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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 BAXTER TRUST C/O PRIVATE FOUNDATION SERVICES		A Employer identification number 76-0174893	
Number and street (or P O box number if mail is not delivered to street address) 4265 SAN FELIPE NO 1100		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		B Telephone number (see instructions) (713) 960-6166	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 42,771,307		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	941,412	941,411		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	679,323			
	b Gross sales price for all assets on line 6a 22,214,942				
	7 Capital gain net income (from Part IV, line 2) . . .		679,323		
	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)	54,673	54,673		
	12 Total. Add lines 1 through 11	1,675,408	1,675,407		
	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).	7,674	0		7,674
	c Other professional fees (attach schedule)	94,690	64,440		30,250
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	75,779	9,426		0
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,242	0		3,242
	24 Total operating and administrative expenses. Add lines 13 through 23	181,385	73,866		41,166
	25 Contributions, gifts, grants paid	1,994,854			1,994,854
	26 Total expenses and disbursements. Add lines 24 and 25	2,176,239	73,866		2,036,020
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-500,831			
	b Net investment income (if negative, enter -0-)		1,601,541		
	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	914,431	2,411	2,411
	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)			
	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)	44,060,579	44,471,768	42,768,896
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	44,975,010	44,474,179	42,771,307	
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	44,975,010	44,474,179	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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			
	30	Total net assets or fund balances(see instructions)	44,975,010	44,474,179	
	31	Total liabilities and net assets/fund balances(see instructions)	44,975,010	44,474,179	

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	44,975,010
2	Enter amount from Part I, line 27a	2	-500,831
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	44,474,179
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	44,474,179

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 (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	VANGUARD - ST		2015-01-01	2015-12-31
b	BRINKER - ST		2015-01-01	2015-12-31
c	BRINKER - LT		2014-01-01	2015-12-31
d	CLASS ACTION PROCEEDS		2015-01-01	2015-12-31
e	CAPITAL GAINS DIVIDENDS	P		

(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 21,647,944		21,501,012	146,932
b 47		47	0
c 33,182		34,560	-1,378
d 3,141			3,141
e 530,628			530,628

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
a			146,932
b			0
c			-1,378
d			3,141
e			530,628

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	679,323
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	1,992,948	42,917,993	0 046436
2013	2,142,872	42,366,823	0 050579
2012	1,730,573	40,479,643	0 042752
2011	1,870,891	40,162,942	0 046583
2010	1,746,766	39,549,670	0 044166

2 Total of line 1, column (d).	2	0 230516
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 046103
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	43,231,107
5 Multiply line 4 by line 3.	5	1,993,084
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	16,015
7 Add lines 5 and 6.	7	2,009,099
8 Enter qualifying distributions from Part XII, line 4.	8	2,036,020

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

16,015

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

0

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

16,015

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

32,992

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

2,300

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

35,292

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

10

19,269

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 19,269 **Refunded** ☒

11

0

Part VII-AStatements Regarding Activities

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)?
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.

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 ☒ \$ _____ 0 **(2)** On foundation managers ☒ \$ _____ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____ 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.

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? *If "Yes," attach a conformed copy of the changes*

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

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

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? *If "Yes," complete Part II, col. (c), and Part XV.*

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? *If "No," attach explanation.*

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)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

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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 PRIVATE FOUNDATION SERVICES Telephone no (713) 337-1695 Located at 4265 SAN FELIPE SUITE 1100 HOUSTON TX ZIP+4 77027			
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 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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. ☐	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? ☐ Yes ☒ 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? ☐ Yes ☒ 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

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

Total number of others receiving over \$50,000 for professional services.	0
--	---

1	
2	
3	
4	

[illegible]

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	43,752,751
b	Average of monthly cash balances.	1b	136,698
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,889,449
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	43,889,449
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	658,342
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,231,107
6	Minimum investment return.Enter 5% of line 5.	6	2,161,555

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	2,161,555
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	16,015
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,015
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,145,540
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,145,540
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,145,540

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	2,036,020
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	2,036,020
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	16,015
6	Adjusted qualifying distributions.Subtract line 5 from line 4.	6	2,020,005

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				2,145,540
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			1,808,875	
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 ▶ \$ 2,036,020				
a Applied to 2014, but not more than line 2a			1,808,875	
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.				227,145
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.				1,918,395
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 XIV

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

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))

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

[illegible]

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 See Additional Data Table				
Total			3a	1,994,854
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.			14	941,412	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	54,673	
8	Gain or (loss) from sales of assets other than inventory			18	679,323	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		1,675,408	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	<u>1,675,408</u>	<u>1,675,408</u>

[illegible]

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

[illegible]

b If "Yes," complete the following schedule

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

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.

* * * * *

2016-07-11

* * * * *

Signature of officer or trustee

Date

Title

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

Phone no (713) 667-9147

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
TOBY T MONGAN	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
DAVID HESSEL	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
ELISE SHATTO	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
J GREG CROW	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
JOHN FENOGLIO	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
GEORGE FERRY	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				

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>				
ASSOCIATION OF RECOVERY SCHOOLS 4501 9TH STREET LUBBOCK,TX 79416		PUBLIC CHARITY	NATIONAL RECOVERY HIGH SCHOOL TECHNICAL ASSISTANCE PROGRAM	70,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON,TX 77357		PUBLIC CHARITY	BREAKTHROUGH HOUSTON EXPANSION	40,000
CAMP BLESSING 15607 COE LOOP MAGNOLIA,TX 77355		PUBLIC CHARITY	"BUILD A BLESSING" CAMPAIGN	100,000
CASA DE ESPERANZA PO BOX 66581 HOUSTON,TX 772666581		PUBLIC CHARITY	PURCHASE OF 7 PASSENGER VAN	35,000
CORNERSTONE RECOVERY 6699 PORTWEST DRIVE SUITE 140 HOUSTON,TX 77024		PUBLIC CHARITY	EXPANSION OF SERVICE TO CYPRESS AREA	47,400
CROSSROADS SCHOOL 5822 DOLORES STREET HOUSTON,TX 77057		PUBLIC CHARITY	DOORWAY TO THE FUTURE CAPITAL CAMPAIGN	100,000
EMERGE FELLOWSHIP 2450 LOUISIANA SUITE 400 430 HOUSTON,TX 77004		PUBLIC CHARITY	YALE EMERGE FUTURE SCHOLAR PROGRAM	84,000
EMERGENCY AID COALITION 5401 FANNIN STREET HOUSTON,TX 77004		PUBLIC CHARITY	GENERAL OPERATION FUNDS	30,000
FAITH IN PRACTICE 7500 BEECHNUT STREET SUITE 201 HOUSTON,TX 77074		PUBLIC CHARITY	FUNDING FOR COMMUNICATIONS/DEV POSITION	30,000
FORT BEND FAMILY PROMISE 1424 FM 1092 MISSOURI CITY,TX 77459		PUBLIC CHARITY	SUPPORT FOR CASE MANAGER SALARY	27,954
FRACTURED ATLAS 248 WEST 35TH STREET 10TH FLOOR NEW YORK,NY 10001		PUBLIC CHARITY	"THE ANONYMOUS PEOPLE"	75,000
GARDEN OAKS PTO 901 SUE BARNETT DRIVE HOUSTON,TX 77018		PUBLIC CHARITY	PRE-K TUITION SUPPORT	35,000
HALA HOUSE FOUNDATION 4010 BLUE BONNET BLVD 110 HOUSTON,TX 77025		PUBLIC CHARITY	CPITAL AMPAIGN FOR NEW CONSTRUCTION	75,000
HELPING HOUSE PO BOX 631513 NACOGDOCHES,TX 75963		PUBLIC CHARITY	BRIDGE THE GAP	20,000
HERMANN PARK CONSERVANCY 1700 HERMANN DRIVE HOUSTON,TX 77004		PUBLIC CHARITY	JAPANESE GARDEN RESTORATION	25,000
Total			3a	1,994,854

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>				
HOUSTON APHASIA RECOVERY CENTER 3710 BRIARPARK DRIVE SUITE 110 HOUSTON,TX 77042		PUBLIC CHARITY	GENERAL OPEATING FUNDS	10,000
HOUSTON REVISION 6856 BELLAIE BLVD HOUSTON,TX 77074		PUBLIC CHARITY	KEEPING KIDS IN SCHOOL INITIATIVE	37,500
INTERFAITH CARE PARTNERS 701 N POST OAK ROAD SUITE 330 HOUSTON,TX 77024		PUBLIC CHARITY	PARTIAL SALARY FOR FULL-TIME RECRUITER	53,000
JESSE H JONES SCHOOL OF BUSINESS AT TSU 3100 CLEBURNE STREET HOUSTON,TX 77004		PUBLIC CHARITY	FRAME THE FUTURE - SCHOLARSHIP & PROGRAMS	50,000
MALAYAKA HOUSE INC 44 PARK STREET ESSEX JUNCTION,VT 05452		PUBLIC CHARITY	CONSTRUCTION OF A SEF-CONTAINED FARM	75,000
MARBRIDGE FOUNDATION PO BOX 2250 MANCHACA,TX 78652		PUBLIC CHARITY	IN HONOR OF BLAIR BAXTER	25,000
MORAN NORRIS FOUNDATION 1270 CRABB RIVER ROAD SUITE 600 PMB 128 RICHMOND,TX 77469		PUBLIC CHARITY	SHOPPING FOR GOOD CHARACTER	10,000
MISSION SQUASH PO BOX 540693 HOUSTON,TX 77254		PUBLIC CHARITY	SUPPORT FOR ACADEMIC DIRECTOR'S SALARY	35,000
NEW HOPE HOUSING 1117 TEXAS AVE HOUSTON,TX 77002		PUBLIC CHARITY	NEW HOPE HOUSTING AT REED	100,000
OPEN DOOR MISSION 5803 HARRISBURG HOUSTON,TX 77011		PUBLIC CHARITY	REHABILITATION PROGRAMS	75,000
PLANT IT FORWARD 6575 WEST LOOP SOUTH THIRD FLOOR BELLAIRE,TX 77401		PUBLIC CHARITY	NEW FARMER SUPPORT	25,000
PRIMARY CARE INNOVATION CENTER 3701 KIRBY DRIVE SUITE 600 HOUSTON,TX 77098		PUBLIC CHARITY	CARE COORDINATION INTERVENTION	50,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW SUITE B HOUSTON,TX 77092		PUBLIC CHARITY	PROGRAM OPERATION	50,000
KINDER INSTITUTE FOR URBAN RESEARCH 6100 MAIN STREET MS-208 HOUSTON,TX 770051827		PUBLIC CHARITY	T GREG HAMBRICK ENDOWMENT FOR A SUSTAINABLE WORKFORCE	100,000
SAN JOSE CLINIC 2615 FANNIN STREET HOUSTON,TX 77002		PUBLIC CHARITY	EXPANSION OF DIAGNOSTIC SERVICES	100,000
Total			3a	1,994,854

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>				
SEARCH - HOUSE OF TINY TREASURES 2505 FANNIN HOUSTON,TX 77002		PUBLIC CHARITY	BUILDING A NEW HOUSE OF TINY TREASURES	100,000
SOLID FOUNDATION 2220 EAST MAIN STREET HOUSTON,TX 77961		PUBLIC CHARITY	NEW HORIZONS PROGRAM	35,000
THE BEACON 1117 TEXAS AVE HOUSTON,TX 77002		PUBLIC CHARITY	BEACON DAY CENTER EXPANSION	75,000
THE NORTH PASADENA COMMUNITY OUTREACH CENTER 705 1/2 WILLIAMS STREET PASADENA,TX 77506		PUBLIC CHARITY	PARENTS SKILL DEVELOPMENT AND YOUTH AFTER SCHOOL	35,000
THE WAY STATION 6221 MAIN STREET HOUSTON,TX 77030		PUBLIC CHARITY	OPERATING FUNDS	50,000
VITA-LIVING INC 3300 S GESSNER SUITE 150 HOUSTON,TX 77063		PUBLIC CHARITY	PLANNING FOR AGING OF PEOPLE WITH DISABILITIES	35,000
YELLOWSTONE ACADEMY 3000 TRULLEY STREET HOUSTON,TX 77004		PUBLIC CHARITY	IN HONOR OF HEIDI KELSEY	25,000
YOUNG AUDIENCES OF HOUSTON 4550 POST OAK PLACE DRIVE SUITE 230 HOUSTON,TX 77027		PUBLIC CHARITY	ARTS ACCESS INITIATIVE	50,000
Total			3a	1,994,854

TY 2015 Accounting Fees Schedule

Name: BAXTER TRUST
C/O PRIVATE FOUNDATION SERVICES
EIN: 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,674	0		7,674

TY 2015 Investments - Other Schedule

Name: BAXTER TRUST
C/O PRIVATE FOUNDATION SERVICES
EIN: 76-0174893

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS - SECURITIES	AT COST	44,471,768	42,768,896

TY 2015 Other Expenses Schedule

Name: BAXTER TRUST
C/O PRIVATE FOUNDATION SERVICES
EIN: 76-0174893

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,242	0		3,242

TY 2015 Other Income Schedule

Name: BAXTER TRUST
C/O PRIVATE FOUNDATION SERVICES
EIN: 76-0174893

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	54,673	54,673	54,673

TY 2015 Other Professional Fees Schedule

Name: BAXTER TRUST

C/O PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	60,500	30,250		30,250
INVESTMENT FEES	34,190	34,190		0

TY 2015 Taxes Schedule**Name:** BAXTER TRUST

C/O PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,426	9,426		0
EXCISE TAXES	66,353	0		0