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

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

2013

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 <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 958,103.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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)
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.		
5a Gross rents				
b Net rental income or (loss)				
6a 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				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Line 11 Stmt	532,987.	532,987.		
12 Total. Add lines 1 through 11.	573,724.	543,918.	2,047.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a 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.	

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16

SCANNED JAN 26 2015

REVENUE

ADMINISTRATIVE AND EXPENSES

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
ASSETS	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.
	10 a 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)			
	LIABILITIES	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)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	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.	
	30 Total net assets or fund balances (see instructions)	455,705.	906,556.	
	31 Total liabilities and net assets/fund balances (see instructions)	455,705.	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) 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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
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 \$ (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? 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX - Texas		
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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Form 990-PF (2013)

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 ▶ <u>BILLIE POENISCH</u> Telephone no. ▶ <u>(361) 775-0469</u>			
	Located at ▶ <u>1489 MAIN STREET</u> <u>INGLESIDE</u> TX ZIP + 4 ▶ <u>78362</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here			<input type="checkbox"/>
	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 ▶			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
1 a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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?	<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 __ .			
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		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

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Form 990-PF (2013)

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?**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 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.
2a	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		
a	Suitability test (prior IRS approval required).	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	50,000.
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).	5	4,133.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	45,867.

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				
a Enter amount for 2012 only			15,967.	
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.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

N/A

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include.

N/A

- c** Any submission deadlines

N/A

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

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	30,000.
CATTLEMANS BALL OF NEBRASKA POB 104 HARRISBURG NE 69345		501	SUPPORT	2,000.
FESTIVAL OF HOPE POB 377 SCOTTSBLUFF NE 69361		501	SUPPORT	8,000.
WRAY COMMUNITY HOSPITAL FOUNDATION POB 314 WRAY CO 80758		501	SUPPORT	10,000.
Total			3 a	50,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	NONE					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)					0.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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	532,987.	532,987.	

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	29,898.	29,898.		

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	9,363.	5,638.		

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

Other Increases Stmt

NON BOOKED DEPLETION	79,931.
CAPITAL GAIN	2,273.
Total	82,204.

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

Continued

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"/>				

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	6,259.	3,130.		

Total

6,259. 3,130.

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	24,000.	12,000.		

Total

24,000. 12,000.

SOUTH TEXAS MONEY MANAGEMENT™

HELPING INDIVIDUALS INDIVIDUALLY™

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 (\$)	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	01		
	TOTAL CASH		73,113		73,113	9.31	7	0.01		0
	TOTAL CASH & CASH EQUIVALENTS		73,113		73,113	9.31	7	0.01		0
EQUITY										
	CONSUMER DISCRETIONARY									
	115 DICK'S SPORTING GOODS INC	54 200	6,233	46 560	5,354	0 68	58	1 07		(879)
	64 DILLARDS INC	79 879	5,112	116 610	7,463	0 95	15	21		2,351
	268 FORD MOTOR CO (NEW) PAR \$0 01	15 956	4,276	17 240	4,620	0 59	134	2 90		344
	229 GAP INC	41 029	9,396	41 570	9,520	1 21	202	2 12		124
	154 SWATCH GROUP AG/THE-UNSP ADR	31 894	4,912	30 240	4,657	0 59	38	82		(255)
	85 VOLKSWAGEN AG-SPONS ADR PFD	53 076	4,511	52 450	4,458	0 57	70	1 56		(53)
	106 WOLVERINE 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									
	69 COSTCO WHSL CORP (NEW)	114 379	7,892	115 160	7,946	1 01	98	1 23		54
	66 DIAGEO PLC SPONSORED ADR (NEW)	125 567	8,287	127 270	8,400	1 07	211	2 51		112
	82 HAIN CELESTIAL GROUP INC	80 613	6,610	88 740	7,277	0 93	0	00		666
	123 LAUDER ESTEE COS INC	69 538	8,553	74 260	9,134	1 16	98	1 08		581
	138 MONDELEZ INTL INC	31 662	4,369	37 610	5,190	0 66	77	1 49		821
	91 NESTLE 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									
	143 SAFEWAY INC NEW	26 245	3,753	34,340	4,911	0 63	132	2 68		1,158
	300 WM 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									
	102 APACHE CORP	84 600	8,629	100 620	10,263	1 31	102	99		1,634
	75 CHEVRON CORP NEW	123 035	9,228	130 550	9,791	1 25	321	3 28		564
	116 CONOCOPHILLIPS	67 454	7,825	85,730	9,945	1 27	320	3 22		2,120
	106 ROYAL 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	1,142	2.91		5,217

Account No. 102980

Custodian Account No: 926057483

The Clayton and Billie Poenisch

Foundation

c/o Sydonia Poenisch

SOUTH TEXAS MONEY MANAGEMENT[™] LTD

"HELPING INDIVIDUALS, INDIVIDUALLY"

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 (\$)	Total Market Value (\$)	Percent of Portfolio	Est. 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
577	ING GROEP NV ADR	12.095	6,979	14.020	8,090	1.03	0	00		1,111
365	JULIUS BAER GROUP LTD-UN ADR	9.370	3,420	8.190	2,989	0.38	40	1.33		(431)
67	KILROY REALTY CORP	50.750	3,400	62.280	4,173	0.53	94	2.25		773
74	SL GREEN REALTY CORP	91.950	6,804	109.410	8,096	1.03	148	1.83		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	1.29		5,450
HEALTH CARE										
148	AUXILIUM PHARMACEUTICALS INC	17.545	2,597	20.060	2,969	0.38	0	00		372
189	BRISTOL-MYERS SQUIBB CO	48.595	9,185	48.510	9,168	1.17	272	2.97		(16)
82	COVANCE INC	85.761	7,032	85.580	7,018	0.89	0	00		(15)
151	HOLOGIC INC	22.500	3,397	25.350	3,828	0.49	0	00		430
159	MERCK & CO INC	48.635	7,733	57.850	9,198	1.17	280	3.04		1,465
118	SANOFI-ADR	51.821	6,115	53.170	6,274	0.80	155	2.48		159
71	VARIAN MEDICAL SYSTEMS INC	83.559	5,933	83.140	5,903	0.75	0	00		(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	00		3,771
446	GENERAL ELECTRIC CO	25.215	11,246	26.280	11,721	1.49	392	3.35		475
67	ROCKWELL AUTOMATION INC	100.709	6,748	125.160	8,386	1.07	155	1.85		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	3.35		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	00		2,288
112	APPLE INC	72.907	8,166	92.930	10,408	1.33	211	2.02		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	00		1,661

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SOUTH TEXAS MONEY MANAGEMENT™

HELPING INDIVIDUALS FINANCIAL

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 (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual 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	2.91		1,885
203	MICROSOFT CORP	34.767	7,058	41.700	8,465	1.08	227	2.69		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	3.50		100
133	DUPONT E I DE NEMOURS & CO	69.490	9,242	65.440	8,704	1.11	239	2.75		(539)
	TOTAL MATERIALS		14,112		13,674	1.74	413	3.02		(438)
TELECOMMUNICATION SERVICES										
243	AT&T INC	35.297	8,577	35.360	8,592	1.09	447	5.20		15
184	VERIZON COMMUNICATIONS	49.609	9,128	48.930	9,003	1.15	390	4.33		(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	4.64		138
645	SECTOR SPDR TRUST SBI INT-UTIL	38.802	25,027	44.260	28,548	3.64	951	3.33		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	1.10		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	1.83		6,922
	TOTAL EQUITY MUTUAL FUNDS		43,573		50,496	6.43	923	1.83		6,922
	TOTAL EQUITY		418,485		489,535	59.81	9,665	2.04		51,050
FIXED INCOME SECURITIES										
CORPORATE BONDS										
25,000	BB&T CORP SR FXD	99.657	24,914	101.022	25,256	3.22	563	2.23	2.32	341
	2.250% 02-01-2019									
	TOTAL CORPORATE BONDS		24,914		25,256	3.22	563	2.23	2.32	341
MUNICIPAL BONDS										

Account No: 102980
Custodian Account No: 926057483
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SOUTH TEXAS MONEY MANAGEMENT[™]

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HELPING INDIVIDUALS INDIVIDUALLY[™]

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 (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Cost YTW	Unrealized Gain/Loss (\$)
FIXED INCOME SECURITIES										
MUNICIPAL BONDS (Cont.)										
<i>Taxable</i>										
25,000	EDCOUCH ELSA TX ISD GO TAX	106.999	26,750	106.685	26,671	3.40	1,000	3.75	1.60	(78)
4.000% 02-15-2017										
25,000	GEORGIA ST MUNI ELEC REV TAX	103.439	25,860	102.564	25,641	3.27	763	2.98	1.30	(219)
3.052% 01-01-2016										
25,000	MISSISSIPPI ST GO TAX	102.815	25,704	102.678	25,670	3.27	531	2.07	.98	(34)
2.125% 12-01-2016										
25,000	SOUTH DAKOTA BLDG AUTH REV TAX	100.054	25,013	101.049	25,262	3.22	549	2.17	2.18	249
2.197% 06-01-2018										
25,000	TEXAS ST WTR GO TAX	100.058	25,015	100.048	25,012	3.19	367	1.47	1.44	(3)
1.467% 08-01-2017										
TOTAL MUNICIPAL BONDS										
			128,341		128,256	16.34	3,210	2.50	1.50	(85)
FIXED INCOME MUTUAL FUNDS										
4,047	VANGUARD SHORT TERM INV GRD	10.776	43,615	10.770	43,590	5.55	822	1.88	1.88	(25)
3540										
4,006	VANGUARD TOTAL BD MKT	10.886	43,615	10.830	43,390	5.53	1,118	2.58	2.58	(225)
4340 INDEX-SIG										
TOTAL FIXED INCOME MUTUAL FUNDS										
			87,230		86,980	11.08	1,939	2.23	2.23	(250)
TOTAL FIXED INCOME SECURITIES										
			240,486		240,491	30.63	5,712	2.38	1.85	56
ACCRUED INCOME										
ACCRUED INCOME										
			1,956		1,956	0.25				
TOTAL ACCRUED INCOME										
			1,956		1,956	0.25				
TOTAL PORTFOLIO										
			734,039		785,095	100.00	15,284	1.95		51,056

LESS UNADJUSTED CASH
LESS ACCRUED INCOME
LESS PRFSC

< 73113 >
< 1956 >
65845
710,402

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

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

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