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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation YARBOROUGH FOUNDATION		A Employer identification number 75-2919532	
Number and street (or P O box number if mail is not delivered to street address) 200 N LORAINЕ SUITE 1400		B Telephone number (see instructions) (432) 684-8578	
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79701		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 14,300,265		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,413,261			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	168,120	168,120		
	4 Dividends and interest from securities.	170,444	170,444		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	725,218			
	b Gross sales price for all assets on line 6a 1,188,623				
	7 Capital gain net income (from Part IV, line 2) . . .		725,218		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	29	29		
	12 Total. Add lines 1 through 11	2,477,072	1,063,811		
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 (attach schedule)	3,283	2,462		821
	b Accounting fees (attach schedule)	5,500	4,125		1,375
	c Other professional fees (attach schedule)	64,452	48,339		16,113
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	17,397	6,416		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,928	0		2,982
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,492	2,872		4,216
	24 Total operating and administrative expenses. Add lines 13 through 23	101,052	64,214		25,507
	25 Contributions, gifts, grants paid	549,973			549,973
	26 Total expenses and disbursements. Add lines 24 and 25	651,025	64,214		575,480
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,826,047			
	b Net investment income (if negative, enter -0-)		999,597		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	310,292	584,252	584,252
	3	Accounts receivable ▶ <u>598</u>			
		Less allowance for doubtful accounts ▶ _____		598	598
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	10,416,936	11,970,637	13,715,415	
14	Land, buildings, and equipment basis ▶ <u>7,679</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>7,679</u>				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,727,228	12,555,487	14,300,265	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	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	10,727,228	12,555,487	
	30	Total net assets or fund balances (see instructions)	10,727,228	12,555,487	
31	Total liabilities and net assets/fund balances (see instructions) . . .	10,727,228	12,555,487		

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 10,727,228
2	Enter amount from Part I, line 27a	2 1,826,047
3	Other increases not included in line 2 (itemize) ▶ _____	3 2,212
4	Add lines 1, 2, and 3	4 12,555,487
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 12,555,487

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	LT GAINS EQUITY SECURITIES	P		
b	ST GAINS PARTNERSHIPS	P		
c	LT GAINS PARTNERSHIPS	P		
d	FUND FOREIGN INVESTMENT LOSS	P		
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 621,000		462,593	158,407
b 68,074			68,074
c 499,549			499,549
d		812	-812
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			158,407
b			68,074
c			499,549
d			-812
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	725,218
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	503,707	10,722,990	0 046974
2012	412,958	8,282,008	0 049862
2011	343,366	6,892,624	0 049816
2010	257,500	5,273,216	0 048832
2009	244,354	3,531,925	0 069184

2	Total of line 1, column (d).	2	0 264668
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052934
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	12,224,006
5	Multiply line 4 by line 3.	5	647,066
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,996
7	Add lines 5 and 6.	7	657,062
8	Enter qualifying distributions from Part XII, line 4.	8	575,480

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		119,992	
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-)		20	
3		Add lines 1 and 2.		319,992	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		519,992	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,880	
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.		77,880	
8		Enter any penalty for underpayment of estimated tax. Check here ☒ 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		912,112	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ Refunded ☐		11	

Part VII-A

Statements Regarding Activities

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

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ANN JACKSON Telephone no ▶(432) 684-8578 Located at ▶200 N LORAINESUITE 1400 MIDLAND TX ZIP+4 ▶79701			
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		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANN A JACKSON	PRESIDENT	0	0	0
200 N LORAIN ST SUITE 1400 MIDLAND, TX 79701	2 00			
LINDA B YARBOROUGH	VICE-PRESIDENT	0	0	0
200 N LORAIN ST SUITE 1400 MIDLAND, TX 79701	1 00			
SUSAN K YARBOROUGH	SECRETARY	0	0	0
200 N LORAIN ST SUITE 1400 MIDLAND, TX 79701	1 00			
SCOTT DODDS	TREASURER	0	0	0
200 N LORAIN ST SUITE 1400 MIDLAND, TX 79701	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,176,927
b	Average of monthly cash balances.	1b	233,231
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,410,158
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	12,410,158
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	186,152
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,224,006
6	Minimum investment return. Enter 5% of line 5.	6	611,200

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	611,200
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	19,992
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,992
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	591,208
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	591,208
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	591,208

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	575,480
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	575,480
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	575,480

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				591,208
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				31,130
b From 2010.				3,981
c From 2011.				6,985
d From 2012.				8,342
e From 2013.				
f Total of lines 3a through e.	50,438			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 575,480				
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.				575,480
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).)	15,728			15,728
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,710			
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 instructions			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 (see instructions). . .	15,402			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	19,308			
10 Analysis of line 9				
a Excess from 2010. . . .				3,981
b Excess from 2011. . . .				6,985
c Excess from 2012. . . .				8,342
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

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

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

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

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

a The name, address, and telephone number or email 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 Additional Data Table				
Total			3a	549,973
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2015-05-08	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name LAURA A BUCKNER	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01201396
	Firm's name ☒ BUCKNER & TILLEY PC			Firm's EIN ☒	20-4071508
	Firm's address ☒ PO BOX 7963 MIDLAND, TX 79708			Phone no	(432) 687-5577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALPINE PUBLIC LIBRARY ASSOCIATION OF ALPINE BREWSTER CO TX 805 WAVE E ALPINE,TX 79830		PUBLIC CHARITY	OPERATING EXPENSES AND EDUCATIONAL PROGRAMS	15,000
ALPINE VOLUNTEER FIRE DEPARTMENT PO BOX 911 ALPINE,TX 79831		PUBLIC CHARITY	CAPITAL EQUIPMENT PROJECT	10,000
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 4400 N BIG SPRING ST STE C-32 MIDLAND,TX 79705		PUBLIC CHARITY	PUBLIC EDUCATION PROGRAM	5,000
APHASIA CENTER OF WEST TEXAS INC 5214 THOMASON DR MIDLAND,TX 79703		PUBLIC CHARITY	OPERATING EXPENSES	10,000
BIG BEND EDUCATION CORPORATION PO BOX 256 TERLINGUA,TX 79852		PUBLIC CHARITY	CAPITAL EQUIPMENT PROJECT	15,000
BIG BROTHERS BIG SISTERS OF MIDLAND INC 704 W LOUISIANA AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	5,000
BOYS AND GIRLS CLUB OF MIDLAND INC 1321 S GOODE ST MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	5,000
BREWSTER COUNTY SHERIFF'S DEPARTMENT 201 WAVE E ALPINE,TX 79830		PUBLIC CHARITY	CAPITAL EQUIPMENT PROJECT	5,000
BUCKNER CHILDREN AND FAMILY SERVICES INC 425 W PECAN ST MIDLAND,TX 79705		PUBLIC CHARITY	FOSTER CARE PROGRAM	5,000
BYNUM SCHOOL PO BOX 80175 MIDLAND,TX 79708		PUBLIC CHARITY	OPERATING EXPENSES	20,000
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	10,000
CENTERS FOR CHILDRENS AND FAMILIES 1004 N BIG SPRING ST SUITE 325 MIDLAND,TX 79701		PUBLIC CHARITY	PROGRAM EXPENSES	15,000
CHRISTMAS IN ACTION INC PO BOX 3744 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSES	10,000
CITY OF MIDLAND AQUATICS INC 3003 N A STREET MIDLAND,TX 79705		PUBLIC CHARITY	PROGRAM EXPENSES	15,000
CITY OF MIDLAND FIRE DEPARTMENT PO BOX 1152 MIDLAND,TX 79702		PUBLIC CHARITY	EDUCATIONAL PROGRAMS AND EQUIPMENT	10,473
Total  3a				549,973

Form 990PF Part XV Line 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				
CITY OF MIDLAND POLICE DEPARTMENT 601 N LORAIN ST MIDLAND,TX 79701		PUBLIC CHARITY	CAPITAL EQUIPMENT PROJECT	10,000
COMMEMORATIVE AIR FORCE PO BOX 62000 MIDLAND,TX 79711		PUBLIC CHARITY	EDUCATIONAL EVENT	15,000
COMMUNITY & SENIOR SERVICES OF MIDLAND INC 3301 SINCLAIR AVE MIDLAND,TX 79707		PUBLIC CHARITY	HOMEBOUND NUTRITION PROGRAM	20,000
FAMILY CRISIS CENTER OF THE BIG BEND INC PO BOX 1470 ALPINE,TX 79831		PUBLIC CHARITY	OPERATING EXPENSES	5,000
FOOD PANTRY OF JEFF DAVIS COUNTY INC PO BOX 244 FORT DAVIS,TX 79734		PUBLIC CHARITY	OPERATING EXPENSES	5,000
GIRL SCOUTS 5217 N DIXIE BLVD ODESSA,TX 79762		PUBLIC CHARITY	OPERATING EXPENSES	5,000
GRAND COMPANIONS HUMANE SOCIETY PO BOX 1156 FORT DAVIS,TX 79734		PUBLIC CHARITY	OPERATING EXPENSE	10,000
HELPING HANDS OF MIDLAND 1301 BRINSON LANE MIDLAND,TX 79703		PUBLIC CHARITY	PROGRAM EXPENSES	15,000
HIGH SKY CHILDRENS RANCH 8701 WCR 60 MIDLAND,TX 79707		PUBLIC CHARITY	OPERATING EXPENSES	15,000
HILLCREST SCHOOL INC 2800 NORTH A MIDLAND,TX 79705		PUBLIC CHARITY	SCHOLARSHIP FUND	10,000
HOSPICE OF MIDLAND INCORPORATED 911 W TEXAS AVE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	10,000
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER PO BOX 2906 MIDLAND,TX 79702		PUBLIC CHARITY	OPERATING EXPENSES	15,000
ISLAND DOLPHIN CARE INC 150 LORELANE PLACE KEY LARGO,FL 33037		PUBLIC CHARITY	OPERATING EXPENSES	10,000
KEEP MIDLAND BEAUTIFUL INC 3500 NORTH A SUITE 1500 MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	10,000
MAKE A WISH FOUNDATION OF NORTH TEXAS 407 N BIG SPRING ST STE 208 MIDLAND,TX 79701		PUBLIC CHARITY	PROGRAM FUND	10,000
Total  3a				549,973

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MIDLAND CHILDRENS REHABILITATION CENTER INC 802 VENTURA MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	15,000
MIDLAND COLLEGE FOUNDATION INC 3600 N GARFIELD MIDLAND,TX 79705		PUBLIC CHARITY	RESEARCH PROGRAMS	15,000
MIDLAND ISD EDUCATION FOUNDATION 615 W MISSOURI 220-E MIDLAND,TX 79701		PUBLIC CHARITY	PROGRAM EXPENSES	10,000
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND,TX 79701		PUBLIC CHARITY	NURSING EDUCATION PROGRAM	15,000
MIDLAND NEED TO READ INC 1709 W WALL ST MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	12,000
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LANE MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	10,000
MISSION HEALTH CARE INC 3500 NORTH A ST STE 1300 MIDLAND,TX 79703		PUBLIC CHARITY	OPERATING EXPENSES	10,000
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A ST STE 2300 MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	20,000
PEEPS & CREEPS 8535 WHWY 158 MIDLAND,TX 79707		PUBLIC CHARITY	OPERATING EXPENSES	7,500
PERMIAN BASIN AREA FOUNDATION FOR THE 25TH ANNIVERSARY ENDOWMENT 200 N LORAIN ST STE 500 MIDLAND,TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	10,000
PERMIAN BASIN AREA FOUNDATION FOR THE CHRISTMAS FOR OUR TROOPS FUND 200 N LORAIN ST STE 500 MIDLAND,TX 79701		PUBLIC CHARITY	PROGRAM EXPENSES	5,000
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS INC PO BOX 8940 MIDLAND,TX 79708		PUBLIC CHARITY	OPERATING EXPENSES	10,000
RONALD MCDONALD HOUSE CHARITIES OF THE SOUTHWEST INC 3413 10TH ST LUBBOCK,TX 79415		PUBLIC CHARITY	OPERATING EXPENSES	10,000
SAFE PLACE OF THE PERMIAN BASIN 3500 NORTH A ST STE 2500 MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	10,000
SAINT MARY'S HALL INC 9401 STARCREST DR SAN ANTONIO,TX 78217		PUBLIC CHARITY	PROGRAM EXPENSES	15,000
Total  3a				549,973

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAMARITAN COUNSELING CENTER OF WEST TEXAS INC PO BOX 60312 MIDLAND,TX 79711		PUBLIC CHARITY	OPERATING EXPENSES	5,000
SAN ANTONIO ACADEMY OF TEXAS 117 E FRENCH PLACE SAN ANTONIO,TX 78212		PUBLIC CHARITY	SCHOLARSHIP FUND	10,000
SIBLEY ENVIRONMENTAL LEARNING CENTER FOUNDATION 1307 E WADLEY MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	10,000
SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND,TX 79705		PUBLIC CHARITY	OPERATING EXPENSES	10,000
WEST TEXAS FOOD BANK 1008 E 2ND ST ODESSA,TX 79761		PUBLIC CHARITY	OPERATING EXPENSES	10,000
WEST TEXAS PUBLIC RADIO 2000 E 42ND ST STE C-193 ODESSA,TX 79762		PUBLIC CHARITY	OPERATING EXPENSES	10,000
Total  3a				549,973

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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 YARBOROUGH FOUNDATION	Employer identification number 75-2919532
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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 foundation

Check 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization YARBOROUGH FOUNDATION	Employer identification number 75-2919532
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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
<u>1</u>	YARBOROUGH CHARITABLE LEAD ANNUITY 200 N LORAIN SUITE 1400 MIDLAND, TX 79701	\$ 1,413,261	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization YARBOROUGH FOUNDATION	Employer identification number 75-2919532
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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
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization YARBOROUGH FOUNDATION	Employer identification number 75-2919532
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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 information once. See instructions.) ▶ \$ _____

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	

TY 2014 Accounting Fees Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,500	4,125		1,375

TY 2014 Investments - Other Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FUND PARTNERSHIP INVESTMENTS	AT COST	11,970,637	13,715,415

TY 2014 Legal Fees Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,283	2,462		821

TY 2014 Other Expenses Schedule**Name:** YARBOROUGH FOUNDATION**EIN:** 75-2919532

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE EXPENSE	2,569	2,569		0
MEALS AND ENTERTAINMENT	808	303		101
SEMINARS AND EDUCATION	3,365	0		3,365
RESEARCH FEES	750	0		750

TY 2014 Other Income Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	29	29	29

TY 2014 Other Increases Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Description	Amount
INVESTMENT RETURN OF CAPITAL DIVIDENDS	2,212

TY 2014 Other Professional Fees Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	64,452	48,339		16,113

TY 2014 Substantial Contributors Schedule

Name: YARBOROUGH FOUNDATION

EIN: 75-2919532

Name	Address
YARBOROUGH CHARITABLE LEAD ANNUITY TRUST	200 N LORAIN SUITE 1400 MIDLAND,TX 79701

TY 2014 Taxes Schedule**Name:** YARBOROUGH FOUNDATION**EIN:** 75-2919532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON STOCK DIVIDENDS	6,416	6,416		0
FEDERAL INCOME TAXES	10,981	0		0