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

Name of foundation THE MITCHELL FOUNDATION		A Employer identification number 75-2769798	
Number and street (or P O box number if mail is not delivered to street address) 12400 COIT ROAD		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75251		B Telephone number (see instructions) (214) 751-8183	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, 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		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"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 40,759,995		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	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	95,744	95,744		
	4 Dividends and interest from securities	707,509	707,509		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	923,396			
	b Gross sales price for all assets on line 6a 3,162,987				
	7 Capital gain net income (from Part IV , line 2)		923,396		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-174,988			
	12 Total. Add lines 1 through 11	1,551,661	1,726,649		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	15,377	15,377		
	b Accounting fees (attach schedule).	6,950	6,950		
	c Other professional fees (attach schedule)	159,371	159,371		
	17 Interest	8,672	8,672		
	18 Taxes (attach schedule) (see instructions)	43,333	43,333		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.	14,126	14,126		
	22 Printing and publications	750	750		
	23 Other expenses (attach schedule).	187,316	187,316		
	24 Total operating and administrative expenses. Add lines 13 through 23	435,895	435,895		0
	25 Contributions, gifts, grants paid	1,835,000			1,835,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,270,895	435,895		1,835,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-719,234			
	b Net investment income (if negative, enter -0-)		1,290,754		
	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	6,216,356	4,621,641	4,621,641
	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	1,034	-1	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,335,982	11,996,733	11,996,733
	c	Investments—corporate bonds (attach schedule)	7,098,923	5,461,113	5,461,113
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	17,296,053	17,292,109	17,292,109
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)		1,389,000	1,388,399
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,948,348	40,760,595	40,759,995
	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 ▶ _____)		4,602	
	23	Total liabilities (add lines 17 through 22)		4,602	
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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	43,948,348	40,755,993	
	30	Total net assets or fund balances (see instructions)	43,948,348	40,755,993	
	31	Total liabilities and net assets/fund balances (see instructions)	43,948,348	40,760,595	

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	43,948,348
2	Enter amount from Part I, line 27a	2	-719,234
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	43,229,114
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,473,121
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	40,755,993

Part IV

Capital Gains and Losses for Tax on Investment Income

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)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	REALIZED GAIN ON INVESTMENTS	P	2001-01-01	2015-12-31
b	Capital Gain Dividends			
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 2,984,754		2,239,591	745,163
b			178,233
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			745,163
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	923,396
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	2,069,690	37,966,220	0 05451
2013	1,898,691	41,872,267	0 04535
2012	1,784,549	39,504,698	0 04517
2011	2,302,830	40,673,012	0 05662
2010	1,708,857	40,281,078	0 04242

2	Total of line 1, column (d).	2	0 244073
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 048815
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	36,699,594
5	Multiply line 4 by line 3.	5	1,791,491
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,908
7	Add lines 5 and 6.	7	1,804,399
8	Enter qualifying distributions from Part XII, line 4.	8	1,835,000

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

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	12,908
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	12,908
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,908
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,000
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	7,000
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	109
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,017
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	

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

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 ▶ N/A	13	Yes	
14	The books are in care of ▶ GARY WITHERSPOON Telephone no ▶ (214) 751-8183 Located at ▶ 12400 COIT RD SUITE 800 DALLAS TX ZIP+4 ▶ 75251			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	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	No 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).	3b		No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
<i>If "Yes" to 6b, file Form 8870</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		No

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

(a) Name and address	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
LEE ROY MITCHELL 12400 COIT RD SUITE 800 DALLAS, TX 75251	President 1 00	0		
TANDY MITCHELL 12400 COIT RD SUITE 800 DALLAS, TX 75251	Secretary 1 00	0		
GARY D WITHERSPOON 12400 COIT RD SUITE 800 DALLAS, TX 75251	Vice Pres 5 00	0		

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

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

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

Part VIII

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

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

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

Total number of others receiving over \$50,000 for professional services. ▶

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 ▶

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	32,208,721
b	Average of monthly cash balances.	1b	5,049,750
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	37,258,471
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	
3	Subtract line 2 from line 1d.	3	37,258,471
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	558,877
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,699,594
6	Minimum investment return. Enter 5% of line 5.	6	1,834,980

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	1,834,980
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	12,908
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,908
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,822,072
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,822,072
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,822,072

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	1,835,000
b	Program-related investments—total from Part IX-B.	1b	
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	1,835,000
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	12,908
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,822,092

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				1,822,072
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			1,802,604	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,835,000				
a Applied to 2014, but not more than line 2a			1,802,604	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				32,396
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				1,789,676
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
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 XIV

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

1a

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

THE MITCHELL FOUNDATION
12400 COIT RD SUITE 800
DALLAS, TX 75251
(214) 751-8183

b

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

PLEASE PROVIDE SPECIFIC INFORMATION ON INTENDED USE OF THE GRANT, THE CHARITY'S OFFICERS, CONTACT INFORMATION AND A BRIEF HISTORY OF THE CHARITY

c

Any submission deadlines

NONE

d

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

AWARDS MUST BE USED FOR THE REASON REQUESTED AND APPROVED. IF THE FOUNDATION FINDS THAT THE FUNDS WERE NOT USED FOR THEIR APPLIED PURPOSE, THE FOUNDATION HAS THE RIGHT TO REQUEST FOR THEIR DISTRIBUTED FUNDS TO BE RETURNED

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	1,835,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[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

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.		
	*****	2016-11-16	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name JOYCE REEVE CPA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01275356
	Firm's name <input type="checkbox"/> Yeldell Wilson Wood & Reeve PC			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> P O Box 1087 Ennis, TX 751201087				
				Phone no (972) 878-2611	

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

LEE ROY MITCHELL

TANDY MITCHELL

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>				
THE SODERQUIST CENTER 2000 W UNIVERSITY ST SILOAM SPRINGS,AR 72761		public	TEACHING LEADERSHIP AND ETHICS	50,000
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS,TX 75204		501(c)(3)	ANNUAL STUDENT ISRAEL TRIP	200,000
RREACH 17110 DALLAS PARKWAY DALLAS,TX 75248		501(c)(3)	Pastoral training	135,000
WEST DALLAS COMMUNITY SCHOOL 2300 CANADA DRIVE DALLAS,TX 75212		501(c)(3)	EDUCATIONAL SUPPORT	100,000
HAYS COUNTY AREA FOOD BANK 220 HERNDON STREET SAN MARCOS,TX 78666		501(c)(3)	PURCHASE OF FOOD AND GENERAL OPERATING EXPENSES	25,000
MIKE MCCOY MINISTRIES 2224 COTTON GIN ROW JEFFERSON,GA 30549		501(c)(3)	RELIGIOUS EDUCATION	40,000
WILL ROGERS MOTION PICTUREPIONEERS 10045 RIVERSIDE DR 3RD FL TOLUCA LAKE,CA 91602		501(c)(3)	PUBLIC HEALTH EDUCATION	25,000
NATIONAL CENTER FOR POLICY ANALYSIS 14180 DALLAS PARKWAY STE 350 DALLAS,TX 75254		501(c)(3)	RESEARCH & ANALYSIS OF PUBLIC POLICY	200,000
WIMBERLEY ADOPTION GROUP RESCUE 2255 GOLD ROAD WIMBERLEY,TX 78676		501(c)(3)	CARE FOR AND ADOPT OUT HOMELESS DOGS	10,000
AMFAR THE FOUNDATION FOR AIDS RESEA 120 WALL STREET 13TH FLOOR NEW YORK,NY 10005		501(c)(3)	MEDICAL RESEARCH FOR AIDS/HIV	20,000
SPIRITHORSE INTERNATIONAL 1960 POST OAK DRIVE CORINTH,TX 76210		501(c)(3)	THERAPEUTIC HORSE RIDING FOR CHILDREN	10,000
DALLAS AREA HABITAT FOR HUMANITY 2800 N HAMPTON ROAD DALLAS,TX 75215		501(c)(3)	PROVIDE HOUSING AND REVITALIZATION TO NEIGHBORHOODS	50,000
BETTY FORD CENTER FOUNDATION 72301 COUNTRY CLUB DRIVE SUITE 201 RANCHO MIRAGE,CA 92270		501(c)(3)	HELP CHILDREN FIGHT ADDICTION	25,000
NEXT STEP 2500 DALLAS PKWY STE 495 PLANO,TX 75093		Church	CHRISTIAN EDUCATION	100,000
SAMARITAN'S PURSE INTERNATIONAL REL PO BOX 3000 BOONE,NC 28607		501(c)(3)	DISASTER RELIEF	175,000
Total ▶ 3a				1,835,000

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 Paid during the year				
KICKSTART KIDS 10260 WESTHEIMER RD STE 340 HOUSTON,TX 77042		PC	PROVIDE LIFE SKILLS FOR STUDENTS-PROMOTE FAMILY INVOLVEMENT	10,000
THE NEXT STOP FOUNDATION INC 162 WOODSHYRE COURT LAWRENCEVILLE,GA 30043		PC	KITCHEN EDUCATION FOR YOUNG ADULTS WITH LEARNING DISABILITIES	5,000
CHAMPIONS FOR LIFE 1101 S CEDAR RIDGE DRIVE DUNCANVILLE,TX 75137		EOF	TAKING GOSPEL TO THE INCARCERATED	100,000
BLACK BEAUTY RANCH 12526 COUNTY ROAD 3806 MURCHISON,TX 75778		PC	ANIMAL WELFARE AND PUBLIC EDUCATION	25,000
SCHOOL FUEL 501 LBJ DRIVE SAN MARCOS,TX 78666		PC	PROVIDES FOOD FOR CLASSROOM STUDENTS FIGHTING HUNGER	25,000
ST JUDE CHILDREN'S RESEARCH 501 ST JUDE PLACE MEMPHIS,TN 38105		PC	CANCER RESEARCH, PATIENT AND FAMILY CARE FOR CHILDREN	50,000
AMY'S FRIENDS PO BOX 192378 DALLAS,TX 75219		PC	TO HELP WOMEN LEAVE SEXUALLY ORIENTED BUSINESSES	5,000
CANYON LAKE ANIMAL SHELTER SOCIETY PO BOX 1933 CANYON LAKE,TX 78133		PC	TO CONSTRUCT A PLAY AREA FOR CANINES WAITING FOR ADOPTION	2,000
DALLAS HEARING FOUNDATION 12400 COIT ROAD STE 800 DALLAS,TX 75251		PC	TO ASSIST CHILDREN THAT CANNOT AFFORD THE SERVICES OF THE DALLAS HEARING FOUNDATION	50,000
DALLAS MISSION FOR LIFE INC 1100 CADIZ STREET DALLAS,TX 75215		PC	TO OFFER COMPLETE HOMELESS RECOVERY	50,000
THE FAMILY PLACE PO BOX 7999 DALLAS,TX 75209		PC	TO HELP VICTIMS ESCAPE FROM FAMILY VIOLENCE	10,000
ATLANTA HABITAT FOR HUMANITY 824 MEMORIAL DRIVE ATLANTA,GA 30316		PC	PROVIDE HOUSING AND REVITALIZATION TO NEIGHBORHOODS	10,000
HILLCREST MINISTRIES PO BOX 17 LIBERTY,MO 64069		PC	HOUSING/CORE PROGRAM FOR THE HOMELESS	10,000
JOSH MCDOWELL MINISTRY 2001 W PLANO PKWY SUITE 2400 PLANO,TX 75075		PC	FOR THE 2015-2016 PROJECT SUPPORT	25,000
NEEMA-HURUMA FOUNDATION 600 PEARL ST STE 650 DALLAS,TX 75201		PC	TO PROVIDE 2014-2015 FINANCIAL SUPPORT FOR 15 YOUNG FEMALES FROM THE AGES OF 14 TO 24 YEARS OF AGE	10,000
Total ▶ 3a				1,835,000

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 Paid during the year				
TEAM RUBICON 300 N CONTINENTAL BLVD EL SEGUNDO,CA 90245		PC	TO BE USED SOLELY FOR THE READY RESERVE FUND	10,000
TOWARD JERUSALEM COUNCILII 6304 BELTLINE ROAD DALLAS,TX 75254		PC	TO BE USED SOLELY FOR THE TOWARD JERUSALEM INTERNATIONAL GENERAL OPERATING SUPPORT	10,000
UNIVERSITY OF DALLAS 1845 E NORTHGATE DR IRVING,TX 75062		PC	TO ESTABLISH A SCHOLARSHIP IN HONOR OF PAT CIPOLLONE AND SEN RICK SANTORUM	105,000
THE UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN,TX 78767		PC	TO ALLOW UT DALLAS TO GROW AS A LEADER IN EDUCATION, COLLABORATION,INNOVATION AND DISCOVERY	155,000
WAYLAND BAPTIST UNIVERSITY 11550 IH 35 NORTH SAN ANTONIO,TX 78233		PC	FOR EDUCATION AND THE GENERAL OPERATING SUPPORT	3,000
Total ▶ 3a				1,835,000

TY 2015 Accounting Fees Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
YELDELL, WILSON, WOOD & REEVE,PC	6,950	6,950	0	0

TY 2015 Legal Fees Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	15,377	15,377	0	0

TY 2015 Other Assets Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ML		1,388,999	1,388,399
Rounding		1	

TY 2015 Other Decreases Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Amount
NON-DEDUCTIBLE EXPENSES	348
UNREALIZED LOSS ON INVESTMENTS	2,472,773

TY 2015 Other Expenses Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	50	50		
INVESTMENT EXPENSES PARTNERSHIPS	187,227	187,227		
POSTAGE	39	39		

TY 2015 Other Income Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-174,988		

TY 2015 Other Liabilities Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE		4,602

TY 2015 Other Professional Fees Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COPPER BEECH CAPITAL	48,000	48,000	0	0
FEES	944	944	0	0
INVESTMENT MANAGEMENT FEES	110,427	110,427	0	0

TY 2015 Taxes Schedule**Name:** THE MITCHELL FOUNDATION**EIN:** 75-2769798**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	37,310	37,310		
FOREIGN TAXES PAID	6,023	6,023		