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INTERNAL REVENUE SERVICE

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

WILLIAM E DEAN III CHARITABLE FOUNDATION

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

Room/suite

BANK OF AMERICA, N.A. P.O. BOX 831041

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

DALLAS, TX 75283-1041

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) \$ **6,815,577.**

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

54-6882428

B Telephone number (see instructions)

800-357-7094

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

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	5,752,471.			
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	158,955.	130,702.		STMT 1
5a Gross rents	6,499.	6,499.	6,499.	
b Net rental income or (loss)	6,499.			
6a Net gain or (loss) from sale of assets not on line 10	565,074.			
b Gross sales price for all assets on line 6a	5,691,971.			
7 Capital gain net income (from Part IV, line 2)		565,074.		
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)	2,295.			STMT 2
12 Total Add lines 1 through 11	6,485,294.	702,275.	6,499.	
13 Compensation of officers, directors, trustees, etc.	56,826.	34,095.		22,731.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	10,805.	NONE	NONE	10,805.
b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)	1,051.	1,051.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	3,404.	3,404.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses	73,336.	38,550.	NONE	34,786.
Add lines 13 through 23	40,000.			40,000.
25 Contributions, gifts, grants paid	113,336.	38,550.	NONE	74,786.
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12	6,371,958.	663,725.	6,499.	
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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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	57,428.	345,370.	345,370.
	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 ▶	NONE		
	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) . STMT 7	841,213.	6,006,014.	5,600,207.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶	810,000.		
	Less accumulated depreciation (attach schedule) ▶		810,000.	870,000.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	898,641.	7,161,384.	6,815,577.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE		
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	898,641.	7,161,384.	
	28	Paid-in or capital surplus, or land, bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	898,641.	7,161,384.	
	31	Total liabilities and net assets/fund balances (see instructions)	898,641.	7,161,384.	

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	898,641.
2	Enter amount from Part I, line 27a	2	6,371,958.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	173.
4	Add lines 1, 2, and 3	4	7,270,772.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	109,388.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,161,384.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P Purchase D Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 5,691,971.		5,126,897.	565,074.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			565,074.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	565,074.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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.

(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	35,791.	944,257.	0.037904
2013	21,814.	869,974.	0.025074
2012	14,317.	470,174.	0.030450
2011	13,385.	329,586.	0.040612
2010	884.	160,825.	0.005497
2 Total of line 1, column (d)			2 0.139537
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 0.027907
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 5,854,745.
5 Multiply line 4 by line 3			5 163,388.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,637.
7 Add lines 5 and 6			7 170,025.
8 Enter qualifying distributions from Part XII, line 4			8 74,786.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	13,275.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	13,275.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,275.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 916.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	916.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	12,359.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ NONE Refunded ☐		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	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? Website address ► <u>NONE</u>	13	X
14 The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no ► <u>(210) 270-5468</u> Located at ► <u>300 CONVENT ST, SAN ANTONIO, TX</u> ZIP+4 ► <u>78205-3701</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
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 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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ►		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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	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?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. P.O. BOX 121, SAN ANTONIO, TX 78291-0121	TRUSTEE 1	56,826.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

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

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

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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	5,516,820.
b	Average of monthly cash balances	1b	282,084.
c	Fair market value of all other assets (see instructions)	1c	145,000.
d	Total (add lines 1a, b, and c)	1d	5,943,904.
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	NONE
3	Subtract line 2 from line 1d	3	5,943,904.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,159.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,854,745.
6	Minimum investment return. Enter 5% of line 5	6	292,737.

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	292,737.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,275.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,275.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	279,462.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	279,462.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	279,462.

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	74,786.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	74,786.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	74,786.

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				279,462.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			39,090.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>74,786.</u>				
a Applied to 2014, but not more than line 2a			39,090.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				35,696.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				243,766.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
1736 FAMILY CRISIS CENTER 2116 ARLINGTON AVENUE, SUITE 200 LOS ANGELES	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
ALL AMERICAN ASSISTANCE DOGS 32647 46TH PL S AUBURN WA 98001	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
CHAPEL OF HIS GLORY 1 EAST ST APT 2 ESSEX JCT VT 05452	N/A	PC	UNRESTRICTED GENERAL SUPPORT	3,000.
FEEDING PETS OF THE HOMELESS 116 E. SEVENTH ST, SUITE 204 CARSON CITY NV	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
FRIENDS FOR ANIMALS SANCTUARY 5000 N WICKHAM ROAD Melbourne FL 32940	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
PHOENIX ANIMAL CARE COALITION 10645 N TATUM BLVD, PHOENIX AZ 85028	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
PET PREVENT A LITTER 215 W SAN ANTONIO, #102 SAN MARCOS TX 78666	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
URBAN LEAGUE OF MIDDLE TENNESSEE 50 VANTAGE WAY, SUITE 201 NASHVILLE TN 37228	N/A	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
WARRIORS BEST FRIEND FOUNDATION PO BOX 1432 LIBERTY MO 64069	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
YAVAPAI HUMANE SOCIETY 1625 SUNDG RANCH RD. PRESCOTT AZ 86301	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
Total			3a	40,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	158,955.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property			16	6,499.		
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	565,074.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b EXCISE TAX REFUND			1	2,295.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				732,823.		
13 Total. Add line 12, columns (b), (d), and (e)						732,823.

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

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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.

Karen J. Kiser
Signature of officer or trustee

04/25/2016
Date

TRUSTEE
Title

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

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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

OMB No 1545-0047

2015▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

WILLIAM E DEAN III CHARITABLE FOUNDATION

54-6882428

Organization type (check one):

Filers of:

Section.

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

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

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

Name of organization WILLIAM E DEAN III CHARITABLE FOUNDATION	Employer identification number 54-6882428
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	\$ 426,300.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	\$ 174,745.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	\$ 15,503.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	\$ 5,135,923.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

54-6882428

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> 4 </u>	SEE ATTACHED STATEMENTS 	\$ <u> 5,135,923 </u>	<u>02/06/2015</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	 	\$ <u> </u>	<u> </u>

RENT AND ROYALTY INCOME

Taxpayer's Name WILLIAM E DEAN III CHARITABLE FOUNDATION	Identifying Number 54-6882428
--	---

DESCRIPTION OF PROPERTY

50% U/D INT 5619 E IH 10 SAN ANTONIO TX

	Yes	No	Did you actively participate in the operation of the activity during the tax year?
--	-----	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

6,499.

OTHER INCOME:

TOTAL GROSS INCOME

6,499.

OTHER EXPENSES

DEPRECIATION (SHOWN BELOW)

LESS Beneficiary's Portion

AMORTIZATION

LESS Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

TOTAL RENT OR ROYALTY INCOME (LOSS)

6,499.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

6,499.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	804.	804.
FOREIGN DIVIDENDS	30,810.	30,810.
NONDIVIDEND DISTRIBUTIONS	2,173.	
DOMESTIC DIVIDENDS	50,252.	50,252.
OTHER INTEREST	3.	3.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	26,080.	
MARKET DISCOUNT - OTHER INTEREST	141.	141.
US GOVERNMENT INTEREST REPORTED AS QUALI	19.	19.
NONQUALIFIED FOREIGN DIVIDENDS	14,074.	14,074.
NONQUALIFIED DOMESTIC DIVIDENDS	34,599.	34,599.
	-----	-----
TOTAL	158,955.	130,702.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	2,295.

TOTALS	2,295.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	10,805.			10,805.
TOTALS	10,805.	NONE	NONE	10,805.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PROPERTY MGMT FEES - BOA	1,051.	1,051.
	-----	-----
TOTALS	1,051.	1,051.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	2,303.	2,303.
FOREIGN TAXES ON NONQUALIFIED	1,101.	1,101.
	-----	-----
TOTALS	3,404.	3,404.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
46428Q109 ISHARES SILVER TR	3,621.	2,150.
464286103 ISHARES INC MSCI AUS		
464286509 ISHARES MSCI CANADA		
464286673 ISHARES MSCI SINGAPO		
464286772 ISHARES MSCI SOUTH K		
464287473 ISHARES RUSSELL MID-		
464287630 ISHARES RUSSELL 2000		
464288513 ISHARES IBOX \$ HIGH		
78463V107 SPDR GOLD TR GOLD SH		
922042858 VANGUARD FTSE EMERGI		
922908553 VANGUARD REIT ETF		
277905642 EATON VANCE LARGE-CA		
466001864 IVY ASSET STRATEGY F		
197199409 COLUMBIA ACORN FUND		
197199805 COLUMBIA ACORN USA F		
19765N567 COLUMBIA SMALL CAP V		
19765Y688 COLUMBIA SELECT LARG		
693390700 PIMCO TOTAL RETURN F		
722005667 PIMCO COMMODITY REAL		
72200Q182 PIMCO ALL ASSET ALL		
72201P100 PIMCO GLOBAL MULTI-A		
008882532 INVESCO INTL GROWTH		
885215566 THORNBURG INTL VALUE		
922042676 VANGUARD GLOBAL EX-U		
97717W315 WISDOMTREE EMERGING		
722005626 PIMCO ALL ASSET FUND		
38145N220 GOLDMAN SACHS ABSOLU		
41902V872 HATTERAS ALPHA HEDGE		
19765E823 CMG ULTRA SHORT TERM		
	242,888.	239,005.
	110,359.	106,834.
	61,137.	54,392.
	3,982.	3,145.
	216,307.	174,606.
	192,802.	192,070.
	305,298.	283,326.
	263,932.	221,027.
	41,431.	25,538.
	25,027.	18,248.
	86,395.	110,110.
	109,812.	71,365.
	122,012.	120,051.
	118,591.	99,808.
	198,334.	180,536.
	222,162.	159,181.
	259,497.	222,962.
	120,454.	114,876.
	121,221.	113,958.
	231,938.	231,680.

WILLIAM E DEAN III CHARITABLE FOUNDATION
 FORM 990PF, PART II - CORPORATE STOCK
 =====

54-6882428

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
22544R305 CREDIT SUISSE COMMOD	105,235.	74,914.
592905509 METRO WEST T/R BD CL	234,076.	227,435.
464287481 ISHARES RUSSELL MID-	222,304.	214,909.
464287598 ISHARES RUSSELL 1000	336,397.	317,164.
464287614 ISHARES RUSSELL 1000	503,159.	512,421.
464287648 ISHARES RUSSELL 2000	93,209.	90,393.
921943858 VANGUARD FTSE DEVELO	696,883.	660,850.
922908751 VANGUARD SMALL-CAP E	172,580.	162,198.
19765H347 COLUMBIA LARGE CAP E	584,971.	595,055.
	-----	-----
TOTALS	6,006,014.	5,600,207.
	=====	=====

WILLIAM E DEAN III CHARITABLE FOUNDATION

54-6882428

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION

AMOUNT

COST BASIS ADJ

92.

ACCRUAL ADJ

81.

TOTAL

173.
=====

STATEMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND INCOME ADJ	4,128.
ROC ADJ - PRIOR YEAR	317.
PIMCO CBA - REVERSE SPLIT	104,943.

TOTAL	109,388.
	=====

WILLIAM E DEAN III CHARITABLE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d

54-6882428

=====

RECIPIENT NAME:

BANK OF AMERICA, N.A. - SHANTEL WILKINS

ADDRESS:

300 CONVENT ST, FL 8

SAN ANTONIO, TX 78205-370

RECIPIENT'S PHONE NUMBER: 210.270.5468

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

QUALIFIED DOMESTIC PUBLIC CHARITIES AS DESCRIBED IN
IRC SECTION 501(c)(3)

STATEMENT 11

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
50% U/D INT 5619 E I	6,499.			6,499.
	-----	-----	-----	-----
TOTALS	6,499.			6,499.
	=====	=====	=====	=====

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Date	Asset Name	Explanation	Amount
02/06/2015	AT&T INC	RECD 7 SHARES	\$248 54
		FROM ACCOUNT # 30-08-803-2681625	
		AT&T INC	
02/06/2015	AT&T INC	RECD 733 SHARES	\$26,025 16
		FROM ACCOUNT # 30-08-803-2681625	
		AT&T INC	
02/06/2015	ABBOTT LABORATORIES	RECD 29 SHARES	\$752 22
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBOTT LABORATORIES	RECD 147 SHARES	\$4,358 17
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBOTT LABORATORIES	RECD 29 SHARES	\$596 72
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBOTT LABORATORIES	RECD 88 SHARES	\$2,969 77
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBOTT LABORATORIES	RECD 15 SHARES	\$547 50
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBOTT LABORATORIES	RECD 1,173 SHARES	\$42,814 50
		FROM ACCOUNT # 30-08-803-2681625	
		ABBOTT LABS	
02/06/2015	ABBVIE INC COM	RECD 88 SHARES	\$3,220 47
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ABBVIE INC COM	RECD 29 SHARES	\$815 72
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ABBVIE INC COM	RECD 147 SHARES	\$4,726 06
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ABBVIE INC COM	RECD 29 SHARES	\$647 09
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ABBVIE INC COM	RECD 15 SHARES	\$669 68
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ABBVIE INC COM	RECD 1,173 SHARES	\$52,368 58
		FROM ACCOUNT # 30-08-803-2681625	
		ABBVIE INC	
02/06/2015	ALDINE TEX INDPT SCH DIST SCH BLDG BDS	RECD 30,000 PAR VA	\$31,999 15
		FROM ACCOUNT # 30-08-803-2681625	
		ALDINE TEX INDPT SCH DIST	
02/06/2015	ALEDO TEX INDPT SCH DIST SCH BLDG BDS	RECD 30,000 PAR VA	\$31,225 51

02/06/2015	ALICE TEX INDPT SCH DIST SCH BLDG BDS-01D	FROM ACCOUNT # 30-08-803-2681625 ALEDO TEX INDPT SCH DIST RECD 30,000 PAR VA	\$31,501 98
02/06/2015	ALTRIA GROUP INC	FROM ACCOUNT # 30-08-803-2681625 ALICE TEX INDPT SCH DIST RECD 44 SHARES	\$1,563 32
02/06/2015	ALTRIA GROUP INC	FROM ACCOUNT # 30-08-803-2681625 ALTRIA GROUP INC RECD 1,466 SHARES	\$52,086 98
02/06/2015	ATLANTA GA WTR & WASTE WTR REV BDS	FROM ACCOUNT # 30-08-803-2681625 ATLANTA GA WTR & WASTE WTR REV RECD 15,000 PAR VA	\$14,999 51
02/06/2015	AUSTIN TEX CMNTY COLLEGE DIST G O LTD TAX REF B	FROM ACCOUNT # 30-08-803-2681625 AUSTIN TEX CMNTY COLLEGE DIST RECD 30,000 PAR VA	\$30,185 02
02/06/2015	AUSTIN TEX CMNTY COLLEGE DIST LEASE REV BDS	FROM ACCOUNT # 30-08-803-2681625 AUSTIN TEX CMNTY COLLEGE DIST RECD 15,000 PAR VA	\$15,318 65
02/06/2015	AUSTIN TEX WTR & WASTEWATER SY REF REV BDS-01D	FROM ACCOUNT # 30-08-803-2681625 AUSTIN TEX CMNTY COLLEGE DIST RECD 10,000 PAR VA	\$10,090 74
02/06/2015	AUTOMATIC DATA PROCESSING INC	FROM ACCOUNT # 30-08-803-2681625 AUSTIN TEX WTR & WASTEWATER SY RECD 1,026 SHARES	\$64,628 69
02/06/2015	BEAUMONT TEX INDPT SCH DIST SCH BLDG BDS	FROM ACCOUNT # 30-08-803-2681625 AUTOMATIC DATA PROCESSING INC RECD 10,000 PAR VA	\$10,439 72
02/06/2015	BELL CNTY TEX WTR CTL & IMPT D WTR SYS REV REF	FROM ACCOUNT # 30-08-803-2681625 BEAUMONT TEX INDPT SCH DIST RECD 10,000 PAR VA	\$10,009 27
02/06/2015	BEXAR CNTY TEX REV VENUE REV REF BDS-01D	FROM ACCOUNT # 30-08-803-2681625 BELL CNTY TEX WTR CTL & IMPT D RECD 30,000 PAR VA	\$29,628 00
02/06/2015	BORGER TEX INDPT SCH DIST G O SCH BLDG BDS	FROM ACCOUNT # 30-08-803-2681625 BEXAR CNTY TEX REV RECD 30,000 PAR VA	\$31,953 83
02/06/2015	BRISTOL MYERS SQUIBB CO COM	BORGER TEX INDPT SCH DIST RECD 15 SHARES	\$655 65
02/06/2015	BRISTOL MYERS SQUIBB CO COM	FROM ACCOUNT # 30-08-803-2681625 BRISTOL MYERS SQUIBB CO RECD 2,052 SHARES	\$89,692 92
02/06/2015	BURLESON TEX INDPT SCH DIST FO SCH BLDG BDS-01D	FROM ACCOUNT # 30-08-803-2681625 BRISTOL MYERS SQUIBB CO RECD 60,000 PAR VA	\$62,572 04
		BURLESON TEX INDPT SCH DIST FO	

02/06/2015	CDK GLOBAL INC COM	RECD	342	SHARES		\$9,351 03
		FROM ACCOUNT # 30-08-803-2681625				
		CDK GLOBAL INC				
02/06/2015	CALIFORNIA RESOURCES CORP COM	RECD	35	SHARES		\$271 16
		FROM ACCOUNT # 30-08-803-2681625				
		CALIFORNIA RESOURCES CORP				
02/06/2015	CALIFORNIA RESOURCES CORP COM	RECD	35	SHARES		\$240 34
		FROM ACCOUNT # 30-08-803-2681625				
		CALIFORNIA RESOURCES CORP				
02/06/2015	CALIFORNIA RESOURCES CORP COM	RECD	59	SHARES		\$408 55
		FROM ACCOUNT # 30-08-803-2681625				
		CALIFORNIA RESOURCES CORP				
02/06/2015	CARROLL TEX INDPT SCH DIST G O REF BDS	RECD	30,000	PAR VA		\$30,376 56
		FROM ACCOUNT # 30-08-803-2681625				
		CARROLL TEX INDPT SCH DIST				
02/06/2015	CARROLLTON TEX FMRS BRH INDPT G O SCH BLDG BD	RECD	30,000	PAR VA		\$30,829 97
		FROM ACCOUNT # 30-08-803-2681625				
		CARROLLTON TEX FMRS BRH INDPT				
02/06/2015	CATERPILLAR INCORPORATED	RECD	469	SHARES		\$38,344 27
		FROM ACCOUNT # 30-08-803-2681625				
		CATERPILLAR INC				
02/06/2015	CHICAGO ILL O HARE INTL ARPT R REV REF BONDS-OID	RECD	15,000	PAR VA		\$15,065 42
		FROM ACCOUNT # 30-08-803-2681625				
		CHICAGO ILL O HARE INTL ARPT R				
02/06/2015	CHINA SPRING TEX INDPT SCH DIS SCH BLDG BDS-OID	RECD	60,000	PAR VA		\$63,547 22
		FROM ACCOUNT # 30-08-803-2681625				
		CHINA SPRING TEX INDPT SCH DIS				
02/06/2015	COAHOMA TEX INDPT SCH DIST G O SCH BLDG BDS-OID	RECD	15,000	PAR VA		\$15,868 01
		FROM ACCOUNT # 30-08-803-2681625				
		COAHOMA TEX INDPT SCH DIST				
02/06/2015	COCA COLA CO COM	RECD	587	SHARES		\$23,673 71
		FROM ACCOUNT # 30-08-803-2681625				
		COCA COLA CO				
02/06/2015	COLGATE PALMOLIVE CO	RECD	293	SHARES		\$17,493 57
		FROM ACCOUNT # 30-08-803-2681625				
		COLGATE PALMOLIVE CO				
02/06/2015	COMAL TEX INDPT SCH DIST SCH BUILD BDS	RECD	30,000	PAR VA		\$32,680 31
		FROM ACCOUNT # 30-08-803-2681625				
		COMAL TEX INDPT SCH DIST				
02/06/2015	COMMERCE TEX INDPT SCH DIST SCH BLDG REF BDS-OID	RECD	60,000	PAR VA		\$63,498 34
		FROM ACCOUNT # 30-08-803-2681625				
		COMMERCE TEX INDPT SCH DIST				
02/06/2015	CONOCOPHILLIPS COM	RECD	293	SHARES		\$19,200 29
		FROM ACCOUNT # 30-08-803-2681625				
		CONOCOPHILLIPS				
02/06/2015	CONSOLIDATED EDISON INC	RECD	59	SHARES		\$3,510 50
		FROM ACCOUNT # 30-08-803-2681625				

02/06/2015	CROWLEY TEX INDPT SCH DIST SCH BUILD BDS-OID	CONSOLIDATED EDISON INC RECD 60,000 PAR VA	\$62,452 44
		FROM ACCOUNT # 30-08-803-2681625	
		CROWLEY TEX INDPT SCH DIST	
02/06/2015	DE SOTO TEX INDPT SCH DIST SCH BLDG REF BDS-OID	RECD 15,000 PAR VA	\$15,096 23
		FROM ACCOUNT # 30-08-803-2681625	
		DE SOTO TEX INDPT SCH DIST	
02/06/2015	DOVER CORPORATION	RECD 469 SHARES	\$33,124 90
		FROM ACCOUNT # 30-08-803-2681625	
		DOVER CORP	
02/06/2015	DUPONT E I DE NEMOURS & CO COM	RECD 176 SHARES	\$10,101 52
		FROM ACCOUNT # 30-08-803-2681625	
		DU PONT E I DE NEMOURS & CO	
02/06/2015	DUKE ENERGY CORP NEW COM	RECD 59 SHARES	\$4,156 64
		FROM ACCOUNT # 30-08-803-2681625	
		DUKE ENERGY CORP	
02/06/2015	EDINBURG TEX G O REF CTFS OBLIG BDS-OID	RECD 5,000 PAR VA	\$5,000 06
		FROM ACCOUNT # 30-08-803-2681625	
		EDINBURG TEX	
02/06/2015	EMERSON ELEC CO	RECD 88 SHARES	\$5,089 71
		FROM ACCOUNT # 30-08-803-2681625	
		EMERSON ELEC CO	
02/06/2015	EXXON MOBIL CORPORATION	RECD 1,173 SHARES	\$110,672 49
		FROM ACCOUNT # 30-08-803-2681625	
		EXXON MOBIL CORP	
02/06/2015	FORNEY TEX INDPT SCH DIST SCH BLDG BDS	RECD 30,000 PAR VA	\$30,999 49
		FROM ACCOUNT # 30-08-803-2681625	
		FORNEY TEX INDPT SCH DIST	
02/06/2015	FORT BEND CNTY TEX LTD TAX BDS	RECD 25,000 PAR VA	\$25,083 62
		FROM ACCOUNT # 30-08-803-2681625	
		FORT BEND CNTY TEX	
02/06/2015	FRISCO TEX INDPT SCH DIST SCH BLDG BDS	RECD 30,000 PAR VA	\$31,718 88
		FROM ACCOUNT # 30-08-803-2681625	
		FRISCO TEX INDPT SCH DIST	
02/06/2015	FRISCO TEX INDPT SCH DIST G O SCH BLDG BDS	RECD 30,000 PAR VA	\$31,761 07
		FROM ACCOUNT # 30-08-803-2681625	
		FRISCO TEX INDPT SCH DIST	
02/06/2015	FRISCO TEX INDPT SCH DIST G O SCH BLDG BDS	RECD 15,000 PAR VA	\$15,858 38
		FROM ACCOUNT # 30-08-803-2681625	
		FRISCO TEX INDPT SCH DIST	
02/06/2015	FRISCO TEX INDPT SCH DIST G O SCH BLDG BDS-OID	RECD 30,000 PAR VA	\$30,313 50
		FROM ACCOUNT # 30-08-803-2681625	
		FRISCO TEX INDPT SCH DIST	
02/06/2015	GALENA PARK TEX INDPT SCH DIST G O SCH BLDG BDS	RECD 10,000 PAR VA	\$10,292 69
		FROM ACCOUNT # 30-08-803-2681625	
		GALENA PARK TEX INDPT SCH DIST	
02/06/2015	GALENA PARK TEX INDPT SCH DIST G O SCH BLDG BDS	RECD 50,000 PAR VA	\$51,463 45

02/06/2015	GENERAL ELEC CO	FROM ACCOUNT # 30-08-803-2681625 GALENA PARK TEX INDPT SCH DIST RECD 2,934 SHARES FROM ACCOUNT # 30-08-803-2681625 GENERAL ELEC CO RECD 88 SHARES FROM ACCOUNT # 30-08-803-2681625 GENERAL ELEC CO RECD 88 SHARES FROM ACCOUNT # 30-08-803-2681625 GENERAL ELEC CO RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625 GENERAL ELEC CO RECD 88 SHARES FROM ACCOUNT # 30-08-803-2681625 GENERAL ELEC CO RECD 440 SHARES FROM ACCOUNT # 30-08-803-2681625 GENUINE PARTS CO RECD 30,000 PAR VA FROM ACCOUNT # 30-08-803-2681625 GRAND PRAIRIE TEX INDPT SCH DI RECD 60,000 PAR VA FROM ACCOUNT # 30-08-803-2681625 GRAND PRAIRIE TEX INDPT SCH DI RECD 30,000 PAR VA FROM ACCOUNT # 30-08-803-2681625 GREENVILLE TEX ELEC UTIL SYS R RECD 22 SHARES FROM ACCOUNT # 30-08-803-2681625 HALYARD HEALTH INC COM RECD 7 SHARES FROM ACCOUNT # 30-08-803-2681625 HALYARD HEALTH INC RECD 7 SHARES FROM ACCOUNT # 30-08-803-2681625 HALYARD HEALTH INC COM RECD 7 SHARES FROM ACCOUNT # 30-08-803-2681625 HARRIS CNTY TEX TOLL RD SR LIEN REV BDS- HARRIS CNTY TEX WTR CTL & IMPT GO BDS- HARRIS CNTY TEX WTR CTL & IMPT	\$72,117 72
02/06/2015	GENERAL ELEC CO		\$984 81
02/06/2015	GENERAL ELEC CO		\$3,258 49
02/06/2015	GENERAL ELEC CO		\$2,287 58
02/06/2015	GENERAL ELEC CO		\$1,860 12
02/06/2015	GENERAL ELEC CO		\$3,040 11
02/06/2015	GENUINE PARTS COMPANY		\$35,941 40
02/06/2015	GRAND PRAIRIE TEX INDPT SCH DI SCH BLDG BDS		\$31,180 35
02/06/2015	GRAND PRAIRIE TEX INDPT SCH DI SCH BLDG BDS		\$62,258 88
02/06/2015	GREENVILLE TEX ELEC UTIL SYS R REF REV BDS- HALYARD HEALTH INC COM		\$30,118 17
02/06/2015	HALYARD HEALTH INC COM		\$637 21
02/06/2015	HALYARD HEALTH INC COM		\$195 60
02/06/2015	HALYARD HEALTH INC COM		\$204 31
02/06/2015	HARRIS CNTY TEX TOLL RD SR LIEN REV BDS- HARRIS CNTY TEX WTR CTL & IMPT GO BDS- HARRIS CNTY TEX WTR CTL & IMPT		\$14,851 13
02/06/2015	HARRIS CNTY TEX WTR CTL & IMPT GO BDS- HARRIS CNTY TEX WTR CTL & IMPT		\$28,179 90

02/06/2015	HARRIS CNTY TEX MUN UTIL DIST ULT TAX BDS	RECD 30,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$30,635 94
02/06/2015	HAYS TEX CONS INDPT SCH DIST G O BLDG BDS	HARRIS CNTY TEX MUN UTIL DIST RECD 30,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$31,346 07
02/06/2015	HERSHEY FOODS CORP	HAYS TEX CONS INDPT SCH DIST RECD 147 SHARES FROM ACCOUNT # 30-08-803-2681625	\$13,790 07
02/06/2015	HERSHEY FOODS CORP	HERSHEY CO RECD 147 SHARES FROM ACCOUNT # 30-08-803-2681625	\$9,033 87
02/06/2015	HERSHEY FOODS CORP	HERSHEY CO RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$2,350 56
02/06/2015	HERSHEY FOODS CORP	HERSHEY CO RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$2,218 99
02/06/2015	HERSHEY FOODS CORP	HERSHEY CO RECD 29 SHARES FROM ACCOUNT # 30-08-803-2681625	\$1,282 91
02/06/2015	HOME DEPOT INC	HERSHEY CO RECD 15 SHARES FROM ACCOUNT # 30-08-803-2681625	\$1,182 15
02/06/2015	HOME DEPOT INC	HOME DEPOT INC RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$1,689 17
02/06/2015	HOME DEPOT INC	HOME DEPOT INC RECD 528 SHARES FROM ACCOUNT # 30-08-803-2681625	\$6,747 40
02/06/2015	HOUSTON TEX ARPT SYS REV SENIOR LIEN REV REF B	HOME DEPOT INC RECD 15,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$15,000 00
02/06/2015	HOUSTON TEX INDPT SCH DIST SCH DIST BDS-01D	HOUSTON TEX ARPT SYS REV RECD 15,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$15,758 81
02/06/2015	HUTTO TEX INDPT SCH DIST G O SCH BLDG REF BDS-C	HOUSTON TEX INDPT SCH DIST RECD 10,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$10,364 84
02/06/2015	ILLINOIS TOOL WORKS INCORPORATED	HUTTO TEX INDPT SCH DIST RECD 704 SHARES FROM ACCOUNT # 30-08-803-2681625	\$50,527 81
02/06/2015	IRVING TEX INDPT SCH DIST FOR SCH BLDG BDS	ILLINOIS TOOL WKS INC RECD 30,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$31,341 25
02/06/2015	J P MORGAN CHASE & CO COM	IRVING TEX INDPT SCH DIST FOR RECD 411 SHARES FROM ACCOUNT # 30-08-803-2681625	\$22,979 01

02/06/2015	JOHNSON & JOHNSON	JP MORGAN CHASE & CO RECD 1,976 SHARES	\$182,368 00
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	JOHNSON & JOHNSON	RECD 15 SHARES	\$1,384 38
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	JUDSON TEX INDPT SCH DIST G O SCH BLDG REF BDS	JOHNSON & JOHNSON RECD 15,000 PAR VA	\$15,133 64
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KATY TEX INDPT SCH DIST G O REF BDS	JUDSON TEX INDPT SCH DIST RECD 30,000 PAR VA	\$30,370 11
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KELLER TEX INDPT SCH DIST REF GO BDS-OID	KATY TEX INDPT SCH DIST RECD 60,000 PAR VA	\$61,826 64
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KELLER TEX INDPT SCH DIST G O SCH BLDG BDS	KELLER TEX INDPT SCH DIST RECD 30,000 PAR VA	\$31,394 12
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KIMBERLY CLARK CORP COM	KELLER TEX INDPT SCH DIST RECD 59 SHARES	\$4,968 92
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KIMBERLY CLARK CORP COM	KIMBERLY CLARK CORP RECD 176 SHARES	\$14,709 18
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KIMBERLY CLARK CORP COM	KIMBERLY CLARK CORP RECD 59 SHARES	\$4,756 97
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KINDER MORGAN INC DEL COM	KIMBERLY CLARK CORP RECD 547 SHARES	\$22,719 64
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	KRAFT FOODS GROUP INC COM	KINDER MORGAN INC DEL RECD 411 SHARES	\$23,094 09
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	LAMPASAS TEX INDPT SCH DIST SCH BLDG BDS	KRAFT FOODS GROUP INC RECD 20,000 PAR VA	\$21,376 68
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	LONGVIEW TEX INDPT SCH DIST SCH BLDG BDS-OID	LAMPASAS TEX INDPT SCH DIST RECD 30,000 PAR VA	\$31,045 39
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	LONGVIEW TEX WTRWKS & SWR SYS REV BDS	LONGVIEW TEX INDPT SCH DIST RECD 15,000 PAR VA	\$16,281 70
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	LUBBOCK COOPER TEX INDPT SCH D G O SCH BLDG R	LONGVIEW TEX WTRWKS & SWR SYS RECD 10,000 PAR VA	\$10,307 42
		FROM ACCOUNT # 30-08-803-2681625	
02/06/2015	MANSFIELD TEX INDPT SCH DIST SCH BLDG BDS	LUBBOCK COOPER TEX INDPT SCH D RECD 30,000 PAR VA	\$31,814 84

02/06/2015	MC ALLEN TEX INTL TOLL BRDG RE REV BDS-OID	FROM ACCOUNT # 30-08-803-2681625 MANSFIELD TEX INDPT SCH DIST RECD 60,000 PAR VA	\$62,086 62
02/06/2015	MCCORMICK & COMPANY INC NON-VOTING	FROM ACCOUNT # 30-08-803-2681625 MC ALLEN TEX INTL TOLL BRDG RE RECD 147 SHARES	\$10,627 94
02/06/2015	MCDONALDS CORP	FROM ACCOUNT # 30-08-803-2681625 MCCORMICK & CO INC RECD 704 SHARES	\$68,640 00
02/06/2015	MC KINNEY TEX ECONOMIC DEV COR SALES TAX REV	FROM ACCOUNT # 30-08-803-2681625 MCDONALDS CORP RECD 10,000 PAR VA	\$9,927 40
02/06/2015	MC KINNEY TEX INDPT SCH DIST SCH BLDG BDS-OID	FROM ACCOUNT # 30-08-803-2681625 MC KINNEY TEX ECONOMIC DEV COR RECD 30,000 PAR VA	\$30,884 66
02/06/2015	MERCK & CO INC NEW COM	FROM ACCOUNT # 30-08-803-2681625 MC KINNEY TEX INDPT SCH DIST RECD 2,914 SHARES	\$140,265 39
02/06/2015	MONDELEZ INTL INC COM	FROM ACCOUNT # 30-08-803-2681625 MERCK & CO INC RECD 1,232 SHARES	\$38,435 32
02/06/2015	NAVIENT CORP COM	MONDELEZ INTL INC RECD 1,495 SHARES	\$23,233 86
02/06/2015	NESTLE S A SPONSORED ADR	FROM ACCOUNT # 30-08-803-2681625 NAVIENT CORP RECD 147 SHARES	\$9,840 18
02/06/2015	NORFOLK SOUTHERN CORP	FROM ACCOUNT # 30-08-803-2681625 NESTLE S A RECD 704 SHARES	\$51,828 48
02/06/2015	NORTH EAST INDPT SCH DIST TEX SCH BLDG BDS	NORFOLK SOUTHERN CORP RECD 30,000 PAR VA	\$31,408 18
02/06/2015	NORTHWEST TEX INDPT SCH DIST G O SCH BLDG BDS	FROM ACCOUNT # 30-08-803-2681625 NORTH EAST INDPT SCH DIST TEX RECD 30,000 PAR VA	\$32,312 36
02/06/2015	OCCIDENTAL PETROLEUM CORPORATION	FROM ACCOUNT # 30-08-803-2681625 NORTHWEST TEX INDPT SCH DIST RECD 88 SHARES	\$6,694 15
02/06/2015	OCCIDENTAL PETROLEUM CORPORATION	FROM ACCOUNT # 30-08-803-2681625 OCCIDENTAL PETE CORP DEL RECD 147 SHARES	\$11,276 25
02/06/2015	OCCIDENTAL PETROLEUM CORPORATION	FROM ACCOUNT # 30-08-803-2681625 OCCIDENTAL PETE CORP DEL RECD 88 SHARES	\$7,552 58

02/06/2015	PPG INDUSTRIES INC	RECD	176	SHARES	\$27,709.44
		FROM ACCOUNT # 30-08-803-2681625			
		PPG INDS INC			
02/06/2015	PALL CORPORATION	RECD	1,108	SHARES	\$77,856.95
		FROM ACCOUNT # 30-08-803-2681625			
		PALL CORP			
02/06/2015	PASADENA TEX INDPT SCH DIST SCH BLDG BDS-01D	RECD	20,000	PAR VA	\$21,212.95
		FROM ACCOUNT # 30-08-803-2681625			
		PASADENA TEX INDPT SCH DIST			
02/06/2015	PASADENA TEX INDPT SCH DIST SCH BLDG BDS-01D	RECD	25,000	PAR VA	\$25,548.98
		FROM ACCOUNT # 30-08-803-2681625			
		PASADENA TEX INDPT SCH DIST			
02/06/2015	PEPSICO INCORPORATED	RECD	2,052	SHARES	\$174,112.20
		FROM ACCOUNT # 30-08-803-2681625			
		PEPSICO INC			
02/06/2015	PFIZER INC	RECD	59	SHARES	\$1,916.17
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFIZER INC	RECD	59	SHARES	\$1,698.46
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFIZER INC	RECD	59	SHARES	\$1,061.82
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFIZER INC	RECD	59	SHARES	\$1,549.19
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFIZER INC	RECD	59	SHARES	\$2,302.03
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFIZER INC	RECD	15	SHARES	\$437.40
		FROM ACCOUNT # 30-08-803-2681625			
		PFIZER INC			
02/06/2015	PFLUGERVILLE TEX INDPT SCH DIS SCH BLDG BDS	RECD	5,000	PAR VA	\$5,499.93
		FROM ACCOUNT # 30-08-803-2681625			
		PFLUGERVILLE TEX INDPT SCH DIS			
02/06/2015	PFLUGERVILLE TEX INDPT SCH DIS SCH BLDG BDS	RECD	55,000	PAR VA	\$57,418.45
		FROM ACCOUNT # 30-08-803-2681625			
		PFLUGERVILLE TEX INDPT SCH DIS			
02/06/2015	PHILIP MORRIS INTL INC COM	RECD	1,466	SHARES	\$129,528.43
		FROM ACCOUNT # 30-08-803-2681625			
		PHILIP MORRIS INTL INC			
02/06/2015	PHILIP MORRIS INTL INC COM	RECD	18	SHARES	\$1,590.40
		FROM ACCOUNT # 30-08-803-2681625			
		PHILIP MORRIS INTL INC			
08/07/2015	PIMCO COMMODITY REALRETURN STRATEGY FUND	RECEIPT OF SHARES DUE TO			\$33,730.26
		1 FOR 2 REVERSE SPLIT			

08/07/2015	PIMCO COMMODITY REALRETURN STRATEGY FUND	PIMCO COMMODITY REALRETURN RECEIPT OF SHARES DUE TO 1 FOR 2 REVERSE SPLIT	\$2,627 53
08/07/2015	PIMCO COMMODITY REALRETURN STRATEGY FUND	PIMCO COMMODITY REALRETURN RECEIPT OF SHARES DUE TO 1 FOR 2 REVERSE SPLIT	\$59,079 36
08/07/2015	PIMCO COMMODITY REALRETURN STRATEGY FUND	PIMCO COMMODITY REALRETURN RECEIPT OF SHARES DUE TO 1 FOR 2 REVERSE SPLIT	\$9,505 74
02/06/2015	PROCTER & GAMBLE CO COM	PIMCO COMMODITY REALRETURN RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$3,843 85
02/06/2015	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO RECD 411 SHARES FROM ACCOUNT # 30-08-803-2681625	\$32,840 95
02/06/2015	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO RECD 88 SHARES FROM ACCOUNT # 30-08-803-2681625	\$5,948 26
02/06/2015	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$3,841 43
02/06/2015	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO RECD 29 SHARES FROM ACCOUNT # 30-08-803-2681625	\$1,882 31
02/06/2015	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO RECD 59 SHARES FROM ACCOUNT # 30-08-803-2681625	\$3,180 99
02/06/2015	RAYTHEON CO COM NEW	RAYTHEON CO RECD 352 SHARES FROM ACCOUNT # 30-08-803-2681625	\$24,597 76
02/06/2015	ROYSE CITY TEX CTFS OBLIG-OLD	ROYSE CITY TEX RECD 60,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$61,086.00
02/06/2015	SCHLUMBERGER LTD COM	ROYSE CITY TEX RECD 938 SHARES FROM ACCOUNT # 30-08-803-2681625	\$76,643 98
02/06/2015	SONOCO PRODUCTS CO	SCHLUMBERGER LTD RECD 293 SHARES FROM ACCOUNT # 30-08-803-2681625	\$11,191 14
02/06/2015	SUNNYVALE TEX SCH DIST SCH BLDG BDS	SONOCO PRODS CO RECD 15,000 PAR VA FROM ACCOUNT # 30-08-803-2681625	\$15,660 79
02/06/2015	SYSICO CORPORATION	SUNNYVALE TEX SCH DIST RECD 880 SHARES FROM ACCOUNT # 30-08-803-2681625	\$30,320 40
02/06/2015	3M CO COM	SYSICO CORP RECD 88 SHARES FROM ACCOUNT # 30-08-803-2681625	\$10,219 88

02/06/2015	TOMBALL TEX INDPT SCH DIST SCH BUILD REF BDS	FROM ACCOUNT # 30-08-803-2681625 3M CO RECD 30,000 PAR VA	\$30,756 97
02/06/2015	TOTAL SYS SVCS INC COM	FROM ACCOUNT # 30-08-803-2681625 TOMBALL TEX INDPT SCH DIST RECD 283 SHARES FROM ACCOUNT # 30-08-803-2681625 TOTAL SYS SVCS INC	\$7,598 55
02/06/2015	TYLER TEX JR COLLEGE DIST REV COMB FEE REV BDS	FROM ACCOUNT # 30-08-803-2681625 TYLER TEX JR COLLEGE DIST REV RECD 15,000 PAR VA	\$30,230 94
02/06/2015	UPPER TRINITY REGL WTR DIST TE REF-REGL TREATE	FROM ACCOUNT # 30-08-803-2681625 UPPER TRINITY REGL WTR DIST TE RECD 352 SHARES	\$15,000 14
02/06/2015	VERIZON COMMUNICATIONS	FROM ACCOUNT # 30-08-803-2681625 VERIZON COMMUNICATIONS INC RECD 30,000 PAR VA	\$17,879 84
02/06/2015	VICTORIA TEX INDPT SCH DIST SCH BLDG BDS	FROM ACCOUNT # 30-08-803-2681625 VICTORIA TEX INDPT SCH DIST RECD 30,000 PAR VA	\$31,377 79
02/06/2015	WACO TEX INDPT SCH DIST SCH BLDG REF BDS-OLD	FROM ACCOUNT # 30-08-803-2681625 WACO TEX INDPT SCH DIST RECD 1,173 SHARES	\$31,475 50
02/06/2015	WAL-MART STORES INCORPORATED	FROM ACCOUNT # 30-08-803-2681625 WAL-MART STORES INC RECD 293 SHARES	\$90,983 74
02/06/2015	WELLS FARGO COMPANY	FROM ACCOUNT # 30-08-803-2681625 WELLS FARGO & CO RECD 10,000 PAR VA	\$12,730 85
02/06/2015	WILLIAMSTON MICH CMNTY SCHS SC SCH BLDG SITE E	FROM ACCOUNT # 30-08-803-2681625 WILLIAMSTON MICH CMNTY SCHS SC RECD 30,000 PAR VA	\$10,034 97
02/06/2015	WIMBERLEY TEX INDPT SCH DIST SCH BLDG BDS-OLD	FROM ACCOUNT # 30-08-803-2681625 WIMBERLEY TEX INDPT SCH DIST RECD 293 SHARES	\$30,895 92
02/06/2015	XCEL ENERGY INC COM	FROM ACCOUNT # 30-08-803-2681625 XCEL ENERGY INC RECEIPT	\$8,707 96
11/10/2015	50% U/D INT 5619 E IH 10 SAN ANTONIO TX 78219	50% U/D INT 5619 E IH 10 SAN ANTONIO TX 78219 RECD 352 SHARES	\$810,000 00
02/06/2015	EATON CORP PLC COM	FROM ACCOUNT # 30-08-803-2681625 EATON CORP PLC	\$23,821 60
	TOTAL		\$5,135,923 40