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Form 990-PF

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation EARNEST & DORTHY BARROW FOUNDATION MUSEUM		A Employer identification number 75-1550896	
Number and street (or P O box number if mail is not delivered to street address) 331 W AVENUE B		B Telephone number (see instructions) (325) 469-3788	
City or town, state or province, country, and ZIP or foreign postal code SAN ANGELO, TX 76903		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,156,939	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	150			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,146	4,146	4,146	
	4 Dividends and interest from securities.	52,101	52,101	52,101	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	26,740			
	b Gross sales price for all assets on line 6a 30,968				
	7 Capital gain net income (from Part IV, line 2) . . .		26,740		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	461,361			
	12 Total. Add lines 1 through 11	544,498	82,987	56,247	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	53,531			53,531
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,742			7,742
	b Accounting fees (attach schedule)	19,624	5,887		13,737
	c Other professional fees (attach schedule)				
	17 Interest	23			23
	18 Taxes (attach schedule) (see instructions)	52,334			52,334
	19 Depreciation (attach schedule) and depletion . . .	5,298			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	153,430	18,909		134,521
	24 Total operating and administrative expenses. Add lines 13 through 23	291,982	24,796		261,888
	25 Contributions, gifts, grants paid	340			340
	26 Total expenses and disbursements. Add lines 24 and 25	292,322	24,796		262,228
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	252,176			
	b Net investment income (if negative, enter -0-)		58,191		
	c Adjusted net income (if negative, enter -0-)			56,247	

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	150,825	227,650	227,650
	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 schedule) ▶ _____ 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)	574,506	756,830	949,292
	c	Investments—corporate bonds (attach schedule).	566,921	560,707	568,549
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	948,290	1,977,387	2,001,461
	14	Land, buildings, and equipment basis ▶ _____ 162,689 Less accumulated depreciation (attach schedule) ▶ _____ 98,918	58,950	63,771	1,513,376
15	Other assets (describe ▶ _____)	894,103	896,611	896,611	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,193,595	4,482,956	6,156,939	
Liabilities	17	Accounts payable and accrued expenses	864	398	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	3,040	595	
	23	Total liabilities (add lines 17 through 22)	3,904	993	
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.				
	27	Capital stock, trust principal, or current funds	2,234,984	3,527,256	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	954,707	954,707	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,189,691	4,481,963	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,193,595	4,482,956	

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	3,189,691
2	Enter amount from Part I, line 27a	2	252,176
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,042,348
4	Add lines 1, 2, and 3	4	4,484,215
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,252
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,481,963

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
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	26,740
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	-4,228

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2012	167,735	1,760,345	0 09529		
2011	204,882	1,542,253	0 13285		
2010	171,021	1,425,724	0 11995		
2009	150,205	1,308,992	0 11475		
2008	151,865	1,128,078	0 13462		
2 Total of line 1, column (d).				2	0 59746
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 11949
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.				4	1,997,481
5 Multiply line 4 by line 3.				5	238,681
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	582
7 Add lines 5 and 6.				7	239,263
8 Enter qualifying distributions from Part XII, line 4.				8	262,228

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	582
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2.	3	582
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	582
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	1,200
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	13
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	605
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 605 Refunded	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
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		No
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		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
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	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of OLIVER RAINEY & WOJTEK LLP Telephone no (325) 942-6713 Located at 2909 SHERWOOD WAY SAN ANGELO TX ZIP +4 76901			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 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).	2b		No
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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

5b

No

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?

YesNo

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?

YesNo

b

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

6b

No

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?

YesNo

b

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

7b

No

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 Additional Data Table				

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.

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Part VIII

3

NONE

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

Part IX-A

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 OPERATION AND MAINTENANCE OF THE EARNEST AND DOROTHY BARROW FOUNDATION MUSEUM IN
EOLA, TEXAS THE MUSEUM WAS FOUNDED TO DISPLAY EARNEST & DOROTHY BARROW'S EXTENSIVE
COLLECTION OF MEMORABILIA FROM THE EARLY DAYS OF THE CONCHO VALLEY

262,228

2

3

4

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,808,782
b	Average of monthly cash balances.	1b	219,117
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,027,899
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,027,899
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,997,481
6	Minimum investment return. Enter 5% of line 5.	6	99,874

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

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	262,228
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	262,228
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	582
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	261,646
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	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008.				
b	From 2009.				
c	From 2010.				
d	From 2011.				
e	From 2012.				
f	Total of lines 3a through e.				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
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.				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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). . . .				
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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.				

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

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
	56,247	46,939	42,877		146,063
b 85% of line 2a	47,810	39,898	36,445		124,153
c Qualifying distributions from Part XII, line 4 for each year listed	262,228	167,735	205,188	171,320	806,471
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	262,228	167,735	205,188	171,320	806,471
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.	66,582	58,678	51,408	47,524	224,192
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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 address of the person to whom applications should be addressed
DANIEL WILDE
331 W AVENUE B
SAN ANGELO, TX 76903
(325) 469-3788

b The form in which applications should be submitted and information and materials they should include
WRITTEN LETTER TO THE PRESIDENT OF THE EARNEST & DOROTHY BARROW FOUNDATION

c Any submission deadlines
NO DEADLINE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
DONATIONS ARE RESTRICTED TO ORGANIZATIONS THAT PROMOTE WEST TEXAS CULTURE AND RANCHING HERITAGE

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL WILDE	President 0 00	0		
331 W AVENUE B SAN ANGELO,TX 76903				
BRAD HARALSON	Secretary 0 00	0		
331 W AVENUE B SAN ANGELO,TX 76903				
PAUL STIPANOVIC	Treasurer 0 00	0		
331 W AVENUE B SAN ANGELO,TX 76903				
DON PIWONKA	Director 0 00	0		
331 W AVENUE B SAN ANGELO,TX 76903				
MARGIE CALHOUN	Director 0 00	0		
331 W AVENUE B SAN ANGELO,TX 76903				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a CROP INCOME					5,053
b CROP INSURANCE					13,349
c FARM LEASE					9,200
d LAND LEASE			16	447	
e OIL & GAS ROYALTIES			15	431,915	
f OTHER INCOME					492
g TAX EXEMPT DIVIDENDS			14	905	

TY 2013 Accounting Fees Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,624	5,887	0	13,737

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM
EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AIR COMPRESSOR	2010-08-01	927	625	57	9 30 %	86			
RANCH FEEDER	2010-11-22	2,660	2,114	53	10 94 %	291			
3 HEIFERS	2010-06-17	1,904	1,554	53	11 30 %	215			
HOT WATER HEATER	2010-02-05	498	362	57	8 75 %	44			
ROOF - GARY'S HOUSE	2011-06-20	5,030	450	85	3 64 %	183			
2012 NEW HOLLAND 30 HP TR	2012-05-15	15,600	8,112	53	19 20 %	2,995			
COMPUTER WITH SOFTWARE	2014-04-15	670		53	20 00 %	134			
2 15 FT 3 RAIL GATES	2014-02-08	5,335		57	14 29 %	762			
2 DEER BLINDS	2014-08-12	4,114		57	14 29 %	588			

**TY 2013 Investments Corporate
Bonds Schedule**

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME INVESTMENTS	560,707	568,549

**TY 2013 Investments Corporate
Stock Schedule**

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	756,830	949,292

TY 2013 Investments - Other Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMPLEMENTARY STRATEGIES	AT COST	233,139	237,649
REAL ESTATE	AT COST	232,545	252,109
OIL & GAS INTEREST	FMV	1,511,703	1,511,703

TY 2013 Land, Etc. Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	9,977		9,977	9,977
Machinery and Equipment	32,571	16,620	15,951	15,951
Buildings	55,800	29,546	26,254	26,254
Improvements	43,638	39,065	4,573	4,573
Land	1,345		1,345	1,450,950
Miscellaneous	19,358	13,687	5,671	5,671

TY 2013 Legal Fees Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,742	0	0	7,742

TY 2013 Other Assets Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
1934 FORD TRUCK	6,000	6,000	6,000
1935 MORRIS AUTO	7,000	7,000	7,000
ANTIQUE NICKELODEON	2,000	2,000	2,000
ANTIQUE ORGAN	17,500	17,500	17,500
ANTIQUE PIANO	10,000	10,000	10,000
ARROWHEAD COLLECTION	7,250	7,250	7,250
BARBED WIRE COLLECTION	7,650	7,650	7,650
BARROW JEWELRY & FURNITURE	122,651	122,651	122,651
BYNUM GUN ETC	250	250	250
CAROUSEL	2,500	2,500	2,500
DUE FROM KICKAPOO CREEK		430	430
FIGURINE COLLECTION	3,760	3,760	3,760
MUSEUM CONTENTS	703,192	703,192	703,192
PAYROLL ESCROW		2,078	2,078
RAILROAD CABOOSE	4,350	4,350	4,350

TY 2013 Other Decreases Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Amount
BASIS ADJUSTMENT	1,513
FEDERAL EXCISE TAX	582
FOREIGN TAXES	157

TY 2013 Other Expenses Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING	119			119
BANK FEES	178			178
DEPLETION	64,787			64,787
EMPLOYEE BENEFITS	13,920			13,920
FEED, MINERAL & SEED	5,075			5,075
INSURANCE	13,609			13,609
INVESTMENT FEES	18,909	18,909		
MEALS & ENTERTAINMENT	2,101			2,101
MISCELLANEOUS	20			20
OFFICE EXPENSES	147			147
OTHER FEES	1,143			1,143
PENALTIES	59			59
RANCH AUTO EXPENSE	5,416			5,416
RANCH DUES & SUBSCRIPTIONS	80			80
RANCH MEALS & ENTERTAINMENT	211			211
RANCH REPAIRS & MAINTENANCE	9,710			9,710
RANCH SUPPLIES	8,543			8,543
RANCH TELEPHONE	771			771
RANCH UTILITIES	453			453
RENT	72			72
REPAIRS AND MAINTENANCE	2,236			2,236
SUPPLIES	801			801
TELEPHONE	813			813
UTILITIES	4,257			4,257

TY 2013 Other Income Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CROP INCOME	5,053		
CROP INSURANCE	13,349		
FARM LEASE	9,200		
LAND LEASE	447		
OIL & GAS ROYALTIES	431,915		
OTHER INCOME	492		
TAX EXEMPT DIVIDENDS	905		

TY 2013 Other Increases Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Amount
OIL & GAS INTEREST FMV ADJUSTMENT	977,561
STATUTORY DEPLETION	64,787

TY 2013 Other Liabilities Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value
FIT PAYABLE	3,040	595

TY 2013 Taxes Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	4,132			4,132
PRODUCTION TAXES	20,172			20,172
PROPERTY TAXES	28,030			28,030