



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public

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

STEMMONS FOUNDATION

A Employer identification number

75-6039966

Number and street (or P.O. box number if mail is not delivered to street address)

PO BOX 143127

Room/suite

B Telephone number

972-650-9162

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

IRVING, TX 75014-3127

C If exemption application is pending check here ☐

G Check all that apply.

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ 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)

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ **30,276,654.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b) (c), and (d) may not necessarily equal the amounts in column (a))

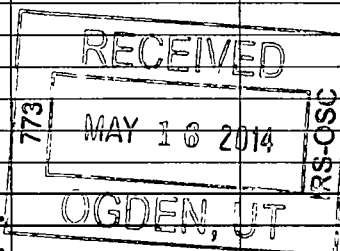
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	25,075.	25,075.		STATEMENT 1
	4	Dividends and interest from securities	1,039,215.	1,038,785.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	225,250.			
	b	Gross sales price for all assets on line 6a	3,293,661.			
	7	Capital gain net income (from Part IV, line 2)		225,250.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	1,289,540.	1,289,110.		
	13	Compensation of officers, directors, trustees, etc.	86,133.	86,133.		0.
	14	Other employee salaries and wages	943.	943.		0.
	15	Pension plans, employee benefits	19,288.	19,288.		0.
	16a	Legal fees				
	b	Accounting fees STMT 3	4,335.	4,335.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	6,706.	6,706.		0.
	19	Depreciation and depletion	3,914.	0.		
	20	Occupancy	39,289.	39,289.		0.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	123,160.	123,160.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	283,768.	279,854.		0.
	25	Contributions, gifts, grants paid	1,480,445.			1,480,445.
	26	Total expenses and disbursements. Add lines 24 and 25	1,764,213.	279,854.		1,480,445.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	-474,673.			
	b	Net investment income (if negative, enter -0-)		1,009,256.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



f 20

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	3.	3.	3.
	2	Savings and temporary cash investments	2,135,328.	232,619.	232,619.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		15,806.	15,806.
	10a	Investments - U.S. and state government obligations STMT 9	2,704,255.	502,500.	492,085.
	b	Investments - corporate stock STMT 10	7,791,359.	8,763,622.	9,740,468.
	c	Investments - corporate bonds STMT 11	0.	1,796,156.	1,791,249.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	16,400,850.	17,218,530.	17,994,925.
	14	Land, buildings, and equipment basis ▶ 40,984.			
		Less: accumulated depreciation STMT 8 ▶ 34,170.	10,728.	6,814.	6,814.
	15	Other assets (describe ▶ RENT DEPOSIT)	2,685.	2,685.	2,685.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	29,045,208.	28,538,735.	30,276,654.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 13)	14,628.	418.	
	23	Total liabilities (add lines 17 through 22)	14,628.	418.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	4,851,687.	4,851,687.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	24,178,893.	23,686,630.	
	30	Total net assets or fund balances	29,030,580.	28,538,317.	
	31	Total liabilities and net assets/fund balances	29,045,208.	28,538,735.	

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	29,030,580.
2	Enter amount from Part I, line 27a	2	-474,673.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	522.
4	Add lines 1, 2, and 3	4	28,556,429.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	18,112.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,538,317.

Form 990-PF (2013)

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,293,661.		3,068,411.	225,250.

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			
b			
c			
d			
e			225,250.

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	225,250.
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	1,175,350.	29,130,042.	.040348
2011	1,401,029.	28,863,327.	.048540
2010	1,454,058.	28,060,446.	.051819
2009	785,050.	26,412,375.	.029723
2008	1,794,800.	31,260,230.	.057415

2 Total of line 1, column (d)	2	.227845
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	.045569
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,362,181.
5 Multiply line 4 by line 3	5	1,383,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,093.
7 Add lines 5 and 6	7	1,393,667.
8 Enter qualifying distributions from Part XII, line 4	8	1,480,445.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	10,093.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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.
3 Add lines 1 and 2		3	10,093.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,093.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,899.	
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	25,899.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,806.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 10,093. Refunded <input type="checkbox"/>	11	5,713.	

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. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ► N/A				
14	The books are in care of ► KATHY MACGRUDER Telephone no ► 972-650-9162			
Located at ► 105 DECKER COURT, SUITE 880, IRVING, TX		ZIP+4 ► 75062		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2 NONE	
	0.
3 NONE	
	0.
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.

	Amount
1	
2	
All other program-related investments See instructions	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	29,992,253.
b	Average of monthly cash balances	1b	806,991.
c	Fair market value of all other assets	1c	25,305.
d	Total (add lines 1a, b, and c)	1d	30,824,549.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	30,824,549.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	462,368.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,362,181.
6	Minimum investment return. Enter 5% of line 5	6	1,518,109.

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	1,518,109.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,093.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,093.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,508,016.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,508,016.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,508,016.

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	1,480,445.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,480,445.
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	10,093.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,470,352.

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				1,508,016.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	7,991.			
b From 2009				
c From 2010	73,920.			
d From 2011				
e From 2012				
f Total of lines 3a through e	81,911.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,480,445.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,480,445.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	27,571.			27,571.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	54,340.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	54,340.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	54,340.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SCHEDULE ATTACHED				
SCHEDULE ATTACHED				1,480,445.
Total			▶ 3a	1,480,445.
<i>b Approved for future payment</i>				
SCHEDULE ATTACHED				
SCHEDULE ATTACHED				380,000.
Total			▶ 3b	380,000.

STEMMONS FOUNDATION

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 1527.493 SHARES PIMCO TOTAL RETURN FUND CLASS A	P	VARIOUS	10/24/13
b 957.756 SHARES CAPITAL INCOME BUILDER FUND CLASS	P	01/09/08	10/30/13
c 200,000 SHARES GENERAL ELECTRIC CAPITAL CORPORATI	P	03/01/12	03/11/13
d 350,000 SHARES PIMCO TOTAL RETURN FUND CLASS A M/	P	10/22/10	07/10/13
e 31,826.117 SHARES PIMCO TOTAL RETURN FUND CLASS A	P	VARIOUS	10/24/13
f 500,000 SHARES FNMA	P	05/23/12	05/23/13
g 500,000 SHARES FEDERAL FARM CREDIT BANK	P	05/23/12	05/30/13
h 500,000 SHARES FNMA	P	06/04/12	06/04/13
i 500,000 SHARES FNMA	P	06/14/12	06/14/13
j WESTWOOD TRUST - HIGH YIELD BOND	P	VARIOUS	
k WESTWOOD TRUST - HIGH YIELD BOND	P	VARIOUS	
l WESTWOOD TRUST - INCOME OPPORTUNITY		VARIOUS	
m WESTWOOD TRUST - INCOME OPPORTUNITY	P	VARIOUS	
n WESTWOOD TRUST - INTERMEDIATE BOND		VARIOUS	
o WESTWOOD TRUST - REIT INVESTMENT	P	VARIOUS	

(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 16,650.		17,352.	-702.
b 56,000.		59,323.	-3,323.
c 201,771.		200,857.	914.
d 350,000.		383,130.	-33,130.
e 346,905.		350,730.	-3,825.
f 500,000.		500,000.	0.
g 500,000.		500,000.	0.
h 500,000.		500,000.	0.
i 500,000.		500,000.	0.
j 10,162.			10,162.
k 26,412.			26,412.
l		29,791.	-29,791.
m 123,878.			123,878.
n		2,499.	-2,499.
o 18,717.			18,717.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-702.
b			-3,323.
c			914.
d			-33,130.
e			-3,825.
f			0.
g			0.
h			0.
i			0.
j			10,162.
k			26,412.
l			-29,791.
m			123,878.
n			-2,499.
o			18,717.

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

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

STEMMONS FOUNDATION

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	WESTWOOD TRUST - REIT INVESTMENT	P	VARIOUS	
b	WESTWOOD TRUST - SHORT DURATION HIGH YIELD BOND		VARIOUS	
c	WESTWOOD TRUST - SHORT DURATION HIGH YIELD BOND		VARIOUS	
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 59,727.			59,727.
b		12,675.	-12,675.
c		12,054.	-12,054.
d 83,439.			83,439.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			59,727.
b			-12,675.
c			-12,054.
d			83,439.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	225,250.
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

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
BANK OF AMERICA, N.A.	31.	31.	
BANK OF AMERICA, N.A.	252.	252.	
RAYMOND JAMES	4,654.	4,654.	
WESTWOOD TRUST	20,138.	20,138.	
TOTAL TO PART I, LINE 3	25,075.	25,075.	

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
RAYMOND JAMES-DIVIDENDS	287,193.	0.	287,193.	287,193.	
RAYMOND JAMES-DIVIDENDS	83,439.	83,439.	0.	0.	
RAYMOND JAMES-DIVIDENDS	430.	0.	430.	0.	
WESTWOOD TRUST - DIVIDENDS	192.	0.	192.	192.	
WESTWOOD TRUST - HIGH YIELD BOND - INTEREST INCOME	157,729.	0.	157,729.	157,729.	
WESTWOOD TRUST - HIGH YIELD BOND -DIVIDENDS	8.	0.	8.	8.	
WESTWOOD TRUST - REIT INVESTMENT - DIVIDENDS	59,262.	0.	59,262.	59,262.	
WESTWOOD TRUST - SHORT DURATION HIGH YIELD BOND -	14.	0.	14.	14.	
WESTWOOD TRUST - SHORT DURATION HIGH YIELD BOND -	255,143.	0.	255,143.	255,143.	
WESTWOOD TRUST- INCOME OPPORTUNITY - INTEREST INCOME	30,704.	0.	30,704.	30,704.	
WESTWOOD TRUST- INCOME OPPORTUNITY -DIVIDENDS	118,494.	0.	118,494.	118,494.	
WESTWOOD TRUST- INTERMEDIATE BOND - INTEREST INCOME	129,955.	0.	129,955.	129,955.	

WESTWOOD TRUST-
INTERMEDIATE BOND
-DIVIDENDS

	91.	0.	91.	91.
TO PART I, LINE 4	1,122,654.	83,439.	1,039,215.	1,038,785.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,335.	4,335.		0.
TO FORM 990-PF, PG 1, LN 16B	4,335.	4,335.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,661.	6,661.		0.
CITY, SCHOOL AND COUNTY TAXES	45.	45.		0.
TO FORM 990-PF, PG 1, LN 18	6,706.	6,706.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIABILITY INSURANCE	550.	550.		0.
WORKERS COMPENSATION INSURANCE	221.	221.		0.
OFFICE SUPPLIES AND EXPENSES	843.	843.		0.
TELEPHONE	3,321.	3,321.		0.
WESTWOOD TRUST AGENCY FEES	109,163.	109,163.		0.
INSURANCE - COMMERCIAL UMBRELLA	1,800.	1,800.		0.
INSURANCE DIRECTORS & OFFICERS LIABILITY	3,500.	3,500.		0.
POSTAGE	371.	371.		0.

STEMMONS FOUNDATION.

75-6039966

REPAIRS EQUIPMENT	818.	818.	0.
RENT - POST OFFICE BOX	224.	224.	0.
CABLE TV	1,018.	1,018.	0.
BANK AND CREDIT CARD FEES	75.	75.	0.
DELIVERY FEES	16.	16.	0.
AUTO EXPENSES	129.	129.	0.
MAINTENANCE OFFICE	476.	476.	0.
PRINTING	635.	635.	0.
TO FORM 990-PF, PG 1, LN 23	123,160.	123,160.	0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
RAYMOND JAMES - BOOK/TAX DIFFERENCE	522.
TOTAL TO FORM 990-PF, PART III, LINE 3	522.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
RAYMOND JAMES - FOREIGN DIVIDEND TAX	5,605.
PENALTY	318.
WESTWOOD TRUST- BOOK/TAX DIFFERENCE	2,096.
EXCISE TAX	10,093.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,112.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE	965.	897.	68.	68.
LEASEHOLD IMPROVEMENTS	1,499.	900.	599.	599.
PHONE SYSTEM	2,682.	2,682.	0.	0.
SMOKE DETECTOR	685.	685.	0.	0.
ROOM DIVIDER	9,680.	8,631.	1,049.	1,049.
CONFERENCE ROOM TABLE, CHAIRS & BUFFET	6,040.	5,285.	755.	755.
SEATING GROUP FOR OFFICE	3,446.	2,990.	456.	456.
FURNITURE -SOFA TABLE	774.	629.	145.	145.
BREAKROOM FURNITURE	609.	544.	65.	65.

DOOR ACCESS SYSTEM	4,145.	3,700.	445.	445.
LASERJET PRINTER	1,099.	1,099.	0.	0.
XEROX WORKCENTRE	685.	685.	0.	0.
EQUIPMENT-APPLIANCE	1,837.	1,835.	2.	2.
PRINTER	424.	424.	0.	0.
COMPUTER	4,777.	2,467.	2,310.	2,310.
ROUTER	180.	93.	87.	87.
SCANNER	108.	53.	55.	55.
NEW MAIN BOARD FOR				
TELEPHONES	989.	478.	511.	511.
WINDOW SHADE	360.	93.	267.	267.
TO 990-PF, PART II, LN 14	40,984.	34,170.	6,814.	6,814.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES - MUNICIPAL BONDS		X	0.	0.
WESTWOOD TRUST - U.S. GOVERNMENT BONDS	X		502,500.	492,085.
TOTAL U.S. GOVERNMENT OBLIGATIONS			502,500.	492,085.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			502,500.	492,085.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES - MUTUAL FUNDS	8,763,622.	9,740,468.
SCULPTURE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,763,622.	9,740,468.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WESTWOOD TRUST - CORPORATE BONDS	1,796,156.	1,791,249.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,796,156.	1,791,249.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WESTWOOD TRUST-HIGH YIELD BOND FUND	COST	1,918,699.	1,934,604.
WESTWOOD TRUST-INCOME OPPORTUNITY FUND	COST	4,485,699.	5,085,646.
WESTWOOD TRUST-INTERMEDIATE BOND FUND	COST	3,965,478.	4,101,455.
WESTWOOD TRUST-REIT INVESTMENT FUND	COST	2,026,855.	1,908,207.
WESTWOOD TRUST-SEI GOVERNMENT PRINCIPAL	COST	333,592.	333,592.
WESTWOOD TRUST - SHORT DURATION HIGH YIELD	COST	3,236,595.	3,222,384.
RAYMOND JAMES - ALTERNATIVE INV.	COST	1,001,275.	1,147,527.
RAYMOND JAMES - UNIT INVESTMENTS TRUSTS	COST	250,337.	261,510.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,218,530.	17,994,925.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	14,628.	0.
IRA CONTRIBUTION PAYABLE	0.	171.
HEALTH INSURANCE PAYABLE	0.	247.
TOTAL TO FORM 990-PF, PART II, LINE 22	14,628.	418.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	MACHINERY & EQUIPMENT														
6	PHONE SYSTEM	01/04/05	SL	5.00		16	2,682.				2,682.	2,682.		0.	2,682.
7	SMOKE DETECTOR	03/10/05	SL	5.00		16	685.				685.	685.		0.	685.
14	LASERJET PRINTER	02/03/05	SL	5.00		16	1,099.				1,099.	1,099.		0.	1,099.
15	XEROX WORKCENTRE	02/03/05	SL	5.00		16	685.				685.	685.		0.	685.
16	EQUIPMENT-APPLIANCE	12/21/06	SL	5.00		16	1,837.				1,837.	1,835.		0.	1,835.
17	PRINTER	11/28/07	SL	5.00		16	424.				424.	424.		0.	424.
18	COMPUTER	06/01/11	SL	5.00		16	4,777.				4,777.	1,512.	955.	955.	2,467.
19	ROUTER	06/01/11	SL	5.00		16	180.				180.	57.		36.	93.
20	SCANNER	07/26/11	SL	5.00		16	108.				108.	31.		22.	53.
21	NEW MAIN BOARD FOR TELEPHONES	07/26/11	SL	5.00		16	989.				989.	280.	198.	198.	478.
	* 990-PF PG 1 TOTAL						13,466.				13,466.	9,290.		1,211.	10,501.
	* 990-PF PG 1 TOTAL -						13,466.				13,466.	9,290.		1,211.	10,501.
	FURNITURE & FIXTURES														
3	FURNITURE	09/28/04	SL	10.00		16	965.				965.	800.		97.	897.
8	ROOM DIVIDER	01/24/05	SL	10.00		16	9,680.				9,680.	7,663.		968.	8,631.
9	CONFERENCE ROOM TABLE, CHAIRS & BUFFET	04/12/05	SL	10.00		16	6,040.				6,040.	4,681.		604.	5,285.
10	SEATING GROUP FOR OFFICE	04/27/05	SL	10.00		16	3,446.				3,446.	2,645.		345.	2,990.

328111
05-01-13

(D) Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	FURNITURE -SOFA TABLE	11/02/05	SL	10.00		16	774.				774.	552.		77.	629.
12	BREAKROOM FURNITURE	01/31/05	SL	10.00		16	609.				609.	483.		61.	544.
13	DOOR ACCESS SYSTEM	02/15/05	SL	10.00		16	4,145.				4,145.	3,285.		415.	3,700.
22	WINDOW SHADE	06/15/11	SL	10.00		16	360.				360.	57.		36.	93.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						26,019.				26,019.	20,166.		2,603.	22,769.
	* 990-PF PG 1 TOTAL - OTHER						26,019.				26,019.	20,166.		2,603.	22,769.
5	LEASEHOLD IMPROVEMENTS	12/22/04	SL	15.00		16	1,499.				1,499.	800.		100.	900.
	* 990-PF PG 1 TOTAL OTHER						1,499.				1,499.	800.		100.	900.
	* 990-PF PG 1 TOTAL -						1,499.				1,499.	800.		100.	900.
	* GRAND TOTAL 990-PF PG 1 DEPR						40,984.				40,984.	30,256.		3,914.	34,170.

STEMMONS FOUNDATION
Schedule attached to 2013 Form 990-PF
Employer identification number 75-6039966

Page 6, Paragraph VIII - Information about officers, directors, trustees and foundation managers

	<u>Title and Time</u>	<u>Contribution to Benefit Plan</u>	<u>Expense Account</u>	<u>Compensation</u>
Allison S. Simon	President 16 hours/year	None	None	None
Heinz K. Simon	Vice President 30 hours/week	None	None	\$11,214.09
Jean H. Rose	Vice President 8 hours/year	None	None	None
Karen J. Simon	8 hours/year	None	None	None
Kathy Magruder	Treasurer Business Manager 35 hours/week	\$2,046.00	None	\$70,639.72
Mary Lee J. Virden	Secretary 1 day/week	None	None	\$4,279.42
Totals				\$86,133.23

Health Insurance \$16,994.82*
IRA: \$ 2,046.00

*Health insurance payments less employee portion

STEMMONS FOUNDATION MONTHLY BALANCE AVERAGES 2013

CHECKING ACCOUNT #125-227270-9 Bank of America Dallas

Beginning balance - January 1, 2013 34,734.10

Ending monthly balances

January	84,760.97
February	63,516.14
March	48,542.35
April	26,904.87
May	48,007.06
June	20,654.78
July	7,058.76
August	29,006.65
September	14,891.67
October	742,055.09
November	40,582.96
December	8,004.44

AVERAGE MONTHLY BALANCE 94,498.81

SELECT BUSINESS INTEREST ACCOUNT #4880-1905-0087 Bank of America Dallas

Beginning balance - January 1, 2013 225,599.37

Ending monthly balances

January	225,628.11
February	225,654.07
March	225,682.82
April	225,710.64
May	225,739.39
June	225,761.96
July	225,781.13
August	225,798.33
September	225,813.18
October	225,828.52
November	225,841.70
December	225,851.29

AVERAGE MONTHLY BALANCE 225,757.60

RAYMOND JAMES CASH & CASH EQUIVALENTS

Beginning balance - January 1, 2013 1,875,717.32

Ending monthly balances

January	1,794,199.03
February	1,799,267.44
March	902,717.30
April	404,298.93
May	106,196.82
June	107,699.42

July	358,697.13
August	69,620.68
September	70,298.12
October	194,371.06
November	899.65
December	707.17
AVERAGE MONTHLY BALANCE	484,081.06

WESTWOOD TRUST CASH & CASH EQUIVALENTS

Beginning balance - January 1, 2013 5,766.30

Ending monthly balances

January	159.84
February	6,499.08
March	3,136.46
April	1,504.37
May	1,161.65
June	3,801.19
July	30.34
August	1,793.22
September	5,248.64
October	2,904.11
November	3,851.04
December	1,747.75
AVERAGE MONTHLY BALANCE	2,653.14

RAYMOND JAMES ALTERNATIVE INVESTMENTS

Ending monthly balances

January	532,256.59
February	528,408.95
March	782,515.68
April	1,035,573.01
May	1,056,073.25
June	1,056,694.47
July	1,085,270.57
August	1,080,300.81
September	1,116,952.77
October	1,123,164.96
November	1,128,755.94
December	1,147,527.28
AVERAGE MONTHLY BALANCE	972,791.19

RAYMOND JAMES CORPORATE BONDS

Ending monthly balances	203,534.00
January	196,376.00
February	-
March	-
April	-

May	-
June	-
July	-
August	-
September	-
October	-
November	-
December	<u>33,325.83</u>
AVERAGE MONTHLY BALANCE	

RAYMOND JAMES OPEN END FUNDS

Ending monthly balances	
January	7,934,522.56
February	7,957,768.83
March	8,985,308.61
April	9,451,146.60
May	9,379,968.77
June	9,207,628.69
July	9,212,381.77
August	9,270,177.26
September	9,589,818.23
October	9,510,942.04
November	9,546,803.28
December	<u>9,740,467.57</u>
AVERAGE MONTHLY BALANCE	9,148,911.18

RAYMOND JAMES UNIT INVESTMENT TRUSTS

Ending monthly balances	
January	-
February	-
March	-
April	-
May	-
June	-
July	-
August	-
September	-
October	-
November	-
December	<u>261,509.69</u>
AVERAGE MONTHLY BALANCE	21,792.47

WESTWOOD TRUST SEI GOVERNMENT PRINCIPAL PARTNERSHIP

Ending monthly balances	
January	608,145.05
February	666,384.15
March	683,631.28
April	718,677.03

May	1,440,092.83
June	2,383,082.67
July	2,161,235.44
August	774,828.95
September	794,657.30
October	191,828.70
November	260,444.27
December	333,592.30
AVERAGE MONTHLY BALANCE	918,050.00

WESTWOOD TRUST REAL ESTATE INVESTMENT TRUST FUND PARTNERSHIP

Ending monthly balances

January	1,993,046.36
February	2,017,377.50
March	2,062,044.16
April	2,172,124.90
May	2,042,192.72
June	1,984,303.93
July	2,005,856.67
August	1,880,395.82
September	1,923,412.96
October	1,979,694.09
November	1,890,398.78
December	1,908,207.15
AVERAGE MONTHLY BALANCE	1,988,254.59

WESTWOOD TRUST INCOME FUND PARTNERSHIP

Ending monthly balances

January	4,775,799.48
February	4,816,544.50
March	4,937,805.52
April	5,044,911.07
May	4,973,913.56
June	4,937,027.51
July	5,013,570.80
August	4,886,550.60
September	4,924,087.25
October	5,022,469.61
November	5,060,804.93
December	5,085,645.79
AVERAGE MONTHLY BALANCE	4,956,594.22

WESTWOOD TRUST INTERMEDIATE BOND FUND PARTNERSHIP

Ending monthly balances

January	4,234,744.58
February	4,235,701.95
March	4,229,954.21
April	4,234,361.64

May	4,185,943.79
June	4,136,430.29
July	4,140,486.68
August	4,119,612.58
September	4,131,526.44
October	4,140,050.54
November	4,129,281.98
December	4,101,454.54
AVERAGE MONTHLY BALANCE	4,168,295.77

WESTWOOD TRUST HIGH YIELD BOND FUND PARTNERSHIP

Ending monthly balances

January	1,927,840.94
February	1,931,240.09
March	1,942,481.96
April	1,965,528.11
May	1,947,279.89
June	1,888,303.82
July	1,914,180.53
August	1,896,715.14
September	1,903,544.32
October	1,933,030.29
November	1,932,820.15
December	1,934,604.19

AVERAGE MONTHLY BALANCE	1,926,464.12
--------------------------------	---------------------

WESTWOOD TRUST SHORT DURATION HIGH YIELD BOND

Ending monthly balances

January	3,070,642.00
February	3,068,502.82
March	3,070,193.70
April	3,081,710.93
May	3,050,267.23
June	3,112,275.12
July	3,144,056.32
August	3,167,421.90
September	3,219,007.63
October	3,230,977.42
November	3,229,766.30
December	3,222,383.98

AVERAGE MONTHLY BALANCE	3,138,933.78
--------------------------------	---------------------

WESTWOOD TRUST U.S. GOVERNMENT AGENCY BONDS

Ending monthly balances

January	2,507,580.00
February	2,507,090.00
March	2,506,555.00
April	2,506,320.00

May	1,502,510 00
June	492,970 00
July	745,512 00
August	2,140,988 00
September	2,148,958 50
October	2,289,481 75
November	2,294,936.00
December	2,283,334.25
AVERAGE MONTHLY BALANCE	1,993,852.96

WESTWOOD TRUST CORPORATE BONDS

Ending monthly balance	
January	-
February	-
March	-
April	
May	-
June	-
July	-
August	1,655,228 00
September	1,659,073 50
October	1,796,946 75
November	1,797,351 00
December	1,791,249.25
AVERAGE MONTHLY BALANCE	724,987.38

COMBINED

Raymond James Alternative Investments	972,791.19
Raymond James Corporate Bonds	33,325 83
Raymond James Open End Funds	9,148,911 18
Raymond James Unit Investment Trusts	21,792 47
Westwood Trust SEI Government Principal	918,050 00
Westwood Trust Real Estate Inv Trust Fund Partnership	1,988,254 59
Westwood Trust Income Fund Partnership	4,956.594 22
Westwood Trust Intermediate Bond Fund Partnership	4,168,295 77
Westwood Trust High Yield Bond Fund Partnership	1,926,464 12
Westwood Trust Short Term Duration High Yield Bond	3,138,933.78
Westwood Trust U S Government Agency Bonds	1,993,852.96

Westwood Trust Corporate Bonds

724,987.38

TOTAL AVERAGE MONTHLY BALANCES

29,992,253.49

STEMMONS FOUNDATION

SCHEDULE ATTACHED TO 2013 FORM 990-PF

Page 10, Part XV - Supplemental Information

To request funds, interested organizations and individuals should submit requests in writing to Mary Lee J. Virden, Stemmons Foundation, Post Office Box 143127, Irving, Texas 75014-3127. The office telephone number is (972) 650-9162. Information in the requests should state the purpose of the organization and particular project, if any, that is involved.

**Stemmons Foundation
Contributions
January – April 2013**

<u>RECIPIENT</u>	<u>AMOUNT</u>	<u>CATEGORY</u>	<u>DATE</u>
Rotary Centennial Center Project The Rotary Club of Dallas 1717 N Akard Street Dallas, Texas 75201	\$50,000	Pledge (2/2)	01/09/13
Stemmons Service Award American Heart Assoc. 8200 Brookriver Dr Suite N-100 Dallas, Texas 75247	\$5,000	Pledge	01/30/13
Attitudes & Attire 2050 N. Stemmons Frwy. Suite 181 – Mail Unit 102 Dallas, Texas 75207	\$11,000	Disc.	01/09/13
Children's Craniofacial Assoc 13140 Coit Rd Suite 517 Dallas, Texas 75240	\$7,500	Disc	01/09/13
CitySquare 511 N Akard St Ste 302 Dallas, Texas 75201	\$15,000	Disc.	01/09/13
Cleaning for a Reason Buckets & Bows Maid Service, Inc , 3616 Gamma Road Flower Mound, Texas 75028	\$5,000	Disc.	01/09/13
Community Partners of Dallas 1215 Skiles Street Dallas, Texas 75204	\$10,000	Disc.	01/09/13
Galaxy Counseling Center 1025 S Jupiter Road Garland, Texas 75042	\$10,000	Disc.	01/09/13
Interfaith Housing Coalition 5600 Ross Ave Dallas, Texas 75206	\$11,345	Disc.	01/09/13
Irving Cares P O Box 177425 Irving, Texas 75017-7425	\$8,000	Disc.	04/10/13

MATA 3153 Oak Grove Ave. Dallas, Texas 75204	\$6,000	Disc.	01/09/13
Pastoral Counseling Center 4525 Lemmon Ave, Suite 200 Dallas, Texas 75219	\$15,000	Disc.	01/09/13
Prevent Blindness-Texas 3610 Fairmount Street Dallas, Texas 75219	\$5,000	Disc.	01/09/13
RISE Adventures, Inc. P. O Box 141122 Irving, Texas 75014-1122	\$10,000	Disc	01/-9/13

May – October 2013

Dallas Baptist University 3000 Mountain Creek Pkwy Dallas, Texas 75211-9229	\$100,000	Pledge - (1/1)	(5-16-13)
Greater Lynchburg Community Trust 101 Paulette Circle Suite B Lynchburg, Virginia 24502	\$20,000	Pledge – (1/1)	(5-16-13)
KERA 3000 Harry Hines Dallas, Texas 75201	\$100,000	Pledge – (1/2)	(5-16-13)
North Hills Preparatory Uplift Education 606 East Royal Lane Irving, Texas 75039	\$34,000	Pledge (3/3)	(5-16-13)
American Red Cross 4800 Harry Hines Dallas, Texas 75235	\$20,000	E/O	(5-16-13)
E/O (con't)			
Dallas Opera, The 2403 Flora St Suite 500 Dallas, Texas 75201	\$25,000	E/O	(5-16-13)

Dallas Symphony, The 2301 Flora Street Suite 300 Dallas, Texas 75201	\$25,000	E/O	(5-16-13)
Educational Opportunities, Inc. 8350 N Central Expressway Suite 775 Dallas, Texas 75206-1635	\$20,000	E/O	(5-16-13)
Friends of the Dallas Public Library Friends of the Dallas Public Library 1515 Young Street Dallas, Texas 75201	\$10,000	E/O	(5-16-13)
Las Colinas Parks Fnd. Las Colinas Parks Foundation 122 W John Carpenter Frwy. Suite 550 Irving, Texas 75039	\$10,000	E/O	(5-16-13)
Lyric Stage League 3333 North MacArthur Blvd. Irving, Texas 75062	\$15,000	E/O	(5-16-13)
Northgate United Methodist Church 3700 West Northgate Dr. Irving, Texas 75062-3004	\$10,000	E/O	(5-16-13)
St. Michael & All Angels Episcopal Church/ Jubilee Ministries St Michael & All Angels Episcopal Church 8011 Douglas at Colgate Dallas, Texas 75225-0385	\$15,000	E/O	(5/16/13)
Big Thought 2501 Oak Lawn Avenue Suite 550, LB 42 Dallas, Texas 75219	\$ 23,000	Disc.	(5-16-13)
Brighter Tomorrows P O. Box 532141 Grand Prairie, Texas 75053	\$ 10,000	Disc.	(5-16-13)
ChildCareGroup 1420 Mockingbird Lane Suite 300 Dallas, Texas 75247	\$ 10,000	Disc.	(5-16-13)
Contact P O. Box 800742 Dallas, Texas 75380	\$ 10,000	Disc.	(5-16-13)

Dallas Children's Theater Rosewood Center for Family Arts 5938 Skillman Dallas, Texas 75231	\$ 10,000	Disc.	(5-16-13)
Gladney Center for Adoption 6300 John Ryan Drive Fort Worth, Texas 76132-4122	\$ 25,000	Disc.	(5-16-13)
Head Start of Greater Dallas 3954 Gannon Lane Dallas, Texas 75237	\$ 50,000	Disc.	(5-16-13)
H.O.P.E. Farm 865 East Ramsey Ave. Fort Worth, Texas 76104	\$ 30,000	Disc.	(5-16-13)
Human Rights Initiative 2802 Swiss Ave. Dallas, Texas 75304	\$ 5,000	Disc.	(5-16-13)
Nature Conservancy 318 Congress Ave Austin, Texas 78701	\$ 10,000	Disc.	(5-16-13)
Vogel Alcove 7557 Rambler Road Suite 262 Dallas, Texas 75231	\$ 7,500	Disc.	(5-16-13)

	November 2013		
Alzheimer's Assoc. 4144 N. Central Expressway Suite 750 Dallas, Texas 75204-3208	\$10,000	E/O	(11-13-13)
Austin Street Centre P O Box 710729 Dallas, Texas 75371-0729	\$10,000	E/O	(11-13-13)
Dallas Life Foundation 1100 Cadiz Street Dallas, Texas 75215	\$10,000	E/O	(11-13-13)
Dallas Theater Center 2400 Flora Street Dallas, Texas 75201	\$10,000	E/O	(11-13-13)

DFW Humane Society 4140 Valley View Lane Irving, Texas 75038	\$10,000	E/O	(11-13-13)
Goodwill Industries of Dallas 3020 N Westmoreland Road Dallas, Texas 75212	\$10,000	E/O	(11-13-13)
International Exotic Animal Sanctuary P O Box 637 Boyd, Texas 76023	\$20,000	E/O	(11-13-13)
Irving Symphony Orchestra 225 East John Carpenter Freeway Suite 120 Irving, Texas 75062	\$30,000	Pledge (4/5)	(11-13-13)
Lake Whitney Public Library P O Box158 Whitney,Texas 76692	\$202,500	Pledge (4/4)	(11-13-13)
Mental Health America 624 N Good-Latimer Suite 200 Dallas, Texas 75204	\$8,000	Disc.	(11-13-13)
Methodist Health System Foundation 1441 N Beckley Ave Dallas, Texas 75203	\$50,000	Pledge (1/2)	(11-13-13)
North Dallas Shared Ministries 2875 Merrell Road Dallas, Texas 75229	\$15,000	E/O	(11-13-13)
North Texas Food Bank 4500 S Cockrell Hill Road Dallas, Texas 75236	\$25,000	Disc.	(11-13-13)
Our Friend's Place 2501 Oak Lawn Avenue Suite 500 Dallas, Texas 75219-6268	\$10,000	E/O	(11-13-13)
Parkland Health & Hospital System 2777 N Stemmons Freeway Suite 1700 Dallas, Texas 75207	\$200,000	Pledge (4/5)	(11-13-13)
The Salvation Army P O Box 36006 5302 Harry Hines Blvd Dallas, Texas 75235	\$20,000	E/O	(11-13-13)

SPCA of Texas 2400 Lone Star Dr. Dallas, Texas 75212	\$20,000	E/O	(11-13-13)
---	-----------------	------------	-------------------

The Stewpot 408 Park Avenue Dallas, Texas 75201	\$15,000	E/O	(11-13-13)
--	-----------------	------------	-------------------

Visiting Nurse Assoc. 1600 Viceroy Dr Suite #400 Dallas, Texas 75235-2316	\$20,000	E/O	(11-13-13)
---	-----------------	------------	-------------------

STEMMONS FOUNDATION
Pledge Schedule
2013 – 2017

Agency/Institution	2013	2014	2015	2016	2017
Dallas Baptist University 3000 Mountain Creek Pkwy Dallas, Texas 75211-0220 (\$100,000 in 1 pmt <u>May</u> '13)	100,000	-0-	-0-	-0-	-0-
Dallas Rotary Club Foundation 1717 N Akard St Dallas, Texas 75201 (\$100,000 – 2 equal pmts of \$50,000 beginning Jan. 2012)	50,000	-0-	-0-	-0-	-0-
Greater Lynchburg Community Trust 101 Paulette Circle Suite B Lynchburg, Virginia 24502 (\$20,000 in 1 pmt in <u>May</u> '13)	20,000	-0-	-0-	-0-	-0-
*Irving Symphony Orchestra Assoc. 225 East Carpenter Freeway Suite 120 Irving, Texas 75062 (\$150,000 in 5 equal payments of \$30,000 in Nov. 2010,2011,2012, 2013,2014)	30,000	30,000	-0-	-0-	-0-
*KERA 3000 Harry Hines Dallas, Texas 75201 (\$200,000 in 2 equal pmts of \$100,000 in May 2013, 2014)	100,000	100,000	-0-	-0-	-0-
*Methodist Health System Fnd. 1441 N Beckley Ave Dallas, Texas 75203 (\$100,000 in 2 equal pmts of \$50,000 on Nov '13 & '14)	50,000	50,000	-0-	-0-	-0-
North Hills School <i>Uplift Education</i> 606 East Royal Lane Irving, Texas 75039 (\$100,000-3 pmts beginning \$33,000 in May '11 and '12 \$34,000 in May 13)	34,000	-0-	-0-	-0-	-0-
*Parkland Foundation <i>I Stand for Parkland Campaign</i> 2777 N Stemmons Frwy. Suite 1700 Dallas, Texas 75207 (\$1,000,000- in 5 equal pmts of \$200,000 in Nov '10,'11,'12,'13,'14)	200,000	200,000	-0-	-0-	-0-

Agency/Institution	2013	2014	2015	2016	2017
Stemmons Service Award 105 Decker Court Suite 880 Irving, Texas 75062 (\$10,000 annually starting 2014)	5,000	10,000	10,000	10,000	10,000
ANNUAL TOTALS	\$589,000	390,000	10,000	10,000	10,000

STEMMONS FOUNDATION
SCHEDULE ATTACHED TO 2013 FORM 990-PF

	<u>Date Pledged</u>	<u>Total Pledge</u>	<u>Paid to Date</u>	<u>Remaining Pledge</u>
Dallas Rotary Club Foundation	2011	\$100,000	\$100,000	-0-
Irving Symphony Orchestra	2010	\$150,000	\$120,000	\$30,000
KERA TV	2013	\$200,000	\$100,000	\$100,000
Methodist Health System	2013	\$100,000	\$50,000	\$50,000
North Hills School <i>Uplift Education</i>	2011	\$100,000	\$100,000	-0-
Parkland Foundation	2010	\$1,000,000	\$800,000	\$200,000
Stemmons Service Award	annual	\$5,000	\$5,000	-0-

STEMMONS FOUNDATION - MARKET VALUE OF ASSETS									
AS OF 12/31/13	Bank of America Checking	Bank of America Money Market	Raymond James	Westwood Trust	Totals by Category	% Invested			
Cash & Cash Equivalents									
Cash	4,312.82		707.17	1,747.75					
CDs				333,592.30					
Money Market Funds		225,851.29							
Sub-Total Cash & Equiv.	4,312.82	225,851.29	707.17	335,340.05	566,211.33	1.9%			
ALTERNATIVE INVESTMENTS			1,147,527.28						
Sub-Total	0.00	0.00	1,147,527.28	0.00	1,147,527.28	3.8%			
Bonds & Notes									
Corporate Bond Funds				16,252,295.65					
Common Trust Funds				0.00					
Municipal Bond Funds				0.00					
Ind Municipal Bonds				0.00					
Unit Investment Trust			261,509.69	0.00					
Sub-Total Bonds & Notes	0.00	0.00	261,509.69	16,252,295.65	16,513,805.34	54.6%			
Government Securities				2,283,334.25					
Sub-Total Gov. Sec.	0.00	0.00	0.00	2,283,334.25	2,283,334.25	7.5%			
Mutual Funds			9,740,467.57						
Sub-Total Mutual Funds	0.00	0.00	9,740,467.57	0.00	9,740,467.57	32.2%			
TOTALS BY COMPANY									
Cash & Cash Equivalents	4,312.82	2,251,813.18	707.17	335,340.05		1.8%			
Alternative Investments	0.00	0.00	1,147,527.28	0.00		0.0%			
Bonds & Notes	0.00	0.00	261,509.69	16,252,295.65		86.1%			
Government Securities	0.00	0.00		2,283,334.25		12.1%			
Mutual Funds	0.00	0.00	9,740,467.57	0.00					
Total per Company	4,312.82	2,251,813.18	11,150,211.71	18,870,969.95	32,277,307.66				
Withdrawals			663,000.00	983,000.00	1,646,000.00				

BILL OF SALE AND ASSIGNMENT

THE STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF DALLAS

§

§

That **STEMMONS FOUNDATION** ("**Grantor**"), in order to make a charitable contribution and for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, has GRANTED, SOLD, ASSIGNED, TRANSFERRED, CONVEYED AND DELIVERED and does by these presents GRANT, SELL, ASSIGN, TRANSFER, CONVEY AND DELIVER unto LAS COLINAS PARKS FOUNDATION, a Texas nonprofit corporation qualified as a Section 501(c)(3) tax exempt entity and qualified as a public charity under the Internal Revenue Code ("**Grantee**"), all of Grantor's right, title and interest (specifically including all copyright and intellectual property rights) in the sculpture entitled "*Catching A Wave*" (the "Sculpture").

TO HAVE AND TO HOLD the Sculpture unto Grantee, its successors and assigns, forever, and Grantor binds itself and its successors and assigns to WARRANT AND DEFEND the Sculpture hereby assigned and transferred unto Grantee, its successors and assigns, forever, against every person whomsoever lawfully to claim such herein-described Sculpture or any part thereof by, through or under Grantor, but not otherwise.

PROVIDED, HOWEVER, THAT IT IS AGREED AND UNDERSTOOD THAT THE SCULPTURE IS ASSIGNED AND TRANSFERRED "AS IS" AND WITH ALL FAULTS AND "WHERE IS" AND GRANTOR EXPRESSLY DISCLAIMS ANY AND ALL WARRANTIES, EXPRESS OR IMPLIED, WITH REGARD TO THE SCULPTURE, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OF FITNESS OR MERCHANTABILITY, QUALITY, DESIGN AND SUITABILITY OF THE SCULPTURE IN ANY RESPECT OR IN CONNECTION WITH, OR FOR THE PURPOSES AND USES OF, GRANTEE.

Notwithstanding any provision contained herein to the contrary, it is expressly agreed and understood by and between the parties hereto that of neither Grantor nor any of its successors and assigns shall have any liability whatsoever arising out of the terms of this Bill of Sale.

Grantee, by its execution below, hereby accepts the delivery of the Sculpture and Grantor's assignment of the full ownership of the Sculpture.

IN WITNESS WHEREOF, Grantor and Grantee have caused this Bill of Sale and Assignment to be executed effective as of the 12th day of January, 2013.



GRANTOR:

STEMMONS FOUNDATION

By: _____

Heinz K. Simon, Vice President

Notary Public: Subscribed and sworn before me on this 18th day of January, 2013.

Notary Public in and for the State of Texas, County of Dallas.

My commission expires: April 14, 2015

GRANTEE

LAS COLINAS PARKS FOUNDATION

By:

J. Ralph Ellis, Jr.
J. Ralph Ellis, Jr., President



Notary Public: Subscribed and sworn before me on this 18th day of January, 2013.

Notary Public in and for the State of Texas, County of Dallas.

My commission expires: April 14, 2015

**BILL OF SALE AND ASSIGNMENT
(WITH REVERTER CONDITIONS)
AND
GRANTEE ASSUMPTION OF OBLIGATIONS**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DALLAS §

That LAS COLINAS PARKS FOUNDATION, a Texas nonprofit corporation ("**Grantor**"), for and in consideration of the Obligations Assumed as described herein, the sum of Ten and No/100 Dollars (\$10.00), and other good and valuable consideration to Grantor in hand paid by Grantee, **SUBJECT AT ALL TIMES TO THE REVERTER CONDITIONS AS DESCRIBED HEREIN**, has GRANTED, SOLD, ASSIGNED, TRANSFERRED, CONVEYED AND DELIVERED and does by these presents GRANT, SELL, ASSIGN, TRANSFER, CONVEY AND DELIVER unto The Las Colinas Association, a Texas nonprofit corporation ("**Grantee**"), Grantor's right, title and interest in the sculpture known as "*Catching A Wave*" (the "**Sculpture**").

TO HAVE AND TO HOLD the Sculpture unto Grantee, its successors and assigns, forever, and Grantor binds itself and its successors and assigns to WARRANT AND DEFEND the Sculpture hereby assigned and transferred unto Grantee, its successors and assigns, forever, against every person whomsoever lawfully to claim such herein-described Sculpture or any part thereof by, through or under Grantor, but not otherwise; subject, however, to all matters in existence and affecting title to the Sculpture.

PROVIDED, HOWEVER, THAT IT IS AGREED AND UNDERSTOOD THAT THE SCULPTURE IS ASSIGNED AND TRANSFERRED "AS IS" AND WITH ALL FAULTS AND "WHERE IS" AND GRANTOR EXPRESSLY DISCLAIMS ANY AND ALL WARRANTIES, EXPRESS OR IMPLIED, WITH REGARD TO THE SCULPTURE, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OF FITNESS OR MERCHANTABILITY, QUALITY, DESIGN AND SUITABILITY OF THE SCULPTURE IN ANY RESPECT OR IN CONNECTION WITH, OR FOR THE PURPOSES AND USES OF, GRANTEE.

REVERTER CONDITIONS

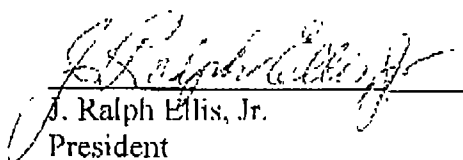
It is expressly understood and agreed that Grantor's conveyance of the Sculpture to Grantee shall be effective only until the occurrence of a Reversion Event. As used herein, the term "Reversion Event" means any one of the following events: (1) Flag Pole Hill Park at the intersection of Rosita Street and Hidalgo Street in Irving, Dallas County, Texas shall cease to be open to the general public, (2) Grantor's Board of Directors shall notify Grantee in writing that it has failed to cure a deficiency in the maintenance, repair,

IT WITNESS WHEREOF, Grantor and Grantee have caused this Bill of Sale and Assignment (With Reverter Conditions) and Grantee Assumption of Obligations to be executed effective as of the ~~19th~~ day of January, 2013.

GRANTOR:

LAS COLINAS PARKS FOUNDATION

By: _____


J. Ralph Ellis, Jr.
President

GRANTEE:

THE LAS COLINAS ASSOCIATION

By: _____

Ethan R. (Rick) Bidne
President

LAS COLINAS PARKS FOUNDATION

RESOLUTION

January 18, 2013

WHEREAS, pursuant to its tax exempt charitable status as a 501(c)(3) organization, the purpose of Las Colinas Parks Foundation (the "Foundation") shall be to receive contributions of cash and property for use in the beautification and maintenance of public spaces and parks in the Las Colinas area and the City of Irving and such other areas that may be designated from time to time; and

WHEREAS, the Foundation recently received a sculpture from the Stemmons Foundation entitled "*Catching A Wave*" (the "Sculpture") for installation in Flag Pole Hill Park located on Hidalgo Street at Rosita Street; and

WHEREAS, in the past the Board has sought, and received, the opinion of the Foundation's legal counsel, Strasburger & Price, LLP, that for the Foundation to accept charitable contributions, including artwork for installation on real property owned by the Las Colinas Association, should not, depending on the circumstances, jeopardize the Foundation's status as an entity which is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and which is classified as a public charity under Section 170(b)(1)(A)(vi) of the Internal Revenue Code; and

WHEREAS, the Board has determined that the Foundation must secure the legal obligation of the Association that it will (a) maintain Flag Pole Hill Park and the Sculpture, (b) conduct any and all needed repairs of the Sculpture, (c) maintain insurance on the Sculpture in a minimum amount of \$21,600, (d) provide security for the Sculpture in Flag Pole Hill Park consistent with the Association's normal patrol service provided to its members, and (e) indemnify and hold the Foundation and its successors harmless from liability related to the installation of the Sculpture in Flag Pole Hill Park; and (f) keep Flag Pole Hill Park open to the public during daylight hours, and

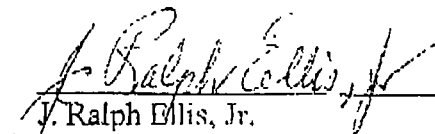
WHEREAS, the Board has also determined that the Foundation should retain a right of reversion in and to the Sculpture in the event that the Association should ever be in breach of its obligations, or if there was ever any assertion of ownership of the Sculpture by any other person or entity; and

WHEREAS, the Foundation has prepared and tendered to The Las Colinas Association a contract which contains all of the requirements that the Board has determined that the Foundation should impose before installation of the Sculpture, which contract is the Bill of Sale And Assignment (With Reverter Conditions) And Grantee Assumption of Obligations ("the Bill of Sale"); and

WHEREAS, the Board has been informed that The Las Colinas Association Board of Directors has acknowledged a willingness to accept the Sculpture and that the Bill of Sale was executed as part of the regular business at The Las Colinas Association's Board of Directors meeting on **January 15, 2013**, and an executed copy of same will be tendered to the Foundation.

NOW, THEREFORE, BE IT RESOLVED THAT, the Foundation hereby approves the installation of the Sculpture in Flag Pole Hill Park, specifically including the Bill of Sale And Assignment (With Reverter Conditions) And Grantee Assumption of Obligations which is hereby approved as the duly authorized contract of the Foundation; and

RESOLVED FURTHER, that the officers of the Foundation are hereby directed and instructed to execute the Bill of Sale as the valid and legal contract of the Foundation, and to take all such further actions as they shall believe are necessary and/or appropriate for the Foundation to complete the installation of the Sculpture in Flag Pole Hill Park.



J. Ralph Ellis, Jr.
President

Kevin Robb Studios

Invoice

Bill To:

Stemmons Foundation
P.O. Box 14327
Irving, TX 75014-3127

Ship To:

Irving, TX
Address to be supplied



Date	Invoice #	Customer #	Customer Phone #	FOB	Ship Via	Terms
11-13-12	3	Simo	972-650-2020	Irving, TX	Truck	See below

Item Number	Description	Unit Price	Total
1	"Catching A Wave" A stainless steel sculpture created by Kevin Robb KRS Inventory # 409.12 11 ft in height, 4 ft wide, 3 ft deep.	\$24,000.00	\$ 24,000.00
	Terms: \$5,000.00 down, \$11,600.00 due October 31, 2012,		
	\$5,000.00 upon installation		
	Collector's Discount 10%		\$ 2,400.00
	Payments received		\$ 21,600.00

**Paid in full
11-13-2012**

Thank you for choosing a Kevin Robb sculpture. We hope it brings you years of enjoyment!

Subtotal	\$
Down Payment	
Shipping	\$ -0-
Miscellaneous	
Balance Due	\$ -0-

7001 West 35th Avenue Wheat Ridge, CO 80033-6373

303 431 4758 3d@kevinrobb.com FAX 303 425 8802

www.Kevinrobb.com