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Extended to August 17, 2015

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2014 or tax year beginning

, and ending

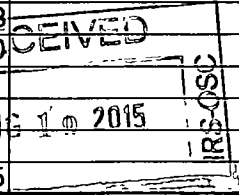
Name of foundation Perkins-Prothro Foundation		A Employer identification number 75-1247407
Number and street (or P.O. box number if mail is not delivered to street address) 2304 Midwestern Parkway	Room/suite 200	B Telephone number (940) 691-7770
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76308		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,346,406.51	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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		4,520.37		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,272.19	1,272.19		Statement 1
4 Dividends and interest from securities		588,065.77	588,065.77		Statement 2
5a Gross rents		3,713.10	3,713.10		Statement 3
b Net rental income or (loss)		3,713.10			
6a Net gain or (loss) from sale of assets not on line 10		1,916,111.45			
b Gross sales price for all assets on line 6a		5,642,625.43			
7 Capital gain net income (from Part IV, line 2)			1,916,111.45		
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		1,279,634.92	1,279,634.92		Statement 4
12 Total. Add lines 1 through 11		3,793,317.80	3,788,797.43		
13 Compensation of officers, directors, trustees, etc.		48,000.00	24,000.00		24,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits		18,831.47	9,415.74		9,415.73
16a Legal fees					
b Accounting fees Stmt 5		88,651.34	44,325.67		0.00
c Other professional fees Stmt 6		146,480.17	146,480.17		0.00
17 Interest					
18 Taxes Stmt 7		194,385.56	149,842.73		1,377.00
19 Depreciation and depletion		361.00	361.00		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		6,354.15	6,354.15		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		503,063.69	380,779.46		34,792.73
25 Contributions, gifts, grants paid		2,371,161.00			2,371,161.00
26 Total expenses and disbursements. Add lines 24 and 25		2,874,224.69	380,779.46		2,405,953.73
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		919,093.11			
b Net investment income (if negative, enter -0-)			3,408,017.97		
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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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			
	2	Savings and temporary cash investments	1,260,274.86	3,299,985.59	3,299,985.59
	3	Accounts receivable ▶ 14,854.56			
		Less allowance for doubtful accounts ▶	67,602.42	14,854.56	14,854.56
	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	13,283,943.79	12,450,141.58	17,767,409.36
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 14,757.91			
Liabilities		Less accumulated depreciation Stmt 10 ▶	14,757.91	14,757.91	14,757.91
	12	Investments - mortgage loans			
	13	Investments - other Stmt 11	752,685.31	518,617.76	6,249,399.09
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,379,264.29	16,298,357.40	27,346,406.51
	17	Accounts payable and accrued expenses			
	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)	0.00	0.00	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	6,754,787.69	7,673,880.80	
	29	Retained earnings, accumulated income, endowment, or other funds	8,624,476.60	8,624,476.60	
	30	Total net assets or fund balances	15,379,264.29	16,298,357.40	
	31	Total liabilities and net assets/fund balances	15,379,264.29	16,298,357.40	

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	15,379,264.29
2	Enter amount from Part I, line 27a	2	919,093.11
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	16,298,357.40
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,298,357.40

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 5,642,625.43		3,726,513.98	1,916,111.45

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

(i) FMV 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			1,916,111.45

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	1,916,111.45
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	2,613,303.21	25,903,623.67	.100886
2012	3,201,703.35	25,453,547.63	.125786
2011	3,592,831.63	25,248,161.90	.142301
2010	3,162,380.81	24,239,685.72	.130463
2009	4,497,001.99	23,549,746.83	.190958

2 Total of line 1, column (d)	2	.690394
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	.138079
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	27,202,527.66
5 Multiply line 4 by line 3	5	3,756,097.82
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,080.18
7 Add lines 5 and 6	7	3,790,178.00
8 Enter qualifying distributions from Part XII, line 4 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	8	2,405,953.73

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)		1	68,160.36
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.00
3 Add lines 1 and 2		3	68,160.36
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	68,160.36
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 48,787.06		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.00		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	68,787.06	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	314.22	
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	312.48	
11 Enter the amount of line 10 to be credited to 2015 estimated tax	11	0.00	

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 \$ 0.00 (2) On foundation managers \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.00		
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 XV	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	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

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 ▶ N/A	13	X	
14	The books are in care of ▶ Mark H. Prothro, Treasurer Telephone no ▶ (940) 691-7770 Located at ▶ 2304 Midwestern Parkway, Suite 200, Wichita Falls ZIP+4 ▶ 76308			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶		
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? ☐ 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

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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

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

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 12		48,000.00	1,386.00	0.00

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	
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

0.00

Form 990-PF (2014)

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	22,596,248.43
b	Average of monthly cash balances	1b	1,677,102.29
c	Fair market value of all other assets	1c	3,343,428.63
d	Total (add lines 1a, b, and c)	1d	27,616,779.35
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	27,616,779.35
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	414,251.69
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,202,527.66
6	Minimum investment return. Enter 5% of line 5	6	1,360,126.38

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	1,360,126.38
2a	Tax on investment income for 2014 from Part VI, line 5	2a	68,160.36
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	68,160.36
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,291,966.02
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,291,966.02
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,291,966.02

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	2,405,953.73
b	Program-related investments - total from Part IX-B	1b	0.00
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	2,405,953.73
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,405,953.73

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				1,291,966.02
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2014				
a From 2009	3329986.23			
b From 2010	2005756.55			
c From 2011	2377217.15			
d From 2012	1983050.62			
e From 2013	1366909.08			
f Total of lines 3a through e	11,062,919.63			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$2,405,953.73				
a Applied to 2013, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2014 distributable amount				1,291,966.02
e Remaining amount distributed out of corpus	1,113,987.71			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,176,907.34			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.00
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)	0.00			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,329,986.23			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,846,921.11			
10 Analysis of line 9				
a Excess from 2010	2005756.55			
b Excess from 2011	2377217.15			
c Excess from 2012	1983050.62			
d Excess from 2013	1366909.08			
e Excess from 2014	1113987.71			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

N/A

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				
Alf Engen Ski Museum Fdn PO Box 980187 Park City, UT 84098	None	501(c)(3)	open	250.00
American Cancer Society 3808 Kemp Blvd Suite 335 Wichita Falls, TX 76308	None	501(c)(3)	Cattle Baron's Wildcatter	10,000.00
Animal Rescue League of NH 545 Route 101 Bedford, NH 03110	None	501(c)(3)	Open	5,000.00
Art Alliance Austin PO Box 5705 Austin, TX 78763	None	501(c)(3)	open	3,000.00
AT&T Performing Arts Center 2100 Ross Ave., Suite 855 Dallas, TX 75201	None	501(c)(3)	Open	2,500.00
Total	See continuation sheet(s)			2,371,161.00
b Approved for future payment				
None				
Total				0.00

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.		

[illegible]

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		

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.

Sign Here  8-12-15  **President**

Signature of officer or trustee Date Title

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
	MAC CANNEDY	Mac Cannedy	8/10/15		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th. Street, Suite 200 Wichita Falls 76301-3381			Phone no 940-322-4436	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Name of the organization

Perkins-Prothro Foundation

Employer identification number

75-1247407

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 4,520.37	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

75-1247407

Part II

[illegible]

Name of organization

Employer identification number

Perkins-Prothro Foundation**75-1247407****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Perkins-Prothro Foundation

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 Event Driven-109.519	P	Various	Various
b UBS-All accounts	P	Various	Various
c Nestle-760 shs	P	05/23/90	04/02/14
d General Electric-1100 shs	P	07/22/03	09/18/14
e McDonalds Corp-200 shs	P	11/30/09	09/18/14
f Intel Corp-600 Shs	P	03/27/97	09/18/14
g McDonalds Corp-70 shs	P	12/11/07	09/18/14
h Coca Cola-1000 shs	P	03/05/01	11/04/14
i Target Corp-1000 shs	P	04/01/11	11/04/14
j General Electric-103 shs	P	07/22/03	11/04/14
k Freeport McMoran-1220 shs	P	06/27/08	11/04/14
l Kraft Foods-134 shs	P	02/23/89	11/04/14
m Exxon Mobil Corp-150 shs	P	11/21/83	11/04/14
n Exxon Mobil Corp-156 shs	P	11/20/83	11/04/14
o Exxon Mobil Corp-194 shs	P	09/16/69	11/04/14

(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 9,673.50		9,082.54	590.96
b 408,664.34		376,790.81	31,873.53
c 57,624.92		4,520.37	53,104.55
d 28,703.86		29,755.00	<1,051.14>
e 18,666.24		12,713.84	5,952.40
f 20,984.53		10,586.31	10,398.22
g 6,533.19		4,431.70	2,101.49
h 41,810.16		24,875.00	16,935.16
i 60,921.95		50,685.30	10,236.65
j 2,631.07		2,786.15	<155.08>
k 33,732.37		70,955.20	<37,222.83>
l 7,671.33		439.98	7,231.35
m 14,125.68		696.68	13,429.00
n 14,690.71		724.84	13,965.87
o 18,269.22		431.47	17,837.75

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

(i) FMV. 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			590.96
b			31,873.53
c			53,104.55
d			<1,051.14>
e			5,952.40
f			10,398.22
g			2,101.49
h			16,935.16
i			10,236.65
j			<155.08>
k			<37,222.83>
l			7,231.35
m			13,429.00
n			13,965.87
o			17,837.75

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

Perkins-Prothro Foundation

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	Freeport McMoran-200 shs	P	07/01/11	11/04/14
b	Kraft Foods-200 shs	P	11/08/88	11/04/14
c	General Electric-2141 shs	P	10/16/86	11/04/14
d	General Electric-256 shs	P	10/16/86	11/04/14
e	Kraft Foods-49 shs	P	10/02/87	11/04/14
f	Johnson & Johnson-500 shs	P	03/05/01	11/04/14
g	Freeport McMoran-600 shs	P	04/01/11	11/04/14
h	Altria Group-1000 shs	P	03/06/01	12/19/14
i	Apple Inc-1000 shs	P	11/30/09	12/19/14
j	Merck & Co-1000 shs	P	07/02/09	12/19/14
k	Kemper Corp-1424 shs	P	03/05/01	12/19/14
l	Mondelez Intl-150 shs	P	10/02/87	12/05/14
m	Coca Cola-1500 shs	P	03/05/01	12/05/14
n	CDK Global-183.333 shs	P	08/28/06	12/19/14
o	Target Corp-200 shs	P	04/01/11	12/19/14

(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	5,529.90	10,500.90	<4,971.00>
b	11,449.74	576.23	10,873.51
c	54,690.41	6,836.08	47,854.33
d	6,539.35	823.98	5,715.37
e	2,805.19	180.31	2,624.88
f	54,003.85	27,937.50	26,066.35
g	16,589.69	33,429.18	<16,839.49>
h	50,198.99	11,184.68	39,014.31
i	112,277.53	28,741.41	83,536.12
j	59,371.68	27,299.20	32,072.48
k	49,012.99	53,471.20	<4,458.21>
l	5,760.35	333.55	5,426.80
m	64,967.56	37,312.50	27,655.06
n	7,268.14	2,945.20	4,322.94
o	14,846.09	10,137.06	4,709.03

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

(i) FMV 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			<4,971.00>
b			10,873.51
c			47,854.33
d			5,715.37
e			2,624.88
f			26,066.35
g			<16,839.49>
h			39,014.31
i			83,536.12
j			32,072.48
k			<4,458.21>
l			5,426.80
m			27,655.06
n			4,322.94
o			4,709.03

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

Perkins-Prothro Foundation

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 General Electric-2000 shs	P	10/16/86	12/19/14
b Curtiss Wright-224 shs	P	06/01/77	12/19/14
c CDK Global-266.6667 shs	P	05/09/06	12/19/14
d Target Corp-300 shs	P	04/07/11	12/19/14
e Intel Corp-400 Shs	P	03/27/97	12/19/14
f Mondelez Intl-400 shs	P	02/23/89	12/05/14
g Exxon Mobil Corp-500 shs	P	09/16/69	12/19/14
h Johnson & Johnson-500 shs	P	03/05/01	12/19/14
i McDonalds Corp-500 shs	P	07/02/09	12/05/14
j Philip Morris Intl-500 shs	P	03/06/01	12/19/14
k Kemper Corp-576 shs	P	06/01/74	12/19/14
l Curtiss Wright-596 shs	P	06/01/74	12/19/14
m Mondelez Intl-600 shs	P	11/08/88	12/05/14
n UBS-All accounts	P	Various	Various
o Capital Gains Dividends			

(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 50,143.69		6,385.87	43,757.82
b 15,271.53		29.76	15,241.77
c 10,604.34		4,016.29	6,588.05
d 22,269.14		15,100.92	7,168.22
e 14,505.36		7,057.54	7,447.82
f 15,360.94		813.89	14,547.05
g 45,784.04		1,112.03	44,672.01
h 52,850.33		27,937.50	24,912.83
i 48,097.49		28,904.75	19,192.74
j 41,338.67		12,743.21	28,595.46
k 19,825.48		297.78	19,527.70
l 40,633.19		80.75	40,552.44
m 23,041.41		1,065.91	21,975.50
n 3,940,133.75		2,769,783.61	1,170,350.14
o 42,751.54			42,751.54

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

(i) FMV 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			43,757.82
b			15,241.77
c			6,588.05
d			7,168.22
e			7,447.82
f			14,547.05
g			44,672.01
h			24,912.83
i			19,192.74
j			28,595.46
k			19,527.70
l			40,552.44
m			21,975.50
n			1,170,350.14
o			42,751.54

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	1,916,111.45
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 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
AT&T Performing Arts Center 2100 Ross Ave., Suite 650 Dallas, TX 75201	None	501(c)(3)	Annual Membership	25,000.00
Backdoor Theatre PO Box 896 Wichita Falls, TX 76308	None	501(c)(3)	Open	250.00
Baylor Health Care System Fdn 3600 Gaston, Suite 100 Dallas, TX 75246	None	501(c)(3)	annual gift	2,500.00
Bedford Presbyterian Church 4 Church Road Bedford, NH 03110	None	501(c)(3)	Use as needed	7,500.00
Best Friends Animal Society 5001 Angel Canyon Rd, Box 567 Kanab, UT 84741	None	501(c)(3)	Open Donation	5,000.00
Big Thought 1409 South Lamar Street, Suite 1015 Dallas, TX 75215	None	501(c)(3)	City of Learning	37,500.00
Boy Scouts of America 3604 Maplewood Avenue Wichita Falls, TX 76308	None	501(c)(3)	Friends of Scouting	500.00
Camelot Therapeutic Horsemanship 23623 N. Scottsdale Rd, D3-259 Scottsdale, AZ 85255	None	501(c)(3)	open	500.00
Camp Fire USA 2414 Ninth Street Wichita Falls, TX 76301	None	501(c)(3)	Operating Budget	500.00
Camp Fire USA North TX Council 2414 Ninth Street Wichita Falls, TX 76301	None	501(c)(3)	Membership Drive	1,000.00
Total from continuation sheets				2,350,411.00

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
CASA of New Hampshire PO Box 1327 Manchester, NH 03105	None	501(c)(3)	Open	5,000.00
Cattle Baron's Ball/dba American Cancer Society 3838 Oak Lawn Ave., Suite 700 Dallas, TX 75219	None	501(c)(3)	Funding of cancer research projects, treatments, etc..	7,500.00
Clay County Amimal Shelter PO Box 274 Henrietta, TX 76365	None	501(c)(3)	Open	1,000.00
Creede Community Church 410 Main Street Creede, CO 81130	None	501(c)(3)	Annual Fund Campaign	5,000.00
Crossroads Community Services 1928 Ross Avenue Dallas, TX 75201	None	501(c)(3)	open	1,000.00
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	501(c)(3)	Open	1,500.00
Easter Seals New Hampshire 555 Auburn Street Manchester, NH 03103	None	501(c)(3)	Open	5,000.00
Emancipet 7010 East Wind Dr, Suite 260 Austin, TX 78752	None	501(c)(3)	open	4,000.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Annual Fund	7,500.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Clark Family Endowment Fund	62,250.00
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
Episcopal School of Dallas PTA 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	auktion support	750.00
F.R.E.E. 631 N. Stephanie Street Henderson, NV 89014	None	501(c)(3)	Super Bowl Project	12,500.00
First United Methodist Church PO Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	2014 Budget	122,500.00
First United Methodist Church PO Box 2125 Wichita Falls, TX 76308	None	501(c)(3)	Kay & Frank Fund	24,000.00
Fractured Atlas 248 W 35th street New York, NY 10001-2025	None	501(c)(3)	Education We All Deserve Fdn	15,000.00
Frank Buck Zoological Society PO Box 621 Gainesville, TX 76341	None	501(c)(3)	Honor attached list.	50.00
Friends of Hospice Wichita Falls PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Hospice Golf Tourn.	7,200.00
Good Samaritan Ministries 7929 SW Cirrus Drive Bld 23 Beaverton, OR 97008-5973	None	501(c)(3)	Walla Walla Washington in honor of Ms. Brenda Van Donge	2,250.00
Greater Dallas Youth Orchestra 3630 Harry Hines Blvd. Dallas, TX 75219	None	501(c)(3)	annual fund	1,500.00
H.A.N.D. 1640 B East 2nd, Suite 200 Austin, TX 78702	None	501(c)(3)	open	3,000.00
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
Hand to Hands Community Fund PO Box 4641 Wichita Falls, TX 76308	None	501(c)(3)	Annual Campaign	12,000.00
Highland Park Education Foundation 4201 Grassmere Lane Dallas, TX 75205	None	501(c)(3)	Tartan Fund	15,000.00
Highland Park Education Foundation 4201 Gassmere Lane Dallas, TX 75205	None	501(c)(3)	open	25,000.00
Highland Park Education Foundation 4201 Gassmere Lane Dallas, TX 75205	None	501(c)(3)	Mad for Plaid	7,500.00
Highland Park United Methodist Church 3300 Mockingbird Lane Dallas, TX 75205	None	501(c)(3)	Support of Church & Its Missions	37,500.00
Hospice of Wichita Falls PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Memorials	725.00
Hospice of Wichita Falls PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	open	500.00
Humane Society of Wichita County 2013 Hampstead Lane Wichita Falls, TX 76308	None	501(c)(3)	Airment for the Animals	1,500.00
Kemp at the Forum 2120 Speedway Wichita Falls, TX 76308	None	501(c)(3)	Savor the Falls	1,100.00
Kemp Center for the Arts 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Membership	100.00
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
Kemp Center for the Arts 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Budget	12,500.00
Lady Bird Johnson Wildflower Center 1801 La Crosse Avenue Austin, TX 78739	None	501(c)(3)	In honor of Lucy Baines Johnson	1,000.00
Letot Capital Foundation 10505 Denton Drive Dallas, TX 75220	None	501(c)(3)	Letot Landscape Fund	5,000.00
McKernyn Bridge Foundation 249 Canal Street Manchester, NH 03101	None	501(c)(3)	Where most needed	7,500.00
Mental Health America of Greater Dallas 624 N Good Latimer Ste 200 Dallas, TX 75204	None	501(c)(3)	open	3,000.00
Midwestern State University 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Open	500.00
Midwestern State University 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	French program	10,000.00
Midwestern State University 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Atkin Music Series	30,000.00
Midwestern State University 3410 Taft Wichita Falls, TX 76308	None	501(c)(3)	Fantasy of Lights	250.00
MSU Museum of Art 3410 Taft Wichita Falls, TX 76308	None	501(c)(3)	Annual Fund	1,250.00
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
MSU President's Excellence Circle 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Annual Fund	20,000.00
MSU President's Excellence Circle 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Campaign Fund	1,000.00
Mills College 5000 MacArthur Blvd. Oakland, CA 94613	None	170(c)(1)	El Campanil Club	12,500.00
Mountainlands Community Housing Trust 1960 Sidewinder, Suite 202 Park City, UT 84060	None	501(c)(3)	Open	2,000.00
Museum of North Texas History PO Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	Membership Campaign	500.00
Museum of North Texas History 720 Indiana Avenue Wichita Falls, TX 76301	None	501(c)(3)	Jenny to Jet	4,000.00
National Ability Center PO Box 682799 Park City, UT 84068	None	501(c)(3)	Red White & Snow	10,605.00
National Drug & Safety League 710 Flood St. Wichita Falls, TX 76301	None	501(c)(3)	Annual Material Drive	1,000.00
New Friends New Life PO Box 192378 Dallas, TX 75219	None	501(c)(3)	2015 Host Committee Luncheon	7,500.00
North Texas Area United Way 1105 Holiday Wichita Falls, TX 76301	None	501(c)(3)	Campaign	10,500.00
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
North Texas Genealogical Association PO Box 4602 Wichita Falls, TX 75308	None	501(c)(3)	open	250.00
North Texas Rural Rail PO Box 324 Wichita Falls, TX 76307	None	501(c)(3)	Paving & trail improvements	2,500.00
Park City Historical Society PO Box 555 Park City, UT 84060	None	501(c)(3)	open	300.00
Park City Institute dba Park City Performing Arts PO Box 1297 Park City, UT 84060	None	501(c)(3)	Saints & Sinners	10,650.00
Park City Ski Education Fdn PO Box 108 Park City, UT 84060	None	501(c)(3)	Annual Fund	23,000.00
Peace House, Inc. PO Box 682141 Park City, UT 84068	None	501(c)(3)	Open	2,500.00
Perot Museum of Nature and Science 2201 N. Field Street Dallas, TX 75201	None	501(c)(3)	inspire minds through nature and science	1,875.00
PETA 501 Front Street Norfolk, VA 23510	None	501(c)(3)	Annual Fund	30,000.00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	Good Samaritan Fund	6,500.00
River Bend Nature Center P O Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Robert T. Priddy Endowment Challenge	350,000.00
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
River Bend Nature Center PO Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	100.00
Rush University Medical Center 1700 W Van Buren, St., Suite 250 Chicago, IL 60612	None	501(c)(3)	Minimally Invasive Joint Replacement Research	15,000.00
Rush University Medical Center 1700 W Van Buren, St., Suite 250 Chicago, IL 60612	None	501(c)(3)	Dr. Simon Lee Research Project	11,250.00
Salesmanship Club Charitable Golf of Dallas 106 E. 10 Street, Suite 200 Dallas, TX 75203-2296	None	501(c)(3)	support J. Erik Johnson School & family conseling centers	8,250.00
Salesmanship Club Foundation-Fund B 106 E. Tenth Street Dallas, TX 75203	None	501(c)(3)	Fund B	25,000.00
Sheppard Military Affairs Committee 900 8th Street, Suite 617 Wichita Falls, TX 76301	None	501(c)(3)	Efforts to support SAFB	5,000.00
Sheppard Military Affairs Committee 900 8th Street, Suite 617 Wichita Falls, TX 76301	None	501(c)(3)	Donor Partnership	7,500.00
SMU - Clements Center for SW Studies PO Box 750460 Dallas, TX 75275	None	170(c)(1)	Clements Center for SW Studies, Laura Wilson Book	5,000.00
SMU Mustang Club PO Box 750315 Dallas, TX 75275	None	170(c)(1)	Mustang Club	4,000.00
SMU Perkins School of Theology PO Box 750133 Dallas, TX 75275	None	170(c)(1)	Public Life/Personal Faith Lecture Series	17,500.00
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
SMU Meadows School of the Arts PO Box 750356 Dallas, TX 75275	None	170(c)(1)	Endowed Meadows Scholar Fund	5,000.00
SMU Meadows School of the Arts PO Box 750356 Dallas, TX 75275	None	170(c)(1)	Art Histroy PH.D Restricted Endowment	75,000.00
Southwestern Univeristy PO Box 770 Gerogetown, TX 78627	None	501(c)(3)	Southwestern Fund	10,000.00
Southwestern Univeristy PO Box 770 Georgetown, TX 78627	None	501(c)(3)	Parent Leadership Gift Council	10,000.00
SPCA 2400 Lone Star Drive Dallas, TX 75212	None	501(c)(3)	Open Donation	10,000.00
St. Michaels All Angels 8011 Douglas Ave. Dallas, TX 75225	None	501(c)(3)	Stewardship Fund	1,500.00
Stateline Community Church 85440 Hwy 11 Milton-Freewater, OR 97862	None	501(c)(3)	in honor of Brenda and Dean Van Donge	11,750.00
Sweet Briar College PO Box G Sweet Briar, VA 24595	None	501(c)(3)	annual fund	1,000.00
Texas Health Presbyterian Fdn 8440 Walnut Hill Lane, Suite 800 Dallas, TX 75231	None	501(c)(3)	Eating disorders account 662	5,000.00
Texas Methodist Fdn 11709 Boulder Lane, Suite 100 Austin, TX 78726	None	501(c)(3)	open	10,000.00
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
Texas Trees Foundation 2100 Ross Ave., Suite 855 Dallas, TX 75201	None	501(c)(3)	Open	1,000.00
Texas Wesleyan University 1201 Wesleyan Ft. Worth, TX 76105	None	501(c)(3)	annual fund	1,000.00
United Regional Health Care Fdn 1600 11th Street Wichita Falls, TX 76301	None	501(c)(3)	Expanding Excellence Campaign	5,000.00
United Regional Health Care Fdn 1600 11th Street Wichita Falls, TX 76301	None	501(c)(3)	Center for Emergency Care	167,000.00
US Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909	None	501(c)(3)	Annual Fund	50,000.00
US Ski & Snowboard Fdn PO Box 100 Park City, UT 84060	None	501(c)(3)	Annual Fund	56,000.00
Univ of Texas Harry Ransom Center PO Box 7219 Austin, TX 78713	None	170(c)(1)	Prothro Theater Revovation Proj	37,500.00
Univ of Texas Harry Ransom Center PO Box 7219 Austin, TX 78713	None	170(c)(1)	Staff bonus fund	5,000.00
Univ of Texas Longhorn FDN PO Box 7399 Austin, TX 78713	None	170(c)(1)	Annual Fund	22,935.00
Univ of Texas McCombs Advisory Council 1 University Station, B6000 Austin, TX 78712	None	170(c)(1)	McCombs Advisory Council	4,000.00
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
Univ of Texas Texas Chancellor's Council 210 W 6th Street, Suite 1.200 Austin, TX 78701	None	170(c)(1)	Chancellor's Council	2,000.00
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75309	None	170(c)(1)	University Hospital	25,000.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	DVMP Endowment	57,930.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Annual Fund	5,000.00
Vernon College 4400 College Drive Vernon, TX 76384	None	501(c)(3)	New Beginnings Program	15,000.00
Wake Forest University PO Box 7227 Winston Salem, NC 27109-7227	None	501(c)(3)	Annual Fund	3,750.00
Wake Forest University PO Box 7227 Winston Salem, NC 27109	None	501(c)(3)	Wellbeing Center	201,250.00
Wichita Falls ISD 1104 Broad Street Wichita Falls, TX 76307	None	501(c)(3)	Piano Keyboard Labs Project	43,300.00
Wichita Falls ISD Fdn PO Box 97533 Wichita Falls, TX 76307	None	501(c)(3)	Pay It Forward Scholarship Fund-Barwise	1,000.00
Wichita Falls ISD Fdn 1104 Broad Street Wichita Falls, TX 76307	None	501(c)(3)	Purchase Art Award Competition	1,800.00
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
Wichita Falls ISD Fdn PO Box 97533 Wichita Falls, TX 76307	None	501(c)(3)	Haynes Northwest Academy "Bean Bags and Books"	1,300.00
WF Symphony League 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	500.00
WF Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Support	34,300.00
WF Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Time for Three	6,700.00
WF Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Musician Payroll Supplement	8,816.00
WF Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	February Guest Artist	6,000.00
WF Youth Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Operating Budget	7,300.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	Membership	500.00
Wichita Falls Area Community Fdn 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	Riverside Fund	1,500.00
Wichita Falls Area Community Fdn 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	Project support for - A Central Place Fund	3,750.00
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
Wichita Falls Area Food Bank PO Box 623 Wichita Falls, TX 76307	None	501(c)(3)	PowerPak 4 kids Program	10,000.00
Wichita Falls Ballet Theatre PO Box 4322 Wichita Falls, TX 76308	None	501(c)(3)	Organization Support	3,000.00
Wild Bird Rescue 4611 Lake Shore Drive Wichita Falls, TX 76310	None	501(c)(3)	Operating Budget	1,250.00
Wofford College 429 North Church St. Spartanburg, SC 29303	None	501(c)(3)	James Patrick Prothro Endowed Scholarship	1,000.00
Wofford College Terrier Club 429 North Church St. Spartanburg, SC 29303	None	501(c)(3)	Annual Fund	22,500.00
Women's Ski Jumping USA PO Box 980218 Park City, UT 84098	None	501(c)(3)	Annual Fund	1,925.00
Yale University Art Gallery PO Box 208271 New Haven, CT 06520	None	501(c)(3)	Director's Resource Annual Fund	10,000.00
Yellowstone Park Fdn 222 East Main Street Suite 301 Bozeman, MT 59715	None	501(c)(3)	In honor of Frank & Kay Yeager	750.00
Yellowstone Park Fdn 222 East main Street Bozeman, MT 59715	None	501(c)(3)	Foundation Staff Travel Expenses	1,400.00
Yellowstone Park Fdn 222 East Main Street, Suite 301 Bozeman, UT 59715	None	501(c)(3)	Capital Campaign	235,000.00
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
Yellowstone Park Fdn 222 East Main St. Suite 301 Bozeman, MT 59715	None	501(c)(3)	Annual Fund	1,000.00
YMCA 1010 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Operating Budget	500.00
YMCA Camp Grady Spruce 9409 Garland, Suite 200 Dallas, TX 75218	None	501(c)(3)	Camp Grady Spruce	5,000.00
YMCA East Branch 1010 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Youth Campaign	250.00
YWCA 4144 N. Central Eway, Suite 580 Dallas, TX 75204	None	501(c)(3)	Women's Center	5,000.00
Total from continuation sheets				

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
Merrill Lynch	1,063.52	1,063.52	
Prothro Investments	0.02	0.02	
UBS Financial Services LLC	208.65	208.65	
Total to Part I, line 3	1,272.19	1,272.19	

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
Merrill Lynch	246,092.39	0.00	246,092.39	246,092.39	
UBS Financial Services LLC	384,724.92	42,751.54	341,973.38	341,973.38	
To Part I, line 4	630,817.31	42,751.54	588,065.77	588,065.77	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	3,713.10
Total to Form 990-PF, Part I, line 5a		3,713.10

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Oil & Gas Royalties	335,067.36	335,067.36		
Oil & Gas Royalties - Partnership K-1's	973,940.56	973,940.56		
Partnerships - K-1's	<29,373.00>	<29,373.00>		
Total to Form 990-PF, Part I, line 11	1,279,634.92	1,279,634.92		

Form 990-PF	Accounting Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00		0.00
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	73,651.34	36,825.67		0.00
To Form 990-PF, Pg 1, ln 16b	88,651.34	44,325.67		0.00

Form 990-PF	Other Professional Fees		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	41,107.00	41,107.00		0.00
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	105,373.17	105,373.17		0.00
To Form 990-PF, Pg 1, ln 16c	146,480.17	146,480.17		0.00

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Expense	4,878.23	4,878.23		0.00
Ad Valorem	18,459.05	18,459.05		0.00
Federal Excise & Misc. Taxes	43,165.83	0.00		0.00
Gross Production Tax	15,028.78	15,028.78		0.00
Payroll Taxes	2,754.00	1,377.00		1,377.00
Gross Production Tax-Partnerships	110,099.67	110,099.67		0.00
To Form 990-PF, Pg 1, ln 18	194,385.56	149,842.73		1,377.00

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses - Royalties	2,943.89	2,943.89		0.00
Miscellaneous Expenses	3,410.26	3,410.26		0.00
To Form 990-PF, Pg 1, ln 23	6,354.15	6,354.15		0.00

Form 990-PF

Corporate Stock

Statement 9

Description	Book Value	Fair Market Value
ML Corporate Stocks	3,145,388.37	7,990,071.29
UBS Corporate Stocks	9,304,753.21	9,777,338.07
Total to Form 990-PF, Part II, line 10b	12,450,141.58	17,767,409.36

Form 990-PF Depreciation of Assets Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	14,757.91	0.00	14,757.91
Total to Fm 990-PF, Part II, ln 11	14,757.91	0.00	14,757.91

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
GS Hedge Funds	COST	18,475.61	19,078.37
Mineral Investments - Producing	COST	309.46	753,143.55
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - DB Liquidations	COST	<162.00>	0.00
Partnership Interest - Prothro Investments	COST	17,681.84	2,572,233.49
UBS Partnership Investments	COST	479,019.17	2,901,650.00
Total to Form 990-PF, Part II, line 13		518,617.76	6,249,399.09

Form 990-PF Part VIII - List of Officers, Directors Statement 12
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Joe N. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	36,000.00	1,386.00	0.00
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Secretary 10.00	6,000.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Treasurer 10.00	0.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	6,000.00	0.00	0.00
David H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	0.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		48,000.00	1,386.00	0.00

Form 990-PF Part XV - Line 1b Statement 13
List of Foundation Managers

Name of Manager

Joe N. Prothro
Kathryn P. Yeager
Mark H. Prothro

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	Perkins-Prothro Foundation	Employer identification number (EIN) or 75-1247407
	Number, street, and room or suite no. If a P.O. box, see instructions. 2304 Midwestern Parkway, No. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Wichita Falls, TX 76308	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Mark H. Prothro, Treasurer - 2304 Midwestern Parkway,

- The books are in the care of ► **Suite 200 - Wichita Falls,, TX 76308**

Telephone No. ► **(940) 691-7770**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **calendar year 2014** or
- ☐ tax year beginning , and ending .

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 68,787.06
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 48,787.06
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 20,000.00

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.