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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation
GENE CONLEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6325 S RAINBOW BLVD STE 300

City or town, state or province, country, and ZIP or foreign postal code
LAS VEGAS, NV 89118

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 **64**

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **8,287,473.**

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number
75-2224430

B Telephone number (see instructions)
336-747-8667

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	147,692.	141,644.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	29,231.			
b Gross sales price for all assets on line 6a	319,237.			
7 Capital gain net income (from Part IV, line 2)		29,231.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	252,561.	252,561.		STMT 2
12 Total Add lines 1 through 11	429,484.	423,436.		
13 Compensation of officers, directors, trustees, etc	88,470.	66,353.		22,118.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	300.	NONE	NONE	300.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	9,663.	4,109.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	42,937.	42,937.		
24 Total operating and administrative expenses. Add lines 13 through 23.	141,370.	113,399.	NONE	22,418.
25 Contributions, gifts, grants paid	298,700.			298,700.
26 Total expenses and disbursements Add lines 24 and 25	440,070.	113,399.	NONE	321,118.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-10,586.			
b Net investment income (if negative, enter -0-)		310,037.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,776.		
	2	Savings and temporary cash investments		463,466.	414,092.	414,092.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		32,562.		
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,086.		
	10a	Investments - U S and state government obligations (attach schedule)		311,326.		
	b	Investments - corporate stock (attach schedule)		4,249,476.		
	c	Investments - corporate bonds (attach schedule)		330,509.		
	11	Investments - land, buildings, and equipment basis ▶	401,100.			STMT 6
	Less accumulated depreciation (attach schedule) ▶	175.	400,925.	400,925.	1,529,637.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 7.	34,023.	4,970,320.	6,343,743.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ 1/2 INTEREST IN 2 CEMETRY PLOT)		1.	1.	1.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,825,150.	5,785,338.	8,287,473.	
Liabilities	17	Accounts payable and accrued expenses		1,799.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		1,799.	NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,091,277.	5,785,338.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		4,732,074.		
	30	Total net assets or fund balances (see instructions)		5,823,351.	5,785,338.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,825,150.	5,785,338.	

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	5,823,351.
2	Enter amount from Part I, line 27a	2	-10,586.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	3,038.
4	Add lines 1, 2, and 3	4	5,815,803.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	30,465.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,785,338.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES					
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 319,237.		290,006.	29,231.		
b					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			29,231.		
b					
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	29,231.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions If (loss), enter -0- in Part I, line 8 }			3		

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

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

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

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

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

(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))
2017	459,880.	8,460,588.	0.054356
2016	535,100.	8,441,501.	0.063389
2015	579,025.	10,216,921.	0.056673
2014	506,419.	12,254,282.	0.041326
2013	407,333.	10,232,894.	0.039806
2 Total of line 1, column (d)			2 0.255550
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.051110
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 8,869,988.
5 Multiply line 4 by line 3.			5 453,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,100.
7 Add lines 5 and 6.			7 456,445.
8 Enter qualifying distributions from Part XII, line 4 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			8 321,118.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	6,201.
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	NONE
3 Add lines 1 and 2		3	6,201.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,201.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	4,920.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,920.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,281.	
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 2019 estimated tax ☐ NONE Refunded ☐	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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?		
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 ☐ 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 2018 or the tax year beginning in 2018? See the 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)

	Yes	No
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>SEE STATEMENT 13</u> Telephone no <u></u> Located at <u></u> ZIP+4 <u></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		
16 At any time during calendar year 2018, 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 If "Yes," enter the name of the foreign country <u></u>		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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <u></u>		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years <u></u> 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) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2018?		X

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

	Yes	No
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.		
Organizations relying on a current notice regarding disaster assistance, check here		☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
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?		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		88,470.		

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

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

Total number of other employees paid over \$50,000 NONE

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

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

[illegible]

Total number of others receiving over \$50,000 for professional services	▶	NONE
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Part IX-A	Summary of Direct Charitable Activities
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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.

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	NONE	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments (see instructions)
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2	
All other program-related investments See instructions	
3 <u>NONE</u>	

Total. Add lines 1 through 3	▶	
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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	8,558,831.
b	Average of monthly cash balances	1b	446,233.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,005,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d.	3	9,005,064.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	135,076.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,869,988.
6	Minimum investment return. Enter 5% of line 5	6	443,499.

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	443,499.
2a	Tax on investment income for 2018 from Part VI, line 5 2a		6,201.
b	Income tax for 2018 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b.	2c	6,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	437,298.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	437,298.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	437,298.

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	321,118.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	321,118.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	321,118.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				437,298.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			285,637.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 321,118.				
a Applied to 2017, but not more than line 2a			285,637.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount				35,481.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				401,817.
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)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

NOT APPLICABLE

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

4942(1)(5)

[illegible]

1 Information Regarding Foundation Managers:

N/A

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

SEE STATEMENT 16

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

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 SEE STATEMENT 27				298,700.
Total			▶ 3a	298,700.
b Approved for future payment				
Total			▶ 3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,925.	5,925.
FOREIGN DIVIDENDS	18,631.	18,631.
NONDIVIDEND DISTRIBUTIONS	6,048.	
DOMESTIC DIVIDENDS	40,979.	40,979.
OTHER INTEREST	11,627.	11,627.
FOREIGN INTEREST	307.	307.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	6,287.	6,287.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	1,783.	1,783.
OID INCOME	1.	1.
OID INCOME ON USGI	22.	22.
OID ADJUSTMENT	-1.	-1.
OID INCOME ADJUSTMENT ON USGI	-22.	-22.
US GOVERNMENT INTEREST REPORTED AS QUALI	77.	77.
NONQUALIFIED FOREIGN DIVIDENDS	2,631.	2,631.
NONQUALIFIED DOMESTIC DIVIDENDS	48,461.	48,461.
SECTION 199A DIVIDENDS	4,936.	4,936.
	-----	-----
TOTAL	147,692.	141,644.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ROYALTY INCOME	212,344.	212,344.
FARM - RENTAL INCOME	35,539.	35,539.
OTHER INCOME	4,678.	4,678.
	-----	-----
TOTALS	252,561.	252,561.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	300.			300.
TOTALS	300.	NONE	NONE	300.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
FEDERAL TAX PAYMENT - PRIOR YE	3,840.	3,840.
FEDERAL ESTIMATES - PRINCIPAL	1,720.	
FOREIGN TAXES ON NONQUALIFIED	3,834.	
	269.	269.
	-----	-----
TOTALS	9,663.	4,109.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	100.	100.
ROYALTY EXPENSES	35,762.	35,762.
FARM EXPENSES	7,075.	7,075.
TOTALS	----- 42,937. =====	----- 42,937. =====

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT
=====

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL		ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS DISPOSALS
LAND & IMPROVEMENT			400,925.	400,925		
STOCK TANK		175		175	175.	
TOTALS		175		401,100.	175.	175.
		=====		=====	=====	=====

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
606822BA1 MITSUBISHI UFJ FIN	C	15,039.	15,069.
912828KQ2 US TREASURY NOTE 3.1	C	21,124.	20,045.
05567LT31 BNP PARIBAS 5.000% 1	C	15,742.	15,522.
63872T885 ASG GLOBAL ALTERNATI	C	120,000.	118,519.
902641646 E-TRACS ALERIAN MLP	C	107,382.	54,466.
03076C106 AMERIPRISE FINL INC	C	34,447.	31,833.
38148LAE6 GOLDMAN SACHS GROUP	C	10,314.	9,568.
06051GEC9 BANK OF AMERICA CORP	C	5,480.	5,169.
913017BV0 UNITED TECHNOLOGIES	C	15,701.	14,689.
008252108 AFFILIATED MANAGERS	C	27,339.	21,437.
254687106 WALT DISNEY CO	C	6,399.	31,579.
693475105 PNC FINANCIAL SERVIC	C	18,411.	17,537.
77957P105 T ROWE PRICE SHORT T	C	254,602.	247,231.
464287655 ISHARES RUSSELL 2000	C	183,546.	214,240.
46625H100 JPMORGAN CHASE & CO	C	12,573.	36,510.
464287465 ISHARES MSCI EAFE	C	121,524.	131,373.
19766H437 COLUMBIA SELECT S/C	C	25,000.	20,643.
722005220 PIMCO FOREIGN BOND (	C	98,820.	84,918.
413838723 OAKMARK INTERNATIONAL	C	155,086.	168,535.
G29183103 EATON CORP PLC	C	14,051.	22,864.
064159FL5 BANK OF NOVA SCOTIA	C	9,833.	9,914.
437076BM3 HOME DEPOT INC	C	15,548.	14,530.
86562MAQ3 SUMITOMO MITSUI FINL	C	14,473.	14,616.
260543CF8 DOW CHEMICAL CO/THE	C	10,897.	10,176.
037833AK6 APPLE INC 2.400% 5/0	C	20,001.	19,339.
037833100 APPLE COMPUTER INC C	C	8,228.	77,450.
25243Q205 DIAGEO PLC - ADR	C	12,523.	14,889.
20030N101 COMCAST CORP CLASS A	C	17,305.	35,276.
517834107 LAS VEGAS SANDS CORP	C	20,495.	19,415.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
74925K581 ROBECO BP LNG/SHRT R	C	185,000.	167,850.
66989HAJ7 NOVARTIS CAPITAL COR	C	20,517.	19,374.
912828N30 US TREASURY NOTE	C	35,313.	34,507.
912828U24 US TREASURY NOTE	C	19,164.	19,091.
742718DY2 PROCTER & GAMBLE CO/	C	17,386.	16,736.
464288588 ISHARES BARCLAYS MBS	C	45,071.	43,430.
406216BD2 HALLIBURTON COMPANY	C	15,239.	14,889.
072730302 BAYER A G SPONSORED	C	18,883.	13,002.
097023105 BOEING COMPANY	C	6,602.	28,380.
04314H402 ARTISAN INTERNATIONA	C	110,660.	147,750.
09247X101 BLACKROCK INC	C	18,991.	23,962.
112740303 BROOKFIELD GL LISTED	C	100,000.	94,174.
172967424 CITIGROUP INC	C	31,905.	31,548.
77958B402 T ROWE PRICE INST FL	C	115,000.	109,726.
4812A2389 JPMORGAN U.S. L/C CO	C	60,000.	55,428.
12572Q105 CME GROUP INC	C	7,507.	26,337.
98978V103 ZOETIS INC	C	19,299.	23,524.
912828WJ5 US TREASURY NOTE 2.5	C	26,727.	24,954.
3135G0ZR7 FED NATL MTG ASSN 2.	C	36,603.	34,878.
912828F21 US TREASURY NOTE 2.1	C	36,108.	34,668.
912828M56 US TREASURY NOTE	C	10,094.	9,779.
61746BEA0 MORGAN STANLEY	C	15,057.	14,682.
912828NT3 US TREASURY NOTE 2.6	C	26,287.	25,035.
58933Y105 MERCK & CO INC NEW	C	27,618.	39,351.
81369Y209 AMEX HEALTH CARE SPD	C	50,595.	60,557.
02079K107 ALPHABET INC/CA	C	20,429.	52,816.
848574109 SPIRIT AEROSYTSEMS H	C	12,660.	20,185.
922031737 VANGUARD INFLAT-PROT	C	64,239.	59,329.
04314H758 ARTISAN SMALL CAP FU	C	25,000.	21,205.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
172967LQ2 CITIGROUP INC	C	14,954.	14,459.
74256W584 PRINCIPAL MIDCAP FUN	C	60,000.	65,136.
594918104 MICROSOFT CORP	C	26,237.	75,974.
883556102 THERMO FISHER SCIENT	C	21,680.	33,569.
91324P102 UNITEDHEALTH GROUP I	C	5,080.	52,315.
003021714 ABERDEEN EMERG MARKE	C	225,035.	210,373.
78467Y107 SPDR S&P MIDCAP 400	C	111,137.	327,489.
922908553 VANGUARD REIT VIPER	C	122,695.	136,090.
GTC997004 GAI CORBIN MULTI STR	C	217,577.	202,715.
126650100 CVS/CAREMARK CORPORA	C	24,583.	20,311.
437076102 HOME DEPOT INC	C	19,069.	22,337.
872540109 TJX COS INC NEW	C	9,773.	23,712.
907818108 UNION PACIFIC CORP	C	13,177.	32,622.
911312106 UNITED PARCEL SERVIC	C	25,104.	23,407.
742537236 PRINCIPAL GL MULT ST	C	120,000.	114,644.
867224107 SUNCOR ENERGY INC NE	C	29,968.	31,187.
17275R102 CISCO SYSTEMS INC	C	32,206.	68,158.
654106103 NIKE INC CL B	C	29,571.	38,553.
89151E109 TOTAL FINA ELF S.A.	C	29,789.	32,873.
56501R106 MANULIFE FINANCIAL C	C	24,111.	23,839.
87612E106 TARGET CORP	C	12,315.	14,209.
277923728 EATON VANCE GLOBAL M	C	64,633.	61,389.
31641Q763 FIDELITY NEW MRKTS I	C	180,000.	158,115.
GRA994205 GRAHAM ALT INV FD II	C	63,560.	53,874.
GTU995004 GAI AGILITY INCOME F	C	265,000.	255,295.
00888Y508 INV BALANCE RISK COM	C	180,000.	165,014.
59156RBH0 METLIFE INC 3.600% 4	C	21,024.	20,138.
9128284F4 US TREASURY NOTE	C	14,738.	15,045.
9128284T4 US TREASURY NOTE	C	14,995.	15,050.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
26078JAA8 DOWDUPONT INC	C	10,016.	10,096.
912828XQ8 US TREASURY NOTE	C	14,953.	14,753.
00206RDC3 AT&T INC	C	10,123.	10,166.
192446102 COGNIZANT TECH SOLUT	C	38,680.	45,071.
806857108 SCHLUMBERGER LTD	C	29,114.	14,288.
58155Q103 MCKESSON CORP	C	15,357.	17,896.
880208400 TEMPLETON GLOBAL BON	C	457.	414.
150870103 CELANESE CORP	C	16,410.	30,230.
H84989104 TE CONNECTIVITY LTD	C	20,351.	23,823.
78463X863 SPDR DJ WILSHIRE INT	C	46,441.	49,123.
06367T7H7 BANK OF MONTREAL	C	9,995.	9,995.
961214DW0 WESTPAC BANKING CORP	C	9,605.	9,638.
9128283W8 US TREASURY NOTE	C	9,921.	10,052.
126650DC1 CVS HEALTH CORP	C	14,986.	14,957.
94973VAS6 WELLPOINT INC 4.350%	C	5,384.	5,088.
46625HHU7 JPMORGAN CHASE & CO	C	21,558.	20,360.
912828QN3 U S TREASURY NT 3.12	C	15,210.	15,223.
14040HBP9 CAPITAL ONE FINANCIA	C	9,869.	9,871.
404280AN9 HSBC HOLDING PLC 4.0	C	10,069.	10,130.
375558103 GILEAD SCIENCES INC	C	8,966.	18,202.
532457108 ELI LILLY & CO COM	C	21,994.	32,402.
771195104 ROCHE HOLDINGS LTD -	C	40,205.	37,576.
084670702 BERSHIRE HATHAWAY IN	C	8,785.	22,664.
NON PRODUCING MINERAL LEASEHOL	C	34,023.	13.
PRODUCING MINERAL LEASEHOLDS	C		839,321.
TOTALS		4,970,320.	6,343,743.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
REVERSE PY ACCOUNTS PAYABLE	1,799.
COST BASIS ADJ	1,239.

TOTAL	3,038.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
REVERSE PY PREPAID EXP	1,086.
MUTUAL FUND AND CTF INCOME SUBTRACTION	29,379.

TOTAL	30,465.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK, N.A.

ADDRESS: 1525 WEST WT HARRIS BLVD, MAC D1114-044
CHARLOTTE, NC 28288

TELEPHONE NUMBER: (336) 747-8667

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

WELLS FARGO BANK N.A.

ADDRESS:

100 N MAIN ST MAC D4001-117

WINSTON SALEM, NC 27101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 84,270.

OFFICER NAME:

MAC W CANNEDY JR

ADDRESS:

807 8TH ST FL 2

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

OFFICER NAME:

BILL DANIEL

ADDRESS:

1801 9TH ST

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

OFFICER NAME:

TERRY PENCE

ADDRESS:

1638 KEELER AVENUE

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BARRY PLAXCO

ADDRESS:

PO BOX 97000

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

OFFICER NAME:

RHONDA POIROT

ADDRESS:

2602 BRETTON ROAD

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

OFFICER NAME:

MICHAEL ELYEA

ADDRESS:

4245 KEMP BLVD

WICHITA FALLS, TX 76301

TITLE:

ADVISORY BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 700.

TOTAL COMPENSATION:

88,470.

=====

GENE CONLEY FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-2224430

RECIPIENT NAME:

STACEY ASHTON

ADDRESS:

1525 WEST WT HARRIS BLVD MAC D1114-044
CHARLOTTE, NC 28288

RECIPIENT'S PHONE NUMBER: N/A

E-MAIL ADDRESS: WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/CONLEY
FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION AVAILABLE FROM WELLS FARGO

SUBMISSION DEADLINES:

ANNUALLY BY MAY 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE PURPOSE OF THE GRANT MUST PREFERABLY SERVE A SUBSTANTIAL CONSTITUTE
EACH GRANT MUST BE USED TO RENDER SERVICES PRIMARILY FOR MEDICAL CARE,
OF PERSONS AGE 18 OR YOUNGER FOR DIRECT CLIENT SERVICES.

=====

RECIPIENT NAME:

Big Brothers Big Sisters Lone Star

ADDRESS:

450 E JOHN CARPENTER FWY #300

Irving, TX 75062

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,200.

RECIPIENT NAME:

Texas Scottish Rite Hospital for
Children

ADDRESS:

2222 WELBORN ST

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

NEW HORIZONS RANCH AND CENTER INC

ADDRESS:

147 SAYLES BLVD.

Abilene, TX 79605

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

=====

RECIPIENT NAME:

ARTS COUNCIL WICHITA FALLS AREA INC

ADDRESS:

1300 LAMAR ST

WICHITA FALLS, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

First Baptist Church

ADDRESS:

601 S MAIN ST

Quanah, TX 79252

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,000.

RECIPIENT NAME:

4 KIDZ SAKE OF WICHITA FALLS

ADDRESS:

919 INDIANA AVE

WICHITA FALLS, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,200.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

TEXOMA BATTERERS INTERVENTION
AND PREVENTION PROGRAM INC

ADDRESS:

1700 WILBARGER STREET
VERNON, TX 76384

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

VERNON REGIONAL JUNIOR COLLEGE
FOUNDATION INC

ADDRESS:

4400 COLLEGE DR
Vernon, TX 76384

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PRESBYTERIAN CHILDREN'S HOMES AND
SERVICES

ADDRESS:

5920 WEST WILLIAM CANNON DRIVE
Austin, TX 78749

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 19

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Christ Counseling Ministry

ADDRESS:

1420 TWIN OAKS ST

Wichita Falls, TX 76302

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

TEXOMA MOTHER AND UNBORN

BABY CARE INC

ADDRESS:

PO BOX 2364

WICHITA FALLS, TX 76307

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

Boys & Girls Club-Burkburnett

ADDRESS:

800 COUNTY RD

Burkburnett, TX 76354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

STATEMENT 20

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Catholic Charities

ADDRESS:

249 THORNHILL DR

Fort Worth, TX 76115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:

American Red Cross

ADDRESS:

36000 DARNALL LOOP #1039

Fort Hood, TX 76544

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Camp Fire North Texas

ADDRESS:

2414 9TH ST.

Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,500.

STATEMENT 21

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

OLNEY CHRISTIAN COMMUNITY CENTER INC

ADDRESS:

1418 W ELM

Olney, TX 76374

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

WHISPERING HOPE RANCH FOUNDATION

ADDRESS:

PO BOX 54070

Phoenix, AZ 85078

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOYS CLUB OF WICHITA FALLS

ADDRESS:

600 SCOTT AVE SUITE 201

Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

STATEMENT 22

=====

RECIPIENT NAME:

Interfaith Outreach Services

ADDRESS:

1101 11TH ST

Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

1325 W. WALNUT HILL LANE

Irving, TX 75038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

Child Advocates - CASA of Red River

ADDRESS:

808 AUSTIN ST

Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

=====

RECIPIENT NAME:

Habitat for Humanity Wichita Falls
ReStore

ADDRESS:

902 13TH ST
Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,100.

RECIPIENT NAME:

INHERITANCE ADOPTIONS

ADDRESS:

1007 11TH ST
Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

WICHITA FALLS AREA FOOD BANK

ADDRESS:

P.O. BOX 623
Wichita Falls, TX 76307

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Child Care, Inc.

ADDRESS:

1000 LAMAR ST #429
Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

YOUNG MENS CHRISTIAN
ASSOCIATION OF WICHITA FALLS

ADDRESS:

1010 9TH ST
Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

WICHITA FALLS YOUTH SYMPHONY ORCHESTRA

ADDRESS:

1300 LAMAR
Wichita Falls, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

RIVER BEND NATURE CENTER INC

ADDRESS:

3600 N GREEN BAY RD

RACINE, WI 53404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PROJECT BACK TO SCHOOL

ADDRESS:

PO BOX 9700

Wichita Falls, TX 76308

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

Q-SCHOOL

ADDRESS:

PO BOX 284

QUANAH, TX 79252

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,000.

GENE CONLEY FOUNDATION

75-2224430

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

STOP CHILD ABUSE TODAY GROUP OF
MONTAGUE COUNTY

ADDRESS:

PO BOX 343
Montague, TX 76251

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:

NONPROFIT MANAGEMENT CENTER OF WICHITA
FALLS

ADDRESS:

2301 KELL BLVD STE 218
Wichita Falls, TX 76308

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

FREEMON SHAPARD & STORY

ADDRESS:

807 8TH STREET 2ND FLOOR
WICHITA FALLS, TX 76301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,700.

TOTAL GRANTS PAID:

298,700.

=====

STATEMENT 27