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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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending ,

The Boone Family Foundation
5949 Sherry Lane #1010
Dallas, TX 75225

A Employer identification number 26-1407294

B Telephone number (see instructions) (214) 368-0828

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, column (c), line 16)* ► $ 41,577,857.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Ck ► ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,346.	1,345.	N/A	
	4	Dividends and interest from securities	1,425,003.	1,425,003.		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	880,384.			
	b	Gross sales price for all assets on line 6a 19,149,614.				
	7	Capital gain net income (from Part IV, line 2)		880,384.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See Statement 1	-159,667.	-46,773.		
	12	**Total.** Add lines 1 through 11	2,147,066.	2,259,959.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	328,500.	67,500.		261,000.
	14	Other employee salaries and wages	58,652.	17,175.		41,477.
	15	Pension plans, employee benefits	53,334.	7,759.		45,575.
	16 a	Legal fees (attach schedule) See St 2	3,625.	1,813.		1,813.
	b	Accounting fees (attach sch) See St 3	16,000.	12,000.		4,000.
	c	Other prof fees (attach sch) See St 4	138,687.	136,022.		2,665.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 5	36,853.	3,040.		135.
	19	Depreciation (attach schedule) and depletion See Stmt 6	1,499.			
	20	Occupancy				
	21	Travel, conferences, and meetings	23,834.			23,834.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 7	40,118.	3,660.		36,343.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	701,102.	248,969.		416,842.
	25	Contributions, gifts, grants paid Part XV	4,565,248.			4,565,248.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,266,350.	248,969.		4,982,090.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-3,119,284.			
	b	**Net investment income** (if negative, enter -0-)		2,010,990.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2 Savings and temporary cash investments	4,728,346.	3,170,262.	3,170,262.
	3 Accounts receivable ► 1,788,558. Less: allowance for doubtful accounts ►	171,750.	1,788,558.	1,788,558.
	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 sch) ► 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) Statement 8	6,415,759.	12,419,258.	13,262,977.
	c Investments – corporate bonds (attach schedule) Statement 9	150,000.	4,037,705.	3,940,435.
	11 Investments – land, buildings, and equipment: basis ► Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 10	29,912,782.	16,882,103.	19,413,646.
	14 Land, buildings, and equipment. basis ► 26,837. Less. accumulated depreciation (attach schedule) See Stmt 11 ► 24,858.	3,478.	1,979.	1,979.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	41,382,115.	38,299,865.	41,577,857.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► See Statement 12)	117,143.	154,177.	
	23 **Total liabilities** (add lines 17 through 22)	117,143.	154,177.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	41,264,972.	38,145,688.	
	30 **Total net assets or fund balances** (see instructions)	41,264,972.	38,145,688.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	41,382,115.	38,299,865.	

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	41,264,972.
2	Enter amount from Part I, line 27a	2	-3,119,284.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	38,145,688.
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	38,145,688.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1a	See Statement 13			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	880,384.
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	62.

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))
2014	3,173,404.	47,764,617.	0.066438
2013	2,895,047.	45,740,669.	0.063293
2012	2,586,974.	43,538,224.	0.059418
2011	2,905,719.	45,396,585.	0.064007
2010	2,595,114.	44,852,728.	0.057859

2	**Total** of line 1, column (d)	2	0.311015
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	0.062203
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	44,240,844.
5	Multiply line 4 by line 3	5	2,751,913.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,110.
7	Add lines 5 and 6	7	2,772,023.
8	Enter qualifying distributions from Part XII, line 4	8	4,982,090.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	20,110.
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	20,110.
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	20,110.
6 Credits/Payments				
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6a	25,500.		
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	25,500.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	5.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	5,385.
11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ►		5,385. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.theboonefamilyfoundation.org

14 The books are in care of ► Jim Adams Telephone no ► (214) 368-0828

Located at ► 5949 Sherry Lane, Suite 1010 Dallas TX ZIP + 4 ► 75225

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ 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)	2 b	N/A	
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__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2015?	4 b		X

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

5 a 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)? **5 b** N/A

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)

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a 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 **7 b**

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
See Statement 14		328,500.	37,047.	8,243.

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
JPMorgan Chase Bank, N.A. 2200 Ross Ave, FL 10 Dallas, TX 75201	Investment Mgmt	55,102.
Total number of others receiving over $50,000 for professional services ►		0

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 Donation of 324 books to six public school districts, Dallas City libraries and three nonprofit organizations	5,937.
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 ►	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		**1a**	29,845,903.
b	Average of monthly cash balances		**1b**	4,104,352.
c	Fair market value of all other assets (see instructions)		**1c**	10,964,307.
d	**Total** (add lines 1a, b, and c)		**1d**	44,914,562.
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**	44,914,562.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		**4**	673,718.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		**5**	44,240,844.
6	**Minimum investment return.** Enter 5% of line 5		**6**	2,212,042.

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**	2,212,042.
2a	Tax on investment income for 2015 from Part VI, line 5	**2a** 20,110.		
b	Income tax for 2015 (This does not include the tax from Part VI)	**2b**		
c	Add lines 2a and 2b		**2c**	20,110.
3	Distributable amount before adjustments Subtract line 2c from line 1		**3**	2,191,932.
4	Recoveries of amounts treated as qualifying distributions		**4**	
5	Add lines 3 and 4		**5**	2,191,932.
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**	2,191,932.

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**	4,982,090.
b	Program-related investments — total from Part IX-B	**1b**	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	**2**	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	**3a**	
b	Cash distribution test (attach the required schedule)	**3b**	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	4,982,090.
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**	20,110.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	4,961,980.

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					2,191,932.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010					
b From 2011					
c From 2012					
d From 2013	496,685.				
e From 2014	876,888.				
f Total of lines 3a through e		1,373,573.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 4,982,090.					
a Applied to 2014, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2015 distributable amount					2,191,932.
e Remaining amount distributed out of corpus		2,790,158.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		4,163,731.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2014 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)		0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		4,163,731.			
10 Analysis of line 9:					
a Excess from 2011					
b Excess from 2012					
c Excess from 2013	496,685.				
d Excess from 2014	876,888.				
e Excess from 2015	2,790,158.				

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

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(e) Total**
2 a 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))

See Statement 15

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

None

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

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

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

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·

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 16				
Total			► **3a**	4,565,248.
b *Approved for future payment* See Statement 17				
Total			► **3b**	1,911,458.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
1 Program service revenue:	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,346.	
4 Dividends and interest from securities			14	1,424,987.	16.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	880,384.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 18		-112,894.		-46,773.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-112,894.		2,259,944.	16.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,147,066.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: 10/20/16

Title: Vice President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Evelyn H. Moses		10/12/16		P01400635

Firm's name ► Evelyn H. Moses, CPA

Firm's EIN ►

Firm's address ► P.O. Box 12685
Dallas, TX 75225

Phone no (214) 361-2323

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	$ 33,678.			
Foreign tax paid	3,040.	$ 3,040.		
Personal property tax paid	135.			$ 135.
Total	$ 36,853.	$ 3,040.		$ 135.

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Glasstop round table								
1/29/08	617	572	S/L	0.0714		45	0	0
Desk with credenza/hutch								
1/29/08	2,455	2,281	S/L	0.0714		174	0	0
Upholstered desk chair								
1/29/08	850	787	S/L	0.0714		63	0	0
Serafina bookcase								
1/29/08	1,794	1,664	S/L	0.0714		130	0	0
(4) Arm chairs								
1/29/08	2,057	1,911	S/L	0.0714		146	0	0
Mitsubishi 46 inch TV								
8/06/08	1,763	1,638	S/L	0.0714		125	0	0
Serafina lateral file cab								
7/01/09	1,081	847	S/L	0.1429		154	0	0
Lateral file cabinet								
3/02/12	935	335	S/L	0.1428		134	0	0
Office shelves								
3/22/12	819	293	S/L	0.1428		117	0	0
Dell desktop								
7/09/13	638	192	S/L	0.2		128	0	0
Lenovo Thinkpad and mouse								
9/20/13	1,413	424	S/L	0.2		283	0	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Automobile expenses	$ 3,031.			$ 3,031.
Bank service charges	370.	$ 370.		
Board meeting expense	6,250.			6,250.
Community activities	188.			188.
Equipment rental and maintenance	2,148.			2,148.
Insurance	4,819.	2,410.		2,410.
Meals & entertainment	1,534.			1,534.
Memberships	6,275.			6,275.
Miscellaneous	625.	625.		
Office supplies and expenses	2,755.			2,755.
Partnership deductions	371.	255.		
Postage & delivery	369.			369.
Professional dues	596.			596.
Publications and subscriptions	8,182.			8,182.
Telephone and internet expenses	2,605.			2,605.
Total	$ 40,118.	$ 3,660.		$ 36,343.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
See statement 19	Cost	$ 12,419,258.	$ 13,262,977.
	Total	$ 12,419,258.	$ 13,262,977.

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
See Statement 19	Cost	$ 4,037,705.	$ 3,940,435.
	Total	$ 4,037,705.	$ 3,940,435.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
See Statement 19	Cost	$ 5,244,681.	$ 5,650,021.
Texas Women's Venture Fund-Side LP	Cost	559,308.	418,867.
Owl Ventures, LP	Cost	316,476.	345,757.
Rethink Education, LP	Cost	102,079.	98,046.
Total Other Investments		$ 6,222,544.	$ 6,512,691.
Other Publicly Traded Securities			
See Statement 19	Cost	10,659,559.	12,900,955.
Total Other Publicly Traded Securities		$ 10,659,559.	$ 12,900,955.
Total		$ 16,882,103.	$ 19,413,646.

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 12,371.	$ 11,416.	$ 955.	$ 955.
Machinery and Equipment	14,466.	13,442.	1,024.	1,024.
Total	$ 26,837.	$ 24,858.	$ 1,979.	$ 1,979.

Statement 12
Form 990-PF, Part II, Line 22
Other Liabilities

Payable on unfunded capital calls	$ 118,295.
Payable on pending purchase	35,882.
Total	$ 154,177.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	publicly traded securities	Purchased	Various	Various
2	long-term capital gain dist.	Purchased	Various	Various
3	K-1 pass-through capital gains (losses)	Purchased	Various	12/31/2015
4	Goldentree Offshore Ltd.	Purchased	6/01/2008	Various
5	HB Multi-Strategy Hldgs, Ltd	Purchased	8/31/2011	12/31/2015
6	Global Access Macro Ltd	Purchased	Various	10/31/2015
7	Standard Pacific Offshore Ltd	Purchased	6/01/2011	3/31/2015

Statement 13 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
8	Avenue International Ltd.	Purchased	6/01/2008	Various
9	Brahman Partners II Offshore	Purchased	7/01/2013	12/31/2015
10	Halcyon Partners	Purchased	3/01/2008	12/31/2015
11	Coatue Offshore Ltd	Purchased	6/01/2008	9/30/2015
12	Bridgewater PI Offshore	Purchased	7/01/2013	10/31/2015
13	Och-Ziff OZA	Purchased	6/01/2011	10/31/2015
14	Paulson Enhanced Ltd.	Purchased	6/01/2011	12/31/2015

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	14507638.		14439579.	68,059.				$ 68,059.
2	63,300.		0.	63,300.				63,300.
3	62.		0.	62.				62.
4	9,078.		15,835.	-6,757.				-6,757.
5	1,957.		0.	1,957.				1,957.
6	25,222.		25,184.	38.				38.
7	516,683.		500,000.	16,683.				16,683.
8	388,842.		288,632.	100,210.				100,210.
9	531,437.		500,000.	31,437.				31,437.
10	597,114.		500,000.	97,114.				97,114.
11	821,008.		500,000.	321,008.				321,008.
12	534,694.		500,000.	34,694.				34,694.
13	649,973.		500,000.	149,973.				149,973.
14	502,606.		500,000.	2,606.				2,606.
							Total	$ 880,384.

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Garrett Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	President 8.00	$ 0.	$ 0.	$ 0.
Cecilia Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 2.00	0.	0.	0.
Aimee Boone Cunningham 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Katherine Nancy Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.

Statement 14 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Daniel Guthrie Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	$ 0.	$ 0.	$ 0.
James F. Adams 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	VP/Treas./A.Sec 8.00	90,000.	6,747.	0.
Cynthia Yung 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	ED & Secretary 40.00	238,500.	30,300.	8,243.
Jane Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
	Total	$ 328,500.	$ 37,047.	$ 8,243.

Statement 15
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Garrett Boone
Cecilia Boone
Aimee Boone Cunningham
Katherine Nancy Boone
Daniel Guthrie Boone

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
ACLU Foundation of Texas, Inc. P. O. Box 8306 Houston TX 77288	N/A	PC	General Operating Support	$ 25,000.
Alliance for Justice Eleven Dupont Circle NW Washington DC 20036	N/A	PC	Launch of the Dallas office	46,875.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Attitudes & Attire 2050 North Stemmons Freeway Dallas TX 75207	N/A	PC	2015 Boots to Heels Program Support	$ 25,000.
Border Crossers, Inc. 71 5th Avenue, 6th Floor New York NY 10003	N/A	PC	Teacher Training - Talking about Race in Classroom	81,000.
Center for American Progress 1333 H Street, NW 10th Floor Washington DC 20005	N/A	PC	Advancing Case for Women's Economic Security	75,000.
Center for Public Policy Priorities 7020 Easy Wind Drive, Suite 200 Austin TX 78752	N/A	PC	2015 Texas Kids County Project with DFW Focus	45,000.
Children at Risk 2900 Live Oak Street Dallas TX 75204	N/A	PC	General Operating Support for Dallas	25,000.
City Lore, Inc. 286 13th Street Brooklyn NY 11215	N/A	PC	She's Beautiful Film Project	2,500.
Commit! 2501 Oak Lawn, Suite 800 Dallas TX 75219	N/A	PC	Builder and Literacy Network Support	100,000.
Council for a Strong America 1108 Lavaca Street, Suite 1A-139 Austin TX 78701	N/A	PC	Launch a Texas Statewide Office	25,000.
Dallas Area Interfaith 1104 Lupo Drive Dallas TX 75207	N/A	PC	Healthy & Safe South Oak Cliff Program	15,000.
Dallas Spark 1409 South Lamar Street, Suite #004 Dallas TX 75215	N/A	PC	Shoes and Stories Event for Girls	5,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Dallas Women's Foundation 8150 N. Central Expressway, Ste 110 Dallas TX 75206	N/A	PC	Unlocking Leadership Campaign	$ 250,000.
DC Prep 707 Edgewood Street NE Washington DC 20017	N/A	PC	2015-16 Leadership Development Program	75,000.
DonorsChoose 134 W. 37th Street, 11th Floor New York NY 10018	N/A	PC	Almost Home Projects for Dallas Classrooms	50,000.
Education Opens Doors, Inc. P. O. Box 601971 Dallas TX 75360	N/A	PC	2015 Support for Roadmap to Success Program	35,000.
Exponent Philanthropy 1720 N. Street NW Washington DC 20036	N/A	PC	General Operations Support	1,500.
Foundation Communities 3036 S. 1st Street, Suite 200 Austin TX 78704	N/A	PC	Dallas Volunteer Income Assistance Program	75,000.
Friends of the Dallas Public Library 1515 Young Street Dallas TX 75201	N/A	PC	Books for Dallas Babies	37,000.
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas TX 75252	N/A	PC	STEM Center of Excellence	100,000.
Girls on the Run of the DFW Metroplex 17130 Dallas Parkway, Suite 170 Dallas TX 75248	N/A	PC	Dallas Expansion in South & West Communities	20,000.
Great Hearts America - Texas 7750 N. McArthur, Suite 120-286 Irving TX 75063	N/A	PC	K-8 Literacy Program at Great Hearts-Irving	50,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Groundwork Dallas 3001 Quebec Street, Suite 201 Dallas TX 75247	N/A	PC	Trinity Green Belt Project	$ 150,000.
Groundwork Dallas 3001 Quebec Street, Suite 201 Dallas TX 75247	N/A	PC	Elm Fork Project Equipment & Reports	100,000.
Ignite 510 16th Street Oakland CA 94612	N/A	PC	Texas Program support for Middle, High School and College Female Students	50,000.
Inclusive Communities Project, Inc. 3301 Elm Street Dallas TX 75226	N/A	PC	Voices for Opportunity Initiative	5,000.
Institute for Urban Policy Research 800 West Campbell Road, GR20 Richardson TX 75081	N/A	PC	Summit for High School Students	3,000.
Interaction Institute 79 Fargo Street, Suite 908 Boston MA 02210	N/A	PC	Facilitation Training for Non-profits	12,000.
Junior Achievement of Dallas, Inc. 1201 Executive Drive West Richardson TX 75081	N/A	PC	JA Pilot Program for Entrepreneurship	20,000.
KIPP DFW 1401 South Lamar St, Lower Level Dallas TX 75215	N/A	PC	Technology and Equipment for 13 New Elementary Classrooms	350,000.
Leadership DISD 1833 East Levee Street Dallas TX 75207	N/A	PC	Community Engagement Series	5,000.
National Center Family Philanthropy 1101 Connecticut Avenue NW, Ste 220 Washington DC 20036	N/A	PC	Friends of Family Network	1,500.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
N. Texas Alliance/Reduce Teen Pregnancy 16354 Sunset Valley Dallas TX 75248	N/A	PC	2015 General Operating Support	$ 15,000.
Parks and Wildlife Foundation of Texas 2914 Swiss Avenue Dallas TX 75204	N/A	PC	Powderhorn Ranch State Park Acquisition	250,000.
Per Scholas, Inc. 1610 S. Malcolm X Blvd., Suite 380 Dallas TX 75226	N/A	PC	Dallas IT Ready Training	50,000.
Philanthropy Southwest 624 N. Good Latimer Expwy, Ste 100 Dallas TX 75204	N/A	PC	General Operating	2,000.
PICO National Network 110 Maryland Ave NE, Suite 201 Washington DC 20002	N/A	PC	Community Engagement Series on Payday Lending	7,000.
Planned Parenthood Federation of America 434 West 33rd Street New York NY 10001	N/A	PC	Office of President Fund	300,000.
Planned Parenthood of Greater Texas 7424 Greenville Ave., Suite 206 Dallas TX 75231	N/A	PC	General Operating Support	100,000.
Race Forward 32 Broadway, Suite 1801 New York NY 10004	N/A	PC	Racial Equity Training for Non-profits	25,000.
Reading Partners North Texas 2910 Swiss Avenue Dallas TX 75204	N/A	PC	Dallas ISD Reading Program	100,000.
SafePlace P. O. Box 19454 Austin TX 78760	N/A	PC	General Operating Support	50,000.
Stand for Children Texas 1350 Motor Circle Dallas TX 75207	N/A	PC	Parent-Teacher Home Visit Program	60,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Teach for America 600 N. Pearl Street, Suite 2300 Dallas TX 75201	N/A	PC	DFW Teaching Program	$ 250,000.
Teach for America-D.C. Region 1805 7th Street NW 6th Floor Washington DC 20001	N/A	PC	DC Teaching Program	25,000.
Teaching Trust 1825 Market Center Blvd., Suite 260 Dallas TX 75207	N/A	PC	2015-2016 Program Support	100,000.
Texas Equal Access Fund 501 Wynnewood Village, #386 Dallas TX 75224	N/A	PC	Reproductive Justice Advocacy Training Program	2,820.
Texas Organizing Project Education Fund 700 S. Zarzamora, Suite 212 San Antonio TX 78207	N/A	PC	General Operating Support for Dallas	50,000.
Texas Trees Foundation 2100 Ross Avenue, Suite 1010 Dallas TX 75201	N/A	PC	Dallas ISD Cool Schools Pilot Project	70,000.
Texas Women's University P. O. Box 425618 Denton TX 76204	N/A	PC	2015 OpEd/Public Fellows Project	5,000.
TexProtects 2904 Floyd St., Suite A Dallas TX 75204	N/A	PC	Home Visiting/Early Education Program Advocacy	25,000.
The Family Place P. O. Box 7999 Dallas TX 75209	N/A	PC	Capital Campaign	500,000.
The NAPE Education Foundation, Inc. 91 Newport Pike, Suite 302 Gap PA 17527	N/A	PC	NAPE Micromessaging Adademy in DFW	35,000.
The OpEd Project Public Knowledge Fund 175 Varick Street New York NY 10025	N/A	PC	Dallas Public Voices Greenhouse Program	85,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Trinity River Audubon Center 6500 Great Trinity Forest Way Dallas TX 75217	N/A	PC	Conservation Treks and Schoolyard Programs	$ 75,000.
Uplife Education 1750 Viceroy Drive Dallas TX 75235	N/A	PC	Reading to RISE Project	132,040.
Urban Teacher Center 1500 Union Avenue, Suite 2200 Baltimore MD 21211	N/A	PC	Urban Teacher Center Launch in Dallas	250,000.
Vickery Meadow Youth Development Fnd 4809 Cole Avenue, #375 Dallas TX 75205	N/A	PC	Early Childhood Summer Internships	7,680.
YMCA of Metropolitan Dallas 601 N. Akard Street Dallas TX 75201	N/A	PC	2015 Make a Splash Program	25,000.
Young Women's Preparatory Network 2804 Swiss Avenue Dallas TX 75204	N/A	PC	Young Women's Leadership Academy	83,333.
Zero to Five Funders' Collaborative 3963 Maple Avenue, Suite 390 Dallas TX 75219	N/A	PC	Early Childhood Program Expenses	25,000.
			Total	$ 4,565,248.

Statement 17
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Dallas Women's Foundation 8150 N. Central Expwy, Suite 110 Dallas TX 75206	N/A	PC	Unlocking Leadership Campaign	$ 500,000

Statement 17 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Junior Achievement of Dallas, Inc. 1201 Executive Drive West Richardson TX 75081	N/A	PC	JA Pilot Program for Entrepreneurship	$ 50,000
The Family Place P. O. Box 7999 Dallas TX 75209	N/A	PC	Capital Campaign	500,000
The University of Texas-Pan American Fnd 1201 West University Drive, ITT Bld Edinburg TX 78539	N/A	PC	MDP Tutoring Program	25,000
YMCA of the Rockies 2515 Tunnel Road Estes Park CO 80511	N/A	PC	Estes Park Center-New Mountain Center	750,000
Young Women's Preparatory Network 2804 Swiss Avenue Dallas TX 75204	N/A	PC	Young Women's Leadership Academy	83,333
Alliance for Justice Eleven Dupont Circle NW, Second Fl Washington DC 20036	N/A	PC	Launch Dallas Office	3,125
			Total	$ 1,911,458

Statement 18
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Business Code	(B) Unrelated Business Amount	(C) Exclusion Code	(D) Excluded Amount	(E) Related or Exempt Function
K-1 income/(loss) MLPs			14	$ -663.	
K-1 Ord income/(loss) MLP	211110	$ -112,894.	14	144.	
Other misc. income			14	1,422.	
OV,LP K-1 income/(loss)			14	-27,056.	
RE,LP K-1 income/(loss)			14	-9,555.	
TWVF K-1 income/(loss)			14	-11,065.	
Total		$ -112,894.		$ -46,773.	$ 0.

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
UBS Account No. xx-xx169 20				
GOLDMAN SACHS GROUP NTS CPN 5 750% DUE 10/1/16	24,000 00	Cost	24,834 95	24,752 16
COMERICA BK MI NTS CPN 5 750% DUE 11/21/16	55,000 00	Cost	57,120 51	59,969 55
SUNTRUST BANKS INC SENIOR NTS CPN 6 000% DUE 9/11/17	52,000 00	Cost	55,628 00	55,237 00
AT&T INC CALL @M/W+BP CPN 5 500% DUE 2/1/18	54,000 00	Cost	57,839 96	57,725 46
ST STREET CORP NTS B/E CPN 1 350% DUE 5/15/18	59,000 00	Cost	58,675 50	58,546 29
BB&T CORP MED TERM NTS B/E CPN 2 500% DUE 6/19/18	54,000 00	Cost	54,496 02	54,307 26
JOHNSON & JOHNSON COM CPN 5 150% DUE 7/15/18	53,000 00	Cost	58,021 45	57,955 50
KIMBERLY CLARK CORP CPN 6 250% DUE 7/15/18	53,000 00	Cost	59,181 49	58,950 84
PRUDENTIAL FINANCIAL INC CPN 2 300% DUE 08/15/18	58,000 00	Cost	58,715 45	58,414 12
CONS EDISON CO OF N Y CPN 7 125% DUE 12/01/18	90,000 00	Cost	103,534 66	102,742 20
UNTD TECHNOLOGIES CORP CPN 6 125% DUE 02/01/19	51,000 00	Cost	57,423 27	56,874 18
PROCTER & GAMBLE CO NTS CPN 4 700% DUE 02/15/19	53,000 00	Cost	57,960 08	57,748 80
WALT DISNEY CO MTN CPN 5 500% DUE 03/15/19	45,000 00	Cost	50,281 56	49,960 35
JP MORGAN CHASE & CO NTS CPN 6 300% DUE 04/23/19	49,000 00	Cost	55,239 33	54,943 70
ALLSTATE CORP NTS B/E CPN 7 450% DUE 5/16/19	58,000 00	Cost	68,014 80	67,749 22
WALT DISNEY COMPANY/THE CPN 1 850% DUE 05/30/19	13,000 00	Cost	13,044 74	13,020 15
BERKSHIRE HATHAWAY INC NTS CPN 2 100% DUE 08/14/19	62,000 00	Cost	62,676 57	62,378 82
PUB SVC ELEC & GAS MED TERM NTS CPN 2 000% DUE 08/15/19	74,000 00	Cost	74,682 88	73,493 10
US BANK NA CINCINNATI CPN 2 125% DUE 10/28/19	55,000 00	Cost	55,277 37	54,958 20
GENERAL ELECTRIC CAP CORP NTS CPN 2 200% DUE 01/09/20	58,000 00	Cost	58,254 54	58,214 60
UNITED PARCEL SERVICE CPN 3 125% DUE 01/15/21	56,000 00	Cost	57,943 01	58,218 72
METLIFE INC B/E CPN 4 750% DUE 02/08/21	53,000 00	Cost	58,116 42	58,010 09
HONEYWELL INTL INC CPN 4 250% DUE 03/01/21	52,000 00	Cost	57,875 08	56,864 60
ALABAMA POWER CO NTS B/E CPN 3 950% DUE 06/01/21	40,000 00	Cost	42,690 97	41,813 60
NTHN TR CORP NTS B/E CPN 3 375% DUE 08/23/21	59,000 00	Cost	61,352 42	61,251 44
COCA-COLA CO/THE B/E CPN 3 300% DUE 09/01/21	55,000 00	Cost	57,256 56	57,521 75
PEPSICO INC NTS B/E				

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
CPN 3 100% DUE 07/17/22	58,000 00	Cost	58,991 44	59,531 78
PUBLIC SVC COLO B/E CPN 2 250% DUE 09/15/22	69,000 00	Cost	66,449 07	66,510 48
AMER EXPRESS CO NTS CPN 2 650% DUE 12/02/22	60,000 00	Cost	58,141 20	58,126 20
PNC BANK NA NTS B/E CPN 2 950% DUE 01/30/23	60,000 00	Cost	59,377 20	58,177 20
NATL RURAL UTILS COOP CPN 3 400% DUE 11/15/23	87,000 00	Cost	90,570 36	89,215 89
BK OF NY MELLON CORP B/E CPN 3 650% DUE 02/04/24	58,000 00	Cost	60,198 41	60,222 56
TRGT CORP B/E CPN 3 500% DUE 07/01/24	56,000 00	Cost	57,911 76	58,109 52
INTL BUSINESS MACH CORP CPN 7 000% DUE 10/30/25	45,000 00	Cost	57,593 81	57,717 90
BOEING CO B/E CPN 2 600% DUE 10/30/25	50,000 00	Cost	48,927 50	48,396 00
Subtotal Corporate Bonds			2,034,298 34	2,027,629 23
UBS Account No. xx-xx170 20				
ISTAR FINANCIAL INC NTS CPN 4 000% DUE 11/01/17	3,000 00	Cost	2,940 00	2,941 50
TOYS R US PRPTY CO CPN 8 500% DUE 12/01/17	21,000 00	Cost	20,422 50	18,060 00
CNH INDL CAPITAL L NTS CPN 3 625% DUE 04/15/18	12,000 00	Cost	11,850 00	11,814 00
GENERAL MOTORS FINL CO CPN 3 250% DUE 05/15/18	41,000 00	Cost	41,489 49	41,205 41
CSC HLDGS INC SENIOR NTS CPN 7 625% DUE 07/15/18	19,000 00	Cost	20,651 89	19,997 50
KINETIC CONCEPTS INC NTS CPN 10 500% DUE 11/01/18	19,000 00	Cost	20,064 03	18,525 00
SLM COPR CPN 5 500% DUE 01/15/19	16,000 00	Cost	15,200 00	14,960 00
HCA INC NTS B/E CPN 3 750% DUE 03/15/19	20,000 00	Cost	20,275 55	20,150 00
WHITING PETROLEUM CORP CPN 5 000% DUE 03/15/19	22,000 00	Cost	20,496 25	16,610 00
INTELSAT JACKSON HLDGS CPN 7 250% DUE 04/01/19	41,000 00	Cost	40,385 00	37,617 50
HERTZ CORP NTS B/E CPN 6 750% DUE 04/15/19	20,000 00	Cost	20,501 54	20,430 00
NATIONSTAR MORTGAGE LLC NTS CPN 9 625% DUE 05/01/19	10,000 00	Cost	10,375 00	10,325 00
LENNAR CORP CPN 4 500% DUE 06/15/19	19,000 00	Cost	19,567 04	19,320 72
DISH DBS CORP NTS B/E CPN 7 875% DUE 09/01/19	8,000 00	Cost	8,584 69	8,700 00
D R HORTON INC CPN 4 000% DUE 02/15/20	21,000 00	Cost	21,097 45	21,119 70
ALLY FINANCIAL INC NTS B/E CPN 8 000% DUE 03/15/20	34,000 00	Cost	39,471 48	38,760 00
T-MOBILE USA INC B/E CPN 6 542% DUE 04/28/20	20,000 00	Cost	20,815 57	20,850 00

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
UNITED RENTALS NA INC CPN 7 375% DUE 05/15/20	6,000 00	Cost	6,312 01	6,330 00
LEVEL 3 FING INC NTS CPN 7 000% DUE 06/01/20	19,000 00	Cost	20,051 10	19,855 00
AES CORP NTS B/E CPN 8 000% DUE 06/01/20	18,000 00	Cost	20,832 54	19,800 00
TENET HEALTHCARE CORP CPN 4 750% DUE 06/01/20	20,000 00	Cost	20,511 57	20,100 00
COMMUNITY HEALTH SYSTEMS CPN 7 125% DUE 07/15/20	20,000 00	Cost	21,196 73	19,925 00
ICAHN ENTERPRISES/FIN CPN 6 000% DUE 08/01/20	20,000 00	Cost	20,700 00	20,168 00
MGM RESORTS INTL NTS B/E CPN 6 750% DUE 10/01/20	19,000 00	Cost	20,323 12	19,522 50
GENON ENERGY INC NTS B/E CPN 9 875% DUE 10/15/20	10,000 00	Cost	9,550 00	7,400 00
ENERGY TRANSFER PARTNERS LP CPN 7 500% DUE 10/15/20	38,000 00	Cost	40,866 91	35,150 00
TRANSDIGM INC NTS CPN 5 500% DUE 10/15/20	21,000 00	Cost	20,658 75	20,317 50
GLP CAP LP/GLP FING CPN 4 875% DUE 11/01/20	20,000 00	Cost	20,756 17	19,600 00
INTL LEASE FIN CORP NTS CPN 8 250% DUE 12/15/20	34,000 00	Cost	40,008 35	40,205 00
CROWN AMERICAS B/E CPN 6 250% DUE 02/01/21	20,000 00	Cost	20,689 23	20,650 00
CHESAPEAKE ENERGY CORP CPN 6 125% DUE 02/15/21	25,000 00	Cost	20,300 00	7,050 00
LTD BRANDS INC NTS CPN 6 625% DUE 04/01/21	36,000 00	Cost	40,328 83	39,870 00
GRAPHIC PACKAGING INTL CPN 4 750% DUE 04/15/21	21,000 00	Cost	21,296 86	21,420 00
CCO HLDGS LLC/CAP CORP CPN 6 500% DUE 04/30/21	38,000 00	Cost	39,438 28	39,520 00
CELANESE US HOLDINGS LLC CPN 5 875% DUE 06/15/21	20,000 00	Cost	20,907 77	21,100 00
RITE AID CORP NTS B/E CPN 6 750% DUE 06/15/21	20,000 00	Cost	21,062 31	20,950 00
NATIONSTAR MORTGAGE LLC NTS CPN 6 500% DUE 07/01/21	22,000 00	Cost	19,510 00	19,470 00
TESORO LOGISTICS NTS B/E CPN 6 125% DUE 10/15/21	18,000 00	Cost	18,752 50	17,100 00
ANTERO RESOURCES FIN CPN 5 375% DUE 11/01/21	43,000 00	Cost	39,527 50	34,400 00
SPRINT CORP NTS B/E CPN 11 500% DUE 11/15/21	10,000 00	Cost	10,980 23	9,200 00
T-MOBILE USA INC B/E CPN 6 125% DUE 01/15/22	21,000 00	Cost	21,420 00	21,577 50
MICRON TECHNOLOLGY INC CPN 5 875% DUE 02/15/22	21,000 00	Cost	20,674 29	20,422 50
POST HLDGS INC NTS CPN 7 375% DUE 02/15/22	38,000 00	Cost	38,855 00	39,615 00
BALL CORP NTS B/E CPN 5 000% DUE 03/15/22	20,000 00	Cost	20,334 64	20,400 00
MASCO CORP B/E				

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
CPN 5 950% DUE 03/15/22	19,000 00	Cost	20,818 71	20,520 00
TENET HEALTHCARE CORP CPN 8 125% DUE 04/01/22	18,000 00	Cost	19,820 41	17,955 00
CROWN CASTLE INTL CORP CPN 4 875% DUE 04/15/22	20,000 00	Cost	20,429 13	20,750 00
CONSTELLATION BRANDS INC CPN 6 000% DUE 05/01/22	18,000 00	Cost	20,050 59	19,800 00
GOODYEAR TIRE & RUBBER CO NTS CPN 7 000% DUE 05/15/22	19,000 00	Cost	20,202 87	20,353 75
SALLY HLDGS LLC NTS B/E CPN 5 750% DUE 06/01/22	20,000 00	Cost	20,716 90	20,700 00
DISH DBS CORP NTS B/E CPN 5 875% DUE 07/15/22	43,000 00	Cost	40,715 84	40,097 50
SBA COMM CORP NTS B/E CPN 4 875% DUE 07/15/22	20,000 00	Cost	19,950 00	19,700 00
CIT GROUP INC B/E CPN 5 000% DUE 08/15/22	39,000 00	Cost	39,662 10	40,048 32
DAVITA INC NTS B/E CPN 5 750% DUE 08/15/22	20,000 00	Cost	21,052 15	20,600 00
CONTINENTAL RESOURCES CPN 5 000% DUE 09/15/22	22,000 00	Cost	19,786 25	16,225 00
HERTZ CORP NTS B/E CPN 5 250% DUE 10/15/22	20,000 00	Cost	20,500 00	20,700 00
SPRINT CORP NTS B/E CPN 6 000% DUE 11/15/22	22,000 00	Cost	19,857 50	15,510 00
ROYAL CARIBBEAN CRUISES CPN 5 250% DUE 11/15/22	20,000 00	Cost	20,887 13	20,500 00
LEVEL 3 FING INC NTS CPN 5 750% DUE 12/01/22	21,000 00	Cost	21,052 50	21,472 50
CINEMARK INC NTS B/E CPN 5 125% DUE 12/15/22	20,000 00	Cost	20,125 00	19,850 00
PVH CORP NTS B/E CPN 4 500% DUE 12/15/22	20,000 00	Cost	19,820 00	19,550 00
MARKWEST ENERGY NTS B/E CPN 5 500% DUE 02/15/23	42,000 00	Cost	41,685 00	36,750 00
NRG ENERGY INC NTS B/E CPN 6 625% DUE 03/15/23	23,000 00	Cost	22,137 50	19,952 50
RANGE RESOURCES CORP NTS CPN 5 000% DUE 03/15/23	17,000 00	Cost	15,045 00	12,665 00
CBRE SERVICES INC B/E CPN 5 000% DUE 03/15/23	41,000 00	Cost	41,543 75	41,208 69
AVIS BUDGET NTS B/E CPN 5 500% DUE 04/01/23	20,000 00	Cost	19,981 00	20,050 00
CONCHO RESOURCES INC B/E CPN 5 500% DUE 04/01/23	21,000 00	Cost	20,422 50	19,425 00
STEEL DYNAMICS INC NTS CPN 5 250% DUE 04/15/23	19,000 00	Cost	18,515 00	17,337 50
LAMAR MEDIA CORP NTS B/E CPN 5 000% DUE 05/01/23	20,000 00	Cost	20,250 00	20,250 00
TARGA RESOURCES PARTNERS CPN 5 250% DUE 05/01/23	21,000 00	Cost	19,740 00	17,010 00
VERISIGN INC B/E CPN 4 625% DUE 05/01/23	20,000 00	Cost	19,857 53	19,365 00
ACCESS MIDSTREAM CPN 4 875% DUE 05/15/23	22,000 00	Cost	20,790 00	17,834 74

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
BOYD GAMING CORP NTS B/E				
CPN 6 875% DUE 05/15/23	19,000 00	Cost	19,831 25	19,522 50
GENERAL MOTORS FINL CO				
CPN 4 250% DUE 05/15/23	21,000 00	Cost	20,880 30	20,771 94
DYNERGY INC NTS B/E				
CPN 5 875% DUE 06/01/23	21,000 00	Cost	20,448 75	16,852 50
BERRY PLASTICS CORP NTS				
CPN 5 125% DUE 07/15/23	22,000 00	Cost	20,337 50	21,395 00
LEUCADIA NATL CORP B/E				
CPN 5 500% DUE 10/18/23	19,000 00	Cost	19,073 90	18,547 42
CCO HLDGS LLC/CAP CORP				
CPN 5 750% DUE 01/15/24	20,000 00	Cost	20,525 00	20,550 00
HCA INC NTS B/E				
CPN 5 000% DUE 03/15/24	39,000 00	Cost	39,940 72	38,902 50
DAVITA INC NTS B/E				
CPN 5 125% DUE 07/15/24	21,000 00	Cost	21,156 66	21,000 00
IRON MTN INC B/E				
CPN 5 750% DUE 08/15/24	21,000 00	Cost	21,310 35	20,265 00
ALLY FINANCIAL INC NTS B/E				
CPN 5 125% DUE 09/30/24	20,000 00	Cost	20,189 29	20,475 00
UNITED RENTALS NA INC				
CPN 5 750% DUE 11/15/24	21,000 00	Cost	20,685 00	20,790 00
EQUINIX INC B/E				
CPN 5 750% DUE 01/01/25	21,000 00	Cost	21,288 75	21,472 50
CALPINE CORP NTS B/E				
CPN 5 750% DUE 01/15/25	21,000 00	Cost	20,317 50	18,532 50
LEAR CORP NTS B/E				
CPN 5 250% DUE 01/15/25	20,000 00	Cost	19,850 00	20,350 00
LENNAR CORP				
CPN 4 750% DUE 05/30/25	21,000 00	Cost	20,580 00	20,527 50
SPRINT CAPITAL CORP				
CPN 6 875% DUE 11/15/28	26,000 00	Cost	21,890 00	18,135 00
WILLIAMS COS INC B/E				
CPN 5 750% DUE 06/24/44	27,000 00	Cost	19,655 00	16,031 52
Subtotal Corporate Bonds			2,003,406 50	1,912,805 71
Grand total Corporate Bonds			**4,037,704.84**	**3,940,434.94**

UBS Account No. xx-xx171 20

AMERICA'S CAR MART INC	80	Cost	2,119 23	2,135 20
ANTHEM INC	80	Cost	11,192 65	11,155 20
AVON PRODUCTS INC	2,295	Cost	10,707 67	9,294 75
BANK OF NEW YORK MELLON CORP	215	Cost	8,751 95	8,862 30
BARD C R INC	75	Cost	14,420 10	14,208 00
C H ROBINSON WORLDWIDE INC NEW	180	Cost	12,327 45	11,163 60
CISCO SYSTEMS INC	1,480	Cost	39,620 65	40,189 40
CLOROX CO	35	Cost	4,027 14	4,439 05
COCA-COLA CO COM	1,330	Cost	53,436 06	57,136 80
CONOCOPHILLIPS	530	Cost	26,247 35	24,745 70
EXXON MOBIL CORP	180	Cost	13,883 26	14,031 00
JOHNSON & JOHNSON COM	400	Cost	38,260 64	41,088 00
MICROSOFT CORP	570	Cost	25,614 57	31,623 60
ORACLE CORP	1,125	Cost	42,283 70	41,096 25
PEPSICO INC	830	Cost	79,222 83	82,933 60

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
PROCTER & GAMBLE CO	1,480	Cost	106,585 90	117,526 80
STRYKER CORP	95	Cost	9,341 37	8,829 30
SYSCO CORP	1,110	Cost	44,895 27	45,510 00
TWENTY-FIRST CENTURY FOX INC	2,870	Cost	81,115 34	77,949 20
TWENTY-FIRST CENTURY FOX INC CL B	1,230	Cost	34,865 91	33,492 90
UNILEVER NV N Y SHS NEW SPON ADR	260	Cost	10,708 42	11,263 20
US BANCORP DEL (NEW)	490	Cost	20,741 70	20,908 30
VIACOM INC NEW CL B	175	Cost	8,073 99	7,203 00
WAL MART STORES INC\	4,200	Cost	12,556 69	12,260 00
WELLS FARGO & CO NEW	125	Cost	6,682 20	6,795 00
Subtotal Corporate Stocks			717,682 04	735,840 15
UBS Account No. xx-xx173 20				
AMSBURG CORP NEW	205	Cost	16,063 18	15,580 00
ARES CAPITAL CORP	1,308	Cost	20,188 45	18,639 00
AVAGO TECHNOLOGIES LTD SGD	70	Cost	8,490 32	10,160 50
AVERY DENNISON CORP	166	Cost	10,188 72	10,401 56
BROADRIDGE FINANCIAL SOLUTIONS INC	258	Cost	14,211 51	13,862 34
CACI INTL INC CL A	124	Cost	10,353 60	11,504 72
CARPENTER TECHNOLOGY	307	Cost	11,023 87	9,292 89
CATALENT INC	633	Cost	18,193 61	15,843 99
CHECK POINT SOFTWARE TECH LTD	72	Cost	5,871 88	5,859 36
COMMSCOPE HLDG CO INC	453	Cost	14,030 97	11,728 17
COMMUNITY HEALTH SYSTEMS INC	538	Cost	20,013 98	14,273 14
CONSTELLIUM	1,830	Cost	11,664 99	14,091 00
CROWN HOLDINGS INC	376	Cost	19,049 58	19,063 20
DELPHI AUTOMOTIVE PLC	95	Cost	7,665 93	8,144 35
ENDO INTL PLC	256	Cost	16,846 65	15,672 32
FIDELITY NATL INFORMATION SVCS	230	Cost	14,807 82	13,938 00
FIRST AMERN FINL CORP COM	434	Cost	16,896 35	15,580 60
FIRST DATA CORP CL A	1,232	Cost	19,728 68	19,736 64
FISERV INC	107	Cost	9,932 84	9,786 22
GALLAGHER ARTHUR J & CO	457	Cost	19,834 44	18,709 58
GILDAN ACTIVEWEAR INC CAD	548	Cost	16,467 32	15,574 16
GLOBAL PAYMENTS INC	179	Cost	11,451 88	11,547 29
GRAND CANYON EDUCATION INC	518	Cost	20,054 45	20,782 16
GULFPORT ENERGY CORP NEW	168	Cost	5,564 14	4,127 76
HARMAN INTL INDS INC NEW	65	Cost	6,745 87	6,123 65
HCA HOLDINGS INC	270	Cost	21,560 01	18,260 10
HD SUPPLY HLDGS INC	506	Cost	15,921 10	15,195 18
HERTZ GLOBAL HOLDINGS INC	712	Cost	12,550 12	10,131 76
HSN INC	247	Cost	14,554 67	12,515 49
INVESTORS BANCORP INC NEW	1,596	Cost	19,503 50	19,854 24
JARDEN CORP	459	Cost	21,676 15	25,075 68
KAR AUCTION SVCS INC	265	Cost	9,879 21	9,812 95
LENNAR CORP	237	Cost	12,023 36	11,591 67
MENS WEARHOUSE INC	344	Cost	15,782 08	5,049 92
MICRON TECHNOLOGIES	627	Cost	10,340 86	8,878 32
MILACRON HOLDINGS CORP	839	Cost	14,229 40	10,495 89
NASDAQ INC	293	Cost	15,917 52	17,043 81
NCR CORP NEW	524	Cost	13,161 69	12,817 04
NEW RESIDENTIAL INVT CORP	1,029	Cost	12,911 80	12,512 64
PACKAGING CORP OF AMERICA	182	Cost	12,057 85	11,475 10
PACWEST BANCORP	441	Cost	19,244 81	19,007 10
PVH CORP COM	159	Cost	16,756 90	11,710 35

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
REINSURANCE GROUP AMER INC	180	Cost	16,547 56	15,399 00
RELIANCE STEEL & ALUMINUM CO	197	Cost	11,403 18	11,408 27
RINGCENTRAL INC CL A	331	Cost	6,162 89	7,804 98
RITE AID CORP	1,738	Cost	13,116 74	13,625 92
SABRE CORP	553	Cost	15,706 46	15,467 41
SEI INVESTMENTS CO	274	Cost	13,920 34	14,357 60
SERVICEMASTER GLOBAL HLDGS INC	379	Cost	13,142 17	14,871 96
SIGNET JEWELERS LTD	89	Cost	12,683 71	11,008 41
SKYWORKS SOLUTIONS INC	155	Cost	12,933 55	11,908 65
SNAP ON INC	74	Cost	11,921 04	12,685 82
SPECTRUM BRANDS HLDGS INC	126	Cost	12,084 89	12,826 80
SYNCHRONY FINL	669	Cost	21,255 41	20,344 29
TENNECO INC	231	Cost	11,389 65	10,605 21
TOTAL SYSTEM SERVICES INC	161	Cost	8,192 99	8,017 80
TRINET GROUP INC	361	Cost	6,476 86	6,985 35
UNITED RENTALS INC	87	Cost	6,097 53	6,310 98
WWR CORP	711	Cost	18,835 43	20,128 41
WABCO HOLDINGS INC	114	Cost	12,710 98	11,657 64
WESTROCK CO	257	Cost	14,377 64	11,724 34
Subtotal Corporate Stocks			842,371 08	798,588 68
UBS Account No. xx-xx174 20				
AMER SOFTWARE INC CL A	1,280	Cost	12,259 06	13,030 40
ARTISAN PARTNERS ASSET MGMT INC	637	Cost	24,840 55	22,970 22
BADGER METER INC	492	Cost	29,068 10	28,826 28
BANK OF HAWAII CORP	531	Cost	33,868 40	33,399 90
CABOT MICROELECTRONICS CORP	528	Cost	22,363 96	23,115 84
CASS INFORMATION SYSTEMS INC	608	Cost	30,846 93	31,287 68
CEB INC COM	508	Cost	37,135 24	31,186 12
CHEESECAKE FACTORY INC	689	Cost	36,560 85	31,769 79
CINEMARK HOLDINGS INC	1,216	Cost	42,242 91	40,650 88
COGNEX CORP	399	Cost	14,253 97	13,474 23
COMPUTER SVCS IN KY	349	Cost	13,949 31	13,960 00
CORE LABORATORIES N V EUR	255	Cost	28,265 86	27,728 70
FIRST CASH FINCL SERVICES	550	Cost	21,841 78	20,586 50
G&K SVCS INC COM 50 CTS PAR VALUE	294	Cost	20,006 68	18,492 60
GRACO INC	472	Cost	33,193 91	34,017 04
HEARTLAND PAYMENT SYSTEMS INC	387	Cost	25,086 50	36,695 34
HENRY JACK & ASSOC INC	555	Cost	39,765 68	43,323 30
HFF INC CL A	505	Cost	17,604 45	15,690 35
LANDSTAR SYSTEMS INC	558	Cost	36,463 89	32,726 70
MONOTYPE IMAGING HOLDINGS INC	908	Cost	20,284 46	21,465 12
NATL BEVERAGE CORP	1,072	Cost	32,766 64	48,711 68
PATTERSON COMPANIES INC	618	Cost	28,528 79	27,939 78
PRIMERICA INC	691	Cost	31,173 68	32,635 93
QUESTAR CORP	1,627	Cost	32,155 96	31,693 96
RBC BEARINGS INC	420	Cost	26,883 73	27,127 80
RE/MAX HOLDINGS INC CL A	598	Cost	22,703 82	22,305 40
RLI CORP	495	Cost	27,476 51	30,566 25
SUN HYDRAULICS INC	463	Cost	14,456 09	14,690 99
SYNTEL INC	606	Cost	27,740 08	27,421 50
VILLAGE SUPER MARKET INC	380	Cost	10,029 35	10,013 00
WD-40 CO (DEL)	310	Cost	27,911 36	30,581 50
Subtotal Corporate Stocks			821,728 50	838,084 78

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
UBS Account No. xx-xx176 20				
ACCOR SA SPON ADR	1,963	Cost	18,710 00	17,078 10
ADDIDAS AG SPON ADR	342	Cost	14,620 67	16,590 42
AEGON NV ADR N Y SHS	2,906	Cost	17,654 89	16,477 02
ASTRAZENECA PLC SPON ADR	757	Cost	24,065 78	25,700 15
ATOS ORIGIN SA ADR	1,042	Cost	16,304 32	17,609 80
BANCO BILBAO VIZCAYA ARGENTARIA SA SPON AD	2,044	Cost	18,358 58	14,982 52
BARCLAYS PLC ADR	1,220	Cost	18,735 04	15,811 20
CHINA MOBILE LTD SPON ADR	291	Cost	17,699 11	16,392 03
DENSO CORP ADR	725	Cost	16,665 79	17,334 75
DEUTSCHE POST AG SPON ADR	597	Cost	16,926 57	16,584 66
EMVBRAER S A SPON ADR	555	Cost	14,768 39	16,394 70
ERICSSON SEK 10 NEW 2002 ADR	1,820	Cost	17,986 21	17,490 20
GEMALTO NV SPON ADR	552	Cost	17,685 90	16,675 92
GLOBAL LOGISTICS PPTYS LTD UNSPON ADR	1,140	Cost	17,915 44	17,219 70
HSBC HOLDINGS PLC NEW GB SPON ADR	427	Cost	16,952 91	16,853 69
INFINEON TECHNOLOGIES ADR	1,159	Cost	13,244 17	16,979 35
JULIUS BAER GROUP LTD ADR	1,828	Cost	17,666 75	17,731 60
KONINKLIJKE PHILIPS NV SPON ADR	636	Cost	16,342 43	16,186 20
LIXIL GROUP CORP UNSPON ADR	354	Cost	14,656 68	15,813 18
MARKIT LTD	589	Cost	17,249 24	17,770 13
MITSUBISHI ESTATE LTD ADR	801	Cost	17,165 86	16,624 75
NATIONAL GRID PLC NEW SPON ADR	239	Cost	16,435 74	16,620 06
NOVARTIS AG SPON ADR	194	Cost	18,218 55	16,691 76
OTSUKA HLDGS CO LTD UNSPON ADR	999	Cost	16,472 52	17,782 20
ROCHE HLDG LTD SPONS ADR SWITZ ADR	770	Cost	25,930 26	26,541 90
ROYAL DSM N V SPON ADR	1,307	Cost	16,968 68	16,487 80
ROYAL DUTCH SHELL PLC CL A SPON ADR	503	Cost	26,049 83	23,032 37
ROYAL KPN N V SPON ADR	4,405	Cost	16,663 51	16,871 15
SECOM LTD ADR JAPAN ADR	1,020	Cost	16,179 99	17,248 20
SEIKO EPSON CORP UNSPON ADR	2,244	Cost	17,741 86	17,323 68
SEVEN & 1 HLDGS CO LTD ADR	727	Cost	16,241 68	16,611 95
SKY PLC SPON ADR	4,380	Cost	25,033 18	25,034 40
SMITH & NEPHEW PLC NEW SPON ADR	499	Cost	17,537 99	17,764 40
SOCIETE GENERALE FRANCE SPONS ADR	1,776	Cost	16,946 96	16,374 72
SUMITOMO MITSUI FINANCIAL SPON ADR	3,184	Cost	25,857 90	24,166 56
SUNTORY BEVERAGE & FOOD L UNSPON ADR	858	Cost	17,179 65	18,901 74
SYNGENTA AG SPON ADR	336	Cost	22,828 16	26,453 28
TORAY IND ADR JAPAN ADR	937	Cost	16,621 25	17,465 68
TOTAL S A FRANCE SPON ADR	344	Cost	17,077 24	15,462 80
UNIBAIL-RODAMCO SE ADR REPSTG SHS	638	Cost	16,946 95	16,233 91
VIVENDI SA ADR	789	Cost	18,945 11	16,845 15
VODAFONE GROUP PLC SPON ADR	759	Cost	25,661 18	24,485 34
WILLIAM HILL PLC ADR	777	Cost	16,670 76	18,294 46
WPP PLC NEW SPON ADR	148	Cost	15,836 70	16,981 52
Subtotal Corporate Stocks			801,420 38	799,975 10
UBS Account No. xx-xx177 20				
BUCKEYE PARTNERS, L P	3,200	Cost	207,097 00	211,072 00
ENERGY TRANSFER EQUITY, L P	15,500	Cost	315,854 00	212,970 00
ENTERPRISE PRODUCTS PARTNERS, L P	9,000	Cost	227,928 00	230,220 00
HOLLY ENERGY PARTNERS, L P COM UNIT REP	5,000	Cost	138,944 00	155,700 00
MAGELLAN MIDSTREAM PARTNERS, L P	4,300	Cost	273,377 00	292,056 00
MPLX L P MLP	5,500	Cost	202,348 00	216,315 00
PLAINS ALL AMER PIPELINE, L P	7,000	Cost	214,262 00	161,700 00

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
SUNOCO LOGISTICS PARTNERS, L P	11,000	Cost	312,584 00	282,700 00
TC PIPELINES, L P	4,300	Cost	206,090 00	213,753 00
TESORO LOGISTICS, L P	5,100	Cost	236,228 00	256,632 00
WESTERN GAS PARTNERS, L P	4,200	Cost	205,963 00	199,626 00
WILLIAMS PARTNERS, L P	6,500	Cost	206,311 00	181,025 00
Subtotal Corporate Stocks			2,746,986 00	2,613,769 00
JPMorgan Account No. xx-xx90003				
ALPHABET INC/CA-CL C	165	Cost	55,250 25	125,215 20
ALPHABET INC/CA-CL A	497	Cost	249,530 91	386,670 97
BLACKROCK INC	460	Cost	139,811 20	156,639 20
CAPITAL ONE FINANCIAL CORP	2,885	Cost	195,589 32	208,239 30
CITIZENS FINANCIAL GROUP	3,970	Cost	104,323 26	103,974 30
COLGATE-PALMOLIVE CO	2,185	Cost	126,778 09	145,564 70
COSTCO WHOLESALE CORP	950	Cost	106,623 58	153,425 00
CUMMINS INC	965	Cost	108,943 48	84,929 65
CVS HEALTH CORP	1,630	Cost	157,264 58	159,365 10
DANAHER CORP	2,560	Cost	157,382 94	237,772 80
EOG RESOURCES INC	1,730	Cost	145,505 50	122,466 70
EXPRESS SCRIPTS HOLDING CO	2,005	Cost	120,429 96	175,257 05
FMC TECHNOLOGIES INC	3,330	Cost	117,807 41	96,603 30
GENERAL MILLS INC	2,390	Cost	111,114 06	137,807 40
GILEAD MILLS INC	1,260	Cost	127,002 08	127,499 40
HOME DEPOT INC	1,695	Cost	128,966 27	224,163 75
ILLINOIS TOOL WORKS	1,250	Cost	114,259 50	115,850 00
INTEL CORP	5,855	Cost	168,179 15	201,704 75
JOHNSON & JOHNSON	1,710	Cost	148,072 29	175,651 20
JPMORGAN CHASE & CO	3,770	Cost	183,533 28	248,933 10
KIMBERLY-CLARK CORP	1,270	Cost	113,581 70	161,671 00
MERCK & CO	2,520	Cost	145,208 70	133,106 40
MICROSOFT CORP	6,220	Cost	225,572 84	345,085 60
NEWELL RUBBERMADE INC	2,555	Cost	104,681 93	112,624 40
PNC FINANCIAL SERVICES GROUP	1,985	Cost	136,896 14	189,190 35
PRAXAIR INC	1,030	Cost	128,860 22	105,472 00
PRUDENTIAL FINANCIAL INC	1,855	Cost	126,985 67	151,015 55
SNAP-ON INC	1,140	Cost	124,288 04	195,430 20
SPECTRA ENERGY CORP	4,465	Cost	146,679 40	106,892 10
STRYKER CORP	1,710	Cost	111,296 50	158,927 40
TIME WARNER NC	2,345	Cost	165,835 90	151,651 15
TJX COMPANIES INC	2,080	Cost	102,604 16	147,492 80
UNITED PARCEL SERVICE CL B	1,675	Cost	145,229 51	161,185 25
US BANCORP	3,765	Cost	168,260 49	160,652 55
VERIZON COMMUNICATIONS	3,025	Cost	147,201 65	139,815 50
VF CORP	2,335	Cost	114,918 68	145,353 75
VISA INC=CLASS A SHARES	2,320	Cost	149,190 40	179,916 00
WALT DISNEY CO/THE	2,140	Cost	138,642 30	224,871 20
ACCENTURE PLC-CL A	2,720	Cost	202,038 60	284,240 00
MEDTRONIC PLC	2,485	Cost	184,823 41	191,146 20
NOVARTIS AG-SPONSORED ADR	1,745	Cost	140,805 52	150,139 80
NXP SEMICONDUCTORS NV	2,240	Cost	210,119 08	188,720 00
ROCHE HOLDINGS LTD SPONSORED ADR	3,720	Cost	131,210 46	128,228 40
STATOIL ASA SPON ADR	5,015	Cost	124,761 18	70,009 40
Subtotal Corporate Stocks			6,256,059 59	7,370,569 87

JPMorgan Account No. xx-xx08005

Statement 19
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
CONTAINER STORE GROUP INC	12,945	Cost	233,010 00	106,149 00
			233,010 00	106,149 00
Grand total Corporate Stocks			**12,419,257.59**	**13,262,976.58**
UBS Account No. xx-xx053 20				
DODGE & COX INTERNATIONAL STOCK FUND	7,773	Cost	309,117 80	283,554 15
DOUBLE LINE TOTAL RETURN FUND INST	94,671	Cost	1,042,143 80	1,020,550 56
Subtotal Other securities			1,351,261 60	1,304,104 71
UBS Account No. xx-xx175 20				
ISHARES TRUST CORE S&P MID-CAP ETF	3,350	Cost	477,912 06	466,722 00
ISHARES MSCI EAFE ETF	11,800	Cost	689,503 63	692,896 00
ISHARES MSCI EAFE SMALL CAP ETF	7,925	Cost	388,155 18	395,853 75
SPDR S&P 500 ETF TR	2,500	Cost	499,336 28	509,675 00
VANGUARD INDEX FUNDS SMALL CAP ETF	4,150	Cost	472,618 90	459,156 00
Subtotal Other securities			2,527,526 05	2,524,302 75
JPMorgan Account No. xx-xx08004				
SPDR S&P ETF TRUST	22,820	Cost	3,589,642 03	4,652,313 40
ISHARES CORE S&P MIDCAP ETF	21,991	Cost	1,971,129 44	3,063,786 12
TRIBUTARY SMALL CO-INST PLUS	14,929	Cost	345,000 00	335,744 26
ARTISAN INTL VALUE FD-ADV	32,199	Cost	875,000 00	1,020,703 61
		Cost		
Subtotal Other securities			6,780,771 47	9,072,547 39
Grand total other publicly traded securities			**10,659,559.12**	**12,900,954.85**
JPMorgan Account No. xx-xx08004				
AVENUE INTERNATIONAL LTD		Cost	461,368 44	559,101 22
GOLDENTREE OFFSHORE LTD		Cost	83,476 91	216,532 74
OCH-ZIFF OZOFII PRIVATE INVESTORS		Cost	760,000 00	784,887 65
Subtotal Other investments			1,304,845 35	1,560,521 61
JPMorgan Account No. xx-xx08005				
BCP VI PRIVATE INVESTORS OFFSHORE, LP		Cost	774,913 67	876,161 00
BLACKSTONE GSO PRIVATE INVESTORS, LP		Cost	680,577 45	540,086 62
BLACKSTONE COMMERCIAL REAL ESTATE DEBT CL A		Cost	38,173 27	42,321 00
CARLYLE ASIA PARTNERS III PRIVATE INVESTORS OFFSHORE		Cost	395,460 40	290,965 00
CLAYTON, DUBILIER & RICE (CD&R) FUND 8, LP		Cost	589,701 14	767,410 00
GSO PRIVATE INVESTORS OFFSHORE II, LP		Cost	241,596 63	240,832 00
HIGHBRIDGE MEZZANINE PARTNERS, LP (OFFSHORE)		Cost	309,167 69	270,461 00
KKR EUROPEAN FUND III PRIVATE INVESTORS OFFSHORE		Cost	381,696 10	513,378 00
PROVIDENCE TMT DEBT OPPORTUNITY FEEDER II, LP		Cost	528,548 85	547,885 00
Subtotal Other investments			3,939,835 20	4,089,499 62
Grand total other investments			**5,244,680.55**	**5,650,021.23**

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 income/(loss) MLPs	$ -663.	$ -663.	
K-1 Ord income/(loss) MLP	-112,750.	144.	
Other misc. income	1,422.	1,422.	
OV,LP K-1 income/(loss)	-27,056.	-27,056.	
RE,LP K-1 income/(loss)	-9,555.	-9,555.	
TWVF K-1 income/(loss)	-11,065.	-11,065.	
Total	$ -159,667.	$ -46,773.	$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	$ 3,625.	$ 1,813.		$ 1,813.
Total	$ 3,625.	$ 1,813.		$ 1,813.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and tax prep.services	$ 16,000.	$ 12,000.		$ 4,000.
Total	$ 16,000.	$ 12,000.		$ 4,000.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ginny Martin Productions	$ 1,790.			$ 1,790.
JP Morgan Advisory/custody	5,832.	$ 5,832.		
JP Morgan investment management	49,270.	49,270.		
Marcia Clark	875.			875.
Nelson Capital investment mgmt	53,532.	53,532.		
UBS investment management	27,388.	27,388.		
Total	$ 138,687.	$ 136,022.		$ 2,665.