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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014Department 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.

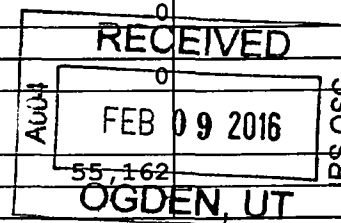
Open to Public Inspection

For calendar year 2014 or tax year beginning **10/01/14**, and ending **09/30/15**

Name of foundation PENLAND FOUNDATION		A Employer identification number 20-5692339
Number and street (or P.O. box number if mail is not delivered to street address) 6550 TRAM ROAD		B Telephone number (see instructions) 409-722-4594
City or town, state or province, country, and ZIP or foreign postal code BEAUMONT TX 77713		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,950,950		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (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)	1,871,200			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,643	12,643		
	4 Dividends and interest from securities	34,448	34,448		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,071			
	b Gross sales price for all assets on line 6a	8,071			
	7 Capital gain net income (from Part IV, line 2)		8,071		
	8 Net short-term capital gain			0	
	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) Stmt 1	4,679				
12 Total Add lines 1 through 11	1,931,041	55,162	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	1,099			
	b Accounting fees (attach schedule) Stmt 3	3,490			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	1,660			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	6,249			
	25 Contributions, gifts, grants paid	688,900			688,900
26 Total expenses and disbursements. Add lines 24 and 25	695,149			688,900	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,235,892				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing	46,004	36,927	36,927
	2 Savings and temporary cash investments	758,445	1,984,441	1,984,441
	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 ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 5	3,263,226	3,276,003	3,922,095
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶ See Statement 6)	1,303	7,487	7,487
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,068,978	5,304,858	5,950,950
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,068,978	5,304,858	
	30 Total net assets or fund balances (see instructions)	4,068,978	5,304,858	
	31 Total liabilities and net assets/fund balances (see instructions)	4,068,978	5,304,858	

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	4,068,978
2 Enter amount from Part I, line 27a	2	1,235,892
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,304,870
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	12
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,304,858

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	WILLISTON BASIN MID NORTH AM			
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 8,071			8,071
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			8,071
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	8,071
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	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	259,548	4,604,968	0.056363
2012	303,574	2,816,954	0.107767
2011	216,650	2,820,244	0.076820
2010	293,297	2,842,586	0.103180
2009	292,738	2,405,342	0.121703

2 Total of line 1, column (d)	2	0.465833
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	0.093167
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,921,260
5 Multiply line 4 by line 3	5	551,666
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	552
7 Add lines 5 and 6	7	552,218
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	688,900

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	552
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	552
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	552
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	676
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	676
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	124
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 124 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b 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) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Stmt 8

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 ► NO WEBSITE	13	X	
14	The books are in care of ► JOE PENLAND, SR. 6550 TRAM ROAD Located at ► BEAUMONT	Telephone no ► 409-722-4594 TX ZIP+4 ► 77713		
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		
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"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20 , 20 , 20 , 20		
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 ► 20 , 20 , 20 , 20		
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)? **N/A** ☐ **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? **N/A** ☐ 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? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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
JOE PENLAND, SR 6550 TRAM ROAD TX 77713	PRESIDENT 1.00	0	0	0
LINDA PENLAND 6550 TRAM ROAD TX 77713	VP 0.50	0	0	0
JOE C. VERNON P. O. BOX 1916 TX 77627	DIRECTOR 0.25	0	0	0
JOE PENLAND, JR. 6550 TRAM ROAD TX 77713	DIRECTOR 1.00	0	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**0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		

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 N/A	
2	
All other program-related investments. See instructions.	
3	

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	3,933,376
b	Average of monthly cash balances	1b	2,022,188
c	Fair market value of all other assets (see instructions)	1c	55,867
d	Total (add lines 1a, b, and c)	1d	6,011,431
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	6,011,431
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	90,171
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,921,260
6	Minimum investment return. Enter 5% of line 5	6	296,063

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	296,063
2a	Tax on investment income for 2014 from Part VI, line 5	2a	552
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	552
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	295,511
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	295,511
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	295,511

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	688,900
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B		
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	688,900
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	552
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	688,348

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				295,511
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	167,187			
b From 2010	151,338			
c From 2011	75,997			
d From 2012	163,402			
e From 2013	29,975			
f Total of lines 3a through e	587,899			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 688,900				
a Applied to 2013, but not more than line 2a				
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				295,511
e Remaining amount distributed out of corpus	393,389			
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:	981,288			
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				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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	167,187			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	814,101			
10 Analysis of line 9				
a Excess from 2010	151,338			
b Excess from 2011	75,997			
c Excess from 2012	163,402			
d Excess from 2013	29,975			
e Excess from 2014	393,389			

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

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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

JOE PENLAND, SR.

\$1,626,273

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

N/A

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

**JOE PENLAND, SR. 409-722-4594
6550 TRAM ROAD BEAUMONT TX 77713**

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

See Statement 9

c Any submission deadlines

N/A

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

N/A

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 See Statement 10				688,900
Total			▶ 3a	688,900
b Approved for future payment N/A				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

PENLAND FOUNDATION**20-5692339**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐
- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33
- $\frac{1}{3}$
- % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

PENLAND FOUNDATION

Employer identification number

20-5692339**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOE PENLAND, SR. 6550 TRAM ROAD BEAUMONT TX 77713	\$ 1,626,273	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	TRAM ROAD PARTNERS, LP 6550 TRAM ROAD BEAUMONT TX 77713	\$ 144,927	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	QUALITY MAT COMPANY 6550 TRAM ROAD BEAUMONT TX 77713	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ARPA ADV. RADIATION PHYS., LP	\$ 4,679	\$	\$
Total	\$ 4,679	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 1,099	\$	\$	\$
Total	\$ 1,099	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,490	\$	\$	\$
Total	\$ 3,490	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBI TAX	\$ 433	\$	\$	\$
EXCESS TAX	1,227			
Total	\$ 1,660	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ARPA ADV. RADIATION PHYS. ASSOC., LP	\$ 43,674	\$ 48,380	Cost	\$ 48,380
INVESTMENT - CBFH, INC	2,000,000	2,000,000	Cost	2,688,000
INVESTMENT - CITIGROUP, INC	966,552	966,552	Cost	1,031,220
INVESTMENT - WILLISTON BASIN	253,000	261,071	Cost	154,495
Total	\$ 3,263,226	\$ 3,276,003		\$ 3,922,095

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID UBI TAX	\$ 960	\$ 527	\$ 527
PREPAID EXCESS TAX	343	124	124
DUE FROM JOE PENLAND SR		6,836	6,836
Total	\$ 1,303	\$ 7,487	\$ 7,487

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Nondeductible expenses from Passthrough K1	\$ 12
Total	\$ 12

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Statement 8 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
JOE PENLAND, SR.	6550 TRAM ROAD	BEAUMONT TX 77713
TRAM ROAD PARTNERS, LP	6550 TRAM ROAD	BEAUMONT TX 77713
QUALITY MAT COMPANY	6550 TRAM ROAD	BEAUMONT TX 77713

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
JOE PENLAND, SR.	\$ 1,626,273
Total	\$ 1,626,273

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

NO SPECIFIC PRESCRIBED FORM IS REQUIRED AND INVESTIGATION
IS MADE ON A CASE BY CASE BASIS TO DETERMINE SPECIFIC
NEEDS OF THE CHARITY AND IS APPROVED BY THE BOARD,
PURSUANT TO THE IRS CODE SEC. 170(C)(2) AND SEC.
(501)(C)(3)

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During theYear

Name		Address		Relationship	Status	Purpose	Amount
Address							
100 CLUB OF HOUSTON HOUSTON TX 77056		5555 SAN FELIPE STREET #5 UNRELATED PC				SURVIVORS' FUND	2,500
ALZHEIMER'S ASSOCIATION BEAUMONT TX 77701		700 NORTH ST UNRELATED PC				FUNDRAISER (RESEARCH)	500
AMERICAN CANCER SOCIETY BEAUMONT TX 77701		755 S. 11TH STREET #212 UNRELATED PC				RELAY FOR LIFE	5,000
ANAYAT HOUSE BEAUMINT TX 77702		P.O. BOX 5934 UNRELATED PC				FUNDRAISER (OPERATIONS)	500
ASGCA HOUSTON TX 77044		9831 SHADOW VILLA LANE UNRELATED PC				FUNDRAISER FOR EVENT	200
BEA USA, LLC KOUNTZE TX 77625		6298 LAIRD ROAD UNRELATED NC				POLICE EQUIPMENT	3,000
GIRLS HAVEN BEAUMONT TX 77701		3380 FANNIN STREET UNRELATED PC				FUNDRAISER FOR ORGANIZATION	500
BEAUMONT POLICE DEPT BENEFIT ASSOC. BEAUMONT TX 77720		P.O. BOX 22722 UNRELATED PC				CHAMPIONSHIP SPONSORSHIP	1,000
BEAUMONT POLICE DEPT. BEAUMONT TX 77704		COPS & KIDS P.O. BOX 3827 UNRELATED GOV				CAPTAIN SPONSOR FOR KIDS EVENT	2,500
BEAUMONT SEE BEAUMONT TX 77720		P.O. BOX 20151 UNRELATED NC				EYEGLASSES FOR KIDS	525
BEAUMONT SPINDLETOP ROTARY FOUNDATION BEAUMONT TX 77726		P.O. BOX 5509 UNRELATED PC				KIDS' SOAPBOX DERBY	5,000
BMT KIWANIS CLUB ORANGE TX 77631-1216		PO BOX 1216 UNRELATED PC				ENTRY TICKETS FOR KIDS EVENT	110
BOYS & GIRLS CLUB OF HARDIN CO. SILSBEE TX 77656		P.O. BOX 2022 UNRELATED PC				FUNDRAISER FOR ORGANIZATION	1,050
BOYS HAVEN BEAUMONT TX 77713		3655 N. MAJOR DRIVE UNRELATED PC				SERVICES FOR BOYS HAVEN	1,000
BUNA BRIDLE CLUB BUNA TX 77612		P.O. BOX 741 UNRELATED NC				FUNDRAISER FOR EVENTS	500
BUNA BUYERS COMMITTEE KIRBYVILLE TX 75956		P.O. BOX 253 UNRELATED NC				FUNDRAISER FOR ORGANIZATION	250
CASA AUSTIN TX 78757		1501 WEST ANDERSON LANE UNRELATED PC				PLAYHOUSE FOR ABUSED KIDS	2,500

Federal Statements

**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
CECILIA JR-SR HIGH SCHOOL	BREAUX BRIDGE LA 70517	BREAUX BRIDGE	GOV	UNRELATED		BAND CAMP	1,250
CHINA ELEMENTARY SCHOOL PTO	CHINA TX 77613	P.O. BOX 398	NC	UNRELATED		SCHOOL FUNDRAISER	500
CHRISTUS HEALTH FOUNDATION SETX	BEAUMONT TX 77702	2830 CALDER	PC	UNRELATED		EQUIPMENT & RENOVATION SURGERY FLOOR	95,000
CHRISTUS HEALTH FOUNDATION SETX	BEAUMONT TX 77702	2830 CALDER	PC	UNRELATED		FUNDRAISER	10,000
COTY SMITH MEMORIAL SCHOLARSHIP	JASPER TX 75951	1011 EAST GIBSON	NC	UNRELATED		SCHOLARSHIP FOR SCHOOL AWARDS	2,000
DAVID F. MOLINA MEMORIAL BENEFIT	BEAUMONT TX 77705	8075 DAWN DRIVE	NC	UNRELATED		SCHOLARSHIP	400
DEPARTMENT OF PUBLIC SAFETY	AUSTIN TX 78752-4431	5805 NORTH LAMAR BLVD	GOV	UNRELATED		SUPPORT FOR DPS TROOPERS	500
EL MINA SHRINE CENTER	NEDERLAND TX 77627	3318 HWY 365	PC	UNRELATED		KID FEST FOR LESS FORTUNATE	200
FAMILY SERVICES	BEAUMONT TX 77701	3550 FANNIN	GOV	UNRELATED		FAMILY SERVICES OPERATIONS	500
FIRE MUSEUM OF TX	BEAUMONT TX 77701	400 WALNUT STREET	PC	UNRELATED		FIRE EDUCATION FOR KIDS	500
FIRST UNITED METHODIST CHURCH	KOUNTZE TX 77625	1015 SOUTH PINE ST	PC	UNRELATED		CHURCH MEMORIAL FUND	2,500
GARTH HOUSE	BEAUMONT TX 77701	1895 MCFADDIN STREET	PC	UNRELATED		FUNDRAISER FOR ABUSED KIDS	1,000
GIFT OF LIFE	BEAUMONT TX 77706	2390 DOWLEN ROAD	PC	UNRELATED		CANCER SCREENING SUPPORT	100,000
GIRLS HAVEN	BEAUMONT TX 77701	3380 FANNIN STREET	PC	UNRELATED		BUILDING COSTS	28,837
GIRLS HAVEN	BEAUMONT TX 77701	3380 FANNIN STREET	PC	UNRELATED		GOLF TOURNAMENT FUNDRAISER	10,000
GIVE A WISH, INC	KINDER LA 70648	P.O. BOX 778	PC	UNRELATED		GRANT WISHES TO SICK KIDS	1,000
HARDIN COUNTY CPS BOARD	KOUNTZE TX 77625	P.O. BOX 1797	PC	UNRELATED		CLOTHING DRIVE	200

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address			Purpose	Amount
Address		Relationship	Status			
HARDIN COUNTY YOUTH PROJECT SHOW	KOUNTZE TX 77625	P.O. BOX 1394	NC	FALL SHOW PROJECTS	32,900	
IN TOUCH MINISTRIES	ATLANTA GA 30357	P.O. BOX 7900	PC	MINISTRIES	7,000	
JASPER COUNTY JR LIVESTOCK FOUND.	KIRBYVILLE TX 75956	P.O. BOX 253	PC	CALF SCRAMBLE	2,320	
JEFFERSON COUNTY PRECINCT	PORT ARTHUR TX 77640	525 LAKESHORE DRIVE	GOV	HEALTH FAIR	1,000	
JEFFERSON COUNTY TOYS & TOTS	TRIANGLE VA 22172-1776	18251 QUANTICO GATEWAY DR	GOV	XMAS TOYS FOR KIDS	1,000	
KELLY HIGH SCHOOL	BEAUMONT TX 77703	5355 PINE ST	PC	PROJECT GRADUATION	1,100	
KOUNTZE BOOSTER RODEO CLUB	KOUNTZE TX 77625	P.O. BOX 460 -1488 FM 129	NC	FUNDRAISER FOR ORGANIZATION	4,125	
KOUNTZE HIGH SCHOOL	KOUNTZE TX 77625	PO BOX 460 - 1488 FM 1293	GOV	SCHOLARSHIP FUND	16,000	
KOUNTZE HIGH SCHOOL	KOUNTZE TX 77625	P.O. BOX 460 -1488 FM 129	GOV	FUNDRAISER - FISHING CLUB	2,500	
KOUNTZE HIGH SCHOOL	KOUNTZE TX 77625	PO BOX 460 - 1488 FM 1293	PC	SPRING SHOW	19,245	
KYFCL	KOUNTZE TX 77625	P.O. BOX 503	NC	TEAM SPONSOR	1,000	
LAMAR UNIVERSITY	BEAUMONT TX 77710	P.O. BOX 10011	GOV	FUNDRAISER FOR ORGANIZATION	2,500	
LAMAR UNIVERSITY	BEAUMONT TX 77710	P.O. BOX 10038	GOV	FUNDRAISER FOR DANCE TEAM	1,000	
LEASERSHIP SOUTHEAST TEXAS	NEDERLAND TX 77627	410 MEMORIAL FWY	PC	BIKE EQUIPMENT FOR KIDS	1,000	
LEGACY CHRISTIAN ACADEMY	FRISCO TX 75034	5000 ACADEMY DRIVE	PC	FUNDRAISER -PLATINUM SPONSORSHIP	10,000	
LEGACY CHRISTIAN ACADEMY	FRISCO TX 75034	5000 ACADEMY DRIVE	PC	SCHOLARSHIP FUND	16,860	
LIT FOUNDATION	BEAUMONT TX 77710	P.O. BOX 10085	PC	FUNDRAISER SILVER SPONSOR	2,500	

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
LUMBERTON FIRE DEPARTMENT		228 COUNTRY LANE DR					
LUMBERTON TX 77657		UNRELATED	GOV			FIRE EQUIPMENT	375
MAGNOLIA MANOR NURSING AND REHAB.		4400 GULF AVE					
GROVES TX 77619		UNRELATED	NC			GIFTS FOR ELDERLY	500
MARAUDER BASEBALL CLUB INC		P.O. BOX 8830					
LUMBERTON TX 77657		UNRELATED	PC			TEAM SPONSOR	1,000
MD ANDERSON CANCER CENTER		P.O. BOX 4486					
HOUSTON TX 77210-4486		UNRELATED	PC			CANCER RESEARCH	125,000
MDA		700 NORTH ST					
BEAUMONT TX 77701		UNRELATED	PC			MDA LOCK UP	114
MID COUNTY OPTIMIST CLUB							
MISSISSIPPI CHARITY HORSE SHOW		UNRELATED	PC			SCHOOL RUN TROPHY	1,615
JACKSON MS 39225		P.O. BOX 22707					
MKCHS PROJECT GRADUATION		UNRELATED	PC			KIDS IN HOSPITAL	1,000
BEAUMONT TX 77707		5950 KELLY DR					
UNRELATED		PC				PROJECT GRADUATION	500
NAFUD SHRINERS		3318 HWY 365 BOX #209					
NERDERLAND TX 77627		UNRELATED	PC			SCHOOL SUPPLIES FOR KIDS	500
NECHES RIVER FESTIVAL		2643 NORTH ST					
BEAUMONT TX 77702		UNRELATED	PC			COMMUNITY CELEBRATION	1,500
NERDERLAND HERITAGE FESTIVAL		P.O. BOX 1176					
NERDERLAND TX 77627		UNRELATED	PC			COMMUNITY CELEBRATION	100
NERDERLAND HIGH SCHOOL		220 N. 17TH ST					
NERDERLAND TX 77627		UNRELATED	GOV			PROJECT GRADUATION	500
NERDERLAND LITTLE LEAGUE		P.O. BOX 368					
NERDERLAND TX 77627		UNRELATED	PC			TEAM SPONSORSHIP	500
NUTRITION AND SERVICES FOR SENIOR		4590 CONCORD					
BEAUMONT TX 77703		UNRELATED	GOV			MEALS ON WHEELS	500
O.C.Y.R.A.		8317 LINSOMB ROAD					
ORANGE TX 77632		UNRELATED	PC			FUNDRAISER FOR ORGANIZATION	100
PNG SOFTBALL LEAGUE		P.O. BOX 151					
PORT NECHES TX 77651		UNRELATED	PC			TEAM SPONSOR	200
PNGSL		P.O. BOX 151					
PORT NECHES TX 77651		UNREALTED	PC			TEAM SPONSOR	300

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
RHETT LATHAN SCHOLARSHIP FUND LIVINGSTON TX 77351				P.O. BOX 111 UNRELATED	NC	SCHOLARSHIP FUND - SADDLE SPONSOR	2,000
SETX HEAT BEAUMONT TX 77726				P.O. BOX 12374 UNRELATED	PC	TEAM SPONSOR	3,200
SHARED MISSIONS, INC KOUNTZE TX 77625				P.O. BOX 566 UNRELATED	PC	MEDICAL BILLS FOR LOW INCOME PERSONS	404
SILSBEE LIONS CLUB SILSBEE TX 77656				P.O. BOX 1715 UNRELATED	PC	CIRCUS TICKETS FOR LOW INCOME KIDS	220
SOUTHERN GRACE PRODUCTIONS WINNIE TX 77665				501 STERRITT ROAD UNRELATED	PC	FUNDRAISER - PLATINUM SPONSOR	1,400
ST. ANNE'S CATHOLIC SCHOOL HOUSTON TX 77098				2120 WESTHEIMER ROAD UNRELATED	PC	SCHOOL FUNDRAISER	4,500
SYMPHONY LEAGUE OF BEAUMONT BEAUMONT TX 77706				8165 WHITE ROAD UNRELATED	PC	SYMPHONY EXPENSES	2,500
TEXAS CHILDREN'S HOSPITAL HOUSTON TX 77030-4412				1919 S. BRAESWOOD UNRELATED	PC	FOOD ALLERGY PROGRAM WITH DR. DAVIS	50,000
TEXAS RICE FESTIVAL WINNIE TX 77665				P.O. BOX 147 UNRELATED	PC	COMMUNITY CELEBRATION	250
THE 100 CLUB OF SOUTHEAST TEXAS BEAUMONT TX 77704				P.O. BOX 3405 UNRELATED	PC	FUNDRAISER FOR ORGANIZATION	30,000
THE ROYAL CANDACE LADIES CLUB KOUNTZE TX 77625				P.O. BOX 541 UNRELATED	PC	SCHOLARSHIPS	1,000
THSRA REGION V CENTER TX 75935				704 1/2 SOUTHVIEW CIRCLE UNRELATED	NC	FUNDRAISER - SADDLE SPONSOR	1,000
TJHRA REGION V CALDWELL TX 77836				P.O. BOX 886 UNRELATED	NC	FUNDRAISER - SADDLE SPONSOR	2,000
TOURNAMENT OF THE STARS LAKE CHARLES LA 70602				P.O. BOX 1385 UNRELATED	PC	FUNDRAISER - PLATINUM SPONSOR	2,500
TRIUMPH CHURCH ANGEL TREE BEAUMONT TX 77708				10255 EASTEX FREEWAY UNRELATED	NC	XMAS GIFTS FOR KIDS	750
TWIN COUNTY YOUTH BASEBALL SOUR LAKE TX 77659				P.O. BOX 88 UNRELATED	PC	TEAM SPONSOR	100
WE ARE MIRACLES				UNRELATED	NC	SPECIAL NEEDS KIDS	500

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
WILDWOOD MEN'S GOLF ASSOCIATION	2200 BUTTON WILLOW						
VILLAGE MILLS TX 77663	UNRELATED	PC				COMMUNITY FUNDRAISER	100
YMBL	7250 WESPARK DR						
BEAUMONT TX 77705	UNRELATED	PC				LIVESTOCK PROJECTS	33,600
YOUNGLIFE	PO BOX 520						
COLORADO SPRINGS CO 80901	UNRELATED	PC				KIDS IN CHRIST	15,500
Total							688,900