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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

For calendar year 2014 or tax year beginning , and ending

Name of foundation: **OMEGA FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **309 W. 7TH STREET**

Room/suite: **900**

City or town, state or province, country, and ZIP or foreign postal code: **FORT WORTH, TX 76102**

A Employer identification number: **75-2716754**

B Telephone number: **(817)335-5739**

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

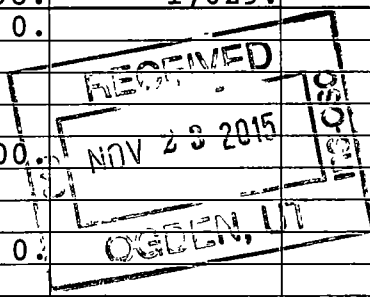
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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): **\$ 2,865,869.**

J Accounting method: Cash Accrual
 Other (specify)

Part I Analysis of Revenue and Expenses		(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	12,000.		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				
	4 Dividends and interest from securities	62,901.	62,901.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	92,097.			
	b Gross sales price for all assets on line 6a	342,310.			
	7 Capital gain net income (from Part IV, line 2)		92,097.		
	8 Net short-term capital gain				
	9 Income modifications			1,029.	
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	166,998.	154,998.	1,029.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 12,200.	12,200.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 3 1,559.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 4 20,291.	0.		0.	
24 Total operating and administrative expenses Add lines 13 through 23	34,050.	12,200.		0.	
25 Contributions, gifts, grants paid	144,666.			144,666.	
26 Total expenses and disbursements Add lines 24 and 25	178,716.	12,200.		144,666.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<11,718.>				
b Net investment income (if negative, enter -0-)		142,798.			
c Adjusted net income (if negative, enter -0-)			1,029.		



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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,918.	22,250.	22,250.
	2 Savings and temporary cash investments	15.	15.	15.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	2,265,364.	2,233,543.	2,694,750.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe STATEMENT 7)		147,054.	148,854.	148,854.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,415,351.	2,404,662.	2,865,869.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons	2,084.	2,084.		
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	2,084.	2,084.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,413,267.	2,402,578.		
30 Total net assets or fund balances	2,413,267.	2,402,578.		
31 Total liabilities and net assets/fund balances	2,415,351.	2,404,662.		

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 2,413,267.
2 Enter amount from Part I, line 27a	2 <11,718.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3 1,029.
4 Add lines 1, 2, and 3	4 2,402,578.
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 2,402,578.

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	342,310.	250,213.	92,097.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			92,097.	
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 92,097.
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	82,500.	2,616,126.	.031535
2012	102,904.	1,484,973.	.069297
2011	37,500.	1,427,495.	.026270
2010	29,500.	1,321,449.	.022324
2009	40,500.	1,115,978.	.036291
2 Total of line 1, column (d)			2 .185717
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 .037143
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,660,885.
5 Multiply line 4 by line 3			5 98,833.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,428.
7 Add lines 5 and 6			7 100,261.
8 Enter qualifying distributions from Part XII, line 4			8 144,666.

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	1,428.
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	1,428.
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	1,428.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	14.	
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	358.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 358. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) \blacktriangleright 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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>N/A</u>	13	X	
14	The books are in care of ► <u>JOSEPH E. HARDGROVE</u> Telephone no. ► <u>(817) 335-5739</u> Located at ► <u>309 W. SEVENTH ST., SUITE 900, FORT WORTH, TX</u> ZIP+4 ► <u>76102</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 <u>N/A</u>			
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 ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

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** Yes No **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>N/A</u>	
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 <u>N/A</u>	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	<u>0.</u>

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	2,540,987.
b	Average of monthly cash balances	1b	13,365.
c	Fair market value of all other assets	1c	147,054.
d	Total (add lines 1a, b, and c)	1d	2,701,406.
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	2,701,406.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,521.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,660,885.
6	Minimum investment return. Enter 5% of line 5	6	133,044.

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	133,044.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,428.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,428.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	131,616.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	131,616.
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	131,616.

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	144,666.
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	144,666.
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	1,428.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	143,238.

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				131,616.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			62,905.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 144,666.				
a Applied to 2013, but not more than line 2a			62,905.	
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				81,761.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				49,855.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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)				
<p>a Paid during the year</p> <p>AMERICAN HEART ASSOCIATION 2630 WEST FREEWAY #250, FORT WORTH, TX 76102</p>	NONE		MEDICAL ASSISTANCE FOR NEEDY	250.
<p>AMERICAN CANCER SOCIETY 3301 WEST FREEWAY FORT WORTH, TX 76107</p>	NONE		MEDICAL ASSISTANCE FOR NEEDY	200.
<p>AMON CARTER MUSEUM 3500 S CAMP BOWIE BLVD FORT WORTH, TX 76107</p>	NONE		PROMOTE ARTS AND EDUCATION	250.
<p>CAMPUS CRUSADE FOR CHRIST INTERNATIONAL 100 LAKE HART DRIVE ORLANDO, FL 32832</p>	NONE		RELIGIOUS	1,000.
<p>CLAN DONALD FOUNDATION INC. P.O. BOX 13138 CHARLESTON, SC 29412</p>	NONE		PROMOTE IRISH TRADITIONS AND HISTORY	500.
<p>Total</p>	SEE CONTINUATION SHEET(S) ▶ 3a			144,666.
<p>b Approved for future payment</p>				
<p>NONE</p>				
<p>Total</p>	▶ 3b			0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	62,901.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	92,097.	
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)		0.		154,998.	0.
13 Total. Add line 12, columns (b), (d), and (e)				154,998.	154,998.

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

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

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

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

Table with 2 columns: Question (1, a, b, c, d) and Yes/No. Includes sub-questions 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly blank with 'N/A' in the center.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly blank with 'N/A' in the center.

Signature block containing: Sign Here, Signature of officer or trustee (handwritten signature), Date (11/16/15), Title (PRESIDENT), and a box for 'May the IRS discuss this return with the preparer shown below (see instr?)' with [X] Yes and [] No.

Paid Preparer Use Only section containing: Print/Type preparer's name (TERRI L. CALVERLEY), Preparer's signature (handwritten), Date (11/13/2015), Check self-employed (unchecked), PTIN (P00282230), Firm's name (GANDY, CALVERLEY & CO., P.C.), Firm's EIN (75-1995435), Firm's address (3132 W. FIFTH STREET, FORT WORTH, TX 76107), and Phone no. ((817) 336-7373).

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

OMEGA FOUNDATION, INC.**75-2716754**

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 OMEGA FOUNDATION, INC.	Employer identification number 75-2716754
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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	WILLIAM & MARY TISDALE 32 JASON RD BOERNE, TX 75006	\$ 4,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JULIE D ROTH 34292 SHORE LANTERN DANA POINT, CA 92629	\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	MARYBETH AND DONALD LAMPE 3909 STONEHENGE RD FT WORTH, TX 76109	\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	LU PHAM 4117 RANIER CT FT WORTH, TX 76109	\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	DONNA K DOCKSTADER 3003 TANGLEWOOD PARK E FT WORTH, TX 76109	\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	TRISH WILLIAMSON 4405 BIRCHMAN AVE FT WORTH, TX 76107	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization OMEGA FOUNDATION, INC.	Employer identification number 75-2716754
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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
7	<u>ROBERT & JUDY KELLER</u> <u>5105 RIVER BLUFF DR</u> <u>FT WORTH, TX 76132</u>	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	<u>JOE & CAROLYN HARDGROVE</u> <u>309 W 7TH ST</u> <u>FT WORTH, TX 76102</u>	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<u>OMEGA WEALTH PARTNERS</u> <u>309 W 7TH ST</u> <u>FT WORTH, TX 76102</u>	\$ <u>3,000.</u>	Person <input checked="" 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 OMEGA FOUNDATION, INC.	Employer identification number 75-2716754
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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 OMEGA FOUNDATION, INC.	Employer identification number 75-2716754
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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

(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

(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

(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

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 AMERICAN FUNDS AMCAP FUND CLASS F-1, 538.406 SHS		01/01/13	02/18/14
b AMERICAN FUNDS AMCAP FUND CLASS F-1, 49.769 SHS		12/03/13	10/03/14
c AMERICAN FUNDS AMERICAN BALANCED FUND CLASS F-1,		02/08/13	01/23/14
d AMERICAN FUNDS AMERICAN BALANCED FUND CLASS F-1,		01/01/13	07/02/14
e AMERICAN FUNDS AMERICAN BALANCED FUND CLASS F-1,		05/15/13	12/10/14
f AMERICAN FUNDS AMERICAN BALANCED FUND CLASS F-1,		05/15/13	12/30/14
g AMERICAN FUNDS CAPITAL INCOME BUILDER CLASS F-1,		01/01/13	07/29/14
h AMERICAN FUNDS CAPITAL INCOME BUILDER CLASS F-1,		01/01/13	04/21/14
i AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	01/23/14
j AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	04/07/14
k AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	07/09/14
l AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	10/07/14
m AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	12/11/14
n AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	07/02/14
o AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	12/24/14

(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 15,000.		10,437.	4,563.
b 1,400.		1,399.	1.
c 1,365.		1,184.	181.
d 10,000.		8,020.	1,980.
e 150.		130.	20.
f 600.		549.	51.
g 600.		582.	18.
h 4,000.		3,961.	39.
i 1,911.		1,535.	376.
j 245.		172.	73.
k 600.		408.	192.
l 500.		352.	148.
m 5,000.		3,469.	1,531.
n 10,000.		7,688.	2,312.
o 500.		417.	83.

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			4,563.
b			1.
c			181.
d			1,980.
e			20.
f			51.
g			18.
h			39.
i			376.
j			73.
k			192.
l			148.
m			1,531.
n			2,312.
o			83.

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

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 AMERICAN FUNDS CAPITAL WORLD GROWTH AND INCOME FU		01/01/13	07/29/14
b AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 1		01/01/13	01/08/14
c AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 2		01/01/13	02/18/14
d AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 5		01/01/13	07/09/14
e AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 8		01/01/13	12/18/14
f AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 5		01/01/13	10/03/14
g AMERICAN FUNDS FUNDAMENTAL INVESTORS CLASS F-1, 8		01/01/13	12/10/14
h AMERICAN FUNDS INTERNATIONAL GROWTH AND INCOME FU		02/08/13	01/23/14
i AMERICAN FUNDS INTERNATIONAL GROWTH AND INCOME FU		01/01/13	07/02/14
j AMERICAN FUNDS INVESTMENT COMPANY OF AMERICA CLAS		02/08/13	07/25/14
k AMERICAN FUNDS INVESTMENT COMPANY OF AMERICA CLAS		02/08/13	11/24/14
l AMERICAN FUNDS NEW PERSPECTIVE FUND CLASS F-1, 32		01/01/13	04/07/14
m AMERICAN FUNDS NEW PERSPECTIVE FUND CLASS F-1, 71		01/01/13	12/10/14
n AMERICAN FUNDS NEW WORLD FUND CLASS F-1, 8.846 SH		01/01/13	12/24/14
o AMERICAN FUNDS NEW WORLD FUND CLASS F-1, 34.825 S		01/01/13	10/03/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,000.		4,214.	786.
b 600.		395.	205.
c 15,000.		9,857.	5,143.
d 3,000.		1,901.	1,099.
e 4,500.		3,196.	1,304.
f 3,000.		2,218.	782.
g 500.		353.	147.
h 1,082.		1,003.	79.
i 10,000.		8,369.	1,631.
j 1,380.		1,107.	273.
k 3,000.		2,309.	691.
l 1,200.		922.	278.
m 2,800.		2,080.	720.
n 500.		477.	23.
o 2,000.		1,428.	572.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			786.
b			205.
c			5,143.
d			1,099.
e			1,304.
f			782.
g			147.
h			79.
i			1,631.
j			273.
k			691.
l			278.
m			720.
n			23.
o			572.

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

OMEGA FOUNDATION, INC.

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 GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		01/23/14	11/21/14
b GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		01/23/14	11/24/14
c GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		01/31/14	11/24/14
d GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		02/28/14	11/24/14
e GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		03/31/14	11/24/14
f GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		04/30/14	11/24/14
g GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		05/30/14	11/24/14
h GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		06/30/14	11/24/14
i GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		07/31/14	11/24/14
j GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		08/29/14	11/24/14
k GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		09/30/14	11/24/14
l GOLDMAN SACHS STRATEGIC INCOME FUND CLASS A SHARE		10/31/14	11/24/14
m PERMANENT PORTFOLIO FUND, 138.153 SHS		01/01/13	12/10/14
n PIMCO ALL ASSET FUND CLASS D, 24.252 SHS		03/21/14	11/28/14
o PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		02/08/13	01/23/14

(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 2,000.		2,054.	<54.>
b 6,582.		6,746.	<164.>
c 5.		5.	0.
d 16.		16.	0.
e 17.		18.	<1.>
f 16.		16.	0.
g 17.		17.	0.
h 16.		16.	0.
i 15.		15.	0.
j 15.		15.	0.
k 12.		12.	0.
l 15.		15.	0.
m 6,000.		6,526.	<526.>
n 300.		293.	7.
o 6,595.		7,868.	<1,273.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<54.>
b			<164.>
c			0.
d			0.
e			<1.>
f			0.
g			0.
h			0.
i			0.
j			0.
k			0.
l			0.
m			<526.>
n			7.
o			<1,273.>

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

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 PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		03/15/13	01/23/14
b PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		06/20/13	01/23/14
c PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		07/16/13	01/23/14
d PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		09/19/13	01/23/14
e PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		12/11/13	01/23/14
f PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		01/01/13	02/28/14
g PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		03/21/13	02/28/14
h PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		06/20/13	02/28/14
i PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		09/19/13	02/28/14
j PIMCO COMMODITYREALRETURN STRATEGY FUND CLASS D,		12/11/13	02/28/14
k PIMCO EMERGING LOCAL BOND FUND CLASS D, 735.606 S		02/05/13	11/21/14
l PIMCO EMERGING LOCAL BOND FUND CLASS D, 1.586 SHS		02/28/13	11/21/14
m PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.722 SHS		03/28/13	11/21/14
n PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.309 SHS		04/30/13	11/21/14
o PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.956 SHS		05/31/13	11/21/14

(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 6.		7.	<1.>
b 39.		47.	<8.>
c 1,315.		1,569.	<254.>
d 7.		9.	<2.>
e 132.		157.	<25.>
f 42,915.		49,803.	<6,888.>
g 41.		47.	<6.>
h 257.		298.	<41.>
i 39.		46.	<7.>
j 715.		830.	<115.>
k 6,613.		7,870.	<1,257.>
l 14.		17.	<3.>
m 24.		29.	<5.>
n 21.		25.	<4.>
o 27.		32.	<5.>

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			<1.>
b			<8.>
c			<254.>
d			<2.>
e			<25.>
f			<6,888.>
g			<6.>
h			<41.>
i			<7.>
j			<115.>
k			<1,257.>
l			<3.>
m			<5.>
n			<4.>
o			<5.>

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	

OMEGA FOUNDATION, INC.

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 PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.727 SHS		06/28/13	11/21/14
b PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.644 SHS		07/31/13	11/21/14
c PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.126 SHS		08/30/13	11/21/14
d PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.307 SHS		09/30/13	11/21/14
e PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.367 SHS		10/31/13	11/21/14
f PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.954 SHS		11/29/13	11/21/14
g PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.928 SHS		12/31/13	11/21/14
h PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.854 SHS		01/31/14	11/21/14
i PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.412 SHS		02/28/14	11/21/14
j PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.61 SHS		03/31/14	11/21/14
k PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.816 SHS		04/30/14	11/21/14
l PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.238 SHS		05/30/14	11/21/14
m PIMCO EMERGING LOCAL BOND FUND CLASS D, 2.866 SHS		06/30/14	11/21/14
n PIMCO EMERGING LOCAL BOND FUND CLASS D, 172.792 S		07/25/14	11/21/14
o PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.135 SHS		07/31/14	11/21/14

(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 25.		29.	<4.>
b 24.		28.	<4.>
c 28.		33.	<5.>
d 21.		25.	<4.>
e 21.		25.	<4.>
f 27.		32.	<5.>
g 26.		31.	<5.>
h 26.		31.	<5.>
i 22.		26.	<4.>
j 23.		28.	<5.>
k 25.		30.	<5.>
l 29.		35.	<6.>
m 26.		31.	<5.>
n 1,553.		1,849.	<296.>
o 28.		34.	<6.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<4.>
b			<4.>
c			<5.>
d			<4.>
e			<4.>
f			<5.>
g			<5.>
h			<5.>
i			<4.>
j			<5.>
k			<5.>
l			<6.>
m			<5.>
n			<296.>
o			<6.>

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

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 PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.699 SHS		08/29/14	11/21/14
b PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.543 SHS		09/30/14	11/21/14
c PIMCO EMERGING LOCAL BOND FUND CLASS D, 3.771 SHS		10/31/14	11/21/14
d PIMCO EMERGING LOCAL BOND FUND CLASS D, 60.168 SH		05/15/13	12/30/14
e PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 41.031 SHS		01/01/13	02/28/14
f PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.126 SHS		03/21/13	02/28/14
g PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.124 SHS		06/14/13	02/28/14
h PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.156 SHS		09/19/13	02/28/14
i PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 613.545 SH		01/01/13	02/28/14
j PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 1.894 SHS		03/21/13	02/28/14
k PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 1.867 SHS		06/20/13	02/28/14
l PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 2.342 SHS		09/20/13	02/28/14
m PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 45.208 SHS		01/01/13	12/10/14
n PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 198.992 SH		01/01/13	12/18/14
o PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 2.492 SHS		03/21/13	12/18/14

(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 33.		40.	<7.>
b 32.		38.	<6.>
c 34.		40.	<6.>
d 500.		660.	<160.>
e 427.		482.	<55.>
f 1.		1.	0.
g 1.		1.	0.
h 2.		2.	0.
i 6,387.		7,212.	<825.>
j 20.		22.	<2.>
k 19.		22.	<3.>
l 24.		28.	<4.>
m 500.		509.	<9.>
n 2,131.		2,241.	<110.>
o 27.		28.	<1.>

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			<7.>
b			<6.>
c			<6.>
d			<160.>
e			<55.>
f			0.
g			0.
h			0.
i			<825.>
j			<2.>
k			<3.>
l			<4.>
m			<9.>
n			<110.>
o			<1.>

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

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 PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 2.457 SHS		06/20/13	12/18/14
b PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.946 SHS		09/19/13	12/18/14
c PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.34 SHS		06/19/14	12/18/14
d PIMCO GLOBAL MULTI-ASSET FUND CLASS D, 0.365 SHS		09/18/14	12/18/14
e PIMCO UNCONSTRAINED BOND FUND CLASS D, 469.763 SH		01/01/13	01/23/14
f PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.124 SHS		01/31/13	01/23/14
g PIMCO UNCONSTRAINED BOND FUND CLASS D, 231.297 SH		02/08/13	01/23/14
h PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.36 SHS		02/28/13	01/23/14
i PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.33 SHS		03/28/13	01/23/14
j PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.431 SHS		04/30/13	01/23/14
k PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.421 SHS		05/31/13	01/23/14
l PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.189 SHS		06/28/13	01/23/14
m PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.167 SHS		07/31/13	01/23/14
n PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.209 SHS		08/30/13	01/23/14
o PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.1 SHS		09/30/13	01/23/14

(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 26.		28.	<2.>
b 10.		11.	<1.>
c 4.		4.	0.
d 4.		4.	0.
e 5,214.		5,309.	<95.>
f 1.		1.	0.
g 2,567.		2,614.	<47.>
h 4.		4.	0.
i 4.		4.	0.
j 5.		5.	0.
k 5.		5.	0.
l 2.		2.	0.
m 2.		2.	0.
n 2.		2.	0.
o 1.		1.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<2.>
b			<1.>
c			0.
d			0.
e			<95.>
f			0.
g			<47.>
h			0.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			0.

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

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 PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.071 SHS		10/31/13	01/23/14
b PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.307 SHS		11/29/13	01/23/14
c PIMCO UNCONSTRAINED BOND FUND CLASS D, 2.14 SHS		12/11/13	01/23/14
d PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.56 SHS		12/11/13	01/23/14
e PIMCO UNCONSTRAINED BOND FUND CLASS D, 0.33 SHS		12/31/13	01/23/14
f PIMCO UNCONSTRAINED BOND FUND CLASS D, 3119.43 SH		01/01/13	10/21/14
g TEMPLETON HARD CURRENCY FUND CLASS A, 2893.152 SH		01/01/13	02/28/14
h CAPITAL GAINS DIVIDENDS			
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 1.		1.	0.
b 3.		3.	0.
c 24.		24.	0.
d 6.		6.	0.
e 4.		4.	0.
f 35,000.		36,464.	<1,464.>
g 26,328.		27,572.	<1,244.>
h 81,832.			81,832.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			0.
d			0.
e			0.
f			<1,464.>
g			<1,244.>
h			81,832.
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	92,097.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COOKS CHILDRENS 801 SEVENTH AVE FORT WORTH, TX 76104	NONE		MEDICAL ASSISTANCE FOR NEEDY	5,000.
COUNSELING SOLUTIONS 130 YELLOWSTONE DR CHICO, CA 75973	NONE		MEDICAL ASSISTANCE FOR NEEDY	10,000.
COMMUNITY PARTNERS 1215 SKILES ST. DALLAS, TX 75204	NONE		ASSISTANCE FOR THE NEEDY	10,000.
EPISCOPAL DIOCESE OF FORT WORTH 4301 MEADOWBROOK DR. FORT WORTH, TX 76103	NONE		RELIGIOUS	1,116.
FELLOWSHIP CHURCH 508 CARROLL ST. FORT WORTH, TX 76107	NONE		RELIGIOUS	2,500.
FORT WORTH POLICE OFFICERS AWARD FUND P.O. BOX 17659 FORT WORTH, TX 76102	NONE		SUPPORT LAW ENFORCEMENT	200.
GLOBAL VENTURES INC 19707 E. ADMIRAL PL. CATOOSA, OK 74015	NONE		RELIGIOUS	600.
GOOD SHEPHARD CATHOLIC COMMUNITY 1000 TINKER RD. COLLEYVILLE, TX 76034	NONE		RELIGIOUS	2,500.
HAMILTON PIPE BAND 2102 SWIFT BLVD HOUSTON, TX 77030	NONE		SUPPORT MUSICAL ARTS	100.
INST DE LUNION-CHRETIENNE DE ST CHAU 4345 DEL MAR TRAILS RD SAN DIEGO, CA 92130	NONE		RELIGIOUS EDUCATIONAL SUPPORT FOR GIRLS DESIRING TO SPREAD GOD'S WORD	10,000.
Total from continuation sheets				142,466.

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ISRAEL MEDIA MINISTRIES 6277-600 CAROLINA COMMONS DR. #120 INDIAN LAND, SC 29707	NONE		RELIGIOUS	4,000.
KESSELHAUT FAMILY FOUNDATION P.O. BOX 3783 DANA POINT, CA 92629	NONE		SUPPORT CHARITABLE FOUNDATION	5,000.
MEALS ON WHEELS 320 S FREEWAY FORT WORTH, TX 76104	NONE		ASSISTANCE FOR THE NEEDY	3,500.
GALLAGHER'S ARMY FALLEN OFFICER FUND 350 FIFTH AVE SUITE 4710 NEW YORK, NY 10118	NONE		SUPPORT LAW ENFORCEMENT	2,000.
OUR COMMUNITY HOUSE OF HOPE 348 W ARENIDA DE LOS ARBOLES THOUSAND OAKS, CA 91360	NONE		RELIGIOUS	10,000.
PAN AMERICAN HEALTH SERVICES INC 2301 FM 2280 CLEBURNE, TX 76031	NONE		MEDICAL ASSISTANCE FOR NEEDY	10,000.
RIO GRANDE BIBLE INSTITUTE 4300 S US HWY 281 EDINBURGH, TX 78539	NONE		RELIGIOUS	1,000.
ST JOHNS EPISCOPAL CHURCH 348 HARTER RD DALLAS, TX 75218	NONE		RELIGIOUS	500.
TALITHA KOUM INSTITUTE P.O. BOX 2202 WACO, TX 76703	NONE		ASSISTANCE FOR NEEDY CHILDREN	2,500.
TEXAS BAR FOUNDATION 515 CONGRESS AVE. #1755 AUSTIN, TX 78701	NONE		EDUCATIONAL	250.
Total from continuation sheets				

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE WARM PLACE 809 LIPSCOMB FORT WORTH, TX 76104	NONE		ASSISTANCE FOR THE NEEDY	100.
UNIVERSITY LITTLE LEAGUE 5900 OLD HEMPHILL RD FORT WORTH, TX 76134	NONE		EDUCATIONAL-CHILDRENS SPORTS	30,000.
UNIVERSITY OF CALIFORNIA REGENTS 1111 FRANKLIN ST.12 FLOOR OAKLAND, CA 94607	NONE		EDUCATIONAL	20,000.
USO DFW 2141 INTERNATIONAL PKWY DALLAS, TX 75261	NONE		SUPPORT MILITARY FORCES	100.
WORLD MISSIONARY BAPTIST CHURCH 1200 EAST BESSIE STREET FORT WORTH, TX 76104	NONE		RELIGIOUS	8,000.
WOUNDED WARRIORS 12672 SILICON DRIVE, SUITE 105 SAN ANTONIO, TX 78249	NONE		SUPPORT MILITARY VETERANS	3,000.
YOUNG LIFE 5512 BELLAIRE DR. S. FORT WORTH, TX 76109	NONE		RELIGIOUS	500.
Total from continuation sheets				

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
MUTUAL FUNDS	144,733.	81,832.	62,901.	62,901.		
TO PART I, LINE 4	144,733.	81,832.	62,901.	62,901.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
	12,200.	12,200.		0.		
TO FORM 990-PF, PG 1, LN 16B	12,200.	12,200.		0.		

FORM 990-PF		TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
EXCISE TAX	1,559.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	1,559.	0.		0.		

FORM 990-PF		OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT FEES	20,207.	0.		0.		
BANK CHARGES	84.	0.		0.		
TO FORM 990-PF, PG 1, LN 23	20,291.	0.		0.		

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
MODIFICATIONS TO INCOME FROM PRIOR YEAR		1,029.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,029.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB FUNDS	2,233,543.	2,694,750.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,233,543.	2,694,750.	

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPLIT DOLLAR LIFE INSURANCE	147,054.	147,054.	147,054.
PREPAID EXCISE TAX	0.	1,800.	1,800.
TO FORM 990-PF, PART II, LINE 15	147,054.	148,854.	148,854.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
M KEITH BRANYON 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TAMMY BRYANT 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	SECRETARY 20.00	0.	0.	0.
RICHARD DRUMMOND 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
JOHN DICKENS 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 2.00	0.	0.	0.
JOSEPH E HARDGROVE 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	EXECUTIVE DIRECTOR 3.00	0.	0.	0.
PHIL LUEBBEHUSEN 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOM HARDGROVE 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.