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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

ED AND MARGARET ROBERTS FOUNDATION
BILL COUNTESS, TRUSTEE

A Employer identification number

75-6600063

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

P. O. BOX 9294

Room/suite

B Telephone number

806-376-1555

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

AMARILLO, TX 79105-9294

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

Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 2,873,360. (Part I, column (d) must be on cash basis.)

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,675.	1,675.		STATEMENT 1
	4	Dividends and interest from securities	10,061.	10,061.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-2,544.			
	b	Gross sales price for all assets on line 6a	68,012.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns, and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit (or loss)				
	11	Other income	493,943.	493,943.		STATEMENT 3
	12	Total. Add lines 1 through 11	503,135.	505,679.		
	13	Compensation of officers, directors, trustees, etc	32,104.	22,473.		9,631.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	16,255.	11,379.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes	10,624.	1,909.		0.
	19	Depreciation and depletion	74,789.	1,141.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	1,704.	1,519.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	135,476.	38,421.		9,631.
	25	Contributions, gifts, grants paid	191,500.			191,500.
	26	Total expenses and disbursements. Add lines 24 and 25	326,976.	38,421.		201,131.
	27	Subtract line 26 from line 12	176,159.			
	a	Excess of revenue over expenses and disbursements				
	b	Net investment income (if negative, enter -0-)		467,258.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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BILL COUNTISS, TRUSTEE

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	861,378.	1,093,055.	1,093,055.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	123,819.	191,226.	213,112.
	c Investments - corporate bonds STMT 9	101,343.	50,771.	52,660.
	11 Investments - land, buildings, and equipment basis ▶	57,113.		
Less accumulated depreciation ▶	57,113.	57,113.	84,495.	
12 Investments - mortgage loans				
13 Investments - other STMT 10	101,030.	101,030.	87,971.	
14 Land, buildings, and equipment basis ▶	14,824.			
Less accumulated depreciation STMT 7 ▶	4,558.	10,266.	10,266.	
15 Other assets (describe ▶ STATEMENT 11)	145,458.	74,037.	1,331,801.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,401,548.	1,577,498.	2,873,360.	
Liabilities	17 Accounts payable and accrued expenses	209.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	209.	0.	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐		
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☒				
27 Capital stock, trust principal, or current funds		0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		1,401,339.	1,577,498.	
30 Total net assets or fund balances		1,401,339.	1,577,498.	
31 Total liabilities and net assets/fund balances		1,401,548.	1,577,498.	

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)	1,401,339.
2 Enter amount from Part I, line 27a	176,159.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,577,498.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,577,498.

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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 BLACKROCK MULTI-SECTOR INCOME COMMON SHARES	P	02/27/13	08/02/13
b BARCLAYS BANK PLC 2/15/22	P	02/15/12	02/15/13
c CAPITAL GAINS DIVIDENDS			
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 16,259.		20,556.	-4,297.
b 50,000.		50,000.	0.
c 1,753.			1,753.
d			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-4,297.
b			0.
c			1,753.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-2,544.
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	139,518.	1,893,172.	.073695
2011	171,379.	1,706,164.	.100447
2010	120,936.	1,346,945.	.089785
2009	111,175.	1,185,731.	.093761
2008	84,280.	994,325.	.084761

2 Total of line 1, column (d)	2	.442449
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	.088490
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,517,493.
5 Multiply line 4 by line 3	5	222,773.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,673.
7 Add lines 5 and 6	7	227,446.
8 Enter qualifying distributions from Part XII, line 4	8	201,131.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	9,345.
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	9,345.
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	9,345.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,541.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,154.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	11,695.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	2,350.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	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
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?	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) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► AULT & ASSOCIATES, CPAS Telephone no ► 806-376-1555 Located at ► P. O. BOX 9294, AMARILLO, TX ZIP+4 ► 79105-9294			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

6b

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

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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
BILL COUNTISS, ATTORNEY AT LAW	TRUSTEE			
P. O. BOX 9238				
AMARILLO, TX 79105	2.00	32,104.	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 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	340,148.
b	Average of monthly cash balances	1b	919,431.
c	Fair market value of all other assets	1c	1,296,251.
d	Total (add lines 1a, b, and c)	1d	2,555,830.
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	2,555,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,337.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,517,493.
6	Minimum investment return. Enter 5% of line 5	6	125,875.

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	125,875.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,345.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,345.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	116,530.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	116,530.
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	116,530.

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	201,131.
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	201,131.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	201,131.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				116,530.
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	39,826.			
b From 2009	54,614.			
c From 2010	60,365.			
d From 2011	94,619.			
e From 2012	51,313.			
f Total of lines 3a through e	300,737.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	201,131.			
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				116,530.
e Remaining amount distributed out of corpus	84,601.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	385,338.			
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	39,826.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	345,512.			
10 Analysis of line 9				
a Excess from 2009	54,614.			
b Excess from 2010	60,365.			
c Excess from 2011	94,619.			
d Excess from 2012	51,313.			
e Excess from 2013	84,601.			

ED AND MARGARET ROBERTS FOUNDATION

Form 990-PF (2013)

BILL COUNTESS, TRUSTEE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				191,500.
Total			3a	191,500.
b Approved for future payment				
NONE				
Total			3b	0.

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E. L. AND MARGARET ROBERTS FOUNDATION 75-6600063

CALENDAR YEAR 2013

SCHEDULE SUPPORTING 990-PF

PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

<u>MARKET VALUE OF ASSETS:</u>	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>ANNUITIES MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>MINERALS & LAND AVERAGE</u>
AT DECEMBER 31, 2012					
STOCKS & BONDS	\$ 296,951	\$ 0			
ANNUITIES	67,505		\$ 0		
MINERALS AND LAND	1,098,364				\$ 1,098,364
CASH AND TEMPORARY INVESTMENTS	866,428			\$ 0	
AT JANUARY 31, 2013					
STOCKS & BONDS	312,746	304,848			
ANNUITIES	73,060		70,283		
CASH AND TEMPORARY INVESTMENTS	794,863			830,645	
AT FEBRUARY 29, 2013					
STOCKS & BONDS	264,594	288,670			
ANNUITIES	72,181		72,621		
CASH AND TEMPORARY INVESTMENTS	903,348			849,105	
AT MARCH 31, 2013					
STOCKS & BONDS	349,816	307,205			
ANNUITIES	75,492		73,836		
CASH AND TEMPORARY INVESTMENTS	833,164			868,256	
AT APRIL 30, 2013					
STOCKS & BONDS	360,479	355,147			
ANNUITIES	76,576		76,034		
CASH AND TEMPORARY INVESTMENTS	862,128			847,646	
AT MAY 31, 2013					
STOCKS & BONDS	360,136	360,307			
ANNUITIES	79,879		78,228		
CASH AND TEMPORARY INVESTMENTS	860,339			861,234	
AT JUNE 30, 2013					
STOCKS & BONDS	360,027	360,081			
ANNUITIES	75,783		77,831		
CASH AND TEMPORARY INVESTMENTS	877,930			869,134	
AT JULY 31, 2013					
STOCKS & BONDS	362,215	361,121			
ANNUITIES	80,214		77,998		
CASH AND TEMPORARY INVESTMENTS	933,289			905,609	
AT AUGUST 31, 2013					
STOCKS & BONDS	339,569	350,892			
ANNUITIES	77,587		78,900		

E. L. AND MARGARET ROBERTS FOUNDATION 75-6600063

CALENDAR YEAR 2013

SCHEDULE SUPPORTING 990-PF

PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

	MONTH END MARKET VALUE	STOCKS AND BONDS MONTHLY AVERAGE	ANNUITIES MONTHLY AVERAGE	CASH MONTHLY AVERAGE	MINERALS & LAND AVERAGE
<u>MARKET VALUE OF ASSETS:</u>					
CASH AND TEMPORARY INVESTMENTS	957,483			945,386	
AT SEPTEMBER 30, 2013					
STOCKS & BONDS	342,031	340,800			
ANNUITIES	80,489		79,038		
CASH AND TEMPORARY INVESTMENTS	985,995			971,739	
AT OCTOBER 31, 2013					
STOCKS & BONDS	354,694	348,363			
ANNUITIES	83,995		82,242		
CASH AND TEMPORARY INVESTMENTS	1,007,094			996,544	
AT NOVEMBER 30, 2013					
STOCKS & BONDS	351,143	352,919			
ANNUITIES	86,106		85,050		
CASH AND TEMPORARY INVESTMENTS	1,036,302			1,021,698	
AT DECEMBER 31, 2013					
STOCKS & BONDS	351,708	351,426			
ANNUITIES	87,971		87,038		
MINERALS AND LAND	1,337,622				1,337,622
CASH AND TEMPORARY INVESTMENTS	\$ 1,096,058			1,066,180	
		<u>\$ 4,081,778</u>	<u>\$ 939,100</u>	<u>\$ 11,033,177</u>	<u>\$ 2,435,986</u>
Averages for year		<u>\$ 340,148</u>	<u>\$ 78,258</u>	<u>\$ 919,431</u>	<u>\$ 1,217,993</u>
Average for year - all asset types		<u>\$ 2,555,831</u>			

ED AND MARGARET ROBERTS FOUNDATION
CALENDAR YEAR 2013
SCHEDULE SUPPORTING FORM 990-PF

EIN 75-6600063

PAGE 11, PART XV, LINE 3a-GRANTS AND CONTRIBUTIONS:

GRANTS TO SECTION 501(C)(3) ORGANIZATIONS:

Amarillo All American Soap Box Derby	3614 S Mirror, Amarillo, TX 79118	General operating expenses matching grant	\$ 15,000
Anna Street Church of Christ	2310 Anna Street, Amarillo, TX 79106	Bible instruction for Amarillo high school students	5,500
Anna Street Church of Christ	2310 Anna Street, Amarillo, TX 79106	Distribution of the Christian Appeal	500
ARTsmart	102 E Water St., Santa Fe, NM 87501	Visual art projects materials and mentors	5,000
ARTsmart	102 E Water St., Santa Fe, NM 87501	Scholarships for students in the visual arts programs	5,000
Fellowship of Christian Athletes	5111 Canyon Dr., Amarillo, TX 79110	2013 Victory Banquet Sponsorship	2,500
Golden Spread Council of Boy Scouts	401 Tascosa Road, Amarillo, TX 79124	2013 Friends of Scouting awards / projects	10,000
Kids Inc of Amarillo, TX	2201 E 27th, Amarillo, TX 79103	Sportsplex building renovations	10,000
Medical Center League House, Inc	7000 Amarillo Blvd West, Amarillo, TX 79106	General operating expenses	5,000
The Parish School	11001 Hammerly Blvd, Houston, TX 77043	Making Math Real program	10,000
The Presbyterian Home for Children	11001 Hammerly Blvd, Houston, TX 77043	Fine Arts department	10,000
Santa Fe International Folk Art Market	3400 S Bowie, Amarillo, TX 79109	Art Therapy & Transitional Living Concepts Cottage Prog	10,000
Santa Fe Mountain Center	P O Box 2087, Santa Fe, NM, 87504	Fund an artist's expenses to attend the Market	10,000
Sharing Hope Ministry Inc	P O Box 449, Tesuque, NM 87574	General operating expenses	10,000
SMU Dedman School of Law	P O Box 19985, Amarillo, TX 79114	General operating expenses	1,000
Texas 4-H Youth Development Foundation	P O Box 750116, Dallas, TX 75275-0116	Scholarships for second or third year students	35,000
The W Oscar Neuhaus Memorial Foundation	P O Box 11020, College Station, TX 77842-1020	Purchase livestock trailer for the Randall County 4-H	5,000
WT&M University Foundation	1400 Coulter, Amarillo, TX 79116	Laura W Bush Institute for Women's Health	5,000
	4433 Bissonnet, Bellaire, TX 77401	Literacy instruction for teachers to prevent reading failures	5,000
	WTAMU Box 60969, Canyon, TX 79016	Ed & Margaret Roberts Nursing Scholarships	32,000

Total contributions for 2013

\$ 191,500

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 #822566	1,675.	1,675.	
TOTAL TO PART I, LINE 3	1,675.	1,675.	

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
MERRILL LYNCH # 502-10363	11,814.	1,753.	10,061.	10,061.	
TO PART I, LINE 4	11,814.	1,753.	10,061.	10,061.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS WORKING INTERESTS	1,917.	1,917.	
SEVERANCE TAXES - WI	-144.	-144.	
LEASE OPERATING EXPENSE	-3,438.	-3,438.	
OIL & GAS ROYALTIES	500,960.	500,960.	
PERMIAN NET ROYALTIES	1,674.	1,674.	
SABINE NET ROYALTIES	4,493.	4,493.	
SEVERANCE TAXES	-4,307.	-4,307.	
MARKETING	-2,933.	-2,933.	
AD VALOREM TAXES	-2,418.	-2,418.	
PERMIAN DEPLETION	-323.	-323.	
SABINE DEPLETION	-1,538.	-1,538.	
TOTAL TO FORM 990-PF, PART I, LINE 11	493,943.	493,943.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	16,255.	11,379.			0.
TO FORM 990-PF, PG 1, LN 16B	16,255.	11,379.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
990-PF TAXES	8,715.	0.			0.
PROPERTY TAXES	1,909.	1,909.			0.
TO FORM 990-PF, PG 1, LN 18	10,624.	1,909.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKERAGE FEES	125.	125.			0.
DUES	45.	0.			0.
INSURANCE	94.	94.			0.
PROPERTY MAINTENANCE	1,300.	1,300.			0.
OFFICE EXPENSE	140.	0.			0.
TO FORM 990-PF, PG 1, LN 23	1,704.	1,519.			0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FENCE - LAND HELD FOR INVESTMENT	14,824.	4,558.	10,266.	10,266.
TO 990-PF, PART II, LN 14	14,824.	4,558.	10,266.	10,266.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES	191,226.	213,112.
TOTAL TO FORM 990-PF, PART II, LINE 10B	191,226.	213,112.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	50,771.	52,660.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,771.	52,660.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RESIDUALS IN LIFE ANNUITIES	COST	101,030.	87,971.
TOTAL TO FORM 990-PF, PART II, LINE 13		101,030.	87,971.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS MINERAL INTERESTS	103,327.	31,773.	1,242,862.
PERMIAN BASIN ROYALTY TRUST	15,433.	16,261.	25,490.
SABINE ROYALTY TRUST	21,648.	23,000.	60,446.
OIL & GAS ROYALTIES RECEIVABLE	466.	235.	235.
OKLAHOMA INCOME TAX REFUND RECEIVABLE	4,584.	2,768.	2,768.
TO FORM 990-PF, PART II, LINE 15	145,458.	74,037.	1,331,801.