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EXTENDED TO NOVEMBER 15, 2016
Return of Private Foundation

OMB No 1545-0052

Form **990-PF**

Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year **2015** or tax year beginning

, and ending

Name of foundation

RUSSELL H. ROGERS FUND FOR THE ARTS

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

4040 BROADWAY, SUITE 605

Room/suite

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

SAN ANTONIO, TX 78209

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) **► \$ 14,658,091.** (Part I, column (d) must be on cash basis.)

A Employer identification number

74-2403914

B Telephone number

210-826-8781

C If exemption application is pending, check here ►

D 1. Foreign organizations, check here ►

2. Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3		9,648.	9,648.		STATEMENT 1
4	Dividends and interest from securities	161,387.	161,387.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	1,645,811.			
b		6,863,350.			
7	Capital gain net income (from Part IV, line 2)		1,645,811.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	312,916.	319,453.		
12	Total. Add lines 1 through 11	2,129,762.	2,136,299.		STATEMENT 3
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	2,238.	2,238.	0.
b	Accounting fees	STMT 5	17,365.	12,365.	5,000.
c	Other professional fees	STMT 6	117,727.	117,727.	0.
17	Interest				
18	Taxes	STMT 7	135,708.	26,930.	0.
19	Depreciation and depletion		18,781.	41,555.	
20	Occupancy		5,937.	5,937.	0.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 8	13,584.	13,508.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		311,340.	220,260.	5,000.
25	Contributions, gifts, grants paid		826,365.		826,365.
26	Total expenses and disbursements. Add lines 24 and 25		1,137,705.	220,260.	831,365.
27	Subtract line 26 from line 12:		992,057.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,916,039.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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C30

10140825 351193 1485

2015.04010 RUSSELL H. ROGERS FUND FOR 1485 1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		510,082.	711,291.	711,291.
	3 Accounts receivable ► 1,428,293.				
	Less: allowance for doubtful accounts ►		126,603.	1,428,293.	
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	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	STMT 10	1,971,468.	2,151,851.	2,082,214.
	b Investments - corporate stock	STMT 11	6,576,060.	6,548,071.	7,818,484.
	c Investments - corporate bonds	STMT 12	321,673.	275,281.	258,240.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans	STMT 13	376,867.	404,821.	344,098.
	13 Investments - other	STMT 14	2,361,458.	1,747,171.	3,264,646.
	14 Land, buildings, and equipment basis ► 31,308.				
	Less accumulated depreciation STMT 9 ► 1,687.		29,989.	29,621.	179,118.
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,274,200.	13,296,400.	14,658,091.
	17 Accounts payable and accrued expenses		19,058.	24,237.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► STATEMENT 15)		361,934.	386,898.	
	23 Total liabilities (add lines 17 through 22)		380,992.	411,135.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		5,283,513.	5,283,513.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		6,609,695.	7,601,752.	
	30 Total net assets or fund balances		11,893,208.	12,885,265.	
	31 Total liabilities and net assets/fund balances		12,274,200.	13,296,400.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 11,893,208.
2 Enter amount from Part I, line 27a	2 992,057.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 12,885,265.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12,885,265.

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					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 6,863,350.		5,217,539.			1,645,811.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					1,645,811.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,645,811.
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). If (loss), enter -0- in Part I, line 8				3	N/A

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 -	729,565.	16,178,984.	.045093
2013	697,626.	15,053,160.	.046344
2012	696,610.	13,835,445.	.050350
2011	653,467.	14,145,289.	.046197
2010	609,166.	13,176,922.	.046230

2 Total of line 1, column (d)	2	.234214
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	.046843
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	16,749,629.
5 Multiply line 4 by line 3	5	784,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,160.
7 Add lines 5 and 6	7	803,763.
8 Enter qualifying distributions from Part XII, line 4	8	831,365.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	19,160.
	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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	19,160.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	19,160.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	23,241.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	75,478.
7	Total credits and payments. Add lines 6a through 6d	7	123,719.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	104,559.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ► 50,000. Refunded ► 11		54,559.

Part 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 in any political campaign?	<input type="checkbox"/>	Yes	No
1b	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>	<input checked="" type="checkbox"/>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/>		
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>	<input type="checkbox"/>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>		
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>	<input type="checkbox"/>		
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?	<input type="checkbox"/>		
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>	<input checked="" type="checkbox"/>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>		
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>	<input type="checkbox"/>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input type="checkbox"/>		

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Part VII-A Statements Regarding Activities (continued)

		Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► LANGE, POTEET & CO., L.L.P. Located at ► P.O. BOX 12199, SAN ANTONIO, TX	Telephone no. ► 210-735-6181 ZIP+4 ► 78212	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► N/A
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 ►	16	Yes X No

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	N/A	► N/A
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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	X No
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.)	N/A	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. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	X Yes	<input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	X
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)?

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 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

6b

X

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

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?

 Yes No

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

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

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



0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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

►

0**Part IX-A | Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE**0.****2****3****4****Part IX-B | Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE**0.****2**

All other program-related investments. See instructions.

3 NONE**0.****Total. Add lines 1 through 3**

►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,830,473.
b	Average of monthly cash balances	1b	1,288,099.
c	Fair market value of all other assets	1c	4,886,128.
d	Total (add lines 1a, b, and c)	1d	17,004,700.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,004,700.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,749,629.
6	Minimum investment return. Enter 5% of line 5	6	837,481.

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	837,481.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	19,160.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,160.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	818,321.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	818,321.
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	818,321.

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	831,365.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	831,365.
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	19,160.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	812,205.

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				818,321.
2 Undistributed income, if any, as of the end of 2015			761,631.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
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.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 831,365.			761,631.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				69,734.
e Remaining amount distributed out of corpus	0.			0.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				748,587.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	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				

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
a Paid during the year				
CONSPIRARE 505 E. HUNTLAND DR, #155 <u>AUSTIN, TX 78752</u>	N/A	PC	PROMOTION OF THE ARTS	10,000.
SAN ANTONIO CHAMBER MUSIC SOCIETY P.O. BOX 12702 <u>SAN ANTONIO, TX 78212</u>	N/A	PC	PROMOTION OF THE ARTS	35,500.
ALAMO THEATRE ARTS COUNCIL 1100 NE LOOP 410, SUITE 502 <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	2,000.
ARTS! SAN ANTONIO 222 E. HOUSTON ST. <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	20,000.
CACTUS PEAR MUSIC FESTIVAL 403 WOODSTONE <u>SAN ANTONIO, TX 78216</u>	N/A	PC	PROMOTION OF THE ARTS	30,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 826,365.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	9,648.
4 Dividends and interest from securities				14	161,387.
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				15	329,660.
8 Gain or (loss) from sales of assets other than inventory				18	1,645,811.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ORDINARY LOSS THRU					
b PARTNERSHIPS	531390		-16,730.		
c RENTAL LOSS THRU					
d PARTNERSHIPS	531390		-14.		
e					
12 Subtotal. Add columns (b), (d), and (e)			-16,744.		2,146,506.
13 Total. Add line 12, columns (b), (d), and (e)				0.	2,129,762.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions;

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

6. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b. If "Yes," complete the following schedule.

B	If Yes, complete the following schedule.	
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN A. POTEET, JR.		JOHN A. POTEET, J	08/25/16		P00685139
	Firm's name ► LANGE, POTEET & CO., L.L.P.				Firm's EIN ► 74-2730109	
	Firm's address ► P. O. BOX 12199 SAN ANTONIO, TX 78212				Phone no. 210-735-6181	

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 THRU PERSHING LLC #200248 - LT			P		
b THRU PERSHING LLC #200255 - ST			P		
c THRU PERSHING LLC #200255 - LT			P		
d THRU PERSHING LLC #200263 - ST			P		
e THRU PERSHING LLC #200263 - LT			P		
f THRU PERSHING LLC #200271 - ST			P		
g THRU PERSHING LLC #200271 - LT			P		
h THRU PERSHING LLC #200289 - ST			P		
i THRU PERSHING LLC #200289 - LT			P		
j THRU PERSHING LLC #200974 - ST			P		
k THRU PERSHING LLC #200974 - LT			P		
l THRU SENDERO LLC #55742 - ST			P		
m THRU SENDERO LLC #55742 - ST			P		
n THRU SENDERO LLC #56377 - ST			P		
o THRU SENDERO LLC #56377 - LT			P		
(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 18,063.		9,228.	8,835.		
b 20,046.		23,493.	-3,447.		
c 24,151.		17,042.	7,109.		
d 5,893.		5,522.	371.		
e 17,959.		8,624.	9,335.		
f 63,831.		68,815.	-4,984.		
g 44,096.		23,735.	20,361.		
h 18,874.		19,272.	-398.		
i 108,684.		49,485.	59,199.		
j 28,515.		22,233.	6,282.		
k 250,671.		204,638.	46,033.		
l 50,479.		29,860.	20,619.		
m 975,595.		498,469.	477,126.		
n 259,831.		255,272.	4,559.		
o 506,895.		348,084.	158,811.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			8,835.		
b			-3,447.		
c			7,109.		
d			371.		
e			9,335.		
f			-4,984.		
g			20,361.		
h			-398.		
i			59,199.		
j			6,282.		
k			46,033.		
l			20,619.		
m			477,126.		
n			4,559.		
o			158,811.		
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		
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). If (loss), enter "-0-" in Part I, line 8	}		3		

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	THRU SENDERO LLC #56843 - ST	P		
b	THRU SENDERO LLC #56843 - LT	P		
c	THRU SENDERO LLC #56954 - ST	P		
d	THRU SENDERO LLC #56954 - LT	P		
e	THRU SENDERO LLC #56955 - ST	P		
f	THRU SENDERO LLC #56955 - LT	P		
g	THRU SENDERO LLC #52233 - LT	P		
h	THRU SENDERO LLC #55099 - ST	P		
i	THRU SENDERO LLC #55099 - LT	P		
j	THRU SENDERO LLC #55099 - LT	P		
k	THRU SENDERO LLC #56339 - ST	P		
l	THRU SENDERO LLC #56881 - ST	P		
m	THRU SENDERO LLC #56881 - LT	P		
n	THRU SENDERO LLC #52412 - ST	P		
o	THRU SENDERO LLC #52412 - LT	P		
(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	24,200.		24,212.	-12.
b	277,754.		180,269.	97,485.
c	56,070.		63,745.	-7,675.
d	229,726.		169,042.	60,684.
e	54,575.		55,965.	-1,390.
f	137,788.		127,415.	10,373.
g	140,000.		109,794.	30,206.
h	216,115.		219,094.	-2,979.
i	772,905.		772,609.	296.
j	6,114.			6,114.
k	49,975.		56,172.	-6,197.
l	15,880.		18,119.	-2,239.
m	374,026.		370,967.	3,059.
n	126,186.		127,231.	-1,045.
o	486,323.		423,801.	62,522.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a			-12.	
b			97,485.	
c			-7,675.	
d			60,684.	
e			-1,390.	
f			10,373.	
g			30,206.	
h			-2,979.	
i			296.	
j			6,114.	
k			-6,197.	
l			-2,239.	
m			3,059.	
n			-1,045.	
o			62,522.	
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	
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). If (loss), enter "-0-" in Part I, line 8	}		3	

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	CIL - GOOGLE INC	P		05/31/15
b	CIL - GOOGLE INC	P		05/31/15
c	CIL - GOOGLE INC	P		05/31/15
d	CIL - LIBERTY GLOBAL PLC	P		07/31/15
e	INSTALLMENT SALE - SHAVANO/LDR NO. 4	P		08/31/15
f	OVERSEAS CAP PARTNERS INC	P		12/31/15
g	ADDL GAIN - SHAVANO/LDR NO. 4	P		01/01/15
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 130.			130.
b 42.			42.
c 50.			50.
d 19.			19.
e 7,628.			7,628.
f 1,417,893.		915,332.	502,561.
g 3,905.			3,905.
h 72,463.			72,463.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			130.
b			42.
c			50.
d			19.
e			7,628.
f			502,561.
g			3,905.
h			72,463.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,645,811.
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). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN CHORUS OF S.A. 106 AUDITORIUM CIRCLE, SUITE 115 <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	7,500.
CHILDRENS FINE ART SERIES 3201 WEST AVENUE <u>SAN ANTONIO, TX 78213</u>	N/A	PC	PROMOTION OF THE ARTS	10,000.
GEMINI INK 513 S. PRESA ST. <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	6,000.
MCNAY ART MUSEUM 6000 NORTH NEW BRAUNFELS <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	85,667.
MUSICAL BRIDGES AROUND THE WORLD 7904 SUMMIT CIRCLE <u>SAN ANTONIO, TX 78256</u>	N/A	PC	PROMOTION OF THE ARTS	42,000.
MUSICAL OFFERINGS, C/O JOAN CHRISTENSON, PRESIDENT 256 CHEVY CHASE <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	11,000.
OPERA PICCOLA OF SAN ANTONIO 8603 BOTT'S LANE <u>SAN ANTONIO, TX 78217</u>	N/A	PC	PROMOTION OF THE ARTS	50,000.
OPERA SAN ANTONIO 417 8TH ST <u>SAN ANTONIO, TX 78215</u>	N/A	PC	PROMOTION OF THE ARTS	75,000.
SAN ANTONIO BOTANICAL SOCIETY 555 FUNSTON PLACE <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	10,000.
SAN ANTONIO CHAMBER CHOIR 143 KNIBBE AVENUE <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	12,000.
Total from continuation sheets				728,865.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN ANTONIO MUSEUM OF ART 200 W JONES AVE <u>SAN ANTONIO, TX 78215</u>	N/A	EC	PROMOTION OF THE ARTS	65,000.
SAN ANTONIO SYMPHONY 222 E. HOUSTON ST. <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	108,000.
SAN ANTONIO TUESDAY MUSICAL CLUB - ARTIST SERIES 3755 N. ST. MARY'S ST. <u>SAN ANTONIO, TX 78212</u>	N/A	PC	PROMOTION OF THE ARTS	7,500.
SOLI CHAMBER ENSEMBLE P.O. BOX 6062 <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	3,500.
THE CARVER DEVELOPMENT BOARD 226 N. HACKBERRY <u>SAN ANTONIO, TX 78202</u>	N/A	PC	PROMOTION OF THE ARTS	25,000.
THE MAGIK THEATRE 420 SOUTH ALAMO ST <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	30,000.
THE PLAYHOUSE SAN ANTONIO 800 ASHBY PLACE <u>SAN ANTONIO, TX 78212</u>	N/A	PC	PROMOTION OF THE ARTS	34,000.
TOBIN CENTER FOR THE PERFORMING ARTS 100 AUDITORIUM CIR <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	80,000.
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE, SUITE 130 <u>SAN ANTONIO, TX 78205</u>	N/A	PC	PROMOTION OF THE ARTS	5,000.
UNIVERSITY OF THE INCARNATE WORD 4301 BROADWAY ST. <u>SAN ANTONIO, TX 78209</u>	N/A	PC	PROMOTION OF THE ARTS	50,000.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PERSHING, LLC	18.	18.	
SHAVANO/LDR NO. 4	9,630.	9,630.	
TOTAL TO PART I, LINE 3	9,648.	9,648.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J.P. MORGAN CLEARING CORP - DIVIDENDS	131,426.	0.	131,426.	131,426.	
LESS PURCHASED INTEREST	-8,764.	0.	-8,764.	-8,764.	
PERSHING, LLC	67,477.	67,233.	244.	244.	
PERSHING, LLC	2,674.	0.	2,674.	2,674.	
PERSHING, LLC	1,035.	0.	1,035.	1,035.	
PERSHING, LLC	601.	0.	601.	601.	
PERSHING, LLC	591.	0.	591.	591.	
PERSHING, LLC	2,818.	0.	2,818.	2,818.	
PERSHING, LLC	8,948.	671.	8,277.	8,277.	
PERSHING, LLC	9,538.	0.	9,538.	9,538.	
PERSHING, LLC	5,269.	4,559.	710.	710.	
PERSHING, LLC	12,213.	0.	12,213.	12,213.	
U.S TRUST	24.	0.	24.	24.	
TO PART I, LINE 4	233,850.	72,463.	161,387.	161,387.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME THRU PARTNERSHIPS	284.	284.	
OTHER INCOME THRU PARTNERSHIPS	2,636.	2,636.	
DIVIDENDS THRU PARTNERSHIPS	7,807.	7,807.	
CAPITAL GAINS THRU PARTNERSHIPS	33,963.	33,963.	
OIL & GAS ROYALTIES	274,580.	274,580.	
OTHER INCOME	173.	173.	
ROYALTIES THRU PARTNERSHIPS	10.	10.	
TAX-EXEMPT INCOME THRU PARTNERSHIPS	10,207.	0.	
ORDINARY LOSS THRU PARTNERSHIPS	-16,730.	0.	
RENTAL LOSS THRU PARTNERSHIPS	-14.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	312,916.	319,453.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROGERS SHAVANO RANCH, LTD RE: DIMMIT CNTY MINERALS	2,238.	2,238.		0.
TO FM 990-PF, PG 1, LN 16A	2,238.	2,238.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LANGE, POTEET & CO, L.L.P. FOR BOOKKEEPING SERVICES	12,365.	12,365.		0.
LANGE, POTEET & CO, L.L.P. FOR PREPARATION OF FORM 990-PF	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	17,365.	12,365.		5,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SENDERO CONSULTING FOR MANAGING INVESTMENT PORTFOLIO	90,710.	90,710.		0.
U.S. TRUST FOR CUSTODIAL FEES	20,416.	20,416.		0.
GARCIA HAMILTON FOR MANAGING INVESTMENT PORTFOLIO	6,601.	6,601.		0.
TO FORM 990-PF, PG 1, LN 16C	117,727.	117,727.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES RELATED TO OIL & GAS	10,456.	10,456.		0.
GROSS PROD. TAX RELATED TO OIL & GAS	12,025.	12,025.		0.
FOREIGN TAXES WITHHELD ON DIVIDENDS	1,429.	1,429.		0.
FOREIGN TAXES THRU PARTNERSHIPS	88.	88.		0.
2014 ESTIMATED EXCISE TAX FOR FORM 990PF	21,000.	0.		0.
ROGERS SHAVANO RANCH, LTD RE: LDR ACREAGE, LOT BY OFFICE BLDG	2,914.	2,914.		0.
2015 ESTIMATED EXCISE TAX FOR FORM 990PF	12,300.	0.		0.
PROPERTY TAXES - DIMMIT CO LAND	18.	18.		0.
BACKUP WITHHOLDING ERRONEOUSLY WITHHELD	75,478.	0.		0.
TO FORM 990-PF, PG 1, LN 18	135,708.	26,930.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,339.	4,339.		0.
SAFE DEPOSIT BOX	98.	98.		0.
OFFICE EXPENSES	40.	40.		0.
PORTFOLIO DEDUCTIONS THRU PARTNERSHIPS	4,890.	4,890.		0.
NONDEDUCTIBLE EXPENSES THRU PARTNERSHIPS	76.	0.		0.
TELEPHONE	470.	470.		0.
INTEREST EXPENSE THRU PARTNERSHIPS	2,776.	2,776.		0.
OTHER DEDUCTIONS RELATED TO OIL & GAS	257.	257.		0.
ADR FEES	189.	189.		0.
CONTRACT LABOR	335.	335.		0.
OTHER DEDUCTIONS THRU PARTNERSHIPS	114.	114.		0.
TO FORM 990-PF, PG 1, LN 23	13,584.	13,508.		0.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND	29,468.	0.	29,468.	177,848.
NEW COMPUTER/PRINTER	1,840.	1,687.	153.	1,270.
TO 990-PF, PART II, LN 14	31,308.	1,687.	29,621.	179,118.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. OBLIGATIONS	X		2,151,851.	2,082,214.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,151,851.	2,082,214.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,151,851.	2,082,214.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	6,548,071.	7,818,484.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,548,071.	7,818,484.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	275,281.	258,240.
TOTAL TO FORM 990-PF, PART II, LINE 10C	275,281.	258,240.

FORM 990-PF MORTGAGE LOANS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - LEE 1604 (INWOOD)	76,434.	64,969.
NOTE RECEIVABLE - SHAV/LDR NO. 4	328,387.	279,129.
TOTAL TO FORM 990-PF, PART II, LINE 12	404,821.	344,098.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE SCHEDULE ATTACHED	COST	1,747,171.	3,264,646.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,747,171.	3,264,646.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED GAIN ON LEE 1604 (INWOOD)		
NOTE RECEIVABLE	76,427.	76,427.
FORM 706 DISCOUNTS - LEE 1604 (INWOOD)		
NOTE RECEIVABLE	17,224.	17,224.
DEFERRED GAIN ON SHAV/LDR NO. 4 NOTE RECEIVABLE	268,283.	293,247.
TOTAL TO FORM 990-PF, PART II, LINE 22	361,934.	386,898.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BANK OF AMERICA, N.A. C/O PEGGY WALKER, 300 CONVENT ST. SAN ANTONIO, TX 782053701	CORPORATE TRUSTEE 1.00	0.	0.	0.
BARBARA S. CONDOS 217 GENESEO ROAD SAN ANTONIO, TX 78209	MANAGING TRUSTEE 0.50	0.	0.	0.
FRANK P. CHRISTIAN 914 EVENTIDE DRIVE SAN ANTONIO, TX 78209	MANAGING TRUSTEE 0.50	0.	0.	0.
ALLAN G. PATERSON, JR. 112 E.PECAN ST, STE 1800 SAN ANTONIO, TX 78205	MANAGING TRUSTEE 0.50	0.	0.	0.
JEAN ROGERS WINCHELL 23 AUBURN PLACE SAN ANTONIO, TX 78209	MANAGING TRUSTEE 1.00	0.	0.	0.
ROBERT R. LENDE 804 IVY LANE SAN ANTONIO, TX 78209	MANAGING TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1 LAND NEW	010193L					29,468.			29,468.			0.
2 COMPUTER/PRINTER	060411SL			5.00	16	1,840.			1,840.			368.
* TOTAL 990-PF PG 1						31,308.			0.			368.
DEPR												

RUSSELL HILL ROGERS FUND FOR THE ARTS
 PARTNERSHIP INCOME
 74-2403914
 File: RHR-PARTNERSHIPS

Form 990-PF - Tax Year 2015

Partnerships	Ordinary Income (Loss) from Trade or Business	Rental Income	Sec. 1231 Gain	Interest Income	Dividend Income	Royalties	Capital Gain(Loss)	Other Income	Tax-Exempt Income	Total
Eagle Income Appreciation II, L.P. (20-5188120) Lee 1604 No. One, Ltd. (74-2297166) Shavano/LDR No. 4 Commercial, Ltd (20-8471271)	-17,630 0 0	-14 0 0	269 15 0	7,807 0 0	10 0 0	3,193 0 0	929 1,684 23	0 0 23	0	27,056
Totals	-17,630	-14	0	284	7,807	10	33,963	2,636	0	27,056

RUSSELL HILL ROGERS FUND FOR THE ARTS

74-2403914

File: RHR-OTHER ASSETS

Form 990-PF - Tax Year 2015

Part II, Balance Sheets, Line 13, Investments-other:	Beginning Book Value	Ending Book Value	FMV
Overseas Cap Partners Inc Class A New Issue	915,332	0	0
Overseas Cap Partners Inc Class A Non-Voting	0	0	0
Double Black Diamond Ltd. Unrestricted Shs Ser C	1,216,510	1,216,510	1,665,450
Black Diamond Energy L/S, Ltd	0	500,000	479,332
Eagle Income Appreciation II, L.P. (20-5188120)	292,663	80,276	311,172
Lee 1604 No. One, Ltd., a partnership (74-2297166)	-131,784	-131,614	99,314
Shavano/LDR No. 4 Commercial, Ltd., a partnership (20-847	50,322	81,998	81,998
1/6 Mineral interest (net of depletion) - Dimmitt Co.	18,414	0	627,210
1/6 Mineral interest - Panola Co.	1	1	170
Total to line 13	2,361,458	1,747,171	3,264,646

Part II, Balance Sheets, Line 14, Investments-land/equipment:

1/6 interest in 35.3589 acres, Bexar Co.	29,466	29,466	155,229
100% interest in lot 1, block 123, Dimmit Co.	1	1	1,150
1/6 interest in 1.46 acre lot - 15400 N.W. Military Hwy, Bexar	1	1	21,469
Computer/printer	521	153	1,270
Total of land to line 14	29,989	29,621	179,118