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Return of Private Foundation

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

OMB No 1545-0052

2014

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

GUINN FOUNDATION, INC.

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

1111 SEVENTH STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

WICHITA FALLS, TX 76301

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 6,315,546.

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

(Part I, column (d) must be on cash basis.)

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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	261,839.	261,839.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2.			
	b Gross sales price for all assets on line 6a	40.			
	7 Capital gain net income (from Part IV, line 2)		2.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<7,494.>	<17.>		STATEMENT 2
	12 Total. Add lines 1 through 11	254,347.	261,824.		
	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	900.	450.		450.
	c Other professional fees				
	17 Interest				
	18 Taxes	5,200.	1,929.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	104.	104.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,204.	2,483.		450.
	25 Contributions, gifts, grants paid	308,750.			308,750.
	26 Total expenses and disbursements. Add lines 24 and 25	314,954.	2,483.		309,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<60,607.>			
	b Net investment income (if negative, enter -0-)		259,341.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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	493,400.	180,479.	180,479.
	2 Savings and temporary cash investments	783,474.	474,098.	474,098.
	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			
	b Investments - corporate stock STMT 6	2,682,167.	3,255,343.	5,614,594.
	c Investments - corporate bonds STMT 7	2,359.	2,009.	1,625.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	28,275.	17,139.	44,750.	
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)	3,989,675.	3,929,068.	6,315,546.	
Liabilities	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.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,989,675.	3,929,068.	
30 Total net assets or fund balances	3,989,675.	3,929,068.		
31 Total liabilities and net assets/fund balances	3,989,675.	3,929,068.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,989,675.
2 Enter amount from Part I, line 27a	2	<60,607.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,929,068.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,929,068.

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 VODAFONE	P	09/21/09	02/21/14
b PARAGON OFFSHORE	P	12/31/04	08/01/14
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 34.		34.	0.
b 6.		4.	2.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			2.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	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	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	265,350.	6,251,806.	.042444
2012	238,925.	5,376,004.	.044443
2011	213,975.	4,796,556.	.044610
2010	193,278.	4,325,928.	.044679
2009	226,444.	4,149,410.	.054573

2 Total of line 1, column (d)	2	.230749
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	.046150
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,524,948.
5 Multiply line 4 by line 3	5	301,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,593.
7 Add lines 5 and 6	7	303,719.
8 Enter qualifying distributions from Part XII, line 4	8	309,200.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 2,593.
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 2,593.
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 2,593.
6	Credits/Payments:	
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,000.
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 3,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 407.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> 407.	11 0.

Part VII-A Statements Regarding Activities

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

N/A

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 ► ALFRED B. GUINN Telephone no. ► (940) 723-2104 Located at ► 1111 SEVENTH STREET, WICHITA FALLS, TX ZIP+4 ► 76301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► , , , <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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
ALFRED B. GUINN 1111 SEVENTH STREET WICHITA FALLS, TX 76301	PRESIDENT/TREASURER	0.00	0.	0.
A. PATRICK GUINN 2411 FARINGTON ROAD WICHITA FALLS, TX 76308	VICE-PRESIDENT/SECRETARY	0.00	0.	0.
MELISSA G. ROTHWELL 3218 SOUTHWESTERN 3416 Carn. H Blvd DALLAS, TX 75225	VICE-PRESIDENT	0.00	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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.

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	5,658,587.
b	Average of monthly cash balances	1b	965,726.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,624,313.
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	6,624,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99,365.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,524,948.
6	Minimum investment return. Enter 5% of line 5	6	326,247.

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	326,247.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,593.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,654.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	323,654.
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	323,654.

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	309,200.
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	309,200.
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	2,593.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	306,607.

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				323,654.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			308,698.	
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: ► \$ 309,200.				
a Applied to 2013, but not more than line 2a			308,698.	
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				502.
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.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				323,152.
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 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				
STATEMENT 990PF - 1	NONE	VARIOUS	VARIOUS	308,750.
Total			▶ 3a	308,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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		

**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.



Arthur B. Grimm

11

4/24/15



President

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see inst. 1)?

☒

See also

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN

JOSEPH D. BAUER

Frederick B. Lewis
HANSON & LEWIS P.C.

70

P00630884

Firm's name ► **HUPP, BAUER, HANSON & LEWIS P.C.**

Firm's EIN ▶ 75-1847161

Firm's address ► 2520 E. ELLIOTT STREET
WICHITA FALLS, TX 76308

Phone no. (940) 322-3103

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
BANK OF AMERICA	480.	0.	480.	480.	
BP PLC ADR	4,680.	0.	4,680.	4,680.	
CHEVRON	20,050.	0.	20,050.	20,050.	
CONAGRA FOODS	1,000.	0.	1,000.	1,000.	
CONOCOPHILLIPS	11,360.	0.	11,360.	11,360.	
ENTERGY	1,853.	0.	1,853.	1,853.	
EXXON MOBIL	61,452.	0.	61,452.	61,452.	
FEDERAL HOME LOAN MORTGAGE	128.	0.	128.	128.	
GENERAL ELECTRIC	7,040.	0.	7,040.	7,040.	
HOLLYFRONTIER	7,340.	0.	7,340.	7,340.	
HONEYWELL					
INTERNATIONAL	3,735.	0.	3,735.	3,735.	
JOHNSON & JOHNSON	2,760.	0.	2,760.	2,760.	
KRAFT FOODS	1,415.	0.	1,415.	1,415.	
MERRILL LYNCH	3,560.	0.	3,560.	3,560.	
MONDELEZ					
INTERNATIONAL	1,140.	0.	1,140.	1,140.	
MORGAN STANLEY	27.	0.	27.	27.	
NOBLE DRILLING	2,199.	0.	2,199.	2,199.	
NOBLE ENERGY	5,440.	0.	5,440.	5,440.	
PARAGON OFFSHORE	61.	0.	61.	61.	
PHILLIPS 66	1,890.	0.	1,890.	1,890.	
ROYAL DUTCH PETROLEUM	22,320.	0.	22,320.	22,320.	
SCOTTS	2,900.	0.	2,900.	2,900.	
SEADRILL	2,000.	0.	2,000.	2,000.	
SEMPRA ENERGY	3,923.	0.	3,923.	3,923.	
SYSCO	1,160.	0.	1,160.	1,160.	
TOTAL SA SPON	6,429.	0.	6,429.	6,429.	
VERIZON COMMUNICATIONS	8,114.	0.	8,114.	8,114.	
VODAFONE GROUP PLC	75,447.	0.	75,447.	75,447.	
WESTWOOD HOLDINGS GROUP	1,936.	0.	1,936.	1,936.	
TO PART I, LINE 4	261,839.	0.	261,839.	261,839.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WILLIAMS PARTNERS LP	<17.>	<17.>	
WILLIAMS PARTNERS LP	<7,477.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<7,494.>	<17.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	900.	450.		450.
TO FORM 990-PF, PG 1, LN 16B	900.	450.		450.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME EXCISE TAXES	3,271.	0.		0.
FORIEGN TAX	1,929.	1,929.		0.
TO FORM 990-PF, PG 1, LN 18	5,200.	1,929.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	104.	104.		0.	
TO FORM 990-PF, PG 1, LN 23	104.	104.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BANK OF AMERICA	81,016.	71,560.		
BP PLC ADR	96,047.	76,240.		
CHEVRON	584,573.	560,900.		
CONAGRA FOOD	22,393.	36,280.		
CONOCOPHILLIPS	199,454.	276,240.		
ENTERGY	10,652.	48,813.		
EXXON MOBIL	499,580.	2,104,161.		
GENERAL ELECTRIC	200,057.	202,160.		
HOLLYFRONTIER	136,992.	112,440.		
HONEYWELL INTERNATIONAL	101,627.	199,840.		
JOHNSON & JOHNSON	62,878.	104,570.		
KRAFT FOODS GROUP	20,782.	41,732.		
MERRILL LYNCH	50,000.	51,454.		
MONDELEX INTERNATIONAL	38,482.	72,650.		
NOBLE DRILLING	20,567.	24,292.		
NOBLE ENERGY	42,626.	379,440.		
PHILLIPS 66	27,633.	71,700.		
ROYAL DUTCH PETROLEUM	391,006.	417,360.		
SEMPRA ENERGY	59,809.	167,374.		
SWS GROUP	80,100.	45,606.		
SYSCO	28,853.	39,690.		
TOTAL SA SPONSOR ADR	119,905.	102,400.		
VERIZON COMMUNICATIONS	155,188.	189,553.		
VODAFONE GROUP PLC	111,532.	74,525.		
WESTWOOD HOLDINGS GROUP	17,690.	68,002.		
PARAGON OFFSHORE	2,885.	1,352.		
SCOTTS MIRACLE-GRO	55,522.	62,320.		
SEADRILL LTD	37,494.	11,940.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,255,343.	5,614,594.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN MORTGAGE	2,009.	1,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,009.	1,625.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WILLIAMS PARTNERS LP	COST	17,139.	44,750.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,139.	44,750.

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2014

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
BIBLES FOR THE WORLD P. O. BOX 62170 COLORADO SPRINGS, CO 80962	SPECIAL PROGRAMS	7,000.00
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	GENERAL OPERATIONS	3,000.00
CAMP FIRE USA NORTH TEXAS COUNCIL 2414 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	27,000.00
CHILD ADVOCATES-CASA OF RED RIVER 808 AUSTIN ST. WICHITA FALLS, TX 76301	SPONSORSHIP	1,000.00
CHRISTIAN RECORD SERVICES P O BOX 6097 LINCOLN, NE 68506	SPECIAL PROGRAMS	2,000.00
CUMBERLAND COLLEGE UC 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769-1372	SCHOLARSHIPS	1,000.00
EQUIP INDIA P. O. BOX 7027 JUPITER, FL 33468	GENERAL OPERATIONS SPECIAL PROGRAMS	22,000.00
FAITH MISSION/FAITH REFUGE P. O. BOX 965 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	13,000.00
FLORAL HEIGHTS UNITED METHODIST CHURCH 2214 10TH ST WICHITA FALLS, TX 76309	CAPITAL IMPROVEMENTS	30,000.00
HABITAT FOR HUMANITY 1206 LAMAR STREET WICHITA FALLS, TX 76308	GENERAL OPERATIONS SPECIAL PROGRAMS	3,000.00
HEIFER INTERNATIONAL P.O. BOX 8058 LITTLE ROCK, AR 72203-8058	SPECIAL PROGRAMS	2,000.00

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2014

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
INHERITANCE ADOPTIONS 1007 1TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
INTERFAITH MINISTRIES 1006 11TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	8,000 00
INTERNATIONAL EVANGELISM ASSOCIATION P. O. BOX 1174 SALADO, TX 76571	SPECIAL PROGRAMS GENERAL OPERATIONS	50,000.00
JAARS P. O. BOX 248 WAXHAW, NC 28173	GENERAL OPERATIONS	6,000.00
KMOC-FM P. O. BOX 41 WICHITA FALLS, TX 76307	SPECIAL PROGRAMS	2,000.00
LIGHTHOUSE FOR CHRIST MISSION P. O BOX 8318 TYLER, TX 75711	GENERAL OPERATIONS	2,000.00
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021	SPECIAL PROGRAMS	2,000.00
NAVIGATORS P. O. BOX 6000 COLORADO SPRINGS, CO 80934	GENERAL OPERATIONS SPECIAL PROGRAMS	13,000.00
PROJECT BACK TO SCHOOL P. O BOX 9700 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	12,000.00
RATHGEBER HOSPITALITY HOUSE 1615 12TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	2,000.00
SENIOR CITIZENS SERVICES OF NORTH TEXAS 1008 BURNETT STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	25,000.00

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2014

ORGANIZATION	PURPOSE	AMOUNT
THE SALVATION ARMY P O. BOX 2189 WICHITA FALLS, TX 76307	GENERAL OPERATIONS	5,000.00
TEXAS SCOTTISH RITE CHILDREN HOSPITAL 2222 WELBORN STREET DALLAS, TX 75219	GENERAL OPERATIONS	1,000.00
WICHITA FALLS AREA FOOD BANK P O. BOX 623. WICHITA FALLS, TX 76307	SPECIAL PROGRAMS	20,000 00
WICHITA FALLS AREA COMMUNITY FOUNDATION 807 8TH STREET, SUITE 750 WICHITA FALLS, TX 76301	ENDOWMENT FUND	20,000.00
WHISPERS OF HOPE HORSE FARM 3545 PARKHILL ROAD WICHITA FALLS, TX 76310	SPECIAL PROGRAMS	250.00
WYCLIFFE ASSOCIATES P. O BOX 620143 ORLANDO, FL 32862	GENERAL OPERATIONS	4,000.00
WYCLIFFE BIBLE TRANSLATORS P O. BOX 628200 ORLANDO, FL 32862	SPECIAL PROGRAMS	24,000.00
YMCA 1010 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	500.00
TOTAL		<u>308,750.00</u>