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EXTENDED TO NOVEMBER 16, 2015

## 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](http://www.irs.gov/form990pf).

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>JAMES B. AND LOIS R. ARCHER CHARITABLE FOUNDATION</b>		A Employer identification number <b>45-3326925</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>5106 KNICKERBOCKER ROAD</b>	Room/suite	B Telephone number <b>325-223-6203</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN ANGELO, TX 76904</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 45,007,963.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,701.	3,701.		STATEMENT 1
4 Dividends and interest from securities		858,634.	858,634.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,326,390.			
b Gross sales price for all assets on line 6a		6,013,566.			
7 Capital gain net income (from Part IV, line 2)			2,326,390.		
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)					
11 Other income		-100,045.	-100,045.		STATEMENT 3
12 Total. Add lines 1 through 11		3,088,680.	3,088,680.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		120.	60.		60.
b Accounting fees STMT 5		14,500.	7,250.		7,250.
c Other professional fees STMT 6		168,057.	84,029.		84,028.
17 Interest					
18 Taxes STMT 7		58,960.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		15,762.	11,361.		4,401.
24 Total operating and administrative expenses. Add lines 13 through 23		257,399.	102,700.		95,739.
25 Contributions, gifts, grants paid		2,677,383.			2,677,383.
26 Total expenses and disbursements. Add lines 24 and 25		2,934,782.	102,700.		2,773,122.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		153,898.			
b Net investment income (if negative, enter -0-)			2,985,980.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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**JAMES B. AND LOIS R. ARCHER**  
**CHARITABLE FOUNDATION**

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing		781,487.	1,229,284.	1,229,284.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		19,245.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	8,039,590.	10,908,883.	12,924,877.
	c	Investments - corporate bonds	STMT 10	6,954,957.	4,500,071.	4,403,572.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	25,039,853.	24,465,053.	26,450,230.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		40,835,132.	41,103,291.	45,007,963.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses			199,261.	
	18	Grants payable		85,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		85,000.	199,261.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		40,750,132.	40,904,030.	
30	<b>Total net assets or fund balances</b>		40,750,132.	40,904,030.		
31	<b>Total liabilities and net assets/fund balances</b>		40,835,132.	41,103,291.		

**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	40,750,132.
2	Enter amount from Part I, line 27a	2	153,898.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	40,904,030.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	40,904,030.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 6,013,566.		3,687,176.	2,326,390.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,326,390.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,326,390.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2013	2,398,161.	43,465,942.	.055173
2012	167,275.	40,872,843.	.004093
2011	2,520.	4,925,280.	.000512
2010			
2009			

2 Total of line 1, column (d)	2	.059778
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	.019926
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	48,919,777.
5 Multiply line 4 by line 3	5	974,775.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,860.
7 Add lines 5 and 6	7	1,004,635.
8 Enter qualifying distributions from Part XII, line 4	8	2,773,122.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	29,860.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	29,860.
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	29,860.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	31,228.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	33,728.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	219.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,649.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,649. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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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 ► <b>HTTP://THEARCHERFOUNDATION.ORG</b>	13	X	
14	The books are in care of ► <b>MR. JORGE VELARDE</b> Telephone no. ► <b>325-223-6203</b> Located at ► <b>5106 KNICKERBOCKER ROAD, SAN ANGELO, TX</b> ZIP+4 ► <b>76904</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b X

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CHARITABLE FOUNDATION**

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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 4945(d)(4)(A)? (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)?

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?

6b

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

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES B. ARCHER	CHAIRMAN			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.
LOIS R. ARCHER	DIRECTOR			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.
JORGE VELARDE	DIRECTOR			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.
MARCUS LOPEZ	EXECUTIVE DIRECTOR			
5106 KNICKERBOCKER ROAD				
SAN ANGELO, TX 76904	1.00	0.	0.	0.

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

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

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 NONE	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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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CHARITABLE FOUNDATION**

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	20,988,216.
<b>b</b> Average of monthly cash balances	<b>1b</b>	1,487,705.
<b>c</b> Fair market value of all other assets	<b>1c</b>	27,188,827.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	49,664,748.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	49,664,748.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	744,971.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	48,919,777.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	2,445,989.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	2,445,989.
<b>2a</b> Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	29,860.	
<b>b</b> Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>	29,860.	
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,416,129.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.	
<b>5</b> Add lines 3 and 4	<b>5</b>	2,416,129.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,416,129.	

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,773,122.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,773,122.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	29,860.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	2,743,262.

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

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**JAMES B. AND LOIS R. ARCHER  
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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				<b>2,416,129.</b>
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			<b>1,651,959.</b>	
<b>b</b> Total for prior years:		<b>0.</b>		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	<b>0.</b>			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: <b>► \$ 2,773,122.</b>				
<b>a</b> Applied to 2013, but not more than line 2a			<b>1,651,959.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	<b>0.</b>			
<b>d</b> Applied to 2014 distributable amount				<b>1,121,163.</b>
<b>e</b> Remaining amount distributed out of corpus	<b>0.</b>			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0.</b>			<b>0.</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>0.</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		<b>0.</b>		
<b>c</b> 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		<b>0.</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		<b>0.</b>		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			<b>0.</b>	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				<b>1,294,966.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	<b>0.</b>			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	<b>0.</b>			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	<b>0.</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

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Form **990-PF** (2014)

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b 85% of line 2a**

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:  
(1) Value of all assets

**(2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**c "Support" alternative test - enter:**

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

(4) Gross investment income

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

**1 Information Regarding Foundation Managers:**

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

NONE

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.

**NONE**

**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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

## JAMES B. AND LOIS R. ARCHER

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## CHARITABLE FOUNDATION

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY 3553 HOUSTON HARTE SAN ANGELO, TX 76901	NONE	PC	SEE STATEMENT	250,000.
ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF LAURA W. BUSH INSTITUTE 2601 WEST AVENUE N SAN ANGELO, TX 76909	NONE	PC	SEE STATEMENT	25,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PC	SEE STATEMENT	85,000.
SAN ANGELO CIVIC BALLET 15 WEST BEAUREGARD AVENUE SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	6,500.
THE CLAYTON DABNEY FOUNDATION 12335 KINGSRIDE #347 HOUSTON, TX 77024	NONE	PC	SEE STATEMENT	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,677,383.
b Approved for future payment				
BOYSVILLE, INC. 8555 E. 1604 NORTH CONVERSE, TX 78109	NONE	PC	SEE STATEMENT	25,000.
MHMR SERVICES FOR THE CONCHO VALLEY 1501 WEST BEAUREGARD SAN ANGELO, TX 76901	NONE	PC	SEE STATEMENT	50,000.
FOOD RESOURCE CENTER OF SUTTON COUNTY 704 GLASSCOCK SONORA, TX 76950	NONE	PC	SEE STATEMENT	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				2,365,064.

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\*\* SEE PURPOSE OF GRANT CONTINUATIONS

Form 990-PF (2014)

**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
		(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	3,701.	
4	Dividends and interest from securities			14	858,634.	
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			01	-100,045.	
8	Gain or (loss) from sales of assets other than inventory			18	2,326,390.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		3,088,680.	0.
13	Total. Add line 12, columns (b), (d), and (e)					3,088,680.

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

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

[illegible]



**JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION**

CONTINUATION FOR 990-PF, PART IV  
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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BNY MELLON #27010	P		
b	BNY MELLON #27010	P		
c	BNY MELLON #27020	P		
d	BNY MELLON #27020	P		
e	ARTISAN FUNDS, INC	P		
f	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	P		
g	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	P		
h	TITAN PARTNERS LP	P		
i	TITAN PARTNERS LP	P		
j	WELLINGTON TRUST COMPANY	P		
k	WELLINGTON TRUST COMPANY	P		
l	WELLINGTON TRUST COMPANY	P		
m	AXIOM INTERNATIONAL EQUITY	P		
n	AXIOM INTERNATIONAL EQUITY	P		
o	ASIAN CENTURY QUEST OFFSHORE FUND, LTD.	P		

(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	15,726.	15,796.	-70.
b	17,812.	17,116.	696.
c	407,368.	375,310.	32,058.
d	577,802.	388,310.	189,492.
e	500,000.	392,216.	107,784.
f	265.		265.
g	29,319.		29,319.
h	75,973.		75,973.
i	344,655.		344,655.
j	21,782.		21,782.
k	32.		32.
l	107,035.		107,035.
m	26,188.		26,188.
n	764,418.		764,418.
o	49,062.		49,062.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-70.
b			696.
c			32,058.
d			189,492.
e			107,784.
f			265.
g			29,319.
h			75,973.
i			344,655.
j			21,782.
k			32.
l			107,035.
m			26,188.
n			764,418.
o			49,062.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

**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	MASON CAPITAL, LTD	P		
b	SCOUT CAPITAL FUND LTD.	P		
c	GRUSS GLOBAL INVESTORS (ENHANCED), LTD.	P		
d	LITESPEED OFFSHORE FUND LTD	P		
e	BABSON FRI OFFSHORE FUND	P		
f	VANGUARD TOTAL BOND MARKET INDEX INST	P		
g	VANGUARD 500 INDEX FUND ADM	P		
h	VANGUARD 500 INDEX FUND SIGNAL	P		
i	ABERDEEN EMERGING MARKETS INSTIT FUND	P		
j	LL MORTGAGE FUND	P		
k	LL MORTGAGE FUND	P		
l	DODDINGTON EMERGING MARKETS FUND, LLC	P		
m	DODDINGTON EMERGING MARKETS FUND, LLC	P		
n	THREE BRIDGES EUROPE FUND	P		
o	HARVEST MLP ACCOUTN - PHILIDELPHIA FINANCIAL	P		

(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	74,222.		74,222.
b	86,190.		86,190.
c	28,975.		28,975.
d	12,748.		12,748.
e	-1,216.		-1,216.
f	2,014,795.	2,063,928.	-49,133.
g	325,000.	215,597.	109,403.
h	300,000.	218,903.	81,097.
i	12,215.		12,215.
j	1,939.		1,939.
k	709.		709.
l	4,036.		4,036.
m	11,220.		11,220.
n	156,824.		156,824.
o	40,859.		40,859.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			74,222.
b			86,190.
c			28,975.
d			12,748.
e			-1,216.
f			-49,133.
g			109,403.
h			81,097.
i			12,215.
j			1,939.
k			709.
l			4,036.
m			11,220.
n			156,824.
o			40,859.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

2

3



**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	SYLEBRA CAPITAL PARTNERS (OFFSHORE) LTD	P		
b	FRESHFORD FUND, LTD.	P		
c	KNIGHTHEAD OFFSHORE FUND	P		
d	EDGBASTON ASIAN EQUITY TRUST	P		
e	EDGBASTON ASIAN EQUITY TRUST	P		
f	PFM DIVERSIFIED OFFSHORE FUND, LTD.	P		
g	NATIXIS AEW REAL ESTATE FUND	P		
h	BABSON FRI OFFSHORE FUND	P		
i				
j				
k				
l				
m				
n				
o				

(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 -106,325.			-106,325.
b 37,623.			37,623.
c 34,549.			34,549.
d -3,898.			-3,898.
e -6,325.			-6,325.
f 33,557.			33,557.
g 1,137.			1,137.
h 17,295.			17,295.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-106,325.
b			37,623.
c			34,549.
d			-3,898.
e			-6,325.
f			33,557.
g			1,137.
h			17,295.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,326,390.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION

45-3326925

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
TRANSPLANT ASSOCIATION OF TEXAS DBA TRANSPLANTS FOR CHILDREN (TFC) 7550 IH-10 WEST, SUITE 104 HOUSTON, TX 78229	NONE	PC	SEE STATEMENT	10,000.
AGAPE CHARITABLE FOUNDATION - DBA STUFF THE SLEIGH OF KATY (STS) 2202 RAZORBILL CT KATY, TX 77494	NONE	PC	SEE STATEMENT	25,000.
ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF THE ASU PLANETARIUM 2601 WEST AVENUE N SAN ANGELO, TX 76909	NONE	PC	SEE STATEMENT	50,000.
BIG BROTHERS BIG SISTERS LONE STAR 36 W. BEAUREGARD, STE 723 SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	20,000.
CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, INC 317 KOBERLIN SAN ANGELO, TX 76902	NONE	PC	SEE STATEMENT	35,000.
CLARITY CHILD GUIDANCE CENTER 8535 TOMM SLICK DRIVE SAN ANTONIO, TX 78229	NONE	PC	SEE STATEMENT	100,000.
CONCHO VALLEY REGIONAL FOOD BANK 1313 S. HILL ST. SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	25,000.
MILWAUKEE COUNTY WAR MEMORIAL, INC 750 NORTH LINCOLN MEMORIAL DRIVE MILWAUKEE, WI 53202	NONE	PC	SEE STATEMENT	5,000.
NEAL MCCOY'S EAST TEXAS ANGEL NETWORK 2802 GLIMER RD. SUITE 1 LONGVIEW, TX 75604	NONE	PC	SEE STATEMENT	20,000.
SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC) 2201 SHERWOOD WAY, STE 205 SAN ANGELO, TX 76901	NONE	PC	SEE STATEMENT	100,000.
Total from continuation sheets				2,300,883.

**JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION**

**45-3326925**

**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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
SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION-DBA CHILDREN'S HOSPITAL OF SA FND 100 NE LOOP 410, STE. 706 SAN ANTONIO, TX 78216	NONE	PC	SEE STATEMENT	100,000.
SONRISAS THERAPEUTIC RIDING, INC. 167 LAKEVIEW HEROS DRIVE SAN ANGELO, TX 76902	NONE	PC	SEE STATEMENT	25,000.
ST JUDE'S RANCH FOR CHILDREN - TEXAS REGION 652 OLD BEAR CREEK ROAD NEW BRAUNFELS, TX 78132	NONE	PC	SEE STATEMENT	50,000.
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN 2222 WELBORN STREET DALLAS, TX 75219	NONE	PC	SEE STATEMENT	5,000.
TEXAS SOUTHWEST COUNCIL OF BOYS SCOUTS OF AMERICA 104 VETERNAS MEMORIAL DRIVE SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	50,000.
THE JOSEPH THOMAS FOUNDATION 238 SUGAR BISCUIT ABILENE, TX 79602	NONE	PC	SEE STATEMENT	10,000.
THE PROGERIA RESEARCH FOUNDATION 167 LAKEVIEW HEROS DRIVE PEABODY, MA 01960	NONE	PC	SEE STATEMENT	106,269.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON, TX 77030	NONE	PC	SEE STATEMENT	1,000,000.
WEST TEXAS BOYS RANCH 10223 BOYS RANCH RD SAN ANGELO, TX 76904	NONE	PC	SEE STATEMENT	34,012.
WEST TEXAS REHABILITATION CENTER 3001 S. JACKSON STREET SAN ANGELO, TX 76904	NONE	PC	SEE STATEMENT	50,000.
<b>Total from continuation sheets</b>				

**JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION**

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
BOYS & GIRLS CLUBS OF THE AUSTIN AREA 5407 N. I. 35 SUITE 400 AUSTIN, TX 78723	NONE	PC	SEE STATEMENT	5,000.
JYD PROJECT INC. 2831 ST. ROSE PKWY STE.203 HENDERSON, NV 89052	NONE	PC	SEE STATEMENT	20,000.
NORTHLAND YOUTH MUSIC PROGRAM 9670 EAST ELM RD POPLAR, WI 54864	NONE	PC	SEE STATEMENT	10,000.
HOUSE OF FAITH 321 MONTECITO DR. SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	50,000.
MOTHER MARYAM FOUNDATION STEVEN HAKE 8705 SHOAL CREEK #103 AUSTIN, TX 78757	NONE	PC	SEE STATEMENT	8,000.
SAN ANGELO MUSEUM OF FINE ARTS ONE LOVE STREET SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	25,000.
SAN ANGELO SYMPHONY SOCIETY 72 W. COLLEGE, WEST MEZZANINE SAN ANGELO, TX 76902	NONE	PC	SEE STATEMENT	15,000.
SIERRA VISTA UNITED METHODIST CHURCH 4522 COLLEGE HILLS BOULEVARD SAN ANGELO, TX 76904	NONE	PC	SEE STATEMENT	30,000.
SUTTON COUNTY COMMUNITY TRUST 102 E MAIN ST SONORA, TX 76950	NONE	PC	SEE STATEMENT	50,000.
BOYS & GIRLS CLUB OF SAN ANGELO 1802 N. LILLIE SAN ANGELO, TX 76903	NONE	PC	SEE STATEMENT	20,000.
Total from continuation sheets				

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**3 Grants and Contributions Paid During the Year (Continuation)**

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
HISTORICAL MURALS OF SAN ANGELO, INC. 2906 BRIAR ROVE LANE SAN ANGELO, TX 76904	NONE	PC	SEE STATEMENT	15,000.
OPERATION MILITARY EMBRACE 21307 CYPRESS ROSEHILL ROAD TOMBALL, TX 77377	NONE	PC	SEE STATEMENT	30,000.
RONALD MCDONALD HOUSE CHARITIES OF SAN ANTONIO, TEXAS, INC. 4803 SID KATZ SAN ANTONIO, TX 78229	NONE	PC	SEE STATEMENT	90,000.
OUTER COURT MINISTRIES, INC. 3011 W. MARSHALL AVE. LONGVIEW, TX 75604	NONE	PC	SEE STATEMENT	25,000.
THE PROGERIA RESEARCH FOUNDATION, INC. 200 LAKE STREET, UNIT 102 PEABODY, MA 01960	NONE	PC	SEE STATEMENT	87,602.
Total from continuation sheets				

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<b>3 Grants and Contributions Approved for Future Payment (Continuation)</b>				
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
FRIENDS OF CHRISTUS SANTA ROSA FOUNDATION 100 NORTHEAST LOO 410, SUITE 706 SAN ANTONIO, TX 78216	NONE	PC	SEE STATEMENT	100,000.
ODEON PRESERVATION ASSOCIATION, INC. 122 MOOD STREET MASON, TX 76856	NONE	PC	SEE STATEMENT	25,000.
PROJECT IMPACT FOR JORDAN'S CROSSING SHELTER 2531 SMITH BLVD. SAN ANGELO, TX 76905	NONE	PC	SEE STATEMENT	20,064.
SAN ANGELO SYMPHONY SOCIETY 72 W. COLLEGE, WEST MEZZANINE SAN ANGELO, TX 76902	NONE	PC	SEE STATEMENT	40,000.
TEAMABILITY, INC. 1711 NORTH TRINITY SAN ANTONIO, TX 78201	NONE	PC	SEE STATEMENT	20,000.
TEXAS RAMP PROJECT 408 FOREST GROVE DRIVE RICHARDSON, TX 75080	NONE	PC	SEE STATEMENT	10,000.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON, TX 77030	NONE	PC	SEE STATEMENT	2,000,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	SEE STATEMENT	25,000.
<b>Total from continuation sheets</b>				<b>2,240,064.</b>

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3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY  
THE ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY (ADACCV) IS A  
501 (C)3 NONPROFIT. ADACCV HAS BEEN PROMOTING WELLNESS AND RECOVERY FOR  
OVER 50 YEARS AND HAVE ASSISTED COUNTLESS INDIVIDUALS TO LIVE THEIR  
LIVES FREE FROM THE DISEASES OF ALCOHOLISM AND ADDICTION. ADACCV'S  
MISSION IS TO SAVE LIVES AND CREATE HEALTHIER COMMUNITIES. CLIENTS ARE  
SELF-REFERRED OR REFERRED BY CHILD PROTECTIVE SERVICES (CPS) OR ADULT  
PROBATION.

NAME OF RECIPIENT - ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF LAURA  
W. BUSH INSTITUTE

ANGELO STATE UNIVERSITY FOUNDATION, INC. A PUBLIC, NON-PROFIT  
ORGANIZATION WAS ESTABLISHED TO PROVIDE FINANCIAL ASSISTANCE TO ASU  
PRIMARILY FROM GIFTS AND EARNINGS ON ENDOWED FUNDS. THE FOUNDATION  
OVERSEES MANAGEMENT, INVESTMENT, AND DISTRIBUTION OF ALL FOUNDATION  
FUNDS FOR THE FURTHERANCE OF EDUCATIONAL PURPOSES AT ASU AND IN  
ACCORDANCE WITH DONORS' WISHES.

NAME OF RECIPIENT - JUVENILE DIABETES RESEARCH FOUNDATION  
TYPE 1 DIABETES (T1 D) AFFECTS AS MANY AS THREE MILLION PEOPLE IN THE  
U.S. ALONE, WITH AN ESTIMATED 30,000 PEOPLE DIAGNOSED EACH YEAR. AS THE  
WORLD'S LARGEST CHARITABLE FUNDER OF AND ADVOCATE FOR T1 D RESEARCH,  
JDRF IS PURSUING A ROBUST AGENDA OF CUTTING-EDGE RESEARCH STRATEGIES TO  
REDUCE THE DAILY BURDEN OF T1 D AND ULTIMATELY PREVENT AND CURE THE  
DISEASE. JDRF HAS THREE OVERARCHING RESEARCH GOALS: FINDING A CURE FOR  
T1 D; DEVELOPING BETTER TREATMENTS AND THERAPIES FOR PEOPLE LIVING WITH  
THE DISEASE; AND WORKING TO PREVENT PEOPLE FROM DEVELOPING T1 D IN THE  
FUTURE.

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3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SAN ANGELO CIVIC BALLET

THE PURPOSE OF THE SAN ANGELO CIVIC BALLET IS TO FOSTER CREATIVITY,  
SELF-ESTEEM, AND DISCIPLINE, THROUGH DANCE, WHILE ENCOURAGING  
PARTICIPANTS TOWARD JOY IN THEIR ART; HELP PEOPLE REACH THEIR FULL  
POTENTIAL IN DANCE; REDUCE BARRIERS TO INVOLVEMENT IN THE ART OF DANCE  
AND SERVE THE AREA BY PROVIDING TRAINING AND PRODUCTIONS OF THE HIGHEST  
POSSIBLE QUALITY FOR THE HEALTH AND ARTISTIC WELFARE OF THE COMMUNITY.

NAME OF RECIPIENT - THE CLAYTON DABNEY FOUNDATION

CDF'S MISSION IS TO PROVIDE NEEDY FAMILIES WITH CHILDREN IN THE LAST  
STAGES OF TERMINAL CANCER ASSISTANCE IN CREATING EVERLASTING MEMORIES.  
THE ASSISTANCE IS ARRANGED THROUGH THE PARENTS AND IS ANONYMOUS TO THE  
CHILD. THE FOUNDATION PROVIDE'S FINANCIAL SUPPORT TO FAMILIES CRIPPLED  
BY THE IMMENSE COST OF TREATMENT FOR THEIR CHILD AND IT PROVIDE A  
CHERISHED LEGACY OF SHARING SPECIAL TIME TOGETHER THROUGH PHOTOGRAPHS,  
FAMILY ACTIVITIES, AND SHARED EXPERIENCES.

NAME OF RECIPIENT - TRANSPLANT ASSOCIATION OF TEXAS DBA TRANSPLANTS FOR  
CHILDREN (TFC)

TFC'S MISSION IS TO EMPOWER PRE- AND POST-TRANSPLANT CHILDREN AND THEIR  
FAMILIES TO MASTER LIFELONG CHALLENGES OF PEDIATRIC TRANSPLANTATION.  
THE FOUNDATION ACCOMPLISH THIS THROUGH PEER TO PEER NETWORKS FOR  
CHILDREN AND THEIR FAMILIES TO CREATE A SENSE OF "NORMALCY" AND  
ACCEPTANCE, AND TO KEEP FAMILIES TOGETHER; A TRANSITION PROGRAM FROM  
PEDIATRIC TO ADULT MEDICAL CARE THAT PREPARES TRANSPLANT RECIPIENT  
YOUTH TO SURVIVE INTO ADULTHOOD; AND PATIENT NAVIGATION AND DIRECT  
SERVICES TO HELP FAMILIES OVERCOME THE COMPLEX DEMANDS OF TRANSPLANT



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CARE CYCLES.

NAME OF RECIPIENT - AGAPE CHARITABLE FOUNDATION - DBA STUFF THE SLEIGH OF  
KATY (STS)

STS PROVIDES CHRISTMAS TO CHILDREN WHO ARE BATTLING THE INSIDIOUS  
DISEASE OF CANCER AND LIFE-THREATENING HEMOPHELIA ILLNESSES. THE  
FOUNDATION RAISES FUNDS AND HOLD A PRIVATE CHRISTMAS EVENT FOR THOSE  
CHILDREN AND THEIR FAMILIES. THE FOUNDATION HELPS FAMILIES WHO HAVE  
BEEN DEVASTATED FINANCIALLY, DIRECTLY DUE TO THE COST OF THEIR CHILD'S  
CANCER TREATMENT. THE FOUNDATION IS THE CHARITY OF CHOICE FOR TEXAS  
CHILDREN'S HOSPITAL IN HOUSTON, TX. LASTLY, THE FOUNDATION IS  
ESTABLISHING AN ENDOWMENT TO PROVIDE COLLEGE SCHOLARSHIPS FOR ACHIEVERS  
WHO SURVIVED CANCER, YET FINANCIALLY CAN'T AFFORD TO ATTEND COLLEGE.

NAME OF RECIPIENT - ANGELO STATE UNIVERSITY FOUNDATION ON BEHALF OF THE  
ASU PLANETARIUM

ANGELO STATE UNIVERSITY FOUNDATION, INC. A PUBLIC, NON-PROFIT  
ORGANIZATION WAS ESTABLISHED TO PROVIDE FINANCIAL ASSISTANCE TO ASU  
PRIMARILY FROM GIFTS AND EARNINGS ON ENDOWED FUNDS. THE FOUNDATION  
OVERSEES MANAGEMENT, INVESTMENT, AND DISTRIBUTION OF ALL FOUNDATION  
FUNDS FOR THE FURTHERANCE OF EDUCATIONAL PURPOSES AT ASU AND IN  
ACCORDANCE WITH DONORS' WISHES.

NAME OF RECIPIENT - BIG BROTHERS BIG SISTERS LONE STAR

THE FOUNDATION'S MISSION IS TO PROVIDE CHILDREN FACING ADVERSITY WITH  
STRONG AND ENDURING PROFESSIONALLY SUPPORTED ONE-TO-ONE RELATIONSHIPS  
THAT CHANGE THEIR LIVES FOR THE BETTER, FOREVER.

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NAME OF RECIPIENT - CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, INC  
THE CHILDREN'S ADVOCACY CENTER OF TOM GREEN COUNTY, INC.'S PURPOSE IS  
TO CHAMPION THE PREVENTION OF CHILD ABUSE AND NEGLECT AND TO SERVE AS  
AN ALLY OF ABUSED CHILDREN WITH A DEDICATION TO SECURING FOR EACH CHILD  
A SAFE AND NURTURING HOME. THE CHILDREN'S ADVOCACY CENTER OF TOM GREEN  
COUNTY, INC. IS COMPRISED OF FIVE PROGRAMS THAT WORK TOWARDS THIS  
PURPOSE: HOPE HOUSE, COURT-APPOINTED SPECIAL ADVOCATES (CASA), FAMILY  
ENRICHMENT SERVICES, THE CHILD FATALITY REVIEW TEAM, AND THE CONCHO  
VALLEY FAMILY ALLIANCE.

NAME OF RECIPIENT - CLARITY CHILD GUIDANCE CENTER  
THE MISSION OF CLARITY CHILD GUIDANCE CENTER IS TO HELP CHILDREN,  
ADOLESCENTS AND FAMILIES OVERCOME THE DISABLING EFFECTS OF MENTAL  
ILLNESS AND IMPROVE THEIR ABILITY TO FUNCTION SUCCESSFULLY AT HOME, AT  
SCHOOL, AND IN THE COMMUNITY. THE FOUNDATION IS DEDICATED TO PROVIDING  
A CONTINUUM OF SERVICES TO MEET EACH CHILD'S NEEDS REGARDLESS OF THEIR  
ABILITY TO PAY. AS A RESULT OF THE FOUNDATION'S SERVICES, IT HELPS HEAL  
YOUNG MINDS AND HEARTS.

NAME OF RECIPIENT - CONCHO VALLEY REGIONAL FOOD BANK  
CONCHO VALLEY REGIONAL FOOD BANK'S PURPOSE IS TO SOLICIT, INSPECT,  
WAREHOUSE, AND DISTRIBUTE FOOD THAT WOULD OTHERWISE GO UNUSED, BE  
THROWN AWAY, OR BE FED TO ANIMALS AND MAKE THAT FOOD AVAILABLE TO 501  
(C) 3 ORGANIZATIONS FOR DISTRIBUTION TO THEIR NEEDY CLIENTS AT NO  
CHARGE TO THE CLIENTS.

NAME OF RECIPIENT - MILWAUKEE COUNTY WAR MEMORIAL, INC  
THE WAR MEMORIAL CENTER WAS ERECTED IN 1957 BY THE CITIZENS AND

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BUSINESSES OF MILWAUKEE WITH THE MISSION TO HONOR THE DEAD BY SERVING THE LIVING. THE BUILDING STANDS AS A BEAUTIFUL MEMORIAL TO THOSE WHO HAVE GIVEN THEIR LIVES FOR COLLECTIVE FREEDOM, AS A TESTIMONY TO THE SELFLESSNESS AND LOVE OF LIBERTY OF THE VETERANS. IN 1974, IT WAS DESIGNATED AS A "MILWAUKEE LANDMARK" TO HONOR ITS ARCHITECTURE AND CULTURAL SIGNIFICANCE TO THE COMMUNITY. THE WAR MEMORIAL SERVES THE PUBLIC THROUGH COUNTLESS CULTURAL ACTIVITIES.

NAME OF RECIPIENT - NEAL MCCOY'S EAST TEXAS ANGEL NETWORK

NEAL MCCOY'S EAST TEXAS ANGEL NETWORK IS COMMITTED TO THE ENHANCEMENT OF THE LIVES OF CHILDREN OF EAST TEXAS WHO ARE LIVING WITH TERMINAL OR LIFE-THREATENING DISEASES. IT IS RESOLVED, THROUGH FUNDRAISING ACTIVITIES, TO PROVIDE FINANCIAL ASSISTANCE FOR LIVING EXPENSES AND RELATED COSTS TO THE CHILDREN OF EAST TEXAS AND THEIR FAMILIES, IN ORDER TO ENHANCE THE QUALITY OF LIFE FOR THE CHILDREN FACING THE CHALLENGES OF DISEASE.

NAME OF RECIPIENT - SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC)

THE PURPOSE OF THE SAN ANGELO PERFORMING ARTS COALITION, INC (SAPAC) IS TO CREATE AND MAINTAIN A PERFORMING ARTS CAMPUS FOR MUSIC, DANCE, THEATER AND OTHER CULTURAL PERFORMING ART PROGRAMS TO BENEFIT MORE THAN 125,000 ADULTS AND CHILDREN WHO LIVE IN THE CONCHO VALLEY REGION OF WEST TEXAS, AS WELL AS TOURIST WHO VISIT THE COMMUNITY. THIS GRANT REQUEST FOCUSES THE ABILITY TO BRING PERFORMING ARTS AND CULTURE TO THE CHILDREN OF WEST TEXAS.

NAME OF RECIPIENT - SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION-DBA

CHILDREN'S HOSPITAL OF SAN ANTONIO FOUNDATION

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CHRISTUS SANTA ROSA INCLUDING THE CHILDREN'S HOSPITAL OF SAN ANTONIO REMAINS THE ONLY FAITH-BASED, NON-PROFIT HEALTH CARE SYSTEM IN SOUTH TEXAS. THE MISSION OF CHRISTUS SANTA ROSA IS TO EXTEND THE HEALING MINISTRY OF JESUS CHRIST. CHILDREN'S HOSPITAL OF SAN ANTONIO FOUNDATION SUPPORTS THE CHILDREN'S HOSPITAL OF SAN ANTONIO BY RAISING FUNDS AND RESOURCES FOR CRITICALLY NEEDED PATIENT HEALTH AND WELLNESS PROGRAMS, CUTTING EDGE MEDICAL TECHNOLOGIES, AND COMPASSIONATE CARE FOR PATIENTS AND THEIR FAMILIES.

NAME OF RECIPIENT - SONRISAS THERAPEUTIC RIDING, INC.

SONRISAS PROVIDES EQUINE THERAPY TO PERSONS WITH PHYSICAL, EMOTIONAL, AND MENTAL CHALLENGES THROUGH A CAREFULLY STRUCTURED PROGRAM OF EQUINE ACTIVITIES. SONRISAS PROVIDES THERAPY THROUGH CAREFULLY STRUCTURED EQUINE ACTIVITIES TO IMPROVE THE BALANCE, COORDINATION, FLEXIBILITY, AND SELF-CONFIDENCE OF ITS CLIENTS (CHILDREN AGES 3 TO 7).

NAME OF RECIPIENT - ST JUDE'S RANCH FOR CHILDREN - TEXAS REGION

FOR MORE THAN 45 YEARS, ST. JUDE'S RANCH FOR CHILDREN HAS PROVIDED A SAFE, NURTURING HOME AND THERAPEUTIC RESIDENTIAL TREATMENT SERVICES TO CHILDREN IN NEVADA AND TEXAS. ST. JUDE'S RANCH IS MAKING A DIFFERENCE BY CREATING NEW LIVES WITH NEW SKILLS FOR ABUSED, ABANDONED AND NEGLECTED CHILDREN OF ALL RACES AND FAITHS. THE FOUNDATION'S MISSION IS, "TRANSFORMING THE LIVES OF ABUSED AND AT-RISK CHILDREN, YOUNG ADULTS AND FAMILIES BY EMPOWERING THEM TO CREATE NEW CHANCES, NEW CHOICES AND NEW HOPE IN A CARING COMMUNITY."

NAME OF RECIPIENT - TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN

TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN (TSRHC) WAS ESTABLISHED IN

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1921 WHEN A DALLAS ORTHOPEDIC SURGEON RECOGNIZED THE GROWING NEED TO PROVIDE MEDICAL CARE TO CHILDREN WITH POLIO. WITH THE INTRODUCTION OF THE SALK AND SABIN VACCINES IN THE MID-1950S, WHICH LED TO THE VIRTUAL ERADICATION OF POLIO IN THE WESTERN HEMISPHERE, TSRHC BROADENED ITS FOCUS TO OTHER ORTHOPEDIC CONDITIONS. TODAY, TSRHC IS ONE OF THE COUNTRY'S LEADING PEDIATRIC ORTHOPEDIC CARE CENTERS. WHILE TSRHC IS BEST KNOWN FOR THE OUTSTANDING MEDICAL CARE IT PROVIDES TO THE CHILDREN OF TEXAS, IT IS ALSO DEDICATED TO IMPROVING THE LIVES OF KIDS EVERYWHERE THROUGH PROFESSIONAL EDUCATION AND RESEARCH. THROUGH THE GENEROUS SUPPORT OF THE COMMUNITY - INDIVIDUALS, FOUNDATIONS AND CORPORATIONS - TSRHC HAS TOUCHED THE LIVES OF OVER 225,000 CHILDREN, REGARDLESS OF ANY FAMILY'S ABILITY TO PAY.

NAME OF RECIPIENT - TEXAS SOUTHWEST COUNCIL OF BOYS SCOUTS OF AMERICA  
THE PURPOSE OF THE TEXAS SOUTHWEST COUNCIL OF BOYS SCOUTS OF AMERICA IS TO PREPARE YOUNG PEOPLE TO MAKE ETHICAL CHOICES OVER THEIR LIFETIMES BY INSTILLING IN THEM THE VALUES OF THE SCOUT OATH AND THE SCOUT LAW.

NAME OF RECIPIENT - THE JOSEPH THOMAS FOUNDATION  
THE JOSEPH THOMAS FOUNDATION'S PURPOSE IS TO HELP MEDICALLY FRAGILE CHILDREN, AND THEIR FAMILIES, IN THE COMMUNITY WITH MEDICAL EQUIPMENT, SUPPLIES, MEDICINE, TRAVEL EXPENSES FOR REQUIRED SERVICES AND THERAPY.

NAME OF RECIPIENT - THE PROGERIA RESEARCH FOUNDATION  
THE MISSION OF THE PROGERIA RESEARCH FOUNDATION (PRF) IS TO FIND TREATMENTS AND THE CURE FOR PROGERIA AND ITS AGING-RELATED DISORDERS, INCLUDING HEART DISEASE. PROGERIA IS A FATAL, "RAPID AGING" DISEASE THAT AFFLICTS CHILDREN, WHO DIE OF HEART ATTACKS AND STROKES AT AN

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AVERAGE AGE OF 14 YEARS. FOUNDED IN 1999 DUE TO THE COMPLETE LACK OF ATTENTION TO PROGERIA, IT IS THE ONLY ORGANIZATION IN THE WORLD SOLELY DEDICATED TO CURING THIS DEVASTATING CONDITION. PRF'S COMPREHENSIVE PROGRAMS PROVIDE THE BEST RESOURCES FOR RESEARCHERS, DOCTORS, PATIENTS AND FAMILIES.

NAME OF RECIPIENT - THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER  
THE MISSION OF THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER IS TO ELIMINATE CANCER IN TEXAS, THE NATION AND THE WORLD THROUGH OUTSTANDING PROGRAMS THAT INTEGRATE PATIENT CARE, RESEARCH AND PREVENTION, AND THROUGH EDUCATION FOR UNDERGRADUATE AND GRADUATE STUDENTS, TRAINEES, PROFESSIONALS, EMPLOYEES AND THE PUBLIC.

NAME OF RECIPIENT - WEST TEXAS BOYS RANCH  
REFLECTING ITS RANCHING HERITAGE AND COMMITMENT TO CHRISTIAN VALUES, WEST TEXAS BOYS RANCH PROVIDES LOVING, CARING FAMILIES AND HOMES FOR BOYS IN NEED SO THEY CAN BECOME HEALTHY, HAPPY, SELF-SUFFICIENT CITIZENS.

NAME OF RECIPIENT - WEST TEXAS REHABILITATION CENTER  
WEST TEXAS REHABILITATION CENTER MISSION IS TO IMPROVE THE QUALITY OF LIFE OF THOSE IT SERVES REGARDLESS OF FINANCIAL CIRCUMSTANCE. THE VALUES THAT GUIDES ITS ACTIONS ARE RESPECT, COMPASSION, STEWARDSHIP, COMMITMENT, INTEGRITY AND EXCELLENCE. ITS DETERMINATION IS TO BE THE PREMIER PROVIDER OF OUTPATIENT REHABILITATION SERVICES FOR CHILDREN AND ADULTS IN A BROAD AREA OF WEST TEXAS THROUGH THE PROVISION OF COMPREHENSIVE SERVICES AND PROGRAMS DELIVERED BY HIGHLY TRAINED STAFF USING STATE-OF-THE-ART EQUIPMENT IN TOP-NOTCH FACILITIES.

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NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF THE AUSTIN AREA

THE PURPOSE OF THE BOYS & GIRLS CLUBS OF THE AUSTIN AREA IS TO INSPIRE  
AND ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE IN NEED, TO REALIZE THEIR  
FULL POTENTIAL AS PRODUCTIVE, RESPONSIBLE AND CARING CITIZENS.

NAME OF RECIPIENT - JYD PROJECT INC.

THE JYD PROJECT IS A YOUTH DEVELOPMENT ORGANIZATION FOR KIDS AGES 5-18  
THAT EMPOWERS YOUNG PEOPLE TO REALIZE THEIR FULL POTENTIAL AND BY  
ASSISTING CHARITIES SERVING YOUTH WITH SUPPORTIVE SERVICES. THE JYD  
PROJECT ASSISTS YOUTH IN BECOMING POSITIVE AND PRODUCTIVE ADULTS  
THROUGH FUN AND ENGAGING EDUCATIONAL-BASED PROGRAMS. YOUTH ARE ABLE TO  
LEARN SCHOLASTIC, INTERPERSONAL, AND LIFE SKILLS DESIGNED TO GUIDE THEM  
THROUGH LIFE TO BECOME POSITIVE AND PRODUCTIVE CITIZENS OF THE WORLD.

NAME OF RECIPIENT - NORTHLAND YOUTH MUSIC PROGRAM

THE NORTHLAND YOUTH MUSIC PROGRAM (N.Y.M.P.) WAS STARTED FOURTEEN YEARS  
AGO. THE MISSION OF N.Y.M.P. IS TO ENHANCE AND PROMOTE THE EDUCATION OF  
CHILDREN IN THE MUSICAL ARTS IN GREATER NORTHERN WISCONSIN AND  
MINNESOTA, PROVIDE THE PROGRAM TO ALL STUDENTS REGARDLESS OF INCOME OR  
ABILITY TO PAY TUITION, AND FOSTER LASTING RELATIONSHIPS WITH STUDENT  
PEERS THROUGH INVOLVEMENT IN THE ARTS. THE N.Y.M.P. PROVIDES A HIGH  
QUALITY AFFORDABLE EXTRACURRICULAR MUSICAL EDUCATION PROGRAM EXPERIENCE  
IN BOTH CONCERT BAND AND JAZZ BAND FOR STUDENTS IN 6TH THROUGH 12TH  
GRADE.

NAME OF RECIPIENT - HOUSE OF FAITH

HOUSE OF FAITH EXISTS TO TAKE JESUS TO NEIGHBORHOOD CHILDREN, YOUTH AND

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FAMILIES, TO PROVIDE A SENSE OF BELONGING, AND TO STRENGTHEN THEIR  
FAITH, ENABLING THEM TO HONOR GOD WITH THEIR LIVES, AND OFFER  
THEMSELVES IN SERVICE TO HIM.

NAME OF RECIPIENT - MOTHER MARYAM FOUNDATION

MOTHER MARYAM FOUNDATION'S MISSION IS TO HELP ECONOMICALLY  
DISADVANTAGED COMMUNITIES MEET THEIR NEEDS FOR CLEAN WATER, EDUCATION,  
AND HEALTH CARE. ALSO TO HELP OTHER ORGANIZATIONS TO CARRY OUT  
HUMANITARIAN AND RELIEF PROJECTS WHERE IT CAN. THE PRIMARY FOCUS SO FAR  
HAS BEEN HELPING SEVERAL FARMING VILLAGES ON THE NILE RIVER GAIN ACCESS  
TO SAFE CLEAN WATER, EDUCATIONAL OPPORTUNITIES AND HEALTH CARE - UNDER  
THEIR COMMUNITY CONTROL AND WITH ONGOING ASSISTANCE WHERE NECESSARY.

NAME OF RECIPIENT - SAN ANGELO MUSEUM OF FINE ARTS

THE SAN ANGELO MUSEUM OF FINE ARTS SHALL ESTABLISH AND MAINTAIN A  
MUSEUM IN ORDER TO HOUSE AND EXHIBIT A PERMANENT COLLECTION OF ART AND  
PROVIDE SPACE FOR TRAVELING EXHIBITIONS, FOR THE PURPOSE OF THE  
ENJOYMENT AND EDUCATION OF THE GENERAL PUBLIC IN SAN ANGELO, TEXAS, AND  
THE RURAL COMMUNITIES OF THE CONCHO VALLEY.

NAME OF RECIPIENT - SAN ANGELO SYMPHONY SOCIETY

THE MISSION OF THE SAN ANGELO SYMPHONY SOCIETY IS TO INSPIRE, ENGAGE  
AND EDUCATE DIVERSE AUDIENCES THROUGH THE EXPERIENCE OF THE HIGHEST  
QUALITY ORCHESTRAL MUSIC.

NAME OF RECIPIENT - SIERRA VISTA UNITED METHODIST CHURCH

THE STATED MISSION OF SIERRA VISTA UNITED METHODIST (SVUMC) IS THAT THE  
CONGREGATION WILL "BE COMMITTED TO CHRIST, GROW IN FAITH, MINISTER TO



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EACH OTHER, AND DISCIPLE THE WORLD." AMONG THE MANY WAYS SVUMC SEEKS TO SERVE OTHERS IN THE COMMUNITY, IT CREATED THE BEDS FOR CHILDREN PROJECT FOR THE PURPOSE OF PROVIDING CHILDREN WITH A HEALTHY AND APPROPRIATE PLACE OF THEIR OWN TO SLEEP.

NAME OF RECIPIENT - SUTTON COUNTY COMMUNITY TRUST

PURPOSE OF SUTTON COUNTY COMMUNITY TRUST, 501 (C)(3), IS TO PROVIDE FOR THE WELFARE AND EDUCATION OF THE COMMUNITY. THE TRUST IS WORKING WITH THE SUTTON COUNTY ARENA IMPROVEMENT COMMITTEE TO REVITALIZE THE SUTTON COUNTY ARENA, A FACITLITY THAT AGE RELATED DETERIORATION AND STORM DAMAGE HAD MADE VIRTUALLY UNTENABLE. THE PROPOSED IMPROVEMENTS AND EXPANSION OF THE ARENA INCLUDE ADDITIONAL SEATING AND CANOPY OVER EXISTING BLEACHERS, NEW SOUND AND LIGHTING AND MODERN CONCESSION AND RESTROOMS WHICH ARE ALL ADA COMPLIANT.

NAME OF RECIPIENT - BOYS & GIRLS CLUB OF SAN ANGELO

THE PURPOSE OF BOYS & GIRLS CLUB OF SAN ANGELO IS "TO INSPIRE AND ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, TO REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING, AND RESPONSIBLE CITIZENS." IT IS A YOUTH DEVELOPMENT ORGANIZATION WITH FACILITIES, STAFF, AND PROGRAMS WHICH ARE DEDICATED SOLELY TO YOUTH BETWEEN THE AGES OF 6 & 18, ENSURING THEY HAVE ACCESS TO THE TOOLS AND RESOURCES THEY NEED TO POSITIVELY SHAPE THEIR FUTURE.

NAME OF RECIPIENT - HISTORICAL MURALS OF SAN ANGELO, INC.

THE PURPOSE OF HISTORICAL MURALS OF SAN ANGELO, INC. IS TO PRODUCE HISTORIC MURALS OF SAN ANGELO/TOM GREEN COUNTY ON EXTERIOR WALLS OF DOWNTOWN BUILDINGS TO PRESERVE LOCAL HISTORY FOR THE PUBLIC AND FOR

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TRAVELERS TO THE AREA.

NAME OF RECIPIENT - OPERATION MILITARY EMBRACE

OPERATION MILITARY EMBRACE EXISTS TO SERVE AND SUPPORT POST 9/11

INJURED AND ILL SERVICE MEMBERS & THEIR FAMILIES FROM ALL OF AMERICA'S  
COMBAT ARMS WHO HAVE SERVICE CONNECTED DISABILITIES AND ILLNESSES. THE  
SUPPORT PROVIDED IS IN THE FORM OF FINANCIAL ASSISTANCE, MOTIVATIONAL  
OUTINGS & ACTIVITIES FOR THE FAMILIES, WARRIOR EVENTS SUCH AS HUNTING,  
FISHING & LONG-DISTANCE HIKING TO HELP WARRIORS TRANSITION BACK TO  
CIVILIAN LIFE, A PACKAGES PROGRAM FOR DEPLOYED TROOPS AND OPERATION OF  
THE NATION'S ONLY FREE P-X (STORE) BEFORE CHRISTMAS EACH YEAR AT BROOKE  
ARMY MEDICAL CENTER IN SAN ANTONIO, TEXAS.

NAME OF RECIPIENT - RONALD MCDONALD HOUSE CHARITIES OF SAN ANTONIO,  
TEXAS, INC.

THE PURPOSE OF THE RONALD MCDONALD HOUSE CHARITIES OF SAN ANTONIO,  
TEXAS, INC. IS TO PROVIDE A HOME-AWAY-FROM-HOME, A SHORT-TERM  
RESIDENTIAL FACILITY WHERE FAMILIES RESIDE WHILE THEIR CHILDREN UNDERGO  
EXTENSIVE AND TIME-CONSUMING TREATMENT FOR CANCER, LEUKEMIA, INJURIES  
AND OTHER SERIOUS ILLNESSES. THESE CHILDREN, AGES 0-21 YEARS OF AGE,  
ARE PATIENTS OF LOCAL HOSPITALS AND ARE TREATED FOR VARYING LENGTHS OF  
TIME. THE HOMES PROVIDE INEXPENSIVE AND COMFORTABLE SURROUNDINGS, AS  
WELL AS INVALUABLE EMOTIONAL SUPPORT FOR FAMILIES WHO ARE FACING ONE OF  
THE MOST STRESSFUL SITUATIONS IN THEIR LIFE. THE DOORS OF RONALD  
MCDONALD HOUSE CHARITIES OF SAN ANTONIO, TEXAS, INC. ARE OPEN 24 HOURS  
A DAY, 7 DAYS A WEEK.

NAME OF RECIPIENT - THE PROGERIA RESEARCH FOUNDATION, INC.

423655 05-01-14

**Part XV** | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

THE PROGERLA RESEARCH FOUNDATION'S (PRF) MISSION IS TO FIND TREATMENTS  
AND THE CURE FOR PROGERIA AND ITS AGING-RELATED DISORDERS. PROGERIA IS  
A FATAL, "RAPID AGING" DISEASE THAT AFFLICTS CHILDREN, WHO DIE OF HEART  
DISEASE AT AN AVERAGE AGE OF 13 YEARS. PRF WAS FOUNDED IN 1999 IN  
RESPONSE TO THE COMPLETE LACK OF RESOURCES AND RESEARCH ON PROGERIA.  
AND IS THE ONLY ORGANIZATION IN THE WORLD SOLELY DEDICATED TO  
DISCOVERING TREATMENTS AND THE CURE FOR THIS DEVASTATING CONDITION.

JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION

45-3326925

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOYSVILLE, INC.

THE BOYSVILLE MISSION IS TO PROVIDE A SAFE, FAMILY ENVIRONMENT FOR CHILDREN IN NEED SO THEY MAY BECOME RESPONSIBLE ADULTS. BOYSVILLE HAS PROVIDED "FAMILY" FOR CHILDREN FROM CIRCUMSTANCES OF ABUSE, NEGLECT, AND POVERTY SINCE 1943. THE MODEL OF CARE HAS BEEN A LEGACY OF LONG-TERM RESIDENTIAL CARE FOR BOTH PRIVATE PLACEMENTS AND CHILDREN IN THE CUSTODY OF THE STATE OF TEXAS.

NAME OF RECIPIENT - MHMR SERVICES FOR THE CONCHO VALLEY

MHMR SERVICES FOR THE CONCHO VALLEY'S PURPOSE AND MISSION IS TO OFFER AN ARRAY OF SERVICES AND SUPPORTS WHICH RESPOND TO THE NEEDS OF PEOPLE WITH MENTAL ILLNESS, INTELLECTUAL & DEVELOPMENT DISABILITIES AND AUTISM; ENABLING THEM TO MAKE CHOICES THAT RESULT IN LIVES OF DIGNITY AND INCREASED INDEPENDENCE. TO THAT END THE FOUNDATION'S DESIRE IS FOR PEOPLE WITH THESE DISABILITIES TO BE ABLE TO ACQUIRE SKILLS TO LIVE, LEARN, WORK, ATTEND SCHOOL AND DEVELOP RELATIONSHIPS IN AN ENVIRONMENT OF THEIR OWN CHOOSING.

NAME OF RECIPIENT - FOOD RESOURCE CENTER OF SUTTON COUNTY

THE FOOD AND RESOURCE CENTER OF SUTTON COUNTY SERVES AS A CENTRAL LOCATION FOR ACCESS TO SOCIAL SERVICES IN SUTTON COUNTY, INCREASING THE GENERAL WELLNESS OF THE COMMUNITY AND CONTRIBUTING TO THE REDUCTION OF POVERTY AND FOOD INSECURITY. THE FOOD AND RESOURCE CENTER PROVIDES FREE AND REDUCED-COST ACCESS TO SOCIAL SERVICES, NUTRITION AND SKILLS TRAINING THAT HELP BRING PEOPLE OUT OF POVERTY AND CONTRIBUTE TO IMPROVED HEALTH AND WELLNESS.

NAME OF RECIPIENT - FRIENDS OF CHRISTUS SANTA ROSA FOUNDATION

423651 05-01-14

**Part XV**   **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

FRIENDS OF CHRISTUS SANTA ROSA FOUNDATION REMAINS THE ONLY FAITH-BASED, NON-PROFIT HEALTH CARE SYSTEM IN SOUTH TEXAS. ITS MISSION IS TO EXTEND THE HEALING MINISTRY OF JESUS CHRIST. FOUNDED IN 1997, THE FRIENDS OF CHRISTUS SANTA ROSA FOUNDATION RAISES FUNDS TO SUPPORT HEALTH AND WELLNESS INITIATIVES AND CAPITAL NEEDS AT THE THREE ADULT HOSPITALS IN SAN ANTONIO AND NEW BRAUNFELS, INCLUDING CHRISTUS SANTA ROSA HOSPITAL IN THE SOUTH TEXAS MEDICAL CENTER.

NAME OF RECIPIENT - ODEON PRESERVATION ASSOCIATION, INC.

THE PURPOSE OF THE ODEON PRESERVATION ASSOCIATION, INC. (OPA) IS TO PRESERVE, RESTORE AND OPERATE THE HISTORIC ODEON THEATER ON MASON'S COURTHOUSE SQUARE AS A MULTI-CULTURAL MOVIE AND COMMUNITY PERFORMING ARTS VENUE OFFERING WHOLESOME, AFFORDABLE ENTERTAINMENT FOR CHILDREN AND ADULTS OF ALL AGES AND WALKS OF LIFE IN RURAL MASON, MCCULLOCH, KIMBLE, LLANO, GILLESPIE AND MENARD COUNTIES.

NAME OF RECIPIENT - PROJECT IMPACT FOR JORDAN'S CROSSING SHELTER

PROJECT IMPACT (PL) IS A 501C(3) NONPROFIT ORGANIZATION BASED ON AN EXISTING AND PROVEN NON-PROFIT ORGANIZATION CALLED PROJECT TURN AROUND WHICH WAS DEVELOPED IN 1985 BY DR. TONY EVANS OF OAK CLIFF BIBLE FELLOWSHIP IN DALLAS. PL WAS ESTABLISHED IN 2007 AS A "BRIDGE" TO COME ALONG SIDE THE CHURCH AND PROVIDE A NETWORK OF ASSISTANCE TO SERVE THE COMMUNITY AND MEET SPECIFIC NEEDS. JORDAN'S CROSSING SHELTER IS ONE WAY PL IS ABLE TO MEET THE NEEDS OF WOMEN & CHILDREN IN THE COMMUNITY WHO ARE READY TO TAKE STEPS TO HELP THEMSELVES.

NAME OF RECIPIENT - SAN ANGELO SYMPHONY SOCIETY

THE MISSION OF THE SAN ANGELO SYMPHONY SOCIETY IS TO INSPIRE, ENGAGE

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Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

AND EDUCATE DIVERSE AUDIENCES THROUGH THE EXPERIENCE OF THE HIGHEST  
QUALITY ORCHESTRAL MUSIC.

NAME OF RECIPIENT - TEAMABILITY, INC.

TEAMABILITY EXISTS TO ENSURE THAT CHILDREN WITH SEVERE MULTIPLE  
DISABILITIES (MOBILITY, COMMUNICATION, INTELLECTUAL, SENSORY) HAVE THE  
OPPORTUNITY TO BENEFIT FROM THERAPEUTIC EDUCATIONAL INTERVENTION TO  
THAT THEY CAN PARTICIPATE ACTIVELY IN LIFE. THE AGENCY'S VISION IS TO  
BECOME THE PREMIER CATALYST FOR THE ADVANCEMENT OF THE SERVICE-DELIVERY  
STANDARD FOR ALL CHILDREN HAVING SEVERE MULTIPLE DISABILITIES.

NAME OF RECIPIENT - TEXAS RAMP PROJECT

THE TEXAS RAMP PROJECT IS A 501 (C)(3) NONPROFIT ORGANIZATION WHOSE  
MISSION IS TO ESTABLISH REGIONAL WHEELCHAIR RAMP-BUILDING PROGRAMS  
ACROSS TEXAS. THE REGIONAL PROJECTS PROVIDE FREE RAMPS TO ELDERLY AND  
DISABLED PEOPLE IN FINANCIAL NEED AS IDENTIFIED BY LOCAL HEALTH CARE  
PROFESSIONALS. THE RAMPS ARE BUILT EXCLUSIVELY WITH THE DONATED LABOR  
OF VOLUNTEERS RECRUITED FROM LOCAL CHURCHES, CIVIC CLUBS, HEALTH CARE  
AGENCIES, BUSINESSES AND EDUCATIONAL INSTITUTIONS. CLIENTS ARE SERVED  
WITHOUT REGARD TO AGE, GENDER, RACE, RELIGION OR ETHNICITY.

NAME OF RECIPIENT - THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER  
THE MISSION OF THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER IS TO  
ELIMINATE CANCER IN TEXAS, THE NATION AND THE WORLD THROUGH OUTSTANDING  
PROGRAMS THAT INTEGRATE PATIENT CARE, RESEARCH AND PREVENTION, AND  
THROUGH EDUCATION FOR UNDERGRADUATE AND GRADUATE STUDENTS, TRAINEES,  
PROFESSIONALS, EMPLOYEES AND THE PUBLIC.

JAMES B. AND LOIS R. ARCHER  
CHARITABLE FOUNDATION

45-3326925

**Part XV**   **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ST. JUDE CHILDREN'S RESEARCH HOSPITAL

THE MISSION OF ST. JUDE CHILDREN'S RESEARCH HOSPITAL IS TO ADVANCE  
CURES, AND MEANS OF PREVENTION, FOR PEDIATRIC CATASTROPHIC DISEASES  
THROUGH RESEARCH AND TREATMENT. CONSISTENT WITH THE VISION OF THE  
FOUNDER DANNY THOMAS, NO CHILD IS DENIED TREATMENT BASED ON RACE,  
RELIGION OR A FAMILY'S ABILITY TO PAY.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INTEREST	8.	8.	
SOMERSET EMERGING MARKETS SMALL CAP FUND	63.	63.	
WELLINGTON TRUST COMPANY	3,630.	3,630.	
TOTAL TO PART I, LINE 3	3,701.	3,701.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN EMERGING MARKETS FUND	10,067.	0.	10,067.	10,067.	
ARTISAN FUNDS, INC	335,365.	0.	335,365.	335,365.	
BNY MELLON #27000	2,887.	0.	2,887.	2,887.	
BNY MELLON #27010	63,316.	0.	63,316.	63,316.	
BNY MELLON #27020	26,616.	0.	26,616.	26,616.	
DODDINGTON EMERGING MARKETS FUND, LLC	16,855.	0.	16,855.	16,855.	
EDGBASTON ASIAN EQUITY TRUST	12,356.	0.	12,356.	12,356.	
GREENLIGHT CAPITAL OFFSHORE MASTER (GOLD) LTD	12,526.	0.	12,526.	12,526.	
HARVEST MLP					
PHILADELPHIA LL MORTGAGE FUND	37,383.	0.	37,383.	37,383.	
NATIXIS FUNDS, INC	59,846.	0.	59,846.	59,846.	
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	46,287.	0.	46,287.	46,287.	
TITAN PARTNERS LP	24,268.	0.	24,268.	24,268.	
VAN ECK GLOBAL HARD ASSETS	12,453.	0.	12,453.	12,453.	
VANGUARD 500 INDEX FUND ADM	1,309.	0.	1,309.	1,309.	
VANGUARD 500 INDEX FUND SIGNAL	13,867.	0.	13,867.	13,867.	
VANGUARD BOND MARKET INDEX FUND	38,534.	0.	38,534.	38,534.	
	135,021.	0.	135,021.	135,021.	



WELLINGTON TRUST COMPANY	9,678.	0.	9,678.	9,678.
TO PART I, LINE 4	858,634.	0.	858,634.	858,634.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AXIOM INTERNATIONAL EQUITY FUND II	93,688.	93,688.	
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	-10,613.	-10,613.	
WELLINGTON TRUST COMPANY	8,503.	8,503.	
TITAN PARTNERS LP	-14,253.	-14,253.	
BABSON FRI OFFSHORE FUND	-590.	-590.	
MASON CAPITAL	-239,493.	-239,493.	
GRUSS GLOBAL INVESTORS (ENHANCED)	24,464.	24,464.	
ALL BLUE	63,589.	63,589.	
LIGHTSPEED OFFSHORE FUND	30,917.	30,917.	
DODDINGTON EMERGING MARKETS FUND, LLC	-11,825.	-11,825.	
LL MORTGAGE FUND	-9,692.	-9,692.	
HARVEST MLP PHILADELPHIA	-16,685.	-16,685.	
FRESHFORD FUND, LTD	-16,344.	-16,344.	
EDGBASTON ASIAN EQUITY TRUST	-1,671.	-1,671.	
ABERDEEN EMERGING MARKETS INSTIT FUND	-40.	-40.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-100,045.	-100,045.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	120.	60.		60.
TO FM 990-PF, PG 1, LN 16A	120.	60.		60.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,500.	7,250.		7,250.
TO FORM 990-PF, PG 1, LN 16B	14,500.	7,250.		7,250.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	168,057.	84,029.		84,028.
TO FORM 990-PF, PG 1, LN 16C	168,057.	84,029.		84,028.

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FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	58,960.	0.		0.
TO FORM 990-PF, PG 1, LN 18	58,960.	0.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	198.	99.		99.
WEBSITE DEVELOPMENT	2,268.	1,134.		1,134.
CONNECTIVITY	818.	409.		409.
GENERAL BUSINESS INSURANCE	5,509.	2,755.		2,754.
OTHER EXPENSES	6,969.	6,964.		5.
TO FORM 990-PF, PG 1, LN 23	15,762.	11,361.		4,401.

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FORM 990-PF	CORPORATE STOCK		STATEMENT 9
INVESTMENT - STOCKS	BEGINNING OF YEAR (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
VANGUARD 500 INDEX FUND	1,955,174	2,542,227	2,560,902
ABERDEEN EMERGING MARKETS INSTITUTIONAL	1,637,619	367,291	386,456
ARTISAN FUNDS INC INTERNATIONAL FUND	3,681,896	3,778,704	4,805,758
MARKETS VECTORS GOLD MINERS ETF	764,902	816,207	372,673
VARIOUS SECURITIES HELD IN BNY #27010	NONE	1,964,513	2,786,581
VARIOUS SECURITIES HELD IN BNY #27020	NONE	1,439,942	2,012,507
	<b>8,039,590</b>	<b>10,908,883</b>	<b>12,924,877</b>

FORM 990-PF	CORPORATE BONDS		STATEMENT 10
INVESTMENT - STOCKS	BEGINNING OF YEAR (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
VANGUARD TOTAL BOND MARKET INDEX	6,954,957	4,500,071	4,403,572
	<b>6,954,957</b>	<b>4,500,071</b>	<b>4,403,572</b>

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
OTHER INVESTMENTS	BEGINNING OF YEAR (a) BOOK VALUE	END OF YEAR (b) BOOK VALUE	(c) FMV
AEW REAL ESTATE FUND	517,079	583,711	542,245
ALLBLUE LTD	1,000,000	1,063,589	1,078,868
ASIAN CENTURY QUEST OFFSHORE FUND, LTD	1,000,000	NONE	NONE
AXIOM INTERNATIONAL EQUITY FUND II	5,223,660	2,406,462	3,167,935
BABSON FRI OFFSHORE FUND	1,412,745	NONE	NONE
DODDINGTON EMERGING MARKETS FUND LLC	NONE	527,510	503,419
EDGBASTON ASIAN EQUITY TRUST	NONE	1,996,324	1,954,191
FRESHFORD FUND LTD	NONE	1,321,279	1,321,279
GREENLIGHT CAPITAL OFFSHORE MASTER (GOLD LTD)	NONE	1,012,526	1,000,000
GRUSS GLOBAL INVESTORS (ENHANCED) LTD	1,098,684	1,152,123	1,258,622
HARVEST MLP VA	NONE	1,461,557	1,502,089
KNIGHTHEAD OFFSHORE FUND, LTD	1,101,755	1,136,304	1,308,316
LITESPEED OFFSHORE FUND, LTD	1,463,460	1,508,125	1,337,314
LL MORTGAGE FUND LP	NONE	1,652,802	1,698,080
MASON CAPITAL, LTD	1,199,391	1,034,120	989,126
PFM DIVERSIFIED OFFSHORE FUND, LTD	1,062,317	1,095,875	1,300,260
SCOPIA PX INTERNATIONAL LIMITED	1,164,256	1,164,256	1,276,214
SCOUT CAPITAL FUND, LTD	1,136,554	-	-
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	680,297	656,637	697,610
SYLEBRA CAPITAL PARTNERS (OFFSHORE) LTD	NONE	1,193,675	1,193,675
THREE BRIDGES EUROPE FUND, LTD	1,036,585	-	-
TITAN PARTNERS LP	3,140,285	1,896,870	3,063,436
VAN ECK GLOBAL HARD ASSETS FUND-I	NONE	1,601,309	1,257,553
WELLINGTON TRUST COMPANY	2,802,785	-	-
	<b>25,039,853</b>	<b>24,465,053</b>	<b>26,450,230</b>

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 12

NAME OF CONTRIBUTOR

ADDRESS

JAMES B. ARCHER

5106 KNICKERBOCKER RD  
SAN ANGELO, TX 76904

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JORGE VELARDE  
5106 KNICKERBOCKER ROAD  
SAN ANGELO, TX 76904

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS ADOPTED THE STANDARD FORM PROMULGATED BY THE FUNDERS  
ROUNDTABLE

ANY SUBMISSION DEADLINES

APRIL 30 & OCTOBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS MAY NOT APPLY IN ANY TWO CONSECUTIVE GRANT CYCLES