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

2015

Department of the Treasury
Internal Revenue Service

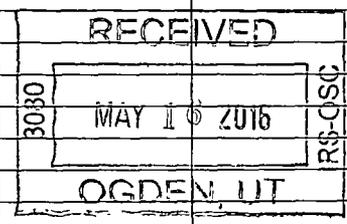
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Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation <u>The B. Gill Clements Foundation</u>		A Employer identification number 73-1645566
Number and street (or P O box number if mail is not delivered to street address) <u>1901 N. Akard St.</u>	Room/suite	B Telephone number (see instructions) 214 549 3175
City or town, state or province, country, and ZIP or foreign postal code <u>Dallas, TX 75201-2305</u>		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>10,448,775.08</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,587.12	5,587.12		
	4 Dividends and interest from securities	538,634.34	538,634.34		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,431.67			
	b Gross sales price for all assets on line 6a <u>257,177.82</u>				
	7 Capital gain net income (from Part IV, line 2)		139,431.67		
	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)	0.00				
11 Other income (attach schedule) Royalties 59,709.97 Lion Energy 28,134.00	87,843.97	87,843.97			
12 Total. Add lines 1 through 11	771,497.10	771,497.10	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,933.40	1,933.40		
	b Accounting fees (attach schedule)	5,670.00	5,670.00		
	c Other professional fees (attach schedule)	47,905.74	47,905.74		
	17 Morgan Stanley Advisory Fees				
	18 Taxes (attach schedule) (see instructions)	4,920.61	4,920.61		
	19 Depreciation (attach schedule) and depletion PAYROLL 1,312.27, PROPERTY 3,608.34 Royalty 59,709.97 times 15% = 8,956.50	8,956.50	8,956.50		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	69,386.25	69,386.25	0.00	0.00
	25 Contributions, gifts, grants paid	764,000.00			764,000.00
26 Total expenses and disbursements. Add lines 24 and 25	833,386.25	69,386.25	0.00	764,000.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(61,889.15)				
b Net investment income (if negative, enter -0-)		702,110.85			
c Adjusted net income (if negative, enter -0-)			0.00		



SCANNED MAY 28 2016

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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	203,982.66	278,709.64	278,709.64
	2	Savings and temporary cash investments	159,463.26	195,967.28	195,967.28
	3	Accounts receivable ▶ <u>Jim Melson Check Paid 12/12/14</u>			
		Less: allowance for doubtful accounts ▶	6,008.75	6,008.75	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,875,629.97	9,544,853.84	8,280,590.31
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) <u>Denton Royalty</u>	0.00	0.00	350,323.85	
14	Land, buildings, and equipment: basis ▶ <u>138,460.00</u>				
	Less: accumulated depreciation (attach schedule) ▶ <u>70,319.50</u>	68,140.50	59,184.00	59,184.00	
15	Other assets (describe ▶ <u>1,284 shs ANB Corporation</u>)	18,701.00	18,701.00	1,284,000.00	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,331,926.14	10,103,424.51	10,448,775.08	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	11,331,926.14	10,103,424.51	
	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)	11,331,926.14	10,103,424.51	
31	Total liabilities and net assets/fund balances (see instructions)	11,331,926.14	10,103,424.51		

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)	11,331,926.14
2	Enter amount from Part I, line 27a	(61,889.15)
3	Other increases not included in line 2 (itemize) ▶ <u>RETURN OF CAPITAL FROM KKR AND KAYNE ANDERSON</u>	46,417.50
4	Add lines 1, 2, and 3	11,316,454.49
5	Decreases not included in line 2 (itemize) ▶ <u>MLP COST BASIS ADJUSTMENTS (SEE ATTACHMENT)</u>	1,213,032.98
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	10,103,421.51

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	4,400 SHARES ALTRIA GROUP, INC.	P	10/6/11	9/21/15
b	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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	239,583.78	117,746.15	121,837.63	
b	17,594.04	0	17,594.04	
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				
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	139,431.67
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.	{ }	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	676,903.82	15,466,669.72	0.0438
2013	665,799.02	14,251,506.19	0.0467
2012	112,950.00	13,311,809.74	0.0085
2011	426,146.00	11,843,505.05	0.0360
2010	58,250.00	1,744,459.55	0.0334
2	Total of line 1, column (d)		2 0.1684
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 .03368
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4 12,352,058.44
5	Multiply line 4 by line 3		5 416,017.33
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 7,021.11
7	Add lines 5 and 6		7 423,038.44
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8 764,000.00

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,021	11
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	7,021	11
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,021	11
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	10,825	15
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	10,825	15
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0 00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,804	04
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 3,804 04 Refunded <input type="checkbox"/>	11		0 00

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 <input type="checkbox"/> \$ <u>None</u> (2) On foundation managers <input type="checkbox"/> \$ <u>None</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>None</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	x	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	x	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>TEXAS</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		x
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X	
14 The books are in care of ▶ <u>PATRICIA L. CLEMENTS</u> Telephone no. ▶ <u>214 549 3175</u> Located at ▶ _____ ZIP+4 ▶ _____		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here . . . ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	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

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** Yes No
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** Yes No
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** Yes No

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
PATRICIA L. CLEMENTS 1901 N. AKARD ST., DALLAS, TX 75201	PRESIDENT/TREASURER/TRUSTEE 1 HR. PER WEEK	0	0	0
WILLIAM MEMS ROHDE, JR. 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT/SECRETARY/TRUSTEE .1 HR PER WEEK	0	0	0
JAY STEWART ROHDE 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT/TRUSTEE .1 HR. PER WEEK	0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		NONE
Total number of others receiving over \$50,000 for professional services		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	NONE
3	NONE
4	NONE

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	0 00

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	10,526,704.00
b	Average of monthly cash balances	1b	319,949.00
c	Fair market value of all other assets (see instructions)	1c	1,693,507.85
d	Total (add lines 1a, b, and c)	1d	12,540,160.85
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,540,160.85
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	188,102.41
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,352,058.44
6	Minimum investment return. Enter 5% of line 5	6	617,602.92

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	617,602.92
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,021.11
b	Income tax for 2015. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,021.11
3	Distributable amount before adjustments Subtract line 2c from line 1	3	610,581.81
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	610,581.81
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	610,581.81

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	764,000.00
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	764,000.00
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	7,021.11
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	756,978.89

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				610,581.81
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			763,904.71	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 764,000.00				
a Applied to 2014, but not more than line 2a			763,904.71	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				95.29
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				610,486.52
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶ Not Applicable
- 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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).)
-
- 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
-
- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMP SWEENEY P. O. BOX 918 GAINESVILLE, TX 76241	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	45,000.00
NATIONAL SNAFFLE BIT ASSOCIATION 1391 St. Paul Gurnee, IL 60031	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	10,000.00
CHILDRENS MERCY HOSPITAL 2401 Gillham Rd KANSAS CITY, MO 64108	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	60,000.00
HAPPY BOTTOMS 14820 W. 107th Street Lenexa, KS 66215	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	5,000.00
SALESMANSHIP CLUB 106 E 10th St. DALLAS, TX 75203	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	25,000.00
SCOTT AND WHITE HEALTHCARE SYSTEM 2401 South 31st St. Temple, TX 76508	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	10,000.00
TIP OF THE MITT WATERSHED COUNCIL				
PETOSKEY MI MCCLAREN NORTHERN MICHIGAN 360 Connable Ave Petoskey, MI 49770	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	500.00
	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	175,000.00
CARRIED FORWARD FROM SUPPLEMENTAL PAGES				433,500.00
Total				3a 764,000.00
b Approved for future payment				
Total				3b 0.00

Part XV Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
500AMERICAN QUARTER HORSE ASSOCIATION P O BOX 32111 AMARILLO, TX 79120	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	5,000.00
Highland Park ISD Education Foundation 3316 Grassmere Dallas, TX 75205	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	20,000.00
LITTLE TRAVERSE CONSERVANCY 3264 Powell Road Harbor Springs, MI 49740-9469	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	500.00
ELF LOUISE CHRISTMAS PROJECT P O BOX 39295 SAN ANTONIO, TX 78218	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	500.00
SPRINGFIELD SCHOOL VOLUNTEERS 1550 Main Street Springfield, MA 01103	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	10,000.00
PEROT MUSEUM 2201 N Field St. Dallas, TX 75201	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	25,000.00
CIRCLE TEN BOY SCOUTS 8605 Harry Hines Dallas, TX 75235	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	300,000.00
Dallas Arboretum 8525 GARLAND RD. DALLAS, TX 75218	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	50,000.00
JASON KALTREIDER FUND	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	5,000.00
Total				3a 416,000.00
b Approved for future payment				
Total				3b

Part XV Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STEWOPOT ALLIANCE 1835 Young Street Dallas, TX 75201	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	5,000.00
CHILDRENS MEDICAL CENTER 1935 Medical District Dr. Dallas, TX 75235	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	7,500.00
BAYLOR HEALTHCARE SYSTEM 3500 Gaston Dallas, TX	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	5,000 00
Total			▶ 3a	17,500.00
b <i>Approved for future payment</i>				
Total			▶ 3b	



Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2015

PAT & GILL CLEMENTS FOUNDATION
ATTN: PAT CLEMENTS

Consulting Group Advisor Basic Securities Account
435-108498-566

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
AT&T INC (T)	10/6/11	18,300,000	28,239	34,410	516,773.70	629,703.00	112,929.30	35,136.00	5.57
<i>Rating: Morgan Stanley: 2, S&P: 1, Next Dividend Payable 02/2016; Asset Class: Equities</i>									
CONCHO RES INC (CXO)	10/6/11	6,000,000	76,347	92,860	458,082.60	557,160.00	99,077.40	—	—
<i>Rating: Morgan Stanley: 2, Asset Class: Equities</i>									
CROSS TIMBERS ROY TR UNIT (CRT)	2/6/06	1,500,000	47,140	13,010	70,710.00	19,515.00	(51,195.00)	2,033.00	10.41
<i>Next Dividend Payable 01/15/16; Asset Class: Equities</i>									
ENERPLUS CORP COM (ERF)	1/13/06	1,014,000	47,951	3,420	48,638.82	3,467.88	(45,170.94)	—	—
	3/2/13	6,000	14,740	3,420	88.44	20.52	(67.92)	—	—
Total		1,020,000			48,727.26	3,488.40	(45,238.86)	263.00	7.53
<i>Next Dividend Payable 01/15/16; Asset Class: Equities</i>									
GRAY TELEVISION CL B COM (GTN)	6/20/14	15,000,000	11,315	16,300	169,720.50	244,500.00	74,779.50	—	—
	9/25/14	10,000,000	8,383	16,300	83,833.00	163,000.00	79,167.00	—	—
Total		25,000,000			253,553.50	407,500.00	153,946.50	—	—
<i>Asset Class: Equities</i>									
HALCON RESOURCES CORP (HK)	12/24/15	26,000,000	—	1.260	Pending Corp Action	32,760.00	N/A	—	—
<i>Rating: Morgan Stanley: 3, Asset Class: Equities</i>									
KKR & CO LP (KKR)	10/6/11	30,000,000	9,838	15,590	295,153.50	467,700.00	172,546.50	47,400.00	10.13
<i>Rating: Morgan Stanley: 1, S&P: 1, Next Dividend Payable 02/2016; Asset Class: Equities</i>									
LINN ENERGY LLC UTS REP LTD LI (LINE)	8/7/13	30,000,000	27,380	1,290	821,400.00	38,700.00	(782,700.00)	—	—
<i>Rating: Morgan Stanley: 2, Asset Class: Alt</i>									
OASIS PETROLEUM INC (OAS)	10/6/11	23,000,000	22,726	7,370	522,688.80	169,510.00	(353,178.80)	—	—
<i>Rating: Morgan Stanley 2; Asset Class: Equities</i>									
WISDOMTREE INVSTS INC (WETF)	6/20/14	13,000,000	12,066	15,680	156,860.60	203,840.00	46,979.40	4,160.00	2.04
<i>Rating: Morgan Stanley: 2; Next Dividend Payable 02/2016; Asset Class: Equities</i>									

STOCKS	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	41.10%	\$3,545,349.96	\$3,403,026.40	\$(175,083.56)	\$122,892.00	3.61%

Consulting Group Advisor Basic Securities Account
435-108498-566

PAT & GILL CLEMENTS FOUNDATION
ATTN PAT CLEMENTS

Account Detail

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
BLACKROCK ENERGY AND RESOURCES (BGR)	10/6/11	22,600,000	\$22.858	\$12.530	\$516,584.18	\$283,178.00	\$(233,406.18) LT R		
Purchases		22,600,000			516,584.18	283,178.00	(233,406.18) LT		
Long Term Reinvestments		489,827			12,400.62	6,137.53	(6,263.09) LT R		
Total		23,089,827			528,984.80	289,315.53	(239,669.27) LT	30,479.00	10.53
<i>Next Dividend Payable 01/2016; Asset Class: Alt</i>									
CLEARBRIDGE ENERGY MLP FD INC (CEM)	10/6/11	26,300,000	16.781	15.180	441,348.19	399,233.99	(42,114.20) LT R		
Purchases		26,300,000			441,348.19	399,233.99	(42,114.20) LT		
Long Term Reinvestments		465,783			8,327.92	7,070.58	(1,257.34) LT R		
Total		26,765,783			449,676.11	406,304.58	(43,371.54) LT	47,108.00	11.59
<i>Next Dividend Payable 02/2016; Asset Class: Alt</i>									
CLEARBRIDGE ENERGY MLP OPP FD (EMO)	10/6/11	31,200,000	13.686	12.670	426,992.79	395,303.99	(31,688.80) LT R		
Purchases		31,200,000			426,992.79	395,303.99	(31,688.80) LT		
Long Term Reinvestments		556,201			8,636.32	7,047.06	(1,589.26) LT R		
Total		31,756,201			435,629.11	402,351.06	(33,278.06) LT	50,175.00	12.47
<i>Next Dividend Payable 02/2016; Asset Class: Alt</i>									
CUSHING MLP TOTAL RETURN FD (SRV)	10/6/11	10,999,949	41.428	10.670	455,708.60	117,369.46	(338,339.14) LT R		
Purchases		10,999,949			455,708.60	117,369.46	(338,339.14) LT		
Long Term Reinvestments		296,051			11,425.76	3,158.86	(8,266.90) LT R		
Total		11,296,000			467,134.36	120,528.32	(346,606.04) LT	12,200.00	10.12
<i>Next Dividend Payable 01/2016; Asset Class: Alt</i>									
FIRST TRUST ENERGY INFRASTRU (FIF)	10/6/11	26,000,000	19.879	14.590	516,851.52	379,339.99	(137,511.53) LT R		
Purchases		26,000,000			516,851.52	379,339.99	(137,511.53) LT		
Long Term Reinvestments		140,690			2,800.50	2,052.66	(747.84) LT R		
Total		26,140,690			519,652.02	381,392.66	(138,259.37) LT	34,506.00	9.04
<i>Next Dividend Payable 01/2016; Asset Class: Alt</i>									
GOLDMAN SACHS MLP INC OPPTY FD (GMZ)	6/20/14	8,000,000	20.018	8.230	160,143.18	65,840.00	(94,303.18) LT R		
10/22/14		10,000,000	20.599	8.230	205,992.85	82,300.00	(123,692.85) LT R		
Total		18,000,000			366,136.03	148,140.00	(217,996.03) LT	24,840.00	16.76
<i>Next Dividend Payable 02/2016; Asset Class: Alt</i>									
ISHARES IBOXX \$ H/Y COR BD ETF (HYG)	10/6/11	7,500,000	82.822	80.580	621,164.25	604,350.00	(16,814.25) LT	35,670.00	5.90
<i>GIMA Status: AL; Next Dividend Payable 01/2016; Asset Class: FI & Pref</i>									



Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2015

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Consulting Group Advisor Basic Securities Account
PAT & GILL CLEMENTS FOUNDATION
ATTN PAT CLEMENTS
435-108498-566

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
KAYNE ANDERSON ENERGY DEV CO (KED)	10/6/11	25,700,000	20,242	17,560	520,214,26	451,292,00	(68,922,26) LT		
Purchases		25,700,000			520,214,26	451,292,00	(68,922,26) LT		
Long Term Reinvestments		493,482			9,766,00	8,665,54	(1,100,46) LT		
Total		26,193,482			529,980,26	459,957,54	(70,022,72) LT	50,291,00	10,93
<i>Next Dividend Payable 01/2016; Asset Class: Alt</i>									
KAYNE ANDERSON MLP INVT CO (KYN)	10/6/11	19,400,000	23,639	17,290	458,596,65	335,426,00	(123,170,65) LT R	42,680,00	12,72
Purchases		19,400,000			458,596,65	335,426,00	(123,170,65) LT R		
Long Term Reinvestments		411,087			6,019,79	4,563,06	(1,456,73) LT R		
Total		22,361,087			292,351,94	248,208,06	(44,143,89) LT	30,143,00	12,14
<i>Next Dividend Payable 02/2016; Asset Class: Alt</i>									
TORTOISE MLP FUND INC (NTG)	10/6/11	22,700,000	19,640	17,360	445,820,83	394,072,00	(51,748,83) LT R	38,363,00	9,73
Purchases		21,950,000			286,332,15	243,644,99	(42,687,16) LT		
Long Term Reinvestments		411,087			6,019,79	4,563,06	(1,456,73) LT R		
Total		22,361,087			292,351,94	248,208,06	(44,143,89) LT	30,143,00	12,14
<i>Next Dividend Payable 02/2016; Asset Class: Alt</i>									
TORTOISE PWR & ENERGY INFRASTR (TPZ)	10/6/11	16,400,000	22,190	16,780	363,920,13	275,192,00	(88,728,13) LT		
Purchases		16,400,000			363,920,13	275,192,00	(88,728,13) LT		
Long Term Reinvestments		168,944			4,109,54	2,834,88	(1,274,66) LT		
Total		16,568,944			368,029,67	278,026,88	(90,002,79) LT	27,339,00	9,83
<i>Next Dividend Payable 01/2016; Asset Class: Alt</i>									
VANGUARD FTSE EUROPE ETF (VGK)	10/6/11	12,300,000	41,980	49,880	516,347,85	613,524,00	97,176,15 LT	19,951,00	3,25
Purchases		12,300,000			516,347,85	613,524,00	97,176,15 LT		
Long Term Reinvestments		168,944			4,109,54	2,834,88	(1,274,66) LT		
Total		12,468,944			520,457,39	616,358,88	95,901,49 LT	19,951,00	3,25
<i>GIMA Status: AL; Next Dividend Payable 03/2016; Asset Class: Equities</i>									
EXCHANGE-TRADED & CLOSED-END FUNDS					\$5,999,503,88	\$4,681,596,63	\$(1,317,907,29) LT	\$443,745,00	9,48%

Account Detail

Consulting Group Advisor Basic Securities Account
435-108498-566

PAT & GILL CLEMENTS FOUNDATION
ATTN PAT CLEMENTS

Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est. Ann Income	Current Yield %
	\$9,544,853.84	\$8,280,590.31	\$(1,492,990.85) LT	\$566,655.80	6.84%
				\$0.00	

TOTAL MARKET VALUE

TOTAL VALUE (includes accrued interest) 100.00%

\$8,280,590.31

R - The cost basis for this tax lot was adjusted due to a reclassification of income
Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating Please Provide are not included.

ALLOCATION OF ASSETS

Cash, BOP, MMFs	Cash	Equities	Fixed Income & Preferred Securities	Alternatives	Annuities & Insurance	Structured Investments	Other
	\$195,967.28	—	—	—	—	—	—
Stocks	—	\$3,364,326.40	—	\$38,700.00	—	—	—
ETFs & CEFs	—	613,524.00	\$604,350.00	3,463,722.63	—	—	—
TOTAL ALLOCATION OF ASSETS	\$195,967.28	\$3,977,850.40	\$604,350.00	\$3,502,422.63	—	—	—

ACTIVITY

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME AND DISTRIBUTIONS

Date	Activity Type	Description	Comments	Credits/(Debits)
12/7	Dividend	SHARES IBOX \$ HY COR BD ETF		\$2,985.77
12/10	Capital Gain Distribution	FIRST TRUST ENERGY INFRASTRU		8,887.83
12/10	Dividend	FIRST TRUST ENERGY INFRASTRU		2,875.48
12/14	Royalty Payment	CROSS TIMBERS ROY TR TR UNIT		189.10
12/15	Qualified Dividend	ENERPLUS CORP COM		18.91
12/15	Dividend	ENERPLUS CORP COM		0.00
		ADJ GROSS DIV AMOUNT	3.34	
		FOREIGN TAX PAID IS	3.34	
12/28	Dividend	VANGUARD FTSE EUROPE ETF		2,484.60
12/30	Dividend	CUSHING MLP TOTAL RETURN FD		1,016.64
12/31	Dividend	SHARES IBOX \$ HY COR BD ETF		3,178.73
12/31	Dividend	BLACKROCK ENERGY AND RESOURCES		2,539.88
12/31	Dividend	TORTOISE PWR & ENERGY INFRASTR		2,278.23
TOTAL TAXABLE INCOME AND DISTRIBUTIONS				\$26,455.17

TOTAL QUALIFIED DIVIDENDS

\$18.91

DESCRIPTION	STOCK	2014 BASIS	2015 ADJ BASIS	CHANGE	TOTAL
MLP PARTNERSHIP BASIS ADJUSTMENT	KKR	285,577 50	295,153 50	9,576 00	
MLP PARTNERSHIP BASIS ADJUSTMENT	EMO	493,170 50	449,676 11	(43,494 39)	
MLP PARTNERSHIP BASIS ADJUSTMENT	EMO	479,929 01	435,629 11	(44,299 90)	
BASIS ADJUSTMENT	FIF	522,091 88	519,652 02	(2,439 86)	
MLP PARTNERSHIP BASIS ADJUSTMENT	GMZ	372,161 00	366,136 00	(6,025 00)	
MLP PARTNERSHIP BASIS ADJUSTMENT	KYN	501,740 10	458,596 65	(43,143 45)	
MLP PARTNERSHIP BASIS ADJUSTMENT	JMF	318,354 12	292,351 94	(26,002 18)	
MLP PARTNERSHIP BASIS ADJUSTMENT	NTG	448,939 31	445,820 83	(3,118 48)	
REVERSE SPLIT BASIS ADJUSTMENT					
PENDING CORPORATE ACTION	HK	1,054,082 75	-	(1,054,082 75)	(1,213,030 01)
		UNEXPLAINED DIFFERENCE			0
		PART III, LINE 5			<u>(1,213,030 01)</u>

The B Gill Clements Foundation

Part X, Line 1

Tax Year 2015

MORGAN STANLEY 435-108498-566

AVERAGE FAIR MARKET VALUE OF SECURITIES

	BEGIN	END	AVERAGE
JANUARY	12,027,217	11,580,984	11,804,100
FEBRUARY	11,580,984	12,077,518	11,829,251
MARCH	12,077,518	11,594,399	11,835,959
APRIL	11,594,399	12,111,578	11,852,989
MAY	12,111,578	11,713,854	11,912,716
JUNE	11,713,854	10,897,988	11,106,653
JULY	10,897,988	10,499,452	10,384,360
AUGUST	10,499,452	9,870,733	9,568,531
SEPTEMBER	9,870,733	8,637,610	9,679,466
OCTOBER	8,637,610	9,488,198	8,732,541
NOVEMBER	9,488,198	8,827,472	9,157,835
DECEMBER	8,827,472	8,084,623	8,456,048
			<u>126,320,449</u>
AVERAGE FAIR MARKET VALUE OF SECURITIES			<u>10,526,704</u>

MORGAN STANLEY 435-108498-566

AVERAGE FAIR MARKET VALUE OF CASH

	BEGIN	END	AVERAGE
JANUARY	140,556	175,905	158,231
FEBRUARY	175,905	244,344	210,125
MARCH	244,344	278,531	261,438
APRIL	278,531	318,250	298,391
MAY	318,250	403,432	360,841
JUNE	403,432	418,976	436,563
JULY	418,976	469,695	486,489
AUGUST	469,695	554,002	257,114
SEPTEMBER	554,002	44,532	320,308
OCTOBER	44,532	86,613	107,022
NOVEMBER	86,613	169,512	128,063
DECEMBER	169,512	195,967	182,740
			<u>3,207,323</u>
AVERAGE FAIR MARKET VALUE OF CASH			<u>267,277</u>

MORGAN STANLEY 435-017577-566

AVERAGE FAIR MARKET VALUE OF CASH

	BEGIN	END	AVERAGE
JANUARY	18,908	222,722 39	120,815
FEBRUARY	222,722	222,876 98	222,800
MARCH	222,877	232,547 85	227,712
APRIL	232,548	235,149 03	233,848
MAY	235,149	188,219 25	211,684
JUNE	188,219	178,222 24	188,353
JULY	178,222	188,486	188,562
AUGUST	188,486	198,902	579,931
SEPTEMBER	198,902	971,375	418,405
OCTOBER	971,375	637,907	653,450
NOVEMBER	637,907	335,525	486,716
DECEMBER	335,525	278,710	307,117
			<u>3,839,393</u>
AVERAGE FAIR MARKET VALUE OF CASH			<u>319,949</u>
			<u>587,226.34</u>

The B Gill Clements Foundation

Part X, Linee 1(c)
Tax Year 2015

OTHER ASSETS

DENTON ROYALTY	350,323 85
DENTON FARM	59,184 00
ANB CORP COMMON	1,284,000 00
TOTAL	<u>1,693,507.85</u>