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For calendar year 2014 or tax year beginning **DEC 1, 2014**, and ending **NOV 30, 2015**

Name of foundation
HARRY S. MOSS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3838 OAK LAWN AVENUE, SUITE 1516

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75219

A Employer identification number
75-6036333

B Telephone number
214-754-2984

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

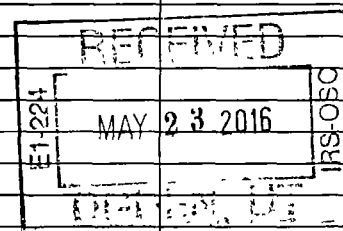
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **7,435,750.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		113.	113.		STATEMENT 1
4 Dividends and interest from securities		151,494.	151,494.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		98,299.			
b Gross sales price for all assets on line 6a		2,690,594.			
7 Capital gain net income (from Part IV, line 2)			98,299.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		15,920.	13,560.		STATEMENT 3
12 Total. Add lines 1 through 11		265,826.	263,466.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		STMT 4 14,022.	4,950.		9,072.
c Other professional fees					
17 Interest					
18 Taxes		STMT 5 62.	62.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 6 14,902.	14,597.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		28,986.	19,609.		9,072.
25 Contributions, gifts, grants paid		339,500.			339,500.
26 Total expenses and disbursements. Add lines 24 and 25		368,486.	19,609.		348,572.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-102,660.			
b Net investment income (if negative, enter -0-)			243,857.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	407,093.	937,605.	937,605.
	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	6,212.	14,721.	14,721.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,369,161.	1,038,298.	6,308,812.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 33,648.			
Less accumulated depreciation ▶	33,648.	33,648.	61,452.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)	442,879.	116,352.	113,160.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item l)	2,258,993.	2,140,624.	7,435,750.	
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			
	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 ▶ <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	1,019,409.	1,019,409.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,239,584.	1,121,215.		
30 Total net assets or fund balances	2,258,993.	2,140,624.		
31 Total liabilities and net assets/fund balances	2,258,993.	2,140,624.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,258,993.
2 Enter amount from Part I, line 27a	2	-102,660.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,156,333.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	15,709.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,140,624.

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 PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c CASH IN LIEU	P		
d CAPITAL GAINS DIVIDENDS			
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 2,148,557.		2,118,700.	29,857.
b 537,891.		473,595.	64,296.
c 47.			47.
d 4,099.			4,099.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			29,857.
b			64,296.
c			47.
d			4,099.
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	98,299.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	318,148.	7,282,294.	.043688
2012	254,473.	6,361,347.	.040003
2011	259,216.	5,728,783.	.045248
2010	258,292.	5,575,692.	.046325
2009	268,562.	5,017,868.	.053521

2 Total of line 1, column (d)	2	.228785
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	.045757
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,531,236.
5 Multiply line 4 by line 3	5	344,607.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,439.
7 Add lines 5 and 6	7	347,046.
8 Enter qualifying distributions from Part XII, line 4	8	348,572.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,439.
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	2,439.
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	2,439.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6a	14,721.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	14,721.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	1.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	12,281.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 12,281. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. ▶ \$ 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? 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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	N/A	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) ▶ 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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>HARRY S MOSS FOUNDATION</u> Telephone no. ▶ <u>214-754-2984</u> Located at ▶ <u>3838 OAK LAWN AVENUE, SUITE 1516, DALLAS, TX</u> ZIP+4 ▶ <u>75219</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶		Yes	No
		16		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 <u>N/A</u> ▶ <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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes 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? Yes No

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
FRANK S. RYBURN 3838 OAK LAWN AVENUE, SUITE 1516 DALLAS, TX 75219	PRESIDENT 1.00	0.	0.	0.
MARY JANE RYBURN 3838 OAK LAWN AVENUE, SUITE 1516 DALLAS, TX 75219	VP, SEC'Y, TREAS 1.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
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	6,691,119.
b	Average of monthly cash balances	1b	888,960.
c	Fair market value of all other assets	1c	65,846.
d	Total (add lines 1a, b, and c)	1d	7,645,925.
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	7,645,925.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,689.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,531,236.
6	Minimum investment return. Enter 5% of line 5	6	376,562.

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	376,562.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,439.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,439.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	374,123.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	374,123.
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	374,123.

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	348,572.
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	348,572.
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	2,439.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	346,133.

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				374,123.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			338,122.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 348,572.				
a Applied to 2013, but not more than line 2a			338,122.	
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				10,450.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				363,673.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AUSTIN STREET CENTER P.O. BOX 710729 DALLAS, TX 75371-0729	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
BIG BROTHERS BIG SISTERS 450 EAST JOHN CARPENTER FWY, STE 300 IRVING, TX 75062	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS, INC. 4816 WORTH STREET DALLAS, TX 75246-1154	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
CENTER FOR BRAIN HEALTH 2200 WEST MOCKINGBIRD LANE DALLAS, TX 75235	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
CHILDCAREGROUP 1420 WEST MOCKINGBIRD LANE STE 300 DALLAS, TX 75247	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	7,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				339,500.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MEDICAL CENTER 2777 N. STEMMONS FREEWAY STE 700 DALLAS, TX 75207	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
CHILDREN'S VILLAGE & FAMILY SERVICE AGENCY P.O. BOX 6564 TYLER, TX 75711-6564	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS ARBORETUM & BOTANICAL SOCIETY 8617 GARLAND ROAD DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS CASA 2757 SWISS AVENUE DALLAS, TX 75204	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS COUNTY HERITAGE SOCIETY 1515 SOUTH HARWOOD DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS INSTITUTE OF HUMANITIES & CULTURE 2719 ROUTH STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	35,000.
DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS OPERA 2403 FLORA STREET, SUITE 500 DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	7,000.
Total from continuation sheets				310,000.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS THEATER CENTER 3636 TURTLE CREEK BOULEVARD DALLAS, TX 75219	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS WOMENS FOUNDATION 8150 N. CENTRAL EXPWY SUITE 110 DALLAS, TX 75206	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
DALLAS ZOOLOGICAL SOCIETY 650 S. R.L. THORNTON FREEWAY DALLAS, TX 75203-3013	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	10,000.
EDUCATIONAL OPPORTUNITIES INC 3419 WESTMINSTER AVENUE, STE 218 DALLAS, TX 75205	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
FAMILY GATEWAY 600 JACKSON STREET DALLAS, TX 75202	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
FRIENDS OF THE KATY TRAIL 5207 MCKINNEY AVE. STE 19A DALLAS, TX 75205	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
GENESIS WOMEN'S SHELTER 4411 LEMMON AVE., STE 201 DALLAS, TX 75219	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
GIRLS INC OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DR. DALLAS, TX 75235	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
GREENHILL SCHOOL 4141 SPRING VALLEY ROAD ADDISON, TX 75001	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	17,000.
HOPE COTTAGE FOUNDATION PO BOX 140459 DALLAS, TX 75214	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE SUPPLY CO. 10480 SHADY TRAIL, STE. 104 DALLAS, TX 75220	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	3,000.
INTERFAITH HOUSING COALITION 5600 ROSS AVE. DALLAS, TX 75206	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
JUBILEE PARK AND COMMUNITY CENTER 917 BANK STREET DALLAS, TX 75223	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	8,000.
LUMIN EDUCATION/NEIGHBORS UNITED FOR QUALITY EDU. 924 WAYNE STREET DALLAS, TX 75223	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
MCKINNEY AVENUE CONTEMPORARY 3120 MCKINNEY AVE. DALLAS, TX 75204-7494	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
NASHER SCULPTURE CENTER 2001 FLORA STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
NEXUS, INC. 8733 LA PRADA DRIVE DALLAS, TX 75228	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
NORTH TEXAS PUBLIC BROADCASTING/KERA/KDTN 3000 HARRY HINES BLVD. DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
OUR FRIENDS PLACE 2501 OAK LAWN AVE., STE. 500 DALLAS, TX 75219-4046	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
PEROT MUSEUM OF NATURE & SCIENCE 2201 N. FIELD STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD 7424 GREENVILLE AVE, STE 206 DALLAS, TX 75231	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
PRESERVATION DALLAS 2922 SWISS AVE DALLAS, TX 75204-5928	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	4,000.
R. ELLWOOD JONES, III MD ENDOWMENT/UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	7,000.
SCHOOL OF SPIRITUAL PSYCHOLOGY P.O. BOX 2219 GAINESVILLE, TX 76241	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
ST, JOHN'S EPISCOPAL SCHOOL 848 HARTER ROAD DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
ST. PHILIPS SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THE FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
THE HOCKADAY SCHOOL 11600 WELCH RD. DALLAS, TX 75229-2999	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	19,000.
THE OXBOW SCHOOL 530 THIRD STREET NAPA, CA 94559	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	4,000.
THE TEXAS INTERNATIONAL THEATRICAL ARTS SOCIETY 700 NORTH PEARL STREET, SUITE N1800 DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	6,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE WAY BACK HOUSE, INC. 6211 DENTON DRIVE, SUITE C DALLAS, TX 75235-5692	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THEATRE THREE INC 2800 ROUTH STREET, SUITE 168 DALLAS, TX 75201-1417	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
UPLIFT EDUCATION 1825 MARKET CENTER BLVD., SUITE 500 DALLAS, TX 75207	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	10,000.
VIDEO ASSOCIATION OF DALLAS 1405 WOODLAWN AVENUE DALLAS, TX 75208-2433	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	1,000.
YMCA CAMP GRADY SPRUCE 9409 GARLAND ROAD, SUITE 200 DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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
BANK OF AMERICA	4.	4.	
FRS	91.	91.	
P F MORGAN	18.	18.	
TOTAL TO PART I, LINE 3	113.	113.	

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
CHARLES SCHWAB	7,510.	0.	7,510.	7,510.	
P F MORGAN	148,083.	4,099.	143,984.	143,984.	
TOTAL TO PART I, LINE 4	155,593.	4,099.	151,494.	151,494.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SABINE ROYALTY TRUST	12,954.	12,954.	
MISCELLANEOUS	606.	606.	
REFUND OF NONDEDUCTIBLE PENALTY	2,360.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,920.	13,560.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,022.	4,950.		9,072.
FORM 990-PF, PG 1, LN 16B	14,022.	4,950.		9,072.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	62.	62.		0.
FORM 990-PF, PG 1, LN 18	62.	62.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKERAGE FEES	14,517.	14,517.		0.
POSTAGE & DELIVERY	80.	80.		0.
NONDEDUCTIBLE PENALTIES & INTEREST	305.	0.		0.
FORM 990-PF, PG 1, LN 23	14,902.	14,597.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 7
DESCRIPTION				AMOUNT
STATE FEDERAL INCOME TAXES				14,709.
RECORD CHECK VOIDED FROM A PRIOR YEAR				1,000.
TOTAL TO FORM 990-PF, PART III, LINE 5				15,709.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMETNA US HEALTHCARE - 3,000 SHARES	26,063.	308,250.
AMAZON COM INC - 160 SHARES	96,614.	106,368.
AMERICAN INTERNATIONAL GROUP - 101 WARRANTS	1,645.	2,593.
AMERICAN INTERNATIONAL GROUP - 191 SHARES	42,386.	12,144.
AT&T INC COM - 14,956 SHARES	90,930.	503,569.
Bristol Myers Squibb Co - 960 SHARES	2,308.	64,330.
BUFFALO WILD WINGS INC - 5,000 SHARES	0.	0.
CELGENE CORP - 800 SHARES	0.	0.
CELGENE CORP - 700 SHARES	89,635.	76,615.
CORD R BARD IN - 8,732 SHARES	25,505.	1,631,312.
DISNEY WALT CO - 800 SHARES	0.	0.
DOW CHEM CO - 1,800 SHARES	18,156.	93,834.
EXELIS INC COM - 2,318 SHARES	0.	0.
EXXON MOBIL CORP COM - 10,630 SHARES	31,113.	868,046.
FEDEX CORPORATION - 500 SHARES	0.	0.
GENERAL DYNAMICS CORP - 800 SHARES	0.	0.
GOLDMAN SACHS GROUP INC - 389 SHARES	0.	0.
HALYARD HEALTH INC - 983 SHARES	1,096.	31,446.
HARRIS CORP - 237 SHARES	18,775.	19,702.
HARTFORD FINL SVCS - 2,318 SHARES	14,634.	105,794.
HOME DEPOT INC - 700 SHARES	80,218.	93,716.
HOONEYWELL INTL INC - 4,492 SHARES	30,593.	466,943.
HSBC HOLDING PLC SPONS - 4,815 SHARES	43,764.	192,119.
ITT INDS INC - 1,159 SHARES	2,802.	46,024.
KIMBERLY CLARK CORP - 7,870 SHARES	25,297.	937,711.
KICKESON CORPORATION - 400 SHARES	0.	0.
KNEENAH PAPER INC COM - 238 SHARES	429.	15,820.
KOHLER INC - 800 SHARES	0.	0.
PFIZER - 6,895 SHARES	121,766.	225,949.
POLARIS INDUSTRIES INC - 500 SHARES	0.	0.
RABINE RTY UNIT BEN INT - 4,000 SHARES	0.	131,760.
SOUTHWEST AIRLINES CO - 2,300 SHARES	0.	0.
SOUTHWEST AIRLINES CO - 2,200 SHARES	100,109.	100,936.
STARBUCKS CORP - 1,400 SHARES	78,869.	85,946.
TRACTOR SUPPLY COMPANY - 1,000 SHARES	0.	0.
TRACTOR SUPPLY COMPANY - 1,100 SHARES	86,934.	98,285.
VECTRUS INC - 128 SHARES	227.	3,092.
VISA INC CL A - 300 SHARES	0.	0.
WHOLE FOODS MARKET INC - 18,000 SHARES	0.	0.
WYLLIE INC COM - 2,318 SHARES	8,430.	86,508.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>1,038,298.</u>	<u>6,308,812.</u>

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND-DNP SELECT INC D-12,000 SHARES	117,309.	116,352.	113,160.
MUTUAL FUND-MFS INTERMEDIATE INCOME TRUST-30,000 SHARES	259,755.	0.	0.
INCOME RECEIVABLE	65,815.	0.	0.
FORM 990-PF, PART II, LINE 15	442,879.	116,352.	113,160.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

FRANK S. RYBURN
838 OAK LAWN AVENUE, SUITE 1516
DALLAS, TX 75219

TELEPHONE NUMBER

214-754-2984

FORM AND CONTENT OF APPLICATIONS

NO FORMAL FORMAT-SHOULD INCLUDE INFORMATION ABOUT ORGANIZATION, PURPOSE & ACTIVITIES.

ANY SUBMISSION DEADLINES

NO DEADLINE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO FORMAL RESTRICTIONS-DALLAS, TX & SURROUNDING AREAS PREFERRED.