clark Corp	7,776.00	7,776.00	
Martin Marietta Materials	5,600.00	5,600.00	
Monsanto Co. New	10,106.50	10,106.50	
National Fuel Gas Co	10,539.50	10,539.50	
National Instrument Corp.	10,500.00	10,500.00	
Oracle Corp.	4,080.00	4,080.00	

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
Pall Corporation	7,687.50	7,687.50	
Pfizer Inc.	30,720.00	30,720.00	
Pioneer Natural Resources	40.00	40.00	
Praxair Inc.	14,400.00	14,400.00	
Procter & Gamble Co.	21,298.50	21,298.50	
Range Resources	1,200.00	1,200.00	
Roper Industries Inc.	2,887.50	2,887.50	
Suntrust Bks Inc.	6,300.00	6,300.00	
Thermo Fisher Scientific Inc	6,900.00	6,900.00	
Time Warner Inc.	13,368.75	13,368.75	
Walgreen Co.	18,290.00	18,290.00	
Wells Fargo & Co New	25,950.00	25,950.00	
Whirlpool Corp	14,250.00	14,250.00	
Totals - Luther King	<u>\$ 452,561.94</u>	<u>\$ 452,561.94</u>	<u>\$</u>
Other:			
Dividends - Sentry			
Goldman Sachs FST Govt Inst'l.	\$ 1,154.99	\$ 1,154.99	\$
Dividends - Sarofim.			
Goldman Sachs FST Treasury	4.84	4.84	
Dividends - Dodge			
Goldman Sachs FST Treasury	48.65	48.65	
Dividends - Luther King:			
Goldman Sachs FST Govt Inst'l.	22.89	22.89	
Dividends - Index Funds:			
Vanguard-Total Stock Mkt Idx Inst	212,813.09	212,813.09	
From partnerships - Sch. 9	<u>150,826.00</u>	<u>150,826.00</u>	<u></u>
Totals - Other	<u>\$ 364,870.46</u>	<u>\$ 364,870.46</u>	<u>\$</u>
Totals - Dividends	<u>\$ 2,096,731.85</u>	<u>\$ 2,096,731.85</u>	<u>\$</u>
INTEREST			
Taxable.			
U S Govt. agency, mortgage backed securities, corporate bonds & notes	\$ 269,594.62	\$ 269,594.62	\$
From partnerships - Sch. 9	<u>3,852.00</u>	<u>3,852.00</u>	<u></u>
Totals - Taxable	<u>\$ 273,446.62</u>	<u>\$ 273,446.62</u>	<u>\$</u>

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
Tax-exempt:			
Brownsville TX ISD 4.0% 8/15/2019	\$ 1,835.71	\$ 1,835.71	
Highland Park ISD 4.0% 2/15/2019	432.05	432.05	
Lubbock TX Rfdg 2.11% 2/15/2021	9,846.66	9,846.66	
From partnerships - Sch. 9	<u>4.00</u>	<u>4.00</u>	
Totals - Tax exempt	<u>\$ 12,118.42</u>	<u>\$ 12,118.42</u>	<u>\$</u>
Totals - Interest	<u>\$ 285,565.04</u>	<u>\$ 285,565.04</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 2,382,296.89</u>	<u>\$ 2,382,296.89</u>	<u>\$</u>

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

<u>Property</u>	<u>Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/ (Loss)</u>
Short Term			
Stocks & bonds - Sch. 3A	\$ 4,229,201.29	\$ 4,131,014.75	\$ 98,186.54
Kinder Morgan Mngmt LLC	16,705.65	18,897.48	(2,191.83)
Morgan Stanley Partnerships - Sch. 3C	2,626,957.67	2,404,219.00	222,738.67
From partnerships - Sch. 9		27,441.00	(27,441.00)
Totals - Short term	<u>\$ 6,872,864.61</u>	<u>\$ 6,581,572.23</u>	<u>\$ 291,292.38</u>
Long Term			
Stocks & bonds - Sch. 3B	\$ 19,632,973.70	\$ 16,858,861.74	\$ 2,774,111.96
Dodge & Cox International Fund	14,294,560.51	11,011,553.33	3,283,007.18
Litigation Proceeds/Settlements			
Cardinal Health	56.02		56.02
Bank of America	28.13		28.13
Bank of America	21.91		21.91
Bank of America	64.56		64.56
Bank of America	64.56		64.56
Bank of America	78.67		78.67
Dell	39.58		39.58
Aegon	2.74		2.74
Sprint	2.84		2.84
From partnerships - Sch. 9	73,952.00		73,952.00
From partnerships - Sch. 9	4,123.00		4,123.00
Totals - Long term	<u>\$ 34,005,968.22</u>	<u>\$ 27,870,415.07</u>	<u>\$ 6,135,553.15</u>
Capital gain distributions - Sch. 2	\$	\$	\$
Totals - Combined	<u>\$ 40,878,832.83</u>	<u>\$ 34,451,987.30</u>	<u>\$ 6,426,845.53</u>

Schedule 3A

THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
ADOBE SYSTEMS, INC.	12/18/2012	7/23/2013	200.00	9,622.89	7,491.00	2,131.89	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/24/2013	200.00	9,599.81	7,491.00	2,108.81	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/25/2013	200.00	9,542.57	7,491.00	2,051.57	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/26/2013	200.00	9,528.55	7,491.00	2,037.55	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/29/2013	200.00	9,471.95	7,491.00	1,980.95	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/31/2013	200.00	9,478.21	7,491.00	1,987.21	.00
ADOBE SYSTEMS, INC.	12/18/2012	7/31/2013	200.00	9,496.59	7,491.00	2,005.59	.00
ADOBE SYSTEMS, INC.	12/18/2012	8/02/2013	100.00	4,743.94	3,745.50	998.44	.00
AEGON NV	6/14/2013	8/13/2013	723.00	5,599.53	4,921.82	677.71	.00
DELL INC.	6/22/2012	3/26/2013	400.00	5,803.86	4,868.72	935.14	.00
DELL INC.	6/22/2012	3/27/2013	1,100.00	15,806.64	13,388.98	2,417.66	.00
DELL INC.	6/22/2012	3/28/2013	900.00	12,843.34	10,954.62	1,888.72	.00
DELL INC.	6/22/2012	4/01/2013	400.00	5,707.87	4,868.72	839.15	.00
DELL INC.	6/22/2012	4/02/2013	400.00	5,707.87	4,868.72	839.15	.00
DELL INC.	6/22/2012	4/04/2013	400.00	5,695.87	4,868.72	827.15	.00
DELL INC.	6/22/2012	4/10/2013	400.00	5,695.87	4,868.72	827.15	.00
DELL INC.	6/22/2012	4/23/2013	3,600.00	47,086.94	43,818.48	3,268.46	.00
FEDEX CORP.	8/08/2013	12/10/2013	200.00	27,696.99	21,796.04	5,900.95	.00
FEDEX CORP.	8/07/2013	12/11/2013	200.00	27,431.92	21,632.52	5,799.40	.00
KONINKLIJKE PHILIPS ELECT	6/07/2013	8/13/2013	171.00	5,496.69	4,814.51	682.18	.00
MOLEX INC.	5/21/2013	12/09/2013	2,300.00	88,964.00	57,952.41	31,011.59	.00
PENNEY J C INC.	8/28/2012	4/16/2013	700.00	10,669.44	17,643.50	.00	6,974.06
PENNEY J C INC.	8/28/2012	4/17/2013	1,100.00	16,282.05	27,725.50	.00	11,443.45

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GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
PENNEY J C INC.	8/28/2012	4/18/2013	2,400.00	36,212.06	60,492.00	.00	24,279.94
PENNEY J C INC.	8/28/2012	4/19/2013	1,300.00	19,744.47	32,766.50	.00	13,022.03
XEROX CORP.	11/08/2012	8/02/2013	600.00	5,975.11	3,831.00	2,144.11	.00
XEROX CORP.	11/08/2012	8/20/2013	400.00	4,025.68	2,554.00	1,471.68	.00
XEROX CORP.	11/08/2012	8/22/2013	800.00	8,008.10	5,108.00	2,900.10	.00
XEROX CORP.	11/08/2012	8/23/2013	400.00	4,012.89	2,554.00	1,458.89	.00
XEROX CORP.	11/08/2012	8/26/2013	400.00	4,023.60	2,554.00	1,469.60	.00
XEROX CORP.	11/08/2012	8/27/2013	800.00	7,789.22	5,108.00	2,681.22	.00
XEROX CORP.	11/08/2012	8/28/2013	800.00	7,883.14	5,108.00	2,775.14	.00
XEROX CORP.	11/08/2012	8/29/2013	700.00	7,018.42	4,469.50	2,548.92	.00
XEROX CORP.	11/08/2012	8/30/2013	100.00	1,001.11	638.50	362.61	.00
*** CORPORATE STOCK-DODGE		***	23,194.00	463,667.19	430,357.98	33,309.21	.00
CORPORATE STOCK-LUTHER KING							
ABBOTT LABS	10/09/2012	4/09/2013	1,500.00	54,799.62	51,050.09	3,749.53	.00
ABBOTT LABS	7/31/2012	4/09/2013	5,600.00	204,585.25	179,378.48	25,206.77	.00
ABBOTT LABS	12/18/2012	4/09/2013	1,000.00	36,533.08	31,649.17	4,883.91	.00
ABBOTT LABS	8/29/2012	4/09/2013	900.00	32,879.77	28,410.38	4,469.39	.00
CIRRUS LOGIC INC.	5/05/2013	12/19/2013	2,000.00	39,359.31	45,659.20	.00	6,299.89
NATIONAL FUEL GAS CO.	5/15/2013	10/14/2013	1,500.00	99,844.11	94,107.45	5,736.66	.00
NATIONAL FUEL GAS CO.	4/10/2013	10/14/2013	1,000.00	66,562.74	60,693.00	5,869.74	.00
NATIONAL FUEL GAS CO.	4/09/2013	10/14/2013	700.00	46,593.92	41,867.00	4,726.92	.00
NETAPP INC.	3/20/2012	1/22/2013	1,000.00	34,729.22	45,588.10	.00	10,858.88
TRIMBLE NAVIGATION LTD	8/16/2012	1/31/2013	1,000.00	62,438.60	46,610.50	15,828.10	.00

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GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WELLS FARGO & CO NEW	4/10/2013	12/03/2013	2,000.00	87,208.48	75,643.40	11,565.08	.00
*** CORPORATE STOCK-LUTHER KING	***		18,200.00	765,534.10	700,656.77	64,877.33	.00
U. S. GOVERNMENT SECURITY							
FANNIE MAE .65% 7/16/15-1	7/05/2012	1/16/2013	.00	3,000,000.00	3,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	3,000,000.00	3,000,000.00	.00	.00
GRAND TOTALS			41,394.00	4,229,201.29	4,131,014.75	98,186.54	.00

Schedule 3B

THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
AMDOCS LIMITED	6/22/2012	9/11/2013	200.00	7,527.37	5,931.06	1,596.31	.00
AMDOCS LIMITED	6/22/2012	9/12/2013	200.00	7,498.53	5,931.06	1,567.47	.00
AMDOCS LIMITED	6/22/2012	9/13/2013	200.00	7,427.07	5,931.06	1,496.01	.00
AMDOCS LIMITED	6/22/2012	9/16/2013	200.00	7,450.37	5,931.06	1,519.31	.00
AMDOCS LIMITED	6/22/2012	9/18/2013	200.00	7,404.67	5,894.20	1,510.47	.00
AMDOCS LIMITED	6/22/2012	9/19/2013	200.00	7,401.97	5,894.20	1,507.77	.00
AMDOCS LIMITED	6/22/2012	9/23/2013	200.00	7,399.61	5,894.20	1,505.41	.00
AMDOCS LIMITED	6/22/2012	9/24/2013	200.00	7,398.79	5,894.20	1,504.59	.00
AMDOCS LIMITED	6/22/2012	9/25/2013	200.00	7,417.77	5,894.20	1,523.57	.00
AMDOCS LIMITED	6/22/2012	9/26/2013	200.00	7,407.71	5,894.20	1,513.51	.00
AMDOCS LIMITED	6/22/2012	9/27/2013	200.00	7,406.75	5,894.20	1,512.55	.00
AMDOCS LIMITED	6/22/2012	9/30/2013	100.00	3,678.09	2,947.10	730.99	.00
AMDOCS LIMITED	6/27/2012	9/30/2013	100.00	3,678.08	2,939.68	738.40	.00
AMDOCS LIMITED	6/27/2012	10/01/2013	100.00	3,671.44	2,939.68	731.76	.00
AMDOCS LIMITED	6/25/2012	10/01/2013	100.00	3,671.43	2,927.82	743.61	.00
AMDOCS LIMITED	6/25/2012	10/02/2013	100.00	3,676.94	2,927.82	749.12	.00
AMDOCS LIMITED	6/26/2012	10/02/2013	100.00	3,676.93	2,913.39	763.54	.00
AMDOCS LIMITED	6/26/2012	10/03/2013	100.00	3,692.89	2,913.39	779.50	.00
AMDOCS LIMITED	6/28/2012	10/03/2013	200.00	7,385.79	5,821.00	1,564.79	.00
ADOBE SYSTEMS, INC.	6/21/2012	8/02/2013	200.00	9,487.87	6,272.12	3,215.75	.00
ADOBE SYSTEMS, INC.	6/21/2012	11/19/2013	200.00	11,155.78	6,272.12	4,883.66	.00
ADOBE SYSTEMS, INC.	6/21/2012	11/20/2013	200.00	11,227.38	6,272.12	4,955.26	.00
ADOBE SYSTEMS, INC.	6/21/2012	11/21/2013	200.00	11,224.90	6,272.12	4,952.78	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ADOBE SYSTEMS, INC.	6/21/2012	11/22/2013	300.00	16,884.84	9,408.18	7,476.66	.00
ADOBE SYSTEMS, INC.	6/21/2012	11/25/2013	200.00	11,353.82	6,272.12	5,081.70	.00
ADOBE SYSTEMS, INC.	1/31/2012	11/26/2013	200.00	11,348.16	6,191.16	5,157.00	.00
ADOBE SYSTEMS, INC.	1/31/2012	11/27/2013	200.00	11,387.40	6,191.16	5,196.24	.00
ADOBE SYSTEMS, INC.	1/31/2012	11/29/2013	100.00	5,695.43	3,095.58	2,599.85	.00
ADOBE SYSTEMS, INC.	1/30/2012	11/29/2013	100.00	5,695.43	3,091.75	2,603.68	.00
ADOBE SYSTEMS, INC.	1/30/2012	12/02/2013	300.00	17,075.25	9,275.25	7,800.00	.00
BMC SOFTWARE INC.	10/06/2011	5/21/2013	500.00	22,634.59	19,941.00	2,693.59	.00
BMC SOFTWARE INC.	11/10/2011	5/21/2013	300.00	13,580.75	10,942.50	2,638.25	.00
BMC SOFTWARE INC.	11/10/2011	5/22/2013	300.00	13,579.77	10,942.50	2,637.27	.00
BMC SOFTWARE INC.	11/10/2011	5/23/2013	300.00	13,574.76	10,942.50	2,632.26	.00
BMC SOFTWARE INC.	8/26/2003	5/23/2013	100.00	4,524.92	1,401.03	3,123.89	.00
BMC SOFTWARE INC.	8/07/2003	5/24/2013	600.00	27,281.52	8,384.16	18,897.36	.00
BMC SOFTWARE INC.	8/07/2003	5/28/2013	300.00	13,637.49	4,192.08	9,445.41	.00
BMC SOFTWARE INC.	8/07/2003	5/29/2013	600.00	27,179.52	8,384.16	18,795.36	.00
BMC SOFTWARE INC.	8/08/2003	5/31/2013	800.00	36,215.36	11,172.88	25,042.48	.00
BMC SOFTWARE INC.	8/08/2003	6/03/2013	400.00	18,099.68	5,586.44	12,513.24	.00
BMC SOFTWARE INC.	8/08/2003	6/05/2013	300.00	13,571.76	4,189.83	9,381.93	.00
BOSTON SCIENTIFIC CORP. C	5/25/2007	6/25/2013	400.00	3,635.93	6,312.00	.00	2,676.07
BOSTON SCIENTIFIC CORP. C	5/24/2007	6/25/2013	400.00	3,635.94	6,302.00	.00	2,666.06
BOSTON SCIENTIFIC CORP. C	5/23/2007	6/25/2013	300.00	2,726.95	4,720.98	.00	1,994.03
BOSTON SCIENTIFIC CORP. C	5/23/2007	6/26/2013	600.00	5,526.20	9,441.96	.00	3,915.76
BOSTON SCIENTIFIC CORP. C	6/01/2007	6/26/2013	400.00	3,684.14	6,278.16	.00	2,594.02
BOSTON SCIENTIFIC CORP. C	5/31/2007	6/26/2013	400.00	3,684.13	6,244.76	.00	2,560.63

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BOSTON SCIENTIFIC CORP. C	5/16/2007	6/26/2013	400.00	3,684.14	6,244.64	.00	2,560.50
BOSTON SCIENTIFIC CORP. C	5/15/2007	6/26/2013	400.00	3,684.13	6,220.60	.00	2,536.47
BOSTON SCIENTIFIC CORP. C	5/17/2007	6/26/2013	400.00	3,684.14	6,201.52	.00	2,517.38
BOSTON SCIENTIFIC CORP. C	5/18/2007	6/26/2013	400.00	3,684.13	6,200.24	.00	2,516.11
BOSTON SCIENTIFIC CORP. C	5/21/2007	6/26/2013	200.00	1,842.07	3,098.38	.00	1,256.31
BOSTON SCIENTIFIC CORP. C	5/21/2007	6/27/2013	200.00	1,857.97	3,098.38	.00	1,240.41
BOSTON SCIENTIFIC CORP. C	5/30/2007	6/27/2013	600.00	5,573.90	9,242.16	.00	3,668.26
BOSTON SCIENTIFIC CORP. C	5/30/2007	6/28/2013	300.00	2,793.22	4,621.08	.00	1,827.86
BOSTON SCIENTIFIC CORP. C	4/10/2007	6/28/2013	400.00	3,724.30	5,992.00	.00	2,267.70
BOSTON SCIENTIFIC CORP. C	4/11/2007	6/28/2013	400.00	3,724.29	5,984.00	.00	2,259.71
BOSTON SCIENTIFIC CORP. C	4/05/2007	6/28/2013	500.00	4,655.37	7,465.00	.00	2,809.63
BOSTON SCIENTIFIC CORP. C	4/05/2007	7/01/2013	300.00	2,794.42	4,479.00	.00	1,684.58
BOSTON SCIENTIFIC CORP. C	4/09/2007	7/01/2013	500.00	4,657.37	7,452.10	.00	2,794.73
BOSTON SCIENTIFIC CORP. C	8/09/2007	7/01/2013	700.00	6,520.31	9,446.50	.00	2,926.19
BOSTON SCIENTIFIC CORP. C	8/09/2007	7/02/2013	1,300.00	11,984.75	17,543.50	.00	5,558.75
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/10/2013	600.00	7,167.83	8,097.00	.00	929.17
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/11/2013	1,000.00	11,834.19	13,495.00	.00	1,660.81
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/12/2013	1,500.00	17,924.68	20,242.50	.00	2,317.82
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/13/2013	400.00	4,746.31	5,398.00	.00	651.69
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/16/2013	400.00	4,781.23	5,398.00	.00	616.77
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/17/2013	600.00	7,151.69	8,097.00	.00	945.31
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/18/2013	400.00	4,761.11	5,398.00	.00	636.89
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/19/2013	400.00	4,717.51	5,398.00	.00	680.49
BOSTON SCIENTIFIC CORP. C	8/09/2007	9/30/2013	900.00	10,564.55	12,145.50	.00	1,580.95

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/01/2013	400.00	4,687.91	5,398.00	.00	710.09
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/02/2013	400.00	4,701.91	5,398.00	.00	696.09
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/03/2013	400.00	4,695.11	5,398.00	.00	702.89
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/04/2013	400.00	4,687.91	5,398.00	.00	710.09
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/10/2013	400.00	4,742.83	5,398.00	.00	655.17
BOSTON SCIENTIFIC CORP. C	8/09/2007	10/10/2013	700.00	8,286.17	9,446.50	.00	1,160.33
COMPUTER SCIENCES CORP.	4/23/2003	4/02/2013	200.00	9,690.28	6,448.00	3,242.28	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/03/2013	200.00	9,605.36	5,884.00	3,721.36	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/04/2013	200.00	9,570.06	5,884.00	3,686.06	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/08/2013	200.00	9,483.16	5,884.00	3,599.16	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/09/2013	200.00	9,500.84	5,884.00	3,616.84	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/10/2013	500.00	24,157.70	14,710.00	9,447.70	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/11/2013	200.00	9,703.74	5,884.00	3,819.74	.00
COMPUTER SCIENCES CORP.	4/04/2003	4/12/2013	300.00	14,325.30	8,826.00	5,499.30	.00
COMPUWARE CORP.	4/04/2003	6/13/2013	400.00	4,400.04	1,451.84	2,948.20	.00
COMPUWARE CORP.	4/04/2003	6/13/2013	400.00	4,391.92	1,451.84	2,940.08	.00
COMPUWARE CORP.	4/04/2003	6/18/2013	400.00	4,391.92	1,451.84	2,940.08	.00
COMPUWARE CORP.	4/04/2003	7/22/2013	800.00	8,783.84	2,903.68	5,880.16	.00
COMPUWARE CORP.	4/04/2003	7/24/2013	400.00	4,430.44	1,451.84	2,978.60	.00
COMPUWARE CORP.	4/04/2003	7/25/2013	500.00	5,498.50	1,814.80	3,683.70	.00
COMPUWARE CORP.	4/04/2003	7/26/2013	900.00	9,948.51	3,266.64	6,681.87	.00
COMPUWARE CORP.	4/04/2003	7/29/2013	2,600.00	28,789.81	9,436.96	19,352.85	.00
COMPUWARE CORP.	4/04/2003	7/31/2013	800.00	9,124.08	2,903.68	6,220.40	.00
COMPUWARE CORP.	4/04/2003	8/01/2013	400.00	4,583.80	1,451.84	3,131.96	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
COMPUWARE CORP.	4/04/2003	8/02/2013	600.00	6,918.59	2,177.76	4,740.83	.00
COMCAST CORP.	12/13/2005	2/05/2013	200.00	7,841.46	3,547.33	4,294.13	.00
COMCAST CORP.	12/13/2005	2/06/2013	500.00	19,417.21	8,868.34	10,548.87	.00
COMCAST CORP.	12/13/2005	2/07/2013	300.00	11,570.74	5,321.00	6,249.74	.00
COMCAST CORP.	12/13/2005	2/08/2013	182.01	7,031.51	3,228.25	3,803.26	.00
COMCAST CORP.	1/03/2006	2/08/2013	1,317.99	50,917.29	23,078.00	27,839.29	.00
DOW CHEM CO.	4/04/2003	11/20/2013	200.00	7,922.64	5,753.86	2,168.78	.00
DOW CHEM CO.	4/04/2003	11/20/2013	100.00	3,941.66	2,876.93	1,064.73	.00
DOW CHEM CO.	4/04/2003	11/20/2013	100.00	3,946.86	2,876.93	1,069.93	.00
DOW CHEM CO.	4/04/2003	11/21/2013	300.00	11,883.60	8,630.79	3,252.81	.00
DOW CHEM CO.	4/04/2003	11/22/2013	200.00	7,928.46	5,753.86	2,174.60	.00
DOW CHEM CO.	4/04/2003	11/26/2013	200.00	7,805.24	5,753.86	2,051.38	.00
DOW CHEM CO.	4/04/2003	11/26/2013	200.00	7,789.06	5,753.86	2,035.20	.00
DOW CHEM CO.	4/04/2003	11/27/2013	400.00	15,667.40	11,507.72	4,159.68	.00
DOW CHEM CO.	4/04/2003	11/29/2013	200.00	7,854.56	5,753.86	2,100.70	.00
DOW CHEM CO.	4/04/2003	12/02/2013	523.00	20,939.66	15,046.34	5,893.32	.00
DOW CHEM CO.	4/08/2003	12/02/2013	477.00	19,097.94	13,721.53	5,376.41	.00
DOW CHEM CO.	4/08/2003	12/03/2013	200.00	7,855.86	5,753.26	2,102.60	.00
DOW CHEM CO.	4/08/2003	12/06/2013	200.00	7,851.64	5,753.26	2,098.38	.00
DOW CHEM CO.	4/08/2003	12/09/2013	423.00	16,872.37	12,168.14	4,704.23	.00
DOW CHEM CO.	6/03/1996	12/09/2013	77.00	3,071.33	2,131.36	939.97	.00
EBAY INC.	1/10/2007	2/12/2013	300.00	17,080.62	8,805.96	8,274.66	.00
EBAY INC.	1/10/2007	2/13/2013	700.00	39,840.44	20,547.24	19,293.20	.00
EBAY INC.	11/21/2011	2/13/2013	100.00	5,691.49	2,870.58	2,820.91	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
EBAY INC.	11/21/2011	2/14/2013	300.00	17,063.61	8,611.74	8,451.87	.00
EBAY INC.	11/21/2011	2/15/2013	500.00	28,466.41	14,352.90	14,113.51	.00
EBAY INC.	11/21/2011	2/20/2013	400.00	22,536.61	11,482.32	11,054.29	.00
EBAY INC.	11/21/2011	3/04/2013	200.00	11,075.87	5,741.16	5,334.71	.00
EBAY INC.	11/21/2011	3/05/2013	200.00	11,141.33	5,741.16	5,400.17	.00
FEDEX CORP.	7/29/2011	12/13/2013	100.00	13,783.69	8,742.50	5,041.19	.00
FEDEX CORP.	8/17/2005	12/13/2013	300.00	41,351.07	25,163.97	16,187.10	.00
FEDEX CORP.	8/17/2005	12/16/2013	100.00	14,045.09	8,387.99	5,657.10	.00
FEDEX CORP.	7/30/2009	12/16/2013	100.00	14,045.08	6,773.64	7,271.44	.00
GENERAL ELEC CO	7/18/2006	11/15/2013	300.00	8,093.26	9,694.53	.00	1,601.27
GENERAL ELEC CO	7/17/2006	11/15/2013	800.00	21,582.02	25,822.08	.00	4,240.06
GENERAL ELEC CO	7/14/2006	11/15/2013	900.00	24,279.78	29,003.13	.00	4,723.35
GENWORTH FINANCIAL INC.	11/10/2011	10/01/2013	400.00	5,183.46	2,645.44	2,538.02	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/03/2013	800.00	10,270.06	5,290.88	4,979.18	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/07/2013	400.00	5,093.91	2,645.44	2,448.47	.00
GENWORTH FINANCIAL INC	11/10/2011	10/08/2013	500.00	6,469.43	3,306.80	3,162.63	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/08/2013	500.00	6,429.88	3,306.80	3,123.08	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/09/2013	400.00	5,095.91	2,645.44	2,450.47	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/10/2013	6,700.00	86,011.08	44,311.12	41,699.96	.00
GENWORTH FINANCIAL INC	11/10/2011	10/11/2013	1,500.00	19,636.30	9,920.40	9,715.90	.00
GENWORTH FINANCIAL INC.	11/10/2011	10/14/2013	500.00	6,496.78	3,306.80	3,189.98	.00
KONINKLIJKE PHILIPS ELECT	6/07/2013	6/07/2013	.00	2.39	.00	2.39	.00
LIBERTY GLOBAL C	6/06/2007	2/05/2013	100.00	6,233.56	3,552.62	2,680.94	.00
LIBERTY GLOBAL C	6/07/2007	2/05/2013	100.00	6,233.56	3,509.97	2,723.59	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LIBERTY GLOBAL C	6/07/2007	2/06/2013	300.00	18,170.77	10,529.91	7,640.86	.00
LIBERTY GLOBAL INC.	6/07/2007	2/05/2013	200.00	13,586.57	7,425.12	6,161.45	.00
LIBERTY MEDIA HOLDING INT	9/13/2004	11/15/2013	75.00	2,113.97	1,093.19	1,020.78	.00
LIBERTY MEDIA HOLDING INT	8/17/2004	11/15/2013	375.00	10,569.83	5,460.81	5,109.02	.00
LIBERTY MEDIA HOLDING INT	8/19/2004	11/15/2013	375.00	10,569.83	5,453.58	5,116.25	.00
LIBERTY MEDIA HOLDING INT	8/13/2004	11/15/2013	375.00	10,569.83	5,433.60	5,136.23	.00
LIBERTY MEDIA HOLDING INT	9/28/2004	11/15/2013	375.00	10,569.83	5,430.44	5,139.39	.00
LIBERTY MEDIA HOLDING INT	9/27/2004	11/15/2013	375.00	10,569.82	5,419.40	5,150.42	.00
LIBERTY MEDIA HOLDING INT	8/11/2004	11/15/2013	375.00	10,569.82	5,418.39	5,151.43	.00
LIBERTY MEDIA HOLDING INT	8/12/2004	11/15/2013	375.00	10,569.83	5,402.93	5,166.90	.00
LIBERTY MEDIA HOLDING INT	8/10/2004	11/15/2013	300.00	8,455.86	4,315.26	4,140.60	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	3/19/2013	300.00	9,617.18	5,052.24	4,564.94	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	3/20/2013	200.00	6,452.79	3,368.16	3,084.63	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	3/21/2013	200.00	6,370.65	3,368.16	3,002.49	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	3/25/2013	200.00	6,350.09	3,368.16	2,981.93	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	3/26/2013	400.00	12,836.19	5,090.24	7,745.95	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	3/28/2013	200.00	6,453.85	2,545.12	3,908.73	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	3/28/2013	200.00	6,503.63	2,545.12	3,958.51	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	4/01/2013	200.00	6,468.77	2,545.12	3,923.65	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	4/02/2013	200.00	6,358.35	2,545.12	3,813.23	.00
MAXIM INTEGRATED PRODS IN	10/29/2008	4/04/2013	300.00	9,414.71	3,817.68	5,597.03	.00
MOLEX INC.	10/15/2008	12/09/2013	4,500.00	174,060.00	66,724.65	107,335.35	.00
TWENTY-FIRST CENTURY FOX	9/30/1997	2/05/2013	400.00	11,328.98	3,607.40	7,721.58	.00
TWENTY-FIRST CENTURY FOX	9/30/1997	2/06/2013	600.00	16,889.56	5,411.10	11,478.46	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
TWENTY-FIRST CENTURY FOX	9/16/2002	2/06/2013	600.00	16,889.56	5,373.69	11,515.87	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	2/07/2013	900.00	24,844.84	8,060.54	16,784.30	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/14/2013	200.00	6,687.85	1,791.23	4,896.62	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/15/2013	500.00	16,611.07	4,478.07	12,133.00	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/16/2013	300.00	9,985.78	2,686.85	7,298.93	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/17/2013	400.00	13,248.14	3,582.46	9,665.68	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/20/2013	200.00	6,621.67	1,791.23	4,830.44	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/21/2013	200.00	6,644.95	1,791.23	4,853.72	.00
TWENTY-FIRST CENTURY FOX	9/16/2002	5/22/2013	300.00	10,131.69	2,686.84	7,444.85	.00
OCCIDENTAL PETE CORP.	11/14/2008	3/12/2013	200.00	16,737.16	9,467.70	7,269.46	.00
OCCIDENTAL PETE CORP.	11/14/2008	3/13/2013	200.00	16,714.94	9,467.70	7,247.24	.00
OCCIDENTAL PETE CORP.	8/17/2000	3/14/2013	400.00	33,768.20	4,284.80	29,483.40	.00
OCCIDENTAL PETE CORP.	8/17/2000	3/18/2013	200.00	16,573.30	2,142.40	14,430.90	.00
OCCIDENTAL PETE CORP.	8/17/2000	3/19/2013	200.00	16,355.21	2,142.40	14,212.81	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/02/2013	400.00	32,531.27	4,284.80	28,246.47	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/03/2013	200.00	16,299.45	2,142.40	14,157.05	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/05/2013	500.00	40,778.73	5,356.00	35,422.73	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/10/2013	500.00	40,645.58	5,356.00	35,289.58	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/12/2013	1,900.00	158,357.08	20,352.80	138,004.28	.00
OCCIDENTAL PETE CORP.	8/17/2000	4/15/2013	200.00	16,314.19	2,142.40	14,171.79	.00
SPRINT CORP.	11/29/2006	4/23/2013	700.00	4,955.89	13,769.49	.00	8,813.60
SPRINT CORP.	12/07/2006	4/23/2013	100.00	707.98	1,965.78	.00	1,257.80
SPRINT CORP.	12/07/2006	4/24/2013	600.00	4,229.24	11,794.68	.00	7,565.44
SPRINT CORP.	12/04/2006	4/24/2013	400.00	2,819.50	7,832.56	.00	5,013.06

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SPRINT CORP.	12/06/2006	4/24/2013	500.00	3,524.37	9,769.90	.00	6,245.53
SPRINT CORP.	12/13/2006	4/24/2013	600.00	4,229.24	11,721.60	.00	7,492.36
SPRINT CORP.	12/05/2006	4/24/2013	1,200.00	8,458.49	23,435.04	.00	14,976.55
SPRINT CORP.	12/05/2006	4/25/2013	500.00	3,582.57	9,764.60	.00	6,182.03
SPRINT CORP.	11/28/2006	4/25/2013	300.00	2,149.54	5,849.28	.00	3,699.74
SPRINT CORP.	11/28/2006	4/26/2013	500.00	3,580.72	9,748.80	.00	6,168.08
SPRINT CORP.	11/30/2006	4/26/2013	400.00	2,864.57	7,793.44	.00	4,928.87
SPRINT CORP.	11/30/2006	4/29/2013	300.00	2,135.95	5,845.08	.00	3,709.13
SPRINT CORP.	12/11/2006	4/29/2013	500.00	3,559.92	9,723.65	.00	6,163.73
SPRINT CORP.	12/11/2006	4/30/2013	200.00	1,418.83	3,889.46	.00	2,470.63
SPRINT CORP.	12/12/2006	4/30/2013	600.00	4,256.48	11,654.64	.00	7,398.16
SPRINT CORP.	12/01/2006	4/30/2013	200.00	1,418.83	3,881.08	.00	2,462.25
SPRINT CORP.	12/01/2006	6/10/2013	300.00	2,155.58	5,821.62	.00	3,666.04
SPRINT CORP.	12/15/2006	6/10/2013	500.00	3,592.63	9,672.00	.00	6,079.37
SPRINT CORP.	12/15/2006	7/12/2013	2,100.00	11,860.08	29,545.66	.00	17,685.58
SPRINT CORP.	12/18/2006	7/12/2013	1,300.00	7,341.96	18,187.96	.00	10,846.00
SPRINT CORP.	12/08/2006	7/12/2013	900.00	5,082.89	12,571.44	.00	7,488.55
SPRINT CORP.	12/19/2006	7/12/2013	1,100.00	6,212.42	15,240.60	.00	9,028.18
SPRINT CORP.	12/20/2006	7/12/2013	900.00	5,082.89	12,454.72	.00	7,371.83
SPRINT CORP.	12/21/2006	7/12/2013	800.00	4,518.13	11,033.92	.00	6,515.79
SPRINT CORP.	12/26/2006	7/12/2013	600.00	3,388.59	8,231.93	.00	4,843.34
SPRINT CORP.	12/22/2006	7/12/2013	400.00	2,259.06	5,484.03	.00	3,224.97
SPRINT CORP.	1/11/2007	7/12/2013	3,100.00	17,507.74	39,978.18	.00	22,470.44
SPRINT CORP.	1/10/2007	7/12/2013	5,900.00	33,321.18	75,653.66	.00	42,332.48

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SPRINT CORP.	10/24/2006	7/12/2013	500.00	2,823.83	6,195.42	.00	3,371.59
SPRINT CORP.	11/12/2007	7/12/2013	3,000.00	16,942.97	35,031.57	.00	18,088.60
SPRINT CORP.	2/01/2008	7/12/2013	7,000.00	39,533.61	52,821.93	.00	13,288.32
SPRINT CORP.	3/14/2008	7/12/2013	14,100.00	79,631.98	62,095.68	17,536.30	.00
SPRINT CORP.	6/01/2012	7/12/2013	39,400.00	222,517.73	73,498.39	149,019.34	.00
SONY CORP.	4/29/2003	1/02/2013	400.00	4,583.37	9,791.00	.00	5,207.63
SONY CORP.	5/01/2003	1/03/2013	500.00	5,752.42	12,177.70	.00	6,425.28
TIME WARNER, INC.	3/28/2003	5/14/2013	200.00	12,258.40	6,934.76	5,323.64	.00
TIME WARNER, INC.	3/28/2003	5/15/2013	265.00	16,147.60	9,188.55	6,959.05	.00
TIME WARNER, INC.	11/10/2011	5/15/2013	35.00	2,132.70	1,186.33	946.37	.00
TIME WARNER, INC.	11/10/2011	5/16/2013	300.00	18,274.48	10,168.50	8,105.98	.00
TIME WARNER, INC.	11/10/2011	5/17/2013	200.00	12,150.34	6,779.00	5,371.34	.00
TIME WARNER, INC.	11/10/2011	5/20/2013	300.00	18,145.51	10,168.50	7,977.01	.00
VODAFONE GROUP PLC NEW	9/21/2009	7/10/2013	1,000.00	28,715.99	22,677.00	6,038.99	.00
VODAFONE GROUP PLC NEW	9/21/2009	7/10/2013	200.00	5,753.89	4,535.40	1,218.49	.00
VODAFONE GROUP PLC NEW	9/21/2009	7/11/2013	200.00	5,848.89	4,535.40	1,313.49	.00
VODAFONE GROUP PLC NEW	9/21/2009	7/12/2013	100.00	2,936.41	2,267.70	668.71	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/12/2013	200.00	5,872.81	4,351.22	1,521.59	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/12/2013	200.00	5,877.89	4,351.22	1,526.67	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/12/2013	400.00	11,735.95	8,702.44	3,033.51	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/16/2013	400.00	11,749.55	8,702.44	3,047.11	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/17/2013	200.00	5,870.55	4,351.22	1,519.33	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/17/2013	400.00	11,700.67	8,702.44	2,998.23	.00
VODAFONE GROUP PLC NEW	1/22/2010	7/18/2013	200.00	5,836.11	4,351.22	1,484.89	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
VODAFONE GROUP PLC NEW	1/22/2010	7/19/2013	300.00	8,818.64	6,526.83	2,291.81	.00
VULCAN MATERIALS CO.	12/24/2007	2/13/2013	100.00	5,609.42	8,090.40	.00	2,480.98
VULCAN MATERIALS CO.	2/23/2011	2/13/2013	100.00	5,609.42	4,272.16	1,337.26	.00
VULCAN MATERIALS CO.	2/23/2011	2/13/2013	200.00	11,200.92	8,544.32	2,656.60	.00
VULCAN MATERIALS CO.	6/11/2009	2/15/2013	200.00	11,000.25	8,200.00	2,800.25	.00
VULCAN MATERIALS CO.	10/21/2010	2/19/2013	200.00	10,975.01	7,319.00	3,656.01	.00
VULCAN MATERIALS CO.	10/21/2010	3/08/2013	100.00	5,467.80	3,659.50	1,808.30	.00
VULCAN MATERIALS CO.	10/14/2010	3/08/2013	200.00	10,935.59	7,297.00	3,638.59	.00
VULCAN MATERIALS CO.	10/18/2010	3/08/2013	100.00	5,467.80	3,631.40	1,836.40	.00
VULCAN MATERIALS CO.	10/18/2010	3/11/2013	100.00	5,460.79	3,631.40	1,829.39	.00
VULCAN MATERIALS CO.	10/13/2010	3/11/2013	200.00	10,921.57	7,262.68	3,658.89	.00
XEROX CORP.	7/30/2009	7/16/2013	800.00	7,799.70	6,684.00	1,115.70	.00
XEROX CORP.	7/30/2009	7/17/2013	800.00	7,775.86	6,684.00	1,091.86	.00
XEROX CORP.	7/30/2009	7/18/2013	800.00	7,833.06	6,684.00	1,149.06	.00
XEROX CORP.	7/30/2009	7/22/2013	800.00	7,827.14	6,684.00	1,143.14	.00
XEROX CORP.	7/30/2009	7/23/2013	800.00	7,810.50	6,684.00	1,126.50	.00
XEROX CORP.	7/30/2009	7/23/2013	500.00	4,907.16	4,177.50	729.66	.00
XEROX CORP.	11/14/2008	7/23/2013	300.00	2,944.30	1,924.89	1,019.41	.00
XEROX CORP.	11/14/2008	7/25/2013	800.00	7,912.90	5,133.04	2,779.86	.00
XEROX CORP.	11/14/2008	7/25/2013	800.00	7,908.66	5,133.04	2,775.62	.00
XEROX CORP.	11/14/2008	7/26/2013	800.00	7,764.50	5,133.04	2,631.46	.00
XEROX CORP.	11/14/2008	7/30/2013	800.00	7,743.86	5,133.04	2,610.82	.00
XEROX CORP.	11/14/2008	7/30/2013	800.00	7,743.86	5,133.04	2,610.82	.00
XEROX CORP.	11/14/2008	7/31/2013	800.00	7,793.38	5,133.04	2,660.34	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
XEROX CORP.	11/14/2008	8/02/2013	400.00	3,983.41	2,566.52	1,416.89	.00
XEROX CORP.	4/06/2001	8/30/2013	300.00	3,003.34	1,535.49	1,467.85	.00
XEROX CORP.	4/06/2001	9/03/2013	400.00	4,058.84	2,047.32	2,011.52	.00
XEROX CORP.	4/06/2001	9/04/2013	400.00	4,005.17	2,047.32	1,957.85	.00
XEROX CORP.	4/06/2001	9/05/2013	400.00	4,015.92	2,047.32	1,968.60	.00
XEROX CORP.	4/06/2001	9/06/2013	500.00	5,008.26	2,559.15	2,449.11	.00
XEROX CORP.	4/06/2001	9/09/2013	500.00	5,039.91	2,559.15	2,480.76	.00
XEROX CORP.	4/06/2001	9/10/2013	1,100.00	11,197.80	5,630.13	5,567.67	.00
XEROX CORP.	4/06/2001	9/11/2013	700.00	7,189.71	3,582.81	3,606.90	.00
*** CORPORATE STOCK-DODGE		***	193,100.00	3,376,139.13	2,237,291.35	1,138,847.78	.00
 CORPORATE STOCK-SAROFIM							
ALTRIA GROUP INC.	11/24/1998	6/03/2013	1,000.00	35,846.88	13,647.58	22,199.30	.00
ALTRIA GROUP INC.	10/10/2001	6/03/2013	1,000.00	35,846.87	11,762.41	24,084.46	.00
ARCOS DORADOS HOLDINGS	10/13/2011	6/03/2013	4,000.00	55,157.83	101,320.00	.00	46,162.17
CATERPILLAR, INC.	7/19/2006	11/20/2013	500.00	41,485.97	35,364.50	6,121.47	.00
EXXON MOBIL CORPORATION	4/03/2001	6/03/2013	1,000.00	90,813.41	39,505.00	51,308.41	.00
EXXON MOBIL CORPORATION	4/03/2001	7/03/2013	4,000.00	360,842.91	158,020.00	202,822.91	.00
HOME DEPOT INC	9/28/2004	6/03/2013	3,000.00	235,742.49	116,880.00	118,862.49	.00
HOME DEPOT INC	9/28/2004	7/03/2013	2,000.00	155,097.10	77,920.00	77,177.10	.00
HOME DEPOT INC	7/19/2006	7/03/2013	2,000.00	155,097.10	68,279.20	86,817.90	.00
INTEL CORP	11/26/2003	11/20/2013	1,000.00	24,664.87	33,420.00	.00	8,755.13
INTEL CORP.	3/26/2004	11/20/2013	5,000.00	123,324.35	138,750.00	.00	15,425.65
INTEL CORP.	4/02/1998	11/20/2013	2,000.00	49,329.74	38,187.50	11,142.24	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
JOHNSON & JOHNSON	6/15/2009	7/03/2013	1,000.00	86,118.50	55,142.00	30,976.50	.00
JOHNSON & JOHNSON	3/05/2009	7/03/2013	1,000.00	86,118.50	47,550.00	38,568.50	.00
MEDTRONIC INC	7/10/2007	1/11/2013	3,000.00	131,933.44	158,802.00	.00	26,868.56
MEDTRONIC INC	11/21/2007	1/11/2013	1,000.00	43,977.82	48,546.60	.00	4,568.78
MEDTRONIC INC	3/05/2009	1/11/2013	1,000.00	43,977.81	25,620.00	18,357.81	.00
NESTLE S A	4/07/2003	7/03/2013	2,000.00	130,307.73	39,840.00	90,467.73	.00
NESTLE S A	4/07/2003	11/20/2013	2,200.00	161,136.19	43,824.00	117,312.19	.00
PEPSICO, INC.	4/03/2001	6/03/2013	1,000.00	80,156.60	43,660.00	36,496.60	.00
PEPSICO, INC.	4/03/2001	7/03/2013	500.00	40,240.79	21,830.00	18,410.79	.00
PROCTER & GAMBLE CO.	6/24/2003	6/03/2013	800.00	61,365.33	36,820.00	24,545.33	.00
PROCTER & GAMBLE CO.	4/07/2003	6/03/2013	200.00	15,341.33	8,989.40	6,351.93	.00
PROCTER & GAMBLE CO.	4/07/2003	7/03/2013	1,800.00	139,806.09	80,904.60	58,901.49	.00
PROCTER & GAMBLE CO.	4/15/2003	7/03/2013	700.00	54,369.03	31,430.00	22,939.03	.00
RIO TINTO PLC	10/09/2007	7/03/2013	3,200.00	128,495.04	255,172.14	.00	126,677.10
RIO TINTO PLC	5/11/2011	7/03/2013	1,000.00	40,154.70	69,410.00	.00	29,255.30
RIO TINTO PLC	9/30/2008	7/03/2013	800.00	32,123.76	45,301.78	.00	13,178.02
WALGREEN CO.	4/06/1998	7/03/2013	800.00	34,964.43	14,424.00	20,540.43	.00
WALGREEN CO.	4/02/1998	7/03/2013	1,200.00	52,446.64	21,073.50	31,373.14	.00
WALGREEN CO.	4/02/1998	11/20/2013	1,000.00	59,012.17	17,561.25	41,450.92	.00
*** CORPORATE STOCK-SAROFIM		***	50,700.00	2,785,295.42	1,898,957.46	886,337.96	.00
CORPORATE STOCK-LUTHER KING							
AMAZON COM INC.	7/16/2010	4/17/2013	100.00	26,569.07	12,156.70	14,412.37	.00
AMAZON COM INC.	7/13/2010	4/17/2013	200.00	53,138.15	24,249.88	28,888.27	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
AMAZON COM INC.	7/13/2010	12/19/2013	200.00	78,844.62	24,249.88	54,594.74	.00
C&J ENERGY SERVICES INC.	8/16/2011	4/09/2013	6,000.00	122,000.66	161,356.20	.00	39,355.54
C&J ENERGY SERVICES INC.	8/16/2011	4/17/2013	2,500.00	46,693.70	67,231.75	.00	20,538.05
C&J ENERGY SERVICES INC.	8/29/2011	4/17/2013	2,500.00	46,693.70	61,600.00	.00	14,906.30
C&J ENERGY SERVICES INC.	8/29/2011	5/15/2013	500.00	9,294.59	12,320.00	.00	3,025.41
C&J ENERGY SERVICES INC.	9/14/2011	5/15/2013	2,500.00	46,472.96	55,971.50	.00	9,498.54
C&J ENERGY SERVICES INC.	8/23/2011	5/15/2013	2,500.00	46,472.95	55,782.25	.00	9,309.30
C&J ENERGY SERVICES INC.	10/14/2011	5/15/2013	4,500.00	83,651.32	82,989.00	662.32	.00
CABOT OIL & GAS CORP.	8/16/2011	5/22/2013	500.00	35,879.37	18,100.00	17,779.37	.00
CELGENE CORP.	9/09/2010	1/31/2013	500.00	49,475.89	27,170.10	22,305.79	.00
CELGENE CORP.	7/29/2010	2/07/2013	400.00	38,891.12	21,557.00	17,334.12	.00
CELGENE CORP.	7/29/2010	4/17/2013	100.00	12,044.79	5,389.25	6,655.54	.00
CELGENE CORP.	3/15/2011	4/17/2013	300.00	36,134.37	15,764.40	20,369.97	.00
COLGATE PALMOLIVE CO.	7/26/2010	2/07/2013	500.00	54,903.76	41,920.15	12,983.61	.00
DANAHER CORP.	1/04/2011	5/22/2013	500.00	31,735.44	23,290.00	8,445.44	.00
DISNEY WALT CO.	3/15/2011	4/09/2013	500.00	29,339.34	20,615.00	8,724.34	.00
DISNEY WALT CO.	3/17/2011	4/17/2013	500.00	30,239.27	20,470.00	9,769.27	.00
DISNEY WALT CO.	3/17/2011	5/22/2013	500.00	33,122.42	20,470.00	12,652.42	.00
EXXON MOBIL CORP.	7/15/2010	5/22/2013	500.00	46,509.19	29,537.50	16,971.69	.00
FMC CORPORATION	8/02/2010	5/22/2013	1,300.00	81,998.02	41,001.42	40,996.60	.00
GENERAL ELEC CO.	8/02/2010	5/22/2013	1,000.00	23,964.58	16,409.90	7,554.68	.00
GOOGLE INC.	7/13/2010	2/07/2013	100.00	76,809.27	48,414.00	28,395.27	.00
JPMORGAN CHASE & CO.	8/04/2010	4/10/2013	1,500.00	73,738.34	61,860.00	11,878.34	.00
JPMORGAN CHASE & CO.	9/14/2010	4/10/2013	500.00	24,579.45	20,540.00	4,039.45	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
JPMORGAN CHASE & CO	7/26/2010	5/22/2013	1,000.00	54,479.05	39,754.90	14,724.15	.00
JPMORGAN CHASE & CO.	7/26/2010	9/26/2013	1,500.00	78,643.63	59,632.35	19,011.28	.00
JPMORGAN CHASE & CO.	7/23/2010	9/26/2013	500.00	26,214.54	19,605.00	6,609.54	.00
MALLINCKRODT PUB LTD	8/11/2011	7/03/2013	250.00	10,564.82	8,662.33	1,902.49	.00
MALLINCKRODT PUB LTD	7/27/2010	7/03/2013	125.00	5,282.41	3,598.81	1,683.60	.00
MALLINCKRODT PUB LTD	7/07/2010	7/03/2013	500.00	21,129.63	14,228.62	6,901.01	.00
MALLINCKRODT PUB LTD	8/02/2010	7/03/2013	187.50	7,923.61	5,145.49	2,778.12	.00
MALLINCKRODT PUB LTD	7/29/2010	7/03/2013	374.50	15,826.09	9,885.33	5,940.76	.00
MALLINCKRODT PUB LTD	7/29/2010	7/23/2013	.50	21.81	13.20	8.61	.00
MONSANTO CO. NEW	7/28/2010	1/25/2013	500.00	51,578.84	28,772.00	22,806.84	.00
MONSANTO CO. NEW	7/16/2010	5/15/2013	400.00	43,023.03	22,531.20	20,491.83	.00
MONSANTO CO. NEW	7/16/2010	5/22/2013	100.00	10,581.82	5,632.80	4,949.02	.00
MONSANTO CO. NEW	7/13/2010	5/22/2013	700.00	74,072.70	36,425.76	37,646.94	.00
NATIONAL FUEL GAS CO.	7/13/2010	10/14/2013	300.00	19,968.82	14,293.20	5,675.62	.00
NATIONAL FUEL GAS CO.	7/08/2010	10/14/2013	1,200.00	79,875.29	56,275.80	23,599.49	.00
NATIONAL FUEL GAS CO.	7/07/2010	10/14/2013	4,800.00	319,501.16	219,730.08	99,771.08	.00
NATIONAL FUEL GAS CO.	8/23/2010	10/14/2013	1,000.00	66,562.74	44,799.00	21,763.74	.00
NETAPP INC.	3/20/2012	4/09/2013	2,000.00	68,549.26	91,176.20	.00	22,626.94
NETAPP INC.	3/02/2012	4/09/2013	3,000.00	102,823.89	130,659.30	.00	27,835.41
NUANCE COMMUNICATIONS INC	7/31/2012	9/26/2013	2,000.00	37,907.74	41,580.00	.00	3,672.26
NUANCE COMMUNICATIONS INC	7/13/2010	9/26/2013	2,800.00	53,070.83	44,905.28	8,165.55	.00
NUANCE COMMUNICATIONS INC	8/10/2010	9/26/2013	5,000.00	94,769.35	77,350.00	17,419.35	.00
NUANCE COMMUNICATIONS INC	7/02/2010	9/26/2013	7,200.00	136,467.86	106,818.48	29,649.38	.00
ORACLE CORP.	7/16/2010	12/03/2013	3,000.00	104,938.17	71,820.60	33,117.57	.00

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PFIZER INC.	2/16/2012	12/16/2013	2,000.00	60,473.94	42,756.00	17,717.94	.00
ROPER INDUSTRIES INC.	7/27/2010	4/17/2013	500.00	59,788.91	32,007.50	27,781.41	.00
ROPER INDUSTRIES INC.	7/27/2010	5/22/2013	500.00	62,404.11	32,007.50	30,396.61	.00
TIME WARNER INC. NEW	10/27/2011	1/22/2013	1,000.00	50,219.27	35,450.00	14,769.27	.00
TIME WARNER INC. NEW	8/09/2011	1/22/2013	2,000.00	100,438.55	60,092.60	40,345.95	.00
TIME WARNER INC. NEW	8/09/2011	5/22/2013	500.00	30,354.47	15,023.15	15,331.32	.00
*** CORPORATE STOCK-LUTHER KING	***		75,637.50	3,086,652.68	2,361,048.36	725,604.32	.00
U. S. GOVERNMENT SECURITY							
FANNIE MAE 1 125% 9/17/13	9/10/2010	9/17/2013	.00	1,000,000.00	997,790.00	2,210.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/15/2013	.00	4,381.59	4,378.37	3.22	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/15/2013	.00	4,529.71	4,526.39	3.32	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/15/2013	.00	4,589.24	4,585.87	3.37	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/15/2013	.00	5,450.98	5,446.98	4.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/15/2013	.00	5,700.64	5,696.46	4.18	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/17/2013	.00	3,606.93	3,604.28	2.65	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/15/2013	.00	5,129.67	5,125.91	3.76	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/15/2013	.00	3,911.11	3,908.24	2.87	.00
FREDDIE MAC 5 5% 5/1/2022	7/15/2007	9/16/2013	.00	3,472.88	3,470.33	2.55	.00
FREDDIE MAC 5 5% 5/1/2022	7/15/2007	10/15/2013	.00	4,758.20	4,754.71	3.49	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/15/2013	.00	2,753.17	2,751.15	2.02	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/16/2013	.00	2,410.29	2,408.52	1.77	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/15/2013	.00	5,612.11	5,504.25	107.86	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/15/2013	.00	4,110.88	4,031.87	79.01	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/15/2013	.00	4,532.07	4,444.97	87.10	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/15/2013	.00	3,311.09	3,247.46	63.63	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/15/2013	.00	10,813.53	10,605.71	207.82	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/17/2013	.00	6,316.23	6,194.84	121.39	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/15/2013	.00	4,273.50	4,191.37	82.13	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/15/2013	.00	2,545.38	2,496.46	48.92	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/16/2013	.00	5,313.72	5,211.60	102.12	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/15/2013	.00	7,044.64	6,909.25	135.39	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/15/2013	.00	4,792.85	4,700.74	92.11	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/16/2013	.00	1,814.89	1,780.01	34.88	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	1/15/2013	.00	11,055.66	11,028.02	27.64	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/15/2013	.00	12,317.07	12,286.27	30.80	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/15/2013	.00	8,798.78	8,776.78	22.00	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	4/15/2013	.00	10,568.48	10,542.06	26.42	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/15/2013	.00	11,357.31	11,328.91	28.40	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	6/17/2013	.00	10,990.49	10,963.01	27.48	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/15/2013	.00	8,894.16	8,871.92	22.24	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/15/2013	.00	7,489.32	7,470.59	18.73	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/16/2013	.00	6,773.15	6,756.22	16.93	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/15/2013	.00	5,055.63	5,042.99	12.64	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/15/2013	.00	4,378.20	4,367.25	10.95	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/16/2013	.00	3,481.43	3,472.73	8.70	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/15/2013	.00	9,277.15	9,261.20	15.95	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/15/2013	.00	6,982.77	6,970.77	12.00	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/15/2013	.00	6,783.14	6,771.48	11.66	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	4/15/2013	.00	8,105.51	8,091.58	13.93	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/15/2013	.00	8,395.92	8,381.49	14.43	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	6/17/2013	.00	7,610.03	7,596.95	13.08	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/15/2013	.00	6,906.51	6,894.64	11.87	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/15/2013	.00	6,891.40	6,879.55	11.85	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/16/2013	.00	5,999.59	5,989.28	10.31	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/15/2013	.00	5,028.74	5,020.10	8.64	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/15/2013	.00	5,663.05	5,653.32	9.73	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/16/2013	.00	3,140.57	3,135.17	5.40	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/15/2013	.00	9,832.59	9,775.74	56.85	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/15/2013	.00	6,301.25	6,264.82	36.43	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/15/2013	.00	12,438.21	12,366.30	71.91	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/15/2013	.00	8,878.58	8,827.25	51.33	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/15/2013	.00	14,019.05	13,938.00	81.05	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/17/2013	.00	7,961.09	7,915.06	46.03	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/15/2013	.00	8,622.24	8,572.39	49.85	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/15/2013	.00	5,683.86	5,651.00	32.86	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/16/2013	.00	2,412.75	2,398.80	13.95	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/15/2013	.00	6,333.84	6,297.22	36.62	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/15/2013	.00	3,942.96	3,920.16	22.80	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	12/16/2013	.00	5,340.69	5,309.81	30.88	.00
FHLB 4.875% 11/27/2013	5/30/2007	11/27/2013	.00	1,000,000.00	981,160.00	18,840.00	.00
FNMA 5.38% 10/2/2013	2/13/2007	10/02/2013	.00	1,000,000.00	1,000,000.00	.00	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FANNIE MAE 1.25% 4/23/201	4/17/2012	4/23/2013	.00	3,000,000.00	3,000,000.00	.00	.00
FANNIE MAE .65% 5/29/2015	5/11/2012	5/29/2013	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE .5% 11/27/2015	11/16/2012	11/27/2013	.00	3,000,000.00	2,999,850.00	150.00	.00
*** U S. GOVERNMENT SECURITY	***		.00	10,384,886.47	10,361,564.57	23,321.90	.00
GRAND TOTALS			319,437.50	19,632,973.70	16,858,861.74	2,774,111.96	.00

Schedule 3C

NET GAIN OR LOSS FROM SALE OF ASSETS - MORGAN STANLEY PARTNERSHIPS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Units Disposed</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Form K-1 Adjustments to Basis</u>	<u>Total Gain (Loss)</u>
Access Midstream Partners	3/27/2013	5/9/2013	334	\$ 14,864.70	\$ 13,408.76	\$ (257.00)	\$ 1,712.94
Access Midstream Partners	3/27/2013	6/18/2013	330	15,493.03	13,248.18	(303.00)	2,547.85
Buckeye Partners	3/27/2013	5/9/2013	706	47,438.11	42,695.00	(230.00)	4,973.11
Buckeye Partners	3/27/2013	6/18/2013	301	20,727.12	18,202.82	(449.00)	2,973.30
Buckeye Partners	3/27/2013	12/16/2013	802	54,266.94	48,500.55	(3,535.00)	9,301.39
Crestwood Midstream LP	3/27/2013	5/9/2013	9209	226,307.95	220,448.73	(11,806.00)	17,665.22
Crestwood Midstream LP	3/27/2013	10/31/2013	F/S	18.97			18.97
Crestwood Midstream Partners	3/27/2013	12/16/2013	789	18,227.39	14,497.52	(4,030.00)	7,759.87
Crosstex Energy	3/27/2013	6/18/2013	868	17,657.67	15,955.66	(930.00)	2,632.01
Crosstex Energy	3/27/2013	12/16/2013	1243	32,407.55	22,848.95	(3,966.00)	13,524.60
Enbridge Energy Partners	3/27/2013	12/16/2013	8255	241,763.28	246,838.53	(67,696.00)	62,620.75
Enbridge Energy Partners	3/28/2013	12/16/2013	1222	35,788.58	36,807.25	(10,019.00)	9,000.33
Enterprise Product Partners	3/27/2013	12/16/2013	1673	103,574.29	99,343.74	(12,344.00)	16,574.55
Magellan Midstream Partners	3/27/2013	6/18/2013	133	7,197.30	7,036.46	(118.00)	278.84
Magellan Midstream Partners	3/27/2013	12/16/2013	776	45,963.46	41,054.82	(2,184.00)	7,092.64
Martin Midstream Partners	3/27/2013	5/9/2013	1344	57,842.31	51,424.80	(1,936.00)	8,353.51
Martin Midstream Partners	3/27/2013	6/18/2013	173	7,615.80	6,619.41	(311.00)	1,307.39
Martin Midstream Partners	3/27/2013	12/17/2013	1716	70,261.25	65,658.45	(9,933.00)	14,535.80
Martin Midstream Partners	3/28/2013	12/17/2013	4075	166,850.01	157,695.57	(23,583.14)	32,737.58
Nustar Energy LP	3/27/2013	5/9/2013	4012	202,380.00	213,655.85	(6,808.00)	(4,467.85)
Nustar Energy LP	3/27/2013	7/18/2013	609	27,287.72	32,431.81	(1,397.00)	(3,747.09)
Nustar Energy LP	3/28/2013	7/18/2013	4500	201,633.39	239,641.20	(10,317.00)	(27,690.81)
Nustar Energy LP	6/19/2013	7/18/2013	526	23,568.70	23,974.71	(150.50)	(255.51)
Oneok Partners LP	3/27/2013	12/16/2013	1650	83,356.21	93,464.75	(16,235.00)	6,126.46
Plains All American Pipeline	3/27/2013	12/16/2013	5534	267,851.44	310,381.58	(18,663.00)	(23,867.14)
Spectra Energy Partners LP	3/27/2013	6/18/2013	1005	43,351.42	39,171.78	(1,285.00)	5,464.64
Spectra Energy Partners LP	3/27/2013	12/16/2013	728	31,055.93	28,375.18	(3,729.00)	6,409.75
Sunoco Logistics	3/27/2013	6/18/2013	175	11,391.85	11,283.79	(91.00)	199.06
Sunoco Logistics	3/27/2013	12/16/2013	608	41,737.80	39,203.11	(2,147.00)	4,681.69
Tallgrass Energy Partners	6/19/2013	12/16/2013	97	2,491.64	2,142.12	(110.00)	459.52
Tallgrass Energy Partners	6/19/2013	12/17/2013	369	9,213.99	8,125.49	(423.00)	1,511.50
Tallgrass Energy Partners	6/19/2013	12/17/2013	1996	49,840.45	44,079.06	(2,296.55)	8,057.94
Targa Resources Partners	3/27/2013	6/18/2013	449	21,927.56	20,431.39	(874.00)	2,370.17
Targa Resources Partners	3/27/2013	12/16/2013	1879	94,092.48	85,502.39	(11,855.00)	20,445.09
TC Pipelines	3/27/2013	5/9/2013	1931	87,668.14	92,610.95	(2,791.00)	(2,151.81)
TC Pipelines	3/28/2013	5/9/2013	1973	89,574.95	95,414.67	(2,852.00)	(2,987.72)
TC Pipelines	3/28/2013	12/16/2013	758	33,448.28	36,657.03	(4,170.00)	961.25
Tesoro Logistics	3/27/2013	5/9/2013	485	30,265.84	26,128.84	(389.00)	4,526.00
Western Gas Partners	3/27/2013	12/16/2013	638	37,641.53	37,387.06	(3,386.00)	3,640.47
Williams Partners	3/27/2013	12/16/2013	1064	52,912.64	54,399.23	(8,929.00)	7,442.41
				<u>\$ 2,626,957.67</u>	<u>\$ 2,656,747.19</u>	<u>\$ (252,528.19)</u>	<u>\$ 222,738.67</u>

Schedule 4

**Contributions Paid
The Priddy Foundation TIN 75-6029882
Year Ending December 31, 2013**

Grantee Organization	Project Title	Payment Amount
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Program (Fee Assistance) 2013	\$20,000.00
Chaparral Baptist Assembly Inc. 3784 Church Camp Rd. Iowa Park, TX 76367 Wichita	Youth Retreat Lodge 2013-2014	\$20,000.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2013 (President's Grant)	\$100.00
University of Central Oklahoma 100 N. University Drive, Campus Box 97 Edmond, OK 73034	Oklahoma A+ Schools Educational Consultation 2013 (President's Grant - CIP)	\$1,000.00
Vernon Regional Junior College Foundation, Inc. 4400 College Drive Vernon, TX 76384 Wilbarger	Century City Renovation -- Phase IV 2013	-\$111,964.29
Camp Fire USA North Texas Council 2414 Ninth Street Wichita Falls, TX 76301 Wichita	Special Services After School Program 2013-2014	\$60,000.00
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910	Certificate in Nonprofit Management Program in Wichita Falls 2013-2014 (President's Grant - No Board Action Required)	\$46,300.00
City of Wichita Falls 600 11th St., Suite 209 Wichita Falls, TX 76301 Wichita	Fall Concert Series 2013 (President's Grant - CIP)	\$6,760.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Hirschi Peer Teen Court 2012	-\$11,500.00
Wichita Falls Faith Mission, Inc. P. O. Box 965 Wichita Falls, TX 76307 Wichita	Career Academy 2013 (President's Grant)	\$10,000.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Technology Upgrade 2012	-\$907.12

Grantee Organization	Project Title	Payment Amount
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	Concert Performance 2013 - 2014	\$30,000.00
Friends Of The Burkburnett Library 215 E. 4th St. Burkburnett, TX 76354 Wichita	Flooring Replacement 2013	\$23,000.00
Chaparral Baptist Assembly Inc. 3784 Church Camp Rd. Iowa Park, TX 76367 Wichita	Youth Retreat Lodge 2013-2014	\$20,000.00
Child Advocates CASA of Archer, Clay, Montague & Wichita Counties 808 Austin Wichita Falls, TX 76301	Program Stability and Awareness 2013- 2014 (Program Operations)	\$50,000.00
Museum of North Texas History (The) P. O. Box 1619 Wichita Falls, TX 76307	Jenny Relocation 2013-2014	\$82,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Emergency Funding 2013 (President's Grant)	\$25,000.00
North Texas Area United Way, Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Early Childhood Development Initiative II	\$342,489.00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings 2013-2014	\$100,000.00
Wichita Falls Area Community Foundation 807 Eighth Street, Suite 750 Wichita Falls, TX 76301	The Priddy Foundation 50th Anniversary Grant Program	\$115,000.00
Zavala Hispanic Cultural Initiative P.O. Box 373 Wichita Falls, TX 76307	Amo Leer Family Literacy Program 2013 - 2014	\$9,750.00
Pets Low Cost Spay and Neuter Clinic P. O. Box 4669 Wichita Falls, TX 76308 Wichita	Operation Bulls-Eye 2013 - 2014	\$40,000.00

Grantee Organization	Project Title	Payment Amount
Conference of Southwest Foundations 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Underwriting Support for Annual Conference Expenses 2013 (President's Grant)	\$1,000.00
Armed Services YMCA of the USA, Lawton Chapter 201 SW 4th Street Lawton, OK 73501	Childcare Assistance 2013	\$40,000.00
Big Brothers Big Sisters Lone Star 450 E. Carpenter Fwy., Suite 300 Irving, TX 75062 Dallas	Wichita County Program Services Support 2013	\$30,000.00
Boys and Girls Club of Vernon, Inc. P. O. Box 1785 Vernon, TX 76385	Teen Outreach 2013	\$45,000.00
Burkburnett Grace Ministries, Inc. 215 East 3rd Street Burkburnett, TX 76354 Wichita	Facility Remodel and Board Training 2013	\$17,136.00
Clay County Senior Citizens, Inc. P. O. Box 533 Henrietta, TX 76365	Mission Support 2013	\$20,000.00
Christ Academy (fka The Episcopal School of Wichita Falls, Inc.) 5105 Stone Lake Drive Wichita Falls, TX 76310	Risk Management & Mitigation 2013	\$12,000.00
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301 Wichita	Program Support 2012-2013	\$20,000.00
Kairos Prison Ministry International, Inc. 2301 Oak Forest Ct. Arlington, TX 76012	Kairos Allred Spr/Fall Weekend Retreats 2013 (President's Grant)	\$4,000.00
Nocona Grace Place P.O. Box 214 Nocona, TX 76255	Food Distribution and Operating 2013	\$15,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Resource Center Enhancement & Program Support 2013	\$19,150.00

Grantee Organization	Project Title	Payment Amount
Salvation Army (The) P. O. Box 2189 Wichita Falls, TX 76307	Laundry and Restroom Renovations 2013	\$76,104.00
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310 Wichita	Summer Camp 2013	\$12,000.00
Wichita Adult Literacy Council 4309 Jacksboro Hwy., Suite 105 Wichita Falls, TX 76302	Program Support 2013	\$25,000.00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307	PowerPak 4 Kids 2013	\$60,000.00
Association of Small Foundations ASF Membership Office P. O. Box 247 Winooski, VT 05404	Grant Support 2013 (President's Grant)	\$1,500.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2013 (President's Grant)	\$100.00
Big Brothers Big Sisters Lone Star 450 E. Carpenter Fwy., Suite 300 Irving, TX 75062 Dallas	Jack County Agency Start Up 2012 & 2013	\$15,000.00
Southside Girls Club, Inc. 1205 Montgomery Street Wichita Falls, TX 76302	Additional Transportation 2012 (& Operational Support)	\$5,000.00
Wichita Falls Faith Mission, Inc. P. O. Box 965 Wichita Falls, TX 76307 Wichita	Faith Refuge Capital Campaign 2011 - 2014	\$100,000.00
Friends Of The Burkburnett Library 215 E. 4th St. Burkburnett, TX 76354 Wichita	Flooring Replacement 2013	\$300.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Perkins Dining Hall Air Conditioning Installation 2013	\$50,000.00
Center for Reform of School Systems, Inc. 4544 Post Oak Place, Suite 270 Houston, TX 77027	Reform Governance in Action 2012-2013	\$282,835.00

Grantee Organization	Project Title	Payment Amount
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2013 (President's Grant)	\$100.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	National Art Educators Association Conference-WFISD-2013	-\$1,150.00
Holliday Assembly Of God PO Box 100 Holliday, TX 76366 Archer	Harvest Food Ministry Building Project	\$20,000.00
Vernon Regional Junior College Foundation, Inc. 4400 College Drive Vernon, TX 76384 Wilbarger	Century City Renovation -- Phase IV 2013	\$350,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Child Care Gaps 2013	\$125,000.00
Wichita Falls Ballet Theater, Inc. 1501 Midwestern Parkway, Suite 116 Wichita Falls, TX 76302	Technical/Rental Support/Guest Artists 2013	\$22,000.00
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310 Wichita	20 Stall Horse Barn / Summer Camp 2011 (Fencing)	-\$3,820.75
Wichita Falls Area Community Foundation 807 Eighth Street, Suite 750 Wichita Falls, TX 76301	Volunteer Fire Department Funds 2013- 2014	\$100,000.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Drumline Live 2013!	\$5,959.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	National Art Educators Association Conference-WFISD-2013	\$8,370.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	Concert Performance 2012-2013	\$30,000.00
City of Wichita Falls 600 11th St., Suite 209 Wichita Falls, TX 76301 Wichita	Smith Street Community Garden 2013	\$33,900.00

Grantee Organization	Project Title	Payment Amount
Nortex Regional Planning Commission 4309 Jacksboro Hwy. Suite 200 Wichita Falls, TX 76302	Homeward Bound Housing 2013 and 2014	\$35,000.00
North Texas Area United Way, Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Early Childhood Development Initiative	\$336,695.00
4 Kidz Sake of Wichita Falls 919 Indiana Wichita Falls, TX 76301 Wichita	Wichita Theatre Performing Arts Academy 2012-2013	\$10,000.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301 Wichita	American Red Cross Community Services Program 2013 - 2014 (Vehicle Purchases & Board Development)	\$34,500.00
Boys Club of Burkburnett P. O. Box 2 Burkburnett, TX 76354	Club Improvements/Outreach 2012-2013	\$35,000.00
Habitat for Humanity of Wichita Falls, Inc. 1206 Lamar Wichita Falls, TX 76301 Wichita	Collegiate Challenge 2013	\$50,000.00
Montague County Carpenters Shop, Inc. (The) 400 Boston Nocona, TX 76255	Executive Director Salary 2013	\$7,500.00
Montague County Carpenters Shop, Inc (The) 400 Boston Nocona, TX 76255	Executive Director Salary 2013	\$7,500.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth-Grade Touring Opera Transportation 2012-2013	\$1,256.00
Young County Olney Senior Cub Center Incorporated 302 South Avenue B P.O Box 216 Olney, TX 76374 Young	Kitchen Renovation 2012	\$5,000.00
Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	Leadership Level Support 2012-2013 (President's Grant)	\$1,000.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth-Grade Touring Opera Transportation 2012-2013	-\$1,800.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Staff Technology Training 2012	-\$1,695.00
Anag, Inc. 202 E. Walnut St. PO Box 578 Archer City, TX 76351 Archer	Renovations 2011 - 2013 (& NMCP Training)	\$22,237.00
Arc Texas 3115 Buchanan Wichita Falls, TX 76308	Child Care Equipment 2013 (President's Grant)	\$5,700.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Camp Support 2013	\$25,000.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	After School Transportation 2013	\$51,950.00
Center for Reform of School Systems, Inc. 4544 Post Oak Place, Suite 270 Houston, TX 77027	Reform Governance in Action 2012-2013	\$282,836.00
Child Welfare Board of Wichita County Inc./Community Partners of North Texas 1411 10th Street, Suite A Wichita Falls, TX 76301	Operations and Salary 2013	\$24,000.00
Chisholm Trail Heritage Center Association 1000 Chisholm Trail Parkway Duncan, OK 73533	Education Programming 2013	\$25,000.00
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Program (Fee Assistance) 2013	\$40,000.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Building Materials/Executive Director 2013	\$30,000.00
Friendly Door, Inc. 810 N. Third Street Iowa Park, TX 76367	Computer Systems & Exercise Equipment Upgrades 2013	\$8,500.00

Grantee Organization	Project Title	Payment Amount
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Rent Assistance 2013	\$17,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	Celebrating Wichita Falls Artists Curriculum 2012 - 2014	\$22,612.00
Museum of North Texas History (The) P. O. Box 1619 Wichita Falls, TX 76307	Exterior Artwork 2013	\$11,000.00
New Horizons Ranch and Center, Inc. 500 Chestnut, Suite 1101 Abilene, TX 79602	Wichita Falls Child Placing Agency 2012 - 2013	\$25,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Nonprofit Management Institute 2013 (President's Grant - Board Authority Given 7/25/2011)	\$38,791.00
Patsy House Childrens Advocacy Center, Inc. 1411 Tenth Street Wichita Falls, TX 76301 Wichita	Counseling Expansion 2012-2013	\$29,340.00
Patsy House Childrens Advocacy Center, Inc. 1411 Tenth Street Wichita Falls, TX 76301 Wichita	Forensic Interviewer Project 2012-2013	\$19,455.00
Presbyterian Children's Homes and Services 4407 Bee Cave Road Suite 520 Austin, TX 78746	Wichita Falls Foster Care and Child & Family Program 2013	\$65,000.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Meals on Wheels Program 2012-2013	\$50,000.00
United Regional Health Care Foundation 1600 Eleventh Street Wichita Falls, TX 76301 Wichita	Rathgeber House Subsidized Funding 2013 & 2014	\$25,000.00
Wichita Falls Faith Mission, Inc. P. O. Box 965 Wichita Falls, TX 76307 Wichita	Organizational Development and Strategic Planning 2012-13	\$22,050.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth-Grade Touring Opera Transportation 2012-2013	\$1,800.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	In School Concert Series 2012-2013	\$10,000.00
Womens Haven P.O. Box 555 Duncan, OK 73534	Resale Shop 2012 - 2013	\$10,000.00
Conference of Southwest Foundations 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Support Membership Fee for 2013 (President's Grant)	\$3,000.00
Grand Totals		\$3,803,737.84

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

		Beginning of Year Book Value	End of Year	
	Units/ Shares		Book Value	Fair Market Value
ASSETS				
Cash				
American National Bank		\$ 8,579 04	\$ 35,852.40	\$ 35,852 40
Petty Cash		200 00	200 00	200 00
Money Funds		12,979,237 11	15,058,986.52	15,058,986 52
Morgan Stanley			157,564 93	157,564 93
Deposits & checks in transit		<u>28,807 21</u>	<u>(1,139,509 96)</u>	<u>(1,139,509 96)</u>
Totals		<u>\$ 13,016,823 36</u>	<u>\$ 14,113,093 89</u>	<u>\$ 14,113,093 89</u>
Accounts receivable.				
Purchased interest		\$	\$ 10,872 96	\$ 10,872 96
Accrued interest				<u>111,788 92</u>
Totals		<u>\$</u>	<u>\$ 10,872 96</u>	<u>\$ 122,661 88</u>
Prepaid expenses				
Excise tax		<u>\$ 21,943 00</u>	<u>\$</u>	<u>\$</u>
Fixed income securities				
U S Govt Agency and Mortgage Backed Securities				
FHLMC #G12718 5 5% 7/2/2022	165290/104809	\$ 162,113 67	\$ 102,795 14	\$ 113,755 97
FHLB 4 875% 11/27/2013	1,000,000	981,160 00		
FNMA 5 38% 10/2/2013	1,000,000	1,005,025 05		
Fannie Mae 1 125% 9/17/2013-11	1,000,000	997,790 00		
Freddie Mac 5 5% 5/1/2022	140240/89546	140,137 27	89,480 06	97,385 49
FGPC230401BE Gold Program	280183/179024	279,482 67	178,575 92	193,375 85
Freddie Mac #G12806 5 5% 9/1/2022	230196/149411	229,800 14	149,154 61	162,166 69
Federal Govt G18265 5 5% 7/1/2023	299279/207512	297,549 03	206,312 48	225,457 88
FHLMC 2 25% 1/23/2017-14	2,000,000	2,044,088 80	2,014,589 58	2,002,440 00
Fannie Mae 55% 2/27/2015-14	2,000,000	1,997,300 00	1,997,300 00	2,001,180 00
Fannie Mae 1 25% 4/23/2015-13	3,000,000	3,012,781 74		
Fannie Mae 65% 5/29/2015-13	1,000,000	1,000,000 00		
Fannie Mae 65% 7/16/2015-13	3,000,000	3,000,000 00		
Fannie Mae 5% 11/27/2015-13	3,000,000	2,999,850.00		
FHLMC 2 0% 6/27/2019-14	3,000,000		2,988,000 00	2,974,290 00
Fannie Mae 2 5% 5/1/2028	3,040,484		<u>3,023,856 86</u>	<u>3,012,633 67</u>
Totals		<u>\$ 18,147,078 37</u>	<u>\$ 10,750,064 65</u>	<u>\$ 10,782,685 55</u>
Corporate Bonds & Notes				
AT&T 2 95% 5/15/16	2,000,000	\$	\$ 2,085,880 00	\$ 2,085,500 00
Berkshire Hathaway 3 2% 2/11/15	2,000,000	2,118,523.88	2,070,293 97	2,061,400 00

		Beginning of Year Book Value	End of Year	
	Units/ Shares		Book Value	Fair Market Value
Caterpillar Financial 2 65% 4/1/16	2,000,000	2,098,072 29	2,069,570 95	2,073,740 00
GE Electric Cap Qtrly 806% 9/15/14	2,000,000	1,943,756 00	1,943,756 00	2,003,340 00
Totals		\$ 6,160,352 17	\$ 8,169,500 92	\$ 8,223,980 00
Municipal Bonds				
Brownsville TX ISD 4 0% 8/15/2019	1,000,000	\$	\$ 1,120,661 27	\$ 1,072,700 00
Highland Park ISD 4 0% 2/15/2019	875,000		972,206 08	935,480 00
Lubbock TX Rfdg 2 11% 2/15/2021	2,000,000		2,000,000 00	1,852,160 00
Plano, TX ISD 3 125% 2/15/17	1,000,000		1,059,700 00	1,059,700 00
Totals		\$	\$ 5,152,567 35	\$ 4,920,040 00
Totals - Fixed income securities		\$ 24,307,430 54	\$ 24,072,132 92	\$ 23,926,705 55
Corporate Stocks				
Dodge				
Adobe Sys Inc	7300/3600	\$ 217,235 63	\$ 92,439 45	\$ 215,564 40
ADT Corp	1500/6400	33,610 45	228,547 64	259,008 00
Aegon NV	34000	244,529 42	244,529 42	322,320 00
Amdocs Limited	3100	91,313 52		
AOL Inc	3100	53,942 98	53,942 98	144,522 00
Apache Corp	4300		354,797 23	369,542 00
BB&T Corporation	6500	138,198 65	138,198 65	242,580 00
BMC Software	4500	96,079 08		
Baker Hughes, Inc	7400	191,924 65	191,924 65	408,924 00
Bank of America Corp	47000	447,374 26	447,374 26	731,790 00
Bank of New York Mellon Corp	18000/19000	477,160 74	504,885 74	663,860 00
Boston Scientific Corp	34000/15600	385,052 86	122,358 40	187,512 00
Cadence Design Systems Inc	6200	24,002 68	24,002 68	86,924 00
Capital One Financial Corp	15000/15400	573,608 09	602,339 13	1,179,794 00
Carmax Inc	3300/4000	49,929 00	83,068 40	188,080 00
Celanese Corp	5000	194,685 25	194,685 25	276,550 00
Chevron Corp New	1900/4000	56,969 25	308,078 51	499,640 00
Cigna Corp	2000		156,101 40	174,960 00
Coach Inc	4800		250,306 57	269,424 00
Comcast Corp	23200/20700	379,374 67	335,331 75	1,075,675 50
Computer Sciences Corp	5500/3500	155,841 13	96,437 13	195,580 00
Compuware Corp	8200	29,762 72		
Corning Inc	10200/17500	127,457 77	224,414 93	311,850 00
Dell Inc	7600	92,505 68		
Dish Network Corp	3500/5800	87,286 47	189,200 09	335,936 00
Domtar Corp	266	24,411 49	24,411 49	25,094 44
Dow Chemical Co	9600/5800	263,708 74	154,473 18	257,520 00
EBay Inc	6000/6200	152,136 60	230,969 19	340,163 00
E M C Corp	2100		50,886 99	52,815 00
Express Scripts Holding Co.	900		60,536 78	63,216 00
Fedex Corp.	5600/5000	189,225 76	140,157 66	718,850 00
Forest Labs Inc	2800		119,316 22	168,084 00
General Elec Co	32000/30000	642,630 58	578,110 84	840,900 00
Genworth Financial Inc	11700	77,379 12		

	Units/ Shares	Beginning of Year	End of Year	
		Book Value	Book Value	Fair Market Value
Glaxo Wellcome	13200	609,620 22	609,620 22	704,748 00
Goldman Sachs Group Inc	3700	457,152 21	457,152 21	655,862 00
Google Inc	300/400	204,768 34	284,654 84	448,284 00
Hewlett Packard	35800/38200	750,793 18	810,358.18	1,068,836.00
HSBC Holdings PLC	3000	153,392 52	153,392 52	165,390 00
JPMorgan Chase & Co	2600/4200	96,785 00	182,233 00	245,616 00
Koninklijke Phillips	5000	103,297 90	103,297 90	184,850 00
Liberty Global C	500	17,592 50		
Liberty Global Inc Class A	200	7,425 12		
Liberty Media Holding Corp Interactive	11000/8000	124,421 21	80,993 61	234,800 00
Maxim Integrated Prods Inc	6100/3700	81,329 84	47,084.72	103,230 00
McGraw Hill Cos Inc	2500	90,660 71	90,660 71	195,500 00
Medtronic Inc	2700	100,449 55	100,449 55	154,953 00
Merck & Co Inc	17000	444,485 45	444,485 45	850,850 00
MetLife Inc	2800/4900	97,843 30	204,614.23	264,208 00
Microsoft Corp	21000/27100	556,805 30	747,030 10	1,013,811 00
Molex Inc Class A	4500	66,724 65		
Netapp Inc	7800	255,979.96	255,979 96	320,892 00
News Corp (2013) Class A	19800/3800	144,129.99	12,220 46	68,476 00
Nokia Corp	37000/57000	231,366 31	303,666 31	462,270 00
Novartis Ag Spnsd Adr	10100	560,617 85	560,617 85	811,838 00
Occidental Petroleum Corp	4900	67,139 40		
Panasonic Corp	6500/13000	50,772 15	97,475 95	151,580 00
Penney J C Inc	5500	138,627 50		
Pfizer, Inc	22100/22500	379,515 39	391,844.91	689,175 00
Roche Holding Ltd	10000	374,639 96	374,639 96	702,000 00
Sanofi-Aventis ADR	15500	609,718.02	609,718 02	831,265 00
Schlumberger	6700/9000	240,611 22	408,329.24	810,990 00
Schwab Charles Corp	30100	478,021.42	478 021 42	782,600 00
Sony Corp	900	21,968 70		
Sprint Corp Com Fon Group	89500/21227	793,672 53	171,714 74	228,190 25
Suntrust Bks Inc	6100	125,447 31	125,447 31	224,541 00
Symantec Com	17600/25500	266,830 10	450,301 71	601,290 00
Synopsys Inc	6000	107,318 38	107,318 38	243,420 00
Time Warner Inc	13800/12500	366,237 98	321,812 34	871,500 00
Time Warner Cable Inc	4500/5100	139,601 69	192,168 95	691,050 00
Twenty-First Century Fox	15200		90,648 89	534,584 00
Tyco Connectivity Ltd	7000	145,261 33	145,261 33	385,770 00
Tyco Intl LTD New	3000/5700	50,961.73	142,559.38	233,928 00
Unilever PLC	4000	126,984 15	126,984 15	164,800 00
Unitedhealth Group Inc	3600		249,393 38	271,080 00
Vodafone Group PLC New	8400/4600	178,723 22	94,668 69	180,826 00
Vulcan Materials Co	3600/2100	134,769 99	72,862 13	124,782 00
Wal Mart Stores Inc.	4700/5700	215,033.23	294,129 60	448,533 00
Weatherford Intl Ltd	13400		183,351 54	207,566 00
Wells Fargo & Co New	24000	606,100 44	606,100 44	1,089,600 00
Xerox Corp	35000/15700	206,562 59	79,741 75	191,069 00
Totals - Dodge		\$ 16,477,496 78	\$ 17,464,832 64	\$ 29,221,231 59

		Beginning	End of Year	
	Units/ Shares	of Year Book Value	Book Value	Fair Market Value
Sarofim				
Abbott Labs	8800/10800	\$ 320,020.78	\$ 226,180.28	\$ 413,964.00
Abbvie Inc	9800		209,636.50	517,538.00
Ace Limited	3100		289,635.94	320,943.00
Air Products & Chemicals Inc	1800	154,148.92	154,148.92	201,204.00
Altria Group, Inc	18000/16000	189,102.76	163,692.77	614,240.00
American Express Co	5000	162,086.30	162,086.30	453,650.00
Apple Computer Inc	2400	323,156.00	323,156.00	1,346,448.00
Arcos Dorados Holdings	4000	101,320.00		
ASML Holding NV	1700		152,100.70	159,290.00
Automatic Data Processing	8000	328,137.28	328,137.28	646,392.00
Blackrock Inc	1250/1650	208,848.61	310,802.01	522,175.50
Canadian Pacific Railway	1200		145,532.52	181,584.00
Caterpillar Inc	4000/3500	282,916.00	247,551.50	317,835.00
Chevron Corp New	8500	381,090.50	381,090.50	1,061,735.00
Coca Cola Co	30000	822,380.80	822,380.80	1,239,300.00
Comcast Corp	7000		286,199.20	363,755.00
ConocoPhillips	9500	353,678.62	353,678.62	671,175.00
Diageo PLC	2200		254,607.10	291,324.00
Disney Walt Co	5000	176,050.80	176,050.80	382,000.00
EOG Resources	1000		137,480.80	167,840.00
Exxon Mobil Corp	27000/22000	907,497.39	709,972.39	2,226,400.00
Franklin Resources Inc	2000/9000	190,706.50	328,335.90	519,570.00
Freeport Copper & Gold	7000	352,373.10	352,373.10	264,180.00
General Electric Co	27000	743,281.00	743,281.00	756,810.00
Home Depot Inc	7000	263,079.20		
Intel Corp	20000/12000	428,926.25	218,568.75	311,460.00
International Business Mach	3500	481,330.56	481,330.56	656,495.00
J. P. Morgan Chase & Co	11000	418,534.00	418,534.00	643,280.00
Johnson & Johnson	11000/9000	392,922.00	290,230.00	824,310.00
Kinder Morgan Inc	8000	228,560.00	228,560.00	288,000.00
Kraft Foods Inc Cl A	2666	89,066.06	89,066.06	143,724.06
McDonalds Corp	7453	454,865.41	454,865.41	723,164.59
McGraw Hill Companies, Inc	4000	104,145.00	104,145.00	312,800.00
Medtronic Inc	5000	232,968.60		
Mondelez International	8000	165,975.76	165,975.76	282,400.00
Nestle S A Sponsored Adr	17500/13300	348,600.00	264,936.00	978,747.00
News Corp (2013) Class A	17000/4250	249,832.80	29,679.14	76,585.00
Novartis Ag	4000		281,892.00	321,520.00
Novo Nordisk A/S	3000	195,306.90	195,306.90	554,280.00
Occidental Pete Corp	6500	332,994.00	332,994.00	618,150.00
Oracle Corp	10000		325,536.60	382,600.00
PepsiCo, Inc	7500/6000	287,764.22	222,274.22	497,640.00
Philip Morris International Inc	20000	496,606.29	496,606.29	1,742,600.00
Phillips 66	4750	111,520.88	111,520.88	366,367.50
Praxair Inc	4000	191,612.00	191,612.00	520,120.00
Procter & Gamble Co	13000/9500	519,248.53	361,104.53	773,395.00
Qualcomm Inc	5000	199,947.00	199,947.00	371,250.00
Rio Tinto PLC	5000	369,883.92		
Roche Holding Ltd Sponsored Adr	9000	347,093.60	347,093.60	631,800.00

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
Royal Dutch Shell	7000	478,422 20	478,422 20	498,890 00
Sab Miller PLC	6000	225,916 20	225,916 20	307,680 00
State Street Corp	2200		157,673 56	161,458 00
Target Corp	10000	384,751 30	384,751 30	632,700 00
Texas Instruments	7000	210,280 00	210,280 00	307,370 00
Time Warner Cable Inc	2000	152,534 05	152,534 05	271,000 00
Total S A	8000	448,001 18	448,001 18	490,160 00
Twenty-First Century Fox	17000		220,153 66	597,890 00
Union Pac Corp	900		138,831 93	151,200 00
United Technologies Corp	5800	426,051 25	426,051 25	660,040 00
Wal Mart Stores, Inc	5000	241,129 50	241,129 50	393,450 00
Walgreen Co	8000/5000	107,743 00	54,684 25	287,200 00
Wells Fargo & Co New	7000		287,529 20	317,800 00
Totals - Sarofim		\$ 15,582,407 02	\$ 16,495,847 91	\$ 30,736,878 65
Luther King				
Abbott Labs	9000	\$ 605,497 68	\$	
Abbvie Inc	19000		767,384 51	1,003,390 00
Akamai Technologies Inc	10000		503,767 00	471,800 00
Amazon Com Inc	3200/2700	381,712 44	321,055 98	1,076,733 00
American Express Co	8000		615,031 90	725,840 00
Apple Computer Inc	1500/1900	379,664 50	556,430 00	1,065,938 00
Bank of America Corporation	60000	741,909 40	741,909 40	934,200 00
C&J Energy Services	21000	497,250 70		
Cabot Oil & Gas Corp	13000/25000	449,743 45	431,643 45	969,000 00
Celgene Corp	8500/7400	437,041 95	394,289 20	1,250,363 20
Cirrus Logic Inc	21000/22000	319,764 30	342,593 90	449,350 00
Coca Cola Co	20000	536,112 00	536,112 00	826,200 00
Colgate Palmolive Co	8000/15000	638,007 23	596,087 08	978,150 00
Comerica Inc	17000/20000	505,945 00	640,435 00	950,800 00
Covidien Limited	11500	459,907 45	418,373 67	783,150 00
Cullen Frost Bk Inc	9000	470,358 50	470,358 50	669,870 00
Danaher Corp	12000/11500	462,393 20	439,103 20	887,800 00
Disney Walt Co	14000/12500	477,350 00	415,795 00	955,000 00
E M C Corp	24000	474,513 28	474,513 28	603,600 00
EOG Resources Inc	5500	543,182 60	543,182 60	923,120 00
Exxon Mobil Corp	7000/6500	401,382 20	371,844 70	657,800 00
FMC Corporation	12000/10700	367,006 85	326,005 43	807,422 00
General Elec Co	32500/31500	487,367 55	470,957 65	882,945 00
Google Inc	1100/1000	515,151 62	466,737 62	1,120,710 00
Halliburton Co	15000/17000	407,187 75	482,677 75	862,750 00
Home Depot Inc	3000/8000	194,190 00	555,966 30	658,720 00
International Business Machines	3000	486,085 42	486,085 42	562,710 00
JPMorgan Chase & Co	19000/15000	712,745 85	568,433 60	877,200 00
Kimberly Clark Corp	3200		287,747 92	334,272 00
Kirby Corporation	6000/7000	383,210 64	457,230 64	694,750 00
Martin Marietta Materials	5000		538,941 45	499,700 00

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
Monsanto Co	7500/5800	370,517 00	277,155 24	675,990 00
National Fuel Gas Co	7300	335,098 08		
National Instrument Corp	18750	392,675 75	392,675 75	600,375 00
Netapp Inc	6000	267,423 60		
Nuance Communications Inc	17000	270,653 76		
Oracle Corp	17000/14000	399,943 40	328,122 80	535,640 00
Oreilly Automotive Inc	6000	291,420 45	291,420 45	772,260 00
Pall Corporation	7500	406,700 00	406,700 00	640,125 00
Pfizer Inc	32000/30000	496,153 30	453,397 30	918,900 00
Pioneer Natural Resources	2700		471,405 94	496,989 00
Praxair Inc	6000	537,409 95	537,409 95	780,180 00
Procter & Gamble Co	9000	557,611 10	557,611 10	732,690 00
Range Resources Corp	7500	487,955 72	487,955 72	632,325 00
Roper Industries Inc	6500/5500	409,382.50	345,367 50	762,740 00
Suntrust Bks Inc	18000	541,937 00	541,937 00	662,580 00
Thermo Fisher Scientific Inc	11500	577,139 20	577,139 20	1,280,525 00
Time Warner Inc.	15000/11500	456,091 27	345,525 52	801,780 00
Trimble Navigation Ltd	12000/22000	462,943 40	416,332 90	763,400 00
Walgreen Co	15500	433,971 70	433,971.70	890,320.00
Wells Fargo & Co New	21000	721,237 56	721,237 56	953,400.00
Whirlpool Corp	4000/6000	311,253 20	525,820 20	941,160 00
Totals - Luther King		\$ 21,062,199 50	\$ 22,331,879 98	\$ 37,324,662 20
Morgan Stanley				
Kinder Morgan Incorp	6925	\$	\$ 236,176 43	\$ 249,300 00
Kinder Morgan Mangement LLC	9739		804,689 23	736,852 74
Plains GP Holdings Inc	9565		235,576 39	256,055 05
Totals - Morgan Stanley		\$	\$ 1,276,442 05	\$ 1,242,207 79
Totals - Corporate Stock		\$ 53,122,103.30	\$ 57,569,002 58	\$ 98,524,980 23
Mutual Funds				
Dodge & Cox International Fund	358170 271/0	\$ 11,011,553 33	\$	\$
LKCM Small-Mid Cap Equity	68886	600,000 00	600,000 00	893,455 80
Totals - Mutual Funds		\$ 11,611,553 33	\$ 600,000 00	\$ 893,455 80
Index Funds				
Vanguard Total Stock Market Fund	258822 8/263887 31	\$ 8,741,443 47	\$ 8,954,256 56	\$ 12,320,898 92
Totals - Index Funds		\$ 8,741,443 47	\$ 8,954,256 56	\$ 12,320,898 92
Partnerships				
LKCM Investment		\$ 7,866,760 00	\$ 7,898,100 00	\$ 11,718,457 00
Morgan Stanley Partnership Funds			7,957,943 61	9,324,380 89
Totals - Partnerships		\$ 7,866,760 00	\$ 15,856,043 61	\$ 21,042,837 89

	Beginning of Year Book Value	End of Year	
Units/ Shares	Book Value	Book Value	Fair Market Value
Totals - Other investments	\$ 28,219,756 80	\$ 25,410,300 17	\$ 34,257,192 61
Depreciable assets			
Furniture and equipment	\$ 135,611.25	\$ 157,765 82	\$
Accumulated depreciation	(111,803 21)	(119,735 84)	
Totals - Depreciable assets	\$ 23,808 04	\$ 38,029 98	\$ 38,029 98
Oil & gas royalties			
Producing	\$ 41,836 00	\$ 41,836 00	\$ 239,164 50
Accumulated depletion	(41,836 00)	(41,836 00)	
Nonproducing	5,149 00	5,149 00	5,149 00
Totals - Oil & gas royalties	\$ 5,149 00	\$ 5,149 00	\$ 244,313 50
Total assets	\$ 118,717,014 04	\$ 121,218,581 50	\$ 171,226,977 64
LIABILITIES AND FUND BALANCE			
Liabilities			
Accounts payable	\$ 31 14	\$ 118,829 34	
Total liabilities	\$ 31 14	\$ 118,829 34	
Fund Balance			
Fund balance	\$ 118,716,982 90	\$ 121,099,752 16	
Total liabilities and fund balance	\$ 118,717,014.04	\$ 121,218,581.50	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

Officers and Trustees - Part VIII		Compensation	Contributions to Employee Benefit Plans
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer/ Manager	\$ 270,000.00	\$ (1)
Robert T Priddy 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emeritus		(2)
Berneice R Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita		(2)
Paul Clark 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	7,250 00	(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,500 00	(2)
Murphy Davis 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,250 00	(2)
David Flack 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,250 00	(2)
Alice Huang 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,500 00	(2)
Jerry Johnson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,500 00	(2)

<u>Officers and Trustees - Part VIII</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
Liz Martin	Trustee	7,750.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Nancy Marks	Trustee	7,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Gale Richardson	Trustee	7,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Patty Young	Trustee	7,250 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Sara Jane Snell	Trustee	7,250 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
		<u>\$ 351,500 00</u>	<u>\$</u>

Time devoted to business by above
 (1) Full-time (40 hours per week)
 (2) Part-time (average 1-2 hours per week)

Foundation Managers - Part XV

Walter Priddy - Date of Death 07-07-79
 Ashley Priddy - Date of Death 03-05-84
 Swannanoa Priddy - Date of Death 08-07-80
 Robert T Priddy

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

- 2 (a) David Wolverton, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(817) 723-8720
- (b) Grant application should be made with the Foundation's grant application form that is available on the Foundation's web site www.priddyfdn.org. The following information should be submitted with the completed grant application.
- 1 Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS
 2. A list of officers and directors.
 - 3 A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc.
 4. A copy of the organization's most recent audit.
 5. Latest financial statements.
- (c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the May cycle, and July 15th for the November cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 15th and September 1st for the respective cycles
- (d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts. The Foundation's service area encompasses 18 counties in North Texas and 6 counties in southern Oklahoma

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

Part 1, Line 16a, b, c: _____

Legal fees - Line 16a:

Sherrill, Crosnoe & Goff		\$ 2,131.75
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Accounting fees - Line 16b:

Freemon, Shapard & Story	\$ 37,000.00	
Mathis, West, Huffines & Co., PC	<u>13,500.00</u>	<u>\$ 50,500.00</u>

Other professional fees - Investment - Line 16c:

American National Bank	\$ 63,061.54	
Dodge & Cox	95,896.60	
Fayez Sarofim	133,614.00	
Luther King	160,276.00	
Morgan Stanley	70,662.59	
Sentry Management	<u>30,752.00</u>	<u>\$ 554,262.73</u>

Schedule 9

PARTNER'S SHARE OF INCOME, CREDITS, DEDUCTIONS, ETC

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2013

		Enbridge											LKCM	Magellan	
		Access	Boardwalk	Buckeye	Crestwood	Crestwood	Crosstex	El Paso	Enbridge	Midcoast	Enterprise	EQT	Holly	Investment	Midstream
		Partners, LP	Partners, LP	Partners, LP	Partners, LP	Partners, LP	Energy, LP	Partners, LP	Partners, LP	Partners, LP	Partners, LP	Partners, LP	Partners, LP	Partnership, LP	Partners, LP
		80-0534394	20-3265614	23-2432497	56-2639586	20-1647837	16-1616605	26-0789784	39-1715850	61-1714064	76-0568219	37-1661577	20-0833098	75-2076114	73-1599053
		PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP		PTP
Ordinary income (loss)	\$	(755,643 00)	\$ (12,853 00)	\$ (13,864 00)	\$ (31,388 00)	\$ (8,890 00)	\$ (31,267 00)	\$ (29,980 00)	\$ (111,788 00)	\$ (3,137 00)	\$ (68,936 00)	\$ (2,351 00)	\$	\$ 4,149 00	\$ (5,799 00)
Net rental real estate income		914 00												259 00	
Other net rental income (loss)		500 00													
Portfolio income (loss)															
Interest income		3,852 00	14 00	69 00			2,099 00	54 00	2 00		8 00			1 00	4 00
Interest income - Tax-exempt		4 00													
Ordinary dividends		150,828 00		82 00										148,665 00	
Net short-term capital gain (loss)		(27,441 00)												(27,441 00)	
Net long-term capital gain (loss)		73,952 00	1,327 00						(41 00)					72,520 00	
Net Sec 1231 gain (loss)		(523 00)		(269 00)			(2 00)	725 00	2,815 00		79 00	(130 00)		362 00	
Other income (loss)		524 00												524 00	
Other portfolio deductions															
Charitable contributions - 50%		(289 00)	(16 00)	(11 00)	(10 00)		(6 00)		(150 00)					(1 00)	
Charitable contributions - 30%		(1,056 00)												(1,012 00)	
Investment interest		(51,262 00)												(51,132 00)	
Miscellaneous		(115,554 00)												(115,554 00)	
Foreign tax		(2,683 00)													
Nondeductible expense		(2,948 00)	(30 00)	(97 00)	(29 00)	(8 00)	(427 00)	(200 00)	(1,380 00)	(2 00)	(29 00)				(17 00)
Total income	\$	(726,827 00)	\$ (11,558 00)	\$ (14,090 00)	\$ (31,427 00)	\$ (8,898 00)	\$ (29,603 00)	\$ (29,401 00)	\$ (110,542 00)	\$ (3,139 00)	\$ (68,878 00)	\$ (2,481 00)	\$	\$ 31,340 00	\$ (5,812 00)
Passive loss carryover to 2014															
Ordinary	\$	692,424 00	\$ 12,853 00	\$ 13,864 00	\$	\$ 8,890 00	\$ 31,267 00	\$ 29,255 00	\$ 108,973 00	\$ 3,137 00	\$ 68,857 00	\$ 2,351 00	\$	\$	\$ 5,799 00
Sec 1231		4,646 00		269 00			2 00					130 00			
Total carryover	\$	697,070 00	\$ 12,853 00	\$ 14,133 00	\$	\$ 8,890 00	\$ 31,269 00	\$ 29,255 00	\$ 108,973 00	\$ 3,137 00	\$ 68,857 00	\$ 2,481 00	\$	\$	\$ 5,799 00
Taxable income (loss)	\$	(29,757 00)	\$ 1,295 00	\$ 43 00	\$ (31,427 00)	\$ (8 00)	\$ 1,666 00	\$ (146 00)	\$ (1,569 00)	\$ (2 00)	\$ (21 00)	\$	\$	\$ 31,340 00	\$ (13 00)
Other items															
Unrelated business taxable income (loss)	\$	(753,845 00)	\$ (12,853 00)	\$ (13,862 00)	\$ (31,388 00)	\$ (8,890 00)	\$ (31,266 00)	\$ (29,980 00)	\$ (111,789 00)	\$ (3,139 00)	\$ (68,936 00)	\$ (2,351 00)	\$	\$ 5,925 00	\$ (5,799 00)

PARTNER'S SHARE OF INCOME, CREDITS, DEDUCTIONS, ETC.

THE PRIDDY FOUNDATION • TIN 75-6029882

For the Year Ended December 31, 2013

Philly Foundation, The 24320201317astechedules theP arnerships

2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	Computer Software	070199SL		3.00	17	5,750.00			5,750.00	5,750.00		0.00
5	Furniture	070199SL		7.00	17	17,678.20			17,678.20	17,678.20		0.00
7	Office Equipment	070199SL		7.00	17	1,011.50			1,011.50	1,011.50		0.00
9	Shredder	011500SL		7.00	17	699.00			699.00	699.00		0.00
10	Artwork	021000SL		7.00	17	375.20			375.20	375.20		0.00
11	Web Page	083100SL		3.00	17	1,200.00			1,200.00	1,200.00		0.00
14	Clock	101101SL		7.00	17	375.00			375.00	375.00		0.00
15	Furniture & Fixtures	071102SL		7.00	17	10,604.86			10,604.86	10,604.86		0.00
16	Furniture & Fixtures	111402SL		7.00	17	11,333.50			11,333.50	11,333.50		0.00
17	Software	012802SL		3.00	17	5,680.00			5,680.00	5,680.00		0.00
20	Fax Machine	032502SL		7.00	17	850.00			850.00	850.00		0.00
22	HP Laserjet	062502SL		5.00	17	1,328.00			1,328.00	1,328.00		0.00
23	Bookcase/Credenza	050302SL		7.00	17	575.00			575.00	575.00		0.00
24	Web Page	090602SL		3.00	17	2,400.00			2,400.00	2,400.00		0.00
26	File Cabinet	022103SL		7.00	17	919.00			919.00	919.00		0.00
29	Table and Chairs	030504SL		7.00	17	1,155.00			1,155.00	1,155.00		0.00
30	Web Page	092904SL		3.00	17	9,120.00			9,120.00	9,120.00		0.00
31	Decorations	082704SL		7.00	17	11,786.39			11,786.39	11,786.39		0.00

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
32	Computer Monitor	030504	SL	5.00	17	430.00			430.00	430.00		0.00
33	Canon Scanner	021407	SL	5.00	17	3,000.00			3,000.00	3,000.00		0.00
34	Laptop & USB Drive	042507	SL	5.00	17	2,108.75			2,108.75	2,108.75		0.00
35	HP Color Printer	101007	SL	5.00	17	625.00			625.00	625.00		0.00
36	Core 2 Duo System	102907	SL	5.00	17	1,315.00			1,315.00	1,315.00		0.00
37	Bookcase	031008	SL	7.00	17	1,199.97		599.99	599.98	385.70		85.71
38	Computer Projector	060408	SL	5.00	17	864.92		432.46	432.46	389.21		43.25
39	Four Laptop Computers	072908	SL	5.00	17	5,438.00		2,719.00	2,719.00	2,447.10		271.90
40	Used Canon Imagerunner 4 drawer file	012910	SL	5.00	17	2,950.00			2,950.00	1,475.00		590.00
41	cabinet	081310	SL	7.00	17	885.00			885.00	316.08		126.43
42	Computer 4 Drawer legal file	083010	SL	5.00	17	2,771.00			2,771.00	1,385.50		554.20
43	cabinet	091410	SL	7.00	17	1,709.00			1,709.00	610.35		244.14
44	Executive L desk 72" Executive desk,	091410	SL	7.00	17	1,479.00			1,479.00	528.23		211.29
45	drawer/kybd	091410	SL	7.00	17	658.99			658.99	235.35		94.14
46	Ipad	101510	SL	5.00	17	783.06			783.06	391.53		156.61
47	Website development	111610	SL	3.00	17	4,500.00			4,500.00	3,750.00		750.00
48	Computer software	111610	SL	3.00	17	740.00			740.00	616.68		123.32
49	Bookcase	121610	SL	7.00	17	899.00			899.00	321.08		128.43

328102
05-01-13

(D) Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
50	Furniture (from PCT)	073111SL		7.00	17	4,486.86			4,486.86	961.47		640.98
51	Server/HP Probook Computer System	091511SL		5.00	17	8,305.00			8,305.00	2,491.50		1,661.00
53	(From PCT)	073111SL		5.00	17	2,230.45			2,230.45	669.14		446.09
54	DAR-RAN Multifile (From PCT)	073111SL		5.00	17	180.19			180.19	54.06		36.04
55	HP4250 Laserjet Printer (From PCT)	073111SL		5.00	17	273.00			273.00	81.90		54.60
56	Canon Imagerunner (From PCT)	073111SL		5.00	17	336.27			336.27	100.88		67.25
57	Portrait & Frame (From PCT)	073111SL		7.00	17	537.14			537.14	115.10		76.73
58	Digital Telephone System	081512SL		5.00	17	4,065.00			4,065.00	406.50		813.00
59	Website development	113013SL		3.00	19A	15,200.00			15,200.00			633.33
60	Door	113013SL		7.00	19C	1,365.57			1,365.57			24.39
62	Carpet	123013SL		7.00	19C	5,589.00			5,589.00			99.80
* Total 990-PF Pg 1						157765.82						
Depr						3,751.45			154014.37	108051.76	0.00	7,932.63