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EXTENDED TO AUGUST 17, 2015

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as 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](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE FASKEN FOUNDATION

75-6023680

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

Room/suite

P.O. BOX 2024

B Telephone number

432-683-5401

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

MIDLAND, TX 79702-2024

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 changeD 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 foundationE 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)

\$ 22,536,699.

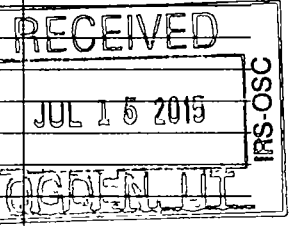
J Accounting method:

☐ Cash☒ Accrual☐ Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a).)(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received					
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments	2,656.	2,656.		STATEMENT 1	
	4	Dividends and interest from securities	516,617.	516,617.		STATEMENT 2	
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	661,296.				
	b	Gross sales price for all assets on line 6a	5,261,302.				
	7	Capital gain net income (from Part IV, line 2)		661,296.			
	8	Net short-term capital gain			N/A		
	9	Income modifications					
	10a	Gross sales less returns and allowances					
b	Less: Cost of goods sold						
c	Gross profit or (loss)						
11	Other income	2,588,067.	2,568,907.	0.	STATEMENT 3		
12	Total. Add lines 1 through 11	3,768,636.	3,749,476.	0.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	136,500.	81,900.	0.	54,600.	
	14	Other employee salaries and wages	26,132.	13,066.	0.	13,066.	
	15	Pension plans, employee benefits	10,190.	4,585.	0.	5,605.	
	16a	Legal fees					
	b	Accounting fees	STMT 4	3,800.	3,800.	0.	0.
	c	Other professional fees	STMT 5	27,500.	27,500.	0.	0.
	17	Interest					
	18	Taxes	STMT 6	265,692.	240,481.	0.	0.
	19	Depreciation and depletion					
	20	Occupancy		20,317.	10,158.	0.	10,159.
	21	Travel, conferences, and meetings		17,969.	17,969.	0.	0.
	22	Printing and publications		<78.>	<78.>	0.	0.
	23	Other expenses	STMT 7	369,218.	349,425.	0.	11,845.
	24	Total operating and administrative expenses. Add lines 13 through 23		877,240.	748,806.	0.	95,275.
	25	Contributions, gifts, grants paid		861,274.			861,274.
26	Total expenses and disbursements. Add lines 24 and 25		1,738,514.	748,806.	0.	956,549.	
27	Subtract line 26 from line 12:						
a	Excess of revenue over expenses and disbursements		2,030,122.				
b	Net investment income (if negative, enter -0-)			3,000,670.			
c	Adjusted net income (if negative, enter -0-)				0.		



**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
<b>Assets</b>	1 Cash - non-interest-bearing	3,825.	3,578.	3,578.
	2 Savings and temporary cash investments	1,487,725.	706,366.	706,366.
	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 <b>STMT 8</b>	15,193,942.	17,939,939.	17,066,735.
	c Investments - corporate bonds			
	<b>Liabilities</b>	11 Investments - land, buildings and equipment basis ▶ 2,572,235.		
Less: accumulated depreciation ▶ 1,480,646.		1,095,162.	1,091,589.	4,760,020.
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		17,780,654.	19,741,472.	22,536,699.
17 Accounts payable and accrued expenses		184,819.	97,402.	
18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	184,819.	97,402.		
<b>Net Assets or Fund Balances</b>	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	3,894,410.	3,894,410.		
29 Retained earnings, accumulated income, endowment, or other funds	13,701,425.	15,749,660.		
30 <b>Total net assets or fund balances</b>	17,595,835.	19,644,070.		
31 <b>Total liabilities and net assets/fund balances</b>	17,780,654.	19,741,472.		

**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	17,595,835.
2 Enter amount from Part I, line 27a	2	2,030,122.
3 Other increases not included in line 2 (itemize) ▶ <b>PRIOR PERIOD ADJUSTMENT</b>	3	18,113.
4 Add lines 1, 2, and 3	4	19,644,070.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	19,644,070.

**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	P		
<b>b CAPITAL GAINS DIVIDENDS</b>			
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 5,252,786.		4,600,006.	652,780.
b 8,516.			8,516.
c			
d			
e			

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			652,780.
b			8,516.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	661,296.
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	652,780.

**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	1,034,530.	19,057,431.	.054285
2012	960,206.	20,440,793.	.046975
2011	886,157.	19,894,610.	.044543
2010	843,898.	18,410,355.	.045838
2009	890,516.	16,799,897.	.053007

2 Total of line 1, column (d)	2	.244648
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	.048930
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	22,343,038.
5 Multiply line 4 by line 3	5	1,093,245.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,007.
7 Add lines 5 and 6	7	1,123,252.
8 Enter qualifying distributions from Part XII, line 4	8	956,549.

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)		1	60,013.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	60,013.
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	60,013.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	29,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	37,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	680.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	23,093.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**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?	13	X	

Website address ► **WWW.FASKENFOUNDATION.ORG**

14 The books are in care of ► **JEFF ALSUP** Telephone no. ► **432-683-5401**  
 Located at ► **P.O. BOX 2024, MIDLAND, TX** ZIP+4 ► **79702-2024**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here  
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►

16		Yes	No
			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 <b>not</b> 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.) <b>N/A</b>	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) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		136,500.	0.	5,094.

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
JEFF ALSUP	EXECUTIVE DIRECTOR			
PO BOX 2024, MIDLAND, TX 79701-2024	40.00	89,000.	0.	621.

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

0

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**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	16,534,644.
b	Average of monthly cash balances	1b	1,388,623.
c	Fair market value of all other assets	1c	4,760,020.
d	<b>Total</b> (add lines 1a, b, and c)	1d	22,683,287.
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	22,683,287.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	340,249.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,343,038.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,117,152.

**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	1,117,152.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	60,013.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	860.
c	Add lines 2a and 2b	2c	60,873.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,056,279.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,056,279.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,056,279.

**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	956,549.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	956,549.
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	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	956,549.

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				1,056,279.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009	75,314.			
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013	140,858.			
<b>f</b> Total of lines 3a through e	216,172.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4. ► \$ 956,549.				
<b>a</b> Applied to 2013, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				956,549.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	99,730.			99,730.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	116,442.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	116,442.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013	116,442.			
<b>e</b> Excess from 2014				



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE STATEMENT GRANTS				755,771.
SEE STATEMENT SCHOLARSHIPS				105,503.
<b>Total</b>			<b>▶ 3a</b>	861,274.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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

- | 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) | X  |
|   | (2) Other assets   | 1a(2) | X  |
| b | Other transactions:  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|   | (4) Reimbursement arrangements   | 1b(4) | X  |
|   | (5) Loans or loan guarantees   | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

of which preparer has any  
**EXECUTIVE**  
**DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date
------

Check ☐ if self-employed

PTIN
------

JOE ROGERS

Firm's name ▶ **SPROLES WOODARD L.L.P.**

07/07/15

P00141523

Firm's address ► P.O. BOX 151  
MIDLAND, TX 79702

Phone no. 432-682-7323

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRSTCAPITAL BANK OF TEXAS	2,656.	2,656.	0.
TOTAL TO PART I, LINE 3	2,656.	2,656.	0.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE	468,193.	8,516.	459,677.	459,677.	0.
CREDIT SUISSE	56,938.	0.	56,938.	56,938.	0.
GOLDMAN SACHS	2.	0.	2.	2.	0.
TO PART I, LINE 4	525,133.	8,516.	516,617.	516,617.	0.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GATEWAY ROYALTY LLC	29,337.	29,337.	0.
OIL & GAS INCOME	2,371,216.	2,352,056.	0.
CHESAPEAKE INTEREST	1.	1.	0.
LINN INTEREST	14.	14.	0.
LEASE BONUS INCOME	182,691.	182,691.	0.
SHUT IN GAS ROYALTY	3,765.	3,765.	0.
DELAY RENTALS OIL & GAS	634.	634.	0.
PETRO-HUNT INTEREST	56.	56.	0.
CHEVRON INTEREST	87.	87.	0.
B-P INTEREST	1.	1.	0.
MISC INCOME	265.	265.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,588,067.	2,568,907.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES ACCOUNTING	3,800.	3,800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,800.	3,800.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES OTHER	27,500.	27,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	27,500.	27,500.	0.	0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	87,676.	87,676.	0.	0.
EXCISE TAX	23,608.	0.	0.	0.
PRODUCTION TAXES OIL	100,794.	100,794.	0.	0.
PRODUCTION TAXES GAS	15,613.	15,613.	0.	0.
PRODUCTION TAXES CONDENSATE	95.	95.	0.	0.
PRODUCTION TAXES GAS PRODUCTS	3,475.	3,475.	0.	0.
PRODUCTION TAXES WI	1,603.	0.	0.	0.
UNRELATED BUSINESS INCOME TAX	2,068.	2,068.	0.	0.
FOREIGN TAX WITHHELD	30,760.	30,760.	0.	0.
TO FORM 990-PF, PG 1, LN 18	265,692.	240,481.	0.	0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROVIDENCE LEASING CONTRACT	30,000.	30,000.	0.	0.	
CONTRACT LABOR OIL & GAS	40,605.	40,605.	0.	0.	
COMPUTER EXP OIL & GAS	9,300.	9,300.	0.	0.	
RENT O&G FILE ROOM	825.	825.	0.	0.	
LEGAL FEES OIL & GAS	1,310.	1,310.	0.	0.	
MISCELLANEOUS EXP	18.	18.	0.	0.	
OIL & GAS EVALUATION	6,779.	6,779.	0.	0.	
POST PRODUCTION EXPENSE	17,100.	17,100.	0.	0.	
RETIREMENT GIFT	500.	0.	0.	500.	
COMPUTER EXPENSE OTHER	7,367.	3,684.	0.	3,683.	
DUES & SUBSCRIPTIONS	244.	244.	0.	0.	
INSURANCE	2,706.	2,435.	0.	271.	
OFFICE SUPPLIES & EXPENSES	7,405.	3,702.	0.	3,703.	
OTHER EXPENSE	330.	0.	0.	330.	
INVESTMENT HEDGING FEES	102.	102.	0.	0.	
POSTAGE	1,160.	580.	0.	580.	
REPAIRS & MAINTENANCE	176.	88.	0.	88.	
TELEPHONE	4,891.	2,201.	0.	2,690.	
BANK CHARGES	12.	12.	0.	0.	
CREDIT SUISSE FEES	238,720.	238,720.	0.	0.	
AMORTIZATION	3,573.	3,573.	0.	0.	
LOE	5,770.	0.	0.	0.	
POST PRODUCTION EXPENSE	2,178.	0.	0.	0.	
RAM ADMINISTRATIVE CHARGES	<11,853.>	<11,853.>	0.	0.	
TO FORM 990-PF, PG 1, LN 23	369,218.	349,425.	0.	11,845.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
	17,939,939.	17,066,735.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,939,939.	17,066,735.		

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFF ALSUP PO BOX 2024 MIDLAND, TX 79702-2024	EXECUTIVE DIRECTOR 40.00	89,000.	0.	621.
TRACY K ELMS 1404 COUNTRY CLUB DR MIDLAND, TX 79701	DIRECTOR 0.00	4,000.	0.	0.
PAULA FASKEN PO BOX 32687 SANTA FE, NM 87594-2687	DIRECTOR/SEC & TREAS 0.00	3,500.	0.	0.
STEVEN P FASKEN PO BOX 32687 SANTA FE, NM 87594-2687	DIRECTOR/PRESIDENT 0.00	9,000.	0.	2,163.
SUSAN FASKEN HARTIN 14909 OAKS NORTH DR DALLAS, TX 75254	DIRECTOR 0.00	4,000.	0.	0.
TEVIS HERD PO BOX 130 MIDLAND, TX 79702	DIRECTOR 0.00	7,000.	0.	1,850.
BOBBY L JONES #1 AUBURN COURT MIDLAND, TX 79705-4901	DIRECTOR 0.00	4,000.	0.	460.
THOMAS E KELLY 4348 TAOS RD DALLAS, TX 75209	DIRECTOR 0.00	5,500.	0.	0.
GERALD C NOBLES JR PO BOX 1409 BRADY, TX 76825	DIRECTOR 0.00	7,000.	0.	0.
JOHN W WILKINS JR 79 SHILOH RD ODESSA, TX 79762	DIRECTOR/VICE PRESIDENT 0.00	3,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		136,500.	0.	5,094.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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JEFF ALSUP  
P.O. BOX 2024  
MIDLAND, TX 79702-2024

---

TELEPHONE NUMBER

---

NAME OF GRANT PROGRAM

432-683-5401

THE FASKEN FOUNDATION

---

EMAIL ADDRESS

---

JEFF@FASKENFOUNDATION.ORG

---

FORM AND CONTENT OF APPLICATIONS

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INITIAL CONTACT MAY BE BY LETTER STATING PURPOSE OF GRANT. IF GRANT IS TO BE CONSIDERED A GRANT PACKAGE FROM NON-PROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN IS REQUESTED TO BE SENT TO APPLICANT. THE FORMS ARE SELF-EXPLANATORY AND ARE TO BE USED IN THE APPLICATION WHICH STATES PURPOSE OF REQUEST AMOUNT AND INFORMATION ABOUT THE ENTITY. ALSO REQUIRE LIST OF GOVERNING BOARD, AND A COPY OF 501(C)(3) EXEMPTION.

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ANY SUBMISSION DEADLINES

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GRANTS ARE CONSIDERED AT ALL FOUR BOARD MEETINGS.

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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GRANTS ARE CONSIDERED WITHIN THE STATES OF TEXAS AND NEW MEXICO. ALL CHARITABLE FIELDS ARE CONSIDERED. GRANTS ARE FOR GENERAL OPERATION PURPOSES. NO GRANTS TO INDIVIDUALS.

FORM 990-PF

OTHER REVENUE

STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OIL & GAS INCOME	211110	19,160.	15	2,352,056.	
CHESAPEAKE INTEREST			01	1.	
LINN INTEREST			01	14.	
LEASE BONUS INCOME			16	182,691.	
SHUT IN GAS ROYALTY			01	3,765.	
DELAY RENTALS OIL & GAS	111000		16	634.	
PETRO-HUNT INTEREST			01	56.	
CHEVRON INTEREST			01	87.	
B-P INTEREST			01	1.	
MISC INCOME			01	265.	
TOTAL TO FORM 990-PF, PG 12, LN 11		19,160.		2,539,570.	

The Fasken Foundation Grants - Statement 12 Form 990-PF, Part XV, Line 3a  
Year 2014

Recipient	Address	City	State	Zip	Relationship	Status	Purpose	Amount
Aphasia Center of West Texas, Inc	5214 Thomason Drive	Midland	TX	79703	None	Public	Unrestricted	15,000 00
Assn of Fund Raising Professionals-PB	P O Box 10193	Midland	TX	79702	None	Public	Unrestricted	2,500 00
Big Brothers/Big Sisters	714 W Louisiana Ave	Midland	TX	79701	None	Public	Unrestricted	2,000 00
Big Brothers/Big Sisters	714 W Louisiana Ave	Midland	TX	79701	None	Public	Unrestricted	12,000 00
Boys & Girls Clubs of Midland, Inc	1321 South Goode Street	Midland	TX	79701	None	Public	Unrestricted	2,500 00
Boys & Girls Clubs of Midland, Inc	1321 South Goode Street	Midland	TX	79701	None	Public	Unrestricted	2,000 00
Boys & Girls Clubs of Midland, Inc	1321 South Goode Street	Midland	TX	79701	None	Public	Unrestricted	12,000 00
Buckner Children and Family Services	425 W Pecan St	Midland	TX	79705	None	Public	Unrestricted	15,000 00
Buffalo Trail Council, Inc. Boy Scouts of America	1101 West Texas Ave	Midland	TX	79701	None	Public	Unrestricted	15,000 00
Bynum School	P O Box 80175	Midland	TX	79708	None	Public	Unrestricted	12,500 00
Camp Fire USA	P O Box 50988	Midland	TX	79710-0988	None	Public	Unrestricted	5,000 00
Casa de Amigos	1101 East Garden Lane	Midland	TX	79701	None	Public	Unrestricted	30,000 00
CASA of West Texas	1611 West Texas	Midland	TX	79701	None	Public	Unrestricted	17,500 00
Catholic Charities	2500 Andrews Highway	Odessa	TX	79761	None	Public	Unrestricted	10,000 00
Centers for Children and Families	1004 N Big Spring Suite 325	Midland	TX	79701	None	Public	Unrestricted	10,000 00
Christmas In Action, Inc	P.O Box 3744	Midland	TX	79702-3744	None	Public	Unrestricted	7,500 00
Church on Wheels Ministry-Breaking Bread	P O Box 9402	Midland	TX	79708	None	Public	Unrestricted	5,000 00
Communities in Schools of New Mexico	P O Box 367	Santa Fe	NM	87504	None	Public	Unrestricted	12,500 00
Communities in Schools of the Permian Bsn	P O Box 60594	Midland	TX	79711-0594	None	Public	Unrestricted	15,000 00
Community and Senior Services of Midland, Inc	3301 Sinclair Ave	Midland	TX	79707-6620	None	Public	Unrestricted	12,500 00
Community Children's Clinic	P O Box 3328	Midland	TX	79702	None	Public	Unrestricted	5,000 00
Conference of Southwest Foundations	624 North Good Lalimer Expressway, Suite 100	Dallas	TX	75204	None	Public	Unrestricted	1,000 00
Cowboys for Indians	c/o Fort Davis Ind Sch Dist, P O Box 1339	Fort Davis	TX	79734	None	Public	Unrestricted	2,500 00
Crusader Track Club	5116 San Antonio Ave	Midland	TX	79707	None	Public	Unrestricted	3,000 00
Family Promise of Midland, Texas, Inc	3500 N A Street, Suite 1400	Midland	TX	79705	None	Public	Unrestricted	5,000 00
Family Promise of Midland, Texas, Inc	3500 N A Street, Suite 1400	Midland	TX	79705	None	Public	Unrestricted	5,000 00
Family Promise of Odessa, Inc	PO Box 12781	Odessa	TX	79768	None	Public	Unrestricted	5,000 00
Food Pantry of Jeff Davis County	P O Box 244	Fort Davis	TX	79734	None	Public	Unrestricted	5,000 00
Fort Davis Volunteer Fire Department	P O Box 811	Fl Davis	TX	79734	None	Public	Unrestricted	2,500 00
Girl Scouts of Desert SW-Permian Basin	5217 N Dixie	Odessa	TX	79762	None	Public	Unrestricted	10,000 00
Grand Companions-Humane Society	P O Box 1156	Fort Davis	TX	79734	None	Public	Unrestricted	2,500 00
Greater Ideal Family Life Center	301 South Tyler	Midland	TX	79701	None	Public	Unrestricted	1,000 00
Greater Ideal Family Life Center	301 South Tyler	Midland	TX	79701	None	Public	Unrestricted	15,000 00
Harmony Home Children's Advocacy Center	P O Box 3087	Odessa	TX	79761	None	Public	Unrestricted	4,000 00
Harwood Museum of Art of the Univ of NM	238 Ledoux Street	Taos	NM	87571	None	Public	Unrestricted	10,000 00
Heart of Texas Memorial Hospital Fund Inc	2008 Nine Road	Brady	TX	76825	None	Public	Unrestricted	3,000 00
High Sky Children's Ranch	8701 West County Road 60	Midland	TX	79707	None	Public	Unrestricted	25,000 00
Hillcrest School	2800 North A Street	Midland	TX	79705	None	Public	Unrestricted	7,500 00
Junior Achievement of Midland	306 West Walli, Suite 827	Midland	TX	79701	None	Public	Unrestricted	10,000 00
Manor Park, Inc.	2208 North Loop 250 West	Midland	TX	79707-6011	None	Public	Unrestricted	10,000 00
MARC, Inc	2701 North A Street	Midland	TX	79705	None	Public	Unrestricted	20,000 00
Mason ISD Education Foundation Inc	PO Box 1425	Mason	TX	76856	None	Public	Unrestricted	2,000 00
McCulloch County Junior Livestock Assn	114 West Main	Brady	TX	76825	None	Public	Unrestricted	5,000 00

The Fasken Foundation Grants - Statement 12 Form 990-PF, Part XV, Line 3a  
Year 2014

Midland Children's Rehabilitation Center	802 Ventura	Midland	TX	79705	None	Public	Unrestricted	50,000.00
Midland College	3600 N Garfield	Midland	TX	79705	None	Public	Unrestricted	18,570.68
Midland County Livestock Assoc	P O Box 2577	Midland	TX	79702	None	Public	Unrestricted	7,200.00
Midland Downtown Lions	200 Plaza Street	Midland	TX	79701	None	Public	Unrestricted	3,000.00
Midland First	109 N Main	Midland	TX	79701	None	Public	Unrestricted	5,000.00
Midland Memorial Foundation	2200 West Illinois Avenue	Midland	TX	79701	None	Public	Unrestricted	15,000.00
Midland Need To Read	1709 West Wall	Midland	TX	79701	None	Public	Unrestricted	3,000.00
Midland Rape Crisis & Children's Adv Ctr	P O Box 10081	Midland	TX	79702	None	Public	Unrestricted	10,000.00
Midland Shared Spaces, Inc	P O Box 430	Midland	TX	79702	None	Public	Unrestricted	10,000.00
Midland-Odessa Area AIDS Support, Inc	800 W Texas Ave	Midland	TX	79701	None	Public	Unrestricted	5,000.00
Mission Health Care/ Adult Day Center	3500 N A Street, Suite 1300	Midland	TX	79705	None	Public	Unrestricted	2,500.00
Mission Health Care/ Adult Day Center	3500 N A Street, Suite 1300	Midland	TX	79705	None	Public	Unrestricted	10,000.00
Muscular Dystrophy Association	600 N Marnefeld, #840	Midland	TX	79701	None	Public	Unrestricted	4,000.00
National Dance Institute of New Mexico	1140 Alto Street	Santa Fe	NM	87501	None	Public	Unrestricted	20,000.00
National Dance Institute of New Mexico	1140 Alto Street	Santa Fe	NM	87501	None	Public	Unrestricted	20,000.00
Non-Profit Management Center	3500 North A Street, Suite 2300	Midland	TX	79705	None	Public	Unrestricted	5,000.00
Non-Profit Management Center	3500 North A Street, Suite 2300	Midland	TX	79705	None	Public	Unrestricted	1,500.00
Non-Profit Management Center	3500 North A Street, Suite 2300	Midland	TX	79705	None	Public	Unrestricted	10,000.00
Palmer Drug Abuse Program	1208 West Wall Street	Midland	TX	79701	None	Public	Unrestricted	10,000.00
Planned Living Assist Network-North TX	13151 Emily Rd , Suite 240	Dallas	TX	75240	None	Public	Unrestricted	2,500.00
Presbyterian Children's Homes & Svcs	4407 Bee Cave Road, Ste 520	Austin	TX	78746	None	Public	Unrestricted	7,500.00
Prevent Blindness Texas-Permian Basin	1600 NE Loop 410, Suite 125	San Antonio	TX	78209	None	Public	Unrestricted	4,000.00
Recording Library of West Texas	2012 West Cuthbert	Midland	TX	79701	None	Public	Unrestricted	4,000.00
Ronald McDonald House Chanties of SW	3413 10th Street	Lubbock	TX	79415	None	Public	Unrestricted	5,000.00
Safe Place	P O Box 11331	Midland	TX	79702-8331	None	Public	Unrestricted	15,000.00
Salvation Army-Dallas Corps	P O Box 970219	Dallas	TX	75397-0219	None	Public	Unrestricted	2,500.00
Santa Fe Pro Musica	P O Box 2091	Santa Fe	NM	87504-2091	None	Public	Unrestricted	10,000.00
SHARE, Sharing Hands a Respite Experience	P O Box 10991	Midland	TX	79702	None	Public	Unrestricted	10,000.00
St. Andrews Presbyterian Mission	1708 North Fort Worth Street	Midland	TX	79701	None	Public	Unrestricted	5,000.00
Teen Challenge of the Permian Basin, Inc	P O Box 251	Midland	TX	79702	None	Public	Unrestricted	5,000.00
Texas Tech Univ Health Sciences Cnt-PB	P O Box 10908	Midland	TX	79702	None	Public	Unrestricted	20,000.00
Texas Voice Project for Parkinson Disease	500 N Cort Rd , Suite 2250	Richardson	TX	75080	None	Public	Unrestricted	2,500.00
The Springboard Center	200 Corporate Dr	Midland	TX	79705	None	Public	Unrestricted	10,000.00
The Springboard Center	200 Corporate Dr	Midland	TX	79705	None	Public	Unrestricted	2,500.00
The Springboard Center	200 Corporate Dr.	Midland	TX	79705	None	Public	Unrestricted	15,000.00
The University of Texas - Permian Basin	4901 E University Boulevard	Odessa	TX	79762-0001	None	Public	Unrestricted	20,000.00
Unilock Ministries	P O Box 7742	Midland	TX	79708	None	Public	Unrestricted	5,000.00
West Texas Food Bank	P O Box 4242	Odessa	TX	79760	None	Public	Unrestricted	12,500.00
Wounded Warriors Project	PO Box 758541	Topeka	KS	66675-8541	None	Public	Unrestricted	2,500.00
YMCA	P O Box 954	Midland	TX	79702	None	Public	Unrestricted	11,000.00

TOTAL

755,770.68

Name	Name Street2	Name City	Name State	Name Zip	Memo	Amount
Abilene Christian University	2nd Floor Zellner Hall	Abilene	TX	79699-9007	Williams, Kam Gunner	1,650.00 1,650.00
Baylor University	One Bear Place #97048	Waco	TX	76798-7048	Dory, Landan W	1,650.00
Baylor University	One Bear Place #97048	Waco	TX	76798-7048	April Jeannette Freeman	1,650.00
Baylor University	One Bear Place #97048	Waco	TX	76798-7048	Dory, Landan W.	1,650.00
Baylor University	One Bear Place #97048	Waco	TX	76798-7048	April Jeannette Freeman	1,650.00 6,600.00
Hardin-Simmons University	HSU Box 16050	Abilene	TX	79698	Zaya, Addison F.	1,650.00
Hardin-Simmons University	HSU Box 16050	Abilene	TX	79698	Zaya, Addison F	1,650.00 3,300.00
Midland College	3600 North Garfield	Midland	TX	79705	Estrada, Sarah	1,014.33
Midland College	3600 North Garfield	Midland	TX	79705	Carrasco, Yara SS	203.00
Midland College	3600 North Garfield	Midland	TX	79705	Crowder, Zerek	1,448.00
Midland College	3600 North Garfield	Midland	TX	79705	VanWatermolen, Keenan	1,473.81
Midland College	3600 North Garfield	Midland	TX	79705	VANWATERMULEN, KEENAN JAMES	1,650.00
Midland College	3600 North Garfield	Midland	TX	79705	CARRASCO, YARA	160.86
Midland College	3600 North Garfield	Midland	TX	79705	CROWDER, ZAREK	1,650.00
Midland College	3600 North Garfield	Midland	TX	79705	YARA CARRASCO	53.00
Midland College	3600 North Garfield	Midland	TX	79705	TESSA N ATKINS	500.00 8,153.00
Sul Ross State University	Box C-500	Alpine	TX	79832	Downing, Megan L	1,650.00
Sul Ross State University	Box C-500	Alpine	TX	79832	Gaylor, Bethany Ann	1,650.00
Sul Ross State University	Box C-500	Alpine	TX	79832	Gaylor, Bethany Ann	1,650.00
Sul Ross State University	Box C-500	Alpine	TX	79832	Downing, Megan L.	1,650.00 6,600.00

Tarleton State University	PO Box T0760	Stephenville	TX	76402	AMANDA MARIA CANO	1,650.00
						<u>1,650.00</u>
Texas A & M University	Scholarship Administration	College Station	TX	75843-1252	Lewis, Benjamin M	1,650.00
Texas A & M University	Scholarship Administration	College Station	TX	75843-1252	Lewis, Benjamin M	1,650.00
						<u>3,300.00</u>
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Arenas, Hugo A.	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Bell, Leah Rexanne	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Garcia, Claudia Y.	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Lamb, Taylor R	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Lynch, Jaycie L	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	Porter, Carlie Brooke	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	HUGO A. ARENAS	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	LEAH REXANNE BELL	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	MARTIN BORUNDA	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	SARAH MAE MARTINEZ	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	KATHRYN ANNETTE MCGOWAN	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	REMY ANTHONY TERCERO	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	KAM GUNNER WILLIAMS	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	PORTER, CARLIE B.	x 1,650.00
Texas Tech University	P. O. Box 45011	Lubbock	TX	79409-5011	LAMB, TAYLOR R	x 1,650.00
						<u>24,750.00</u>
Texas Tech University Health Science Ctr	PO Box 5868	Lubbock	TX	79430	Lynch, Jaycie SS# 643-42-8430	1,650.00
						<u>1,650.00</u>
The University of Texas at Austin	P.O. Box 7758 U T Station	Austin	TX	78713-7758	Black, Alexandra S	1,650.00
The University of Texas at Austin	P.O. Box 7758 U T Station	Austin	TX	78713-7758	Campbell, Aaron M	1,650.00
The University of Texas at Austin	P.O. Box 7758 U T Station	Austin	TX	78713-7758	Gutierrez, Jennifer E	1,650.00



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The University of Texas at Austin	P O. Box 7758 U.T. Station	Austin	TX	78713-7758	Hernandez, Jessica J	1,650.00
The University of Texas at Austin	P O. Box 7758 U.T. Station	Austin	TX	78713-7758	Phe, Henry	1,650.00
The University of Texas at Austin	P.O. Box 7758 U.T. Station	Austin	TX	78713-7758	Black, Alexandra S	1,650.00
The University of Texas at Austin	P O. Box 7758 U.T. Station	Austin	TX	78713-7758	Campbell, Aaron M.	1,650.00
The University of Texas at Austin	P O. Box 7758 U T Station	Austin	TX	78713-7758	Hernandez, Jessica J.	1,650.00
The University of Texas at Austin	P O. Box 7758 U T Station	Austin	TX	78713-7758	Phe, Henry	1,650.00
						<u>14,850.00</u>
University of Dallas	1845 E. Northgate Dr	Irving	TX	75062-4736	PASHILK, JULIA ROSE	1,650.00
						<u>1,650.00</u>
University of Houston	31 E Cullen Bldg	Houston	TX	77204-2010	Hernandez, Amanda E.	1,650.00
University of Houston	31 E Cullen Bldg.	Houston	TX	77204-2010	Hernandez, Amanda E.	1,650.00
University of Houston	31 E Cullen Bldg	Houston	TX	77204-2010	Lee, Gabrielle Charmaine	1,650.00
						<u>4,950.00</u>
University of Texas at Arlington	P.O. Box 19199	Arlington	TX	76019-0199	Gamboa, Paulina	1,650.00
University of Texas at Arlington	P.O. Box 19199	Arlington	TX	76019-0199	Gamboa, Paulina	1,650.00
						<u>3,300.00</u>
University of Texas at San Antonio	One UTSA Circle	San Antonio	TX	78249	Nieto, Roxana Y.	1,650.00
University of Texas at San Antonio	One UTSA Circle	San Antonio	TX	78249	Rubio, Cheyanne E.	1,650.00
University of Texas at San Antonio	One UTSA Circle	San Antonio	TX	78249	Nieto, Roxana Y	1,650.00
University of Texas at San Antonio	One UTSA Circle	San Antonio	TX	78249	Rubio, Cheyanne E.	1,650.00
						<u>6,600.00</u>
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	Estrada, Sarah N	1,650.00
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	Lara, Ana I.	1,650.00
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	ESTRADA, SARAH N.	1,650.00
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	LARA, ANA	1,650.00
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	BOYD, KATHERINE COWDEN	1,650.00

University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	MCGUIRE, MATTHEW A	1,650.00
University of Texas Permian Basin	4901 East University	Odessa	TX	79762-0001	RAMOS, THOMAS	1,650.00
						<u>11,550.00</u>
WTA&M	WTAMU 60939	Canyon	TX	79016-0001	Beaver, Aaron S	1,650.00
WTA&M	WTAMU 60939	Canyon	TX	79016-0001	Gossett, Cole T	1,650.00
WTA&M	WTAMU 60939	Canyon	TX	79016-0001	Rhynes, Aaron W	1,650.00
						<u>4,950.00</u>
						<u><u>105,503.00</u></u>