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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 7/01, 2013, and ending 6/30, 2014

SHELTON FAMILY FOUNDATION
P.O. BOX 2791
ABILENE, TX 79604

A Employer identification number
75-2655885

B Telephone number (see the instructions)
(325) 676-7724

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 42,098,562.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

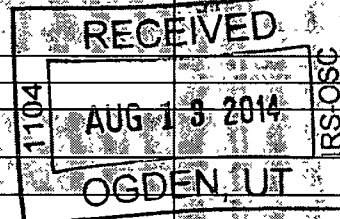
Part I Analysis of Revenue and Expenses

(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)
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		(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)				
	2 ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	27,507.	27,507.	N/A	
	4 Dividends and interest from securities	1,530,771.	1,530,771.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	14,245.			
	b Gross sales price for all assets on line 6a	481,755.			
	7 Capital gain net income (from Part IV, line 2)		14,245.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE AND OPERATING EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,572,523.	1,572,523.		
	13 Compensation of officers, directors, trustees, etc.	154,050.	38,513.		115,537.
	14 Other employee salaries and wages	77,628.	19,407.		58,221.
	15 Pension plans, employee benefits	29,207.	7,302.		21,905.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST. 1	7,790.	1,948.		5,842.
	c Other prof fees (attach sch)				
17 Interest					
18 Taxes (attach schedule) (see instrs) SEE STM 2	50,321.	7,556.		9,657.	
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings	3,499.	875.		2,624.	
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 3	43,001.	30,797.		12,204.	
24 Total operating and administrative expenses. Add lines 13 through 23	365,496.	106,398.		225,990.	
25 Contributions, gifts, grants paid PART XV	1,815,073.			1,815,073.	
26 Total expenses and disbursements. Add lines 24 and 25	2,180,569.	106,398.		2,041,063.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-608,046.				
b Net investment income (if negative, enter -0-)		1,466,125.			
c Adjusted net income (if negative, enter -0-)					

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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					
	2	Savings and temporary cash investments			1,080,896.	1,659,854.	1,659,851.
	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					
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) STATEMENT 4	26,720,230.	26,728,075.	25,206,527.		
	c	Investments — corporate bonds (attach schedule) STATEMENT 5	2,441,061.	511,338.	511,338.		
	11	Investments — land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule) STATEMENT 6	10,862,910.	11,607,908.	14,690,308.			
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe SEE STATEMENT 7)	40,662.	30,538.	30,538.			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	41,145,759.	40,537,713.	42,098,562.			
LIABILITIES	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)	0.	0.			
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	41,145,759.	40,537,713.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐						
	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					
	30	Total net assets or fund balances (see instructions)	41,145,759.	40,537,713.			
	31	Total liabilities and net assets/fund balances (see instructions)	41,145,759.	40,537,713.			

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	41,145,759.
2	Enter amount from Part I, line 27a	2	-608,046.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	40,537,713.
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	40,537,713.

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS				
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 478,278.		467,510.	10,768.	
b				
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			10,768.	
b			3,477.	
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 14,245.
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 0.

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	2,011,338.	39,872,666.	0.050444
2011	2,483,320.	44,224,867.	0.056152
2010	2,672,921.	51,038,868.	0.052370
2009	1,412,606.	51,458,245.	0.027451
2008	4,334,560.	37,777,691.	0.114739
2 Total of line 1, column (d)		2	0.301156
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	0.060231
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	43,255,917.
5 Multiply line 4 by line 3		5	2,605,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	14,661.
7 Add lines 5 and 6		7	2,620,008.
8 Enter qualifying distributions from Part XII, line 4		8	2,041,063.

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 ☐ 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. ☐ and enter 1% of Part I, line 27b		1	29,323.
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	29,323.
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	29,323.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	30,538.	
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	30,538.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,215.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,215. Refunded	11	0.	

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)? <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>	1 b	X
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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>	2	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? <i>If 'Yes,' attach a conformed copy of the changes.</i>	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	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	8 b	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)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>DAVID L. COPELAND, PRESIDENT</u> Telephone no. <u>(325) 676-7724</u> Located at <u>273 WALNUT ABILENE TX</u> ZIP + 4 <u>79601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3 b	X
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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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A 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
SEE STATEMENT 9		154,050.	15,702.	0.

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
MITTIE BLACKBURN P.O. BOX 2791 ABILENE, TX 79604	28	59,032.	8,354.	0.

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

0

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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses
1 N/A
2
3
4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	42,976,895.
b	Average of monthly cash balances	1 b	937,742.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	43,914,637.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	2,461,711.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	43,914,637.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	658,720.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,255,917.
6	Minimum investment return. Enter 5% of line 5	6	2,162,796.

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	2,162,796.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	29,323.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	29,323.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,133,473.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,133,473.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,133,473.

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	2,041,063.
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	2,041,063.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,041,063.

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				2,133,473.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			1,799,553.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,041,063.				
a Applied to 2012, but not more than line 2a.			1,799,553.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				241,510.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,891,963.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

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
<i>a</i> Paid during the year SEE ATTACHED SCHEDULE	N/A	PUBLIC	VARIOUS	1,815,073.
Total				3 a 1,815,073.
<i>b</i> Approved for future payment SEE ATTACHED SCHEDULE				255,250.
Total				3 b 255,250.

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						
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			14	27,507.	
4	Dividends and interest from securities			14	1,530,771.	
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			18	14,245.	
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)				1,572,523.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,572,523.

(See worksheet in line 13 instructions to verify calculations)

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVIS KINARD & COMPANY	\$ 7,790.	\$ 1,948.		\$ 5,842.
TOTAL	<u>\$ 7,790.</u>	<u>\$ 1,948.</u>		<u>\$ 5,842.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 EXCISE TAX	\$ 33,108.			
PAYROLL TAXES	12,876.	\$ 3,219.		\$ 9,657.
FOREIGN TAXES	4,337.	4,337.		
TOTAL	<u>\$ 50,321.</u>	<u>\$ 7,556.</u>		<u>\$ 9,657.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	\$ 5,307.	\$ 1,327.		\$ 3,980.
OFFICE EXPENSE	255.	64.		191.
PROFESSIONAL DUES	3,547.	887.		2,660.
GRANTS-SOFTWARE/UPGRADES	5,373.			5,373.
INVESTMENT FEE.. . . .	28,519.	28,519.		
TOTAL	<u>\$ 43,001.</u>	<u>\$ 30,797.</u>		<u>\$ 12,204.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HARTE HANKS STOCK	COST	\$ 23,116,173.	\$ 19,817,211.
ABBOTT LABORATORIES	COST	35,325.	58,855.
ADP INC - VANGUARD	COST	64,738.	127,958.
CHEVRON CORP	COST	66,501.	111,359.
COCA COLA COMPANY	COST	92,978.	135,721.
EXXON MOBIL CORP	COST	70,012.	115,178.
INTEL CORP	COST	83,682.	143,994.
JOHNSON & JOHNSON	COST	77,481.	136,634.
MCDONALDS CORP	COST	73,217.	99,733.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEDTRONIC INC	COST	\$ 70,885.	\$ 137,722.
MERCK & COMPANY	COST	83,623.	134,501.
MICROSOFT	COST	125,049.	215,923.
NESTLE A SPNSD ADR	COST	77,169.	112,622.
PEPSICO INC	COST	86,593.	117,750.
PROCTER & GAMBLE	COST	79,688.	103,739.
WAL-MART STORES	COST	70,379.	101,570.
3M COMPANY	COST	78,804.	134,789.
EXPRESS SCRIPTS	COST	116,484.	180,258.
IDEXX LABORATORIES	COST	104,590.	186,998.
ADP INC	COST	120,735.	214,056.
DONALDSON COMPANY	COST	119,151.	194,672.
METTLER-TOLEDO INTERNATIONAL	COST	102,667.	202,544.
VARIAN MEDICAL SYSTEMS	COST	96,607.	157,966.
SIGMA ALDRICH CORP	COST	81,247.	121,776.
CME GROUP INC	COST	130,366.	156,090.
SGS S A	COST	103,659.	167,580.
WABTEC	COST	99,893.	214,734.
ABBVIE INC	COST	35,645.	75,573.
APPLE INC	COST	98,382.	149,617.
CISCO SYSTEMS	COST	125,201.	141,645.
GOOGLE INC	COST	125,363.	173,993.
INTERNATIONAL BUSINESS MACHINES	COST	100,512.	87,010.
ORACLE CORP	COST	125,581.	141,855.
CORE LABORATORIES	COST	113,604.	133,648.
PRECISION CASTPARTS CORP	COST	122,753.	176,680.
NESTLE	COST	141,507.	155,340.
ROCHE HOLDINGS LTD	COST	131,429.	164,120.
AIR LEASE CORP	COST	109,322.	123,456.
FEI CO	COST	71,080.	81,657.
TOTAL		\$ 26,728,075.	\$ 25,206,527.

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	\$ 511,338.	\$ 511,338.
TOTAL		\$ 511,338.	\$ 511,338.

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STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
CERTIFICATES OF DEPOSIT AND SAVINGS	COST	\$ 1,243,000.	\$ 1,243,000.
TOTAL OTHER INVESTMENTS		<u>\$ 1,243,000.</u>	<u>\$ 1,243,000.</u>
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
ARTISAN INTERNATIONAL FUND	COST	1,401,000.	2,400,934.
DODGE & COX STOCK FUND	COST	102,499.	236,558.
HARBOR INTERNATIONAL FUND	COST	1,402,499.	2,066,060.
VANGUARD DEVELOPED MARKETS INDEX	COST	2,803,000.	3,790,575.
VANGUARD TOTAL BOND MKT. INDEX	COST	4,003,000.	4,183,406.
VANGUARD TOTAL STOCK MKT.	COST	103,000.	222,024.
VANGUARD FTSE EMERGING MARKET	COST	549,910.	547,751.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 10,364,908.</u>	<u>\$ 13,447,308.</u>
TOTAL		<u>\$ 11,607,908.</u>	<u>\$ 14,690,308.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
PRE-PAID FEDERAL EXCISE TAX	\$ 30,538.	\$ 30,538.
TOTAL	<u>\$ 30,538.</u>	<u>\$ 30,538.</u>

STATEMENT 8
FORM 990-PF, PART VII-A, LINE 12
EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND

DURING THE YEAR, THE FOUNDATION MADE \$1,010,000 IN DISTRIBUTIONS TO THE COMMUNITY FOUNDATION OF ABILENE DONOR ADVISED FUNDS. ALL OF THESE DISTRIBUTIONS WERE CLAIMED AS QUALIFYING DISTRIBUTIONS ON FORM 990-PF. THE COMMUNITY FOUNDATION OF ABILENE RESTRICTS THE DISTRIBUTIONS TO QUALIFIED 501(C)(3) ORGANIZATIONS. THE DISTRIBUTIONS WILL BE USED TO ACCOMPLISH VARIOUS PURPOSES DESCRIBED IN SECTION 170(C)(2)(B).

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STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DAVID L. COPELAND P.O. BOX 2791 ABILENE, TX 79604	PRES/TREAS/DIR 30.00	\$ 154,050.	\$ 15,702.	\$ 0.
RUBY W. SHELTON P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
SHAY SHELTON HOFFMAN P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
SINDY SHELTON DURHAM P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
C. CHRISTINE NICHOLS P.O. BOX 2791 ABILENE, TX 79604	ADVISORY DIR. 1.00	0.	0.	0.
WENDY H. DURHAM P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
ANDREW D. DURHAM P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
DAVID R. DURHAM P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
LEONARD R. HOFFMAN P.O. BOX 2791 ABILENE, TX 79604	DIRECTOR 3.00	0.	0.	0.
TOTAL		\$ 154,050.	\$ 15,702.	\$ 0.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

SHELTON FAMILY FOUNDATION
 DAVID L. COPELAND, PRESIDENT
 P.O. BOX 2791
 ABILENE, TX 79604
 325-676-7724

CONTACT FOUNDATION MANAGER TO RECEIVE APPLICATION
 GUIDELINES.

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**STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: LIMITED TO 501(C)(3) ORGANIZATIONS OR GOVERNMENTAL
ENTITIES, PRIMARILY IN WEST CENTRAL TEXAS.

Schedule of Appropriations and Payments

Fiscal Year 2013

6/30/2014	Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
	Abigail's Arms-Cooke County Family Crisis Center	501(c)(3) - Tax Exempt	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
	P O Box 1221 Gainesville, TX 76241 <i>Emergency Shelter</i> \$25,000 00 2010						
	Abilene Arts Alliance	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
	1101 North 1st Abilene, TX 79601 <i>2013-2014 Abilene Broadway Series</i> \$1,000 00 2013						
	Abilene Arts Alliance	501(c)(3) - Tax Exempt	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
	1101 North 1st Abilene, TX 79601 <i>Children's Performing Arts Series</i> \$2,000 00 2013						
	Abilene Arts Alliance	501(c)(3) - Tax Exempt	\$0 00	\$4,000 00	\$0 00	\$4,000 00	\$0 00
	1101 North 1st Abilene, TX 79601 <i>Young Audiences with 2014 NCCIL Exhibits</i> \$4,000 00 2013						
	Abilene Chamber of Commerce Foundation	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
	P O Box 2281 Abilene, TX 79604 <i>MLK Banquet 2014</i> \$500 00 2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Abilene Christian Schools, Inc. 2550 North Judge Ely Blvd Abilene, TX 79601 <i>2013 Community Auction</i> \$1,250 00	501(c)(3) - Tax Exempt	\$0 00	\$1,250 00	\$0 00	\$1,250 00	\$0 00
Abilene Christian University ACU Box 29100 Abilene, TX 76999 <i>Springboard Ideas Challenge 2014</i> \$500 00	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
The Abilene Education Fund P O Box 1999 Abilene, TX 79604 <i>Cajun Fest</i> \$500 00	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Habitat for Humanity Abilene, TX, Inc. 101 Fulwiler Road Abilene, TX 79603 <i>Construction Expansion</i> \$50,000 00	501(c)(3) - Tax Exempt	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Abilene Library Consortium 3305 N 3rd Street, Suite 301 Abilene, TX 79603 <i>Expand Digital Archives</i> \$125,000 00	501(c)(3) - Tax Exempt	\$125,000 00	\$0 00	\$0 00	\$31,250 00	\$93,750 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Abilene Opera Association P O Box 6611 Abilene, TX 79608 2014 Season \$750 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$750 00	\$0 00	\$750 00	\$0 00
Abilene Philharmonic Guild, Inc. 402 Cypress, Ste 130 Abilene, TX 79601 2014 Ball \$5,000 00 2012	501(c)(3) - Tax Exempt	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Abilene Philharmonic Guild, Inc. 402 Cypress, Ste 130 Abilene, TX 79601 2015 Ball \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Abilene Preservation League P O Box 3451 Abilene, TX 79604 Heritage Stewardship Awards \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Abilene Zoological Society Hwy 36 & Loop 322 2070 Zoo Lane Abilene, TX 79602 DreamNight \$300 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$300 00	\$0 00	\$300 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Alliance for Women & Children 1350 North Tenth Abilene, TX 79601 <i>Fall 2013 Luncheon</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Alliance for Women & Children 1350 North Tenth Abilene, TX 79601 <i>After School Care in Clyde</i> \$31,373 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$31,373 00	\$0 00	\$31,373 00	\$0 00
Alliance for Women & Children 1350 North Tenth Abilene, TX 79601 <i>Women's Health Shortage</i> \$10,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Alliance for Women & Children 1350 North Tenth Abilene, TX 79601 <i>Fall 2014 Luncheon</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
American Cancer Society High Plains Division 3402 North First St., Ste 102 Abilene, TX 79603 <i>Baron's at the Bend</i> \$400 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$400 00	\$0 00	\$400 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
American Heart Association, Inc. P O Box 5616 Abilene, TX 79608 2014 Go Red for Women Luncheon \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
American National Red Cross 1610 North 2nd Street Abilene, TX 79601 2014 Operations \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Abilene Boys Ranch 501 Ben Richey Drive P O Box 6839 Abilene, TX 79608 Corner Post Project-additional funding \$100,000 00 2011	501(c)(3) - Tax Exempt	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Big Brothers Big Sisters of Abilene, Inc. 547 Chestnut Street Abilene, TX 79602 One-on-One Mentoring Program \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Big Country Athletic Hall of Fame 25 Glen Abbey Abilene, TX 79606 Class of 2014 \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Boys and Girls Club of Abilene, Inc. 465 Cypress, Suite 12 P O Box 2013 Abilene, TX 79604 <i>Martinez Renovation</i> \$150,000 00 2012	501(c)(3) - Tax Exempt	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00
Callahan County Aging Services County Courthouse #302 Baird, TX 79504 <i>2014 Operating Funds</i> \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Gifts of Hope Foundation P O Box 2026 Abilene, TX 79604 <i>Run Together 5K</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Center for Contemporary Arts 220 Cypress Abilene, TX 79601 <i>ArtReach Program</i> \$7,500 00 2011	501(c)(3) - Tax Exempt	\$2,500 00	\$0 00	\$0 00	\$2,500 00	\$0 00
Center for Contemporary Arts 220 Cypress Abilene, TX 79601 <i>2014-2016 ArtReach Program</i> \$7,500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$7,500 00	\$0 00	\$0 00	\$7,500 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Center for Contemporary Arts 220 Cypress Abilene, TX 79601 25th Anniversary \$2,500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
CFA - Board DAF P O Box 1001 Abilene, TX 79604 SFF Board DAF February 2014 \$310,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$310,000 00	\$0 00	\$310,000 00	\$0 00
CFA - Shelton Family Foundation DAF P O Box 1001 Abilene, TX 79604 Life to Life Fund \$50,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
CFA - Shelton Family Foundation DAF P O Box 1001 Abilene, TX 79604 Manasseh 2014 Operations \$150,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00
CFA - Shelton Family Foundation DAF P O Box 1001 Abilene, TX 79604 DAF Grant \$500,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500,000 00	\$0 00	\$500,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Chorus Abilene P O Box 3358 Abilene, TX 79604 <i>Scholarships</i> \$1,500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00
Chorus Abilene P O Box 3358 Abilene, TX 79604 <i>2014 Spotlight Youth Gala</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Christian Homes of Abilene 1202 Estates Drive Abilene, TX 79602 <i>2014 Call Her Blessed Luncheon</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Christian Service Center of Abilene, Inc. 901 Mesquite Abilene, TX 79601 <i>New Facility</i> \$300,000 00 2011	501(c)(3) - Tax Exempt	\$300,000 00	\$0 00	\$0 00	\$0 00	\$300,000 00
Community Foundation of Abilene P O Box 1001 Abilene, TX 79604 <i>Endowments for VFDs</i> \$30,000 00 2012	501(c)(3) - Tax Exempt	\$20,000 00	\$0 00	\$0 00	\$0 00	\$20,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Community Foundation of Abilene P O Box 1001 Abilene, TX 79604 <i>Youth Leadership Summit</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Connecting Caring Communities 1420 North 3rd St Abilene, TX 79601 <i>4 Year Operating Grant</i> \$50,000 00 2012	501(c)(3) - Tax Exempt	\$30,000 00	\$0 00	\$0 00	\$15,000 00	\$15,000 00
Connecting Caring Communities 1420 North 3rd St Abilene, TX 79601 <i>2013 Community Celebration</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Cystic Fibrosis Foundation 3840 Hulen Street, #600 Fort Worth, TX 76107 <i>Great Strides Walk 2014</i> \$250 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$250 00	\$0 00	\$0 00	\$250 00
Day Nursery of Abilene 702 Cedar Street Abilene, TX 79601 <i>Putt Fore Children</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

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Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Disability Resources, Incorporated P O Box 1880 Abilene, TX 79604 <i>Ultimate Hunt</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Expo Center of Taylor County 1700 Highway 36 Abilene, TX 79602 <i>Evening for the Expo</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Faith Works of Abilene 1229 North Mockingbird Abilene, TX 79603 <i>10th Anniversary</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Faith Works of Abilene 1229 North Mockingbird Abilene, TX 79603 <i>Student Support</i> \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Friends of the Abilene Public Library c/o 202 Cedar Abilene, TX 79601 <i>2014 West Texas Book & Music Festival</i> \$2,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Cedar Creek Non-Profit Housing, Inc.	501(c)(3) - Tax Exempt	\$0 00	\$50,000 00	-\$50,000 00	\$0 00	\$0 00
Cedar Creek Non-Profit Housing Inc 2675 N Hwy 34 Kaufman, TX 75142 <i>Forever Families Facility</i> \$0 00 2013						
Global Samaritan Resources, Inc.	501(c)(3) - Tax Exempt	\$0 00	\$12,500 00	\$0 00	\$12,500 00	\$0 00
P O Box 3431 Abilene, TX 79604 <i>Online Inventory</i> \$12,500 00 2013						
Grace Museum	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
P O Box 33 Abilene, TX 79604 <i>2014 Annual Fall Benefit</i> \$5,000 00 2013						
Grover Nelson Park Zoological Foundation	501(c)(3) - Tax Exempt	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00
3301 South 14th Street, Suite 16 PMB 149 Abilene, TX 79605 <i>New Giraffe Exhibit</i> \$100,000 00 2012						
Hardin-Simmons University	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
P O Box 16000 Abilene, TX 79698 <i>Round Table Scholarship</i> \$1,000 00 2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hendrick Home for Children P O Box 5195 Abilene, TX 79608 <i>Dancing with the Abilene Stars</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Hendrick Home for Children P O Box 5195 Abilene, TX 79608 <i>Family Care Complex</i> \$150,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$150,000 00	\$0 00	\$0 00	\$150,000 00
Hendrick Hospice Care, Inc. P O Box 1922 Abilene, TX 79604 <i>30th Anniversary</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Hispanic Leadership Council P O Box 2255 Abilene, TX 79604 <i>2014 Planning for College and Career</i> \$250 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
Historic Paramount Theatre, Inc. P O Box 1818 Abilene, TX 79604 <i>Disney's The Little Mermaid, Jr</i> \$500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Junior Achievement of the Chisholm Trail, Inc.	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
500 Chestnut St., Suite 1715 Abilene, TX 79602 <i>It's My Future</i> \$1,000 00						
2013						
Junior Achievement of the Chisholm Trail, Inc.	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
500 Chestnut St., Suite 1715 Abilene, TX 79602 <i>2014 Business Hall of Fame</i> \$1,000 00						
2013						
Junior League of Abilene, Inc. 774 Butternut Abilene, TX 79602 <i>2013 Christmas Carousel</i> \$500 00	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
2013						
Kenley School 1434 Matador Abilene, TX 79605 <i>2013 Great Pumpkin Carve</i> \$250 00	501(c)(3) - Tax Exempt	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
2013						
Kenley School 1434 Matador Abilene, TX 79605 <i>2014 Operations</i> \$45,000 00	501(c)(3) - Tax Exempt	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0 00
2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
McWhiney History Education Group P O Box 818 Buffalo Gap, TX 79508 <i>Comanche Moon Social</i> \$1,000 00 2013	Other	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Meals on Wheels Plus, Incorporated P O Box 903 Abilene, TX 79604 <i>Charity Golf Tournament</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
National Center for Children's Illustrated Literature 102 Cedar Abilene, TX 79601 <i>Story Book Ball</i> \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
National Center for Children's Illustrated Literature 102 Cedar Abilene, TX 79601 <i>2014 Operations Support</i> \$42,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$42,000 00	\$0 00	\$42,000 00	\$0 00
National Center for Children's Illustrated Literature 102 Cedar Abilene, TX 79601 <i>Joyce Dinner</i> \$1,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Parents Who Care P O Box 5855 Abilene, TX 79608	501(c)(3) - Tax Exempt	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
2014 Project Graduation for AISD \$250 00 2013						
Project Mercy 7011 Ardmore Ave Fort Wayne, IN 46809	501(c)(3) - Tax Exempt	\$0 00	\$150,000 00	\$0 00	\$75,000 00	\$75,000 00
Operations \$150,000 00 2013						
Regional Victim Crisis Center P O Box 122 Abilene, TX 79604	501(c)(3) - Tax Exempt	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Operations \$5,000 00 2012						
Regional Victim Crisis Center P O Box 122 Abilene, TX 79604	501(c)(3) - Tax Exempt	\$0 00	\$750 00	\$0 00	\$750 00	\$0 00
7th Annual Men of Strength & Style \$750 00 2013						
Rescue the Animals 4620 North First Street Abilene, TX 79603	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
2014 Fur Ball \$500 00 2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Rescue the Animals 4620 North First Street Abilene, TX 79603	501(c)(3) - Tax Exempt	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
2014 Operating Expenses \$20,000 00						
2013						
Restored Hope Ministries, Inc. P O Box 710127 Dallas, TX 75371	501(c)(3) - Tax Exempt	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Computers & Training, Etc \$25,000 00						
2013						
Salvation Army & Its Components 1726 Butternut Abilene, TX 79602	501(c)(3) - Tax Exempt	\$50,000 00	\$0 00	\$0 00	\$25,000 00	\$25,000 00
2013-2015 Operating Funds \$75,000 00						
2011						
San Antonio Area Foundation 303 Pearl Parkway, Suite 114 San Antonio, TX 78215	501(c)(3) - Tax Exempt	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Franklin Family Charitable Fund \$10,000 00						
2013						
Special Olympics Texas, Inc. 500 Chestnut Street Suite 1821 Abilene, TX 79601	501(c)(3) - Tax Exempt	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
2013 Sports Program \$5,000 00						
2012						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Special Olympics Texas, Inc. 500 Chestnut Street Suite 1821 Abilene, TX 79601 2014 Sports Program \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
St. Vincent Pallotti Parish c/o 2525 Westview Drive Abilene, TX 79603 2014 Cinco de Mayo \$250 00 2013	501(c)(3) - Church	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
Texas Mission of Mercy Texas Dentists for Healthy Smiles Foundation C/O Abilene TMOM 1946 South IH-35, Suite 300 Austin, TX 78704 Dental Care \$5,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Texas Tech Foundation, Inc. 1718 Pine Street Abilene, TX 79601 Sterile Product Compounding and Biotechnology Teaching Lab \$50,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
United Way of Abilene P O Box 82 Abilene, TX 79604 <i>IDA Program plus Operating Funds</i> \$62,500 00 2011	501(c)(3) - Tax Exempt	\$4,000 00	\$0 00	\$0 00	\$4,000 00	\$0 00
United Way of Abilene P O Box 82 Abilene, TX 79604 <i>United Way 2014 Campaign</i> \$12,500 00 2012	501(c)(3) - Tax Exempt	\$12,500 00	\$0 00	\$0 00	\$12,500 00	\$0 00
United Way of Abilene P O Box 82 Abilene, TX 79604 <i>2015 Campaign</i> \$12,500 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$12,500 00	\$0 00	\$0 00	\$12,500 00
Wylie ISD 3158 Beltway South Abilene, TX 79602 <i>Destination Imagination</i> \$1,000 00 2013	170 - Government agency	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Young Men's Christian Association P O Box 3137 Abilene, TX 79604 <i>Mini Bus Replacement</i> \$30,000 00 2013	501(c)(3) - Tax Exempt	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Young Men's Christian Association P O Box 3137 Abilene, TX 79604	501(c)(3) - Tax Exempt	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
2014 Scholarship Campaign \$500 00 2013		\$834,000 00	\$1,790,073 00	-\$50,000 00	\$1,815,073 00	\$759,000 00
Grand Totals (90 items)						