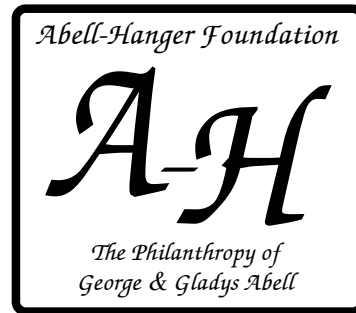


ABELL-HANGER A FOUNDATION R



■ ■ ■ ■ 2013 ■ ■ ■ ■



MISSION STATEMENT

To continue the philanthropy of George and Gladys Abell, with emphasis on improving lives of people in the Permian Basin area.

VISION STATEMENT

Abell-Hanger will be accessible and forthright in their dealings with all grant seekers, responsive to emerging needs, creative and a leader in the philanthropic community.

Both Adopted June 22, 2007

ABELL-HANGER FOUNDATION

Founders

George Thomas Abell & Gladys Hanger Abell

Trustees

John D. Bergman	Elaine Magruder
Tevis Herd	Jack F. Harper
Herbert L. Cartwright, III	David L. Smith
Wes Perry	James C. Trott

Charles M. Younger, M.D.

Trustee Emeriti

Jno. P. Butler, Deceased	Lester Van Pelt, Jr., Deceased
John F. Younger, Deceased	Robert M. Leibrock, Deceased
James I. Trott, Deceased	Jerome M. Fullinwider
Arlen L. Edgar	Robert C. Leibrock

Clarence Scharbauer, III

Officers

Elaine Maguder, President	Tevis Herd, Immediate Past President
David L. Smith, Executive Vice President	Herbert L. Cartwright, Vice President, Secretary-Treasurer

Staff

David L. Smith, Executive Director
Herbert L. Cartwright, Comptroller
Suzanne C. Thomas, Grants Officer
Mark Palmer, Special Projects Manager
Bobbie R. Chappell, Secretary

Certified Public Accountants

Sproles Woodard & Company

All Inquiries: Abell-Hanger Foundation
Attention: David L. Smith, Executive Director
Post Office Box 430
Midland, Texas 79702
www.abell-hanger.org

GEORGE THOMAS ABELL

George Thomas Abell was born at Wakeeney, Kansas. While attending Colorado A&M (now Colorado State University), he was a member of Gamma Omega, an honorary fraternity, and Sigma Alpha Epsilon, a social fraternity. He graduated with degrees in civil and irrigation engineering and mechanical engineering. In 1927 he moved to Midland, Texas, where he trained himself as a geologist and entered the petroleum business as an independent oil operator. In 1939, he married Gladys Hanger of Ft. Worth, the daughter of a pioneer Tarrant County family.

During his professional career, he was active in the Independent Petroleum Association of America, Texas Independent Producers and Royalty Owners Association, Mid-Continent Oil and Gas Association, and the Permian Basin Petroleum Association. He was a charter member of the Permian Basin Petroleum Pioneers Association.

In addition to his professional endeavors, Mr. Abell was also active in many civic, community, cultural, social, educational and historical activities. He was a member of the Board of Education of the Midland Independent School District. He served as President of the Board during the construction of the present Midland High School auditorium. As a result of these accomplishments, he was awarded a life



membership in the Texas Congress of the Parent-Teacher Association. He served as the Chairman of the first capital funds campaign for Midland Memorial Hospital and was a member of the hospital's Board of Trustees and Board of Governors. A member of the Downtown Midland Rotary Club, he was recognized on numerous occasions for his contributions to the civic, cultural and educational betterment and growth of Midland.

George Abell devoted much time to the Boy Scouts of America, serving in various capacities in the Buffalo Trail Council. He led the capital fund campaign which secured the 6,000 acre camp in the Davis mountains. For his service to the Boy Scouts, he was awarded the highest recognition of the Boy Scouts, the Silver Beaver Award.

While serving as a director of the Midland Chamber of Commerce, Mr. Abell originated the idea for the Permian Basin Petroleum Museum, Library and Hall of Fame. He spent much of his time and effort collecting antique oil field equipment now displayed on the Museum's grounds. Many of the oil paintings of historical events which are on display in the Museum were researched by George and commissioned by the Abell-Hanger Foundation. He was the first president of the Museum's board of trustees and a member of the Hall of Fame.

GLADYS HANGER ABELL

Gladys Hanger Abell was born and raised in Fort Worth, Texas, the daughter of a pioneer Tarrant County Family. She graduated from Paschal High School and attended Texas Christian University and the University of Texas at Austin.

Throughout her lifetime, Mrs. Abell was an active champion of civic and cultural causes, contributing her time, talents, energy, and financial resources as one of West Texas' most philanthropic citizens. She served on the board of governors of Midland Memorial Hospital, board of trustees of Midland Presbyterian Homes, and the President's Club of the Museum of the Southwest. She took great pride in her service on the board of trustees of the Permian Basin Petroleum Museum, Library, and Hall of Fame.

Her interests also included the Midland Odessa Symphony and Chorale, Midland Garden Club, Women's Auxiliary of Midland Memorial Hospital, Delta Delta Delta Midland Alumnae Chapter, and the Midland Women's Club of which she was a life member.



An avid American patriot, Mrs. Abell was a member of the Texas Chapter of the National Society of Colonial Dames of America, and the Daughters of the American Revolution. She was a member of the First Presbyterian Church of Midland.

The Abell-Hanger Foundation was created by Mr. and Mrs. Abell to carry on the philanthropic endeavors which they pursued during their lifetimes. Speaking of business success, George Abell once said,

“Sure, men like to be successful, not just for the money, but because of what one can do for his community, his country, and for mankind. Business success provides the opportunity to do some of the things most of us dream about doing for our community and its various institutions, organizations, and agencies.”

To their memory, this annual statement reports the Foundation's endeavors for the current fiscal year.

SUMMARY FINANCIAL INFORMATION

JUNE 30, 2013

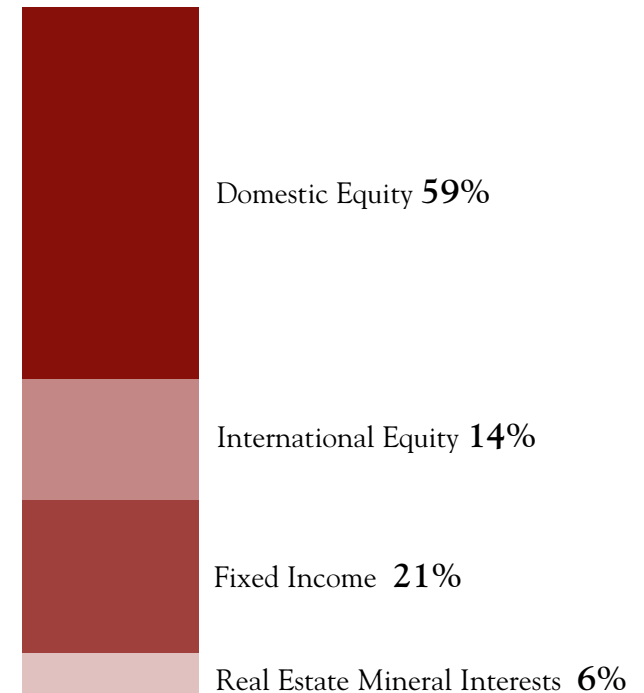
Net Assets	Market Value	Carrying Value
Cash and cash equivalents	\$ 1,782,887	\$ 1,782,887
Marketable Securities	1,000,000	1,000,000
Bond fund	12,606,439	12,032,235
Stock fund	91,079,963	69,229,932
Development markets fund	16,241,196	15,002,390
Emerging markets fund	4,825,300	4,389,120
Government Securities	6,187,409	5,922,134
Corporate Bonds	13,690,627	13,446,002
Real Estate	1,397,450	254,967
Minerals (producing and nonproducing)	6,935,575	3,263,585
Paintings	19,340	19,340
Other assets	6,270	6,270
	<u>\$ 155,772,456</u>	<u>\$ 126,348,862</u>
Corpus		
July 1, 2012		\$ 128,914,272
ADD:		
Interest and dividends	\$ 3,726,197	
Royalties	601,226	
Capital Gain	1,817,108	
Other	161,728	\$ 6,306,259
DEDUCT:		
Grants	\$ 7,109,963 **	
Administrative expenses	1,674,451	
Production and ad valorem taxes	87,255	\$ 8,871,669
June 30, 2013		\$ 126,348,862
Adjustment to fair market value		<u>29,423,594</u>
June 30, 2013		<u>\$ 155,772,456</u>

**Minimum distributable amount pursuant to the Internal Revenue Code is \$7,427,476.

Foundation Administrative Expenses:	2008	2009	2010	2011	2012
% of Assets	1.11%	0.99%	0.90%	1.16%	1.13%
% of Expenditures:	20.6%	17.50%	17.80%	19.32%	19.85%
Excise Taxes Paid:	2008	2009	2010	2011	2012
Amount	\$83,056	\$71,354	\$45,306	\$62,978	\$59,563
Rate	2%	2%	1%	1%	1%
Cumulative Since 1992:					\$2,854,114

INVESTMENTS

Abell-Hanger foundation has a long-term asset allocation target for its investments of 75 percent equity and 25 percent fixed income. At fiscal year-end the Foundation's assets were invested as follows:



RETURNS

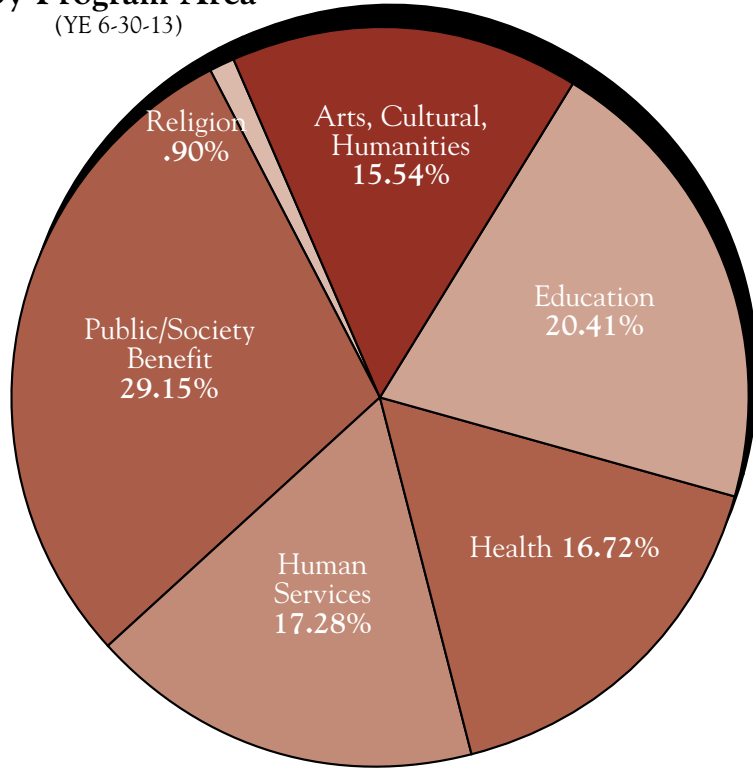
Average Annual Compounds



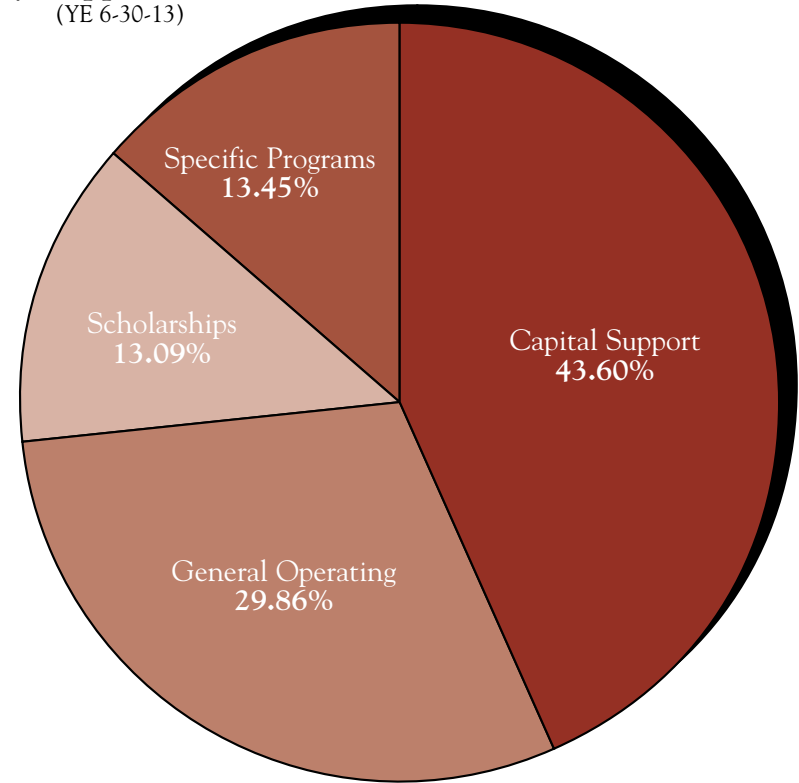
AREAS OF GRANTS AND GIVING

Year Ended June 30, 2013

By Program Area
(YE 6-30-13)



By Support Area
(YE 6-30-13)



AREAS OF GIVING

	For the year ended June 30, 2013	Cumulative since June 30, 1954
Arts, Cultural, Humanities	1,104,800	24,310,009
Education	1,450,954	57,072,931
Health	1,189,077	37,525,999
Human Services	1,228,263	49,795,467
Public/Society Benefit	2,073,169	18,296,178
Religion	63,700	2,911,756
Total Giving	\$7,109,963	\$189,912,340

GRANTMAKING AT A GLANCE

Fiscal Year Ending:	2010	2011	2012	2013
Total Grants Paid	\$6,047,319	\$6,952,858	\$7,132,749	\$7,109,963
Total Grant Payments	102	129	128	144
Median Grant	\$20,000	\$16,250	\$24,000	\$20,000
Average Grant	\$59,287	\$56,272	\$55,725	\$49,375
Largest Grant	\$2,500,000	\$2,500,000	\$2,000,000	\$1,500,000
Smallest Grant	\$100	\$1,000	\$600	\$500

EXECUTIVE DIRECTOR'S REPORT

DREAMS

Dreams have always been an important part of conveying our hopes and aspirations. Fifty years ago, Martin Luther King delivered his "I Have a Dream" speech in Washington D.C. In that speech he talked about freedom, the great beacon light of hope against withering injustice, the manacles of segregation and chains of discrimination. Near the end of his speech, he delivered these memorable words: "I have a dream that my four little children will one day live in a nation where they will not be judged by the color of their skin but by the content of their character." He ended his speech with a call to let freedom ring. Truly one of the most powerful speeches he, or anyone else, ever delivered.

In 1968, Elvis Presley closed his TV comeback special with his song "If I Can Dream". It is a powerful song and he delivered it in a heartfelt manner. In it he sang this:

But as long as a man
Has the strength to dream
He can redeem his soul and fly

Deep in my heart there's a trembling question
Still I am sure that the answer gonna come somehow
Out of the dark, there's a beckoning candle
And while I can think, while I can walk
While I can dream, please let my dream
Come true, right now.

Continuing down our musical journey of dreams, Tom Petty had a song entitled "Running Down a Dream". The chorus of his song said this:

Running down a dream;
Never would come to me;
Working on a mystery;
Going wherever it leads;
Running Down a Dream.

I felt so good, like anything is possible;
There's something good, waiting down the road,
I'm picking up whatever's mine.

His song captures the current attitude in Midland. Many are indeed, running down their own personal dream. Corporations are running down their dream. Midland has always been a place where that could and has happened to many people and businesses. It happened to George Thomas Abell and his wife, Gladys Hanger Abell. Their vision of what that dream encompassed however was different than most. It did not begin nor end with monetary success. George Abell once said this about success,

"Sure, men like to be successful, not just for the money, but because of what one can do for his community, his country, and for mankind. Business success provides the opportunity to do some of the things most of us dream about doing for our community and its various institutions, organizations and agencies."

What are our dreams for Midland? Is that there will be no hunger or homelessness? Is it a safe and secure community? Is it a world class public education system? Is it the end of domestic violence? Is it excellent health care? Is it safe and affordable housing? Is it care for those with physical or developmental challenges? Is it a true sense of community and belonging for all our citizens?

A dream for financial success alone is an incomplete sentence. What will you do with your success? If you sell your company for \$100 million or \$500 million, what then will you do? If Midland has proved anything in its entire existence, it is that building something together that truly lasts is far more valuable than momentary success alone. The more you think about George Abell's declaration the more sense it makes. It is an undeniable fact that the moment you die, all that owe and possess becomes the property of someone else. Maybe George and Gladys got that and purposed to do something lasting that would have people thinking of them long after they passed on. Our logo includes the phrase, "The Philanthropy of George and Gladys Abell." So 34 years after George passed away and 25 since Gladys died, here is their dream of improving Midland for all that live here, now approaching \$200 million in total grants awarded and providing \$7-\$8 million each year to further their charitable ambition.

Without their dream, many things in this community would have not been possible. In this new environment of new, emerging foundations and charitable trusts coupled with powerful local corporate giving has leveraged their dream into areas previously only dreamt of. There is no better example of that than Midland Shared Spaces, a \$10 million project entirely and completely beyond the reach of Abell-Hanger Foundation alone. But now in this new environment with the Scharbauer Foundation, Henry Foundation and Concho Resources, it is now becoming a reality. Wow! A 45,000 square foot facility entirely dedicated to housing non-profits, providing them with quality office space, state of the art technology and a unique venue for improved collaboration and increased organizational efficiency.

Let me conclude my comments with a final musical thought as expressed by John Lennon in his song "Imagine":

You may say that I'm a dreamer
But I'm not the only one
I hope someday you'll join us
And the world will be as one

I certainly don't know whether we will ever "be one" but I do know that we can be better. We are all, collectively and individually, running down a dream.

David L. Smith
Executive Director

PROGRAM AREA GRANT INDEX

Fiscal Year Ended June 30, 2013

3:23 Ministries, Inc.	Religion	Conference of Southwest Foundations, Inc.	Public, Society Benefit
Adult Day Care of San Angelo (aka Adult Enrichment Center)	Human Services	Cook Children's Medical Center	Health
Alzheimer's Association, Greater West Texas Chapter	Health	Crisis Center	Health
American Cancer Society - Midland Unit	Health	Crusader Track Club	Human Services
American Red Cross of Southwest Texas	Human Services	Ector County Independent School District	Education
Aphasia Center of West Texas, Inc.	Health	Ellen Noel Art Museum of the Permian Basin	Arts, Culture, Humanities
Area Methodist Outreach Service	Human Services	Family Promise of Midland	Human Services
Association of Fundraising Professionals, Permian Basin Chapter	Public, Society Benefit	Frontier CASA Inc.	Human Services
Big Brothers Big Sisters of Midland, Inc.	Human Services	George W. Bush Childhood Home	Arts, Culture, Humanities
Bill of Rights Institute.	Public, Society Benefit	Girl Scouts of the Desert Southwest	Human Services
Boys and Girls Club of Midland, Inc.	Human Services	Gladney Center for Adoption.	Human Services
Boys and Girls Club of Odessa, Inc.	Human Services	Greater Ideal Family Life Center	Human Services
Bynum School	Education	Hellinghausen Hope, Inc.	Human Services
Camp Fire USA, West Texas Council	Human Services	Helping Hands of Midland	Human Services
Casa de Amigos of Midland, Inc.	Human Services	Hospice of Midland, Inc.	Human Services
CASA of West Texas	Human Services	Jeff Davis County	Public, Society Benefit
Centers for Children and Families, Inc.	Human Services	Joe Foss Institute	Education
China Aid Association.	Religion	Manor Park, Inc.	Health
Christmas for Our Troops, Inc.	Human Services	MARC, Inc.	Human Services
Christmas in Action, Inc.	Human Services	Marfa Public Library	Education
Christoval Volunteer Fire Department	Human Services	Midland Chamber of Commerce Foundation, Inc. . . .	Public, Society Benefit
Club Fort Davis-After School Program Inc.	Human Services	Midland Children's Rehabilitation Center	Health
Communities in Schools of the Permian Basin Inc.	Education	Midland College	Education
Community & Senior Services of Midland, Inc.	Human Services	Midland Community Development Corporation	Public, Society Benefit
		Midland Community Theatre, Inc.	Arts, Culture, Humanities

Midland Festival Ballet	Arts, Culture, Humanities	Samaritan Counseling Center of West Texas, Inc.	Health
Midland Habitat for Humanity	Human Services	Samaritan Pastoral Care & Counseling Center of San Angelo (dba West Texas Counseling & Guidance)	Health
Midland Independent School District	Education	Sharing Hands A Respite Experience Inc.	Human Services
Midland Need to Read, Inc.	Education	Southwestern Diabetic Foundation, Inc.	Health
Midland Rape Crisis Center, Inc.	Health	Special Olympics Texas - Permian Basin	Human Services
Midland Shared Spaces.	Public, Society Benefit	Springboard Center.	Health
Midland Tennis Center, Inc.	Human Services	St. Andrews Presbyterian Mission.	Human Services
Midland/Odessa Area AIDS Support, Inc.	Human Services	St. Vincent de Paul Society - St. Ann's Conference	Human Services
Mission Health Care Inc.	Health	Tall City Christian Track Club, Inc.	Human Services
Muscular Dystrophy Association.	Human Services	Teen Challenge of the Permian Basin	Health
Museum of the Desert Southwest	Arts, Culture, Humanities	Teen F.L.O.W. Youth Ministry	Religion
Museum of the Southwest	Arts, Culture, Humanities	Texas Christian University	Education
National Multiple Sclerosis - West Texas Chapter	Health	Texas Hearing and Service Dogs Inc.	Human Services
New Direction Ministry	Human Services	Texas Interscholastic League Foundation	Education
Odessa College.	Education	Texas State History Museum Foundation	Arts, Culture, Humanities
Palmer Drug Abuse Program	Health	Texas Tech University Health Sciences Center	Education
Permian Basin Area Foundation.	Public, Society Benefit	Tides Network	Public, Society Benefit
Permian Basin Petroleum Museum, Library & Hall of Fame	Arts, Culture, Humanities	UMC Foundation	Health
Permian Basin Public Telecommunications Inc.	Arts, Culture, Humanities	United Way of El Paso County.	Public, Society Benefit
Permian Basin Regional Council on Alcohol & Drug Abuse.	Health	United Way of Midland, Inc.	Public, Society Benefit
Permian Basin Rehabilitation Center for Children & Adults.	Health	United Way of Odessa, Inc.	Public, Society Benefit
Philanthropy Roundtable	Public, Society Benefit	University of Texas of the Permian Basin.	Education
Recording Library of West Texas	Human Services	Unlock Ministries Inc.	Human Services
Regional Adult Protective Services Advisory Board	Human Services	West Point Parents' Club of the Texas Plains.	Education
Rock the Desert Ministries, Inc.	Religion	West Texas Food Bank	Human Services
Ronald McDonald House Charities of the Southwest, Inc.	Health	West Texas Public Radio.	Arts, Culture, Humanities
Salvation Army, Midland Corps	Human Services	Young Life of Midland	Religion

ABELL-HANGER FOUNDATION GRANTS

Fiscal Year Ended June 30, 2013

ARTS, CULTURE, HUMANITIES

\$ 1,104,800

<p>Ellen Noel Art Museum of the Permian Basin \$ 10,000 Odessa, TX MISSION: To provide access to art of enduring quality for the culturally diverse audience of the more than 100,000 square mile region. GRANT PURPOSE: for the Fine Arts Express education program</p>	<p>Museum of the Southwest \$ 40,000 Midland, TX MISSION: To serve as an educational resource in the areas of art, focusing on the American Southwest of the Archaeological Southwest, and Astronomy. GRANT PURPOSE: to acquire the adjoining property (\$10,000) and for unrestricted operating support (\$30,000)</p>
<p>George W. Bush Childhood Home \$ 10,000 Midland, TX MISSION: To preserve, protect and restore for historical and interpretive purposes the home of two presidents. GRANT PURPOSE: matching grant for unrestricted operating support</p>	<p>Permian Basin Petroleum Museum, Library & Hall of Fame \$ 605,000 Midland, TX MISSION: To teach the complexity and inherent risk of the oil and gas industry to the public in the historical and technical context of the region's petroleum business. GRANT PURPOSE: for the capital campaign (\$500,000); for the Arlen L. Edgar Distinguished Lecture Series (\$20,000) and for unrestricted operating support (\$85,000)</p>
<p>Matching Gifts Program \$ 6,300 This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 5 gifts to 4 agencies in the program area of Arts, Culture and Humanities.</p>	<p>Permian Basin Public Telecommunications Inc. \$ 326,000 Midland, TX MISSION: To use television to provide quality programs and services which advance education, culture and community. GRANT PURPOSE: challenge grant for the capital campaign for Phase II</p>
<p>Midland Community Theatre, Inc. \$ 65,000 Midland, TX MISSION: To bring quality theatre arts and educational opportunities to Midland and the Permian Basin for the benefit of the audience and volunteers. GRANT PURPOSE: for the "Les Miserables" performance at Wagner Noel Performing Arts Center in April 2014 (\$20,000) and for the Reach Out and Pay What You Can programs (\$45,000)</p>	<p>Texas State History Museum Foundation \$ 5,000 Austin, TX MISSION: To provide support for the educational initiatives of the Bob Bullock Texas State History Museum. GRANT PURPOSE: for travel costs for MISD 7th grade students to visit the museum</p>
<p>Midland Festival Ballet \$ 2,500 Midland, TX MISSION: To promote ballet in Midland and surrounding areas of the Permian Basin by providing training for young dancers, enlisting professional dancers and instructors, and offering group performances. GRANT PURPOSE: for sponsorship of the 2012-2013 season</p>	<p>West Texas Public Radio \$ 25,000 Odessa, TX MISSION: To provide West Texas with a listener supported public radio that informs, educates and entertains. GRANT PURPOSE: for the re-launch of public radio in Midland and Odessa</p>
<p>Museum of the Desert Southwest \$ 10,000 Crane, TX MISSION: To bring about a clear understanding, education and appreciation of the rich history of Crane County. GRANT PURPOSE: for roof replacement</p>	

EDUCATION

\$ 1,450,954

Bynum School \$ 60,000
Midland, TX

MISSION: To provide educational services for children and young adults with various disabilities.

GRANT PURPOSE: for unrestricted operating support

Communities in Schools of the Permian Basin Inc. \$ 100,000
Midland, TX

MISSION: To help young people of the Permian Basin stay in school, successfully learn and prepare for life by coordinating the connection of community resources in the school setting.

GRANT PURPOSE: for unrestricted operating support

Ector County Independent School District \$ 25,000
Odessa, TX

MISSION: To provide public education to the citizens of Ector County.

GRANT PURPOSE: for the 2012-2013 ECISD Students in Philanthropy programs

Joe Foss Institute \$ 5,000
Hurst, TX

MISSION: To educate youth on the importance of America's unique freedoms and to inspire them to public service.

GRANT PURPOSE: to present the Veterans Inspiring Patriotism program in West Texas schools

Marfa Public Library \$ 25,000
Marfa, TX

MISSION: To provide books, research materials, and Internet access to the residents of Marfa

GRANT PURPOSE: challenge grant for capital expansion of library

Matching Gifts Program \$ 27,050

This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 15 gifts to 10 agencies in the program area of Education.

Midland College \$ 425,000
Midland, TX

MISSION: To provide community college educational opportunities, including degrees in a wide range of fields.

GRANT PURPOSE: for scholarships to the 2013 Kids College (\$5,000); for the 2013-2014 Dollars for Scholars scholarship program for students attending the Williams Regional Technical Training Center in Fort Stockton (\$30,000); for the 2012-2013 annual technology replacement at the Advance Technology Center (\$25,000); for the Early College High School program costs (\$50,000); for the 2012-2013 MISD high school Students in Philanthropy programs (\$15,000); for the 2012-2013 Greenwood High School Students in Philanthropy program (\$9,500); for the 2012-2013 Midland College Students in Philanthropy program (\$40,500); and to provide funding of the Legacy Scholarship program for four years (\$250,000)

Midland Independent School District \$ 18,000
Midland, TX

MISSION: To provide public education to the citizens of Midland.

GRANT PURPOSE: for the Celebration of Light Storytelling Festival (\$15,000); for the Early College High School Volunteers in Philanthropy club operating expenses (\$500); and for the Rusk Elementary 2012 Veteran's program (\$2,500)

Midland Need to Read, Inc. \$ 5,000
Midland, TX

MISSION: To improve literacy and enhance the productivity of Midland County adults

GRANT PURPOSE: for unrestricted operating support

Odessa College \$ 23,500
Odessa, TX

MISSION: To provide community college educational opportunities, including associate degrees in a wide range of fields.

GRANT PURPOSE: for the 2012-2013 Students in Philanthropy program

Scholarship Programs Administered by the Foundation:

Abell Education Continuance Scholarship Program . . . \$ 122,300
 Provides two year scholarships to graduates of Midland College enabling attendance at public Texas universities. Recipients render 50 hours of community service for each year of scholarship. Ten recipients attended four universities.

Abell-Hanger Presidential Scholarship \$ 50,500
 Provides up to four year scholarships to students in non-traditional circumstances. Recipients must attend a public Texas university. Five recipients attended three universities.

James I. Trott Opportunity Scholarship Program \$ 222,229
 Provides four year scholarship to graduates of Crane, Ft. Stockton, and Imperial High Schools enabling attendance at public Texas universities. Recipients render 50 hours of community service for each year of scholarship. Nineteen recipients attended nine universities.

Lester Van Pelt, III Bulldog Excellence Scholarship . . . \$ 37,500
 Provides four year scholarships to graduates of Midland High School enabling attendance at the University of Texas at Austin. Three recipients attended the University of Texas at Austin.

Laura McCabe Students in Philanthropy Scholarship . . \$ 18,750
 Provides two year scholarships to graduates of Midland College who have participated in the Students in Philanthropy program enabling attendance at public Texas universities. Recipients render 50 hours of community service for each year of scholarship. Two recipients attended one university.

Texas Christian University \$ 40,000
 Fort Worth, TX
 MISSION: To provide educational opportunities in arts and sciences, business, fine arts, communications, education and nursing.
 GRANT PURPOSE: to augment the scholarship awards originating from the Clarence and Kerry Endowed Scholarship Fund

Texas Interscholastic League Foundation \$ 69,625
 Austin, TX
 MISSION: To award college scholarships to high school students who excel in the University Interscholastic League competitions.
 GRANT PURPOSE: for the 2012-2013 annual scholarships

Texas Tech University Health Sciences Center \$ 120,000
 Lubbock, TX
 MISSION: To provide higher public education.
 GRANT PURPOSE: to provide scholarships for tuition and books for all students who will be in the Permian Basin School of Nursing programs (\$75,000) and for scholarships in the School of Medicine (\$45,000)

University of Texas of the Permian Basin \$ 52,500
 Odessa, TX
 MISSION: To provide educational opportunities in arts and sciences, business, fine arts, communications, education and nursing.
 GRANT PURPOSE: for the 2012-2013 Students in Philanthropy program

West Point Parents' Club of the Texas Plains \$ 4,000
 Midland, TX
 MISSION: To provide support to the cadets and their families and to educate students and the community in general about West Point and the military.
 GRANT PURPOSE: for sponsorship of the 2012 All Academy Ball

HEALTH
\$1,189,077

Alzheimer's Association, Greater West Texas Chapter \$ 15,000
Midland, TX

MISSION: To eliminate Alzheimer's disease through the advancement of research; to provide and enhance care and support for all affected; and to reduce the risk of dementia through the promotion of brain health.
GRANT PURPOSE: for unrestricted operating support for the Midland office

American Cancer Society - Midland Unit \$ 25,000
Midland, TX

MISSION: To eliminate cancer as a major health problem by preventing cancer, saving lives from cancer and diminishing suffering from cancer through research, education and service.
GRANT PURPOSE: for the patient transportation program

Aphasia Center of West Texas, Inc. \$ 35,000
Midland, TX

MISSION: To repair communication and hope for individuals and families coping with aphasia through adaptive communication techniques, education and public awareness.
GRANT PURPOSE: for unrestricted operating support

Cook Children's Medical Center \$ 30,000
Fort Worth, TX

MISSION: To provide quality health care for children though a comprehensive spectrum of pediatric services, from advocacy to preventive care to highly specialized critical care.
GRANT PURPOSE: for unrestricted operating support for the Midland Specialty Clinic

Crisis Center \$ 13,027
Odessa, TX

MISSION: To assist those in crisis through education, intervention, advocacy and shelter.
GRANT PURPOSE: matching grant for the Angel House Family Violence Shelter

Manor Park, Inc. \$ 300,000
Midland, TX

MISSION: To offer a full range of retirement living, social and recreational activities, and nursing care.
GRANT PURPOSE: finale challenge grant for the Household Capital and Training Campaign

Matching Gifts Program \$ 27,600
This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 24 gifts to 15 agencies in the program area of Health.

Midland Children's Rehabilitation Center \$ 125,000
Midland, TX

MISSION: To care and treat children diagnosed as having neurological or orthopedically handicapping conditions through physical therapy, occupational therapy, speech therapy, aquatic therapy, and hippotherapy.
GRANT PURPOSE: for unrestricted operating support (\$100,000) and matching grant for operating support of the hippotherapy program (25,000)

Midland Rape Crisis Center, Inc. \$ 50,000
Midland, TX

MISSION: To provide support and healing for victims and families.
GRANT PURPOSE: for unrestricted operating support

Mission Health Care Inc. \$ 115,000
Midland, TX

MISSION: To prevent premature or unnecessarily prolonged placement in residential institutions for eligible clients whose primary residence is in Midland, Ector and Martin counties of West Texas.
GRANT PURPOSE: challenge grant for expenses to cover special build out of Midland Shared Spaces (\$80,000) and for unrestricted operating support (\$35,000)

National Multiple Sclerosis - West Texas Chapter \$ 2,500
Midland, TX

MISSION: To educate medical professionals and the general public as well as those that have MS; to provide funds, through fund raising campaigns, that will further the research into the cause, prevention, cure and treatment of multiple sclerosis.
GRANT PURPOSE: for sponsorship of the 2013 Dinner of Champions

Palmer Drug Abuse Program \$ 80,000
Midland, TX

MISSION: To offer counseling, rehabilitation, intervention, and prevention services to adolescent substance abusers and their families.
GRANT PURPOSE: for unrestricted operating support

**Permian Basin Regional Council
on Alcohol & Drug Abuse \$ 15,000**
Odessa, TX

MISSION: To reduce the incidence and prevalence of alcoholism and other drug addictions through information and education.

GRANT PURPOSE: to support targeted capacity needs

**Permian Basin Rehabilitation Center
for Children & Adults \$ 50,950**
Odessa, TX

MISSION: To provide a comprehensive, multi-disciplinary program serving the needs of people with physical disabilities.

GRANT PURPOSE: for the Electronic Medical Records System conversion

**Ronald McDonald House Charities
of the Southwest, Inc. \$ 15,000**
Lubbock, TX

MISSION: To create, find and support programs that directly improve the health and well being of children and their families

GRANT PURPOSE: for the Ronald McDonald Care Mobile

Samaritan Counseling Center of West Texas, Inc. \$ 50,000
Midland, TX

MISSION: To provide pastoral counseling for individuals, couples and families; training for area clergy; and consultive services for other agencies and professionals.

GRANT PURPOSE: for the Client Assistance Fund

**Samaritan Pastoral Care & Counseling Center of San Angelo
(dba West Texas Counseling & Guidance) \$ 15,000**
San Angelo, TX

MISSION: To offer faith-sensitive counseling and family oriented education programs to assist in building quality long term relationship for the people of West Texas

GRANT PURPOSE: matching grant for unrestricted operating support

Southwestern Diabetic Foundation, Inc. \$ 10,000
Gainesville, TX

MISSION: To operate a residential camp for children with diabetes in order to equip children with lifestyle skills to manage their illness through education and rehabilitation.

GRANT PURPOSE: for summer camp fees for West Texas children

Springboard Center \$ 75,000
Midland, TX

MISSION: To provide high quality, professional counseling and treatment for alcoholism and drug addiction, and to raise the level of community awareness concerning addicting disorders.

GRANT PURPOSE: to underwrite a portion of the Director of Development and Marketing salary (\$25,000) and for unrestricted operating support (\$50,000)

Teen Challenge of the Permian Basin \$ 40,000
Midland, TX

MISSION: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.

GRANT PURPOSE: matching grant for unrestricted operating support

UMC Foundation \$ 100,000
Lubbock, TX

MISSION: To cultivate support for the UMC Health System.

GRANT PURPOSE: for renovation and expansion of the Timothy J. Harner Regional Burn Center

HUMAN SERVICES

\$ 1,228,263

Adult Day Care of San Angelo
(aka Adult Enrichment Center) \$ 5,850
San Angelo, TX

MISSION: To provide a safe and enriching daytime environment, outside the home, for adults who need an alternative setting or whose caregivers need respite.

GRANT PURPOSE: for needed capital repairs and replacement as outlined in request

American Red Cross of Southwest Texas \$ 25,000
Midland, TX

MISSION: To provide relief to victims of disasters and help people prevent, prepare for, and respond to emergencies.

GRANT PURPOSE: for unrestricted operating support

Area Methodist Outreach Service \$ 20,000
Midland, TX

MISSION: To make God's love real in people's lives by providing a means for cooperative ministry with member churches.

GRANT PURPOSE: for the food pantry (\$7,500); for the medical clinic (\$7,500) and for the utility bill assistance program (\$5,000)

Big Brothers Big Sisters of Midland, Inc. \$ 15,000
Midland, TX

MISSION: To make a positive, measurable impact in the lives of children through professionally-supported, one-to-one mentoring relationships.

GRANT PURPOSE: for operating support of the Midland office

Boys and Girls Club of Midland, Inc. \$ 95,000
Midland, TX

MISSION: To enhance the quality of life for young people, as participating members of a richly diverse society, with a special concern for the disadvantaged youth, helping to develop the qualities they need to become responsible citizens and leaders.

GRANT PURPOSE: for unrestricted operating support

Boys and Girls Club of Odessa, Inc. \$ 60,000
Odessa, TX

MISSION: To help young people reach their full potential through character development, mentoring, academic support, enrichment activities, and athletics.

GRANT PURPOSE: for unrestricted operating support

Camp Fire USA, West Texas Council \$ 20,000
Midland, TX

MISSION: To promote the positive development of children and youth by providing programs which develop personal life skills, social responsibilities, health and leadership.

GRANT PURPOSE: for unrestricted operating support

Casa de Amigos of Midland, Inc. \$ 100,000
Midland, TX

MISSION: To improve the quality of life throughout the community by helping people help themselves.

GRANT PURPOSE: for unrestricted operating support

CASA of West Texas \$ 50,000
Midland, TX

MISSION: To promote and support quality volunteers who speak for the best interests of abused and neglected children in court in an effort to find each child a safe, nurturing, permanent home.

GRANT PURPOSE: for unrestricted operating support

Centers for Children and Families, Inc. \$ 50,000
Midland, TX

MISSION: To improved quality of life and strengthen the communities we serve through counseling, educational and supportive services.

GRANT PURPOSE: for unrestricted operating support

Christmas for Our Troops, Inc. \$ 7,500
Midland, TX

MISSION: To provide individual Christmas boxes full of a variety of gifts, necessities and goodies for our local men and women serving in Iraq and Afghanistan.

GRANT PURPOSE: to purchase items for Christmas boxes for U.S. troops

Christmas in Action, Inc. \$ 50,000
Midland, TX

MISSION: To renovate sub-standard housing in Midland County.

GRANT PURPOSE: for unrestricted operating support

Christoval Volunteer Fire Department \$ 15,000
Christoval, TX

MISSION: To protect property and save lives endangered by fires and other disasters within the boundaries of the Christoval Independent School District.

GRANT PURPOSE: to purchase an EMS First Responder vehicle and building

Club Fort Davis-After School Program Inc. \$ 6,100
Fort Davis, TX

MISSION: To provide a safe place for children in grades 1-6 to go after school.
GRANT PURPOSE: for unrestricted operating support

Community & Senior Services of Midland, Inc. \$ 30,000
Midland, TX

MISSION: To improve the quality of life of Midland County residents by providing an array of services to help them maintain health, independence and dignity as they grow older.

GRANT PURPOSE: for the Meals on Wheels and Homebound Services programs

Crusader Track Club \$ 2,500
Midland, TX

MISSION: to train and provide athletics opportunities for amateur athletes consistent with Christian principles of good sportsmanship

GRANT PURPOSE: for the 2013 summer track program travel expenses

Family Promise of Midland. \$ 25,000
Midland, TX

MISSION: To end homelessness one family at a time

GRANT PURPOSE: for unrestricted operating support

Frontier CASA Inc. \$ 10,000
Alpine, TX

MISSION: To train volunteers to advocate for the best interests of abused and neglected children who have been placed in foster care.

GRANT PURPOSE: for unrestricted operating support

Girl Scouts of the Desert Southwest. \$ 25,000
Odessa, TX

MISSION: To inspire girls with the highest ideals of character, conduct, patriotism and service that they may become happy and resourceful citizens.

GRANT PURPOSE: for the Girl Scout Leadership Development Program

Gladney Center for Adoption. \$ 20,000
Ft. Worth, TX

MISSION: To provide adoption services to the southwestern United States and other select geographic areas through the central Fort Worth campus and satellite offices.

GRANT PURPOSE: for unrestricted operating support for the Permian Basin Gladney Center

Greater Ideal Family Life Center \$ 92,750
Midland, TX

MISSION: To socially develop the southeast neighborhood of Midland by providing physical, educational, and spiritual resources that will help resident improve their quality of life.

GRANT PURPOSE: matching grant to purchase playground equipment (25,000) and to supplement salaries of certified teachers for the Summer Day Camp (\$67,750)

Hellinghausen Hope, Inc. \$ 30,000
Midland, TX

MISSION: To provide housing and housing support services to the elderly, handicapped and indigent.

GRANT PURPOSE: for the utility bill assistance program for the Village Square Apartments low income housing

Helping Hands of Midland \$ 40,000
Midland, TX

MISSION: To serve the poor and underprivileged of Midland County through financial, spiritual, and emotional support.

GRANT PURPOSE: for the utility bill assistance program

Hospice of Midland, Inc. \$ 5,000
Midland, TX

MISSION: To provide physical, emotional and spiritual support to terminally ill patients, family, friends and other involved persons, during and after the terminal illness; and to educate members of the Midland community on all issues relating to death, dying, loss, grief and bereavement.

GRANT PURPOSE: for operating support of Rays of Hope

MARC, Inc. \$ 37,000
Midland, TX

MISSION: To identify and meet the community needs of persons with developmental disabilities including integration in all aspects of community life - socially and in the workplace and to provide housing, vocational training and rehabilitative services.

GRANT PURPOSE: to cover expenses for NAID certification and to purchase a truck

Matching Gifts Program \$ 41,000

This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 59 gifts to 35 agencies in the program area of Human Services.

Midland Habitat for Humanity \$ 50,000

Midland, TX

MISSION: To eliminate substandard housing for low-income families by providing them with an opportunity to help build their own homes.

GRANT PURPOSE: for unrestricted operating support

Midland Tennis Center, Inc. \$ 75,000

Midland, TX

MISSION: To give everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.

GRANT PURPOSE: for unrestricted operating support

Midland/Odessa Area AIDS Support, Inc. \$ 20,000

Midland, TX

MISSION: To provide public education regarding HIV/AIDS and to support people with the disease and their families and friends.

GRANT PURPOSE: for unrestricted operating support

Muscular Dystrophy Association \$ 12,000

Midland, TX

MISSION: To conquer neuromuscular diseases that affect more than a million Americans.

GRANT PURPOSE: for the annual summer camp

New Direction Ministry \$ 1,063

Midland, TX

MISSION: To address the high recidivism rate of men released from prison by providing them a home-like environment for nine months.

GRANT PURPOSE: matching grant for unrestricted operating support

Recording Library of West Texas \$ 20,000

Midland, TX

MISSION: To provide audio recordings to enrich the lives of people who cannot access the printed word.

GRANT PURPOSE: for unrestricted operating support (\$15,000) and the purchase of radios (\$5,000)

Regional Adult Protective Services Advisory Board \$ 15,000

Midland, TX

MISSION: To serve as an advocate for abused, neglected or exploited aged and/or disabled adults in the Permian Basin region.

GRANT PURPOSE: for program expenses

Salvation Army, Midland Corps \$ 20,000

Midland, TX

MISSION: To provide various services to the homeless and needy by means of the Christian church.

GRANT PURPOSE: for the utility bill assistance program

Sharing Hands A Respite Experience Inc. \$ 15,000

Midland, TX

MISSION: To partner with all members of families where there are children with special needs, supporting their efforts to establish and maintain strong and successful families.

GRANT PURPOSE: for unrestricted operating support

Special Olympics Texas - Permian Basin \$ 5,000

Midland, TX

MISSION: To provide year-round sports training and competition for both children and adults with intellectual disabilities to help them cope with their numerous developmental and physical disabilities.

GRANT PURPOSE: for sponsorship of Ragin Cajun annual fundraiser

St. Andrews Presbyterian Mission \$ 15,000

Midland, TX

MISSION: To minister to the physical, educational, emotional and social needs of people in the Midland area.

GRANT PURPOSE: for the utility bill assistance program

St. Vincent de Paul Society - St. Ann's Conference \$ 15,000

Midland, TX

MISSION: To provide emotional, spiritual and financial aid to people and families in need regardless of race, color or creed.

GRANT PURPOSE: for the utility bill assistance program

Tall City Christian Track Club, Inc. \$ 7,500
 Midland, TX

MISSION: To encourage and promote participation in track competitions coupled with Christian training.

GRANT PURPOSE: for unrestricted operating support

Texas Hearing and Service Dogs Inc. \$ 20,000
 Austin, TX

MISSION: To improve the quality of life of persons with disabilities through the training and provision of Hearing and Service Dogs.

GRANT PURPOSE: to rescue, train and place a service dog for a Permian Basin resident

Unlock Ministries Inc. \$ 10,000
 Midland, TX

MISSION: To provide Christian ministry to at-risk children in order to develop leaders who will positively impact the community for Christ's Kingdom through a meaningful summer camp experience and discipleship through mentoring and positive peer leadership training.

GRANT PURPOSE: for unrestricted operating support

West Texas Food Bank \$ 50,000
 Odessa, TX

MISSION: To alleviate hunger by providing a collection system that solicits and gathers useful products and redistributes these products to member agencies who have feeding programs for the ill, aged and the needy of the Permian Basin.

GRANT PURPOSE: for unrestricted operating support

PUBLIC/SOCIETY BENEFIT

\$ 2,073,169

<p>Association of Fundraising Professionals, Permian Basin Chapter \$ 2,500 Midland, TX MISSION: To advance philanthropy through advocacy, research, education, and certification programs. GRANT PURPOSE: for sponsorship of the 2012 National Philanthropy Day</p>	<p>Midland Community Development Corporation \$ 40,000 Midland, TX MISSION: To support the small business community by providing training, management and financial resources, expertise and support networks that enable diverse small businesses to succeed and prosper. GRANT PURPOSE: for the 100th Home Project</p>
<p>Bill of Rights Institute \$ 16,500 Arlington, VA MISSION: To strengthen civic values in the next generation by educating high school students and teachers about the Founders, our Constitution, and the application of Foundation documents throughout our country's history. GRANT PURPOSE: to conduct a Constitutional Seminar in Midland (\$12,500) and for two Midland student scholarships to attend the 2013 Constitutional Academy (\$4,000)</p>	<p>Midland Shared Spaces \$ 1,500,000 Midland, TX MISSION: To provide affordable workspace and back office services and to foster collaborations that better serve the nonprofits and people of Midland County. GRANT PURPOSE: charitable forgiveness of promissory note installment on MSS building</p>
<p>Conference of Southwest Foundations, Inc. \$ 3,500 Dallas, TX MISSION: To provide a forum of members for the exchange of information about foundation operation, trends and needs in the Southwest. GRANT PURPOSE: for general operating support in lieu of membership dues</p>	<p>Permian Basin Area Foundation \$ 108,894 Midland, TX MISSION: To serve as a flexible and responsive philanthropic vehicle, embodying the ability to channel contributions both large and small to meet the community's charitable needs. GRANT PURPOSE: to sponsor the 2013 West Texas Rural Philanthropy Days event (\$5,000); for unrestricted operating support for the Nonprofit Management Center (\$95,000); for sponsorship of the Fraud Workshop (\$1,040); for NMC consulting services (\$2,854) and for the Nonprofit Management Center 2012 Beacon Awards (\$5,000);</p>
<p>Jeff Davis County \$ 50,000 Fort Davis, TX MISSION: Jeff Davis County Ambulance Service: To provide the best and most professional emergency medical care to the citizens of the county. GRANT PURPOSE: to purchase an ambulance</p>	<p>Philanthropy Roundtable \$ 20,000 Washington, DC MISSION: To provide a forum of members made up of individual donors, corporate giving representatives, foundation staff and trustees and trust and estate officers for the exchange of information concerning their philanthropy. GRANT PURPOSE: for the Alliance for Charitable Reform</p>
<p>Matching Gifts Program \$ 11,275 This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 13 gifts to 8 agencies in the program area of Public, Society Benefit.</p>	<p>Tides Network \$ 2,500 San Francisco, CA MISSION: To partner with philanthropists, foundations, activists and organizations across the country and around the globe to promote economic justice, robust democratic processes, and the opportunity to live in a healthy and sustainable environment where human rights are preserved and protected. GRANT PURPOSE: for sponsorship of the 2013 Building Opportunities conference</p>
<p>Midland Chamber of Commerce Foundation, Inc. \$ 3,000 Midland, TX MISSION: To provide educational and charitable programs and research for benefit of the community. GRANT PURPOSE: for sponsorship of the 2013 Excellence in Education and Unsung Hero awards</p>	

United Way of El Paso County \$ 50,000

El Paso, TX

MISSION: To raise funds for charitable entities within the community by consolidating fund-raising efforts of these organizations.

GRANT PURPOSE: matching grant for the 2012 fundraising campaign

United Way of Midland, Inc. \$ 190,000

Midland, TX

MISSION: To raise funds for charitable entities within the community by consolidating fund-raising efforts of these organizations.

GRANT PURPOSE: for the 2012 fundraising campaign to underwrite administrative costs (\$170,000); for operating support for Midland Shared Spaces (\$15,000) and for the annual campaign (\$5,000)

United Way of Odessa, Inc. \$ 75,000

Odessa, TX

MISSION: To raise funds for charitable entities within the community by consolidating fund-raising efforts of these organizations.

GRANT PURPOSE: matching grant for the 2012 fundraising campaign

RELIGION**\$ 63,700**

3:23 Ministries, Inc. \$ 5,000
Midland, TX

MISSION: To provide and promote discipleship to children, youth, and adults primarily through competitive youth sports venues.

GRANT PURPOSE: for general operating support

China Aid Association \$ 5,000
Midland, TX

MISSION: To promote religious freedom and the rule of law in China.

GRANT PURPOSE: for unrestricted operating funds

Matching Gifts Program \$ 18,700

This program matches donations made by trustees and staff of the Abell-Hanger Foundation on a one for one basis to eligible charities. The program matched 20 gifts to 14 agencies in the program area of Religion.

Rock the Desert Ministries, Inc. \$ 5,000
Midland, TX

MISSION: To organize an annual outdoor Christian music rock concert for the purpose of reaching teenagers with the life-changing love and truth of Jesus Christ.

GRANT PURPOSE: for the 2013 music festival

Teen F.L.O.W. Youth Ministry \$ 30,000
Midland, TX

MISSION: To reach youth with the message of Jesus Christ and to equip them for a godly, productive life.

GRANT PURPOSE: for unrestricted operating support

TOTAL \$7,109,963

FOUNDATION POLICY

In furtherance of the mandate in its charter to support “any benevolent, charitable, educational, or missionary undertaking,” the Foundation makes grants to nonprofit organizations, which are involved in such undertakings for the public welfare, including, but not limited to, education, health services, human services, arts and cultural activities and community or societal benefit.

The Abell-Hanger Foundation has deep roots in Midland and the West Texas region. Midland was the site of Mr. Abell’s professional life and, together with Mrs. Abell, his personal life. As evidenced by the respective biographies in this report, the Abells were engaged in a wide range of community and civic activities. Mr. Abell’s business success was primarily achieved as an oil and gas operator in the rural areas of West Texas. As a result of his involvement in this geographic region, he developed a deep sense of obligation to the people and rural communities of West Texas.

The trustees have a strong commitment to continue the Abell’s philanthropic interests in Midland and West Texas. The trustees have affirmed that commitment to West Texas by targeting a preponderance of the foundation’s annual grant budget to Midland and fifty-six other counties in West Texas: Andrews, Bailey, Borden, Brewster, Crane, Cochran, Coke, Cottle, Crockett, Crosby, Culberson, Dawson, Dickens, Ector, El Paso, Fisher, Floyd, Gaines, Garza, Glasscock, Hale, Hockley, Howard, Hudspeth, Irion, Jeff Davis, Kent, Kimble, Lamb, Loving, Lubbock, Lynn, Martin, Menard, Midland, Mitchell, Motley, Nolan, Pecos, Presidio, Reagan, Reeves, Schleicher, Scurry, Sterling, Stonewall, Sutton, Taylor, Terrell, Terry, Tom Green, Upton, Val Verde, Ward, Winkler and Yoakum.

Please refer to the foundation’s web site, www.abell-hanger.org, for current information on foundation policy, grant criteria, and application deadlines.