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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

DIAN GRAVES OWEN FOUNDATION

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

400 NORTH PINE STREET, SUITE 1000

Room/suite

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

ABILENE, TX 79601

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)

\$ 172,107,632.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

75-2682536

B Telephone number

325-677-1367

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		6,723.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		982,217.	982,217.		STATEMENT 1
4 Dividends and interest from securities		1,686,351.	1,686,351.		STATEMENT 2
5a Gross rents		19,867.			STATEMENT 3
b Net rental income or (loss) 19,867.					
6a Net gain or (loss) from sale of assets not on line 10		6,922,580.			
b Gross sales price for all assets on line 6a 14,304,549.					
7 Capital gain net income (from Part IV, line 2)			6,922,580.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		20,467,290.	19,421,506.		STATEMENT 4
12 Total. Add lines 1 through 11		30,085,028.	29,012,654.		
13 Compensation of officers, directors, trustees, etc		375,000.	262,500.		112,500.
14 Other employee salaries and wages		264,500.	129,150.		135,350.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		37,616.	18,807.		18,809.
c Other professional fees		228,218.	228,218.		0.
17 Interest		8,156.	8,156.		0.
18 Taxes		43,828.	29,955.		13,873.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		8,005,263.	1,927,633.		87,649.
24 Total operating and administrative expenses. Add lines 13 through 23		8,962,581.	2,604,419.		368,181.
25 Contributions, gifts, grants paid		10,513,389.			10,513,389.
26 Total expenses and disbursements Add lines 24 and 25		19,475,970.	2,604,419.		10,881,570.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		10,609,058.			
b Net investment income (if negative, enter -0-)			26,408,235.		
c Adjusted net income (if negative, enter -0-)				N/A	

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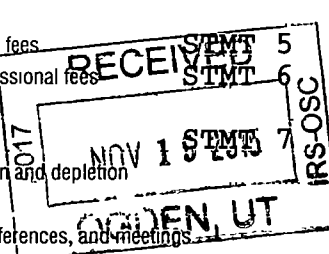
LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

14581112 751122 DGOWENFD

2014.04010 DIAN GRAVES OWEN FOUNDATION DGOWENF1

SCANNED NOV 19 2015



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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	215,709.	246,296.	246,296.
	2 Savings and temporary cash investments	6,788,711.	7,608,789.	7,608,789.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	26,250.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	49,248,264.	55,322,545.	72,302,165.
	c Investments - corporate bonds STMT 10	2,858,899.	2,915,711.	2,900,515.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	36,831,662.	42,485,422.	89,049,867.	
14 Land, buildings, and equipment: basis ▶ 12,780.				
Less: accumulated depreciation STMT 12 ▶ 12,780.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	95,969,495.	108,578,763.	172,107,632.	
Liabilities	17 Accounts payable and accrued expenses	2,224.	2,434.	
	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)	2,224.	2,434.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	95,967,271.	106,576,329.	
30 Total net assets or fund balances	95,967,271.	106,576,329.		
31 Total liabilities and net assets/fund balances	95,969,495.	106,578,763.		

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 95,967,271.
2 Enter amount from Part I, line 27a	2 10,609,058.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 106,576,329.
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	6 106,576,329.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 14,304,549.		7,381,969.	6,922,580.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,922,580.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	6,922,580.
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	7,402,468.	137,593,873.	.053799
2012	5,956,936.	112,947,494.	.052741
2011	4,521,408.	91,120,666.	.049620
2010	4,128,514.	73,329,279.	.056301
2009	2,984,834.	58,442,392.	.051073

2 Total of line 1, column (d)	2	.263534
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	.052707
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	158,888,030.
5 Multiply line 4 by line 3	5	8,374,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	264,082.
7 Add lines 5 and 6	7	8,638,593.
8 Enter qualifying distributions from Part XII, line 4	8	10,881,570.

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	264,082.
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	264,082.
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	264,082.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	481,313.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	135,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	616,313.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	352,231.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 100,000. Refunded <input checked="" type="checkbox"/>	11	252,231.	

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

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 ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>DIAN GRAVES OWEN FOUNDATION</u> Telephone no. ► <u>325-677-1367</u> Located at ► <u>400 NORTH PINE, SUITE 1000, ABILENE, TX</u> ZIP+4 ► <u>79601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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
DIAN GRAVES OWEN STAI 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	CHAIRMAN, TREASURER, DIR	0.00	0.	0.
TUCKER S. BRIDWELL 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	PRESIDENT, DIRECTOR	20.00	375,000.	0.
DIANE K. NICHOLS 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	SECRETARY	0.00	0.	0.
DEBORAH O. CARSON 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	DIRECTOR	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
LAMAR H MOORE 400 PINE ST, #1000, ABILENE, TX 79601	ADMINISTRATOR	20.00	125,000.	0.
JANE V BEARD 400 PINE ST, #1000, ABILENE, TX 79601	PROGRAM DIRECTOR	40.00	80,000.	0.

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

0

Form 990-PF (2014)

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.

Form 990-PF (2014)

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

-1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	75,786,765.
b	Average of monthly cash balances	1b	7,429,726.
c	Fair market value of all other assets	1c	78,091,154.
d	Total (add lines 1a, b, and c)	1d	161,307,645.
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	161,307,645.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,419,615.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	158,888,030.
6	Minimum investment return. Enter 5% of line 5	6	7,944,402.

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	7,944,402.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	264,082.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	264,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,680,320.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,680,320.
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	7,680,320.

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	10,881,570.
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	10,881,570.
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	264,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,617,488.

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				7,680,320.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	136,199.			
b From 2010	872,458.			
c From 2011	329,215.			
d From 2012	689,035.			
e From 2013	784,148.			
f Total of lines 3a through e	2,811,055.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 10,881,570.				
a Applied to 2013, but not more than line 2a			0.	
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				7,680,320.
e Remaining amount distributed out of corpus	3,201,250.			
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	6,012,305.			
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				0.
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	136,199.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	5,876,106.			
10 Analysis of line 9:				
a Excess from 2010	872,458.			
b Excess from 2011	329,215.			
c Excess from 2012	689,035.			
d Excess from 2013	784,148.			
e Excess from 2014	3,201,250.			

N/A

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

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

[illegible]

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

1 Information Regarding Foundation Managers:

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

DIAN GRAVES OWEN STAI

- 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.

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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:

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE EXHIBIT E, ATTACHED 400 PINE ST., STE 1000 ABILENE, TX 79601	NONE		GENERAL FUND	10,513,389.
Total			3a	10,513,389.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	982,217.	
4	Dividends and interest from securities			14	1,686,351.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	19,867.	
6	Net rental income or (loss) from personal property					
7	Other investment income	211110	1,045,784.	14	19,421,506.	
8	Gain or (loss) from sales of assets other than inventory			18	6,922,580.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		1,045,784.		29,032,521.	0.
13	Total. Add line 12, columns (b), (d), and (e)					30,078,305.

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

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



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 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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee	11/13/15 Date	PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TIM MCCOMMON		NOV 9 2015		P00542207
	Firm's name ▶ VIEBIG, MCCOMMON & ASSOCIATES, PC, CPA'				Firm's EIN ▶ 76-0124314
	Firm's address ▶ 401 WEST ALABAMA HOUSTON, TX 77006				Phone no (713) 529-9949

Form **990-PF** (2014)

DIAN GRAVES OWEN FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EXHIBIT A	P		12/31/14
b	EXHIBIT A	P		12/31/14
c	EXHIBIT B	P		12/31/14
d	EXHIBIT B	P		12/31/14
e	EXHIBIT D	P		12/31/14
f	EXHIBIT D	P		12/31/14
g	19382 SHS TWITTER	P		12/31/14
h	THROUGH PARTNERSHIPS - EXHIBIT C	P		12/31/14
i	CAPITAL GAIN DIST -VANGUARD - GNMA	P		12/31/14
j	CAPITAL GAIN DIST -VANGUARD - ST INVEST	P		12/31/14
k	CAPITAL GAIN DIST -VANGUARD - INFL PROT	P		12/31/14
l	CAPITAL GAIN DIST -PIMCO TOTAL RETURN	P		12/31/14
m	CAPITAL GAIN DIST -MATTHEWS CHINA FD	P		12/31/14
n	CAPITAL GAIN DIST -PIMCO EMERGING MARKETS BD A	P		12/31/14
o	CAPITAL GAIN DIST -MATTHEWS INDIA FD	P		12/31/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,199,463.	1,151,921.	47,542.
b	4,222,825.	3,562,936.	659,889.
c	415,792.	401,124.	14,668.
d	1,109,846.	888,161.	221,685.
e	162,238.	133,167.	29,071.
f	455,025.	348,325.	106,700.
g	875,493.	896,335.	-20,842.
h	5,108,753.		5,108,753.
i	287.		287.
j	400.		400.
k	407.		407.
l	2,622.		2,622.
m	2,654.		2,654.
n	4,184.		4,184.
o	4,405.		4,405.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			47,542.
b			659,889.
c			14,668.
d			221,685.
e			29,071.
f			106,700.
g			-20,842.
h			5,108,753.
i			287.
j			400.
k			407.
l			2,622.
m			2,654.
n			4,184.
o			4,405.

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

DIAN GRAVES OWEN FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAIN DIST -MATTHEWS ASIAN GROWTH & INC FD	P		12/31/14
b	CAPITAL GAIN DIST -T- ROWE PRICE	P		12/31/14
c	CAPITAL GAIN DIST -MAIN ST CAPITAL CORP	P		12/31/14
d	JP MORGAN DIGITAL GROWTH FUND - DISTRIBUTION IN E	P		12/31/14
e	GAIN ON DISPOSITION OF PARTNERSHIP INTEREST - FOU	P		12/31/14
f	JP MORGAN SALE PROCEEDS - GAVEA FUND	P		12/31/14
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,285.			17,285.
b 33,543.			33,543.
c 181,128.			181,128.
d 445,829.			445,829.
e 37,655.			37,655.
f 24,715.			24,715.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17,285.
b			33,543.
c			181,128.
d			445,829.
e			37,655.
f			24,715.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,922,580.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FNB ABILENE	1,019.	1,019.	
JP MORGAN	26.	26.	
RBC CAPITAL MARKETS LLC	2,335.	2,335.	
RBC CAPITAL MARKETS LLC	45.	45.	
THROUGH PARTNERSHIPS - EXHIBIT C	978,792.	978,792.	
TOTAL TO PART I, LINE 3	982,217.	982,217.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST FINANCIAL TRUST	125,576.	0.	125,576.	125,576.	
JP MORGAN - STRAT OPP	13,847.	0.	13,847.	13,847.	
MAIN ST CAPITAL CORP - AST	768,740.	0.	768,740.	768,740.	
MATTHEWS ASIAN GROWTH & INC FD	13,725.	0.	13,725.	13,725.	
MATTHEWS CHINA FD	6,900.	0.	6,900.	6,900.	
MATTHEWS INDIA FD	1,399.	0.	1,399.	1,399.	
PIMCO EMERGING MARKETS BD A	16,742.	0.	16,742.	16,742.	
PIMCO TOTAL RETURN PIMCO	12,514.	0.	12,514.	12,514.	
UNCONSTRAINED BOND A	4,910.	0.	4,910.	4,910.	
RBC CAPITAL MARKETS LLC	78,760.	0.	78,760.	78,760.	
RBC CAPITAL MARKETS LLC	238,332.	0.	238,332.	238,332.	
RBC CAPITAL MARKETS LLC	333,489.	0.	333,489.	333,489.	
T- ROWE PRICE THROUGH PARTNERSHIPS - EXHIBIT C	4,769.	0.	4,769.	4,769.	
VANGUARD - GNMA	2,505.	0.	2,505.	2,505.	
VANGUARD - INFL PROT	9,080.	0.	9,080.	9,080.	
	7,600.	0.	7,600.	7,600.	

VANGUARD - INT'L GROWTH	19,535.	0.	19,535.	19,535.
VANGUARD - INT'L VALUE	21,028.	0.	21,028.	21,028.
VANGUARD - ST INVEST	6,900.	0.	6,900.	6,900.
TO PART I, LINE 4	1,686,351.	0.	1,686,351.	1,686,351.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NET RRE INC FROM PASS-THROUGH ENTITIES	1	19,867.
TOTAL TO FORM 990-PF, PART I, LINE 5A		19,867.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORD.INC FROM PASS-THROUGHS - SEE EXHIBIT C	1,045,784.	0.	
OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXHIBIT C	13,738,808.	13,738,808.	
OTHER INC.(LOSS) FROM PASS-THROUGHS - EXH. C	178,835.	178,835.	
OTHER PORTFOLIO INC FROM PASS-THROUGH ENTITIES - EXHIBIT C	5,503,863.	5,503,863.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,467,290.	19,421,506.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN & AUDITING FEES	35,453.	17,726.		17,727.
LEGAL FEES	2,163.	1,081.		1,082.
TO FORM 990-PF, PG 1, LN 16B	37,616.	18,807.		18,809.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	228,218.	228,218.		0.
TO FORM 990-PF, PG 1, LN 16C	228,218.	228,218.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX EXPENSE	32,869.	18,996.		13,873.
FOREIGN TAXES	10,959.	10,959.		0.
TO FORM 990-PF, PG 1, LN 18	43,828.	29,955.		13,873.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID NET OF REFUND	103,542.	0.		0.
RETIREMENT PLAN	86,875.	46,813.		40,062.
EMPLOYEE HEALTH INS.	64,264.	25,779.		38,485.
OFFICE & ADMINISTRATIVE EXPENSE	13,655.	6,828.		6,827.

OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXH. C	874,596.	874,596.	0.
OIL & GAS IDC DEDUCTIONS FROM PASS-THROUGHS - EXH.C	5,384,159.	0.	0.
OIL & GAS COST DEPLETION DEDUCTIONS FROM PASS-THROUGHS - EXH. C	496,731.	0.	0.
PORTFOLIO DEDUCTS FROM PASS-THROUGHS - EXH C	963,449.	963,449.	0.
NON-DEDUCTIBLE EXP FROM PASS-THROUGHS - EXH C	5,549.	0.	0.
MEMBERSHIP, DUES & PUBLICATIONS	4,549.	2,274.	2,275.
MISCELLANEOUS INVESTMENT FEES	7,894.	7,894.	0.
TO FORM 990-PF, PG 1, LN 23	8,005,263.	1,927,633.	87,649.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT F - STOCKS	55,322,545.	72,302,165.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,322,545.	72,302,165.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BOND MUTUAL FUNDS	2,915,711.	2,900,515.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,915,711.	2,900,515.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT G - OTHER INVESTS.	COST	42,485,422.	89,049,867.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,485,422.	89,049,867.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	7,500.	7,500.	0.
SOFTWARE	2,150.	2,150.	0.
SOFTWARE	1,534.	1,534.	0.
SOFTWARE	1,596.	1,596.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,780.	12,780.	0.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 13
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EXPLANATION

IN 2014, THE FOUNDATION MADE AND TREATED DISTRIBUTIONS TO DONOR ADVISED FUNDS MAINTAINED AT THE COMMUNITY FOUNDATION OF ABILENE AS QUALIFYING DISTRIBUTIONS. THESE DISTRIBUTIONS WILL BE ONLY USED FOR GRANTS TO NONPROFIT, 501(C)(3) QUALIFIED ORGANIZATIONS, AS REQUIRED BY THE FOUNDATION'S STATED PURPOSE AND THAT OF THE COMMUNITY FOUNDATION OF ABILENE.

DIAN GRAVES OWEN FOUNDATION
2014 FORM 990-PF
75-2682536

PART II - LINE 13 - INVESTMENTS OTHER

NAME	TIN	12/31/2014	
		Book Value	Fair Market Value
Carson/HicksMuse Lion Fund	13-4264467	16,179.00	48,358
Encap Energy Capital Fd V-B	20-1180650	843,769.80	31,521
Encap Energy Capital Fd VI-B	20-4682001	2,027,309.29	836,942
Encap Fund VII-B	26-0413869	3,211,898.60	1,178,879
Founding Partners Stable Value II	20-1880130	7,681.00	-
Freestone Metal Partners	26-0497670	143,865.87	287,246
Freestone Partners II	55-0876134	57,384.52	19,151
HOG Partnership	75-2959685	607,837.37	1,911,111
Jog Limited Partnership III	20-3164469	332,584.45	313,402
Mansefeldt Energy Partners I	75-2827234	943,645.06	48,000,000
Mansefeldt Enzyme Partners		40,000.00	40,000
Mansefeldt Midstream Partners	94-3445231	531,876.00	895,129
Mansefeldt Pennybacker Partners	26-4383141	797,375.00	352,464
Receptor Logic	20-0488559	10,960.00	-
Mansefeldt EV Fund XII Partners	27-2883184	1,615,531.00	1,969,463
Mansefeldt Fund VIII Partners	27-2883244	3,515,135.00	5,837,752
Mansefeldt Ancor Partners	27-2845932	2,398,222.00	1,566,743
Mansefeldt Fund VIII Partners Co Invest	45-3778163	1,433,206.20	2,786,663
Mansefeldt Halcon Partners	45-4047043	6,837,989.00	5,686,756
Nexlube Operating LLC	27-1767679	1,994,873.00	997,400
Toledo Energy Partners LLC	36-4747418	1,080,514.61	83,766
Talon Oil & Gas II LLC	27-4419168	1,931,445.46	3,419,065
Mansefeldt Flatrock Midstream II	45-4852075	835,800.80	1,313,752
Mansefeldt Fraser McCombs Ventures	45-4863065	1,128,665.00	1,125,505
Mansefeldt Greyrock Partners	45-1511641	1,426,950.50	1,322,137
Mansefeldt Fund IX Partners	46-1230554	3,309,787.40	3,604,229
Mansefeldt Oak Valley	46-2123045	1,661,647.00	1,798,197
Mansefeldt PBC III	46-4186966	708,668.00	664,254
Bootsmead Land LLC	46-5309790	124,344.00	-
Bootsmead Leasco, LLC	46-5327755	2,627,218.00	2,701,563
Founding Partners Designee, LLC	45-5351895	1,468.00	-
Mansefeldt Flatrock Midstream III	46-4943834	62,128.20	67,889
Mansefeldt TW Midstream	46-4195135	219,463.00	190,530
TOTALS		42,485,422	89,049,867

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

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

OMB No 1545-0047

2014

Name of the organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

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

Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION

75-2682536

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DIAN O STAI 400 PINE ST, SUITE 1000 ABILENE, TX 79601	\$ 6,723.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION**75-2682536****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

DIAN GRAVES OWEN FOUNDATION**75-2682536**

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

Use duplicate copies of Part III if additional space is needed

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