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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE METCALF FOUNDATION		A Employer identification number 75-2727773
Number and street (or P O box number if mail is not delivered to street address) 5212 BRIAR TREE	Room/suite	B Telephone number (see instructions) (972) 733-4640
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75248		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <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		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, col (c), line 16) \$ 591,441	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check <input checked="" 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	24,588	23,989		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-13,865			
b	Gross sales price for all assets on line 6a 229,744				
7	Capital gain net income (from Part IV, line 2)		0		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	10,723	23,989		
13	Compensation of officers, directors, trustees, etc	0	0		0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).				
b	Accounting fees (attach schedule).	3,000	0		0
c	Other professional fees (attach schedule)	4,132	4,132		0
17	Interest				
18	Taxes (attach schedule) (see instructions)	34	0		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings.				
22	Printing and publications				
23	Other expenses (attach schedule).				
24	Total operating and administrative expenses. Add lines 13 through 23	7,166	4,132		0
25	Contributions, gifts, grants paid	32,876			32,876
26	Total expenses and disbursements. Add lines 24 and 25	40,042	4,132		32,876
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-29,319			
b	Net investment income (if negative, enter -0-)		19,857		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	8,831	22,219	22,219
	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 schedule) ▶ _____ 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)	582,803	540,152	569,219
	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) ▶ _____			
15 Other assets (describe ▶ _____)	59	3	3	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	591,693	562,374	591,441	
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 (attach schedule).			
	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	591,693	562,374	
30 Total net assets or fund balances (see instructions)	591,693	562,374		
31 Total liabilities and net assets/fund balances (see instructions)	591,693	562,374		

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	591,693
2	Enter amount from Part I, line 27a	2	-29,319
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	562,374
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	562,374

Part IV Capital Gains and Losses for Tax on Investment Income

(a) 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 See Additional Data Table			
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 See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-13,865
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 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	31,826	662,847	0.048014
2013	30,506	645,934	0.047228
2012	32,070	613,883	0.052241
2011	31,080	653,928	0.047528
2010	29,323	631,876	0.046406

2 Total of line 1, column (d).	2	0.241417
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048283
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	649,403
5 Multiply line 4 by line 3.	5	31,355
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	199
7 Add lines 5 and 6.	7	31,554
8 Enter qualifying distributions from Part XII, line 4.	8	32,876

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 page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 15, overpayment is 15, and refunded amount is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes' column, and 'No' column. Questions cover political activities, unrelated business income, and asset requirements.

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>RICHARD I METCALF</u> Telephone no ▶ <u>(972) 733-4640</u> Located at ▶ <u>5212 BRIAR TREE DALLAS TX</u> ZIP+4 ▶ <u>75248</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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)? **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? 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** **No**

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? **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 (see instructions).

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

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

Part VIII

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. **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	
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 **0**

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	634,869
b	Average of monthly cash balances.	1b	24,423
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	659,292
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	659,292
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,889
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	649,403
6	Minimum investment return. Enter 5% of line 5.	6	32,470

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	32,470
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	199
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	199
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	32,271
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	32,271
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	32,271

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	32,876
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	32,876
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	199
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	32,677

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				32,271
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			32,876	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>32,876</u>				
a Applied to 2014, but not more than line 2a			32,876	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				32,271
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XV Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Additional Data Table</p>				
<p>Total</p>				32,876
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>				0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
15 ABBVIE INC		2015-06-26	2015-11-13
5000 ALCOA INC		2014-10-24	2015-07-24
80 ARTISAN PART ASSET MGT			
5000 CBS CORPORATION		2014-08-27	2015-03-11
25 CISCO SYSTEM INC		2015-04-01	2015-11-13
15 CITIGROUP		2015-06-29	2015-11-13
35 CLEARBRIDGE ENERGY		2015-05-29	2015-10-05
5 CONSOLIDATED EDISON		2014-12-05	2015-11-13
40 CONVANTA HOLDING CORP		2014-12-05	2015-11-13
10 DARDEN RESTAURANTS		2015-08-31	2015-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
904		1,057	-153
5,025		5,241	-216
3,643		4,467	-824
5,027		5,065	-38
653		683	-30
410		402	8
649		888	-239
310		316	-6
608		961	-353
544		612	-68

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-153
			-216
			-824
			-38
			-30
			8
			-239
			-6
			-353
			-68

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3 333 FOUR CORNERS		2015-08-31	
10 GLAXOSMITHKLINE PLC		2015-04-15	2015-11-13
15 HASBRO INC			2015-11-13
10 JPMORGAN CHASE & CO		2014-12-05	2015-11-13
25 KAR AUCTION SERVICES		2015-08-12	2015-11-13
10 KRAFT HEINZ COMPANY			2015-11-13
15 LEGGETT & PLATT INC		2015-08-12	2015-11-13
5 MCDONALDS CORP		2014-12-05	2015-08-31
15 MICROCHIP TECHNOLOGY		2015-06-26	2015-11-13
6000 NEWFIELD EXPLORATION		2015-10-08	2015-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
72		73	-1
399		479	-80
1,144		1,146	-2
657		629	28
899		972	-73
709		734	-25
665		708	-43
476		482	-6
686		731	-45
4,635		5,565	-930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1
			-80
			-2
			28
			-73
			-25
			-43
			-6
			-45
			-930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 OLD REPUBLIC INTL		2014-12-10	2015-11-13
35 PEOPLES UNITED FINL		2014-12-05	2015-11-13
35 REGAL ENTERTAINMENT		2015-10-01	2015-11-13
15 SIX FLAGS ENTERTAINMENT		2015-06-11	2015-11-13
5000 STARWOOD HTLS		2014-09-08	2015-06-26
5000 TECK RESOOURCES		2015-08-20	2015-11-03
5000 UNITED PARCEL SRVC		2015-08-05	2015-11-13
8000 US TREASURY			
6000 WPX ENERGY INC		2015-12-02	2015-12-15
15 AT&T INC			2015-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
458		364	94
568		522	46
685		647	38
768		718	50
4,597		4,855	-258
3,425		3,925	-500
509		518	-9
11,808		11,879	-71
4,470		5,145	-675
649		726	-77

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			94
			46
			38
			50
			-258
			-500
			-9
			-71
			-675
			-77

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 ALTRIA GROUP			2015-11-13
15 AMERICAN CAMPUS COMM		2012-07-03	2015-11-13
5000 AMERICAN TOWER CO		2012-07-13	2015-05-05
5000 AMERN AXLE & MA		2013-11-05	2015-02-24
5000 ARCELOR MITTAL		2012-08-03	2015-08-26
5000 BANK OF AMERICA		2013-01-24	2015-12-14
15 BP PLC		2013-11-07	2015-11-13
55 BRISTOL-MYERS		2012-07-03	2015-03-16
2000 CBS CORP		2014-10-31	2015-11-13
65 CENTURYLINK INC			2015-08-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,130		708	422
581		672	-91
5,336		5,180	156
5,444		5,254	190
5,800		5,419	381
5,031		5,663	-632
503		694	-191
3,729		1,937	1,792
2,019		2,498	-479
1,867		2,551	-684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			422
			-91
			156
			190
			381
			-632
			-191
			1,792
			-479
			-684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5000 CENTURLINK INC		2012-07-05	2015-10-14
5000 CHESAPEAKE ENERGY		2012-07-12	2015-11-19
15 CINCINNATI FINANCIAL		2012-07-03	2015-11-13
5000 CITIGROUP INC		2012-12-07	2015-09-09
155 CLEARBRIDGE ENERGY			
35 CONOCOPHILLIPS		2012-07-03	
5 CRACKER BARREL		2014-06-11	2015-11-13
5000 DIRECTV HOLDINGS		2012-07-10	2015-09-15
5000 ENERGY TRANSFER EQUITY		2012-08-09	2015-06-11
29 9999 FOUR CORNERS PROPERTY			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,788		5,219	-431
2,000		4,850	-2,850
893		574	319
6,021		6,014	7
2,848		3,645	-797
1,733		1,964	-231
665		509	156
5,437		5,401	36
5,681		5,567	114
644		489	155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-431
			-2,850
			319
			7
			-797
			-231
			156
			36
			114
			155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5000 FREEPORT MCMORAN		2013-02-28	2015-11-19
2000 GENERAL ELECTRIC		2012-07-23	2015-11-13
30 GENERAL ELECTRIC		2014-09-29	2015-11-13
5 GENUINE PARTS CO		2012-07-03	2015-11-13
2000 GEORGIA-PACIFIC		2012-07-23	2015-12-16
5 GLAXOSMITHKLINE		2013-11-07	2015-11-13
10 GREENHILL & CO INC		2014-09-30	2015-11-13
5000 ILLINOIS ST		2014-08-19	2015-10-09
20 INTEL CORP		2012-07-03	2015-11-13
5000 INTERNATIONAL PAP		2013-03-12	2015-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,650		4,980	-1,330
2,191		2,159	32
907		765	142
431		301	130
2,518		2,568	-50
200		256	-56
253		468	-215
5,404		5,456	-52
643		535	108
6,313		6,128	185

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,330
			32
			142
			130
			-50
			-56
			-215
			-52
			108
			185

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	(d) Date sold (mo, day, yr)
2000 INERNATL LEASE		2012-08-16	2015-11-13
5000 JPMORGAN CHASE		2013-01-18	2015-12-14
25 KINDER MORGAN INC		2013-05-22	2015-11-13
30 KRAFT FOODS GROUP		2012-10-08	2015-06-23
47 9993 KRAFT FOODS GROUP			2015-07-06
5000 L-3 COMMS CORP		2012-07-24	2015-12-04
5 LOCKHEED MARTIN CORP		2013-02-06	2015-11-13
20 MCDONALDS CORP		2012-07-03	
10 MERCK & CO INC		2012-07-03	2015-11-13
70 MERCURY GENERAL CORP			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,145		1,995	150
4,975		5,794	-819
593		1,028	-435
2,628		1,409	1,219
792			792
5,218		5,346	-128
1,067		436	631
1,981		1,766	215
533		418	115
4,048		3,213	835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			150
			-819
			-435
			1,219
			792
			-128
			631
			215
			115
			835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2000 MORGAN STANLEY		2012-07-11	2015-12-02
5000 MOSAIC CO		2013-11-07	2015-09-30
10 NATIONAL HEALTH INV		2012-07-03	2015-11-13
15 PAYCHEX INC			2015-11-13
5000 PEABODY ENERGY		2014-06-11	2015-06-25
5 PEOPLES UNITED FINL		2012-07-03	2015-11-13
20 PFIZER INCORPORATED		2012-07-03	2015-11-13
10 PHILIP MORRIS INTL		2012-07-03	2015-11-13
5000 PNC FINANCIAL SRC		2013-05-28	2015-08-13
55 PROCTOR & GAMBLE		2014-01-31	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,269		1,998	271
5,065		5,018	47
559		515	44
787		489	298
1,788		5,000	-3,212
81		59	22
666		459	207
837		889	-52
5,563		5,800	-237
4,029		4,243	-214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			271
			47
			44
			298
			-3,212
			22
			207
			-52
			-237
			-214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 QUESTAR CORPORATION		2012-11-06	2015-11-13
30 RPM INTERNATIONAL		2012-07-03	
5000 TECK RESOURCES		2012-07-11	2015-08-20
5000 TEEKAY CORPORATION		2012-07-12	2015-12-18
119 TORTOISE ENERGY		2012-07-03	
2000 TYSON FOODS INC		2014-08-06	2015-11-13
200 UMPQUA HOLDINGS CORP			2015-10-01
105 UNITED BANKSHARES INC			
5000 UNITED CONTL		2013-08-13	2015-04-28
10 VERIZON COMMUNICATION		2014-07-29	2015-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
459		508	-49
1,290		831	459
3,425		5,454	-2,029
3,900		5,084	-1,184
4,159		4,267	-108
2,008		2,034	-26
3,233		3,325	-92
4,178		3,195	983
5,338		5,085	253
444		523	-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-49
			459
			-2,029
			-1,184
			-108
			-26
			-92
			983
			253
			-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
5000 WEATHERFORD		2012-07-24	2015-08-13
5000 WELLS FARGO & CO		2013-01-22	2015-12-16
5000 WILLIAMS COMPANIES		2012-07-17	
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,531		5,938	-407
5,169		5,806	-637
4,171		6,750	-2,579
103			103

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-407
			-637
			-2,579
			103

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NICOLE METCALF DE LOS SANTOS 4210 MARKHAM HOUSTON, TX 77027	TRUSTEE 0 00	0	0	0
KIMBERLY METCALF KRIBS 8141 HANING DRIVE PLANO, TX 75205	TRUSTEE 0 00	0	0	0
KRISTIN METCALF CRANE 9215 CLUB GLEN DRIVE DALLAS, TX 75243	TRUSTEE 0 00	0	0	0
NORMA JEAN METCALF 5212 BRIAR TREE DALLAS, TX 75248	PRESIDENT 0 00	0	0	0
RICHARD I METCALF 5212 BRIAR TREE DALLAS, TX 75248	SECRETARY 0 00	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LUPUS FOUNDATION OF AMERICA 15660 DALLAS PKWY STE 120 DALLAS, TX 75248	NONE	PUBLIC CHARITY	BENEVOLENT	1,876
PRINCE OF PEACE CHRISTIAN SCHOOL 4000 MIDWAY RD CARROLLTON, TX 75007	NONE	PUBLIC CHARITY	BENEVOLENT	7,500
ST THOMAS EPISCOPAL SCHOOL 4900 JACKWOOD HOUSTON, TX 77096	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
ST TIMOTHY ACADEMY 4550 LEGACY DRIVE PLANO, TX 75024	NONE	PUBLIC CHARITY	BENEVOLENT	7,500
THE COVENANT KNIGHTS SCHOOL 7300 VALLEY VIEW LANE DALLAS, TX 75240	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
BRING CHANGE TO MIND 155 SANSOM STREET STE 530 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	BENEVOLENET	10,000
Total				32,876

TY 2015 Accounting Fees Schedule**Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,000	0		0

TY 2015 Investments Corporate Stock Schedule**Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB 7436	540,152	569,219

TY 2015 Other Assets Schedule**Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	59	3	3

TY 2015 Other Professional Fees Schedule**Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	4,122	4,122		0
BANK FEES	5	5		0
SOS REPORT FEES	5	5		0

TY 2015 Taxes Schedule**Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIT	34	0		0