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

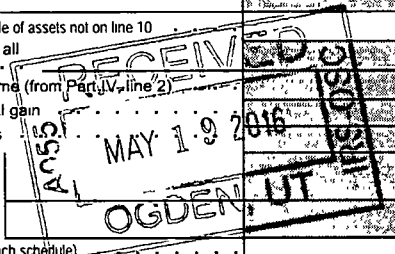
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Open to Public Inspection

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

Name of foundation RED OAK FOUNDATION		A Employer identification number 75-2382416
Number and street (or P O box number if mail is not delivered to street address) 304 CARROLL STREET		B Telephone number (see instructions) (817) 332-5332
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH TX 76107		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization:		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 226,087.	J Accounting method	
	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
REVENUE	1 Contributions, gifts, grants, etc. received (attach schedule)	240,000.			
	2 <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	649.	649.	649.	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a 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)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
	ROYALTIES	6,393.	6,393.	6,393.	
12 Total. Add lines 1 through 11.	247,042.	7,042.	7,042.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	700.	700.	700.	700.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	1,023.	1,023.	1,023.	1,023.
	19 Depreciation (attach schedule) and depletion L-19. Stmt.	1,875.	1,875.	1,875.	
	20 Occupancy				
21 Travel, conferences, and meetings	1,901.	1,901.	1,901.	1,901.	
22 Printing and publications	1,557.	1,557.	1,557.	1,557.	
23 Other expenses (attach schedule) See Line 23 Stmt	138,069.	138,069.	138,069.	138,069.	
24 Total operating and administrative expenses Add lines 13 through 23	145,125.	145,125.	145,125.	143,250.	
25 Contributions, gifts, grants paid	122,518.			122,518.	
26 Total expenses and disbursements. Add lines 24 and 25	267,643.	145,125.	145,125.	265,768.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-20,601.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	14,139.	4,454.	4,454.
	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)	124,909.	124,909.	141,633.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶	23,540.	23,540.	20,000.	
15 Other assets (describe ▶	65,252.	65,252.	60,000.	
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I).	227,840.	218,155.	226,087.	
LIABILITIES	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 ▶			
	23 Total liabilities (add lines 17 through 22)			
FUNDS ASSETS	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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	227,840.	218,155.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	227,840.	218,155.		
31 Total liabilities and net assets/fund balances (see instructions)	227,840.	218,155.		

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	227,840.
2 Enter amount from Part I, line 27a	2	-20,601.
3 Other increases not included in line 2 (itemize) ▶ OTHER	3	10,916.
4 Add lines 1, 2, and 3	4	218,155.
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	218,155.

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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
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) (see instructions). If (loss), enter -0- in Part I, line 8]		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	237,937.	240,455.	0.989528
2013	194,778.	201,195.	0.968106
2012	225,823.	218,078.	1.035515
2011	224,816.	212,760.	1.056665
2010	179,170.	177,389.	1.010040
2 Total of line 1, column (d)			2 5.059854
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 1.011971
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 174,879.
5 Multiply line 4 by line 3			5 176,972.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 176,972.
8 Enter qualifying distributions from Part XII, line 4			8 265,768.

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	0.
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	0.
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	0.
6 Credits/Payments.		
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	
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	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

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 ▶ N/A				
14	The books are in care of ▶ NAN MATSON Telephone no ▶ (817) 332-5332			
Located at ▶ 304 CARROLL STREET FORT WORTH TX ZIP + 4 ▶ 76107				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ▶				

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

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

		Yes	No
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		
1 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)? <input type="checkbox"/>		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
1 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?		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)):			
2 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 __			
2 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 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		
3 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)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4 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?		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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JON BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 1.00	0.	0.	0.
REBECCA BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 30.00	0.	0.	0.
LOUIS BALDWIN 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 1.00	0.	0.	0.
NAN MATSON 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 40.00	93,750.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE INFORMATION ATTACHED ----- -----	107,518.
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 ▶		

BAA

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	168,317.
b Average of monthly cash balances	1 b	9,225.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	177,542.
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	177,542.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,663.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	174,879.
6 Minimum investment return. Enter 5% of line 5	6	8,744.

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	8,744.
2 a Tax on investment income for 2015 from Part VI, line 5	2 a	0.
b Income tax for 2015 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	8,744.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	8,744.
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	8,744.

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	265,768.
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	265,768.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	265,768.

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				8,744.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2015				
a From 2010	170,401.			
b From 2011	214,290.			
c From 2012	214,919.			
d From 2013	184,718.			
e From 2014	225,914.			
f Total of lines 3a through e	1,010,242.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 265,768.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2015 distributable amount				8,744.
e Remaining amount distributed out of corpus	257,024.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,267,266.			
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				0.
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)	170,401.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,096,865.			
10 Analysis of line 9.				
a Excess from 2011	214,290.			
b Excess from 2012	214,919.			
c Excess from 2013	184,718.			
d Excess from 2014	225,914.			
e Excess from 2015	257,024.			

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
BOOKS DISTRIBUTED IN FORT WORTH SEE ATTACHMENTS FORT WORTH TX 76107		PUBLIC	37051 BOOKS DIST.	107,518.
TILF Austin TX 78714		Public	Scholarships	15,000.
Total ▶ 3 a				122,518.
<i>b Approved for future payment</i>				
Total ▶ 3 b				

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization

RED OAK FOUNDATION

Employer identification number

75-2382416

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization RED OAK FOUNDATION	Employer identification number 75-2382416
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JON AND REBECCA BRUMLEY ----- 2901 TEMPLE HALL HWY ----- GRANBURY TX 76049 -----	\$ 240,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN	51.	51.	51.	51.
PRODUCTION TAXES	908.	908.	908.	908.
Other Property Tax	64.	64.	64.	64.
Total	<u>1,023.</u>	<u>1,023.</u>	<u>1,023.</u>	<u>1,023.</u>

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
OFFICE	12,730.	12,730.	12,730.	12,730.
CONTRACT LABOR	93,750.	93,750.	93,750.	93,750.
UTILITIES	4,918.	4,918.	4,918.	4,918.
LAWN MAIN AND JANITORIAL	26,671.	26,671.	26,671.	26,671.
Total	<u>138,069.</u>	<u>138,069.</u>	<u>138,069.</u>	<u>138,069.</u>

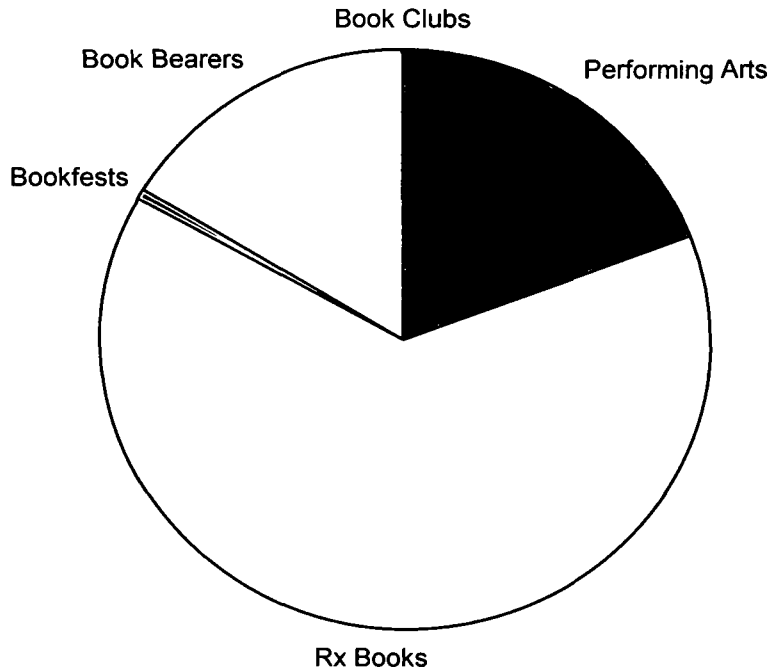
Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
AUTO	02/27/12	31800	11310	200DB	5.00	1875		

Total

2015 Book Distributions

Red Oak Books Book Costs



	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Costs
Book Bearers	6,088	\$13,150.08	\$20,906.35	\$34,056.43
Performing Arts	7,047	\$26,898.93	\$24,199.58	\$51,098.51
Book Clubs	28	\$60.48	\$96.15	\$156.63
Bookfests	240	\$518.40	\$880.86	\$1,399.26
Bookmarks	0	\$0.00	\$0.00	\$0.00
Rx Books	23,648	\$51,079.68	\$81,207.84	\$132,287.52
Totals	37,051	\$91,707.57	\$127,290.78	\$218,998.35

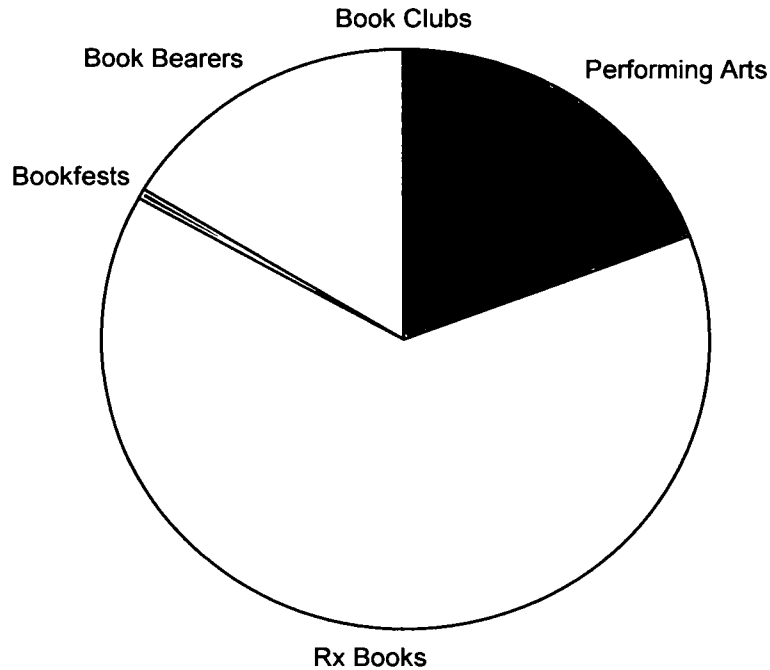
Red Oak Book cost for programs other than Performing Arts based on an average cost of \$2.16 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$3.4340255.

Average total programming cost, less book cost, for Bookfests was \$3.6702338.

2015 Book Distributions

List Price Book Costs



	Books Distributed	Books List Price	Administrative Costs	Total Programming List Price
Book Bearer	6,088	\$44,990.32	\$20,906.35	\$65,896.67
Performing Arts	7,047	\$93,750.65	\$24,199.58	\$117,950.23
Book Clubs	28	\$206.92	\$96.15	\$303.07
Bookfests	240	\$1,773.60	\$880.86	\$2,654.46
Bookmarks	0	\$0.00	\$0.00	\$0.00
Rx Books	23,648	\$174,758.72	\$81,207.84	\$255,966.56
Totals	37,051	\$315,480.21	\$127,290.78	\$442,770.99

List price for all programs other than Performing Arts based on an average cost of \$7.39 per title.

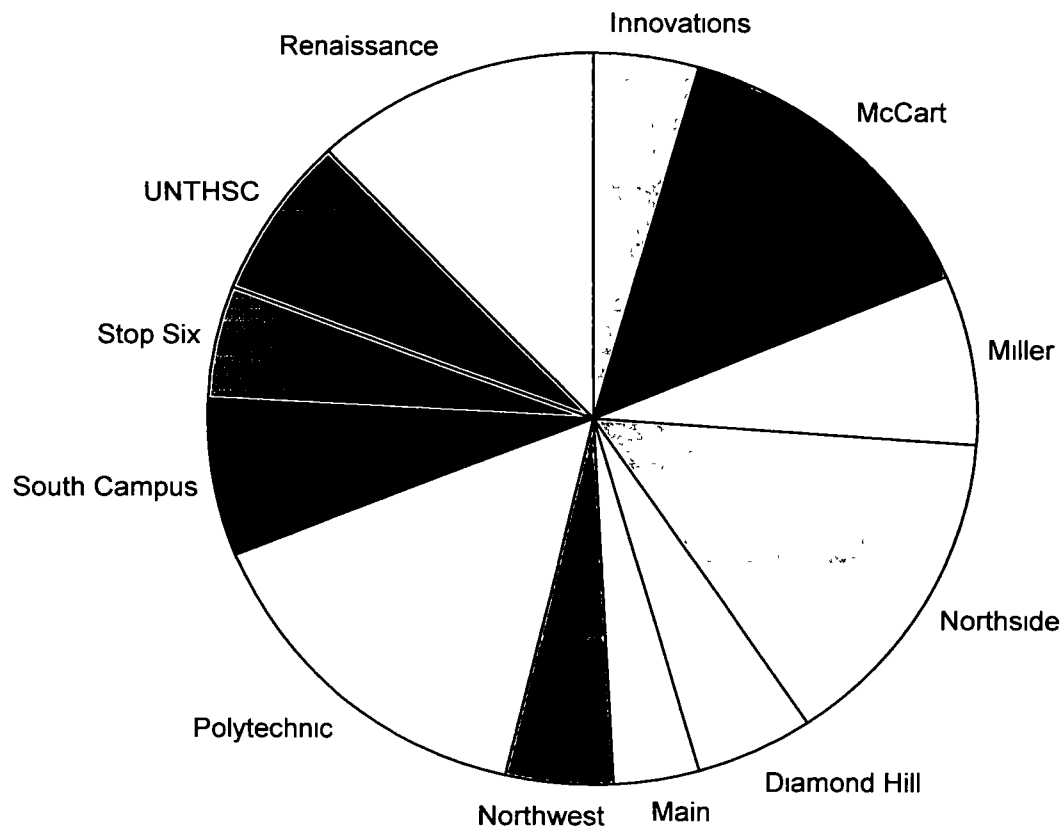
Average total programming cost, less book cost, for programs other than Bookfests was \$3.4340255.

Average total programming cost, less book cost, for Bookfests was \$3.6702338.

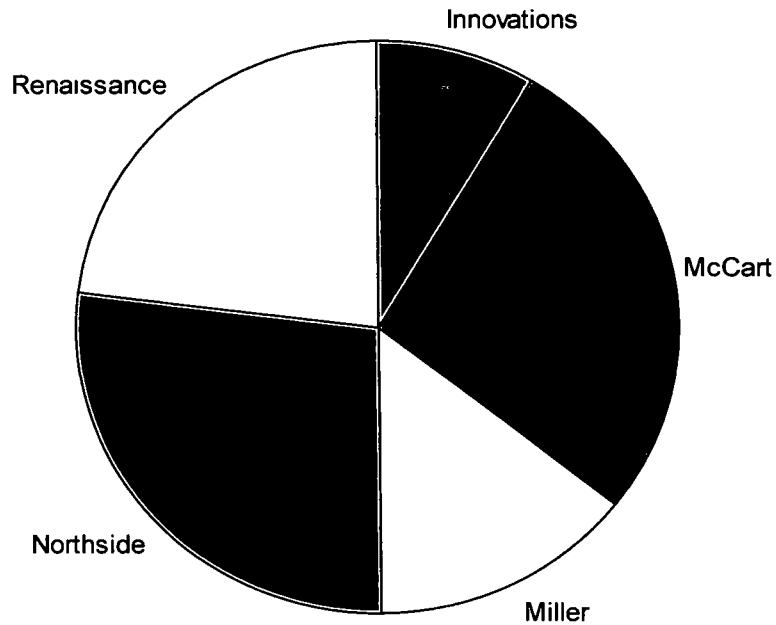
RX: BOOKS - For families at medical clinics for pediatric well-child visits.

- Doctor's prescription to read to child regularly.
- Free book at each regular visit from two months through five years of age (11 books/child by age 6).

2015 Clinic Distributions



**COOK CHILDREN'S MEDICAL CENTER - 2015 BOOK DISTRIBUTION
Red Oak Books Book Costs**

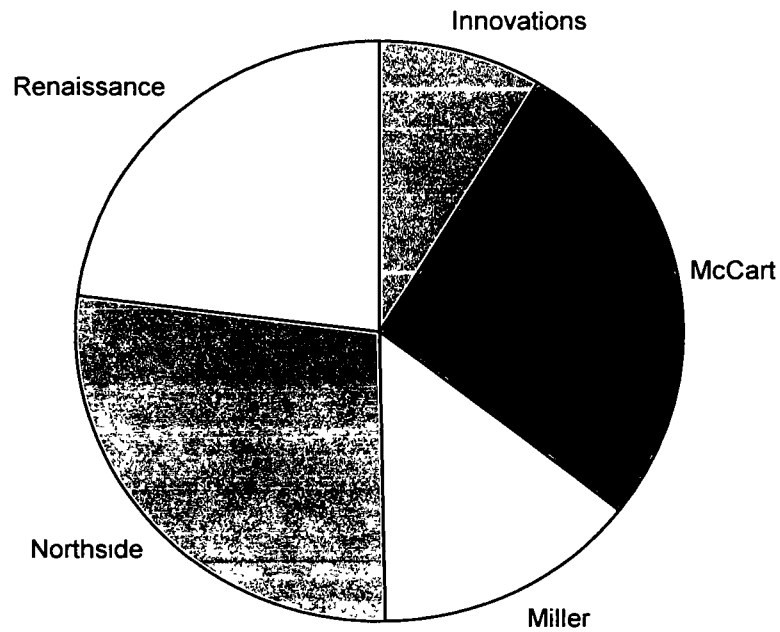


Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Cost
Innovations	1,075	\$2,322.00	\$3,691.58	\$6,013.58
McCart	3,351	\$7,238.16	\$11,507.42	\$18,745.58
Miller	1,752	\$3,784.32	\$6,016.41	\$9,800.73
Northside	3,390	\$7,322.40	\$11,641.35	\$18,963.75
Renaissance	2,847	\$6,149.52	\$9,776.67	\$15,926.19
Total	12,415	\$26,816.40	\$42,633.43	\$69,449.83

Cost to Red Oak Books based on an average cost of \$2.16 per title.

Average total programming cost, less book cost, was \$3.4340255.

COOK CHILDREN'S MEDICAL CENTER - 2015 BOOK DISTRIBUTION
List Price Book Costs

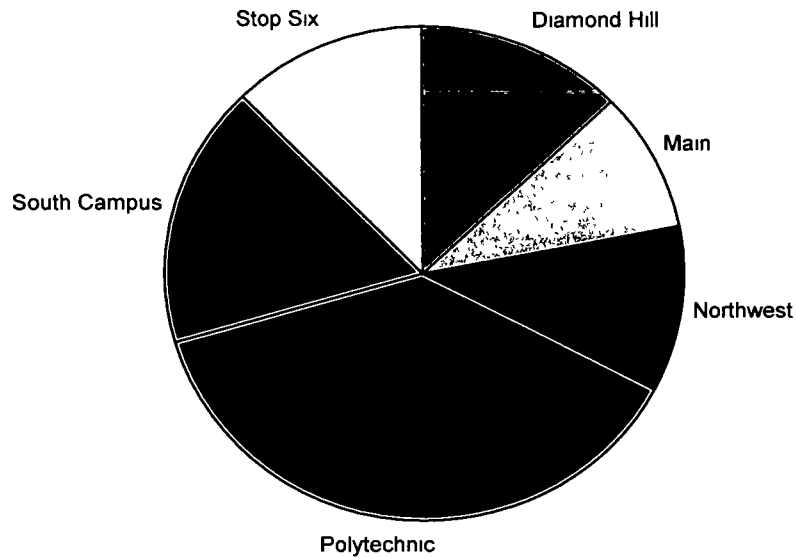


Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Innovations	1,075	\$7,944.25	\$3,691.58	\$11,635.83
McCart	3,351	\$24,763.89	\$11,507.42	\$36,271.31
Miller	1,752	\$12,947.28	\$6,016.41	\$18,963.69
Northside	3,390	\$25,052.10	\$11,641.35	\$36,693.45
Renaissance	2,847	\$21,039.33	\$9,776.67	\$30,816.00
Totals	12,415	\$91,746.85	\$42,633.43	\$134,380.28

List price based on an average cost of \$7.39 per title.

Average total programming cost, less book cost, was \$3.4340255.

JPS HEALTH NETWORK - 2015 BOOK DISTRIBUTION
Red Oak Books Book Costs

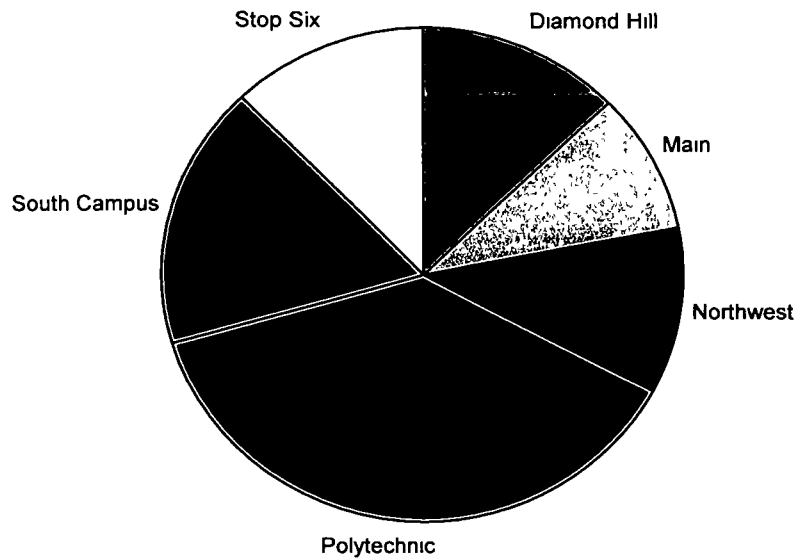


Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Cost	Total Programming Red Oak Book Cost
Como	0	\$0.00	\$0.00	\$0.00
Diamond Hill	1,209	\$2,611.44	\$4,151.74	\$6,763.18
Main	876	\$1,892.16	\$3,008.21	\$4,900.37
Northwest	1,050	\$2,268.00	\$3,605.73	\$5,873.73
Polytechnic	3,594	\$7,763.04	\$12,341.89	\$20,104.93
School Clinics	0	\$0.00	\$0.00	\$0.00
South Campus	1,621	\$3,501.36	\$5,566.55	\$9,067.91
Stop Six	1,175	\$2,538.00	\$4,034.98	\$6,572.98
Total	9,525	\$20,574.00	\$32,709.10	\$53,283.10

Cost to Red Oak Books based on an average cost of \$2.16 per title.

Average total programming cost, less book cost, was \$3.4340255.

JPS HEALTH NETWORK - 2015 BOOK DISTRIBUTION
List Price Book Costs



Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Como	0	\$0.00	\$0.00	\$0.00
Diamond Hill	1,209	\$8,934.51	\$4,151.74	\$13,086.25
Main	876	\$6,473.64	\$3,008.21	\$9,481.85
Northwest	1,050	\$7,759.50	\$3,605.73	\$11,365.23
Polytechnic	3,594	\$26,559.66	\$12,341.89	\$38,901.55
School Clinics	0	\$0.00	\$0.00	\$0.00
South Campus	1,621	\$11,979.19	\$5,566.55	\$17,545.74
Stop Six	1,175	\$8,683.25	\$4,034.98	\$12,718.23
Total	9,525	\$70,389.75	\$32,709.10	\$103,098.85

List price based on an average cost of \$7.39 per title.

Average total programming cost, less book cost, was \$3.4340255.