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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation
BOOTH FOUNDATION INC

% NICHOLAS D ENDRES CPA

Number and street (or P O box number if mail is not delivered to street address)
2001 SAILFISH POINT BLVD 316

City or town, state or province, country, and ZIP or foreign postal code
STUART, FL 34996

A Employer identification number
20-0667161

B Telephone number (see instructions)
(772) 225-4391

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) \$ 24,653,724

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))

Revenue

1 Contributions, gifts, grants, etc , received (attach schedule) 0

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 676,511 676,511

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10 1,492,166

b Gross sales price for all assets on line 6a 5,359,587

7 Capital gain net income (from Part IV, line 2) 1,492,166

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) -602,981 28,158

12 Total.Add lines 1 through 11 1,565,696 2,196,835

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).

b Accounting fees (attach schedule). 24,016 16,811 0 1,201

c Other professional fees (attach schedule) 66,669 66,669

17 Interest 28,006 28,006

18 Taxes (attach schedule) (see instructions) 26,580 5,746

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 23 145,271 117,232 0 1,201

25 Contributions, gifts, grants paid 1,700,000

26 Total expenses and disbursements.Add lines 24 and 25 1,845,271 117,232 0 1,701,201

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements -279,575

b Net investment income (if negative, enter -0-) 2,079,603

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

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2015)

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	4,591	4,593	4,593
	2	Savings and temporary cash investments	5,027,999	3,125,721	3,125,721
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	23,410,496	24,916,239	21,464,102
	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)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	42,350	59,308	59,308	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)		28,485,436	28,105,861	24,653,724
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 ▶ _____)	100,000		
	23	Total liabilities(add lines 17 through 22)	100,000	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	28,385,436	28,105,861	
	30	Total net assets or fund balances(see instructions)	28,385,436	28,105,861	
31	Total liabilities and net assets/fund balances(see instructions)	28,485,436	28,105,861		

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 28,385,436
2	Enter amount from Part I, line 27a	2 -279,575
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 28,105,861
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 28,105,861

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a See Additional Data Table				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
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	1,492,166
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2014	1,452,062	33,193,954	0 043745
2013	1,200,304	26,233,613	0 045754
2012	1,430,924	22,881,296	0 062537
2011	1,266,011	22,556,282	0 056127
2010	892,500	13,354,436	0 066832

2 Total of line 1, column (d).	2	0 274995
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 054999
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	28,975,242
5 Multiply line 4 by line 3.	5	1,593,609
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	20,796
7 Add lines 5 and 6.	7	1,614,405
8 Enter qualifying distributions from Part XII, line 4.	8	1,701,201

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 page 18 of the 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)	1	
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	20,796
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	20,796
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	20,796
6 Credits/Payments		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	55,000
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	55,000
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	38
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	34,166
11 Enter the amount of line 10 to be Credited to 2015 estimated tax 34,166 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		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) FL _____			
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? <i>If "No," attach explanation</i> .	8b	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ NICHOLAS D ENDRES CPA Telephone no ▶ (713) 622-0016 Located at ▶ 2950 NORTH LOOP WEST HOUSTON TX ZIP+4 ▶ 77092			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	15		
16	At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes No	No No

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		
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 2015?	1c		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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).	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 2015 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 2015).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2015?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				

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

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	24,923,295
b	Average of monthly cash balances.	1b	4,493,194
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,416,489
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	0
3	Subtract line 2 from line 1d.	3	29,416,489
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	441,247
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,975,242
6	Minimum investment return. Enter 5% of line 5.	6	1,448,762

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	1,448,762
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	20,796
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,796
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,427,966
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,427,966
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	1,427,966

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,701,201
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,701,201
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	20,796
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,680,405

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,427,966
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 2013 , 2012 , 2011		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	224,778			
b From 2011.	156,431			
c From 2012.	303,697			
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	684,906			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,701,201				
a Applied to 2014, but not more than line 2a			0	
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 2015 distributable amount.				1,427,966
e Remaining amount distributed out of corpus	273,235			
5 Excess distributions carryover applied to 2015 (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	958,141			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions). . .	224,778			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	733,363			
10 Analysis of line 9				
a Excess from 2011. . . .	156,431			
b Excess from 2012. . . .	303,697			
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .	273,235			

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 2015, enter the date of the ruling.

b

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

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 organization 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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Form 990-PF (2015)

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 <i>Paid during the year</i> OUTREACH FOUNDATION OF FIRST PRESBYTERIAN CHURCH 318 SEABOARD LANE SUITE 205 FRANKLIN, TN 37069		NONE	PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	1,700,000
Total ▶ 3a					1,700,000
b <i>Approved for future payment</i>					
Total ▶ 3b					

Enter gross amounts unless otherwise indicated

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

Line No. the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.		
	<div style="display: flex; justify-content: space-between;"> ***** 2016-11-15 ***** </div> <div style="border-top: 1px solid black; height: 20px; margin-top: 5px;"></div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Signature of officer or trustee Date Title </div>	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>	

Paid Preparer Use Only	Print/Type preparer's name MARY JANE ROBINSON	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00232220
	Firm's name ▶ EEPB PC			Firm's EIN ▶	
	Firm's address ▶ 2950 NORTH LOOP W SUITE 1200 HOUSTON, TX 77092			Phone no (713) 622-0016	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
RBC 528 - SEE ATTACHMENT	P	2015-01-01	2015-12-31
RBC 528 - SEE ATTACHMENT	P	2014-01-01	2015-12-31
RBC 528 1,820 SHS MARKWEST ENERGY PARTNERS, LP	P	2009-01-28	2015-12-31
RBC 529 - SEE ATTACHMENT	P	2014-08-14	2015-07-17
RBC 529 - SEE ATTACHMENT	P	2015-12-01	2015-12-25
RBC 529 5,000 SHS NORTHERN TIER ENERGY LP	P	2015-05-11	2015-08-12
RBC 529 - SEE ATTACHMENT	P	2014-02-24	2015-04-17
RBC 529 - SEE ATTACHMENT	P	2011-02-03	2015-12-31
RBC 529 1,520 SHS MPLX LP	P	2009-01-01	2015-12-04
LEHMAN BROTHERS NOTE	P	2006-01-01	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
785,631		809,441	11,670
334,948		247,851	87,097
98,740		22,073	98,740
214,859		298,755	-83,896
42,513		40,965	1,548
135,947		130,706	8,496
765,718		620,888	144,830
321,911		298,385	23,526
49,600		9,715	49,600
1,200,376			1,200,376

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-23,810
			87,097
			76,667
			-83,896
			1,548
			5,241
			144,830
			23,526
			39,885
			1,200,376

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
BNY MELLON - SEE ATTACHMENT	P	2015-01-01	2015-12-31
BNY 3,300 SHS BOARDWALK PIPELINE PARTNERS, LP	P	2015-01-02	2015-05-07
BNY 2,515 SHS ENABLE MIDSTREAM PARTNERS LP	P	2014-04-10	2015-01-09
BNY 1,500 SHS TALLGRASS ENERGY PARTNERS, LP	P	2014-08-12	2015-02-06
BNY 1,480 SHS ENTERPRISE PRODUCTS PARTNERS LP	P	2013-02-05	2015-04-15
BNY MELLON - SEE ATTACHMENT	P	2013-01-25	2015-08-04
CAPITAL GAIN DISTRIBUTIONS	P	2010-01-01	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
819,329		899,769	-80,440
54,420		59,727	
47,711		63,393	-8,474
70,334		61,239	15,636
45,552		40,622	29,353
431,014		377,894	53,120
33,952			33,952

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-80,440
			-5,307
			-15,682
			9,095
			4,930
			53,120
			33,952

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALEX E BOOTH JR 2001 SAILFISH PT BLVD APT 316 STUART, FL 34996	PRESIDENT & TREASURER 10 0	0	0	0
BETH TERDO PRINZ 815 COLORADO AVENUE STE 103 STUART, FL 34994	SECRETARY & DIRECTOR 0	0	0	0
KATHERINE BOOTH 2001 SAILFISH PT BLVD APT 316 STUART, FL 34996	VICE PRESIDENT & DIRECTOR 5 0	0	0	0
WILLIAM BRYANT 318 SEABOARD LANE STE 205 FRANKLIN, TN 37067	DIRECTOR 0	0	0	0
SUSAN MACHOMER 1000 NO US 1 TOWNHOUSE 752 JUPITER, FL 33477	ASST SECR & DIRECTOR 0	0	0	0
NICHOLAS D ENDRES 2950 NORTH LOOP WEST SUITE 1200 HOUSTON, TX 77092	SECRETARY 0 25	0	0	0

TY 2015 Accounting Fees Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,016	16,811		1,201

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

TY 2015 Investments Corporate Stock Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS STOCKS, BONDS & PTPS	24,916,239	21,464,102

TY 2015 Other Assets Schedule**Name:** BOOTH FOUNDATION INC**EIN:** 20-0667161

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	12,000	5,642	5,642
PREPAID TAXES	30,350	53,666	53,666

TY 2015 Other Income Schedule**Name:** BOOTH FOUNDATION INC**EIN:** 20-0667161

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENT AND ROYALTY INCOME	580	580	
PTP INCOME	-631,139	0	
OTHER PTP INVESTMENT INCOME	21,739	21,739	
PTP RENT AND ROYALTY INCOME	5,839	5,839	

TY 2015 Other Liabilities Schedule**Name:** BOOTH FOUNDATION INC**EIN:** 20-0667161

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES AND INTEREST PAYABLE	100,000	

TY 2015 Other Professional Fees Schedule**Name:** BOOTH FOUNDATION INC**EIN:** 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	65,670	65,670		
OTHER PROF FEES	999	999		

TY 2015 Taxes Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	5,746	5,746		
FEDERAL EXCISE TAX	20,834	0		

RBC 301 09528

Short-Term Covered (Box A)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Axial Corporation	2 000 00	6/1/2015	12/16/2015	28 181 48	74 019 51		(45 838 03)
Celanese Corporation	2 000 00	8/25/2014	4/17/2015	133 239 22	123 161 05		10 078 17
Fireeye Inc	9 000 00	VAR	VAR	189 092 82	229 681 34	35 480 82	(5 107 70)
Fortinet Inc	3 000 00	3/20/2015	VAR	126 853 46	107 056 70		19 796 76
LyondellBasell Industries	1 500 00	VAR	5/19/2015	154 381 36	135 011 57		19 369 79
Powershares Exchange Traded Fund Trust Dynamic	1 500 00	6/5/2014	1/20/2015	78 614 13	60 667 51		17 946 62
Proshares Tr Ultrashort Fint	1 500 00	8/25/2015	9/16/2015	75 268 76	79 843 00		(4 574 24)
Totals to be reported on Schedule D				785,631 23	809,440 68	35,480 82	11,671 37

Long-Term Covered (Box D)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Chemours Company	300 00	11/14/2013	8/11/2015	3 192 12	4 706 73		(1 514 61)
LyondellBasell Industries	1 250 00	7/29/2013	VAR	128 997 47	84 337 38		44 660 09
Select Sector SPDR Fund	3 000 00	5/6/2013	2/26/2015	155 158 85	119 699 92		35 458 93
WisdomTree Japan Hedged Equity	786 00	11/15/2013	6/1/2015	47 599 28	39 106 57		8 492 71
Totals to be reported on Schedule D				334,947 72	247,850 60	-	87,097 12

Long-Term Noncovered (Box E)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Markwest Energy Partners LP	1,820 00	1/28/2009	VAR	98,739 70	22,072 96	22,072 96	98,739 70
Totals before exclusion of PTP sales				98 739 70	22 072 96	22 072 96	98 739 70
Less: Markwest Energy Partners LP				(98 739 70)	(22 072 96)	(22 072 96)	(98 739 70)
Totals to be reported on Schedule D				-	-	-	-

Recap	Proceeds	Basis	Adjustments	Gain/Loss
A	785 631 23	809 440 68	35 480 82	11 671 37
B				
C				
Total ST	785 631 23	809 440 68	35 480 82	11 671 37
D	334 947 72	247 850 60		87 097 12
E	98 739 70	22 072 96	22 072 96	98 739 70
F				
Total LT	433 687 42	269 923 56	22 072 96	185 836 82
Total	1 219 318 65	1 079 364 24	57 553 78	197 508 19
Per 1099/Sch D recon	1 219 318 65	1 079 364 22	57 553 78	197 508 21
Difference		0 02		(0 02)

Short-Term Covered (Box A)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Franco Nevada Corporation	5,000.00	8/14/2014	7/17/2015	214,853.25	298,750.00		(83,896.75)
RMR Group Inc	0.40	12/14/2015	12/14/2015	5.82	4.76		1.06
Totals to be reported on Schedule D				214,859.07	298,754.76	-	(83,895.69)

Short-Term Noncovered (Box B)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Bank of America Mortgage Sec Series 2006 3 Class 1A9	20,239.44	9/28/2015	VAR	15,974.48	17,621.99		(1,647.51)
Carrington Mortgage Loan Trust Series 2006 NC5 Class A 5	3,491.67	12/1/2015	12/25/2015	3,491.67	2,740.96		750.71
Countrywide Asset Backed Cert Series 2006 S10 Class A 3	725.77	11/23/2015	12/25/2015	725.77	629.61		96.16
Countrywide Home Equity Ln Tr	14,241.12	9/1/2015	VAR	14,241.12	12,922.38		1,318.74
CWHEQ Revolving Home Equity Ln Ser 2006 E Class 2 A	8,079.77	12/7/2015	12/15/2015	8,079.77	7,049.61		1,030.16
Northern Tier Energy LP	5,000.00	5/11/2015	8/12/2015	135,947.48	130,705.51	3,255.00	8,496.97
Totals before exclusion of PTP sales				178,460.29	171,670.06	3,255.00	10,045.23
Less: Northern Tier Energy LP				(135,947.48)	(130,705.51)	(3,255.00)	(8,496.97)
Totals to be reported on Schedule D				42,512.81	40,964.55	-	1,548.26

Long-Term Covered (Box D)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Celanese Corporation	2,000.00	2/24/2014	4/17/2015	132,158.16	106,194.15		25,964.01
Debiel Inc	4,000.00	1/10/2014	7/17/2015	134,723.67	124,149.00		574.67
Eli Lilly & Co	1,000.00	1/14/2014	8/26/2015	79,297.33	52,521.40		26,775.93
LyondellBasell Industries	2,000.00	VAR	VAR	193,010.32	150,085.10		42,925.22
Select Sector SPDR Trust	5,000.00	12/13/2012	2/13/2015	226,194.57	177,356.00		48,838.57
Telefonika SA	2,565.79	VAR	4/21/2015	326.51	571.92		(245.41)
Windstream Holdings Inc	0.67	2/24/2012	4/29/2015	7.23	10.20		(2.97)
Totals to be reported on Schedule D				765,717.79	620,887.77	-	144,830.02

Long-Term Noncovered (Box E)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Alternative Loan Trust MTGPC/SERIES 2005 54C B1 A 7 FIXED	7,008.14	2/3/2011	VAR	7,008.14	7,003.76		4.38
Alternative Loan Trust MTGPC/SERIES 2006 27C BA 4 FIXED	14,934.16	1/18/2011	VAR	14,934.16	15,871.24		(937.08)
Bank of Amer Alt Ln Trust Series 2006 7 Class A 2	9,214.98	2/11/2011	VAR	9,214.98	8,201.33		1,013.65
Bank of America Funding Corp Series 2007 2 Class 1A7	16,971.13	4/20/2011	VAR	16,971.13	18,868.82		(1,897.69)
Carrington Mtg Ln Tr Ser Series 2006 NC4 Class A2	55,015.51	5/10/2013	VAR	55,015.51	51,920.88		3,094.63
Chaseflex Trust MTGPC/SERIES 2006 2 A 5 VAR RATE	20,585.62	10/16/2013	VAR	20,585.62	19,710.71		874.91
CHL Mortgage Pass Through Trust MTGPC/SERIES 2006 15 A 1 FIXED RT	5,194.14	1/26/2011	VAR	5,194.14	5,592.18		(398.04)
Countrywide Alt Ln Tr Series 2005 64C B Class 1 A 1	7,380.76	1/19/2011	VAR	7,380.76	7,801.40		(420.64)
First Horizon Mortgage Pass Through TrusMTGPC/SERIES	41,221.98	VAR	VAR	41,221.98	38,880.59		2,341.39
GSR Mortgage Loan Trust MTGPC/SERIES 2005 8F	1,628.87	8/29/2011	VAR	1,628.87	1,598.79		30.08
MPLX LP (fka Markwest Energy Partners LP)	1,520.00	VAR	12/4/2015	49,600.00	9,715.48	9,715.48	49,600.00
Mastr Asset Securitization Trust 2004 5 MTGPC/SERIES	26,885.51	2/8/2013	VAR	26,885.51	26,146.16		739.35
Morgan Stanley Home Equity Loan Trust MTGPC/SERIES	8,483.00	5/23/2013	VAR	8,483.00	7,762.02		720.98
Residential Asset Securitization Trust	62,307.49	11/18/2013	VAR	62,307.49	40,967.18		21,340.31
RFMSI Series Trust MTGPC/SER 2006 59	10,571.32	11/29/2010	VAR	10,571.32	12,989.47		(2,418.15)
RFMSI Series Trust MTGPC/SER 2005 57	10,739.14	2/16/2011	VAR	10,739.14	11,672.60		(933.46)
Washington Mut Mtg Secs Corp Series 2003 MS2 CL 3A1	678.57	8/17/2012	VAR	678.57	671.80		6.77
Washington Mutual Mtg Securities Conitgpc/Ser 2005 5 CB 14 FIXED R	16,812.64	VAR	VAR	16,812.64	16,201.96		610.68
Wells Fargo Mortgage Backed Securities TMTGPC/SER	6,277.71	2/24/2011	VAR	6,277.71	6,524.21		(246.50)

Totals before exclusion of PTP sales	371 510 67	308 100 58	9 715 48	73 125 57
Less: MPLX LP	(49 600 00)	(9 715 48)	(9 715 48)	(49 600 00)
Totals to be reported on Schedule D	321,910 67	298,385 10	-	23,525 57

Recap	Proceeds	Basis	Adjustments	Gain/Loss
A	214 859 07	298 754 76		(83 895 69)
B	178 460 29	171 670 06	3 255 00	10 045 23
C				
Total ST	393 319 36	470 424 82	3 255 00	(73 850 46)
D	765 717 79	620 887 77		144 830 02
E	371 510 67	308 100 58	9 715 48	73 125 57
F				
Total LT	1 137 228 46	928 988 35	9 715 48	217 955 59
Total	1 530 547 82	1 399 413 17	12 970 48	144 105 13
Per 1099/Sch D recon	1 530 547 82	1 399 413 16	12 970 48	144 105 14
Difference		0 01		(0 01)