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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>WHITENER FAMILY FOUNDATION</b>		A Employer identification number <b>75-2681790</b>
Number and street (or P O box number if mail is not delivered to street address) <b>901 S. 1ST ST.</b>	Room/suite	B Telephone number <b>325-670-9660</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ABILENE, TX 79602-1502</b>		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 <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 10,109,423.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,603.	1,603.		STATEMENT 1
4 Dividends and interest from securities		285,480.	285,480.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		147,399.			
b Gross sales price for all assets on line 6a <b>210,709.</b>					
7 Capital gain net income (from Part IV, line 2)			147,399.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,552.	1,552.		STATEMENT 3
12 Total Add lines 1 through 11		1,436,034.	436,034.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,946.	0.		0.
c Other professional fees STMT 5		80,568.	80,568.		0.
17 Interest					
18 Taxes STMT 6		38,742.	930.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		93.	93.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		124,349.	81,591.		0.
25 Contributions, gifts, grants paid		495,531.			495,531.
26 Total expenses and disbursements. Add lines 24 and 25		619,880.	81,591.		495,531.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		816,154.			
b Net investment income (if negative, enter -0-)			354,443.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,285,716.	1,112,013.	1,112,013.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	5,522,840.	9,512,697.	8,506,910.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe STATEMENT 9)	490,500.	490,500.	490,500.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,299,056.	11,115,210.	10,109,423.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	10,299,056.	11,115,210.		
30 Total net assets or fund balances	10,299,056.	11,115,210.		
31 Total liabilities and net assets/fund balances	10,299,056.	11,115,210.		

## 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	10,299,056.
2 Enter amount from Part I, line 27a	2	816,154.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,115,210.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,115,210.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 7,042.254 SHS EATON VANCE FLOATING ADV	P	03/10/15	12/03/15
b CAPITAL GAINS DIVIDENDS			
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 60,000.		63,310.	<3,310.>
b 150,709.			150,709.
c			
d			
e			

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			<3,310.>
b			150,709.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-bottom: 1px solid black; width: 100px; text-align: right;">147,399.</div> </div> </div>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-bottom: 1px solid black; width: 100px; text-align: right;">N/A</div> </div> </div>

**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	465,927.	10,348,040.	.045026
2013	449,415.	9,924,512.	.045283
2012	239,500.	9,308,192.	.025730
2011	213,200.	9,060,410.	.023531
2010	205,450.	4,066,760.	.050519

2 Total of line 1, column (d)	2	.190089
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	.038018
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,886,826.
5 Multiply line 4 by line 3	5	375,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,544.
7 Add lines 5 and 6	7	379,421.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	495,531.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,544.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,544.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,544.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	21,240.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,240.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	17,696.	
11 Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	3,560.	14,136.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <b>TX</b>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>TOM MODISSETT</u> Telephone no. ► <u>325-670-9660</u> Located at ► <u>901 SOUTH 1ST STREET, ABILENE, TX</u> ZIP+4 ► <u>79602-1502</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	
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)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes," to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C CLEVE WHITENER III	DIRECTOR			
901 SOUTH 1ST STREET				
ABILENE, TX 796021502	1.00	0.	0.	0.
MARY R WHITENER	DIRECTOR			
901 SOUTH 1ST STREET				
ABILENE, TX 796021502	1.00	0.	0.	0.
TOM MODISSETT	OFFICER			
901 SOUTH 1ST STREET				
ABILENE, TX 796021502	1.00	0.	0.	0.

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

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

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,434,985.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,111,902.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	490,500.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,037,387.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,037,387.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	150,561.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,886,826.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	494,341.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	494,341.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	3,544.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,544.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	490,797.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	490,797.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	490,797.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	495,531.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	495,531.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,544.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	491,987.

**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.

Form 990-PF (2015)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				490,797.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			495,531.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010				
<b>b</b> From 2011				
<b>c</b> From 2012				
<b>d</b> From 2013				
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ 495,531.			495,531.	
<b>a</b> Applied to 2014, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2015 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				490,797.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011				
<b>b</b> Excess from 2012				
<b>c</b> Excess from 2013				
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015				

<b>Part XIV</b>	<b>Private Operating Foundations</b> (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
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BIBLE TRAINING CENTER FOR PASTORS 2030 TUCKER IND. RD, STE 126 TUCKER, GA 30084	NONE	PUBLIC CHARITY	SUPPORT FOR TRAINING PASTORS FOR FOREIGN MINISTRY	75,000.
CAMPUS CRUSADE FOR CHRIST P.O. BOX 628222 ORLANDO, FL 32862-8222	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	5,000.
CHRISTIAN SERVICE CENTER 901 MESQUITE ABILENE, TX 79601	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	10,000.
CUENCA LOS OJOS FOUNDATION 12626 EAST TURKEY CREEK RD PEARCE, AZ 85625	NONE	PRIVATE OPERATING FOUNDATION	SUPPORT FOR GENERAL OPERATIONS	15,000.
FCCI 4201 PEACHTREE ROAD, SUITE 200 ATLANTA, GA 30341	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	25,000.
Total	SEE CONTINUATION SHEET(S)			495,531.
b Approved for future payment				
NONE				
Total				0.



## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	<b>X</b>
	(2) Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	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.		

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>JLR Modring</i>		Date 5/16/16		Title Sec/Treasurer		
Paid Preparer Use Only	Print/Type preparer's name GAYE DAVIS, CPA		Preparer's signature <i>Gaye Davis</i>		Date 5/16/16	Check <input type="checkbox"/> if self-employed	PTIN P00277460
	Firm's name ▶ CONDLEY AND COMPANY, L.L.P.					Firm's EIN ▶ 75-1056027	
	Firm's address ▶ P. O. BOX 2993 ABILENE, TX 79604-2993					Phone no. (325) 677-6251	

Form **990-PF** (2015)

**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, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2015**

Name of the organization

Employer identification number

**WHITENER FAMILY FOUNDATION****75-2681790**

Organization type (check one)

**Filers of:****Section:**

Form 990 or 990-EZ

☐ 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 foundationCheck 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).

**LHA 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

Employer identification number

**WHITENER FAMILY FOUNDATION****75-2681790****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>C CLEVE WHITENER III</b> <b>901 SOUTH 1ST STREET</b> <b>ABILENE, TX 79602</b>	\$ <b>1,000,000.</b>	Person <input checked="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)



Employer identification number

75-2681790

[illegible]

Name of organization

Employer identification number

**WHITENER FAMILY FOUNDATION****75-2681790**

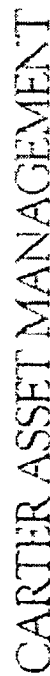
**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLOBAL SAMARITAN P.O. BOX 3431 ABILENE, TX 79604	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	20,000.
TELLURIDE CHRISTIAN FELLOWSHIP P.O. BOX 790 TELLURIDE, CO 81435	NONE	CHURCH	SUPPORT FOR GENERAL OPERATIONS	63,400.
THE LANTERN PROJECT P.O. BOX 72 ABILENE, TX 79604	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	258,131.
WITNESS BREAKTHROUGH 11639 BIG CANOE BIG CANOE, GA 30143	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	5,000.
YOUNG LIFE 1917S 6TH ST ABILENE, TX 79602	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	3,000.
MEALS ON WHEELS 717 N. 10TH STREET ABILENE, TX 79601	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	5,000.
TRUE SOJOURNERS P.O. BOX 999 WHEATON, IL 60187-0999	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	10,000.
CANCER SERVICES NETWORK 100 CHESTNUT STREET ABILENE, TX 79602	NONE	PUBLIC CHARITY	SUPPORT FOR GENERAL OPERATIONS	1,000.
<b>Total from continuation sheets</b>				<b>365,531.</b>



## Whitener Family Foundation Non-Profit Acct #. 4740-8069

Weight	Description	Symbol	Quantity	Cash Invested	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	Current Yield	Actual Net (IRR)	Annual Net (IRR)
Cash and Money Funds												
Cash												
10.90%	Schwab Adv Cash Rsv-Premier	SWZXX		1,041,092.70	1,041,092.70		1,041,092.70			0.0%		
Equity												
Large Cap												
0.18%	Amer Electric Pwr Co Inc	AEP	300	16,295.65	16,295.65	54.32	17,481.00	58.27	1,185.35	3.8%	9.3%	
0.09%	Apache Corp	APA	200	11,593.55	11,593.55	57.97	8,894.00	44.47	(2,699.55)	2.2%	-22.5%	
0.14%	AT&T Inc	T	400	13,414.55	13,414.55	33.54	13,764.00	34.41	349.45	5.5%	6.9%	
0.28%	Berkshire Hathaway Cl B	BRKB	200	30,036.55	30,036.55	150.18	26,408.00	132.04	(3,628.55)	0.0%	-12.1%	
0.47%	Chevron Corp	CVX	500	54,000.63	54,000.63	108.00	44,980.00	89.96	(9,020.63)	4.8%	-18.2%	-16.3%
0.07%	Cummins Inc	CMI	75	10,802.13	10,802.13	144.03	6,600.75	88.01	(4,201.38)	4.4%	-36.9%	
0.08%	Deere & Co	DE	100	8,585.35	8,585.35	85.85	7,627.00	76.27	(958.35)	3.1%	-9.1%	
0.14%	Dominion Resources Inc	D	200	13,452.25	13,452.25	67.26	13,528.00	67.64	75.75	3.8%	2.5%	
0.15%	Duke Energy Corporation	DUK	200	14,576.93	14,576.93	72.88	14,278.00	71.39	(298.93)	4.6%	0.2%	
0.14%	Entergy Corp New	ETR	200	14,273.67	14,273.67	71.37	13,672.00	68.36	(601.67)	5.0%	-1.9%	
0.20%	ExxonMobil Corporation	XOM	250	23,597.65	23,597.65	94.39	19,487.50	77.95	(4,110.15)	3.7%	-14.9%	-13.3%
1.50%	Harbor Capital Apprec Fund	HACAX	2,360.913	140,140.00	149,325.72	63.25	143,567.12	60.81	(5,758.60)	0.1%	3.6%	
2.43%	Oakmark Fund	OAKMX	3,694.131	240,000.00	245,858.43	66.55	232,213.07	62.86	(13,645.36)	1.0%	-4.9%	-4.3%
0.49%	Southern Company	SO	1,000	45,239.20	45,239.20	45.24	46,790.00	46.79	1,550.80	4.6%	9.3%	8.6%
0.05%	Spectra Energy Corp	SE	200	6,732.75	6,732.75	33.66	4,788.00	23.94	(1,944.75)	6.2%	-25.0%	
3.75%	Thornburg Income Builder I	TIBIX	18,745.941	400,040.00	400,040.00	21.34	357,860.01	19.09	(42,179.99)	5.7%	-6.4%	-5.9%
0.09%	Total SA	TOT	200	11,306.95	11,306.95	56.53	8,990.00	44.95	(2,316.95)	2.9%	-16.0%	-14.9%
0.98%	Weitz Value Portfolio	WVALX	2,430.265	100,000.00	111,075.49	45.71	93,662.41	38.54	(17,413.08)	0.1%	-7.6%	
11.25%				1,154,087.81	1,180,207.45		1,074,590.86		(105,616.59)	3.0%	-4.8%	-5.4%
Mid Cap												
0.66%	Artisan Midcap Value Fd	ARTQX	3,370.883	70,000.00	80,345.19	23.84	63,204.06	18.75	(17,141.13)	0.5%	-13.9%	
1.46%	Baron Opportunity Fd	BIOPX	8,378.638	140,000.00	154,277.29	18.41	139,420.54	16.64	(14,856.75)	0.0%	-0.6%	-0.5%
0.22%	Concho Resources Inc	CXO	225	23,703.80	23,703.80	105.35	20,893.50	92.86	(2,810.30)	0.0%	-14.1%	
0.64%	Hodges Fund	HDFMX	1,826.699	70,000.00	70,631.08	38.67	61,212.68	33.51	(9,418.40)	1.0%	-17.9%	
0.91%	Janus Perkins Mid Cap Value Fun	JMCVX	5,679.699	90,000.00	109,543.99	19.29	87,353.77	15.38	(22,190.22)	1.7%	-4.6%	-4.2%

# **Portfolio Statement** As of 12/31/2015

Whitener Family Foundation    Non-Profit    Acct #    4740-8069

<u>Weight</u>	<u>Description</u>	<u>Symbol</u>	<u>Quantity</u>	<u>Cash Invested</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>Current Yield</u>	<u>Actual Net (IRR)</u>	<u>Annual Net (IRR)</u>
<b>Equity</b>												
<b>Mid Cap</b>												
0.38%	Trinity Industries Inc	TRN	1,500	51,166.40	51,166.40	34.11	36,030.00	24.02	(15,136.40)	1.8%	-28.9%	-26.0%
4.27%				444,870.20	489,667.75		408,114.55		(81,553.20)	0.8%	-9.3%	-5.2%
<b>Small Cap</b>												
0.98%	Baron Growth Fund	BGRFX	1,487.403	100,000.00	108,192.67	72.74	94,033.62	63.22	(14,159.05)	0.1%	-7.2%	
1.90%	Hodges Small Cap Fd	HDPSX	10,230.755	200,000.00	201,274.41	19.67	181,800.52	17.77	(19,473.89)	0.1%	-11.4%	-10.1%
2.89%				300,000.00	309,467.08		275,834.14		(33,632.94)	0.1%	-9.9%	-10.1%
<b>International</b>												
0.69%	Artisan Intl Fd	ARTIX	2,280.895	70,000.00	70,291.14	30.82	65,416.07	28.68	(4,875.07)	0.4%	-9.4%	
0.49%	Mathews Pacific Tiger	MAPTX	1,967.564	50,000.00	54,647.17	27.77	46,316.46	23.54	(8,330.71)	1.8%	-8.8%	
1.08%	Thornburg Intl Value I	TGVIX	4,168.58	100,020.00	116,604.04	27.97	103,047.30	24.72	(13,556.74)	0.1%	3.0%	2.8%
0.96%	Westcore Intl Small Cap	WTIFX	5,862.996	95,000.00	102,563.32	17.49	91,404.11	15.59	(11,159.21)	5.1%	-5.3%	-4.7%
3.21%				315,020.00	344,105.67		306,183.94		(37,921.73)	1.9%	-3.9%	-0.7%
<b>Real Estate/Energy</b>												
0.06%	Kinder Morgan Inc	KMI	400	16,347.70	16,347.70	40.87	5,968.00	14.92	(10,379.70)	13.7%	-64.1%	
0.72%	Mangate MLP Fd Cl A	AMLPIX	7,770.008	100,000.00	100,000.00	12.87	68,842.27	8.86	(31,157.73)	7.1%	-28.1%	
0.27%	Realty Income Corp	O	500	23,999.65	23,999.65	48.00	25,815.00	51.63	1,815.35	4.4%	14.5%	
0.14%	Sabine Royalty TRUST	SBR	500	21,325.95	21,325.95	42.65	13,130.00	26.26	(8,195.95)	1.9%	-33.6%	
0.20%	Simon Property Group	SPG	100	17,956.95	17,956.95	179.57	19,444.00	194.44	1,487.05	3.3%	11.0%	
2.69%	SteelPath MLP Income Fund	MLPDX	36,889.296	400,000.00	400,000.00	10.84	257,118.39	6.97	(142,881.61)	11.1%	-30.4%	-28.5%
1.05%	T Rowe Price Real Estate	TRREX	3,630.989	100,000.00	100,000.00	27.54	99,815.89	27.49	(184.11)	3.1%	2.3%	
0.17%	Tortoise Energy Infrastructure	TYG	600	26,226.53	26,226.53	43.71	16,692.00	27.82	(9,534.53)	9.4%	-40.3%	-36.6%
0.08%	VEREIT, Inc	VER	1,000	8,706.45	8,706.45	8.71	7,920.00	7.92	(786.45)	6.9%	-6.6%	-5.8%
4.34%	Versus Capital Multi-Mgr Real Es	VCPIX	15,369.203	400,020.00	400,020.00	26.03	414,353.71	26.96	14,333.71	4.8%	9.0%	7.9%
0.19%	Williams Companies	WMB	700	33,388.99	33,388.99	47.70	17,990.00	25.70	(15,398.99)	10.0%	-47.9%	
0.05%	Yorkville High Income MLP ETF	YMLP	1,000	11,740.15	11,740.15	11.74	4,680.00	4.68	(7,060.15)	25.2%	-54.4%	
9.97%				1,159,712.37	1,159,712.37		951,769.26		(207,943.11)	6.8%	-8.3%	-6.8%

**Portfolio Statement**  
As of 12/31/2015

Whitener Family Foundation      Non-Profit      Acct # 4740-8069

<u>Weight</u>	<u>Description</u>	<u>Symbol</u>	<u>Quantity</u>	<u>Cash Invested</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>Current Yield</u>	<u>Actual Net (IRR)</u>	<u>Annual Net (IRR)</u>
<b>Equity</b>												
<b>Commodities &amp; Precious Metals</b>												
0.17%	Alcoa Inc	AA	1,600	19,376.95	19,376.95	12.11	15,792.00	9.87	(3,584.95)	1.2%	-18.0%	
0.15%	Plum Creek Timber Co	PCL	300	12,137.65	12,137.65	40.46	14,316.00	47.72	2,178.35	3.7%	22.7%	19.8%
0.46%	Sprott Physical Gold Trust	PHYS	5,000	50,148.20	50,148.20	10.03	43,650.00	8.73	(6,498.20)	0.0%	-14.4%	-12.9%
0.77%				81,662.80	81,662.80		73,758.00		(7,904.80)	1.0%	-8.0%	-4.8%
32.37%				3,455,353.18	3,564,823.12		3,090,250.75		(474,572.37)	3.5%	-6.9%	-5.8%
<b>Fixed Income</b>												
<b>Preferred Stocks</b>												
0.26%	Annaly Mtg Pfd 7.875%	NLY+A	1,000	25,917.95	25,917.95	25.92	24,930.00	24.93	(987.95)	7.9%	3.9%	
0.26%	Ashford Hosp Pfd 8.5%	AHT+A	1,000	25,676.55	25,676.55	25.68	25,248.00	25.25	(428.55)	8.5%	4.7%	
0.27%	Assured Guaranty Muni Hldgs 6.2	AGO+E	1,000	25,092.95	25,092.95	25.09	25,440.00	25.44	347.05	6.1%	7.9%	7.3%
0.28%	BB&T Corp Pfd D 5.85%	BBT+D	1,000	25,166.55	25,166.55	25.17	26,420.00	26.42	1,253.45	5.5%	11.1%	10.2%
15.67%	Cohen & Steers Preferred	CPXIX	109,987	1,500,040.00	1,500,626.51	13.64	1,495,825.50	13.60	(4,801.01)	5.9%	6.3%	5.8%
0.28%	HSBC Hldgs Pfd 8.125%	HSEA	1,000	26,746.35	26,746.35	26.75	26,690.00	26.69	(56.35)	7.6%	5.6%	
17.01%				1,628,640.35	1,629,226.86		1,624,553.50		(4,673.36)	6.0%	6.4%	5.9%
<b>Taxable Bonds/CDs</b>												
8.23%	Eaton Vance Bd I	EVBI	91,620.283	1,000,020.00	1,000,505.35	10.92	786,102.03	8.58	(214,403.32)	7.7%	-18.0%	-16.8%
2.81%	Eaton Vance Floating Adv	EABLX	31,889.893	290,000.00	286,690.14	8.99	267,875.10	8.40	(18,815.04)	4.5%	-3.4%	
14.02%	Loomis Sayles Bond Instl	LSBDX	103,914.348	1,500,040.00	1,575,523.76	15.16	1,338,416.80	12.88	(237,106.96)	11.1%	-7.7%	-7.1%
14.66%	Thornburg Strategic Income I	TSIIX	127,362.295	1,500,040.00	1,503,523.77	11.81	1,399,711.62	10.99	(103,812.15)	3.1%	-2.7%	-2.5%
39.72%				4,290,100.00	4,366,243.02		3,792,105.55		(574,137.47)	7.0%	-7.7%	-7.5%
56.73%				5,918,740.35	5,995,469.88		5,416,659.05		(578,810.83)	6.7%	-3.5%	-3.4%
100.00%				10,415,186.23	10,601,385.70		9,548,002.50		(1,053,383.20)	4.9%	-4.7%	-4.1%

Less Cash in total  
Less nondividend distribution  
Additional Sabine basis  
Agrees to Balance Sheet

10,601,385.70	+
1,041,092.70	-
47,733.00	-
137.52	+
-----	
9,512,697.52	*

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	1,603.	1,603.	
TOTAL TO PART I, LINE 3	1,603.	1,603.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY DIVIDENDS	436,189.	150,709.	285,480.	285,480.	
TO PART I, LINE 4	436,189.	150,709.	285,480.	285,480.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,552.	1,552.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,552.	1,552.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,946.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,946.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERS FEES	80,568.	80,568.		0.
TO FORM 990-PF, PG 1, LN 16C	80,568.	80,568.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	743.	743.		0.
EXCISE TAX	37,812.	0.		0.
SEVERANCE TAXES	187.	187.		0.
TO FORM 990-PF, PG 1, LN 18	38,742.	930.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER ROYALTY EXPENSES	93.	93.		0.
TO FORM 990-PF, PG 1, LN 23	93.	93.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE FOR DETAIL OF SECURITIES	COST	9,512,697.	8,506,910.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,512,697.	8,506,910.



FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	490,500.	490,500.	490,500.
TO FORM 990-PF, PART II, LINE 15	490,500.	490,500.	490,500.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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## NAME OF MANAGER

C CLEVE WHITENER III  
MARY R WHITENER