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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

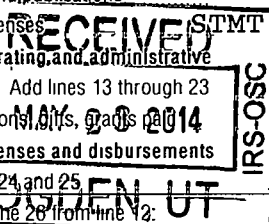
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation C.J. AND SYBLE FOWLSTON CHARITABLE TRUST		A Employer identification number 75-6281596
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 51259	Room/suite	B Telephone number (806) 355-7640
City or town, state or province, country, and ZIP or foreign postal code AMARILLO, TX 79124-1259		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,495,547.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		16,875.	7,973.		STATEMENT 1
4 Dividends and interest from securities		78,554.	78,554.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,488.			
b Gross sales price for all assets on line 6a 4,488.					
7 Capital gain net income (from Part IV, line 2)			4,488.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		617,294.	559,682.		STATEMENT 3
12 Total. Add lines 1 through 11		717,211.	650,697.		
13 Compensation of officers, directors, trustees, etc		60,000.	33,756.		21,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,215.	1,215.		0.
b Accounting fees STMT 5		17,620.	9,477.		4,514.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		79,827.	26,437.		0.
19 Depreciation and depletion		94,567.	4,628.		
20 Occupancy		4,200.	2,363.		1,470.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		24,182.	13,707.		1,067.
24 Total operating and administrative expenses. Add lines 13 through 23		281,611.	91,583.		28,051.
25 Contributions, gifts, grants, etc.		371,750.			371,750.
26 Total expenses and disbursements. Add lines 24 and 25		653,361.	91,583.		399,801.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		63,850.			
b Net investment income (if negative, enter -0-)			559,114.		
c Adjusted net income (if negative, enter -0-)				N/A	



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	3,252,273.	3,385,739.	3,385,225.
	3	Accounts receivable ▶ 5,790.			
		Less: allowance for doubtful accounts ▶	2,156.	5,790.	5,790.
	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	47.	47.	47.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	921,175.	939,589.	2,594,772.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	534,788.	537,691.	1,506,471.
	14	Land, buildings, and equipment: basis ▶ 38,623.			
		Less: accumulated depreciation ▶ 35,381.	4,540.	3,242.	3,242.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,714,979.	4,872,098.	7,495,547.
	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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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	4,714,979.	4,872,098.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	4,714,979.	4,872,098.	
	31	Total liabilities and net assets/fund balances	4,714,979.	4,872,098.	

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	4,714,979.
2	Enter amount from Part I, line 27a	2	63,850.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	93,269.
4	Add lines 1, 2, and 3	4	4,872,098.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,872,098.

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 ALCATEL-LUCENT ADS	P	12/19/13	12/19/13
b FREEPORT MCMORAN CP&GLD - CASH IN LIEU	P	05/31/13	05/31/13
c DUMAS GRAIN CO-OP STOCK	P	VARIOUS	07/01/13
d CAPITAL GAINS DIVIDENDS			
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 44.			44.
b 3.			3.
c 56.			56.
d 4,385.			4,385.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			44.
b			3.
c			56.
d			4,385.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,488.
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	327,333.	6,740,829.	.048560
2011	369,733.	6,888,484.	.053674
2010	359,749.	6,645,285.	.054136
2009	366,978.	6,591,796.	.055672
2008	369,319.	7,492,210.	.049294

2 Total of line 1, column (d)	2	.261336
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	.052267
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,917,738.
5 Multiply line 4 by line 3	5	361,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,591.
7 Add lines 5 and 6	7	367,160.
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	399,801.

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	5,591.
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	5,591.
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	5,591.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,440.
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	8,440.
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	2,849.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

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
1b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, 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

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>N/A</u>	13	X	
14	The books are in care of ► <u>JOYCE PERKINS</u> Telephone no. ► <u>806-355-7640</u> Located at ► <u>P.O. BOX 51259, AMARILLO, TX</u> ZIP+4 ► <u>79124-1259</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 <u>N/A</u>			
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? <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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	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? <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.) <u>N/A</u>	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 checked="" type="checkbox"/> Yes <input 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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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
JOYCE PERKINS P.O. BOX 51259 AMARILLO, TX 79124-1259	TRUSTEE 35.00	60,000.	0.	0.

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
NONE				

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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 NOT APPLICABLE - ENTITY IS A GRANT MAKING ENTITY ONLY. ADDITIONALLY, THERE IS NO SIGNIFICANT INVOLVEMENT IN ANY GRANT PROGRAMS.	0.
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.

	Amount
1 NOT APPLICABLE	0.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,592,812.
b	Average of monthly cash balances	1b	2,197,055.
c	Fair market value of all other assets	1c	1,233,217.
d	Total (add lines 1a, b, and c)	1d	7,023,084.
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	7,023,084.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,346.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,917,738.
6	Minimum investment return Enter 5% of line 5	6	345,887.

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	345,887.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,591.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	2,783.
c	Add lines 2a and 2b	2c	8,374.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	337,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	337,513.
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	337,513.

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	399,801.
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	399,801.
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	5,591.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	394,210.

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				337,513.
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	12,685.			
b From 2009	43,564.			
c From 2010	35,809.			
d From 2011	36,062.			
e From 2012				
f Total of lines 3a through e	128,120.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 399,801.				
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				337,513.
e Remaining amount distributed out of corpus	62,288.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	190,408.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	12,685.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	177,723.			
10 Analysis of line 9:				
a Excess from 2009	43,564.			
b Excess from 2010	35,809.			
c Excess from 2011	36,062.			
d Excess from 2012				
e Excess from 2013	62,288.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

(e) Total

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION 415 SW 8TH AVE AMARILLO, TX	NONE	PUBLIC	OPERATIONS	5,000.
AMARILLO AREA CASA INC 112 SW 8TH AVE. AMARILLO, TX	NONE	PUBLIC	OPERATIONS	10,700.
AMARILLO BOTANICAL GARDENS 1400 STREIT DRIVE AMARILLO, TX	NONE	PUBLIC	OPERATIONS	60,000.
BSA CHILDREN MIRACLE NETWORK 1600 WALLACE BLVD AMARILLO, TX	NONE	PUBLIC	OPERATIONS	10,000.
HIGH PLAINS CHILDREN'S HOME BOX 7448 AMARILLO, TX	NONE	PUBLIC	OPERATIONS	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				371,750.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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 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		

**Sign
Here**

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


Signature of officer or trustee

Date May 12, 2014


 Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

J. MICHAEL CONNOR

Firm's name ► CONNOR MCMILLON MITCHELL & SHENNUM PLLC

Firm's EIN ► 26-3195732

Firm's address ► P.O. BOX 15650

AMARILLO, TX 79105-5650

Phone no. 806-373-6661

Part XV · **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
HIGH PLAINS FOOD BANK 815 ROSS STREET AMARILLO, TX	NONE	PUBLIC	OPERATIONS	100,000.
JUVENILE DIABETES RESEARCH FOUNDATION 2201 CIVIC CIRCLE AMARILLO, TX	NONE	PUBLIC	OPERATIONS	10,000.
KACV-TV 2408 S JACKSON AMARILLO, TX	NONE	PUBLIC	OPERATIONS	18,500.
MAKE-A-WISH FOUNDATION 411 S FILLMORE AMARILLO, TX	NONE	PUBLIC	OPERATIONS	10,000.
OPPORTUNITY SCHOOL 1100 S HARRISON STREET AMARILLO, TX	NONE	PUBLIC	OPERATIONS	10,000.
RONALD MCDONALD HOUSE 1501 STREIT AMARILLO, TX	NONE	PUBLIC	OPERATIONS	16,000.
THE BRIDGE - CHILDREN'S ADVOCACY CENTER 804 QUAIL CREEK DR. AMARILLO, TX	NONE	PUBLIC	OPERATIONS	16,550.
WEST TEXAS A&M UNIVERSITY 2501 4TH AVE CANYON, TX	NONE	PUBLIC	OPERATIONS	10,000.
YMCA 4101 HILLSIDE RD. AMARILLO, TX	NONE	PUBLIC	OPERATIONS	25,000.
AMARILLO SYMPHONY 301 S. POLK STREET AMARILLO, TX	NONE	PUBLIC	OPERATIONS	5,000.
Total from continuation sheets				261,050.

Recipient	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
Name and address (home or business)				
WINDOW ON A WIDER WORLD 500 S. BUCHANAN AMARILLO, TX	NONE	PUBLIC	OPERATIONS	15,000.
HEREFORD & VICINITY YMCA INC 500 E. 15ST HEREFORD, TX	NONE	PUBLIC	OPERATIONS	20,000.
YMCA OF MOORE COUNTY 1400 S. MADDOX DUMAS, TX	NONE	PUBLIC	OPERATIONS	5,000.
Total from continuation sheets				

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
AMARILLO NATIONAL BANK	394.	394.	
AMARILLO NATIONAL BANK	500.	500.	
CHASE	301.	301.	
FIRST BANK & TRUST	757.	757.	
FIRST UNITED BANK	299.	299.	
FIRST UNITED BANK	1,753.	1,753.	
FIRSTBANK SOUTHWEST	618.	618.	
HAPPY STATE BANK	652.	652.	
HERRING BANK	353.	353.	
INTERSTATE BANK	850.	850.	
MORGAN STANLEY SMITH BARNEY	1,348.	1,348.	
MORGAN STANLEY SMITH BARNEY (TAX-EXEMPT)	8,902.	0.	
NEWFIELD EXPLORATION			
MID-CONTINENT INC	2.	2.	
WELLS FARGO BANK	146.	146.	
TOTAL TO PART I, LINE 3	16,875.	7,973.	

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
MORGAN STANLEY SMITH BARNEY	82,939.	4,385.	78,554.	78,554.	
TO PART I, LINE 4	82,939.	4,385.	78,554.	78,554.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	559,533.	559,533.	
OIL & GAS WORKING INTEREST	57,612.	0.	
MISCELLANEOUS INCOME	149.	149.	
TOTAL TO FORM 990-PF, PART I, LINE 11	617,294.	559,682.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUZZARD LAW FIRM	1,215.	1,215.		0.
TO FM 990-PF, PG 1, LN 16A	1,215.	1,215.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CMMS PLLC	17,620.	9,477.		4,514.
TO FORM 990-PF, PG 1, LN 16B	17,620.	9,477.		4,514.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OIL & GAS PRODUCTION TAXES	18,277.	16,480.		0.
AD VALOREM TAXES	8,982.	7,556.		0.
EXCISE TAXES	49,847.	0.		0.
FOREIGN TAXES PAID	2,110.	2,110.		0.
OKLAHOMA STATE INCOME TAX	291.	291.		0.

FEDERAL W/H TAX	320.	0.	0.
TO FORM 990-PF, PG 1, LN 18	79,827.	26,437.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	373.	239.		130.
UTILITIES & TELEPHONE	1,727.	972.		605.
LEASE OPERATING EXPENSES	9,246.	0.		0.
MISC EXPENSE - ROYALTIES	11,504.	11,504.		0.
MISCELLANEOUS	-119.	-119.		0.
INSURANCE	501.	501.		0.
CLEANING	950.	610.		332.
TO FORM 990-PF, PG 1, LN 23	24,182.	13,707.		1,067.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
PERCENTAGE DEPLETION	88,641.
COST DEPLETION	4,628.
TOTAL TO FORM 990-PF, PART III, LINE 3	93,269.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SAN JUAN BASIN ROYALTY TRUST (20,040)	141,533.	335,470.
ENCANA CORP (8,200)	30,983.	148,010.
PERMIAN BASIN ROYALTY TRUST (4,040)	19,759.	51,954.
SABINE ROYALTY TRUST (1,000)	11,250.	50,560.
ONEOK INC NEW (7,200)	32,991.	447,696.
LL&E ROYALTY TRUST (2,500)	8,231.	4,000.
PIONEER NATURAL RESOURCES CO (485)	38,380.	89,274.
PLAINS EXPL & PRDTN CO (0)	0.	0.
BECTON DICKINSON & CO (1,600)	22,700.	176,784.
INTERNATIONAL PAPER CO (1,600)	55,038.	78,448.
AT&T INC (467)	21,871.	16,420.

MDU RES GROUP INC (10,125)	50,093.	309,319.
AMERICAN ELECTRIC POWER CO (500)	16,463.	23,370.
LORD ABBETT BOND DEB A (31,920)	254,635.	260,150.
INVESCO QUALITY MUNI INC (3,800)	52,725.	42,256.
DUMAS GRAIN COOP (0)	0.	0.
INVESCO VAN KAMPEN SR INC TRST (5,000)	49,891.	25,200.
COMCAST CORP (NEW) CLASS A (1,455)	31,223.	75,609.
ALCATEL-LUCENT ADS (252)	20,255.	1,109.
CENOVUS ENERGY INC COM (8,200)	29,178.	234,930.
FREEPORT MCMORAN CP&GLD (5,941)	52,390.	224,213.
TOTAL TO FORM 990-PF, PART II, LINE 10B	939,589.	2,594,772.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL & GAS MINERAL INTERESTS	COST	274,967.	1,229,183.
UNIT INVESTMENT TRUSTS (STMT 11)	COST	53,734.	46,757.
INVESCO MUNI INCOME OPP (7,416)	COST	56,179.	45,979.
MS EUROPEAN GROWTH FUND B (9,562)	COST	152,715.	184,456.
MISCELLANEOUS ASSETS	COST	96.	96.
TOTAL TO FORM 990-PF, PART II, LINE 13		537,691.	1,506,471.

FORM 990PF, PART II - OTHER INVESTMENTS (CONTINUED)

DESCRIPTION	END OF YEAR BOOK VALUE	END OF YEAR FMV
NUVEEN MUNI ADVANTAGE FUND INC (2,000 SHARES)	29,906	24,320
INVESCO MUNI INCOME Y (1,742 SHARES)	23,828	22,437
TOTAL UNIT INVESTMENT TRUSTS	53,734	46,757

FORM 990PF, PART I (LINE 19) & PART II (LINE 14) DEPRECIABLE ASSETS & DEPLETION EXPENSE

DEPRECIABLE ASSET	DATE ACQUIRED	COST	METHOD	ACCUMULATED DEPRECIATION	DEPRECIATION EXPENSE
FURNITURE & FIXTURES	VARIOUS	9,559	7-YR, 200DB, HY	34,083	0
EQUIPMENT	2009	28,312	7-YR 200DB, HY	0	1,264
EQUIPMENT	2009	752	7-YR, 200DB, HY	0	34
TOTAL DEPRECIABLE ASSETS & EXPENSE		<u>38,623</u>		<u>34,083</u>	<u>1,298</u>
					A

GROSS OIL & GAS ROYALTIES & WORKING INTEREST	590,940	
TIMES DEPLETION RATE	15%	
% DEPLETION ON OIL & GAS ROYALTIES/WORKING INTEREST	<u>88,641</u>	A
COST DEPLETION ON OIL & GAS ROYALTIES	<u>4,628</u>	A

FORM 990PF, PART I (LINE 19)

TOTAL DEPRECIATION/DEPLETION EXPENSE	<u>94,567</u>	SUM A
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FORM 990PF, PART XVI-A (LINE 7) - OTHER INVESTMENT INCOME

<u>INCOME</u>	<u>UBI BUSINESS CODE</u>	<u>UNRELATED BUSINESS INCOME</u>	<u>EXCLUSION CODE</u>	<u>EXCLUDED INCOME</u>
OIL & GAS WORKING INTEREST	211110	57,612		0
TOTAL OTHER INVESTMENT INCOME		<u>57,612</u>		<u>0</u>