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2015

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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

For calendar year 2015, or tax year beginning

, 2015, and ending

Name of foundation

FASH FOUNDATION

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

PO BOX 54851

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

HURST TX 76054-4855

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input checked="" type="checkbox"/> Other taxable private foundation
--	--

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

► \$ 5,816,037.

J Accounting method: Cash Accrual Other (specify)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	19.	19.		
4	Dividends and interest from securities	125,996.	125,996.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		278,273.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11.	126,015.	404,288.	0.	75,000.
13	Compensation of officers, directors, trustees, etc	75,000.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) . L-16b Stmt.	60,000.	60,000.		
c	Other prof fees (attach sch) . L-16c Stmt.	63,737.	63,737.		
17	Interest				
18	Taxes (attach schedule)(see insrs)	18,935.	18,935.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	12,419.	2,116.		10,303.
21	Travel, conferences, and meetings	2,224.	2,224.	EIVED	
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Line 23 Stmt	7,357.		NOV 22 2016	
24	Total operating and administrative expenses Add lines 13 through 23	239,672.	154,369.	EN UT	85,303.
25	Contributions, gifts, grants paid	210,000.			210,000.
26	Total expenses and disbursements Add lines 24 and 25	449,672.	154,369.		295,303.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-323,657.			
b	Net investment income (if negative, enter -0-)		249,919.		
c	Adjusted net income (if negative, enter -0-)			0.	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash - non-interest-bearing		179,056.	260,220.	260,220.
	2 Savings and temporary cash investments				
	3 Accounts receivable				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) L-10b. Stmt .	5,487,129.	5,313,423.	5,555,817.	
	c Investments - corporate bonds (attach schedule)				
L I A B I L I T E S	11 Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,666,185.	5,573,643.	5,816,037.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)	715.			
	23 Total liabilities (add lines 17 through 22)	715.			
N F E T N D A S B S A E L T A S N C O E R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►	X			
	27 Capital stock, trust principal, or current funds	2,409,938.	2,409,938.		
	28 Paid-In or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	3,255,532.	3,163,705.		
	30 Total net assets or fund balances (see instructions)	5,665,470.	5,573,643.		
	31 Total liabilities and net assets/fund balances (see instructions)	5,666,185.	5,573,643.		

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	5,665,470.
2 Enter amount from Part I, line 27a	2	-323,657.
3 Other increases not included in line 2 (itemize) ► ADJUSTMENT TO UNREALIZED GAINS/LOSSES	3	231,830.
4 Add lines 1, 2, and 3	4	5,573,643.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,573,643.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES — FROST INVESTMENTS	P	01/01/15	12/31/15
b	PUBLICLY TRADED SECURITIES — FROST INVESTMENTS	P	01/01/14	12/31/15
c	PUBLICLY TRADED SECURITIES — FROST INVESTMENTS-CGD	P	01/01/14	12/31/15
d	PUBLICLY TRADED SECURITIES — ML 04040	P	01/01/15	12/31/15
e	See Columns (a) thru (d)			
(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 85,420.		92,915.	-7,495.	
b 207,320.		225,312.	-17,992.	
c 51,684.		0.	51,684.	
d 682,765.		704,040.	-21,275.	
e See Columns (e) thru (h)		1,224,523.	273,351.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
a			-7,495.	
b			-17,992.	
c			51,684.	
d			-21,275.	
e See Columns (i) thru (l)			273,351.	
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	278,273.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	-33,949.

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	278,706.	5,949,135.	0.046848
2013	263,860.	5,620,165.	0.046949
2012	264,870.	5,293,407.	0.050038
2011	224,392.	5,333,167.	0.042075
2010	195,252.	4,771,970.	0.040916
2 Total of line 1, column (d)		2	0.226826
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.045365
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	5,910,850.
5 Multiply line 4 by line 3		5	268,146.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,499.
7 Add lines 5 and 6		7	270,645.
8 Enter qualifying distributions from Part XII, line 4		8	295,303.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 2,499.
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 2,499.
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 2,499.
6 Credits/Payments:	
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a 11,798.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c 0.
d Backup withholding erroneously withheld	6 d
7 Total credits and payments. Add lines 6a through 6d	7 11,798.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 9,299.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ► 9,299. Refunded	11

Part VII-A | Statements Regarding Activities

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

Part VII-A | Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► FASHFOUNDATION.COM			
14	The books are in care of ► WILLIAM A PODSEDNIK JR Telephone no. ► (817) 475-2556 Located at ► PO BOX 54851 HURST TX ZIP + 4 ► 76054	14	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ► 15	15	
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ►		16	

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	
c	Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

Organizations relying on a current notice regarding disaster assistance check here c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes NoIf 'Yes,' attach the statement required by *Regulations section 53 4945-5(d)*.6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

6 b

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.

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

7 b

X

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA E BUSH 236 WEST LOUELLA DRIVE HURST TX 76054	PRESIDENT-DIRECTOR 30.00	75,000.	0.	0.
WILLIAM A PODSEDNIK JR PC PO BOX 54851 HURST TX 76054	TREASURER-DIRECTOR 12.00	60,000.	0.	0.
KIRK MANNING 300 CANTEY HANGER PLAZA 600 WEST 7TH FORT WORTH TX 76102	SECRETARY-DIRECTOR 0.00	0.	0.	0.
JAMES L KAISER 9215 CORDOBA LANE CRESTWOOD MO 63126	DIRECTOR 0.00	0.	0.	0.

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

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

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

None

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

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

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

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	
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	----- -----	
2	----- -----	
All other program-related investments See instructions.		
3	----- -----	
Total. Add lines 1 through 3		

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	1 a	5,836,091.
b Average of monthly cash balances	1 b	164,772.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	6,000,863.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,000,863.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	90,013.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,910,850.
6 Minimum investment return. Enter 5% of line 5	6	295,543.

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	295,543.
2 a Tax on investment income for 2015 from Part VI, line 5	2 a	2,499.
b Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,499.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	293,044.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	293,044.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	293,044.

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	1 a	295,303.
b Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	295,303.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,499.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	292,804.

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				293,044.
2 Undistributed income, if any, as of the end of 2015			295,303.	
a Enter amount for 2014 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2015				
a From 2010	0.			
b From 2011	0.			
c From 2012	0.			
d From 2013	0.			
e From 2014	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 295,303.			295,303.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2015 distributable amount				
e Remaining amount distributed out of corpus	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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				293,044.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2012	0.			
c Excess from 2013	0.			
d Excess from 2014	0.			
e Excess from 2015	0.			

BAA

Form 990-PF (2015)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling	►			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or			4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year			
	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

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

NONE

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

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

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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHRIST'S HAVEN FOR CHILDREN PO BOX 467 KELLER TX 76248 COOK'S CHILDREN'S MEDICAL CENTER 801 SEVENTH AVE FORT WORTH TX 76104 FORT WORTH MUSEUM OF SCIENCE & HISTORY - 1600 GENDY ST FORT WORTH TX 76107 FORT WORTH SYMPHONY ORCHESTRA ASSN - 330 E 4TH ST STE 200 FORT WORTH TX 76102 FOSTER HOME OF STEPHENVILLE PO BOX 978 STEPHENVILLE TX 76401 CENTER FOR NONPROFIT MGMT 2701 W BERRY ST, STE 125 FORT WORTH TX 76109 GOODFELLOW FUND PO BOX 1870 FORT WORTH TX 76101 GOODRICH CENTER FOR DEAF 2500 LIPSCOMB ST FORT WORTH TX 76110 INTERNATIONAL HOUSE 500 RIVERSIDE DR NEW YORK NY 76185 See Line 3a statement	NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NONE NY 76185	501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3 501(C)3	GENERAL PROGRAM GENERAL PROGRAM FIELD TRIP PROGRAM TARRANT COUNTY YOUTH ADVENTURES IN MUSIC YOUTH PROGRAM ACHIEVERS PROGRAM GENERAL PROGRAM - TARRANT COUNTY SUPPORT GENERAL PROGRAM DEAF SENIOR CITIZENS PROGRAM RESEARCH & EDUCATION PROGRAM	1,000. 1,000. 2,500. 1,000. 5,000. 10,000. 1,000. 2,500. 2,500. 183,500.
Total			► 3a	210,000.
b Approved for future payment				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19.	
4 Dividends and interest from securities			14	125,996.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				126,015.	
13 Total. Add line 12, columns (b), (d), and (e)				13	126,015.
(See worksheet in line 13 instructions to verify calculations.)					

(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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

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

Paid Preparer Use Only	Print/Type preparer's name WILLIAM A PODSEDKI JR	Preparer's signature <i>William A. Podsednik</i>	Date 11/13/16	Check <input type="checkbox"/> if self-employed	PTIN P00403749
	Firm's name ► WILLIAM A PODSEDKI JR PC	Firm's EIN ► 45-2438929			
	Firm's address ► PO BOX 54851 HURST TX 76054	Phone no (817) 475-2556			

BAA

Form 990-PF (2015)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
ADVERTISING	636.	636.		
OFFICE SUPPLIES & POSTAGE	688.	688.		
TELEPHONE	1,683.	1,683.		
INSURANCE	2,100.	2,100.		
MEMBERSHIP FEES	2,250.	2,250.		
Total	7,357.	7,357.		

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
PUBLICY TRADED SECURITIES - ML04040	P	01/01/14	12/31/15
PUBLICY TRADED SECURITIES - SANFORD BERNSTEIN	P	01/01/15	12/31/15
PUBLICY TRADED SECURITIES - SANFORD BERNSTEIN	P	01/01/14	12/31/15
PUBLICY TRADED SECURITIES - SANFORD BERNSTEIN CGD	P	01/14/14	12/31/15

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

Columns (e) thru (h)

(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)
782,120.		635,363.	146,757.
263,862.		269,041.	-5,179.
446,998.		320,119.	126,879.
4,894.		0.	4,894.
Total		1,224,523.	273,351.

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

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			146,757.
			-5,179.
			126,879.
			4,894.
Total			273,351.

Form 990-PF, Page 10, Part XV, Line 2

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

Name .

Address PO BOX 54851City, St, Zip, Phone . HURSTTX76054

E-mail

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

Any submission deadlines:

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

Name .

Address

City, St, Zip, Phone .

E-mail FASH FOUNDATION

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

HURSTTX76054

Any submission deadlines:

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

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox
				Amount
<u>a Paid during the year</u>				
<u>NEW KEY SCHOOL INC</u>	<u>NONE</u>		<u>SUPPORT</u>	Person or Business <input type="checkbox"/>
<u>PO BOX 100668</u>			<u>GENERAL</u>	<input checked="" type="checkbox"/> <u>3,500.</u>
<u>FORT WORTH TX 76185</u>		<u>501(C)3</u>	<u>PROGRAM</u>	
<u>KIMBELL ART MUSEUM</u>	<u>NONE</u>		<u>FIELD TRIP</u>	Person or Business <input type="checkbox"/>
<u>3333 CAMP BOWIE BLVD</u>			<u>REIMBURSEMENT</u>	<input checked="" type="checkbox"/> <u>1,000.</u>
<u>FORT WORTH TX 76107</u>		<u>501(C)3</u>	<u>PROGRAM</u>	
<u>LENA POPE HOME</u>	<u>NONE</u>		<u>FAMILY MATTERS</u>	Person or Business <input type="checkbox"/>
<u>3131 SANQUINET ST</u>			<u>COUNSELING PROGRAM</u>	<input checked="" type="checkbox"/> <u>2,500.</u>
<u>FORT WORTH TX 76107</u>		<u>501(C)3</u>		
<u>MCDONALD OBSERVATORY</u>	<u>NONE</u>		<u>STUDENT FIELD</u>	Person or Business <input type="checkbox"/>
<u>1 UNIVERSITY STATION C1402</u>			<u>EXPERIENCES</u>	<input checked="" type="checkbox"/> <u>5,000.</u>
<u>AUSTIN TX 78712</u>		<u>501(C)3</u>	<u>PROGRAM</u>	
<u>PERFORMING ARTS OF FORT WORTH</u>	<u>NONE</u>		<u>CHILDRENS</u>	Person or Business <input type="checkbox"/>
<u>330 E 4TH ST STE 300</u>			<u>EDUCATION</u>	<input checked="" type="checkbox"/> <u>1,500.</u>
<u>FORT WORTH TX 76102</u>		<u>501(C)3</u>	<u>PROGRAM</u>	
<u>RIVER LEGACY LIVING SCIENCE</u>	<u>NONE</u>		<u>SUPPORT</u>	Person or Business <input type="checkbox"/>
<u>703 NW GREEN OAKS BLVD</u>			<u>GENERAL</u>	<input checked="" type="checkbox"/> <u>1,000.</u>
<u>ARLINGTON TX 76006</u>		<u>501(C)3</u>	<u>PROGRAM</u>	

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox
				Amount
ROTARY CLUB ENDOWMENT FUND 306 W 7TH STE 715 FORT WORTH TX 76102	NONE	501(C) 3	STARS PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
TEXAS TECH UNIVERSITY 10 & AKRON MAIL STOP 1023 LUBBOCK TX 79409	NONE	501(C) 3	WIND SCIENCE & ENGINEERING RESEARCH PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
TRINITY SHAKESPEARE FESTIVAL TCU BOX 297044 FORT WORTH TX 76129	NONE	501(C) 3	SUPPORT GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
VISITING NURSE ASSOCIATION 6300 RIDGELA PLACE, SUITE 801 FORT WORTH TX 76116	NONE	501(C) 3	SUPPORT GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
YMCA FORT WORTH 512 LAMAR STREET FORT WORTH TX 76102	NONE	501(C) 3	EARLY CHILDHOOD EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
CAMP FIRE USA 2700 MEACHAM BLVD FORT WORTH TX 76137	NONE	501(C) 3	OUTDOOR EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/> 5,000.
CATHOLIC CHARITIES OF FORT WORTH PO BOX 15610 FORT WORTH TX 76119	NONE	501(C) 3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 3,500.
FRIENDS OF TANDY HILLS NATURAL AREA INC - PO BOX 47004 FORT WORTH TX 76147	NONE	501(C) 3	KIDS ON THE PRAIRIE PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,000.
FRIENDS OF THE FORT WORTH LIBRARY - 300 WEST 3RD ST FORT WORTH TX 76102	NONE	501(C) 3	EARLY CHILDHOOD RESOURCES CENTER PROGRAM	Person or Business <input checked="" type="checkbox"/> 4,000.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DR FORT WORTH TX 76132	NONE	501(C) 3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
JAMES L WEST ALZHEIMER CENTER - 1111 SUMMIT AVE FORT WORTH TX 76102	NONE	501(C) 3	CAREGIVER & COMMUNITY EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
LIGHTHOUSE FOR THE BLIND 912 WEST BROADWAY AVENUE FORT WORTH TX 76104	NONE	501(C) 3	REHABILITATION SERVICES PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER FORT WORTH TX 76103	NONE	501(C) 3	AMMONIA DETECTOR & GENERAL SURGICAL SUPPLIES	Person or Business <input checked="" type="checkbox"/> 1,000.
AZLEWAY INC 1201 W NORTH CARRIER PARKWAY GRAND PRAIRIE TX 75050	NONE	501(C) 3	STAFF TRAINING & DEVELOPMENT PROGRAM	Person or Business <input checked="" type="checkbox"/> 5,000.
BOTANICAL RESEARCH INSTITUTE OF TEXAS - 500 E 4TH ST FORT WORTH TX 76102	NONE	501(C) 3	OUTDOOR EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
				Amount
a Paid during the year				
CASSATA LEARNING CENTER 1400 HEMPHILL ST FORT WORTH TX 76104	NONE ----- 501(C)3		DROP OUT PREVENTION PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 10,000.
CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH TX 76102	NONE ----- 501(C)3		SUPPORT GENERAL PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 5,000.
AMON CARTER MUSEUM OF MODERN ART 3501 CAMP BOWIE BLVD FORT WORTH TX 76107	NONE ----- 501(C)3		SCHOOL TOUR PROGRAM EXPENSES -----	Person or Business <input checked="" type="checkbox"/> 1,000.
CASA MANANA 3101 W LANCASTER FORT WORTH TX 76107	NONE ----- 501(C)3		THEATRE CHILDREN'S PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 1,500.
CATTLE RAISERS MUSEUM 1600 GENDY FORT WORTH TX 76107	NONE ----- 501(C)3		EXHIBIT FIELD TRIP PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 500.
FORTRESS YOUTH DEVELOPMENT CENTER 712 STELLA STREET FORT WORTH TX 76104	NONE ----- 501(C)3		FORTRESS LITERACY PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 10,000.
CLUBHOUSE FOR SPECIAL NEEDS 800 BROWN TRAIL STE C BEDFORD TX 76022	NONE ----- 501(C)3		BUILDING FACILITY PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 5,000.
FORT WORTH BOTANICAL SOCIETY 3220 BOTANIC GARDEN BLVD FORT WORTH TX 76107	NONE ----- 501(C)3		EDUCATIONAL PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 1,000.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH TX 76109	NONE ----- 501(C)3		BREAKTHROUGH FORT WORTH PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 1,000.
FORT WORTH ZOO ASSOCIATION 1989 COLONIAL PARKWAY FORT WORTH TX 76110	NONE ----- 501(C)3		FIRST GRADE EDUCATION PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 1,000.
GUARDIANSHIP SERVICES INC PO BOX 11481 FORT WORTH TX 76110	NONE ----- 501(C)3		GENERAL PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 2,600.
JEWEL CHARITY - COOKS CHILDREN'S PO BOX 472149 FORT WORTH TX 76147	NONE ----- 501(C)3		UNCOMPENSATED CARE PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 2,500.
MEALS ON WHEELS TARRANT COUNTY 320 SOUTH FREEWAY FORT WORTH TX 76104	NONE ----- 501(C)3		GENERAL PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 7,500.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH TX 76107	NONE ----- 501(C)3		SCHOOL FIELD TRIP PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 2,500.
MOTHER'S MILK BANK OF NORTH TEXAS 600 W MAGNOLIA FORT WORTH TX 76104	NONE ----- 501(C)3		GENERAL PROGRAM -----	Person or Business <input checked="" type="checkbox"/> 5,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

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	Person or Business Checkbox
				Amount
a Paid during the year				
NATIONAL MULTICULTURAL WESTERN HERITAGE MUSEUM - 2400 SCOTT AVE FORT WORTH TX 76103	NONE	501(C)3	CHILDREN'S WEEKLY STORYTELLING PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
NORTH FORT WORTH HISTORICAL SOCIETY 131 E EXCHANGE AVE STE 110 FORT WORTH TX 76164	NONE	501(C)3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
THE PARENTING CENTER 2928 W 5TH ST FORT WORTH TX 76107	NONE	501(C)3	GENERAL - 1500 IMPROVEMENT/REMODELING PROGRAM - 6000	Person or Business <input checked="" type="checkbox"/> 7,500.
TARRANT AREA FOOD BANK 2600 CULLEN FORT WORTH TX 76107	NONE	501(C)3	GENERAL MATCHING PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
TEXAS COWBOY HALL OF FAME 128 E EXCHANGE AVE FORT WORTH TX 76164	NONE	501(C)3	CHILDREN'S PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,500.
TEXAS A&M UNIVERSITY 1515 COMMERCE FORT WORTH TX 76102	NONE	501(C)3	INNOCENCE PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH RD FORT WORTH TX 76132	NONE	501(C)3	COMMUNITY PARTNERS PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
UNION GOSPEL MISSION OF TARRANT CO PO BOX 2144 FORT WORTH TX 76113	NONE	501(C)3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
UNITED COMMUNITY CENTERS INC 1200 E MADDOX AVE FORT WORTH TX 76104	NONE	501(C)3	EDUCATION ENRICHMENT PROGRAM	Person or Business <input checked="" type="checkbox"/> 9,000.
URBAN INTER-TRIBAL CENTER OF TX 209 E JEFFERSON BLVD DALLAS TX 75203	NONE	501(C)3	DIABETES MANAGEMENT PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
THE WARM PLACE 809 LIPSCOMB ST FORT WORTH TX 76104	NONE	501(C)3	PRESCHOOL GRIEF SUPPORT GROUP PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,500.
WATER AID NEW YORK 315 MADISON AVE STE 2301 NEW YORK NY 10017	NONE	501(C)3	CHILDREN & WATER AID PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
RONALD MCDONALD HOUSE OF FW 1004 7TH AVE FORT WORTH TX 76104	NONE	501(C)3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
HOLY HIGHWAY MINISTRIES PO BOX 160 PICKTON TX 75471	NONE	501(C)3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 5,000.
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST STE 1700 CHICAGO IL 60616	NONE	501(C)3	EDUCATION WITHIN IIT DIVISION	Person or Business <input checked="" type="checkbox"/> 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox
				Amount
ALZHEIMER'S ASSOC - NO TEXAS 2630 WEST FREEWAY STE 100 FORT WORTH TX 76133	NONE	501(C)3	MEMORIES IN THE MAKING PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,000.
IMAGINATION CELEBRATION 1300 GENDY STREET STE 210 FORT WORTH TX 76107	NONE	501(C)3	CHILDREN'S EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
PRESBYTERIAN NIGHT SHELTER PO BOX 2645 FORT WORTH TX 76113	NONE	501(C)3	VETERANS SERVICES PROGRAM	Person or Business <input checked="" type="checkbox"/> 5,700.
PRESBYTERIAN NIGHT SHELTER PO BOX 2645 FORT WORTH TX 76113	NONE	501(C)3	WOMEN'S AND CHILDREN'S PROGRAM	Person or Business <input checked="" type="checkbox"/> 5,700.
THE CLIBURN 2525 RIDGMAR BLVD, STE 307 FORT WORTH TX 76116	NONE	501(C)3	VAN CLIBURN AMERICAN HERO PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
FORT WORTH AVIATION MUSEUM PO BOX 161966 FORT WORTH TX 76161	NONE	501(C)3	EDUCATION OUTREACH PROGRAM FOR KIDS	Person or Business <input checked="" type="checkbox"/> 1,000.
ARLINGTON LIFE SHELTER 325 W DIVISION ST ARLINGTON TX 76011	NONE	501(C)3	EMPLOYMENT SERVICES FOR HOMELESS RESIDENTS	Person or Business <input checked="" type="checkbox"/> 1,000.
BATTERED WOMEN'S FOUNDATION 4166 WILLMAN AVENUE NORTH RICHLAND HILLS TX 76180	NONE	501(C)3	SERVICES TO CHILDREN OF DOMESTIC VIOLENCE PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
HOPE FARM 865 EAST RAMSEY AVENUE FORT WORTH TX 76104	NONE	501(C)3	LEADERSHIP DEVELOPMENT PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
TEXAS GIRLS CHOIR 6420 SOUTHWEST BLVD STE 133 FORT WORTH TX 76109	NONE	501(C)3	GENRAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
WOMEN'S POLICY FORUM FDN PO BOX 12422 FORT WORTH TX 76110	NONE	501(C)3	WOMEN'S POLICY FORUM SYMPOSIUM	Person or Business <input checked="" type="checkbox"/> 1,000.
NATIONAL COWGIRL MUSEUM 1720 GENDY ST FORT WORTH TX 76107	NONE	501(C)3	SCHOOL FIELD TRIP	Person or Business <input checked="" type="checkbox"/> 1,500.
BOYS & GIRLS CLUB OF FORT WORTH 3218 E BELKNAP ST FORT WORTH TX 76111	NONE	501(C)3	GENERAL PROGRAM	Person or Business <input checked="" type="checkbox"/> 3,000.
CHILDREN AT RISK 2900 LIVE OAK STREET DALLAS TX 75204	NONE	501(C)3	TEXAS SCHOOL GUIDE PUBLICATION COSTS	Person or Business <input checked="" type="checkbox"/> 2,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				

Total

183,500.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILLIAM A PODSEDK JR PC	ACCT	60,000.	60,000.		
Total		<u>60,000.</u>	<u>60,000.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROST BANK	BROKERAGE FEES	11,802.	11,802.		
MERRILL LYNCH 04040	BROKERAGE FEES	34,500.	34,500.		
SANFORD BERNSTEIN	BROKERAGE FEES	17,435.	17,435.		
Total		<u>63,737.</u>	<u>63,737.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:		End of Year	
		Book Value	Fair Market Value
FROST INVESTMENTS		1,362,202.	1,271,910.
MERRILL LYNCH 04040		2,220,083.	2,411,089.
SANFORD BERNSTEIN		1,731,138.	1,872,818.
Total		<u>5,313,423.</u>	<u>5,555,817.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
PAYROLL LIABILITIES	715.	
Total	<u>715.</u>	

Supporting Statement of:

Form 990-PF, p1/Line 3(b)

Description	Amount
SANFORD BERNSTEIN	16.
LIBERTY BANK	3.
Total	<u>19.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
FROST INVESTMENTS	23,926.
MERRILL LYNCH 04040	61,926.
SANFORD BERNSTEIN	40,144.
Total	<u>125,996.</u>

Supporting Statement of:

Form 990-PF, p1/Line 13(a)

Description	Amount
LINDA FASH BUSH - PRESIDENT	75,000.
Total	<u>75,000.</u>

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-1

Description	Amount
PAYROLL TAXES	5,068.
FOREIGN TAXES & FEES	1,911.
FEDERAL INCOME TAX	11,956.
Total	<u>18,935.</u>

Supporting Statement of:

Form 990-PF, p1/Line 18(b)-1

Description	Amount
PAYROLL TAXES	5,068.
FOREIGN TAXES & FEES	1,911.
FEDERAL INCOME TAX	11,956.
Total	<u>18,935.</u>

Supporting Statement of:

Form 990-PF, p1/Line 20(a)

Description	Amount
FORT WORTH CLUB - RENT-UTILITIES	11,701.
PARKING	718.
Total	<u>12,419.</u>

Supporting Statement of:

Form 990-PF, p1/Line 20(b)

Description	Amount
FORT WORTH CLUB - RENT-UTILITIES	2,116.
Total	<u>2,116.</u>

Supporting Statement of:

Form 990-PF, p1/Line 20(d)

Description	Amount
FORT WORTH CLUB - RENT-UTILITIES-TELEPHONE	10,303.
Total	<u>10,303.</u>

Supporting Statement of:

Form 990-PF, p1/Line 21(a)

Description	Amount
CONFERENCES - SEMINARS	2,224.
Total	<u>2,224.</u>

Supporting Statement of:

Form 990-PF, p1/Line 21(b)

Description	Amount
CONFERENCES - SEMINARS	2,224.
Total	<u>2,224.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(b)-2

Description	Amount
ADVERTISING	688.
Total	<u>688.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(a)

Description	Amount
FROST BANK	2,149.
LIBERTY BANK	50,399.
MERRILL LYNCH	118,423.
SANFORD BERNSTEIN	8,085.
Total	<u>179,056.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(b)

Description	Amount
FROST BANK	45,022.
LIBERTY BANK	65,663.
MERRILL LYNCH	140,748.
SANFORD BERNSTEIN	8,787.
Total	<u>260,220.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(c)

Description	Amount
FROST BANK	45,022.
LIBERTY BANK	65,663.
MERRILL LYNCH	140,748.
SANFORD BERNSTEIN	8,787.
Total	<u>260,220.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1a

Description	Amount
FROST INVESTMENTS WD 305	1,322,381.
MERRILL LYNCH 04040	2,548,520.
SANFORD BERNSTEIN	1,965,190.
Total	<u>5,836,091.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1b

Description	Amount
FROST INVESTMENTS WD305	38,468.
MERRILL LYNCH 04040	106,991.
SANFORD BERNSTEIN 50530	19,312.
LIBERTY BANK	1.
Total	<u>164,772.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
SANFORD BERNSTEIN	16.
LIBERTY BANK	3.
Total	<u>19.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
FROST INVESTMENTS	23,926.
MERRILL LYNCH 04040	61,926.
SANFORD BERNSTEIN	40,144.
Total	<u>125,996.</u>