Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 04/01 **, 2014, and ending** 03/31, 20 15

Name of foundation: FAYE L. & WILLIAM L. COWDEN CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 17001 TRUST DEPT.

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: SAN ANTONIO, TX 78217

A Employer identification number: 74-6359520

B Telephone number (see instructions): (210) 283-6500

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,758,505.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	290,036.	290,036.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	834,933.			
	b	Gross sales price for all assets on line 6a 4,580,180.				
	7	Capital gain net income (from Part IV, line 2)		834,933.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	5,000.			
	12	**Total.** Add lines 1 through 11	1,129,969.	1,124,969		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	89,559.	62,691		26,868.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	2,835.	1,417.		1,418.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [4]	7,491.	1,017.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	2,002.	2,002.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	101,887.	67,127.		28,286.
	25	Contributions, gifts, grants paid	620,444.			620,444.
	26	**Total expenses and disbursements.** Add lines 24 and 25	722,331.	67,127.	0	648,730.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	407,638.			
	b	**Net investment income** (if negative, enter -0-)		1,057,842.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b) Book Value**	**(c) Fair Market Value**
Assets	1	Cash - non-interest-bearing	969.		
	2	Savings and temporary cash investments	157,678.	424,881.	424,881.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 6	5,190.	6,480.	6,480.
	10 a	Investments - U S and state government obligations (attach schedule)[7]	70,485.	69,138.	70,674.
	b	Investments - corporate stock (attach schedule) ATCH 8	3,680,299.	3,302,371.	5,006,761.
	c	Investments - corporate bonds (attach schedule) ATCH 9	1,121,121.	1,466,223.	1,485,273.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	5,139,834.	5,314,121.	5,764,436.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,175,576.	10,583,214.	12,758,505.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	10,175,576.	10,583,214.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,175,576.	10,583,214.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,175,576.	10,583,214.	

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	10,175,576.
2	Enter amount from Part I, line 27a	2	407,638.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,583,214.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,583,214.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	834,933.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	605,372.	12,448,952.	0.048628
2012	564,819.	11,664,608.	0.048422
2011	520,381.	11,579,488.	0.044940
2010	552,530.	11,185,065.	0.049399
2009	553,796.	10,433,013.	0.053081

2	Total of line 1, column (d)	2	0.244470
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	0.048894
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,672,123.
5	Multiply line 4 by line 3	5	619,591.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,578.
7	Add lines 5 and 6	7	630,169.
8	Enter qualifying distributions from Part XII, line 4	8	648,730.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	10,578.
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	
3	Add lines 1 and 2			3	10,578.
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	10,578.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,480.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,480.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	11.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,109.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BROADWAY BANK TRUST DPT Telephone no ▶ 210-283-6500

Located at ▶ P.O. BOX 17001 SAN ANTONIO, TX ZIP+4 ▶ 78217

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

			Yes	No
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?	16		X
	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 ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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)	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? ☐ Yes ☒ 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)*	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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	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?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		89,559.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	12,466,753.
b	Average of monthly cash balances	1b	398,347.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,865,100.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,865,100.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	192,977.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,672,123.
6	**Minimum investment return.** Enter 5% of line 5	6	633,606.

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	633,606.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,578.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,578.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	623,028.
4	Recoveries of amounts treated as qualifying distributions			4	5,000.
5	Add lines 3 and 4			5	628,028.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	628,028.

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	648,730.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	648,730.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	10,578.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	638,152.

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				628,028.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			574,987.	
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 648,730.				
a Applied to 2013, but not more than line 2a			574,987.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				73,743.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				554,285.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 12

b The form in which applications should be submitted and information and materials they should include

ATCH 13

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATCH 14

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 15				
Total . . . . ▶ 3a				620,444.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	290,036.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	834,933.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				5,000.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,129,969.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,129,969.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

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

▶ 8/13/15 ▶

Signature of officer or trustee Date Title

Vice President & Trust Officer

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOY REINER		8/11/15		P01224777

Firm's name ▶ BDO USA LLP

Firm's EIN ▶ 13-5381590

Firm's address ▶ 9901 IH-10, SUITE 500
SAN ANTONIO, TX 78230

Phone no 210-342-8000

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROADWAY BANK	252,534.	252,534.
BROADWAY BANK	42,988.	42,988.
BROADWAY BANK - RETURN OF PRIN	-5,486.	-5,486.
TOTAL	290,036.	290,036.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
RETURN OF CHARITABLE DISTRIBUTION	5,000.
TOTALS	5,000.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BDO USA LLP		2,835.	1,417.		1,418.
	TOTALS	2,835.	1,417.		1,418.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX		6,474.	
FOREIGN TAX EXPENSE		1,017.	1,017.
	TOTALS	7,491.	1,017.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOND AMORTIZATION		2,002.	2,002.
	TOTALS	2,002.	2,002.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXCISE TAX	6,480.	6,480.
TOTALS	6,480.	6,480.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
65000 TEXAS ST UNIV SYS REV BD	69,138.	70,674.
STATE OBLIGATIONS TOTAL	69,138.	70,674.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3755 VANGUARD S/T INFL INDEX	188,314.	181,967.
18347.235 ALLIANCEBERNSEIN GL	156,867.	156,502.
13980.606 PIMCO FOREIGN BOND	156,167.	153,926.
1300 ALTRIA GROUP	26,543.	65,026.
1660 AMPHENOL CORP	24,054.	97,824.
865 APPLE	11,095.	107,632.
3735 AQUA AMERICA INC	90,727.	98,417.
1645 AT&T	41,834.	53,709.
590 BERKSHIRE HATHAWAY	39,979.	85,149.
250 BLACKROCK	41,063.	91,460.
990 CATERPILLAR	53,304.	79,230.
1690 CERNER CORP	97,270.	123,809.
705 CHEVRON CORP	38,789.	74,011.
860 CHUBB CORPORATION	82,924.	86,946.
3440 CISCO SYSTEMS INC	72,881.	94,686.
455 COSTCO WHOLESALE	19,010.	68,930.
2575 CSX	52,381.	85,284.
685 CVS CAREMARK	16,707.	70,699.
970 DEERE & COMPANY	72,037.	85,059.
3345 EMC CORP/MASS	54,468.	85,498.
1355 EMERSON ELECTRIC	60,067.	76,720.
1040 EOG RESOURCES	91,523.	95,358.
900 EXXON MOBIL	72,445.	76,500.
1345 GENERAL MILLS	34,464.	76,127.
190 GOOGLE	72,666.	105,393.
1655 HCC INSURANCE	49,113.	93,789.
605 IBM	63,202.	97,102.
995 JOHNSON & JOHNSON	66,467.	100,097.
785 LABORATORY CORP	92,148.	98,981.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1620 JPMORGAN CHASE	69,408.	98,140.
885 MCDONALDS	67,437.	86,234.
1710 METLIFE INC	77,380.	86,441.
665 MONSANTO	54,214.	74,839.
925 NIKE INC	29,573.	92,805.
1130 OCCIDENTAL PETROLEUM	73,997.	82,490.
2360 ORACLE CORP	26,692.	101,834.
785 PHILIP MORRIS INTERNAT'L	42,096.	59,134.
1090 PNC FINANCIAL SERVICES	66,283.	101,632.
355 PPG INDUSTRIES	22,764.	80,067.
1455 PPL CORP	39,687.	48,975.
965 PROCTER & GAMBLE	50,635.	79,072.
1135 QUALCOMM	65,569.	78,701.
3460 QUANTA SERVICES, INC	94,319.	98,714.
920 ROSS STORES INC	66,249.	96,931.
515 SPDR S&P BIOTECH ETF	33,308.	116,133.
770 THERMO FISHER SCIENTIFI	47,273.	103,442.
790 UNITED TECHNOLOGIES	34,893.	92,588.
1190 VF CORPORATION	22,452.	89,619.
945 WALT DISNEY COMPANY	28,178.	99,121.
1190 ACCENTURE PLC	66,669.	111,491.
1140 NESTLE SA SPONS ADR	65,593.	86,148.
1205 NOVARTIS AG ADR	63,594.	102,061.
1720 SANOFI-AVENTIS-ADR	79,480.	85,037.
1070 SCHLUMBERGER LIMITED	76,119.	89,281.
TOTALS	3,302,371.	5,006,761.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
300000 PROCTER & GAMBLE CO	294,000.	302,666.
85000 GENERAL ELECTRIC CAP CP	84,035.	85,636.
150000 CHEVRON CORP	149,343.	151,901.
150000 UNILEVER CAPITAL CORP	150,342.	153,224.
150000 PFIZER INC	151,274.	152,659.
150000 WAL-MART STORES INC	160,227.	163,259.
150000 MCDONALDS CORP	161,598.	161,164.
150000 UNITED PARCEL SERVICE	160,458.	159,396.
150000 ORACLE CORP	154,946.	155,368.
TOTALS	1,466,223.	1,485,273.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
205 AMERICAN TOWER CORP	19,536.	19,301.
260 BOSTON PROPERTIES, INC.	19,620.	36,525.
290 DIGITAL REALTY TRUST INC	19,329.	19,128.
405 EQUITY RESIDENTIAL	21,300.	31,533.
285 HCP INC TRUST	6,761.	12,315.
220 PUBLIC STORAGE	11,845.	43,371.
212 SIMON PPTY GROUP	12,663.	41,476.
600 TANGER FACTORY OUTLET CTR	5,577.	21,102.
180 VENTAS INC	12,130.	13,144.
205 VORNADO REALTY TRUST	9,893.	22,960.
2295.613 THIRD AVE REAL ESTATE	49,368.	74,447.
20779.221 361 CAPITAL MANAGED	240,000.	240,416.
21044.632 ABSOLUTE STR FUND CL	225,693.	232,333.
21220.982 NEUBERGER BERMAN	236,216.	232,370.
1240 SPDR GOLD TRUST	92,527.	140,938.
2837.553 PRINCIPAL DIVERSIFIED	33,625.	34,136.
4475 CREDIT SUISSE MLP	116,612.	135,951.
2850 JPMORGAN ALERIAN MLP INDX	117,081.	121,980.
17880.605 EATON VANCE DIV CURR	190,044.	171,117.
150000 GOLDMAN SACHS BK USA CD	150,000.	150,969.
150000 GE CAPITAL BANK CD	150,000.	151,405.
250000 DISCOVER BANK CD	250,000.	251,248.
50000 GOLDMAN SACH BANK USA CD	50,000.	50,005.
18774.809 FEDERATED FLOATING	187,028.	186,622.
6186.973 FED INST HIGH YIELD	61,690.	61,932.
9233.356 T ROWE PRICE HIGH YIE	62,161.	63,248.
30990.057 VANGUARD HIGH YIELD	186,500.	185,940.
6362.138 VANGUARD INFL PROT FD	160,471.	166,624.
8234.444 ARTISAN MID CAP FUND	290,350.	388,419.
2652.279 LOOMIS SAYLES SMALL	77,227.	95,747.
1052.699 VANGUARD EXPL FD ADM	76,728.	96,775.
12204.282 VANGUARD SEL VALUE	224,933.	350,873.
19336.729 ABERDEEN EMERGING MK	277,692.	269,167.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
15054.18 LAZARD EMERGING MKT	279,201.	253,813.
18610.785 MFS INTERNATIONAL	635,000.	685,621.
19482.074 OPPENHEIMER INTL GTH	755,320.	711,485.
TOTALS	5,314,121.	5,764,436.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
BROADWAY BANK TRUST DEPT P.O. BOX 17001 TRUST DEPT. SAN ANTONIO, TX 78217	TRUSTEE	89,559.
	GRAND TOTALS	89,559.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

TAMMY ASHBY, BROADWAY BK TR DPT
P.O. BOX 17001 TRUST DEPT
SAN ANTONIO, TX 78217
210-283-6500

ATTACHMENT 13

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING. DISTRIBUTIONS SHALL BE MADE ONLY TO ORGANIZATIONS DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2), 2055(A)(2) AND 2522(A)(2)

ATTACHMENT 14

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS MUST BE USED IN THE STATE OF TEXAS AND MADE TO QUALIFIED ORGANIZATIONS WHICH DIRECT THEIR ACTIVITIES TOWARD THE HEALTH, MEDICAL CARE AND TREATMENT OF CHILDREN; THE EDUCATION OF CHILDREN AND YOUNG ADULTS; THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS; AND THE PROTECTION AND PRESERVATION OF WILDLIFE AND NATURAL AREAS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALAMO AREA RAPE CRISIS CENTER 7500 US 90 W, STE 201, BLDG 2 SAN ANTONIO, TX 78227	NONE PC	CHARITABLE	7,750
ANIMAL DEFENSE LEAGUE OF TEXAS 11300 NACOGDOCHES SAN ANTONIO, TX 78217	NONE PC	CHARITABLE	5,000
ANIMAL FRIENDS HUMANE SOCIETY 28730 IH 10 W BOERNE, TX 78006	NONE PC	CHARITABLE	5,000
ARC OF SAN ANTONIO 13430 WEST AVE SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	15,000
ASSISTANCE LEAGUE OF SAN ANTONIO P O BOX 171384 SAN ANTONIO, TX 78217	NONE PC	CHARITABLE	10,000
AUTISTIC TREATMENT CENTER, INC 10503 METRIC DR DALLAS, TX 78243	NONE PC	CHARITABLE	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA 2226 NW MILITARY SAN ANTONIO, TX 78213	NONE PC	CHARITABLE	5,000
BOYS & GIRLS CLUBS OF SAN ANTONIO 600 SW 18TH ST SAN ANTONIO, TX 78207	NONE PC	CHARITABLE	5,000
BRIGHTON SCHOOL, INC 14207 HIGGINS ROAD SAN ANTONIO, TX 78217	NONE PC	CHARITABLE	3,000
BULVERDE-SPRING BRANCH EMS 353 RODEO DRIVE SPRING BRANCH, TX 78070	NONE PC	CHARITABLE	5,000
CENTER FOR FAMILY RELATIONS 1818 SAN PEDRO AVE SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	10,000
CHILD ADVOCACY CENTERS OF TEXAS 1501 W ANDERSON LN, BLDG B100 AUSTIN, TX 78757	NONE PC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S ASSOCIATION FOR MAXIMUM POTENTIAL 2525 LADD STREET, BLDG 3850 SAN ANTONIO, TX 78236	NONE PC	CHARITABLE	10,000
CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS 205 W OLMOS DR SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	10,000
CHILDREN'S CHORUS OF SAN ANTONIO 106 AUDITORIUM CIR, SUITE 115 SAN ANTONIO, TX 78205	NONE PC	CHARITABLE	5,000
CLARITY CHILD GUIDANCE CENTER 8535 TOM SLICK ROAD SAN ANTONIO, TX 78229	NONE PC	CHARITABLE	10,000
COMAL COUNTY FAMILY VIOLENCE SHELTER, INC P O BOX 31344 NEW BRAUNFELS, TX 78131	NONE PC	CHARITABLE	834
COMMUNITIES IN SCHOOLS OF SAN ANTONIO 1616 EAST COMMERCE, BUILDING ONE SAN ANTONIO, TX 78205	NONE PC	CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DAUGHTERS OF CHARITY SERVICES 7607 SOMERSET RD SAN ANTONIO, TX 78211	NONE PC	CHARITABLE	10,000
DOWN SYNDROME ASSOCIATION OF SAN ANTONIO 4702 WEST AVE, SUITE 6 SAN ANTONIO, TX 78213	NONE PC	CHARITABLE	15,000
FAMILY SERVICE ASSOCIATION 702 SAN PEDRO AVE SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	5,000
FAMILY VIOLENCE PREVENTION SERVICES 7911 BROADWAY SAN ANTONIO, TX 78209	NONE PC	CHARITABLE	10,000
GIRL SCOUTS OF SOUTHWEST TEXAS 811 N COKER LOOP SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	15,000
GIRLS INCORPORATED OF SAN ANTONIO 2939 WOODLAWN AVE SAN ANTONIO, TX 78228	NONE PC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SAMARITAN CENTER 1600 SALTILLO ST SAN ANTONIO, TX 78207	NONE PC	CHARITABLE	5,000
GUIDE DOGS OF TEXAS 1503 ALLENA DRIVE SAN ANTONIO, TX 78213	NONE PC	CHARITABLE	10,000
HAVEN FOR HOPE 1 HAVEN FOR HOPE WAY SAN ANTONIO, TX 78207	NONE PC	CHARITABLE	5,000
HEALY-MURPHY CENTER 618 LIVE OAK SAN ANTONIO, TX 78202	NONE PC	CHARITABLE	5,000
HOUSE OF NEIGHBORLY SERVICE 407 N CALAVERAS SAN ANTONIO, TX 78207	NONE PC	CHARITABLE	10,000
HUMANE SOCIETY OF SAN ANTONIO 4804 FREDERICKSBURG RD SAN ANTONIO, TX 78229	NONE PC	CHARITABLE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOVEN, INC P O BOX 14007 SAN ANTONIO, TX 78214	NONE PC	CHARITABLE	10,000
JUNIOR ACHIEVEMENT OF SOUTH TEXAS 403 E RAMSEY SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	10,000
KINETIC KIDS P O BOX 690993 SAN ANTONIO, TX 78269	NONE PC	CHARITABLE	15,000
LITERACY SAN ANTONIO, INC 10730 GULFDALE SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	4,900
MAGICK THEATRE 420 S ALAMO ST SAN ANTONIO, TX 78205	NONE PC	CHARITABLE	5,000
MAKE-A-WISH FOUNDATION OF CENTRAL AND SOUTH TEXAS 1931 NW MILITARY HWY SAN ANTONIO, TX 78213	NONE PC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO, TX 78210	NONE PC	CHARITABLE	5,000
MISSION ROAD DEVELOPMENTAL CENTER 8706 MISSION ROAD SAN ANTONIO, TX 78214	NONE PC	CHARITABLE	10,000
MITCHELL LAKE AUDUBON CENTER 10750 PLEASANTON ROAD SAN ANTONIO, TX 78221	NONE PC	CHARITABLE	7,000
MUSICAL BRIDGES AROUND THE WORLD, INC 23705 IH 10 W SAN ANTONIO, TX 78257	NONE PC	CHARITABLE	5,000
PALMER DRUG ABUSE PROGRAM P O BOX 782155 SAN ANTONIO, TX 78278	NONE PC	CHARITABLE	10,000
PREVENT BLINDNESS TEXAS 2202 WAUGH DR HOUSTON, TX 77006	NONE PC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT MEND 5727 IH 10 WEST SAN ANTONIO, TX 78201	NONE PC	CHARITABLE	5,000
REACHING MAXIMUM INDEPENDENCE, INC 6336 MONTGOMERY RD SAN ANTONIO, TX 78239	NONE PC	CHARITABLE	2,500
RESPITE CARE OF SAN ANTONIO, INC PO BOX 12633 605 BELKNAP SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	10,000
ROY MAAS' YOUTH ALTERNATIVES 3103 WEST AVE SAN ANTONIO, TX 78213	NONE PC	CHARITABLE	15,000
SAMMINISTRIES 5254 BLANCO RD SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	10,000
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON SAN ANTONIO, TX 78205	NONE PC	CHARITABLE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 W SAN ANTONIO, TX 78227	NONE PC	CHARITABLE	10,000
SAN ANTONIO LIGHTHOUSE FOR THE BLIND 2305 ROOSEVELT AVE SAN ANTONIO, TX 78210	NONE PC	CHARITABLE	10,000
SAN ANTONIO LITTLE THEATRE, INC P O BOX 12356 SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	7,000
SAN ANTONIO MUSEUM OF ART 200 W JONES AVE SAN ANTONIO, TX 78215	NONE PC	CHARITABLE	10,000
SAN ANTONIO PETS ALIVE, INC P O BOX 830006 SAN ANTONIO, TX 78283	NONE PC	CHARITABLE	5,000
SAN ANTONIO YOUTH LITERACY 1616 E COMMERCE ST SAN ANTONIO, TX 78205	NONE PC	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION 100 NE LOOP 410, SUITE 706 SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	15,000
SETON HOME 1115 MISSION RD SAN ANTONIO, TX 78210	NONE PC	CHARITABLE	15,000
SPAY NEUTER ASSISTANCE PROGRAM P O BOX 70286 HOUSTON, TX 70286	NONE PC	CHARITABLE	5,000
ST JUDE'S RANCH FOR CHILDREN P O BOX 311682 NEW BRAUNFELS, TX 78131	NONE PC	CHARITABLE	10,000
ST PETER & ST JOSEPH CHILDREN'S HOME 919 MISSION RD SAN ANTONIO, TX 78210	NONE PC	CHARITABLE	10,000
SUNSHINE COTTAGE SCHOOL FOR DEAF CHILDREN 603 E HILDEBRAND AVE SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD KINGSVILLE, TX 78363	NONE PC	CHARITABLE	10,000
TEAMABILITY, INC 1711 N TRINITY ST SAN ANTONIO, TX 78201	NONE PC	CHARITABLE	8,660
TEXAS BIOMEDICAL RESEARCH INSTITUTE 7620 NW LOOP 410 SAN ANTONIO, TX 78227	NONE PC	CHARITABLE	15,000
TEXAS COMMUNITY HEALTH NETWORK, INC 3503 LURA LN SAN ANTONIO, TX 78228	NONE PC	CHARITABLE	5,000
TEXAS DIAPER BANK 5415 BANDERA RD, STE 504 SAN ANTONIO, TX 78238	NONE PC	CHARITABLE	5,000
THE CHILDRENS SHELTER 2939 W WOODLAWN SAN ANTONIO, TX 78228	NONE PC	CHARITABLE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CLASSIC THEATRE OF SAN ANTONIO P O BOX 15454 SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	6,500
THE SADDLE LIGHT CENTER 17530 OLD EVANS RD SELMA, TX 78154	NONE PC	CHARITABLE	5,000
TRANSPLANTS FOR CHILDREN 7550 W IH 10 #104 SAN ANTONIO, TX 78229	NONE PC	CHARITABLE	10,000
UNICORN CENTERS, INC 4630 HAMILTON WOLFE SAN ANTONIO, TX 78229	NONE PC	CHARITABLE	10,000
WILDLIFE RESCUE AND REHABILITATION 137 EARL STREET SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	14,800
YMCA OF GREATER SAN ANTONIO 3233 N ST MARY'S ST SAN ANTONIO, TX 78212	NONE PC	CHARITABLE	15,000
		TOTAL CONTRIBUTIONS PAID	620,444

FAYE L. & WILLIAM L COWDEN CHARITABLE 74-6359520

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
RETURN OF CHARITABLE DISTRIBUTION			01	5,000.	
TOTALS				5,000.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SALE OF PUBLICLY TRADED SECURITIES						
4,481,370.		3,745,247.					736,123.	
		CAPITAL GAINS DISTRIBUTIONS						
98,810.							98,810.	
TOTAL GAIN(LOSS)		....					834,933.	