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EXTENDED TO AUGUST 15 **Return of Private Foundation**

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

Form **990-PF** ▶ Do not enter social security numbers on this form as it may be made public. Department of the Treasury ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. For calendar year 2015 or tax year beginning and ending Name of foundation A Employer identification number ÉARL C. SAMS FOUNDATION, INC. 74-1463151 **%BRUCE S HAWN** Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 101N SHORELINE BLVD 602 361-888-6485 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here CORP CHRISTI, TX78401 D 1. Foreign organizations, check here G Check all that apply: Initial return Initial return of a former public charity Amended return Final return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust _____ Other taxable private foundation under section 507(b)(1)(A), check here X Cash I Fair market value of all assets at end of year J Accounting method: Accrual If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col. (c), line 16) 20,925,655. (Part I, column (d) must be on cash basis.) ▶\$ Part I Analysis of Revenue and Expenses (b) Net investment (c) Adjusted net -(d) Disbursements (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income income N/A Contributions, gifts, grants, etc., received Check X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 218 218 STATEMENT 3 442,962 436,614 STATEMENT Dividends and interest from securities 4 5a Gross rents b Net rental income or (loss) 989,790 PHOFIVED 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 6,843,048. 989,790 7 Capital gain net income (from Part IV, line 2) AUG 29 2016 Net short-term capital gain Income modifications C'aush, 切 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) <17,791. <335,737.b STATEMENT 11 Other income 1,097,233. 408,831 12 Total. Add lines 1 through 11 30,772 205,152. 174,380. 13 Compensation of officers, directors, trustees, etc. 53,637. 8,046. 45,591. 14 Other employee salaries and wages 8,502 48,178. 56,680 15 Pension plans, employee benefits 16a Legal fees 1,157 7,715 6,558. STMT 4 **b** Accounting fees STMT 5 19,449. 19,449 0. c Other professional fees 17 Interest 16,080. 68. 10,532. STMT 6 18 Taxes 1,912. 0. 19 Depreciation and depletion 25,398. 3,809. 21,589. 20 Occupancy 1,450 218 1,232. 21 Travel, conferences, and meetings 22 Printing and publications 247,335 198,817 48,518. STMT 7 23 Other expenses 24 Total operating and administrative 634,808. 270,838 <u>356,578.</u> expenses. Add lines 13 through 23 537,520. 537,520. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 1,172,328 270,838 894,098. Add lines 24 and 25 27 Subtract line 26 from line 12: <75,095.b 2 Excess of revenue over expenses and disbursements 1,137,993. b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-) LHA For Paperwork Reduction Act Notice, see instructions.

N/A

		instructions. Also, see page 1, item ()	44,159,469.	41,047,65	/ • <u> </u>	<u> </u>
-	17	Accounts payable and accrued expenses				
	18	Grants payable				
ģ	19	Deferred revenue				
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons				
ар	21	Mortgages and other notes payable				
ュ	22	Other liabilities (describe STATEMENT 12)	4,127.	14	8.	:
						. !
	23	Total liabilities (add lines 17 through 22)	4,127.	14	8.	:
		Foundations that follow SFAS 117, check here				
		and complete lines 24 through 26 and lines 30 and 31.				
ces	24	Unrestricted .				•
a	25	Temporarily restricted				
Ва	26	Permanently restricted			_	
힡		Foundations that do not follow SFAS 117, check here				
Ē		and complete lines 27 through 31.				*
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	0.		0.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.		0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	22,155,362.	21,027,70		
Ref	30	Total net assets or fund balances	22,155,362.	21,027,70	9.	
			00 450 400	04 005 05	_	
	31	Total liabilities and net assets/fund balances	22,159,489.	21,027,85	/ .	
P	art	III Analysis of Changes in Net Assets or Fund B	alances			
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30			
	(mus	st agree with end-of-year figure reported on prior year's return)			1	22,155,362.
2	Ente	r amount from Part I, line 27a			2	<75,095.>
3	Othe	r increases not included in line 2 (itemize)			3	<u> </u>
4	Add	lines 1, 2, and 3			4	22,080,267.
5	Decr	eases not included in line 2 (itemize)	TEMENT 8	5	<u>1,052,558.</u>	
6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		6	21,027,709.

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	Losses for Tax on Investmen		(b) How acquired	(-) Data as		
(a) List and describe th 2-story brick warehou	e kınd(s) of property sold (e.g., real estate, se; or common stock, 200 shs. MLC Co.)	,	P - Purchase D - Donation	(c) Date acqu (mo., day,)	ured (d) Date sold (r.) (mo., day, yr.)	
1a ,			D - Dollation			
b SEE ATTACHED ST	ATEMENT					
C						
d						
e						
(e) Gross sales price		ost or other basis s expense of sale		(h) Gain ((e) plus (f)		
a						
b						
С						
d		C CO2 201	<u> </u>		000 700	
e 6,843,048.	and a support the foundation	6,683,32!		0	989,790.	
Complete only for assets snowing gair	in column (h) and owned by the foundation				h) gain minus ess than -0-) or	
(i) F.M.V. as of 12/31/69		Excess of col. (1) er col. (1), if any		Losses (from		
<u>a</u>						
<u>b</u>						
<u>c</u>						
d e					989,790.	
-	C If your plan enter in Dort I lim		<u> </u>		202,120.	
2 Capital gain net income or (net capital lo	oss) If gain, also enter in Part I, lin	ne 7	2		989,790.	
3 Net short-term capital gain or (loss) as	•					
If gain, also enter in Part I, line 8, colum			\mathcal{I}			
If (loss), enter -0- in Part I, line 8			<u> </u>		N/A	
Part V Qualification Unde	r Section 4940(e) for Reduce	d Tax on Net	Investment Inc	ome		
(For optional use by domestic private found	dations subject to the section 4940(a) tax (on net investment ind	ome.)			
If section 4940(d)(2) applies, leave this par	t blank.					
, , , , , , ,			10			
	942 tax on the distributable amount of any		ods		Yes X No	
	der section 4940(e). Do not complete this olumn for each year; see the instructions t		tries			
	(b)	Joint making any on	(c)		(d) Distribution ratio	
(a) Base period years Calendar year (or tax year beginning in)	Adjusted qualifying distributions	Net value of non	charitable-use assets	(col.	Distribution ratio (b) divided by col. (c))	
2014	1,217,153		22,668,650		.053693	
2013	1,039,861		22,394,332			
2012	1,106,973		21,176,471		.052274	
2011	1,104,749	•	21,827,470		.050613	
2010	1,163,315	. :	<u>21,887,273</u>	•	.053150	
2 Total of line 1, column (d)				2	.256164	
_	base period - divide the total on line 2 by	5, or by the number o	of years		054000	
the foundation has been in existence if	less than 5 years			3	.051233	
4 Enter the net value of noncharitable-use	a access for 2015 from Part Y line 5			4	21,694,081.	
4 Citter the net value of noncharitable-use	e assets for 2013 from that A, fine 3			-	21,054,001.	
5 Multiply line 4 by line 3				5	1,111,453.	
····ancipiy into 7 by into 0						
6 Enter 1% of net investment income (1%	6 of Part I, line 27b)			6	11,380.	
(1)	• •					
7 Add lines 5 and 6				7	1,122,833.	
8 Enter qualifying distributions from Part	XII, line 4			8	894,098.	
If line 8 is equal to or greater than line 7 See the Part VI instructions.	, check the box in Part VI, line 1b, and cor	nplete that part using	a 1% tax rate.			

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EARL C. SAMS FOUNDATION, INC.

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	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4940(c)	<u> 48</u>	- see in	stru	ctio	ns)
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)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	_1_		2	2,7	60.
	of Part I, line 27b					
С	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	<u> </u>			<u> 0 </u>
3	Add lines 1 and 2	3		2	2,7	60.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	ļ. <u> </u>			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		2	2,7	60.
6	Credits/Payments:	**				
a	2015 estimated tax payments and 2014 overpayment credited to 2015 6a 5,480.					
b	Exempt foreign organizations - tax withheld at source 6b					
C	Tax paid with application for extension of time to file (Form 8868) 6c 21,194.				•	
d	Backup withholding erroneously withheld 6d 6d					
7	Total credits and payments. Add lines 6a through 6d	7		2	6,6	74.
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				
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			3,9	14.
11	2 014 0 ()	11				0.
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	n	L		Yes	No
	any political campaign?		L	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)	7	L	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or				
	distributed by the foundation in connection with the activities			_		
С	Did the foundation file Form 1120-POL for this year?			1c		_X_
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					,
	(1) On the foundation. ► \$ (2) On foundation managers. ► \$					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					}
	managers. ► \$ 0 .			_		,
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		L	2		X
	If "Yes," attach a detailed description of the activities					1
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or					
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		_X_
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		L	4a		X
b	olf "Yes," has it filed a tax return on Form 990-T for this year?	N	[/A _	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	,	X
	If "Yes," attach the statement required by General Instruction T					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
	By language in the governing instrument, or			ŀ		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law				i
	remain in the governing instrument?			6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		L	7	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)	· <u></u>			*** *	
	of each state as required by General Instruction G? If "No," attach explanation			8b	X	L
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for caler	ıdar	Γ			
	year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10		X
			Г	000	DE	10045

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Pa	art VII-A Statements Regarding Activities (continued)			
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► WWW.ECSAMS.ORG			
14	The books are in care of ► SUE OHNMACHT Telephone no. ► 361-88	8-6	485	
	Located at ▶ 101 N. SHORELINE - STE 602, CORPUS CHRISTI, TX ZIP+4 ▶78	3401		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			$\overline{\Box}$
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16			Yes	No
10	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	"		
D:	foreign country ► art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u> </u>		1
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
4.	·		103	110
18	a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1		,
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			:
	ıf 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.)			
t	f 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			
(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)):			
á	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?			
	If "Yes," list the years \blacktriangleright			
ŀ	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b	1	
,	the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		· .	
•				
2.	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
Ji	during the year?			
	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			
١	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			,
				1
	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		X
48	a 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?

Total number of other employees paid over \$50,000

All other program-related investments. See instructions.

Total. Add lines 1 through 3

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<u>P</u>	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a		1a	11,184,241.
b		1b	1,801,927.
C	Fair market value of all other assets	1c	9,038,280.
d	Total (add lines 1a, b, and c)	1d	22,024,448.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,024,448.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	330,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,694,081.
6	Minimum investment return Enter 5% of line 5	6	1,084,704.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	ıd certair	1
1	Minimum investment return from Part X, line 6	1	1,084,704.
2a	22.760		
b			
c		2c	22,760.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,061,944.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,061,944.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,061,944.
P	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	-	004 000
а		1a	894,098.
b		1b	0.
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	, " ' ' '	3a	
b		3b	904 008
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	894,098.
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	5 6	<u> </u>
6	Adjusted qualifying distributions. Subtract line 5 from line 4	ــــــــــــــــــــــــــــــــــــــ	
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	Juannes 1	TOT THE SECTION

Part XIII Undistributed Income (see instructions)

a From 2010 b From 2011 c From 2012 d From 2013 e From 2014 f Total of lines 3a through e 4. Qualifying distributions for 2015 from Part XII, Inex ** ► ► ■ \$94,098. a Applied to 2014, but not more than line 2a b Applied to 2014, but not more than line 2a b Applied to 2014, but not more than line 2a b Applied to 2015 distributions out of corpus (Election required - see instructions) d Applied to 2015 distributable amount e Remaining amount distributed or to corpus (Election required - see instructions) d Applied to 2015 distributable amount e Remaining amount distributed out of corpus Election required - see instructions d Applied to 2015 distributable amount e Remaining amount distributed out of corpus Election required - see instructions d Applied to 2015 distributable amount e Remaining amount distributed out of corpus Election required - see instructions O . C Treated and set of total of each column as indicated below. 2 Corpus And tends 14, as and 48 Subtract line 5 b Prior years' undistributed income for which a notice of deficiency has been insued, or on which the section 494(2a) tax has been previously assessed Subtract line 6c from line 6b. Taxable amount - see mistr. 1 Undistributed income for 2014. Subtract line 4 from line 2 a Taxable amount - see mistr. 1 Undistributed income for 2014. Subtract line 4 from line 2 a Taxable amount - see mistr. 1 Undistributed income for 2014. Subtract line 4 from line 2 a Taxable amount - see mistr. 1 Undistributed income for 2014. Subtract line 4 from line 2 a Taxable amount - see mistr. 2 Undistributed income for 2014. Subtract line 4 from line 2 a Taxable amount see mistr. 3 Taxable amount - see mistructions 4 Taxable and and 5 from line 1. This amount must be distributed in 2016 5 Amounts reade as distributions out of corpus to sastive queriements imposed by section 170(b)(1)(f) or 4942(g)(3) (Election may be required - see instructions) 5 Excess distributions carryover from 2010 not applied on line 5 or line 7 9 Excess distributions carryover	·	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1,061,944.	1 Distributable amount for 2015 from Part XI,	•			
2 Understudied recent. Plany, as of the end of 2015 a. Enter amount of control only b. Total for prior years. 3 Excess distributions carryover, if any, to 2015: a from 2010 b. From 2011 c. From 2011 c. From 2013 e. From 2014 from 2013 e. From 2014 from 1010 e. From 2014 from 1010 e. From 2015 from 1011 e. From 2014 from 1010 e. From 2015 from 1011 e. From 2016 from 2018 e. From 2016 from 1010 e. From 1010 e. From 2016 from 1010 e. From 2010 e.	į.				1,061,944.
a Finite amount for 2014 only b Total for prior years: 3 Excess distributions carryover, if any, to 2015: a From 2010 b From 2011 c From 2012 d From 2012 d From 2013 e From 2014 f Total to I thesis a through e 4 0 . 4 10 , 560 . 4 10 , 560 . 4 10 , 560 . 4 10 , 560 . 5 10				_	
S Excess distributions carryover, if any, to 2015: a From 2010 b From 2011 c From 2012 d From 2013 a From 2014 1 Total of lines 33 through e 4 Qualifying distributions for 2015 from Part XII, line 4 the 5				410,560.	
3 Excess distributions carryover, if any, to 2015: a From 2010 b From 2012 c From 2013 c From 2014 f Total of Ines 3s throughe 4 Qualifying distributions for 2015 from Part XII, line 4: \(\mathbb{\circle} \mat	-			,	
a From 2010	,		0.	*	
From 2011 e From 2012 e From 2014 1 Total of lines 3s through e 4 Qualifying distributions for 2015 from Part XII, line 4: ** * * * * * * * * * * * * * * * * *	3 Excess distributions carryover, if any, to 2015:				
From 2012 d From 2014 f Total to fines 3a through e 1 Total to fines 3a through e 1 Coaltilying distributions for 2015 from Part XII, line 4: ▶ \$ 894,098. Applied to 2014, but not more than lan 02 a 2 Applied to 2014, but not more than lan 02 a 3 Applied to 2014, but not more than lan 02 a 4 Applied to 2015 distributible income of prior years (Election required - see instructions) 4 Applied to 2015 distributible amount 5 Remaining amount distributied out of corpus 6 Remaining amount distributied out of corpus 7 Excess additional carepower epident to 2014 8 fill an immount appears in column (6); the series enrount must be exhoring in column (6); the series enrount must be exhoring in column (6); the series enrount must be exhoring in column (6); the series enrount must be exhoring in column (6); the series enrount must be the form inter 20 6 Enter the net total of each column as indicated before. 1 Corpus Additional, 31, 4c, and 6 Subtract line 5 1 Forther the amount of prior years' undistributied concern for which a notice of deficiency that shee en issued, or on which the section 4942(a) tax has been previously assessed 2 Subtract line 6 for from line 60. Taxable amount - see instit. 2 Undistributed income for 2014. Subtract line 4 from line 20. Taxable amount - see instit. 3 Undistributed income for 2015. Subtract line 4 from line 20. Taxable amount - see instit. 4 from line 22. Taxable amount - see instit. 5 78, 406. 5 78, 406. 5 78, 406. 5 9 Excess distributions carryover from 2010 on tappled on line 5 or line 7 9 Excess distributions carryover from 2010 on 1 pappled on line 5 or line 7 9 Excess form 2011 1 Dicess from 2014 1 Dicess from 2014 1 Dicess from 2015 1 Dicess from 2014	a From 2010			`	
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9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a 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	8 Excess distributions carryover from 2010	_			
Subtract lines 7 and 8 from line 6a 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	not applied on line 5 or line 7	0.			-
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	9 Excess distributions carryover to 2016.	_		·	
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b Excess from 2012 c Excess from 2013 d Excess from 2014 e Excess from 2015	10 Analysis of line 9:				
c Excess from 2013 d Excess from 2014 e Excess from 2015	a Excess from 2011				
d Excess from 2014 e Excess from 2015	b Excess from 2012				ı
e Excess from 2015	c Excess from 2013				
e Excess from 2015	d Excess from 2014				
	e Excess from 2015				5 COO DE

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

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3 Grants and Contributions Paid During the		Payment		
Recipient	If recipient is an individual	ł		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
	LYONE .			
SEE ATTACHED LIST	NONE		SEE ATTACHED LIST	
101 N SHORELINE BLVD SUITE 602			SEE ATTACRED LIST	537,500.
CORPUS CHRISTI, TX 78401		 		
			1	
CHARITABLE CONTRIBUTION FROM PASS				
THRU ENTITY - MAJESTY I L.P.				20.
THRU ENTITE MAUESTEE, B.F.				
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	1			
		<u> </u>	1	
Total			> 3a	537 520.
b Approved for future payment	-			
NONE				
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	_	1		
Total			<u>▶ 3b</u>	0. 0.000 DE (22.45)

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Part XVI-A	Analysis of Income-Producing Activitie	s
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Enter gross amounts unless otherwise indicated.	Unrelated business income			d by section 512, 513, or 514	(e)
Effet gross amounts unless otherwise malouted.	(a)	(b)	(c) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business code	Amount	sion	Amount	function income
a					
b					
С					
d					
e					
•					
g Fees and contracts from government agencies	*		T		
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	218.	
4 Dividends and interest from securities			14	442,962.	
5 Net rental income or (loss) from real estate:	,				
a Debt-financed property				* "	
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	211110	<317,946.	>14	<18,179.>	388.
8 Gain or (loss) from sales of assets other					
than inventory			18	892,315.	97,475.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
C					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<317,946.	<u> </u>	1,317,316.	97,863.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,097,233.
(See worksheet in line 13 instructions to verify calculations.)	·				

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).							
	NOT	APPLICABLE						
	ļ							
	 							
								
	 							
	<u> </u>							
	†							

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4	<u>-1</u>	<u>. 4</u>	<u>63</u>	151	Page 13

Description of tractions of the content of the c	Part XVII	_		ansfers To a	and Transactions a	and Relations	hips With Noncha	ıritable	9	
Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets (3) Other assets to a noncharitable exempt organization (1) Sales of assets from a noncharitable exempt organization (2) Pinchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Remburgement arrangements (5) Loans or foar guarantees (6) Performance of services or membership or fundassing solicitations (a) If the assets of any of the above is "Yes" complete the following schedule. Column (6) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation deceived less than fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services given by the reporting foundation. If the foundation deceived less than fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services greated. (a) Name of foreith or market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services greated. (b) Annount involved (c) Name of noncharitable exempt organization (d) Description of realisticistics, and sharing arrangement, show in column (6) the value of the goods, other assets, or services greated. (a) Name of organization (b) Type of organization (c) Description of reliationship (d) Description of reliationship (e) Description of reliationship (f) Description of reliationship (e) Description of reliationship (f) Description of reliationship (g) Name of organization (h) Type of organization (h) Type of organization (g) Description of reliationship (h) Type of organization (h) Type o	4 D.d.b.			nov of the follows	a with any other organizati	on described in cost	ion EO1(a) of		Voc	No
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In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
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(a) Name of organization (b) Type of organization (c) Description of relationship N/A		• • •		1(c)(3)) or in sect	ion 527?		Ł	Yes] No
N/A Sign 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, its Tive, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, its Tive, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge preparer. Signature of officer or trustee Print/Type preparer's name Preparer's signature Firm's name Proparer's signature Print/Type preparer's name Preparer's signa	b If "Yes," c			·	(h) Tues of avanguation	T	(a) Decouption of volutions			
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Sign Here	N/A									
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Here Signature of officer or trustee Paid Preparer Preparer Date Preparer's signature Preparer Signature of officer or trustee Date Preparer's signature Date Check If PTIN self- employed Preparer Use Only Firm's name ▶ BUCKLEY & ASSOCIAŢES, P.C. Firm's address ▶ 101 N. SHORELINE - SUITE 500 CORPUS CHRISTI, TX 78401 Phone no. 361-883-1871	1 1						has any knowledge retu	irn with the	preparer	ar .
Signature of officer or trustee Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Check ☐ if PTIN self-employed Proparer Use Only Firm's name ► BUCKLEY & ASSOCIAŢES, P.C. Firm's address ► 101 N. SHORELINE - SUITE 500 CORPUS CHRISTI, TX 78401 Phone no. 361-883-1871		115.06/	n		18-15-16	DDEGTE				1
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Paid Preparer Use Only JULIE BUCKLEY ASSOCIATES, P.C. P00941881 Firm's name ► BUCKLEY & ASSOCIATES, P.C. Firm's EIN ► 74-2611776 Firm's address ► 101 N. SHORELINE - SUITE 500 Phone no. 361-883-1871		Tring Typo proparation and			1. 10 10	ایرا				
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Firm's address ► 101 N. SHORELINE - SUITE 500 CORPUS CHRISTI, TX 78401 Phone no. 361-883-1871	-	ramanance bock	G. /		~~, _ · · · ·			· /	, 5	
CORPUS CHRISTI, TX 78401 Phone no. 361-883-1871	·	Firm's address ► 101	N. SH	ORELINE	- SUITE 500					
		l e					Phone go 361-8	83-1	871	
										2015)

Part I	Capital Gains and Los	ses for Tax on Investment Income			
	2-story br	describe the kind(s) of property sol ick warehouse; or common stock, 2	00 shs. MLC Co.	(c) Date acquired P - Purchase D - Donation (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NE		GAINS FROM PASS			
b NET		GAINS FROM PASS			
c NET			CLEARING ACCT 422		
			CLEARING ACCT 422	P	02/21/15
			OVERSEAS PARTNERS CLEARING ACCT 422	P	03/31/15
			CLEARING ACCT 019	,	
	PITAL GAINS		CHIMITING TICCT 013		
1		<u> </u>			
]					
k					
m			·		
<u>n</u>					
0		45 Depresenting allowed	(g) Cost or other basis	(h) Gain or (loss)	<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)	plus expense of sale	(e) plus (f) minus (g)	
a					363,052.
b					467,015.
C	468,901.	· · · · · · · · · · · · · · · · · · ·	473,458.		<u><4,557.</u> >
d	172,654.		119,350.		53,304.
e	5,819,941.		5,861,898. 169,029.		<41,957.>
f	250,514. 75,580.		59,590.		81,485. 15,990.
<u>g</u> h	55,458.		33,330.		55,458.
"	3371301				3371301
J					
k					
1					
m					
n					
Comr	lete only for assets showin	g gain in column (h) and owned by	the foundation on 12/31/69	(I) Losses (from col. (h))	
	note only for assets one will	(j) Adjusted basis	(k) Excess of col. (i)	Gains (excess of col. (h) gain over	
(i) F	.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but not less than "-0-")	
a					363,052.
<u>b</u>					467,015.
C					<4,557.>
d					<u>53,304.</u> <41,957.>
ef					<41,957.> 81,485.
<u>'</u>					15,990.
h		· · · · · · · · · · · · · · · · · · ·			55,458.
i					
1					
k					
<u> </u>					
m		<u></u>			
<u>n</u>					
0			1		
2 Capital	gain net income or (net ca	pital loss) { If gain, also enter	r in Part I, line 7)-" in Part I, line 7		989,790.
If gain.	also enter in Part I, line 8,	ss) as defined in sections 1222(5) ar column (c).			
lf (loss), enter "-0-" in Part I, line 8	3		N/A	

FORM 990-PF INTERES	T ON SAVING	GS AND TEMPO	DRARY CASH	INVESTMENTS	STATEMENT 1	
SOURCE		(A) REVENU PER BOO		(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
AMERICAN BANK HERNDON PLANT OAKLEY HERNDON PLANT OAKLEY			6. 5. 207.	6. 5. 207.		
TOTAL TO PART I, LIN	NE 3		218.	218.		
FORM 990-PF	DIVIDENDS	AND INTERES	ST FROM SE	CURITIES	STATEMENT 2	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENU PER BOO			
EQUINOX HHEP II LP HAWKINS INVESTMENT	193.	0 .			93.	
PARTNERSHP HERNDON PLANT	9,567.	0	·			
OAKLEY	238,849.	42,720				
HPO - CHILTON REIT	54,862.	12,738				
MAJESTY I, LP	109,303.	0.	•			
PMF TEI FUND LP	78,997.	0.	•		12.	
PRC HHEP II	42. 5,972.	0				
SALIENT MLP FUND VEGA SOUTH LP	635.	0			35.	
TO PART I, LINE 4	498,420.	55,458	442,9	62. 436,61	14.	
FORM 990-PF		OTHER INC	COME		STATEMENT 3	
DESCRIPTION			(A) REVENUE ER BOOKS	(B) NET INVEST- MENT INCOME		
FROM SCHEDULE K-1 MA ORDINARY INCOME	•		<14,031	.> <14,031	>	
FROM SCHEDULE K-1 MA OTHER INCOME			<67,365	.> <67,365	5.>	
FROM SCHEDULE K-1 HZ PTRSHIP OTHER INCOM FROM SCHEUDLE K-1 E(3		8,894	. 8,894	1.	
LP NET UBTI	SOTHOY HIRE	11	<36,986	.>		

FORM 990-PF DESCRIPTION ACCOUNTING FEES TO FORM 990-PF, PG 1, LN FORM 990-PF	OTHER PROFES (A) EXPENSES	(B) NET INVEST- MENT INCOME 1,157.	(C) ADJUSTED NET INCOME ST (C) ADJUSTED	
DESCRIPTION ACCOUNTING FEES TO FORM 990-PF, PG 1, LN	(A) EXPENSES PER BOOKS 7,715. 16B 7,715.	(B) NET INVEST- MENT INCOME 1,157.	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES 6,558.
DESCRIPTION ACCOUNTING FEES	(A) EXPENSES PER BOOKS 7,715.	(B) NET INVEST- MENT INCOME 1,157.	(C) ADJUSTED	(D) CHARITABLE PURPOSES 6,558.
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED	(D) CHARITABLE PURPOSES
	(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABLE
FORM 990-PF	ACCOUNTI	NG FEES	Si	PATEMENT 4
TOTAL TO FORM 990-PF, PAR	T I, LINE 11	<335,737.>	<17,791.>	
PTRSHIP ORDINARY NCOME		17.	17.	
LP ORDINARY INCOME FROM SCHEDULE K-1 HAWKINS		371.	371.	
OTHER INCOME FROM SCHEDULE K-1 SALIENT	MIP FUND	448.	448.	
FROM SCHEDULE K-1 VEGA SO UBTI	UTH LP NET	<298,321.>	0.	
FROM SCHEDULE K-1 SALIENT LP ORDINARY INCOME	MLP FUND	53,798.	53,798.	
FROM SCHEUDLE K-1 SALIENT LP UBTI	MLP FUND	17,111.	0.	
FROM SCHEUDLE K-1 SALIENT	MLP FUND	2.	2.	
FROM SCHEUDLE K-1 EQUINOX	HHEP III	43.	43.	
FROM SCHEDULE K-1 MAJESTY UBTI		17,794.	0.	
FROM SCHEDULE K-1 EQUINOX LP FROM SCHEDULE K-1 PRC HHE		26. 6.	26. 6.	
LP NET UBTI		<9,443.>	0.	
FROM SCHEDULE K-1 EQUINOX		<8,101.>	0.	

19,449.

TO FORM 990-PF, PG 1, LN 16C

19,449.

FORM 990-PF	TAXES							
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES				
PROPERTY TAXES FOREIGN TAX WITHHELD INCOME TAX PAID - EXCISE	38. 62. 5,480.	6. 62. 0.		32.				
INCOME TAX - PAID WITH 990T	10,500.	0.		10,500.				
TO FORM 990-PF, PG 1, LN 18	16,080.	68.		10,532.				
707W 000 PF	OMUED E	ADENGEG		ma mewenim 5				
FORM 990-PF	OTHER E	XPENSES		TATEMENT 7				
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES				
DUES & SUBSCRIPTIONS INSURANCE TELEPHONE BUSINESS MEALS OFFICE BANK CHARGES	5,004. 33,652. 5,229. 678. 8,088. 237.	751. 5,048. 784. 102. 1,213. 36.		4,253. 28,604. 4,445. 576. 6,875. 201.				
NET INVESTMENT EXPENSE FROM PASS THRU ENTITIES COMPUTER EXPENSE MAINTENANCE	190,254. 830. 3,363.	190,254. 125. 504.		0. 705. 2,859.				
TO FORM 990-PF, PG 1, LN 23	247,335.	198,817.		48,518.				
FORM 990-PF OTHER DECREASE	ES IN NET AS	SETS OR FUND I	BALANCES S	TATEMENT 8				
DESCRIPTION				AMOUNT				
OTHER INCREASE/DECREASE FROM	VEGAS SOUTH PMF TEI FUN SALIENT MLP	LP D LP FUND, LP	ERHSIP	424,305. 4,953. 47,402. 428,995. 146,903.				
TOTAL TO FORM 990-PF, PART I	II, LINE 5			1,052,558.				

FORM 990-PF COR	PORATE STOCK		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCKS	•	14,198,695.	14,144,646.
TOTAL TO FORM 990-PF, PART II, LINE	10B	14,198,695.	14,144,646.
HODY OOO DE	R INVESTMENTS		CMA MEMENT 10
FORM 990-PF OTHE	K INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MAJESTY I, LP INVESTMENT IN VEGA SOUTH, LP INVESTMENT IN EQUINOX HHEP II LP INVESTMENT IN HHEP III INVESTMENT IN PRC HHEP II INVESTMENT IN SRI OVERSEAS PARTNERS INVESTMENT IN SALIENT MLP FUND INVESTMENT IN SALIENT RISK PARITY INVESTMENT IN HAWKINS INVESTMENT	COST COST COST COST COST COST COST COST	4,909,157. 192,546. 48,654. 192,368. 182,636. 0. 291,990. 11.	4,927,561. 493,800. 23,516. 30,974. 5,166. 0. 307,587.
PTR INVESTMENT IN PMF TEI FUND, LP	COST	0. 948,542.	929,147.
TOTAL TO FORM 990-PF, PART II, LINE	13	6,765,904.	6,717,751.
FORM 990-PF DEPRECIATION OF ASSET	S NOT HELD FOR	INVESTMENT	STATEMENT 11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM HP LASER JET COMPUTER EQUIPMENT XEROX WORKCENTER HP SERVER POWEREDGE FILE SERVER 3 DELL OPTIPLEX WORKSTATIONS BACKUP & VIRTUALIZATION SOLUTION FUJITSU OFFICE EQUIPMENT	5,850. 2,900. 3,182. 12,845. 9,194. 3,239. 4,065. 2,429. 877. 7,962.	5,850. 2,900. 3,181. 12,845. 9,194. 3,239. 4,065. 2,429. 877. 7,503.	0. 0. 1. 0. 0. 0. 0. 459.
TELEPHONE SYSTEM			

FORM 990-PF	OTHER LIABILITIES	<u>.</u>	STAT	EMENT 12
DESCRIPTION		BOY AMOUNT	r EOY A	AMOUNT
PAYROLL LIABILITIES		4,12	27.	148.
TOTAL TO FORM 990-PF, PART II,	LINE 22	4,12	27.	148.
	LIST OF OFFICERS, D AND FOUNDATION MANA		STAT	EMENT 13
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE S. HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	PRESIDENT, CEO		9,126.	0.
SUSAN G. HAWN YURAS 215 TAMERLAINE HOUSTON, TX 77024	V. P., CHAIRMA 4.00	N & DIRECTOR 53,236.		0.
NANCY HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	DIRECTOR 1.00	2,700.	0.	0.
SUSAN OHNMACHT 159 SABINE PORTLAND, TX 78374	ASST TREASURER 36.00		12,311.	0.
CANDACE N. COUTINHO 26907 VILLA TOSCANA SAN ANTONIO, TX 78260	DIRECTOR 1.00	2,700.	0.	0.
CAITLYN J. HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	DIRECTOR 1.00	900.	0.	0.
SYDNEY E THAMES 215 TAMERLAINE HOUSTON, TX 77024	DIRECTOR 1.00	2,700.	0.	0.
•				

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRUCE S. HAWN 101 N. SHORELINE BLVD SUITE 602 CORPUS CHRISTI, TX 78401

TELEPHONE NUMBER

361-888-6485

FORM AND CONTENT OF APPLICATIONS

APPLICATION AND GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEB SITE OR BY MAILING REQUESTS TO FOUNDATION OFFICE.

ANY SUBMISSION DEADLINES

30 DAYS PRIOR TO BOD MEETINGS, WHICH GENERALLY ARE THE FIRST MONDAY OF MARCH, JUNE AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

DISTRIBUTIONS ARE MADE ONLY TO TAX EXEMPT ORGANIZATIONS, PRIMARILY IN THE SOUTH TEXAS AREA.

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990-PF

Current Year Deduction	0	0	0	0	0	311.	389.	233.	62.	917.	1,912.		
Current Sec 179				_							0		
Accumulated Depreciation	5,850.	2,900.	1,590.	12,845.	9,194.	2,928.	3,676.	2,196.	815.	6,586.	48,580.	 .	
Basis For Depreciation	5,850.	2,900.	1,591.	12,845.	9,194.	3,239.	4,065.	2,429.	877.	7,962.	50,952.	_	
Reduction In Basis			1,591.								1,591.		
Bus % Excl													
Unadjusted Cost Or Basis	5,850.	2,900.	3,182.	12,845.	9,194.	3,239.	4,065.	2,429.	877.	7,962.	52,543.		
Line No	17	17	17	17	17	17	17	17	17	17			
Life				00.	00.	00.	00.	00.9	_	00.9			
Method	00085	00DB	00DB5	00035	00035	00DB5	00035	000	00DB5	00DB5			•
Date Acquired 1	07 09 01 200DB5.00	090601200DB5.00	093004200DB5.00	020906200085.00	012406200DB5.00	100610200DB5.00	100610200DB5.00	SOLU100610200DB5.00	080510 <mark>200DB5.0</mark> 0	021411200DB5.00			
Description	STELEPHONE SYSTEM	6HP LASER JET	7COMPUTER EQUIPMENT	9XEROX WORKCENTER] } }	POWEREDGE FILE SERVER	OFTI FLEX ATIONS	13VIRTUALIZATION SOLU		-	TOTAL 990-FF FG L DEPR		
Asset No		Ψ		<u> </u>	10	11	12	(*)	14	25			

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction