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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
HELEN JONES FOUNDATION INC

A Employer identification number
75-1977748

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 53665

B Telephone number (see instructions)
(806) 741-2004

City or town, state or province, country, and ZIP or foreign postal code
LUBBOCK, TX 79453

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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)*▶$ 177,050,030

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	44,435	44,435		
	4	Dividends and interest from securities	3,243,604	3,243,604		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	19,554,503			
	b	Gross sales price for all assets on line 6a 64,000,429				
	7	Capital gain net income (from Part IV, line 2)		19,554,503		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,691,902	5,691,902		
	12	**Total.** Add lines 1 through 11	28,534,444	28,534,444		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	116,000	11,600		104,400
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	6,010	601		5,409
	16a	Legal fees (attach schedule)	16,496	16,496		
	b	Accounting fees (attach schedule)	15,937	3,922		12,015
	c	Other professional fees (attach schedule)	60,989	60,989		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	963,815	723,842		
	19	Depreciation (attach schedule) and depletion	822,103	822,103		
	20	Occupancy				
	21	Travel, conferences, and meetings	23,209	2,321		20,888
	22	Printing and publications				
	23	Other expenses (attach schedule)	420,430	388,127		32,303
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,444,989	2,030,001		175,015
	25	Contributions, gifts, grants paid	8,238,632			8,238,632
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,683,621	2,030,001		8,413,647
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	17,850,823			
	b	**Net investment income** (if negative, enter -0-)		26,504,443		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,517,469	480,646	480,646
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	121,471,894	128,267,812	145,086,893
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ 32,079			
	Less accumulated depreciation (attach schedule) ▶ 29,859	3,248	2,220	2,109
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 650,875			
	Less accumulated depreciation (attach schedule) ▶ 80,455	573,248	570,420	743,940
	15 Other assets (describe ▶)	305,146	13,221,805	30,736,442
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	123,871,005	142,542,903	177,050,030
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	123,871,005	142,542,903	
	30 Total net assets or fund balances (see instructions)	123,871,005	142,542,903	
	31 Total liabilities and net assets/fund balances (see instructions)	123,871,005	142,542,903	

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	123,871,005
2	Enter amount from Part I, line 27a	2	17,850,823
3	Other increases not included in line 2 (itemize) ▶	3	821,075
4	Add lines 1, 2, and 3	4	142,542,903
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	142,542,903

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)
1 a	SEE ATTACHED - MUTUAL FUNDS	P	2011-06-30	2014-06-30
b	SEE ATTACHED - ST THRU K-1S	P	2014-01-01	2014-06-30
c	SEE ATTACHED - LT THRU K-1S	P	2011-06-30	2014-06-30
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	57,543,191		43,485,698	14,057,493
b			960,228	-960,228
c	5,943,889			5,943,889
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				14,057,493
b				-960,228
c				5,943,889
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	19,554,503
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-960,228

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	7,627,989	160,015,378	0 047670
2012	6,882,034	142,940,869	0 048146
2011	6,624,419	137,563,018	0 048156
2010	3,768,379	125,370,789	0 030058
2009	5,681,528	102,763,047	0 055288

2	**Total** of line 1, column (d).	2	0 229318
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045864
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	171,555,740
5	Multiply line 4 by line 3.	5	7,868,232
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	265,044
7	Add lines 5 and 6.	7	8,133,276
8	Enter qualifying distributions from Part XII, line 4.	8	8,413,647

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	265,044
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	265,044
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	265,044
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 199,031		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 180,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	379,031
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	241
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	113,746
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 113,746 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶JAMES C ARNOLD Telephone no ▶(806) 791-2004

Located at ▶4412 74TH STREET LUBBOCK TX ZIP+4 ▶79424

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 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)?	**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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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?	**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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE - FOUNDATION'S SOLE ACTIVITY IS MAKING GRANTS TO EXEMPT ORGANIZATIONS	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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 . . . . ▶	

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	153,372,719
b	Average of monthly cash balances	1b	2,263,547
c	Fair market value of all other assets (see instructions)	1c	18,531,998
d	**Total** (add lines 1a, b, and c)	1d	174,168,264
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	174,168,264
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,612,524
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	171,555,740
6	**Minimum investment return.** Enter 5% of line 5	6	8,577,787

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	8,577,787
2a	Tax on investment income for 2014 from Part VI, line 5	2a	265,044		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	265,044
3	Distributable amount before adjustments Subtract line 2c from line 1			3	8,312,743
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	8,312,743
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	8,312,743

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	8,413,647
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,413,647
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	265,044
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,148,603

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				8,312,743
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			2,066,913	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 8,413,647				
a Applied to 2013, but not more than line 2a			2,066,913	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				6,346,734
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,966,009
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JAMES ARNOLD
P O BOX 53665
LUBBOCK,TX 79453
(806) 741-2004

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

LETTER STATING AMOUNT REQUESTED AND PURPOSE

c Any submission deadlines

NONE

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

CONTRIBUTIONS ARE MADE EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY OR EDUCATIONAL PURPOSES EITHER DIRECTLY OR BY CONTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER IRC SECTION 501(C)(3) FUNDS ARE NORMALLY RESTRICTED TO THE LUBBOCK AREA

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*				
SEE ATTACHED SCHEDULE VARIOUS VARIOUS,TX 79423	N/A	PUBLIC	GRANT	8,238,632
Total . . . . ▶ **3a**				8,238,632
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	44,435	
4 Dividends and interest from securities. . . .			14	3,243,604	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	5,466,905	
8 Gain or (loss) from sales of assets other than inventory			14	19,554,503	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				28,534,444	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 28,534,444

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

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

****** | 2015-11-11 | ******

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
JIMMY D PENDERGRASS		2015-11-13	☑	P00087378

Firm's name ▶ ACCOUNTING & CONSULTING GROUP LLP — Firm's EIN ▶ 85-0454285

Firm's address ▶ 2403 82ND ST LUBBOCK, TX 794232300 — Phone no (806) 745-6789

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES C ARNOLD P O BOX 53665 LUBBOCK,TX 79453	PRES/DIRECTO 40 00	116,000	0	0
RANDY L WRIGHT P O BOX 53665 LUBBOCK,TX 79453	TREAS/DIRECT 0 00	0	0	0
MARIANNA MARKHAM P O BOX 53665 LUBBOCK,TX 79453	VP/DIRECTOR 0 00	0	0	0
STEPHEN MICHAEL BRIGGS P O BOX 53665 LUBBOCK,TX 79453	DIRECTOR 0 00	0	0	0
BARBARA BUSH P O BOX 53665 LUBBOCK,TX 79453	DIRECTOR 0 00	0	0	0

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a OTHER INCOME			16	23	
b MALLET RANCH-CROP INSURANCE			16	5,321	
c MALLET RANCH-SURFACE RENTAL			16	38,776	
d MALLET RANCH-PATRONAGE DIV			16	6,310	
e MALLET RANCH-GRASS LEASE			16	2,175	
f MALLET RANCH-FARM RENTS			16	83,170	
g MALLET RANCH-DAMAGES			16	1,266	
h MALLET RANCH-MISC INCOME			16	64	
i OIL LEASE BONUS			16	44,066	
j PARTNERHSIP ACTIVITY			16	43,826	

TY 2014 Accounting Fees Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	15,937	3,922		12,015

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

TY 2014 Depreciation Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESK - SPEARS	2005-05-31	2,076	2,076	200DB	7 0000				
OFFICE CHAIR - SPEARS	2005-05-31	642	642	200DB	7 0000				
CREDENZA - SPEARS	2005-05-31	1,599	1,599	200DB	7 0000				
BOOKCASE - SPEARS	2005-05-31	1,656	1,656	200DB	7 0000				
DESK - HESTERS/MCGLAUN	2005-06-16	893	893	200DB	7 0000				
OFFICE CHAIR - HESTERS/MCGLAUN	2005-06-16	382	382	200DB	7 0000				
LOCK BOX - CHILDRESS HARDWARE	2005-06-21	100	100	200DB	7 0000				
KYOCERA COPIER 2050K	2005-06-22	3,270	3,270	200DB	5 0000				
ALARM SYSTEM - FIRST ALARM	2005-07-29	324	324	200DB	5 0000				
PHOTOS - OLD/NEW BOARD	2005-07-29	817	817	200DB	7 0000				
FAX MACHINE / SHREDDER	2005-08-01	260	260	200DB	5 0000				
2 CHAIRS FOR OFFICE AREA	2005-08-12	878	878	200DB	7 0000				
2 CHAIRS - RECEPTION AREA	2005-08-12	878	878	200DB	7 0000				
EXPANDABLE PHONE - OFFICE MAX	2005-08-25	150	150	200DB	5 0000				
COMFERENCE TABLE & CHAIRS	2005-09-16	9,275	9,275	200DB	7 0000				
SIGNS OUTSIDE OFFICE	2005-09-19	357	357	200DB	7 0000				
BARRISTER CABINET	2005-11-01	1,695	1,695	200DB	7 0000				
CONFERENCE TABLE/GLASS	2005-11-10	250	250	200DB	7 0000				
DELL COMPUTER	2005-12-14	2,789	2,789	200DB	5 0000				
BRONZE & STAND - DR/MRS ARNOLD	2005-10-19	679							

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BOSE STEREO	2006-01-12	540	540	200DB	7 0000				
HP PRODESK 600 COMPUTER	2013-09-06	2,569		200DB	5 0000	1,028	1,028		

TY 2014 Investments Corporate Stock Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN FUNDS - EUROPACIFIC	9,524,119	12,002,075
BLACKROCK-RUSSELL 2000 INDEX FUND B	11,370,526	7,017,964
BLACKROCK-EQUITY INDEX FUND B LENDBL	24,977,619	37,243,832
BLACKROCK-MID-CAP EQUITY INDEX	11,206,094	12,049,923
SCHWAB-DOUBLELINE TOTAL RETURN FD	5,365,390	5,347,718
SCHWAB-LOOMIS SAYLES BOND FD	5,504,863	5,272,830
SCHWAB-TEMPLETON GLOBAL BOND FD	5,538,170	5,221,750
DFA US SMALL CAP VALUE PORTFOLIO	2,602,314	3,411,422
DFA INTL SMALL CAP VALUE PORTFOLIO	4,264,943	4,713,300
DFA EMERGING MARKET VALUE PORTFOLIO	5,426,033	5,725,271
DFA EMERGING MARKET SMALL CAP	10,331,815	9,021,748
FIDELITY REAL ESTATE HIGH INCOME	3,832,324	4,427,927
PIMCO DIVERSIFIED INCOME FUND		
PIMCO REAL RETURN FUND		
PIMCO TOTAL RETURN INST	5,441,800	5,269,847
POINTER MANAGEMENT, LLC	2,913,434	6,950,393
PRIVATE ADVISOR STABLE VALUE FUND	14,145,000	15,796,765
RIDGEWORTH FUND-SEIX FLOATING RATE	5,823,368	5,614,128
VENTURE INVESTMENT ASSOC VII		

TY 2014 Investments - Land Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & FIXTURES	32,079	29,859	2,220	2,109

TY 2014 Land, Etc. Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
RANCH / FARM LAND	650,875	80,455	570,420	743,940

TY 2014 Legal Fees Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	16,496	16,496		

TY 2014 Other Assets Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEG PRIVATE OPPORTUNITIES FD II, LP		30,035	28,753
KAYNE ANDERSON MLP FUND, LP		10,491,975	10,499,189
VENTURE INVESTMENT ASSOC VII, LP		2,421,351	2,421,351
INVESTMENT IN MALLET RANCH	262,189	237,138	148,587
INVESTMENT IN DEVITT-JONES RANCH	41,757	40,106	20,649
OIL & GAS ROYALTIES			17,616,713
DEPOSIT - OFFICE SPACE	1,200	1,200	1,200

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TY 2014 Other Expenses Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	555	56		500
BONUS	1,000	1,000		
DIRECTORS FEES	3,750	375		3,375
DUES & SUBSCRIPTIONS	725	73		653
INSURANCE	8,937	894		8,043
MISCELLANEOUS	30	3		24
OFFICE SUPPLIES/EXPENSES	1,209	121		1,088
RENTS	16,779	1,678		15,101
REPAIRS & MAINTENANCE	322	32		290
SECURITY	492	49		443
TELEPHONE	3,095	310		2,786
OTHER PORTFOLIO EXP (THRU K-1	332,899	332,899		
OTHER ROYALTY EXPENSES	21,198	21,198		
MALLET RANCH-CONSULTING	204	204		
MALLET RANCH-PAYROLL	14,974	14,974		
MALLET RANCH-CHEMICALS & FERT	5,414	5,414		
MALLET RANCH-REPAIRS & SUPPLI	146	146		
MALLET RANCH-CONSERVATION EXP	288	288		
MALLET RANCH-UTILITIES	1,925	1,925		
MALLET RANCH-AUTO EXPENSE	598	598		
MALLET RANCH-INSURANCE	2,209	2,209		
MALLET RANCH-DEPRECIATION	2,828	2,828		
MALLET RANCH-MISCELLANEOUS	218	218		
DEVITT JONES FARM-INSURANCE	619	619		
DEVITT JONES FARM-MISC EXPENS	16	16		

TY 2014 Other Income Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	5,473,831	5,473,831	
ROYALTIES THRU K-1S	-6,926	-6,926	
OTHER INCOME	23	23	
MALLET RANCH-CROP INSURANCE	5,321	5,321	
MALLET RANCH-SURFACE RENTALS	38,776	38,776	
MALLET RANCH-PATRONAGE DIV	6,310	6,310	
MALLET RANCH-GRASS LEASE	2,175	2,175	
MALLET RANCH-FARM RENTS	83,170	83,170	
MALLET RANCH-DAMAGES	1,266	1,266	
MALLET RANCH-MISC INCOME	64	64	
OIL LEASE BONUS	44,066	44,066	
PARTNERHSIP ACTIVITY	43,826	43,826	

TY 2014 Other Increases Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Amount
STATUTORY DEPLETION IN EXCESS OF BASIS	821,075

TY 2014 Other Professional Fees Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS CONSULTATION	6,467	6,467		
MANAGEMENT FEES - INVESTMENTS	54,522	54,522		

TY 2014 Taxes Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	239,973			
SEVERANCE TAXES	239,160	239,160		
PROPERTY TAXES	461,272	461,272		
FOREIGN TAX WITHHELD	23,410	23,410		

Helen Jones Foundation, Inc
Employer Identification Number 75-1977748
Form 990, Part IV, Line 1.--Capital Gains/Losses for Tax on Investment Income
Calendar Year 2014

Description	Date Acquired	Date Sold	Sale Price	Cost	Short-Term Gain / Loss	Long-Term Gain / Loss
59,856 345 Sh Europacific Growth Fund	05/27/99	08/25/14	3,000,000 00	2,230,260 31		769,739 69
93 9 Sh Russell 2000 Index Fd B	01/10/05	02/28/14	3,605 61	1,731 23		1,874 38
101 3 Sh Russell 2000 Index Fd B	01/10/05	05/22/14	3,702 20	1,867 66		1,834 54
213,369 62 Sh Russell 2000 Index Fd B	01/10/05	08/28/14	8,200,000 00	3,933,880 57		4,266,119 43
94 63 Sh Russell 2000 Index Fd B	01/10/05	09/05/14	3,680 54	1,744 69		1,935 85
59 13 Sh Russell 2000 Index Fd B	01/10/05	11/19/14	2,296 37	1,090 18		1,206 19
51,817 44 Sh Equity Index Fd B	12/09/09	01/15/14	3,000,000 00	1,675,448 60		1,324,551 40
17,196 29 Sh Equity Index Fd B	12/09/09	01/21/14	1,000,000 00	556,019 36		443,980 64
90 36 Sh Equity Index Fd B	12/09/09	02/28/14	5,255 89	2,921 67		2,334 22
81 82 Sh Equity Index Fd B	12/09/09	05/22/14	4,883 63	2,645 54		2,238 09
109,973 65 Sh Equity Index Fd B	12/09/09	08/28/14	7,000,000 00	3,555,852 97		3,444,147 03
80 47 Sh Equity Index Fd B	12/09/09	09/05/14	5,133 35	2,601 89		2,531 46
72 07 Sh Equity Index Fd B	12/09/09	11/19/14	4,702 72	2,330 29		2,372 43
19 29 Sh Mid Cap Equity Index	06/03/10	02/28/14	2,057 38	1,143 70		913 68
19 98 Sh Mid Cap Equity Index	06/03/10	05/22/14	2,133 02	1,184 61		948 41
29,254 01 Sh Mid Cap Equity Index	06/03/10	08/28/14	3,300,000 00	1,734,457 97		1,565,542 03
19 25 Sh Mid Cap Equity Index	06/03/10	09/05/14	2,193 03	1,141 32		1,051 71
16 61 Sh Mid Cap Equity Index	06/03/10	12/19/14	1,883 06	984 80		898 26
122,249 389 Sh US Small Cap Value Portfolio	01/07/05	08/27/14	4,500,000 00	3,225,455 17		1,274,544 83
129,870 13 Sh Emerging Markets Value Portfolio	01/07/05	08/27/14	4,000,000 00	3,161,109 75		838,890 25
138,768 43 Sh PIMCO Diversified Income Fund	01/07/05	01/23/14	1,600,000 00	1,522,772 02		77,227 98
486,048 066 Sh PIMCO Diversified Income Fund	01/07/05	10/31/14	5,667,320 45	5,347,236 95		320,083 50
116,906 475 Sh PIMCO Real Return Fund	01/07/05	01/23/14	1,300,000 00	1,319,079 57		(19,079 57)
250,696 379 Sh PIMCO Total Return Institutional	06/02/10	01/23/14	2,700,000 00	2,774,070 66		(74,070 66)
182,149 362 Sh PIMCO Total Return Institutional	06/02/10	08/21/14	2,000,000 00	2,015,134 07		(15,134 07)
941,300 014 Sh PIMCO Total Return Institutional	06/02/10	09/26/14	10,231,931 15	10,413,532 54		(181,601 39)
Class Action - HealthSouth Corp Litigation	Various	05/08/14	169 61			169 61
Class Action - HealthSouth Corp Litigation	Various	07/08/14	2,243 43			2,243 43
			57,543,191 44	43,485,698 09	0 00	14,057,493 35

	Short-Term Gain / Loss	Long-Term Gain / Loss
Capital Gains/Losses through Schedule K-1s		
Russell 2000 Index Fund B	224,264 00	
Russell 2000 Index Fund B		2,692,181 00
Mid Capitalization Equity Index Fund B Lendable	67,006 00	
Mid Capitalization Equity Index Fund B Lendable		1,297,297 00
Equity Index Fund B Lendable	67,468 00	
Equity Index Fund B Lendable		1,960,525 00
Kayne Anderson MLP Fund, LP	(1,342,875 00)	
Kayne Anderson MLP Fund, LP		(113,200 00)
Venture Investments Assoc VII, LP	23,909 00	
		107,086 00
	(960,228 00)	5,943,889 00

Helen Jones Foundation, Inc.
(Employer Identification Number 75-1977748)
P.O. Box 53665, Lubbock, Texas 79453
Calendar Year 2014

Form 990-PF, Part XI, Line 3a.-- Grants and Contributions Paid During the Year

	Recipient	Relationship	Status	Purpose	Amount
1	Texas Tech University College of Arts and Sciences Helen DeVitt Jones Undergraduate Scholarship Endowment in the College of Arts and Sciences	N/A	Public	Grant	600,000 00
2	Texas Tech University College of Arts and Sciences Helen DeVitt Jones Graduate Fellowship Endowment in the College of Arts and Sciences				600,000 00
3	Texas Tech University College of Arts and Sciences Department of English Seven Helen DeVitt Jones Graduate Fellowships in English				50,000 00
4	Texas Tech University College of Arts and Sciences Four, Helen DeVitt Jones Creative Writing Fellowships				48,000 00
5	Texas Tech University College of Arts an Sciences Department of History, Five, Helen DeVitt Jones Graduate Fellowships in History				50,000 00
6	Texas Tech University College of Arts and Sciences TexPrep				25,000 00
7	Texas Tech University College of Education Helen DeVitt Jones Tech Teach Scholarships				120,000 00
8	Texas Tech University College of Visual and Performing Arts Department of Theatre and Dance				50,000 00
9	Texas Tech University College of Visual and Performing Arts School of Art Landmark Arts, Galleries of the School of Art				30,000 00
10	Texas Tech University College of Visual and Performing Arts School of Art Saturday Morning Art Project				7,000 00
11	Texas Tech University College of Visual and Performing Arts School of Art Talent-Based Scholarships for the School of Art				35,000 00

Form 990-PF, Part XI, Line 3a.-- Grants and Contributions Paid During the Year

	Recipient	Relationship	Status	Purpose	Amount
12	Texas Tech University College of Visual and Performing Arts School of Music				40,000 00
13	Texas Tech University College of Visual and Performing Arts School of Music Band and Orchestra Camp Scholarships				21,000 00
14	Texas Tech University Texas Tech University Public Art Program Facilities, Planning, and Construction Endowment addition				100,000 00
15	Texas Tech University The Graduate School Professional development				25,000 00
16	Texas Tech University KTTZ-FM Recording Lubbock Symphony Orchestra eight concerts and digital recording equipment				40,000 00
17	Texas Tech University KTTZ- TV Channel 5 *American Experience* and *Masterpiece* support				10,000 00
18	Texas Tech University Museum of Texas Tech University Exhibit *Antarctica-an Up from the Basement Exhibit*				60,000 00
19	Texas Tech University Museum of Texas Tech University Lubbock Lake Landmark, Program, Staff development, and Intern				45,000 00
20	Texas Tech University Texas Tech University Libraries DigiBook QUARTZ A0 scanner				139,000 00
21	Texas Tech University Office of the President Great Books Research Institute (The Remnant Trust)				1,000,000 00
22	Texas Tech University Office of the Provost, The Vietnam Center and Archive, Speaker series				30,000 00

Helen Jones Foundation, Inc.
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Calendar Year 2014

Form 990-PF, Part XI, Line 3a.-- Grants and Contributions Paid During the Year

	Recipient	Relationship	Status	Purpose	Amount
23	South Plains College South Plains College Foundation Helen DeVitt Jones Endowed Scholarships Associate Degree in Nursing, and Music Education				50,000 00
24	South Plains College South Plains College Foundation Conserve the painting *Birds in Landscape* by Carl Jutz				13,000 00
25	Wayland Baptist University- Lubbock Campus General scholarship fund				30,000 00
26	All Saints Episcopal School Funding to equip two science labs				47,000 00
27	Lubbock Independent School District Foundation for Excellence Academic Decathlon				11,000 00
28	Lubbock Learning Difference Center and Sharp Academy Scholarships for summer programs, summer camp expense, summer educators costs, speaker, Structure of Intellect assessment scholarships, and Structure of Intellect materials				15,000 00
29	Trinity Christian School Trinity School Foundation "Project Lead the Way" middle science curriculum				67,000 00
30	Ballet Lubbock Scholarships, program funding, and technology upgrades				41,000 00
31	Charles Adams Studio Project purchase printmaking equipment and shipping				20,000 00
32	Flatlands Dance Theatre Support for the fourth season				5,000 00
33	Lubbock Arts Alliance 2014 Take in the Local Color! Artist Studio Tour				10,000 00
34	Lubbock Arts Alliance Equipment for the Lubbock Arts Festival				7,500 00
35	Lubbock Chorale Concerts, Production costs				25,000 00
36	Lubbock Community Theatre 2 Children productions				12,000 00

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	Recipient	Relationship	Status	Purpose	Amount
37	Lubbock Entertainment and Performing Arts Association Operating expenses				150,000 00
38	Lubbock Entertainment and Performing Arts Association Funding for the Buddy Holly Hall of Performing Arts and Sciences (June 19, 2014)				2,000,000 00
39	Lubbock Entertainment and Performing Arts Association Funding for the Buddy Holly Hall of Performing Arts and Sciences (December 30, 2014)				1,500,000 00
40	Lubbock Roots Historical Arts Council 1 metal sculpture (windmill)				30,000 00
41	Lubbock Symphony Orchestra Masterworks and Holiday Pops Concerts, Artistic fees				60,000 00
42	Lubbock Symphony Orchestra Chamber Ensemble Performance and Outreach Series Artistic fees				15,000 00
43	Supporters of the Fine Arts Buddy Holly Center Upgrading the Buddy Holly Exhibit				5,000 00
44	American Museum of Agriculture Tractor exhibit				13,000 00
45	American Wind Power Center Construction of a building for the Wind Energy Experience Center				375,000 00
46	Museum of Texas Tech University Association 2015 Temporary Exhibits				73,000 00
47	Museum of Texas Tech University Association Museum of Texas Tech University Educational Funding				74,000 00
48	Museum of Texas Tech University Association Funding for the rededication and reception for the William C and Evelyn M Davies Gallery of Southwest Indian Art				25,000 00
49	Museum of Texas Tech University Association Host a dinner for the Texas Association of Museums				3,500 00
50	Science Spectrum® Funding support for the traveling exhibition *Penguin Plunge*				35,000 00

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Form 990-PF, Part XI, Line 3a.-- Grants and Contributions Paid During the Year

	Recipient	Relationship	Status	Purpose	Amount
51	Gırl Scouts of Texas Oklahoma Plaıns Inc Support a program to retaın adult volunteers wıth technology				33,000 00
52	Lubbock Chamber of Commerce New Century Leadershıp				18,000 00
53	Specıal Olympıcs Scholarshıps and program support				5,000 00
54	Volunteer Center of Lubbock Youth Connectıon Project				30,000 00
55	Volunteer Center of Lubbock Youth Connectıon Project				30,000 00
56	Recordıng Lıbrary of West Texas, Support				10,000 00
57	Conference of the Southwest Foundatıons Grant ın lıeu of dues				3,000 00
58	Fresh Anoıntıng Famıly Lıfe Mınıstrıes, Inc Youth Development Arts Program				2,500 00
59	Lubbock A&M Club Foundatıon Lubbock A&M Helen DeVıtt Jones Scholarshıp				5,000 00
60	Natıonal Cowboy Symposıum and Celebratıon, Inc 26th Cowboy Symposıum and Celebratıon September 4-7, 2014				10,000 00
61	Scholars Inc Math and Englısh tutorıng for 12 students 5th and 6th grade students				12,500 00
62	South Plaıns Wıldlıfe Rehabılıtatıon Center, Inc Memorıal gıft ın honor of Jan Kıllıngsworth				500 00
63	Amerıca Supports You Texas South Plaıns Honor Flıght Support for veterans trıp to Washıngton D C				20,000 00
64	Catholıc Charıtıes Dıocese of Lubbock Support for a commercıal kıtchen ın the new Resale Center and support for *Nutrıtıon and Wellness, Learn to Cook* Program				50,000 00
65	Early Learnıng Centers of Lubbock, Inc Replace and upgrade the securıty system, purchase classroom furnıshıngs, and educatıonal materıals				25,000 00

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Recipient	Relationship	Status	Purpose	Amount
66 Family Promise of Lubbock, Inc Childcare expense				16,000 00
67 Guadalupe/ Parkway Sommerville Centers, Inc "The Smart Kids" program, computer tables and chairs				26,000 00
68 HOPE Community of Shalom, Inc Renovate the Asbury United Methodist Church choir room into a usable meeting room				25,000 00
69 Literacy Lubbock Support				20,000 00
70 Lubbock Habitat for Humanity Lubbock Independent School District House				55,000 00
71 The Parenting Cottage Parent as Teachers Program				15,000 00
72 South Plains Food Bank, Inc 2 hoop buildings or green houses and Ditch repair				30,000 00
73 United Way, Lubbock Area United Way Annual campaign 2014 Campaign				60,000 00
74 Wee Care Child Center, Plainview, Texas Landscaping and playground improvement				15,000 00
75 Young Women's Christian Association of Lubbock, Inc Capital Campaign for Sun'n Fun Facility				250,000 00
76 Young Women's Christian Association of Lubbock, Inc Yó100 Leadership				25,000 00
77 Young Women's Christian Association of Lubbock, Inc YW-CAre scholarships				35,000 00
78 Young Women's Christian Association of Lubbock, Inc YWCA Day Camp scholarships				25,000 00
79 Gift through Form 1065, Schedule K-1 from Kayne Anderson MLP Fund, LP				106 00
80 Gift through Form 1065, Schedule K-1 from Venture Investment Assoc VII, LP				26 00
Refund of prior year grant to American Cancer Society - funds not used				(450,000 00)
				8,238,632 00