EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: TECUMSEH FOUNDATION

A Employer identification number: 74-2807652

Number and street (or P O box number if mail is not delivered to street address): 2711 GREENLEE DR.

Room/suite:

B Telephone number: (512) 474-9974

City or town, state or province, country, and ZIP or foreign postal code: AUSTIN, TX 78703

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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: [X] 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)* ▶$ 13,703,772.

J Accounting method: [X] 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 ▶ [ ]

SCANNED NOV 23 2015

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)
Revenue				
1 Contributions, gifts, grants, etc., received	2,000.		N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	437,051.	389,836.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	411,186.			
b Gross sales price for all assets on line 6a 2,120,937.				
7 Capital gain net income (from Part IV, line 2)		411,186.		
8 Net short-term capital gain				
9 Income modifications	NOV 18 2015			
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<166.>	0.		STATEMENT 2
12 **Total** Add lines 1 through 11	850,071.	801,022.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	7,756.	0.		0.
c Other professional fees STMT 4	37,136.	31,755.		0.
17 Interest				
18 Taxes STMT 5	17,951.	1,589.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses.** Add lines 13 through 23	62,843.	33,344.		0.
25 Contributions, gifts, grants paid	579,000.			579,000.
26 **Total expenses and disbursements** Add lines 24 and 25	641,843.	33,344.		579,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	208,228.			
b **Net investment income** (if negative, enter -0-)		767,678.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets — 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
Assets			
1 Cash - non-interest-bearing	11,451.	3,040.	3,040.
2 Savings and temporary cash investments	335,045.	164,406.	164,406.
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			
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 STMT 7	1,759,874.	794,061.	881,919.
b Investments - corporate stock STMT 8	3,328,401.	5,712,781.	11,721,410.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	1,275,753.	238,985.	931,996.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 10)	6,554,226.	6,790,499.	1,001.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,264,750.	13,703,772.	13,703,772.
Liabilities			
17 Accounts payable and accrued expenses		1,000.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	1,000.	
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 ▶ [X] and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	13,264,750.	13,702,772.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	13,264,750.	13,702,772.	
31 **Total liabilities and net assets/fund balances**	13,264,750.	13,703,772.	

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	13,264,750.
2 Enter amount from Part I, line 27a	2	208,228.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	235,711.
4 Add lines 1, 2, and 3	4	13,708,689.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR AMORTIZATION	5	5,917.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,702,772.

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	2,120,937.		1,709,751.	411,186.

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				411,186.

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 — 411,186.

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	132,000.	11,846,932.	.011142
2012	129,000.	2,909,278.	.044341
2011	118,332.	2,379,869.	.049722
2010	113,357.	2,406,813.	.047098
2009	113,214.	2,336,463.	.048455

2	**Total** of line 1, column (d)	2	.200758
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	.040152
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,680,805.
5	Multiply line 4 by line 3	5	589,464.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,677.
7	Add lines 5 and 6	7	597,141.
8	Enter qualifying distributions from Part XII, line 4	8	579,000.

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

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

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	15,354.
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	15,354.
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	15,354.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 13,320.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	13,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 11 ▶		9	2,034.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ **Refunded** ▶		11	

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?	1a		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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TERRY MATTHEWS Telephone no. ▶ (512) 474-9974

Located at ▶ 2711 GREENLEE DR., AUSTIN, TX ZIP+4 ▶ 78703

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

			Yes	No
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?	16		X
	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 ▶			

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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☒ Yes ☐ No

If "Yes," list the years ▶ 2013 , , ,

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	X	

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? ☐ Yes ☒ No

			Yes	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

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 **5b**

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** No: 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
SEE STATEMENT 14		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

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 N/A	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.

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	13,659,597.
b	Average of monthly cash balances	1b	312,779.
c	Fair market value of all other assets	1c	931,995.
d	**Total** (add lines 1a, b, and c)	1d	14,904,371.
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	0.
3	Subtract line 2 from line 1d	3	14,904,371.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	223,566.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,680,805.
6	**Minimum investment return** Enter 5% of line 5	6	734,040.

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	734,040.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 15,354.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,354.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	718,686.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	718,686.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	718,686.

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	579,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	579,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	579,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				718,686.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			579,014.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 579,000.				
a Applied to 2013, but not more than line 2a			579,000.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			14.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				718,686.
7 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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 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)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 15

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:

TERRY MATTHEWS, 512 474-9974
2711 GREENLEE DR., AUSTIN, TX 78703

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

ALL APPLICATIONS SHOULD BE WRITTEN

c Any submission deadlines:

NONE

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

RECIPIENTS MUST BE TAX-EXEMPT ENTITIES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AIDS SERVICES OF AUSTIN P.O. BOX 4874 AUSTIN, TX 78765	NONE	PC	OPERATIONAL SUPPORT	1,000.
AMERICAN HIMALAYAN FOUNDATION 909 MONTOGMERY STREET, SUITE 400 SAN FRANCISCO, CA 94133	NONE	PC	OPERATIONAL SUPPORT	25,000.
AMERICAN QUARTER HORSE FOUNDATION P.O. BOX 32111 AMARILLO, TX 79120	NONE	PC	OPERATIONAL SUPPORT	1,000.
ANIMAL REFUGE FOUNDATION 3377 SPALDING ROAD SHERMAN, TX 75092	NONE	PC	OPERATIONAL SUPPORT	4,000.
ANIMAL TRUSTEES OF AUSTIN P.O. BOX 26742 AUSTIN, TX 78755-0742	NONE	PC	OPERATIONAL SUPPORT	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	579,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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11-24-14

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	437,051.	
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	523000	<166.>			
8 Gain or (loss) from sales of assets other than inventory			18	411,186.	
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)		<166.>		848,237.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 848,071.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Penny Matthews — Date: 11/10/15 — Title: President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY B. GRAVES, CPA	Timothy B. Graves	11-9-15		P00023231

Firm's name ▶ CONDLEY AND COMPANY, L.L.P. — Firm's EIN ▶ 75-1056027

Firm's address ▶ P. O. BOX 2993 ABILENE, TX 79604-2993 — Phone no (325) 677-6251

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	100 AT&T INCORPORATED	D	01/26/11	10/03/14
b	415 APPLE COMPUTER, INC	D	09/21/11	10/03/14
c	14 BLACKROCK INC	D	03/17/11	10/03/14
d	83,333.33 BRAZOS RIVER AUTHORITY TX 5% 9/1/27	D	01/28/11	10/29/14
e	.8 CALIFORNIA RESOURCES	D	09/15/06	12/10/14
f	83,333.33 COMAL CNTY TX 3% 8/01/19	D	07/23/12	04/28/14
g	83,333.33 CONROE TX 5% 3/1/27	D	08/25/11	10/29/14
h	83,333.33 CORPUS CHRISTI TX BUS & JOB DEV 4% 3/01	D	07/13/12	01/08/14
i	390 CULLEN/FROST BANKERS INC	D	08/23/11	01/31/14
j	83,333.33 DENTON TX 2% 2/15/15	D	04/06/11	01/08/14
k	1,738 EBAY INC	D	05/25/11	05/13/14
l	83,333.33 EL PASO 5% 8/15/29	D	09/01/11	10/29/14
m	506 EXPRESS SCRIPTS HLDG	D	04/02/12	01/31/14
n	48,111.037 FEDERATED INTL STRATEGIC VAL DVD FD	P	09/27/13	01/30/14
o	1,086 FREEPORT-MCMORAN COPPER & GOLD INC	D	01/03/12	01/31/14

	(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	3,533.		2,890.	643.
b	41,408.		24,849.	16,559.
c	4,587.		2,421.	2,166.
d	96,522.		83,333.	13,189.
e	5.		4.	1.
f	89,500.		88,243.	1,257.
g	97,270.		89,831.	7,439.
h	86,300.		88,930.	<2,630.>
i	28,949.		18,789.	10,160.
j	84,618.		77,786.	6,832.
k	89,558.		53,322.	36,236.
l	95,693.		87,766.	7,927.
m	37,474.		44.	37,430.
n	195,812.		193,894.	1,918.
o	35,098.		34,839.	259.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				643.
b				16,559.
c				2,166.
d				13,189.
e				1.
f				1,257.
g				7,439.
h				<2,630.>
i				10,160.
j				6,832.
k				36,236.
l				7,927.
m				37,430.
n				1,918.
o				259.

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	

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05-01-14

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	437 GENERAL MILLS	D	07/11/12	01/31/14
b	81,666.67 IOWA PARK TX ISD 4% 2/1/27	D	08/01/12	01/08/14
c	83,333.33 JACKSONVILLE TX ISD 5% 2/15/26	D	01/25/11	10/29/14
d	83,333.33 JACKSONVILLE TX ISD 4.75% 2/15/28	D	01/25/11	10/29/14
e	69,166.67 JOHNSON CITY KS PUB BLDG COMM 2% 9/01/2	D	10/14/11	01/08/14
f	309 KLA-TENCOR CORP	D	10/17/12	01/31/14
g	205 LOCKHEED MARTIN CORP	D	01/26/11	01/31/14
h	83,333.33 MANOR TEX ISD 4% 8/01/16	D	10/26/11	01/08/14
i	635 MATTEL INC	D	10/04/11	08/06/14
j	914 MATTEL INC	P	07/30/13	08/06/14
k	20 OASIS PETROLEUM INC	D	01/01/81	01/31/14
l	460 ONEOK INC	D	03/26/12	01/22/14
m	5430 ONEOK INC	D	03/26/12	01/24/14
n	226 ONEOK INC	D	03/26/12	01/29/14
o	294 ONEOK INC	P	03/15/13	01/29/14

	(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	20,998.		17,144.	3,854.
b	83,913.		89,548.	<5,635.>
c	98,225.		85,348.	12,877.
d	95,433.		82,720.	12,713.
e	71,242.		68,919.	2,323.
f	18,965.		14,347.	4,618.
g	30,963.		16,206.	14,757.
h	90,329.		86,663.	3,666.
i	22,419.		16,390.	6,029.
j	32,269.		38,620.	<6,351.>
k	83,768.		44,963.	38,805.
l	31,165.		19,020.	12,145.
m	28,474.		17,780.	10,694.
n	15,085.		9,345.	5,740.
o	19,625.		13,261.	6,364.

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				3,854.
b				<5,635.>
c				12,877.
d				12,713.
e				2,323.
f				4,618.
g				14,757.
h				3,666.
i				6,029.
j				<6,351.>
k				38,805.
l				12,145.
m				10,694.
n				5,740.
o				6,364.

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	

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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	507 PPL CORP	D	01/24/12	05/01/14
b	1,138 PPL CORP	P	01/31/14	05/01/14
c	8,333 PEARLAND TX ISD 4.75% 2/15/23	D	02/04/11	06/11/14
d	467 SANDISK CORP	D	06/27/12	06/17/14
e	1,494 TEVA PHARMACEUTICAL	D	12/12/12	01/31/14
f	486 TOTAL SASPONSORED	D	01/26/11	01/31/14
g	165 VANGUARD EMERGING	D	05/06/10	02/25/14
h	570 WELLPOINT INC	P	01/31/14	03/26/14
i	600 CORE LABORATORIES	D	06/18/07	01/31/14
j	TEJON HALCON PARTNERS	D	12/08/12	12/15/14
k	CAPITAL GAINS DIVIDENDS			
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	17,096.		14,111.	2,985.
b	38,376.		34,856.	3,520.
c	9,500.		8,581.	919.
d	48,188.		16,669.	31,519.
e	66,557.		58,963.	7,594.
f	27,692.		24,674.	3,018.
g	6,385.		7,171.	<786.>
h	57,007.		49,174.	7,833.
i	107,072.		28,337.	78,735.
j	1,860.			1,860.
k	12,004.			12,004.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				2,985.
b				3,520.
c				919.
d				31,519.
e				7,594.
f				3,018.
g				<786.>
h				7,833.
i				78,735.
j				1,860.
k				12,004.
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	411,186.
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

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05-01-14

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
AUSTIN GERMAN SHEPHERD RESCUE P.O. BOX 3339 MANOR, TX 78653	NONE	PC	OPERATIONAL SUPPORT	1,000.
AUSTIN ISD 1111 W 6TH STREET AUSTIN, TX 78703	NONE	PC	OPERATIONAL SUPPORT	1,000.
AUSTIN PETS ALIVE 2807 MANCHACA RD AUSTIN, TX 78704	NONE	PC	OPERATIONAL SUPPORT	1,000.
AUSTIN RECOVERY 4201 S. CONGRESS, SUITE 202 AUSTIN, TX 78745	NONE	PC	OPERATIONAL SUPPORT	3,000.
BEYOND BATTEN DISEASE FOUNDATION PO BOX 200998 AUSTIN, TX 78720	NONE	PC	OPERATIONAL SUPPORT	1,000.
CANINE COMPANIONS FOR INDEPENDENCE P.O. BOX 4568 OCEANSIDE, CA 92052	NONE	PC	OPERATIONAL SUPPORT	60,000.
CARITAS OF AUSTIN 611 NECHES STREET AUSTIN, TX 78701	NONE	PC	OPERATIONAL SUPPORT	1,000.
CENTER FOR CHILD PROTECTION 8509 FM 969, BUILDING 2 AUSTIN, TX 78724	NONE	PC	OPERATIONAL SUPPORT	600.
CHAMPIONS OFF THE FIELD 1703 W 5TH ST STE 800 AUSTIN, TX 78703	NONE	PC	OPERATIONAL SUPPORT	50,000.
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1600 TULLIE CIRCLE NE ATLANTA, GA 30329	NONE	PC	OPERATIONAL SUPPORT	10,000.
Total from continuation sheets				546,000.

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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
CHILDREN'S HOSPITAL FOUNDATION 601 E 15TH ST AUSTIN, TX 787011996	NONE	PC	OPERATIONAL SUPPORT	18,900.
CREATIVE ACTION 2921 E 17TH ST. BOX 7 AUSTIN, TX 78702	NONE	PC	OPERATIONAL SUPPORT	5,000.
EMORY UNIVERSITY SCHOOL OF MEDICINE 100 WOODRUFF CIRCLE ATLANTIC, GA 30322	NONE	PC	OPERATIONAL SUPPORT	5,000.
EXPLORE AUSTIN P.O. BOX 50470 AUSTIN, TX 78783	NONE	PC	OPERATIONAL SUPPORT	202,000.
FIVE POINT VOLUNTEER FIRE DEPARTMENT PO BOX 95 RED ROCK, TX 78662	NONE	PC	OPERATIONAL SUPPORT	2,500.
FOSTER ANGELS OF CENTRAL TEXAS PO BOX 152575 AUSTIN, TX 78715	NONE	PC	OPERATIONAL SUPPORT	5,000.
HELPING HAND HOME FOR CHILDREN P.O. BOX 4185 AUSTIN, TX 78765	NONE	PC	OPERATIONAL SUPPORT	2,000.
HOSPICE AUSTIN 4107 SPICEWOOD SPIRNGS ROAD, SUITE 100 AUSTIN, TX 787598645	NONE	PC	OPERATIONAL SUPPORT	6,000.
I AM WATERS FOUNDATION 3262 WESTHEIMER RD BOX 229 HOUSTON, TX 77098	NONE	PC	OPERATIONAL SUPPORT	10,000.
INDEPENDENT BANK FBO THE LYMAN FAMILY 11011 WEST 40TH STREET AUSTIN, TX 78756	NONE	I	MEDICAL FUNDS AND BASIC NEEDS FOR A FAMILY AFTER A DEADLY CAR CRASH. THE FATHER WAS KILLED AND THE	3,000.
Total from continuation sheets				

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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
JDRF AUSTIN 3420 EXECUTIVE CENTER DR, STE 108 AUSTIN, TX 78731	NONE	PC	OPERATIONAL SUPPORT	1,000.
LOUISE H BATZ PATIENT SAFETY FOUNDATION 1177 N.E. LOOP 410 SAN ANTONIO, TX 78209	NONE	PC	OPERATIONAL SUPPORT	1,000.
MEALS ON WHEELS AND MORE 3227 EAST 5TH STREET AUSTIN, TX 78702	NONE	PC	OPERATIONAL SUPPORT	1,000.
NATIONAL COWGIRL MUSEUM & HALL OF FAME 1720 GENDY FT WORTH, TX 76107	NONE	PC	OPERATIONAL SUPPORT	1,000.
NATURE CONSERVANCY PO BOX 1440 SAN ANTONIO, TX 78295-1440	NONE	PC	OPERATIONAL SUPPORT	2,000.
PEACHTREE PRESBYTERIAN PRESCHOOL 3434 ROSEWELL ROAD ATLANTA, GA 30305	NONE	PC	OPERATIONAL SUPPORT	6,000.
SAFE PLACE P O BOX 19454 AUSTIN, TX 78760	NONE	PC	OPERATIONAL SUPPORT	1,000.
SAINT DAVID'S FOUNDATION 811 BARTON SPRINGS ROAD, SUITE 600 AUSTIN, TX 78701	NONE	PC	OPERATIONAL SUPPORT	1,000.
SAN MIGUEL COUNTY SEARCH AND RESCUE 85163 L ROAD TELLURIDE, CO 81435	NONE	PC	OPERATIONAL SUPPORT	3,000.
SAN MIGUEL RESOURCE CENTER PO BOX 3243 TELLURIDE, CO 81435	NONE	PC	OPERATIONAL SUPPORT	1,000.
Total from continuation sheets				

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
SETON FUND 1201 WEST 38TH STREET AUSTIN, TX 787051056	NONE	PC	OPERATIONAL SUPPORT	5,000.
ST. ANDREWS EPISCOPAL SCHOOL 1112 W 31ST ST AUSTIN, TX 78705	NONE	PC	OPERATIONAL SUPPORT	25,000.
ST. DAVID'S EPISCOPAL CHURCH P O BOX 315 AUSTIN, TX 78767-0315	NONE	PC	OPERATIONAL SUPPORT	1,000.
TELLURIDE ADAPTIVE SPORTS PROGRAM 568 MOUNTAIN VILLAGE BOULEVARD, SUITE 101 TELLURIDE, CO 81435	NONE	PC	OPERATIONAL SUPPORT	1,000.
TELLURIDE MEDICAL CENTER FOUNDATION PO BOX 1229 TELLURIDE, CO 81435	NONE	PC	OPERATIONAL SUPPORT	30,000.
TELLURIDE VOLUNTEER FIRE DEPARTMENT PO BOX 1602 TELLURIDE, CO 81435	NONE	PC	OPERATIONAL SUPPORT	10,000.
TEXAS & SOUTHWEST CATTLE RAISERS FOUNDATION P.O. BOX 868 FT WORTH, TX 76107	NONE	PC	OPERATIONAL SUPPORT	1,000.
TEXAS BOOK FESTIVAL 610 BURROS SUITE 200 AUSTIN, TX 78701	NONE	PC	OPERATIONAL SUPPORT	10,000.
THE SHOOTOUT FOUNDATION 10200 US HWY 290 W AUSTIN, TX 78736	NONE	PC	OPERATIONAL SUPPORT	36,500.
THERAPY PET PALS OF TEXAS 3930 BEE CAVE ROAD, SUITE C AUSTIN, TX 78746	NONE	PC	OPERATIONAL SUPPORT	1,000.
Total from continuation sheets				

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
TRAIL FOUNDATION PO BOX 2382 SAN ANTONIO, TX 78290	NONE	PC	OPERATIONAL SUPPORT	5,000.
UNIVERSITY OF TEXAS SYSTEMS, OFFICE OF EXTERNAL RELATIONS 210 WEST 6TH ST, SUITE 1200 AUSTIN, TX 78701-2901	NONE	PC	OPERATIONAL SUPPORT	2,000.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE	PC	OPERATIONAL SUPPORT	10,000.
WEST AUSTIN YOUTH ASSOCIATION 1314 EXPOSITION BLVD AUSTIN, TX 78703	NONE	PC	OPERATIONAL SUPPORT	1,000.
ZACHARY SCOTT THEATRE 1510 TOOMEY ROAD AUSTIN, TX 78704	NONE	PC	OPERATIONAL SUPPORT	1,500.
Total from continuation sheets				

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Part XV **Supplementary Information**

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

NAME OF RECIPIENT - INDEPENDENT BANK FBO THE LYMAN FAMILY

MEDICAL FUNDS AND BASIC NEEDS FOR A FAMILY AFTER A DEADLY CAR CRASH. THE FATHER WAS KILLED AND THE MOTHER AND CHILD HAVE HAD EXTENSIVE OPERATIONS AND NEED MORE. THE FUND WAS ADMINISTERED THROUGH INDEPENDENT BANK IN AUSTIN.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FFTAM - TAX EXEMPT INTEREST	47,215.	0.	47,215.	0.	
FIRST FINANCIAL BANKSHARES	63,161.	0.	63,161.	63,161.	
FIRST FINANCIAL TRUST & ASSET MGMT CO	226,488.	12,004.	214,484.	214,484.	
FIRST FINANCIAL TRUST & ASSET MGMT CO	13.	0.	13.	13.	
TEJON HALCON PARTNERS	112,178.	0.	112,178.	112,178.	
TO PART I, LINE 4	449,055.	12,004.	437,051.	389,836.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TEJON HALCON PARTNERS - UBI	<166.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<166.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,665.	0.		0.
QUICKBOOKS	91.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,756.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES - TAXABLE INCOME	31,614.	31,614.		0.
MISC EXPENSE	5.	0.		0.
TRUSTEE FEES - TAX EXEMPT INCOME	5,376.	0.		0.
PARTNERSHIP INVESTMENT FEES	141.	141.		0.
TO FORM 990-PF, PG 1, LN 16C	37,136.	31,755.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX EXPENSE	16,362.	0.		0.
FOREIGN TAXES	1,589.	1,589.		0.
TO FORM 990-PF, PG 1, LN 18	17,951.	1,589.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6
DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN IN CORPORATE STOCKS	235,274.
BASIS ADJUSTMENT OF PRIOR YEAR GIFT	437.
TOTAL TO FORM 990-PF, PART III, LINE 3	235,711.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BRAZORIA COUNTY TEXAS 4% 9/1/2023		X	119,927.	126,670.
BRAZOS RIVER AUTHORITY TEX 5% 9/1/2027		X	0.	0.
COMAL COUNTY TEXAS 3% 8/1/2019		X	0.	0.
CONROE TEXAS 5% 3/1/2027		X	0.	0.
COPPERAS COVE TEXAS 5.25% 8/15/2028		X	84,640.	97,096.
CORPUS CHRISTI TX BUS & JOB DEV 4% 3/23		X	0.	0.
DENTON TEXAS 2% 2/15/2015		X	0.	0.
EL PASO TEXAS 5% 8/15/2029		X	0.	0.
HURST TEXAS 5% 8/15/2026		X	91,618.	91,102.
IOWA PARK TEXAS ISD 4% 2/1/2027		X	0.	0.
JACKSONVILLE TEXAS ISD 5% 2/15/2026		X	0.	0.
JACKSONVILLE TEXAS ISD 4.75% 2/15/2028		X	0.	0.
JOHNSON CO KS PUB BLDG COMM 2% 9/1/2026		X	0.	0.
LONE STAR COLLEGE SYS TX 5% 8/15/2029		X	83,028.	94,986.
MANOR TEXAS ISD 4% 8/1/2016		X	0.	0.
PALM BEACH CO FL PUB IMP REV 5% 11/2027		X	88,038.	97,281.
PEARLAND TEXAS ISD 4.75% 2/15/2023		X	77,080.	88,146.
SOUTHWEST HIGHER ED AUTH TX 5% 10/1/2027		X	83,333.	95,684.
UNIV NORTH TEXAS UNIVERSITY 5% 4/15/2029		X	82,881.	94,338.
WASHINGTON STATE 5% 8/1/2029		X	83,516.	96,616.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			794,061.	881,919.
TOTAL TO FORM 990-PF, PART II, LINE 10A			794,061.	881,919.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST FINANCIAL BANKSHARES/58,482 SHS	60,175.	3,494,884.
ANADARKO PETRO CO	47,312.	60,555.
APPLE COMPUTER, INC	59,351.	103,316.
AT&T INCORPORATED	53,464.	55,457.
BLACKROCK INC	42,036.	68,652.
CHEVRON CORPORATION	84,237.	86,491.
CISCO SYSTEMS	74,314.	94,293.
COCA-COLA CO	95,040.	108,125.
CONCHO RESOURCES INC	86,663.	1,080,592.
CORE LABORATORIES	14,168.	36,102.
CULLEN/FROST BANKERS INC	0.	0.
EATON CORP PLC	93,232.	101,057.
EBAY INC	0.	0.
EXPRESS SCRIPTS HLDG CO	0.	0.
FORTINET INC	35,713.	55,617.
FREEPORT-MCMORAN COPPER & GOLD INC	0.	0.
GENERAL MILLS	0.	0.
GOOGLE INC	0.	0.
JOHNSON & JOHNSON	28,021.	298,234.
JPMORGAN CHASE & CO	67,501.	92,931.
KLA-TENCOR CORP	0.	0.
LOCKHEED MARTIN CORP	0.	0.
MAIN STREET CAPITAL CORP	523,443.	1,340,712.
MATTEL INC	0.	0.
MCDONALDS CORP	73,971.	76,459.
MERCK & CO	1,034.	146,291.
MICROSOFT CORP	58,305.	100,146.
MONDELEZ INTL INC	53,156.	63,859.
NOVARTIS AG	66,670.	89,232.
OASIS PETROLEUM INC	0.	0.
OCCIDENTAL PETROLEUM CORP	51,918.	82,383.
ONEOK INC	0.	0.
PEPSICO INC	53,922.	67,800.
PNC FINANCIAL SERVICES GROUP INC	49,084.	65,959.
PPL CORP	0.	0.
PROCTER & GAMBLE	27,699.	124,065.
QUALCOMM INCORPORATED	74,242.	88,676.
SANDISK CORP	34,124.	93,669.
SPDR S&P REGIONAL BANKING ETF	41,033.	60,724.
TEVA PHARMACEUTICAL INDS LTD ADR	0.	0.
TOTAL SASPONSORED ADDR	0.	0.
UNITED PARCEL SERVICES INC	59,806.	79,598.
UNION PAC CORP	0.	0.
VANGUARD MATERIALS ETF	53,818.	59,494.
FEDERATED INTL STRATEGIC VAL DVD FD	0.	0.
GOLDMAN SACHS N-11 EQUITY FUND-INST	106,827.	107,175.
GOLDMAN SACHS INTL S/C INSIGHTS FD	95,847.	96,447.

ISHARES MSCI EMERGING MARKETS INDEX FUND	73,137.	111,819.
ISHARES S&P MIDCAP 400 INDEX FUND	403,808.	475,523.
JPMORGAN SMALL CAP EQUITY FD SEL	100,745.	102,780.
VANGUARD EMERGING MARKETS ETF	192,972.	190,535.
VANGUARD FTSE DEVELOPED MARKET ETF	398,251.	384,634.
AMAZON COM INCORPORATED	40,070.	37,552.
AMERIPRISE FINANCIAL INC	81,568.	100,907.
APACHE COPR	41,016.	31,899.
CABELA'S INC	87,735.	75,902.
CALIFORNIA RESOURCES CORP	2,180.	2,248.
CELGENE CORP	35,559.	53,022.
CHECK POINT SOFTWARE TECH	55,214.	66,077.
CME GROUP INC	71,487.	84,749.
DISNEY WALT CO	70,326.	90,611.
FORD MOTOR CO	96,167.	99,386.
GILEAD SCIENCES INC	84,621.	102,932.
GOOGLE INC CLASS A SHS	20,340.	37,677.
GOOGLE INC CLASS C SHS	20,300.	37,374.
HALCON RESOURCES CORP	983,333.	466,755.
KANSAS CITY SOUTHERN	57,007.	67,483.
MEDTRONIC	78,393.	97,975.
PRECISION CASTPARTS CORP	41,515.	43,118.
RED HAT INC	46,330.	60,981.
SCHLUMBERGER LTD	77,008.	74,734.
UNION PAC CORP	54,074.	76,005.
VALERO ENERGY CORP (NEW)	37,299.	33,066.
YAHOO! INC	89,260.	130,821.
OPPENHEIMER INTERNATIONAL SMALL COMPANY FUND	106,940.	105,850.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,712,781.	11,721,410.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TEJON HALCON PARTNERS (7.886%)	COST	238,985.	931,996.
TOTAL TO FORM 990-PF, PART II, LINE 13		238,985.	931,996.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAIN	6,554,224.	6,789,498.	0.
DIVIDEND RECEIVABLE	2.	1.	1.
OTHER RECEIVABLE	0.	1,000.	1,000.
TO FORM 990-PF, PART II, LINE 15	6,554,226.	6,790,499.	1,001.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 11

TAX DUE FROM FORM 990-PF, PART VI	2,034.
LATE PAYMENT INTEREST	31.
LATE PAYMENT PENALTY	61.
TOTAL AMOUNT DUE	2,126.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	2,034.	2,034.	6	61.
DATE FILED	11/15/15		2,034.		
TOTAL LATE PAYMENT PENALTY					61.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 13

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	2,034.	2,034.	.0300	184	31.
DATE FILED	11/15/15		2,065.			
TOTAL LATE PAYMENT INTEREST						31.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERRY MATTHEWS 2711 GREENLEE DR. AUSTIN, TX 78703	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOHN J. MATTHEWS P.O. BOX 701 ABILENE, TX 796010701	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JAMES A. MATTHEWS P.O. BOX 701 ABILENE, TX 796010701	SECRETARY/DIRECTOR 0.00	0.	0.	0.
JOHN A. MATTHEWS, JR. 2030 A LOOP 306 SAN ANGELO, TX 76904	TREASURER/DIRECTOR 0.00	0.	0.	0.
KADE L. MATTHEWS P.O. BOX 1170 CLARENDON, TX 79226	ASST SECRETARY/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 15

NAME OF MANAGER
JOHN J. MATTHEWS
JAMES A. MATTHEWS