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Return of Private Foundation

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

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

GEORGE E. SEAY, III FOUNDATION

A Employer identification number

73-1645127

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

Room/suite

325 N ST. PAUL, SUITE 3500

B Telephone number

214-752-7244

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

DALLAS, TX 75201

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method. ☒ Cash ☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 8,632,100. (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

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

191,139.

191,029.

STATEMENT 1

5a Gross rents

3,032.

918.

STATEMENT 2

b Net rental income or (loss) 3,032.

6a Net gain or (loss) from sale of assets not on line 10

499,737.

STATEMENT 3

b Gross sales price for all assets on line 6a 1,352,531.

7 Capital gain net income (from Part IV, line 2)

433,329.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

336,750.

325,023.

STATEMENT 4

12 Total. Add lines 1 through 11

1,030,658.

950,299.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 5

3,125.

3,125.

0.

c Other professional fees

STMT 6

32,692.

5,703.

26,989.

17 Interest

18 Taxes

STMT 7

27,395.

10,116.

0.

19 Depreciation and depletion

12,681.

1,014.

20 Occupancy

20,595.

20,595.

0.

21 Travel, conferences, and meetings

12,357.

12,357.

0.

22 Printing and publications

23 Other expenses

STMT 8

244,943.

243,853.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

353,788.

296,763.

26,989.

25 Contributions, gifts, grants paid

1,686,226.

1,686,226.

26 Total expenses and disbursements

Add lines 24 and 25

2,040,014.

296,763.

1,713,215.

27 Subtract line 26 from line 12.

-1,009,356.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

653,536.

c Adjusted net income (if negative, enter -0-)

N/A

921

13

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	177,430.	200,800.	200,800.
	2 Savings and temporary cash investments	1,270,400.	500,000.	500,000.
	3 Accounts receivable ▶ 1,205,701.			
	Less, allowance for doubtful accounts ▶	5,332.	1,205,701.	1,205,701.
	4 Pledges receivable ▶			
	Less, allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 300,000.			
	Less, allowance for doubtful accounts ▶ 0.	0.	300,000.	300,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 156,120.			
	Less accumulated depreciation STMT 10 ▶ 12,681.	133,929.	143,439.	143,439.
	15 Other assets (describe ▶ STATEMENT 11)	7,956,966.	6,087,777.	6,282,160.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,544,057.	8,437,717.	8,632,100.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	270,085.	211,205.	
	23 Total liabilities (add lines 17 through 22)	270,085.	211,205.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,273,972.	8,226,512.	
	30 Total net assets or fund balances	9,273,972.	8,226,512.	
	31 Total liabilities and net assets/fund balances	9,544,057.	8,437,717.	

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	9,273,972.
2 Enter amount from Part I, line 27a	2	-1,009,356.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,264,616.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	38,104.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,226,512.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 1,286,123.		852,794.	433,329.

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))
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			433,329.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	433,329.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	994,660.	8,691,097.	.114446
2012	442,787.	9,158,202.	.048349
2011	777,371.	3,746,326.	.207502
2010	556,000.	315,601.	1.761718
2009	307,650.	73,760.	4.170960

2 Total of line 1, column (d)	2	6.302975
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.260595
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,974,110.
5 Multiply line 4 by line 3	5	8,791,528.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,535.
7 Add lines 5 and 6	7	8,798,063.
8 Enter qualifying distributions from Part XII, line 4	8	1,713,215.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	13,071.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,071.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,071.
6 Credits/Payments.			
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6a	
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	30,000.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	30,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	269.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	16,660.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 16,660. Refunded <input checked="" type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► <u>GEORGE E. SEAY, III</u> Telephone no. ► <u>214-752-7240</u> Located at ► <u>325 N. ST. PAUL, SUITE 3500, DALLAS, TX</u> ZIP+4 ► <u>75201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

SEE STATEMENT 13

☒ 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?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE E. SEAY, III 325 N. ST. PAUL, SUITE 3500 DALLAS, TX 75205	DIRECTOR 10.00	0.	0.	0.
DAVID EPPERSON 700 NORTH PEARL STREET, SUITE 1100 DALLAS, TX 75201	SECRETARY 2.00	0.	0.	0.
NANCY CLEMENTS SEAY 6007 ST. ANDREWS DALLAS, TX 75205	TRUSTEE 2.00	0.	0.	0.

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

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

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

0

Part 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	500,000.
b	Average of monthly cash balances	1b	174,226.
c	Fair market value of all other assets	1c	6,406,089.
d	Total (add lines 1a, b, and c)	1d	7,080,315.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,080,315.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,974,110.
6	Minimum investment return. Enter 5% of line 5	6	348,706.

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	348,706.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,071.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	15,488.
c	Add lines 2a and 2b	2c	28,559.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	320,147.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	320,147.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	320,147.

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	1,713,215.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,713,215.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,713,215.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				320,147.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	303,962.			
b From 2010	540,277.			
c From 2011	593,589.			
d From 2012				
e From 2013	579,748.			
f Total of lines 3a through e	2,017,576.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,713,215.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				320,147.
e Remaining amount distributed out of corpus	1,393,068.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,410,644.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	303,962.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	3,106,682.			
10 Analysis of line 9:				
a Excess from 2010	540,277.			
b Excess from 2011	593,589.			
c Excess from 2012				
d Excess from 2013	579,748.			
e Excess from 2014	1,393,068.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)			* *	
a Paid during the year				
ALPHA INTERNATIONAL BROMPTON ROAD LONDON, UNITED KINGDOM SWJ 1JA		PUBLIC CHARITY	PROMOTE EXPLORATION OF CHRISTIAN FAITH THROUGH EDUCATION	10,000.
AMERICAN FEDERATION OF THE ARTS 305 EAST 47TH STREET, 10TH FLOOR NEW YORK, NY 10017		PUBLIC CHARITY	TO ENRICH THE PUBLIC'S EXPERIENCE AND UNDERSTANDING OF ART AND CULTURE	250.
CAMP JOHN MARC FOUNDATION, INC. 2824 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	SPECIAL NEEDS SERVICES	390.
CAMPUS CRUSADE FOR LIFE 100 LAKE HART DR 2200 ORLANDO, FL 32832		PUBLIC CHARITY	WIN, BUILD, AND SEND CHRIST-CENTERED MULTIPLYING DISCIPLES WHO LAUNCH SPIRITUAL MOVEMENTS	2,000.
CHURCH OF THE HIGHLANDS 4700 HIGHLANDS WAY BIRMINGHAM, AL 35210		PUBLIC CHARITY	TO SHARE THE CONTAGIOUS CHRISTIANITY THAT CAN INFLUENCE AND ENCOURAGE THE ENTIRE	100.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,686,226.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title _____

PRESIDENT

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

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

DAVID EPPERSON, CPA

David Epperson

14	16	15
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P00158801

Firm's name ► SAVILLE DODGEN & COMPANY CPA

Firm's EIN ► 90-0525804

Firm's address ▶ 700 N. PEARL STREET, SUITE 1100
DALLAS, TX 75201

Phone no (214) 922-9727

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANB CORPORATION	25,616.	0.	25,616.	25,616.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	142,734.	0.	142,734.	142,624.	
CIC III, LP	14.	0.	14.	14.	
DESERT PARTNERS V GREENHILL CAPITAL PARTNERS III, LP	12.	0.	12.	12.	
VALESCO COMMERCE STREET CAPITAL LP	329.	0.	329.	329.	
VELOCIS FUND FEEDER LP	2,429.	0.	2,429.	2,429.	
WHITNEY INTERNATIONAL UNIVERSITY	5.	0.	5.	5.	
	20,000.	0.	20,000.	20,000.	
FO PART I, LINE 4	191,139.	0.	191,139.	191,029.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
DENTON COUNTY - LAND	1	914.
VALESCO COMMERCE STREET CAPITAL, LP - TEXAS	2	4.
VELOCIS FUND FEEDER I, LP - TEXAS	3	2,114.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,032.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	15,959.	0.		
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	65,559.	65,559.		
B&W OPERATING	7.	7.		
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	96,709.	96,709.		
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	7,195.	7,195.		
CIC III, LP	2,605.	2,605.		
CIC III, LP	45.	45.		
CIC III, LP	-1,095.	0.		
DESERT PARTNERS V	8,153.	8,153.		
DESERT PARTNERS V	8,632.	8,632.		
DEVON ENERGY PRODUCTION CO LP ROYALTY INCOME	96,919.	96,919.		
GREENHILL CAPITAL PARTNERS III, LP	18,342.	18,342.		
GREENHILL CAPITAL PARTNERS III, LP	2.	2.		
GREENHILL CAPITAL PARTNERS III, LP	-3,137.	0.		
HIGHMOUNT EXPLORATION	44.	44.		
MONTEGO CAPITAL FUND I LTD	673.	673.		
MONTEGO CAPITAL FUND I LTD	23,251.	23,251.		
PAISANO ENERGY FUND I	-2,621.	-2,621.		
VALESCO COMMERCE STREET CAPITAL ORDINARY LOSS	634.	634.		
WILLISTON BASIN ACQUISITION, LLC	-1,126.	-1,126.		
TOTAL TO FORM 990-PF, PART I, LINE 11	336,750.	325,023.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,125.	3,125.		0.
TO FORM 990-PF, PG 1, LN 16B	3,125.	3,125.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	21,287.	0.		21,287.	
OTHER PROFESSIONAL FEES	11,405.	5,703.		5,702.	
TO FORM 990-PF, PG 1, LN 16C	32,692.	5,703.		26,989.	

FORM 990-PF	TAXES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	4,070.	4,070.		0.	
FOREIGN TAXES	2,951.	2,951.		0.	
FEDERAL INCOME TAX	17,276.	0.		0.	
SEVERANCE TAX	3,095.	3,095.		0.	
STATE INCOME TAX	3.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	27,395.	10,116.		0.	

FORM 990-PF	OTHER EXPENSES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVISORY FEES	66,101.	66,101.		0.	
DEPLETION	34,301.	34,301.		0.	
INTANGIBLE DRILLING COSTS	7,712.	7,712.		0.	
INVESTMENT INTEREST EXPENSE	35,253.	35,253.		0.	
NON-DEDUCTIBLE EXPENSES	622.	532.		0.	
OFFICE EXPENSE	2,001.	1,001.		0.	
OTHER PASSTHROUGH EXPENSES	64,692.	64,692.		0.	
ROYALTY DEDUCTIONS	33,688.	33,688.		0.	
SEC. 179 DEDUCTION FROM PASSTHROUGHS	573.	573.		0.	
TO FORM 990-PF, PG 1, LN 23	244,943.	243,853.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
BOOK/TAX DIFFERENCES FROM PASSTHROUGH INVESTMENTS		38,104.	
TOTAL TO FORM 990-PF, PART III, LINE 5		38,104.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNISHINGS	20,391.	11,652.	8,739.
OFFICE FURNISHINGS	1,800.	1,029.	771.
DENTON COUNTY LAND	133,929.	0.	133,929.
TOTAL TO FM 990-PF, PART II, LN 14	156,120.	12,681.	143,439.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	5,952,601.	3,488,280.	3,772,512.
INVESTMENT IN CENTENNIAL MINERAL HOLDINGS, LLC	264,391.	250,863.	250,865.
INVESTMENT IN CIC III, LP	84,413.	115,232.	112,642.
INVESTMENT IN DESERT PARTNERS V, LP	79,033.	342,498.	342,498.
INVESTMENT IN GREENHILL CAPITAL PARTNERS	200,580.	208,878.	273,773.
INVESTMENT IN MONTEGO CAPITAL FUND I LTD	198,452.	177,418.	177,418.
INVESTMENT IN PAISANO ENERGY FUND I, LP	0.	122,471.	122,471.
INVESTMENT IN TREE HOUSE, INC	90,670.	90,670.	90,670.
INVESTMENT IN VALESCO COMMERCE STREET CAPITAL, LP	47,358.	51,266.	46,771.
INVESTMENT IN VELOCIS FUND FEEDER I, LP	515,182.	668,729.	521,068.
INVESTMENT IN VELOCIS FUND II QP, LP	0.	43,312.	43,312.
INVESTMENT IN WILLISTON BASIN ACQUISITION, LLC	0.	3,874.	3,874.

GEORGE E. SEAY, III FOUNDATION

73-1645127

REIMBURSEMENTS	10,000.	10,000.	10,000.
ROYALTY INTEREST - DENTON COUNTY	514,286.	514,286.	514,286.
TO FORM 990-PF, PART II, LINE 15	7,956,966.	6,087,777.	6,282,160.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO VELOCIS FUND, LP	232,787.	209,907.
RENTAL DEPOSIT - DENTON FARM	1,298.	1,298.
UNCLEARED CONTRIBUTIONS	36,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	270,085.	211,205.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

UTE TRAIL RANCH FOUNDATION

GRANTEE'S ADDRESS

325 N. ST PAUL STE 3500
DALLAS, TX 75201

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
122,417.	02/18/14	112,417.	11/12/15

PURPOSE OF GRANT

\$43,137 - VARIOUS PAYMENTS MADE ON BEHALF OF UTE TRAIL RANCH FOUNDATION TO
PAY FOR CHAPEL MAINTENANCE
\$20,000 - FEBRUARY 18, 2014 - CHAPEL WINDOWS
\$8,000 - MARCH 12, 2014 - CHAPEL MAINTENANCE
\$36,280 - APRIL 14, 2014 - CHAPEL MAINTENANCE
\$15,000 - AUGUST 18, 2014 - LODGE CONSTRUCTION

DATES OF REPORTS BY GRANTEE

NOVEMBER 12, 2015

RESULTS OF VERIFICATION

THE UTE TRAIL RANCH FOUNDATION SHARES BOARD MEMBERS WITH THE UTE TRAIL
RANCH FOUNDATION AND ALL BOOKS AND RECORDS HAVE BEEN MADE AVAILABLE.

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	OFFICE FURNISHINGS	09/14/14	200DB	7.00		HY19C	20,391.			10,196.	10,195.			11,652.	1,456.
12	OFFICE FURNISHINGS	11/14/14	200DB	7.00		HY19C	1,800.			900.	900.			1,029.	129.
23	DENTON COUNTY LAND	12/31/10	L				133,929.				133,929.			0.	
* TOTAL 990-PF PG 1 DEPR							156,120.			11,096.	145,024.	0.		12,681.	1,585.