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

2013

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning Jul 1, 2013, and ending Jun 30, 2014

| | | | | | | | | |
|--|---|--|--|--|---|--|--------------------------------------|--|
| Name of foundation CLAYTON AND BILLIE POENISCH FOUNDATION | | A Employer identification number 45-3420290 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 277 | | B Telephone number (see the instructions) (361) 775-0469 | | | | | | |
| City or town, state or province, country, and ZIP or foreign postal code INGLESIDE TX 78362 | | C If exemption application is pending, check here. ► <input type="checkbox"/> | | | | | | |
| G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial Return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> | | <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial Return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | D 1 Foreign organizations, check here ► <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial Return of a former public charity | | | | | | | |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | | | | | | | |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | | | | | | | |
| H Check type of organization <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other (specify)</td> </tr> </table> | | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | <input type="checkbox"/> Other taxable private foundation | <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other (specify) | E 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> | | |
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | <input type="checkbox"/> Other taxable private foundation | | | | | | | |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other (specify) | | | | | | | |
| I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 958,103. | | 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) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) | | | |
| REVENUE | 1 Contributions, gifts, grants, etc, received (att sch) | 32,079. | | | | | | |
| | 2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | | | | |
| | 3 Interest on savings and temporary cash investments | | | | | | | |
| | 4 Dividends and interest from securities | 8,658. | 8,658. | | | | | |
| | 5 a Gross rents | | | | | | | |
| | b Net rental income or (loss) | | | | | | | |
| | 6 a Net gain/(loss) from sale of assets not on line 10 | | | | | | | |
| | b Gross sales price for all assets on line 6a | | | | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,273. | | | | | |
| | 8 Net short-term capital gain | | | 2,047. | | | | |
| | 9 Income modifications | | | | | | | |
| | 10 a Gross sales less returns and allowances | | | | | | | |
| b Less Cost of goods sold | | | | | | | | |
| c Gross profit/(loss) (att sch) | | | | | | | | |
| 11 Other income (attach schedule) | 532,987. | 532,987. | | | | | | |
| 12 Total. Add lines 1 through 11. | 573,724. | 543,918. | 2,047. | | | | | |
| ADMINISTRATIVE AND EXPENSES | 13 Compensation of officers, directors, trustees, etc | | | | | | | |
| | 14 Other employee salaries and wages | | | | | | | |
| | 15 Pension plans, employee benefits | | | | | | | |
| | 16 a Legal fees (attach schedule) | | | | | | | |
| | b Accounting fees (attach sch). L-16b Stmt. | 6,259. | 3,130. | | | | | |
| | c Other prof fees (attach sch) . L-16c Stmt. | 24,000. | 12,000. | | | | | |
| | 17 Interest | | | | | | | |
| | 18 Taxes (attach schedule)(see instrs) See Line 18 Stmt. | 29,898. | 29,898. | | | | | |
| | 19 Depreciation (attach sch) and depletion | 79,931. | 79,931. | | | | | |
| | 20 Occupancy | | | | | | | |
| | 21 Travel, conferences, and meetings | 5,626. | | | | | | |
| | 22 Printing and publications | | | | | | | |
| | 23 Other expenses (attach schedule) See Line 23 Stmt | 9,363. | 5,638. | | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 155,077. | 130,597. | | | | | |
| 25 Contributions, gifts, grants paid | 50,000. | | | | | | | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 205,077. | 130,597. | | | | | | |
| 27 Subtract line 26 from line 12: | | | | | | | | |
| a Excess of revenue over expenses and disbursements | 368,647. | | | | | | | |
| b Net investment income (if negative, enter -0-) | | 413,321. | | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | 2,047. | | | | | |

| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|---|--|--|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| A S S E T S | 1 Cash – non-interest-bearing | | 68,792. | , 26,145. | , 26,145. |
| | 2 Savings and temporary cash investments | | | | |
| | 3 Accounts receivable | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| | 4 Pledges receivable | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| | 5 Grants receivable | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 Other notes and loans receivable (attach sch) ▶ | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | 14,500. | , 19,500. | , 19,500. |
| | 10a Investments – U.S. and state government obligations (attach schedule) | | | | |
| | b Investments – corporate stock (attach schedule) | | 169,957. | , 658,455. | , 710,002. |
| | c Investments – corporate bonds (attach schedule) | | | | |
| L I A B I L I T I E S | 11 Investments – land, buildings, and equipment, basis | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 Investments – mortgage loans | | | | |
| | 13 Investments – other (attach schedule) | | | | |
| | 14 Land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | |
| | 15 Other assets (describe ▶ MINERAL RIGHTS) | | 202,456. | , 202,456. | , 202,456. |
| | 16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I) | | 455,705. | , 906,556. | , 958,103. |
| | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| | 19 Deferred revenue | | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | |
| | 22 Other liabilities (describe ▶) | | | | |
| | 23 Total liabilities (add lines 17 through 22) | | | | |
| | Foundations that follow SFAS 117, check here ▶ and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | | |
| N F E U T N D A S B S A E L T A S N C O E R S | 24 Unrestricted | | | | |
| | 25 Temporarily restricted | | | | |
| | 26 Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 Capital stock, trust principal, or current funds | | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | 455,705. | , 906,556. | , 906,556. |
| | 30 Total net assets or fund balances (see instructions) | | 455,705. | , 906,556. | , 906,556. |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | 455,705. | , 906,556. | , 906,556. |

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 | 455,705. |
| 2 Enter amount from Part I, line 27a | 2 | 368,647. |
| 3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt | 3 | 82,204. |
| 4 Add lines 1, 2, and 3 | 4 | 906,556. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 906,556. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|--|-------------------------------------|
| 1 a STOCK SHARES SUMMARY FROM TD AMERITRADE | | P | Various | 06/27/14 |
| b STOCK SHARES SUMMARY FROM TD AMERITRADE | | P | 06/01/13 | 06/27/14 |
| 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 84,400. | | 82,353. | 2,047. | |
| b 226. | | 0. | 226. | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | (i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | | |
| a 0. | 0. | 0. | 2,047. | |
| b | | | 226. | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | | 2 | 2,273. |
| 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) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | 2,047. |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|--|---|---|
| 2012 | 17,708. | 365,188. | 0.048490 |
| 2011 | 0. | 0. | 0.000000 |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2 Total of line 1, column (d) | | | 2 0.048490 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.024245 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | | | 4 777,825. |
| 5 Multiply line 4 by line 3 | | | 5 18,858. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 4,133. |
| 7 Add lines 5 and 6 | | | 7 22,991. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 50,000. |

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

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

| | | | |
|-----|--|-----|--------|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1. | | |
| | Date of ruling or determination letter _____ (attach copy of letter if necessary – see Instrs) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 4,133. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 4,133. |
| 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 | 4,133. |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax pmts and 2012 overpayment credited to 2013 | 6 a | 8,000. |
| b | Exempt foreign organizations – tax withheld at source | 6 b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | |
| d | Backup withholding erroneously withheld | 6 d | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 8,000. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 4. |
| 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 | 3,863. |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax ► 3,863. Refunded | 11 | |

Part VII-A | Statements Regarding Activities

| | | Yes | No |
|-----|--|-----|----|
| 1 a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1 a | X |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | 1 b | X |
| | <i>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</i> | | |
| c | Did the foundation file Form 1120-POL for this year? | 1 c | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ► \$ _____ (2) On foundation managers . . . ► \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ► \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | X |
| | <i>If 'Yes,' attach a detailed description of the activities</i> | | |
| 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 | 3 | X |
| 4 a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4 a | X |
| b | If 'Yes,' has it filed a tax return on Form 990-T for this year? | 4 b | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | X |
| | <i>If 'Yes,' attach the statement required by General Instruction T</i> | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">• 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? | 6 | X |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. | 7 | X |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX – Texas | 8 b | X |
| 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 | 9 | 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 | 10 | X |
| 10 | Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | |

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 ▶ BILLIE POENISCH Telephone no. ▶ (361) 775-0469 | 14 | | |
| Located at ▶ 1489 MAIN STREET INGLESIDE TX ZIP + 4 ▶ 78362 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year | 15 | | |
| 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 ▶ | | | | |

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.

| | | | |
|--|--|-----|----|
| 1 a | During the year did the foundation (either directly or indirectly): | Yes | No |
| (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)? | 1 b | |
| Organizations relying on a current notice regarding disaster assistance check here ▶ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1 c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | 2 a | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ . | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions) | 2 b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __ . | 2 c | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | 3 a | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | 3 b | |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4 b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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? Yes No

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

6 a 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?

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

7 a 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?

5 b

6 b

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| CLAYTON POENISCH P.O. BOX 277 INGLESIDE TX 78362 | PRESIDENT 1.00 | 0. | 0. | 0. |
| BILLIE NELL POENISCH P.O. BOX 277 INGLESIDE TX 78362 | FIRST VICE PRESIDENT 1.00 | 0. | 0. | 0. |
| CARL M POENISCH 805 LAKEVIEW RD WEST BRULE NE 69127 | SECOND VICE PRESIDENT 1.00 | 0. | 0. | 2,043. |
| See Information about Officers, Directors, Trustees, Etc | | 0. | 0. | 1,275. |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

None

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
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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 | <u>CASTAWAYS, A 501C3 ORGANIZATION WHO PROVIDES RE CYCLED CLOTHING AND PERSONAL TANGIBLE ITEMS FOR THE PUBLIC USING ALL VOLUNTEER HELP LOCATED IN A POPULATION AREA OF APPROX 35000</u> | 30,000. |
| 2 | <u>WRAY COMMUNITY HOSPITAL FOUNDATION, A 501C3 ORGANIZATION THAT PROVIDES EDUCATIONAL SCHOLARSHIPS FOR MEDICAL STAFF SERVING A TRADE AREA OF 10000 PEOPLE</u> | 10,000. |
| 3 | <u>FESTIVAL OF HOPE FOUNDATION, A 501C3 ORG THAT IS CANCER VICTIM ASSISTANCE PROGRAM</u> | 8,000. |
| 4 | <u>CATTLEMAN'S BALL, A VOLUNTEER 501C3 ORG THAT RAISES MONEY FOR CANCER RESEARCH FOR THE BUFFET CANCER RESEARCH CENTER AT THE UNIVERSITY OF NEBRASKA</u> | 2,000. |

Part IX-B Summary of Program-Related Investments (see instructions)

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

| | | | |
|---|--|-----|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes | | |
| a | Average monthly fair market value of securities | 1 a | 487,840. |
| b | Average of monthly cash balances | 1 b | 99,374. |
| c | Fair market value of all other assets (see instructions) | 1 c | 202,456. |
| d | Total (add lines 1a, b, and c) | 1 d | 789,670. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 789,670. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 11,845. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 777,825. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 38,891. |

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 | 38,891. |
| 2 a | Tax on investment income for 2013 from Part VI, line 5 | 2 a | 4,133. |
| b | Income tax for 2013. (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 4,133. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 34,758. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 34,758. |
| 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 | 34,758. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|-----|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: | | |
| a | Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 | 1 a | 50,000. |
| b | Program-related investments — total from Part IX-B. | 1 b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | 3 a | |
| a | Suitability test (prior IRS approval required) | 3 b | |
| b | Cash distribution test (attach the required schedule) | 4 | 50,000. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | 4,133. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 6 | 45,867. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | | |

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 | | | | 34,758. |
| 2 Undistributed income, if any, as of the end of 2013 | | | 15,967. | |
| a Enter amount for 2012 only | | | | |
| b Total for prior years 20 __, 20 __, 20 __ | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | 0. | | | |
| b From 2009 | 0. | | | |
| c From 2010 | 0. | | | |
| d From 2011 | 0. | | | |
| e From 2012 | 20,000. | | | |
| f Total of lines 3a through e | 20,000. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 50,000. | | | | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 34,033. |
| e Remaining amount distributed out of corpus | 15,967. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 15,967. | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 20,000. | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions | | | 15,967. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 725. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 20,000. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | 0. | | | |
| b Excess from 2010 | 0. | | | |
| c Excess from 2011 | 0. | | | |
| d Excess from 2012 | 4,033. | | | |
| e Excess from 2013 | 15,967. | | | |

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Form 990-PF (2013)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| a Paid during the year | | | | |
| CASTAWAYS THRIFT SHOP, INC POB 502 FULTON TX 78358 | | 501 | SUPPORT SUPPORT | 30,000. |
| CATTLEMANS BALL OF NEBRASKA POB 104 HARRISBURG NE 69345 | | 501 | SUPPORT | 2,000. |
| SCOTTSBLUFF NE 69361 WRAY COMMUNITY HOSPITAL FOUNDATION POB 314 WRAY CO 80758 | | 501 | SUPPORT | 8,000. 10,000. |
| Total | | | ► 3a | 50,000. |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a <u>NONE</u> | | | | | 0. |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 0. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

| | Yes | No |
|---------|-----|----|
| 1 a (1) | X | |
| 1 a (2) | X | |
| 1 b (1) | X | |
| 1 b (2) | X | |
| 1 b (3) | X | |
| 1 b (4) | X | |
| 1 b (5) | X | |
| 1 b (6) | X | |
| 1 c | 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.

2 a 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?

b If 'Yes,' complete the following schedule

(a) Name of organization

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

Sign
Here

Billie J. Paenick
Signature of officer or trustee

last nice precedent

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

| | | | | | | |
|---------------------------------------|-------------------------------------|-------------------------|-------------------------|------------|---|-----------------------------|
| Signature of filer or Justice | | Date | Title | | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| Paid Preparer Use Only | Print/Type preparer's name | | Preparer's signature | Date | Check <input type="checkbox"/> if | PTIN |
| | Lance Bohall, CPA | | Lance Bohall, CPA | 12/10/2014 | self-employed | P00101162 |
| | Firm's name ► Bohall Neubauer & Co. | | Firm's EIN ► 45-4035568 | | | |
| Firm's address ► P.O. Box 314 | | Phone no (970) 332-5091 | | | | |
| Wray | | CO 80758 | | | | |

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Form 990-PF (2013)

Check the appropriate box Checking Savings

Routing number _____

Account number _____

CLAYTON AND BILLIE POENISCH FOUNDATION

45-3420290 Page 3

Payment Information

Enter the payment date to withdraw tax payment _____

Balance due amount from this return _____

Enter an amount to withdraw tax payment _____

If partial payment is made, the remaining balance due _____

Payment date for amended returns _____

Balance due amount for amended returns _____

Part VIII – Information for Client Letter

| | Form 990-EZ or Form 990 | Form 990-PF | Form 990-T |
|-----------------------------|----------------------------|-------------|------------|
| Extended Due Date | _____ | _____ | _____ |

Letter Salutation. _____

Part IX – Return Preparer

Enter preparer code from Firm/Preparer Info (See Help) . . . 1

QuickZoom to Firm/Preparer Info ► _____

QuickZoom to Form 990-EZ, Pages 1 through 4 ► _____

QuickZoom to Form 990, Page 1 ► _____

QuickZoom to Form 990-PF, Page 1 ► _____

QuickZoom to Form 990-T, Page 1 ► _____

QuickZoom to Form 990-N, e-PostCard ► _____

QuickZoom to Client Status ► _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

| Other income: | Rev/Exp Book | Net Inv Inc | Adj Net Inc |
|-------------------------|-----------------|-----------------|-------------|
| MINERAL ROYALTY | 532,876. | 532,876. | |
| OTHER INVESTMENT INCOME | 111. | 111. | |
| | | | |
| Total | <u>532,987.</u> | <u>532,987.</u> | |

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

| Taxes | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|------------|----------------|----------------|-------------|--------------|
| MINERAL | 27,451. | 27,451. | | |
| FOREIGN | 143. | 143. | | |
| INCOME TAX | 2,304. | 2,304. | | |
| | | | | |
| Total | <u>29,898.</u> | <u>29,898.</u> | | |

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses: | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|---------------------------|---------------|---------------|-------------|--------------|
| INVESTMENT BROKERAGE FEES | 5,638. | 5,638. | | |
| AMORTIZATION | 3,000. | | | |
| D & O INSURANCE | 650. | | | |
| OTHER EXPENSE | 75. | | | |
| | | | | |
| Total | <u>9,363.</u> | <u>5,638.</u> | | |

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

| | |
|----------------------|----------------|
| NON BOOKED DEPLETION | <u>79,931.</u> |
| CAPITAL GAIN | <u>2,273.</u> |
| Total | <u>82,204.</u> |

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

| (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 |
|--|--|--|--|--|
| Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> SYDONIA ANN POENISCH 3700 CR 600 PAGOSA SPRINGS CO 81147 | SECRETARY, ASSISTANT TREASURER 1.00 | 0. | 0. | 1,275. |

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

Continued

| (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 |
|--|--|--|--|--|
| Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> | | | | |

Total

0. 0. 1,275.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| BOHALL NEUBAUER & CO | 990 PREP | <u>6,259.</u> | <u>3,130.</u> | | |
| Total | | <u>6,259.</u> | <u>3,130.</u> | | |

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| BOHALL ACCOUNTING | ACCOUNTING, ADVISORY | <u>24,000.</u> | <u>12,000.</u> | | |
| Total | | <u>24,000.</u> | <u>12,000.</u> | | |

SOUTH TEXAS MONEY MANAGEMENT

Account No: 102980
Custodian Account No: 926057483
The Clayton and Billie Poenisch
Foundation
c/o Sydonia Poenisch

REPORTING PERIOD 04/01/2014 TO 06/30/2014

HOLDING INDIVIDUAL'S INDIVIDUAL*

Assets in Portfolio

| | Par Value or Shares | Description | Average Unit Cost (\$) | Total Cost (\$) | Unit Market Price (\$) | Total Market Value (\$) | Percent of Portfolio | Est. Annual Income (\$) | % Current Yield | Cost YTW | Unrealized Gain/Loss (\$) |
|--|------------------------|----------------------------|------------------------------|--------------------|------------------------------|-------------------------------|----------------------------|-------------------------------|-----------------------|-------------|------------------------------|
| CASH & CASH EQUIVALENTS | | | | | | | | | | | |
| CASH | | TD INSURED DEPOSIT ACCOUNT | | 73,113 | 1,000 | 73,113 | 9.31 | 7 | 0.01 | | |
| TOTAL CASH | | | | 73,113 | | 73,113 | 9.31 | 7 | 0.01 | | |
| TOTAL CASH & CASH EQUIVALENTS | | | | | | | | | | | |
| EQUITY | | | | | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | | | | | |
| 115DICK'S SPORTING GOODS INC | 54,200 | 6,233 | 46,560 | 5,354 | 0.68 | 58 | 1.07 | | | | (879) |
| 64DILLARDS INC | 79,879 | 5,112 | 116,610 | 7,463 | 0.95 | 15 | 21 | | | | 2,351 |
| 268FORD MOTOR CO (NEW) PAR \$0.01 | 15,956 | 4,276 | 17,240 | 4,620 | 0.59 | 134 | 2.90 | | | | 344 |
| 229GAP INC | 41,029 | 9,396 | 41,570 | 9,520 | 1.21 | 202 | 2.12 | | | | 124 |
| 154 SWATCH GROUP AG/THE-UNISP ADR | 31,894 | 4,912 | 30,240 | 4,657 | 0.59 | 38 | 82 | | | | (255) |
| 85VOLKSWAGEN AG-SPONS ADR PFD | 53,076 | 4,511 | 52,450 | 4,458 | 0.57 | 70 | 1.56 | | | | (53) |
| 106WOLVERINE WORLD WIDE INC | 27,260 | 2,890 | 26,060 | 2,762 | 0.35 | 25 | 92 | | | | (127) |
| TOTAL CONSUMER DISCRETIONARY | | 37,330 | | 38,835 | 4.95 | 542 | 1.39 | | | | 1,505 |
| CONSUMER STAPLES | | | | | | | | | | | |
| 69COSTCO WHSL CORP (NEW) | 114,379 | 7,892 | 115,160 | 7,946 | 1.01 | 98 | 1.23 | | | | 54 |
| 66DIAGEO PLC SPONSORED ADR (NEW) | 125,567 | 8,287 | 127,270 | 8,400 | 1.07 | 211 | 2.51 | | | | 112 |
| 82HAIN CELESTIAL GROUP INC | 80,613 | 6,610 | 88,740 | 7,277 | 0.93 | 0 | 0.00 | | | | 666 |
| 123LAUDER ESTEE COS INC | 69,538 | 8,553 | 74,260 | 9,134 | 1.16 | 98 | 1.08 | | | | 581 |
| 138MONDELEZ INTL INC | 31,662 | 4,369 | 37,610 | 5,190 | 0.66 | 77 | 1.49 | | | | 821 |
| 91NESTLE SA SPNSRD ADR REP RG SH | 74,221 | 6,754 | 77,670 | 7,068 | 0.90 | 185 | 2.61 | | | | 314 |
| ONE ADR REP 1/4TH OF A REG SH | | | | | | | | | | | |
| 143SAFEWAY INC NEW | 26,245 | 3,753 | 34,340 | 4,911 | 0.63 | 132 | 2.68 | | | | 1,158 |
| 300WM MORRISON-UNSPON ADR | 16,085 | 4,825 | 15,820 | 4,746 | 0.60 | 299 | 6.30 | | | | (79) |
| TOTAL CONSUMER STAPLES | | 51,045 | | 54,671 | 6.96 | 1,100 | 2.01 | | | | 3,626 |
| ENERGY | | | | | | | | | | | |
| 102APACHE CORP | 84,600 | 8,629 | 100,620 | 10,263 | 1.31 | 102 | 99 | | | | 1,634 |
| 75CHEVRON CORP NEW | 123,035 | 9,228 | 130,550 | 9,791 | 1.25 | 321 | 3.28 | | | | 564 |
| 116CONOCOPHILLIPS | 67,454 | 7,825 | 85,730 | 9,945 | 1.27 | 320 | 3.22 | | | | 2,120 |
| 106ROYAL DUTCH SHELL PLC ADR | 78,521 | 8,323 | 87,010 | 9,223 | 1.17 | 399 | 4.32 | | | | 900 |
| TOTAL ENERGY | | 34,005 | | 39,222 | 5.00 | 39 | 2.17 | | | | 5,217 |

Account No. 102980
 Custodian Account No.: 926057483
 The Clayton and Billie Poenisch
 Foundation
 c/o Sydonna Poenisch

SOUTH TEXAS MONEY MANAGEMENT[®]

111 LIPPS INDIVIDUAL INVESTMENT
 c/o Sydonna Poenisch

REPORTING PERIOD 04/01/2014 TO 05/30/2014

Assets in Portfolio

| Par Value or Shares | Description | Average Unit Cost (\$) | Total Cost (\$) | Unit Market Price (\$) | Total Market Value (\$) | Percent of Portfolio | Annual Income (\$) | % Current Yield | Cost YTW | Unrealized Gain/Loss (\$) |
|----------------------------------|---------------|------------------------------|--------------------|------------------------------|-------------------------------|----------------------------|-----------------------|-----------------------|-------------|------------------------------|
| EQUITY | | | | | | | | | | |
| FINANCIALS | | | | | | | | | | |
| 169 AMERICAN INTL GROUP INC | 48,571 | 8,208 | 54,580 | 9,224 | 1.17 | 85 | 92 | 1,016 | | |
| 85 CAPITAL ONE FINL CORP | 69,225 | 5,884 | 82,600 | 7,021 | 0.89 | 102 | 145 | 1,137 | | |
| 81 CULLEN FROST BANKERS, INC | 73,038 | 5,916 | 79,420 | 6,433 | 0.82 | 165 | 257 | 517 | | |
| 5771NG GROEP NV ADR | 12,095 | 6,979 | 14,020 | 8,090 | 1.03 | 0 | 0 | 1,111 | | |
| 365 JULIUS BAER GROUP LTD-UN ADR | 9,370 | 3,420 | 8,190 | 2,989 | 0.38 | 40 | 133 | (431) | | |
| 67 KILROY REALTY CORP | 50,750 | 3,400 | 62,280 | 4,173 | 0.53 | 94 | 225 | 773 | | |
| 74 SL GREEN REALTY CORP | 91,950 | 6,804 | 109,410 | 8,096 | 1.03 | 148 | 183 | 1,292 | | |
| 172 ZIONS BANCORP | 29,258 | 5,032 | 29,470 | 5,069 | 0.65 | 28 | 54 | 36 | | |
| TOTAL FINANCIALS | 45,644 | | 51,095 | 6.51 | 661 | 129 | 5,450 | | | |
| HEALTH CARE | | | | | | | | | | |
| 148 AUXILIUM PHARMACEUTICALS INC | 17,545 | 2,597 | 20,060 | 2,969 | 0.38 | 0 | 0 | 372 | | |
| 189 BRISTOL-MYERS SQUIBB CO | 48,595 | 9,185 | 48,510 | 9,168 | 1.17 | 272 | 297 | (16) | | |
| 82 COVANCE INC | 85,761 | 7,032 | 85,580 | 7,018 | 0.89 | 0 | 0 | (15) | | |
| 151 HOLOGIC INC | 22,500 | 3,397 | 25,350 | 3,828 | 0.49 | 0 | 0 | 430 | | |
| 159 MERCK & CO INC | 48,635 | 7,733 | 57,850 | 9,198 | 1.17 | 280 | 304 | 1,465 | | |
| 118 SANOFI-ADR | 51,821 | 6,115 | 53,170 | 6,274 | 0.80 | 155 | 248 | 159 | | |
| 71 VARIAN MEDICAL SYSTEMS INC | 83,559 | 5,933 | 83,140 | 5,903 | 0.75 | 0 | 0 | (30) | | |
| TOTAL HEALTH CARE | 41,991 | | 44,358 | 5.65 | 707 | 1.59 | 2,366 | | | |
| INDUSTRIALS | | | | | | | | | | |
| 163 AMERICAN AIRLINES GROUP INC | 19,827 | 3,232 | 42,960 | 7,002 | 0.89 | 0 | 0 | 3,771 | | |
| 446 GENERAL ELECTRIC CO | 25,215 | 11,246 | 26,280 | 11,721 | 1.49 | 392 | 335 | 475 | | |
| 67 ROCKWELL AUTOMATION INC | 100,709 | 6,748 | 125,160 | 8,386 | 1.07 | 155 | 185 | 1,638 | | |
| 269 SOUTHWEST AIRLINES CO | 14,881 | 4,003 | 26,860 | 7,225 | 0.92 | 65 | 89 | 3,222 | | |
| 205 WASTE MANAGEMENT INC | 44,149 | 9,051 | 44,730 | 9,170 | 1.17 | 308 | 335 | 119 | | |
| TOTAL INDUSTRIALS | 34,279 | | 43,504 | 5.54 | 920 | 2.11 | 9,225 | | | |
| INFORMATION TECHNOLOGY | | | | | | | | | | |
| 26 ALLIANCE DATA SYSTEMS CORP | 193,253 | 5,025 | 281,250 | 7,313 | 0.93 | 0 | 0 | 2,288 | | |
| 112 APPLE INC | 72,907 | 8,166 | 92,930 | 10,408 | 1.33 | 211 | 202 | 2,243 | | |
| 103 ARM HOLDINGS PLC ADR | 45,589 | 4,696 | 45,240 | 4,660 | 0.59 | 26 | 55 | (36) | | |
| 59 FIRST SOLAR INC | 42,900 | 2,531 | 71,060 | 4,193 | 0.53 | 0 | 0 | 1,661 | | |

SOUTH TEXAS MONEY MANAGEMENTTM

HELPING INDIVIDUALS, INSTITUTIONS,
CLO SYDONIA POENISCH

Account No: 102980
Custodian Account No 926057483
The Clayton and Billie Poenisch
Foundation
c/o Sydonia Poenisch

REPORTING PERIOD 04/01/2014 TO 06/30/2014

Assets in Portfolio

| Par Value or Shares | Description | Average Unit Cost (\$) | Total Cost (\$) | Unit Market Price (\$) | Market Value (\$) | Percent of Portfolio | Annual Income (\$) | Est. Income (\$) | Current Yield | Cost YTW | Unrealized Gain/Loss (\$) |
|---|-------------|------------------------------|--------------------|------------------------------|----------------------|----------------------------|-----------------------|---------------------|------------------|-------------|------------------------------|
| EQUITY | | | | | | | | | | | |
| INFORMATION TECHNOLOGY (Cont.) | | | | | | | | | | | |
| 285 INTEL CORP | | 24,287 | 6,922 | 30,900 | 8,807 | 1.12 | 257 | 291 | | | 1,885 |
| 203 MICROSOFT CORP | | 34,767 | 7,058 | 41,700 | 8,465 | 1.08 | 227 | 269 | | | 1,407 |
| 151 TOTAL SYSTEM SERVICES INC | | 28,878 | 4,361 | 31,410 | 4,743 | 0.60 | 60 | 1.27 | | | 382 |
| TOTAL INFORMATION TECHNOLOGY | | 38,757 | | | 48,587 | 6.19 | 781 | 1.61 | | | 9,830 |
| MATERIALS | | | | | | | | | | | |
| 116 DOMTAR CORPORATION | | 41,985 | 4,870 | 42,850 | 4,971 | 0.63 | 174 | 350 | | | 100 |
| 133 DU PONT E.I. DE NEMOURS & CO | | 69,490 | 9,242 | 65,440 | 8,704 | 1.11 | 239 | 275 | | | (539) |
| TOTAL MATERIALS | | 14,112 | | | 13,674 | 1.74 | 413 | 3.02 | | | (438) |
| TELECOMMUNICATION SERVICES | | | | | | | | | | | |
| 35297 AT&T INC | | 35,297 | 8,577 | 35,360 | 8,592 | 1.09 | 447 | 520 | | | 15 |
| 49609 VERIZON COMMUNICATIONS | | 49,609 | 9,128 | 48,930 | 9,003 | 1.15 | 390 | 433 | | | (125) |
| TOTAL TELECOMMUNICATION SERVICES | | 17,705 | | | 17,596 | 2.24 | 837 | 4.76 | | | (110) |
| UTILITIES | | | | | | | | | | | |
| 61 NATIONAL GRID PLC-SP ADR | | 72,110 | 4,399 | 74,380 | 4,537 | 0.58 | 210 | 464 | | | 138 |
| 645 SECTOR SPDR TRUST SBI INT-UTIL | | 38,802 | 25,027 | 44,260 | 28,548 | 3.64 | 951 | 333 | | | 3,520 |
| TOTAL UTILITIES | | 29,426 | | | 33,085 | 4.21 | 1,162 | 3.51 | | | 3,659 |
| SMALL CAP FUNDS | | | | | | | | | | | |
| 307 iSHARES CORE S&P SMALL-CAP ETF | | 99,727 | 30,616 | 112,090 | 34,412 | 4.38 | 377 | 110 | | | 3,796 |
| TOTAL SMALL CAP FUNDS | | 30,616 | | | 34,412 | 4.38 | 377 | 1.10 | | | 3,796 |
| EQUITY MUTUAL FUNDS | | | | | | | | | | | |
| 258 STANDARD & POORS DEPOSITORY | | 168,889 | 43,573 | 195,720 | 50,496 | 6.43 | 923 | 183 | | | 6,922 |
| TOTAL EQUITY MUTUAL FUNDS | | 43,573 | | | 50,496 | 6.43 | 923 | 1.83 | | | 6,922 |
| FIXED INCOME SECURITIES | | | | | | | | | | | |
| CORPORATE BONDS | | | | | | | | | | | |
| 25,000 BB&T CORP SR FXD | | 99,657 | 24,914 | 101,022 | 25,256 | 3.22 | 563 | 223 | 232 | | 341 |
| TOTAL CORPORATE BONDS | | 24,914 | | | 25,256 | 3.22 | 563 | 2.23 | 2.32 | | 341 |
| MUNICIPAL BONDS | | | | | | | | | | | |
| TOTAL | | | | | | | | | | | |
| 51,050 | | | | | | | | | | | |

SOUTH TEXAS MONEY MANAGEMENT

Account No: 102980
Custodian Account No: 926057483
The Clayton and Billie Poenisch
Foundation
c/o Sydona Poenisch

REPORTING PERIOD 04/01/2014 TO 06/30/2014

HELPING INDIVIDUALS INVESTWELL

Assets in Portfolio

| Par Value or Shares | Description | Average Unit Cost (\$) | Total Cost (\$) | Unit Market Price (\$) | Total Market Value (\$) | Percent of Portfolio | Est. Annual Income (\$) | Current Yield % | Cost YTW | Unrealized Gain/Loss (\$) |
|---|-------------|------------------------------|--------------------|------------------------------|-------------------------------|----------------------------|-------------------------------|-----------------------|----------------|------------------------------|
| FIXED INCOME SECURITIES | | | | | | | | | | |
| MUNICIPAL BONDS (Cont.) | | | | | | | | | | |
| 25,000 EDCOUCH ELSA TX ISD GO TAX 4.000% 02-15-2017 | | 106.999 | 26,750 | 106.685 | 26,671 | 3.40 | 1,000 | 3.75 | 1.60 | (78) |
| 25,000 GEORGIA ST MUNI ELEC REV TAX 3.052% 01-01-2016 | | 103.439 | 25,860 | 102.564 | 25,641 | 3.27 | 763 | 2.98 | 1.30 | (219) |
| 25,000 MISSISSIPPI ST GO TAX 2.125% 12-01-2016 | | 102.815 | 25,704 | 102.678 | 25,670 | 3.27 | 531 | 2.07 | 98 | (34) |
| 25,000 SOUTH DAKOTA BLDG AUTH REV TAX 2.197% 06-01-2018 | | 100.054 | 25,013 | 101.049 | 25,262 | 3.22 | 549 | 2.17 | 2.18 | 249 |
| 25,000 TEXAS ST WTR GO TAX 1.467% 08-01-2017 | | 100.058 | 25,015 | 100.048 | 25,012 | 3.19 | 367 | 1.47 | 1.44 | (3) |
| TOTAL MUNICIPAL BONDS | | 128,341 | 128,256 | 128,341 | 128,256 | 16.34 | 3,210 | 2.50 | 1.50 | (85) |
| FIXED INCOME MUTUAL FUNDS | | | | | | | | | | |
| 4,047 VANGUARD SHORT TERM INV GRD 3540 | | 10,776 | 43,615 | 10,770 | 43,590 | 5.55 | 822 | 1.88 | 1.88 | (25) |
| 4,006 VANGUARD TOTAL BD MKT 4340 INDEX-SIG | | 10,886 | 43,615 | 10,830 | 43,390 | 5.53 | 1,118 | 2.58 | 2.58 | (225) |
| TOTAL FIXED INCOME MUTUAL FUNDS | | 87,230 | 86,980 | 87,230 | 86,980 | 11.08 | 1,939 | 2.23 | 2.23 | (250) |
| TOTAL FIXED INCOME SECURITIES | | 240,486 | 240,491 | 240,486 | 240,491 | 16.33 | 5,712 | 2.38 | 2.38 | (1,856) |
| ACCrued Income | | | | | | | | | | |
| ACCrued Income | | | | | | | 1,956 | 0.25 | | |
| TOTAL ACCrued Income | | | | | | | 1,956 | 0.25 | | |
| TOTAL PORTFOLIO | | | | | | | 785,095 | 100.00 | 15,284 | 1.95 |
| Less Unadjusted Profit Less Accrued Income Less Raise | | | | | | | <i>(73113)</i> | <i>(1956)</i> | <i>710,602</i> | |
| | | | | | | | <i>(515)</i> | | | |
| | | | | | | | <i>658.50</i> | | | |

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

| | | |
|---|---|--|
| Type or print | Name of exempt organization or other filer, see instructions CLAYTON AND BILLIE POENISCH FOUNDATION | Employer identification number (EIN) or 45-3420290 |
| File by the due date for filing your return. See instructions | Number, street, and room or suite number If a P O box, see instructions P.O. BOX 277 | Social security number (SSN) TX 78362 |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions INGLESIDE | |

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

| Application Is For | Return Code | Application Is For | Return Code |
|---|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (section 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► CLAYTON POENISCH -----

Telephone No ► (361) 775-0469 ----- Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Feb 17 , 20 15 , to file the exempt organization return for the organization named above The extension is for the organization's return for

► calendar year 20 ____ or► tax year beginning Jul 1 , 20 13 , and ending Jun 30 , 20 14 .

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

| | |
|---|------------------|
| 3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3 a \$ 0. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3 b \$ 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 3 c \$ 0. |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions