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

Name of foundation The Looper Foundation		A Employer identification number 76-0330594	
Number and street (or P O box number if mail is not delivered to street address) 11757 Katy Freeway		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77079		B Telephone number (see instructions) (281) 368-2739	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 60,861,789		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)	37,658			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,108,672	1,077,034		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	139,637			
	b Gross sales price for all assets on line 6a 8,091,056				
	7 Capital gain net income (from Part IV , line 2)		165,073		
	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) 	408,480	426,676		
	12 Total. Add lines 1 through 11	1,694,447	1,668,783		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule). 	2,931			2,931
	b Accounting fees (attach schedule). 	36,408	18,204		18,204
	c Other professional fees (attach schedule) 	415,625	211,462		204,163
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	29,713	5,247		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule). 	591,212	139,920		480
	24 Total operating and administrative expenses. Add lines 13 through 23	1,075,889	374,833		225,778
	25 Contributions, gifts, grants paid	1,018,813			1,018,813
	26 Total expenses and disbursements. Add lines 24 and 25	2,094,702	374,833		1,244,591
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursement	-400,255			
	b Net investment income (if negative, enter -0-)		1,293,950		
	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	1,071,196	482,097	482,097
	2	Savings and temporary cash investments	8,115,802	12,389,501	12,389,501
	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)	12,719,276	11,001,655	12,138,583
	c	Investments—corporate bonds (attach schedule)	25,773,094	26,692,572	25,228,644
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	15,324,164	11,272,854	10,622,964
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	63,003,532	61,838,679	60,861,789
	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 ▶ _____)	767,267		
	23	Total liabilities (add lines 17 through 22)	767,267	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	62,236,265	61,838,679	
	30	Total net assets or fund balances (see instructions)	62,236,265	61,838,679	
	31	Total liabilities and net assets/fund balances (see instructions)	63,003,532	61,838,679	

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 62,236,265
2	Enter amount from Part I, line 27a	2 -400,255
3	Other increases not included in line 2 (itemize) ▶ _____	3 2,669
4	Add lines 1, 2, and 3	4 61,838,679
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 61,838,679

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	Publicly-traded securities			
b	Capital gain distributions			
c	Passthrough K-1 capital gain			
d	Hawkins Investment Partnership L P	P	2013-04-30	2015-04-15
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 3,357,288		3,692,879	-335,591
b 183,482			183,482
c 317,225			317,225
d 4,231,941		4,231,984	-43
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	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 Losses (from col (h)) (l)
a			-335,591
b			183,482
c			317,225
d			-43
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	165,073
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	1,035,660	57,389,931	0 01805
2013	3,612,856	53,775,501	0 06718
2012	1,392,822	52,208,665	0 02668
2011	2,164,642	18,701,443	0 11575
2010	1,722,894	4,037,404	0 42673

2 Total of line 1, column (d).	2	0 654388
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 130878
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	60,638,227
5 Multiply line 4 by line 3.	5	7,936,210
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	12,940
7 Add lines 5 and 6.	7	7,949,150
8 Enter qualifying distributions from Part XII, line 4.	8	1,244,591

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 VII

Excise 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 <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	25,879
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	25,879
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	25,879
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	19,096	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	14,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	33,096
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	5
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	7,212
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 7,212 Refunded ▶		11	

Part VII-A

Statements 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	Yes	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	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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 ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>Pamela Maziur</u> Telephone no ▶ <u>(281) 368-2739</u> Located at ▶ <u>11757 Katy Freeway Suite 1400 Houston TX</u> ZIP+4 ▶ <u>77079</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>			No
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 <i>If "Yes" to 6b, file Form 8870</i>			No
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
Terry Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	President 10 00	0		
Jeannie Lynn Able 11757 Katy Freeway Suite 1400 Houston, TX 77079	Vice Pres 2 00	0		
Dons Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	Secretary 2 00	0		
Tanya Jean Pitre 11757 Katy Freeway Suite 1400 Houston, TX 77079	Treasurer 2 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
Hire Universe 5517 Aspen St Houston, TX 77081	See Part IX-A	120,000
Lowery Asset Consulting 20 North Wacker Drive Ste 3850 Chicago, IL 60606		
Dr Norman Lawson 7887 San Felipe St 248 Houston, TX 77063	See Part IX-A	61,217
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 The Foundation engages consultants to advise its grantees in the areas of operating efficiency, community profile and awareness, relations among operating personnel, counseling and program evaluations	204,163
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	39,063,194
b	Average of monthly cash balances.	1b	10,658,087
c	Fair market value of all other assets (see instructions).	1c	11,840,371
d	Total (add lines 1a, b, and c).	1d	61,561,652
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	61,561,652
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	923,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,638,227
6	Minimum investment return. Enter 5% of line 5.	6	3,031,911

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	3,031,911
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	25,879
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,879
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,006,032
4	Recoveries of amounts treated as qualifying distributions.	4	2,669
5	Add lines 3 and 4.	5	3,008,701
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	3,008,701

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	1,244,591
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	1,244,591
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,244,591

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				3,008,701
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				257,532
b From 2011.				544,794
c From 2012.				
d From 2013.				693,960
e From 2014.				
f Total of lines 3a through e.	1,496,286			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,244,591				
a Applied to 2014, but not more than line 2a				
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.				1,244,591
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))	1,496,286			1,496,286
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.				267,824
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 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

Form 990-PF (2015)

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> See attachment State and zipcode for e-filing purposes, TX 77079	N/A	PC	See attachment	1,018,813
Total ▶ 3a				1,018,813
b <i>Approved for future payment</i>				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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

Line No. the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

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.		
	<div style="text-align: center;">*****</div> <div style="border-top: 1px solid black; height: 20px; margin-top: 5px;"></div> <div style="text-align: center;">Signature of officer or trustee</div>	<div style="text-align: center;">2016-11-14</div> <div style="border-top: 1px solid black; height: 20px; margin-top: 5px;"></div> <div style="text-align: center;">Date</div>	<div style="text-align: center;">*****</div> <div style="border-top: 1px solid black; height: 20px; margin-top: 5px;"></div> <div style="text-align: center;">Title</div>

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

Paid Preparer Use Only	Print/Type preparer's name Jody Blazek	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00072674
	Firm's name ▶ Blazek & Vetterling			Firm's EIN ▶	
	Firm's address ▶ 2900 Wesleyan Suite 200 Houston, TX 770275132				
				Phone no (713) 439-5739	

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).

Terry Looper

Doris Looper

TY 2015 Accounting Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	36,408	18,204	0	18,204

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: The Looper Foundation

EIN: 76-0330594

Software ID: 15000324

Software Version: 2015v2.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded securities					3,357,288	3,719,435	Cost		-362,147	
Capital gain distributions					183,482		Cost		183,482	
Passthrough K-1 capital gain					317,225		Cost		317,225	

TY 2015 Investments Corporate Bonds Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
898,611 shs Metropolitan West Total Fund	9,891,805	9,543,247
380,001 shs PIMCO Incm Inst Cl Fund	4,826,926	4,457,413
295,665 shs Scout Core Plus Bd Fd Cl	9,675,901	9,266,148
170,150 shs Templeton Global Bond Fund	2,297,940	1,961,836

TY 2015 Investments - Other Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Encino Energy, LLC	AT COST	1,094,208	1,340,939
Salient Zarvona Energy Fund, LP	AT COST	1,540,015	1,763,888
HV Partners LP	AT COST	56,239	56,671
BlackGold Opportunity Fund, LP	AT COST	2,066,428	1,296,909
StepStone Secondary Opportunities Fd LP	AT COST	1,034,929	1,287,200
Sanderson International Value Fund	AT COST	4,713,537	4,526,727
Salient Zarvona Energy Fund II	AT COST	767,498	350,630

TY 2015 Legal Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance	2,931	0	0	2,931

TY 2015 Other Expenses Schedule

Name: The Looper Foundation

EIN: 76-0330594

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	42	42		
K-1 expenses	590,358	139,878		
Membership dues	100			100
Other expenses	332			
Web expense	380			380

TY 2015 Other Income Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough K-1 income	402,791	420,987	
Royalties	5,689	5,689	

TY 2015 Other Increases Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Amount
Returned grants	2,669

TY 2015 Other Professional Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management services	211,462	211,462	0	0
Nonprofit consult - see Part IX-A	204,163	0	0	204,163

TY 2015 Taxes Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal tax	24,466			
State tax withheld by partnership	5,247	5,247		

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>The Looper Foundation</div>	<div>Employer identification number</div> <div>76-0330594</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization The Looper Foundation	Employer identification number 76-0330594
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 37,658	Person <input type="checkbox"/>
	Terry and Doris Looper 11757 Katy Freeway Suite 1400		Payroll <input type="checkbox"/>
	Houston, TX 77079		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Looper Foundation	Employer identification number 76-0330594
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Part II

Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,386 shares of Matador Resources Co	\$ 37,658	2015-05-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization The Looper Foundation	Employer identification number 76-0330594
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Camp Ministry			
Cho-Yeh Camp and Conference Center 2200 S Washington Ave Livingston, TX 77351	PC	Camper Scholarship Fund	25,000
Subtotal Camp Ministry			\$ 25,000
Children/Families			
Arrow Child & Family Ministries 2929 FM 2920 Rd Spring, TX 77388	PC	Freedom Place Event	5,000
Family Legacy Missions International 5005 West Royal Lane, Suite 252 Irving, TX 75063	PC	Mission Trip	500
Blessings in a Backpack PO Box 950291 Louisville, KY 40295	PC	General Support	5,000
Boys and Girls Country of Houston Inc 18806 Roberts Rd Hockley, TX 77447	PC	General Support	5,000
Subtotal Children/Families			\$ 15,500
Churches			
Bear Creek Baptist Church 5901 N Fry Road Katy, TX 77449	PC	Keystone Academy	1,000
Grace Presbyterian Church 10221 Ella Lee Ln Houston, TX 77042	PC	Operating Expenses Capital Campaign, VBS Charitable & Youth Events	170,370
Grace Pasadena 5703 Catherwood Drive La Canada, CA 91011-1827	PC	Music Ministry	21,240

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Greater St. Matthew Baptist Church 16362 Angel Island Lane Houston, TX 77053	PC	Conference	15,000
Houston Area Pastor Council PO Box 602207 Houston, TX 77269	PC	Legal Expenses	20,000
LC Pastoral Services 3202 Wildcandle Dr. Spring, TX 77388	PC	Seminarians Lodging	30,512
Subtotal Churches			\$ 258,122
Counseling			
His Father's Heart Ministries 5715 Northwest Central Dr. Suite F109 Houston, TX 77092	PC	General Support	10,000
East-West Ministries International 2001 W. Plano Parkway Suite #3000 Plano, TX 75075	PC	Ministry	25,000
Interface Samaritan Counseling Centers 4803 San Felipe St. Houston, TX 77056-3907	PC	Dunn Hope Fund Seasons of Caring Event	45,000
Subtotal Counseling			\$ 80,000
Discipleship			
The Gathering USA, Inc 8300 Katy Freeway Houston, TX 77024	PC	General Support	20,000
CBMC (Christian Business Men's Connection 5918 San Felipe, Suite 6 Houston, TX 77057	PC	General Support Charitable Event Sponsor	38,763

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Houston Presbyterian Cursillo 15022 Penn Hills Houston, TX 77062	PC	General Support	2,500
The Greater Houston Prayer Breakfast 8300 Katy Freeway Houston, TX 77024	PC	General Support	10,000
Man In The Mirror 180 Wilshire Blvd Casselberry, FL 32707	PC	Area Director Initiative	15,701
Subtotal Discipleship			\$ 86,964
Education			
Barbara Jordan Elementary 17800 West Oaks Village Drive Richmond, TX 77407	PC	Student Council Club	2,500
Grace School 10219 Ella Lee Ln Houston, Texas 77042	PC	General Support Full Steam Ahead Campaign Grace Event	17,500
Small Steps Nurturing Center 2902 Jensen Drive Houston, TX 77026	PC	General Support	5,000
The Briarwood School 12207 Whittington Drive Houston, TX 77077	PC	General Support	5,000
Subtotal Education			\$ 30,000
Evangelism			
Campus Outreach PO Box 43591 Birmingham, AL 35243	PC	General Support	10,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Marketplace Chaplains USA 2001 W Plano Pkwy, Suite 3200 Plano, TX 75075	PC	Charitable Event Sponsor	10,000
Halftime Institute 2626 Cole Avenue, Suite 900 Dallas, TX 75204	PC	Event Support	1,327
Institute for Spirituality and Health 8100 Greenbriar, Suite 220 Houston, TX 77054	PC	Gathering of Friends	5,000
Mission Lazarus 202 Travis Street, Suite 400 Houston, TX 77002		Haiti Mission Trip	10,000
Waking the Passion 11511 Katy Freeway, Suite 601 Houston, TX 77079	PC	Charitable Event Sponsor	\$ 1,000
Young Life PO Box 520 Colorado Springs, CO 80901	PC	General Support	\$ 182,000
Subtotal Evangelism			\$ 219,327
Human Services			
Aegis America, Inc 20 Greenway Plaza, Suite 415 Houston, TX 77046	PC	General Support	\$ 10,000
Pink Ribbons Project 2449 South Blvd. Suite 100 Houston, TX 77098	PC	Tour de Pink	\$ 5,000
Houston Hospice 1905 Holcombe Blvd. Houston, TX 77030	PC	Spirit Award Event	\$ 2,500

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Band Against Multiple MS 2409 21st Avenue South Suite 205 Nashville, TN 37212	PC	General Support	\$ 2,500
CanCare, Inc. 9575 Katy Freeway, Suite 428 Houston, TX 77024	PC	Charitable Event	\$ 35,000
Cystic Fibrosis Foundation 50 Briar Hollow Lane, Suite 310W Houston, TX 77027	PC	Charitable Event Sponsor	\$ 10,000
Memorial Assistance Ministries 1625 Blalock Rd. Houston, TX 77080	PC	Champions for Families	\$ 10,000
Mexico Medical Missions 1302 Waugh Drive #685 Houston, TX 77019	PC	Capital Grant	\$ 50,000
Sight into Sound 3935 Essex Lane Houston, TX 77027	PC	Charitable Event Sponsor	\$ 2,500
The Brookwood Community 1752 FM 1489 Brookshire, TX 77423	PC	General Support Charitable Event Sponsor	\$ 19,500
Candlelighters 8323 Southwest Frwy, Suite 435 Houston, TX 77074	PC	General Support	\$ 5,000
The Center for Hearing & Speech 3636 West Dallas Houston, TX 77019	PC	Via Colori Sponsor	\$ 10,000
Subtotal Human Services			\$ 162,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Other			
USC Center on Philanthropy & Public Pol. 650 Childs Way RGL 210 Los Angeles, CA 90089-0626	PC	Luncheon Series - Board Education	\$ 500
Caesar Kleberg Wildlife Research Inst 700 University Blvd, MSC 218 Kingsville, TX 78363	PC	General Support	\$ 5,000
National Center for Family Philanthropy 1101 Connecticut Ave. NW, Suite 220 Washington, DC 20036	PC	Grant to NCFP	\$ 1,400
Subtotal Other			\$ 6,900
Poor/Homeless			
Star Of Hope 6897 Ardmore Houston, TX 77054	PC	Cornerstone Campaign My Anchor Forever	95,000
The Jesse Tree 1619 Sealy Avenue Galveston, TX 77550	PC	General Support	10,000
Trees Of Hope 3330 Audley, Suite 100 Houston, Texas 77098	PC	Holiday Event	30,000
Subtotal Poor/Homeless			\$ 135,000
Total			<u>\$ 1,018,813</u>

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A T & T INC	3,792 0000	34 4100	130,482 72	3%	(2,041 48)	5 46%	7,128 96
SYMBOL T	1,900 0000	36 2017	68,783 25	06/18/13	(3,404 25)	926	Long-Term
	1,892 0000	33 6897	63,740 95	07/24/13	1,362 77	890	Long-Term
<i>Cost Basis</i>			<i>132,524 20</i>				
ABBOTT LABORATORIES	1,950 0000	44 9100	87,574 50	2%	17,105 81	2 13%	1,872 00
SYMBOL ABT	1,500 0000	36 2399	54,359 95	05/10/13	13,005 05	965	Long-Term
	450 0000	35 7972	16,108 74	06/26/13	4,100 76	918	Long-Term
<i>Cost Basis</i>			<i>70,468 69</i>				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ABBVIE INC	1,600 0000	59 2400	94,784 00	2%	20,144 74	3 44%	3,264 00
SYMBOL ABBV	1,400 0000	47 0847	65,918 71	05/17/13	17,017 29	958	Long-Term
	200 0000	43 6027	8,720 55	06/26/13	3,127 45	918	Long-Term
<i>Cost Basis</i>			74,639 26				
ADOBE SYSTEMS INC	1,400 0000	93 9400	131,516 00	3%	69,100 79	N/A	N/A
SYMBOL ADBE	1,400 0000	44 5822	62,415 21	06/21/13	69,100 79	923	Long-Term
AIR PROD & CHEMICALS	400 0000	130 1100	52,044 00	1%	1,958 25	2 49%	1,296 00
SYMBOL APD	400 0000	125 2143	50,085 75	09/29/15	1,958 25	93	Short-Term
AIRGAS INC	600 0000	138 3200	82,992 00	2%	23,759 45	1 73%	1,440 00
SYMBOL ARG	600 0000	98 7209	59,232 55	05/10/13	23,759 45	965	Long-Term
AKAMAI TECHNOLOGIES	1,000 0000	52 6300	52,630 00	1%	5,160 85	N/A	N/A
SYMBOL AKAM	1,000 0000	47 4691	47,469 15	12/24/13	5,160 85	737	Long-Term
ALPHABET INC	60 0000	778 0100	46,680 60	<1%	21,043 87	N/A	N/A
CLASS A	60 0000	427 2788	25,636 73	05/06/13	21,043 87	969	Long-Term
SYMBOL GOOGL							
ALPHABET INC	60 0000	758 8800	45,532 80	<1%	20,047 95	N/A	N/A
CLASS C	60 0000	424 7475	25,484 85	05/06/13	20,047 95	969	Long-Term
SYMBOL GOOG							
AMAZON COM INC	275 0000	675 8900	185,869 75	4%	114,601 26	N/A	N/A
SYMBOL AMZN	250 0000	258 1971	64,549 28	05/06/13	104,423 22	969	Long-Term
	25 0000	268 7684	6,719 21	05/17/13	10,178 04	958	Long-Term
<i>Cost Basis</i>			71,268 49				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
APPLE INC	1,050 0000	105 2600	110,523 00	2%	41,814 08	1 97%	2,184 00
SYMBOL AAPL	1,050 0000	65 4370	68,708 92	05/06/13	41,814 08	969	Long-Term
CABOT OIL & GAS	2,200 0000	17 6900	38,918 00	<1%	(39,970 69)	0 45%	176 00
SYMBOL COG	1,400 0000	34 2072	47,890 14	05/15/13	(23,124 14)	960	Long-Term
	800 0000	38 7481	30,998 55	12/24/13	(16,846 55)	737	Long-Term
<i>Cost Basis</i>			78,888 69				
CELGENE CORP	1,400 0000	119 7600	167,664 00	3%	83,539 13	N/A	N/A
SYMBOL CELG	1,400 0000	60 0891	84,124 87	06/18/13	83,539 13	926	Long-Term
CHEVRON CORPORATION	700 0000	89 9600	62,972 00	1%	(23,407 25)	4 75%	2,996 00
SYMBOL CVX	500 0000	123 4910	61,745 50	05/06/13	(16,765 50)	969	Long-Term
	200 0000	123 1687	24,633 75	05/17/13	(6,641 75)	958	Long-Term
<i>Cost Basis</i>			86,379 25				
COCA COLA COMPANY	1,800 0000	42 9600	77,328 00	2%	2,526 85	3 07%	2,376 00
SYMBOL KO	1,500 0000	42 1422	63,213 40	05/06/13	1,226 60	969	Long-Term
	300 0000	38 6258	11,587 75	09/04/13	1,300 25	848	Long-Term
<i>Cost Basis</i>			74,801 15				
COLGATE-PALMOLIVE CO	1,100 0000	66 6200	73,282 00	1%	7,605 80	2 28%	1,672 00
SYMBOL CL	1,100 0000	59 7056	65,676 20	06/18/13	7,605 80	926	Long-Term
COMERICA INCORPORATE	1,700 0000	41 8300	71,111 00	1%	8,500 06	2 00%	1,428 00
SYMBOL CMA	1,700 0000	36 8299	62,610 94	05/06/13	8,500 06	969	Long-Term
							Accrued Dividend: 357.00
COPART INC	2,200 0000	38 0100	83,622 00	2%	8,556 97	N/A	N/A
SYMBOL CPRT	2,200 0000	34 1204	75,065 03	09/17/14	8,556 97	470	Long-Term

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CULLEN FROST BANKERS	1,000 0000	60 0000	60,000 00	1%	(784 85)	3 53%	2,120 00
SYMBOL CFR	1,000 0000	60 7848	60,784 85	05/06/13	(784 85)	969	Long-Term
CVS HEALTH CORP	1,200 0000	97 7700	117,324 00	2%	45,340 10	1 43%	1,680 00
SYMBOL CVS	800 0000	60 2801	48,224 15	05/15/13	29,991 85	960	Long-Term
	400 0000	59 3993	23,759 75	05/17/13	15,348 25	958	Long-Term
<i>Cost Basis</i>			<i>71,983 90</i>				
DANAHER CORP	1,000 0000	92 8800	92,880 00	2%	32,011 05	0 58%	540 00
SYMBOL DHR	1,000 0000	60 8689	60,868 95	05/06/13	32,011 05	969	Long-Term
							<i>Accrued Dividend: 135.00</i>
ECOLAB INC	500 0000	114 3800	57,190 00	1%	3,169 30	1 15%	660 00
SYMBOL ECL	500 0000	108 0414	54,020 70	09/29/15	3,169 30	93	Short-Term
							<i>Accrued Dividend: 175.00</i>
EMC CORP MASS	2,100 0000	25 6800	53,928 00	1%	4,769 60	1 79%	966 00
SYMBOL EMC	2,100 0000	23 4087	49,158 40	05/06/13	4,769 60	969	Long-Term
EMERSON ELECTRIC CO	1,100 0000	47 8300	52,613 00	1%	(12,763 34)	3 97%	2,090 00
SYMBOL EMR	1,100 0000	59 4330	65,376 34	05/17/13	(12,763 34)	958	Long-Term
EOG RESOURCES INC	1,000 0000	70 7900	70,790 00	1%	8,361 00	0 94%	670 00
SYMBOL EOG	1,000 0000	62 4290	62,429 00	05/06/13	8,361 00	969	Long-Term
EXXON MOBIL CORP	1,000 0000	77 9500	77,950 00	2%	(12,719 93)	3 74%	2,920 00
SYMBOL XOM	700 0000	90 1856	63,129 98	05/06/13	(8,564 98)	969	Long-Term
	300 0000	91 7998	27,539 95	05/17/13	(4,154 95)	958	Long-Term
<i>Cost Basis</i>			<i>90,669 93</i>				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GENERAL ELECTRIC CO SYMBOL GE	2,800 0000 2,800 0000	31 1500 23 8348	87,220 00 66,737 71	2% 05/22/13	20,482 29 20,482 29	2 95% 953	2,576 00 Long-Term <i>Accrued Dividend: 644.00</i>
HOME DEPOT INC SYMBOL HD	1,000 0000 700 0000 300 0000	132 2500 76 0617 76 7968	132,250 00 53,243 25 23,039 05 76,282 30	3% 05/10/13 05/17/13	55,967 70 39,331 75 16,635 95	1 78% 965 958	2,360 00 Long-Term Long-Term
<i>Cost Basis</i>							
HONEYWELL INTL INC SYMBOL HON	700 0000 700 0000	103 5700 84 8915	72,499 00 59,424 11	1% 09/16/13	13,074 89 13,074 89	2 29% 836	1,666 00 Long-Term
IBM CORP SYMBOL IBM	325 0000 250 0000 75 0000	137 6200 210 3620 205 4428	44,726 50 52,590 50 15,408 21 67,998 71	<1% 05/30/13 06/18/13	(23,272 21) (18,185 50) (5,086 71)	3 77% 945 926	1,690 00 Long-Term Long-Term
<i>Cost Basis</i>							
JPMORGAN CHASE & CO SYMBOL JPM	1,400 0000 1,400 0000	66 0300 47 8312	92,442 00 66,963 81	2% 05/06/13	25,478 19 25,478 19	2 66% 969	2,464 00 Long-Term
KIMBERLY-CLARK CORP SYMBOL KMB	700 0000 700 0000	127 3000 102 7311	89,110 00 71,911 77	2% 09/17/14	17,198 23 17,198 23	2 76% 470	2,464 00 Long-Term <i>Accrued Dividend: 616.00</i>
MEDTRONIC PLC F SYMBOL MDT	700 0000 700 0000	76 9200 67 4217	53,844 00 47,195 25	1% 09/29/15	6,648 75 6,648 75	1 97% 93	1,064 00 Short-Term
MERCK & CO INC SYMBOL MRK	1,400 0000 1,100 0000 300 0000	52 8200 45 4867 46 0486	73,948 00 50,035 41 13,814 59 63,850 00	1% 05/06/13 05/17/13	10,098 00 8,066 59 2,031 41	3 40% 969 958	2,520 00 Long-Term Long-Term <i>Accrued Dividend: 644.00</i>
<i>Cost Basis</i>							

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
METLIFE INC	1,100 0000	48 2100	53,031 00	1%	(7,784 63)	3 11%	1,650 00
SYMBOL MET	1,100 0000	55 2869	60,815 63	06/27/14	(7,784 63)	552	Long-Term
MONSANTO CO	700 0000	98 5200	68,964 00	1%	(4,784 31)	2 19%	1,512 00
SYMBOL MON	500 0000	105 2034	52,601 70	05/30/13	(3,341 70)	945	Long-Term
	200 0000	105 7330	21,146 61	06/18/13	(1,442 61)	926	Long-Term
<i>Cost Basis</i>			73,748 31				
NATIONAL INSTRUMENTS	1,800 0000	28 6900	51,642 00	1%	2,427 17	2 64%	1,368 00
SYMBOL NATI	1,800 0000	27 3415	49,214 83	05/06/13	2,427 17	969	Long-Term
NIKE INC	1,600 0000	62 5000	100,000 00	2%	40,408 41	1 79%	1,792 00
CLASS B	1,600 0000	37 2447	59,591 59	05/12/14	40,408 41	598	Long-Term
SYMBOL NKE							<i>Accrued Dividend: 256.00</i>
PAYPAL HOLDINGS INCO	1,400 0000	36 2000	50,680 00	<1%	3,706 58	N/A	N/A
SYMBOL PYPL	1,400 0000	33 5524	46,973 42	03/27/14	3,706 58	644	Long-Term
PEPSICO INCORPORATED	700 0000	99 9200	69,944 00	1%	10,923 65	2 81%	1,967 00
SYMBOL PEP	700 0000	84 3147	59,020 35	05/15/13	10,923 65	960	Long-Term
							<i>Accrued Dividend: 491.75</i>
PERKINELMER INC	2,000 0000	53 5700	107,140 00	2%	18,423 45	0 52%	560 00
SYMBOL PKI	2,000 0000	44 3582	88,716 55	09/17/14	18,423 45	470	Long-Term
PFIZER INCORPORATED	2,500 0000	32 2800	80,700 00	2%	8,294 35	3 46%	2,800 00
SYMBOL PFE	2,000 0000	28 8487	57,697 55	05/06/13	6,862 45	969	Long-Term
	500 0000	29 4162	14,708 10	06/18/13	1,431 90	926	Long-Term
<i>Cost Basis</i>			72,405 65				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PIONEER NATURAL RES	300 0000	125 3800	37,614 00	<1%	64 25	0 06%	24 00
SYMBOL PXD	300 0000	125 1658	37,549 75	12/24/15	64 25	7	Short-Term
PROCTER & GAMBLE	900 0000	79 4100	71,469 00	1%	263 35	3 33%	2,386 44
SYMBOL PG	700 0000	79 1732	55,421 30	06/18/13	165 70	926	Long-Term
	200 0000	78 9217	15,784 35	06/27/14	97 65	552	Long-Term
<i>Cost Basis</i>			71,205 65				
PRUDENTIAL FINANCIAL	1,000 0000	81 4100	81,410 00	2%	10,935 25	3 43%	2,800 00
SYMBOL PRU	1,000 0000	70 4747	70,474 75	05/30/13	10,935 25	945	Long-Term
QUALCOMM INC	1,100 0000	49 9850	54,983 50	1%	(16,410 48)	3 84%	2,112 00
SYMBOL QCOM	800 0000	65 8126	52,650 15	05/22/13	(12,662 15)	953	Long-Term
	300 0000	62 4794	18,743 83	06/18/13	(3,748 33)	926	Long-Term
<i>Cost Basis</i>			71,393 98				
ROPER TECHNOLOGIES	500 0000	189 7900	94,895 00	2%	34,231 55	0 52%	500 00
SYMBOL ROP	500 0000	121 3269	60,663 45	05/10/13	34,231 55	965	Long-Term
SABRE CORPORATION	3,000 0000	27 9700	83,910 00	2%	23,881 85	1 28%	1,080 00
SYMBOL SABR	3,000 0000	20 0093	60,028 15	01/29/15	23,881 85	336	Short-Term
SCHLUMBERGER LTD F	925 0000	69 7500	64,518 75	1%	(5,112 41)	2 86%	1,850 00
SYMBOL SLB	400 0000	76 7797	30,711 91	05/10/13	(2,811 91)	965	Long-Term
	100 0000	75 4865	7,548 65	05/15/13	(573 65)	960	Long-Term
	200 0000	75 7317	15,146 35	05/17/13	(1,196 35)	958	Long-Term
	225 0000	72 1077	16,224 25	06/26/13	(530 50)	918	Long-Term
<i>Cost Basis</i>			69,631 16				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
SUNTRUST BANKS INC	2,600 0000	42 8400	111,384 00	2%	33,667 45	2 24%	2,496 00
SYMBOL STI	2,100 0000	29 5757	62,109 10	05/06/13	27,854 90	969	Long-Term
	500 0000	31 2149	15,607 45	06/21/13	5,812 55	923	Long-Term
<i>Cost Basis</i>			77,716 55				
THERMO FISHER SCNTFC	400 0000	141 8500	56,740 00	1%	8,530 25	0 42%	240 00
SYMBOL TMO	400 0000	120 5243	48,209 75	09/29/15	8,530 25	93	Short-Term
							<i>Accrued Dividend: 60.00</i>
TIME WARNER INC	1,200 0000	64 6700	77,604 00	2%	7,377 90	2 16%	1,680 00
SYMBOL TWX	800 0000	58 6525	46,922 00	05/15/13	4,814 00	960	Long-Term
	400 0000	58 2602	23,304 10	05/17/13	2,563 90	958	Long-Term
<i>Cost Basis</i>			70,226 10				
TRIMBLE NAVIGATN LTD	2,900 0000	21 4500	62,205 00	1%	(5,532 29)	N/A	N/A
SYMBOL TRMB	1,900 0000	27 1128	51,514 34	05/06/13	(10,759 34)	969	Long-Term
	1,000 0000	16 2229	16,222 95	09/29/15	5,227 05	93	Short-Term
<i>Cost Basis</i>			67,737 29				
U S BANCORP	2,300 0000	42 6700	98,141 00	2%	16,875 44	2 39%	2,346 00
SYMBOL USB	1,900 0000	35 2641	67,001 81	05/22/13	14,071 19	953	Long-Term
	400 0000	35 6593	14,263 75	06/21/13	2,804 25	923	Long-Term
<i>Cost Basis</i>			81,265 56				
VF CORPORATION	700 0000	62 2500	43,575 00	<1%	(3,649 09)	2 37%	1,036 00
SYMBOL VFC	700 0000	67 4629	47,224 09	09/29/15	(3,649 09)	93	Short-Term
WAL-MART STORES INC	1,050 0000	61 3000	64,365 00	1%	(17,843 47)	3 19%	2,058 00
SYMBOL WMT	800 0000	79 0440	63,235 27	05/06/13	(14,195 27)	969	Long-Term
	250 0000	75 8928	18,973 20	06/18/13	(3,648 20)	926	Long-Term
<i>Cost Basis</i>			82,208 47				<i>Accrued Dividend: 514.50</i>

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
WALGREENS BOOTS ALLI SYMBOL WBA	1,100 0000 1,100 0000	85 1550 48 2865	93,670 50 53,115 19	2% 05/06/13	40,555 31 40,555 31	1 69% 969	1,584 00 Long-Term
WALT DISNEY CO SYMBOL DIS	1,000 0000 1,000 0000	105 0800 65 3910	105,080 00 65,391 06	2% 06/18/13	39,688 94 39,688 94	1 25% 926	1,320 00 Long-Term <i>Accrued Dividend: 710.00</i>
WASTE MANAGEMENT INC SYMBOL WM	1,900 0000 1,900 0000	53 3700 39 8531	101,403 00 75,720 91	2% 06/26/13	25,682 09 25,682 09	2 88% 918	2,926 00 Long-Term
WELLS FARGO & CO SYMBOL WFC	2,000 0000 1,600 0000 400 0000	54 3600 37 8166 40 9893	108,720 00 60,506 71 16,395 75	2% 05/06/13 06/21/13	31,817 54 26,469 29 5,348 25	2 75% 969 923	3,000 00 Long-Term Long-Term
<i>Cost Basis</i>			76,902 46				
ZIONS BANCORP SYMBOL ZION	2,600 0000 2,100 0000 500 0000	27 3000 26 9582 27 3437	70,980 00 56,612 35 13,671 85	1% 05/15/13 06/18/13	695 80 717 65 (21 85)	0 87% 960 926	624 00 Long-Term Long-Term
<i>Cost Basis</i>			70,284 20				

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LKCM SMALL CAP EQUITY FUND INSTITUTIONAL CLASS SYMBOL LKSCX	8,251 0100	19 8600	163,865 06	3%	24 41	201,427 15	(37,562 09)

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ALTRIA GROUP INC	3,000 0000	58 2100	174,630 00	4%	64,939 71	3 88%	6,780 00
SYMBOL MO	2,775 0000	36 6196	101,619 59	05/02/13	59,913 16	973	Long-Term
	225 0000	35 8697	8,070 70	09/19/13	5,026 55	833	Long-Term
Cost Basis			109,690 29				Accrued Dividend: 1,695.00

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ANHEUSER-BUSCH INBEV F	2,730 0000	125 0000	341,250 00	7%	68,097 30	2 73%	9,335 91
ADR	50 0000	95 2540	4,762 70	05/02/13	1,487 30	973	Long-Term
1 ADR REPS 1 ORD SHS	100 0000	95 2494	9,524 94	05/02/13	2,975 06	973	Long-Term
SYMBOL BUD	100 0000	95 2515	9,525 15	05/02/13	2,974 85	973	Long-Term
	100 0000	95 2517	9,525 17	05/02/13	2,974 83	973	Long-Term
	100 0000	95 2517	9,525 17	05/02/13	2,974 83	973	Long-Term
	100 0000	95 2532	9,525 32	05/02/13	2,974 68	973	Long-Term
	100 0000	95 2539	9,525 39	05/02/13	2,974 61	973	Long-Term
	200 0000	95 2521	19,050 43	05/02/13	5,949 57	973	Long-Term
	1,300 0000	95 2521	123,827 81	05/02/13	38,672 19	973	Long-Term
	50 0000	89 4890	4,474 45	07/18/13	1,775 55	896	Long-Term
	75 0000	116 2813	8,721 10	10/19/15	653 90	73	Short-Term
	100 0000	117 9892	11,798 92	10/27/15	701 08	65	Short-Term
	50 0000	120 5690	6,028 45	10/30/15	221 55	62	Short-Term
	100 0000	118 4895	11,848 95	11/06/15	651 05	55	Short-Term
	100 0000	122 1560	12,215 60	11/11/15	284 40	50	Short-Term
	25 0000	125 1280	3,128 20	11/17/15	(3 20)	44	Short-Term
	80 0000	126 8118	10,144 95	12/17/15	(144 95)	14	Short-Term
<i>Cost Basis</i>			<i>273,152 70</i>				
BERKSHIRE HATHAWAY	1,100 0000	132 0400	145,244 00	3%	27,393 36	N/A	N/A
CLASS B	100 0000	107 1348	10,713 48	05/02/13	2,490 52	973	Long-Term
SYMBOL BRKB	100 0000	107 1372	10,713 72	05/02/13	2,490 28	973	Long-Term
	100 0000	107 1372	10,713 72	05/02/13	2,490 28	973	Long-Term
	400 0000	107 1371	42,854 85	05/02/13	9,961 15	973	Long-Term
	400 0000	107 1371	42,854 87	05/02/13	9,961 13	973	Long-Term
<i>Cost Basis</i>			<i>117,850 64</i>				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BRIT AMERN TOBACCO ORD F	2,635 0000	55 5736	146,436 44	3%	(2,278 09)	N/A	N/A
25 GBP PAR	100 0000	56 8041	5,680 41	05/03/13	(123 05)	972	Long-Term
SYMBOL BTAFF	100 0000	56 8541	5,685 41	05/03/13	(128 05)	972	Long-Term
	1,875 0000	56 8541	106,601 47	05/03/13	(2,400 97)	972	Long-Term
	75 0000	52 3193	3,923 95	06/26/13	244 07	918	Long-Term
	250 0000	53 8858	13,471 45	07/31/13	421 95	883	Long-Term
	50 0000	54 8790	2,743 95	09/19/13	34 73	833	Long-Term
	25 0000	56 2080	1,405 20	10/28/14	(15 86)	429	Long-Term
	50 0000	56 7490	2,837 45	10/06/15	(58 77)	86	Short-Term
	50 0000	59 5790	2,978 95	10/26/15	(200 27)	66	Short-Term
	60 0000	56 4381	3,386 29	12/17/15	(51 87)	14	Short-Term
<i>Cost Basis</i>			<i>148,714 53</i>				
BROWN FORMAN CORP	1,675 0000	99 2800	166,294 00	3%	47,446 93	1 36%	2,278 00
CLASS B	6 0000	70 9550	425 73	05/02/13	169 95	973	Long-Term
SYMBOL BFB	8 0000	70 9450	567 56	05/02/13	226 68	973	Long-Term
	20 0000	70 9655	1,419 31	05/02/13	566 29	973	Long-Term
	33 0000	70 9493	2,341 33	05/02/13	934 91	973	Long-Term
	41 0000	70 9843	2,910 36	05/02/13	1,160 12	973	Long-Term
	67 0000	70 9491	4,753 59	05/02/13	1,898 17	973	Long-Term
	100 0000	70 9193	7,091 93	05/02/13	2,836 07	973	Long-Term
	100 0000	70 9193	7,091 93	05/02/13	2,836 07	973	Long-Term
	100 0000	70 9453	7,094 53	05/02/13	2,833 47	973	Long-Term
	100 0000	70 9453	7,094 53	05/02/13	2,833 47	973	Long-Term
	100 0000	70 9453	7,094 53	05/02/13	2,833 47	973	Long-Term
	100 0000	70 9481	7,094 81	05/02/13	2,833 19	973	Long-Term
	100 0000	70 9743	7,097 43	05/02/13	2,830 57	973	Long-Term
	200 0000	70 9453	14,189 07	05/02/13	5,666 93	973	Long-Term
	600 0000	70 9673	42,580 43	05/02/13	16,987 57	973	Long-Term
<i>Cost Basis</i>			<i>118,847 07</i>				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CIE FIN RICHEMONT ORD F	4,385 0000	72 3700	317,342 45	6%	(42,239 84)	N/A	N/A
SYMBOL CFRHF	3,100 0000	82 8569	256,856 49	05/03/13	(32,509 49)	972	Long-Term
	150 0000	86 7096	13,006 45	09/23/14	(2,150 95)	464	Long-Term
	200 0000	82 6447	16,528 95	10/09/14	(2,054 95)	448	Long-Term
	100 0000	83 0895	8,308 95	11/06/14	(1,071 95)	420	Long-Term
	175 0000	81 6511	14,288 95	07/10/15	(1,624 20)	174	Short-Term
	175 0000	83 3511	14,586 45	07/14/15	(1,921 70)	170	Short-Term
	50 0000	81 3790	4,068 95	11/11/15	(450 45)	50	Short-Term
	125 0000	75 2716	9,408 95	12/02/15	(362 70)	29	Short-Term
	175 0000	72 2511	12,643 95	12/15/15	20 80	16	Short-Term
	135 0000	73 2162	9,884 20	12/17/15	(114 25)	14	Short-Term
<i>Cost Basis</i>			359,582 29				
COMCAST CORPORATION	1,625 0000	56 4300	91,698 75	2%	27,942 82	1 77%	1,625 00
CLASS A	375 0000	40 4919	15,184 48	05/03/13	5,976 77	972	Long-Term
SYMBOL CMCSA	1,250 0000	38 8571	48,571 45	06/26/13	21,966 05	918	Long-Term
<i>Cost Basis</i>			63,755 93				
DIAGEO PLC ORD NEW F	4,200 0000	27 3557	114,893 94	2%	(10,581 77)	N/A	N/A
SYMBOL DGEAF	500 0000	30 9549	15,477 49	05/03/13	(1,799 64)	972	Long-Term
	1,300 0000	30 9549	40,241 46	05/03/13	(4,679 05)	972	Long-Term
	500 0000	29 0639	14,531 97	06/26/13	(854 12)	918	Long-Term
	1,775 0000	29 0639	51,588 48	06/26/13	(3,032 11)	918	Long-Term
	25 0000	29 6780	741 95	02/04/15	(58 06)	330	Short-Term
	100 0000	28 9436	2,894 36	03/20/15	(158 79)	286	Short-Term
<i>Cost Basis</i>			125,475 71				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
HEINEKEN HLDG NEW ORD F	4,750 0000	77 1278	366,357 05	7%	75,919 15	N/A	N/A
SYMBOL HKHHF	200 0000	60 9519	12,190 39	05/03/13	3,235 17	972	Long-Term
	4,400 0000	60 9519	268,188 56	05/03/13	71,173 76	972	Long-Term
	150 0000	67 0596	10,058 95	11/21/14	1,510 22	405	Long-Term
<i>Cost Basis</i>			290,437 90				
J C DECAUX SA ORD F	1,225 0000	38 3466	46,974 59	<1%	(748 90)	N/A	N/A
SYMBOL JCDXF	500 0000	34 9133	17,456 65	03/13/15	1,716 65	293	Short-Term
	625 0000	42 6142	26,633 89	07/16/15	(2,667 26)	168	Short-Term
	100 0000	36 3295	3,632 95	08/28/15	201 71	125	Short-Term
<i>Cost Basis</i>			47,723 49				
MARTIN MARIETTA MATR	775 0000	136 5800	105,849 50	2%	27,361 15	1 17%	1,240 00
SYMBOL MLM	20 0000	104 5600	2,091 20	05/03/13	640 40	972	Long-Term
	36 0000	104 5597	3,764 15	05/03/13	1,152 73	972	Long-Term
	44 0000	104 5597	4,600 63	05/03/13	1,408 89	972	Long-Term
	200 0000	104 5598	20,911 97	05/03/13	6,404 03	972	Long-Term
	475 0000	99 2008	47,120 40	06/26/13	17,755 10	918	Long-Term
<i>Cost Basis</i>			78,488 35				
MASTERCARD INC	4,125 0000	97 3600	401,610 00	8%	176,690 71	0 65%	2,640 00
CLASS A	500 0000	54 5258	27,262 94	05/02/13	21,417 06	973	Long-Term
SYMBOL MA	625 0000	54 5258	34,078 68	05/02/13	26,771 32	973	Long-Term
	1,000 0000	54 5258	54,525 89	05/02/13	42,834 11	973	Long-Term
	2,000 0000	54 5258	109,051 78	05/02/13	85,668 22	973	Long-Term
<i>Cost Basis</i>			224,919 29				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
NESTLE SA F	6,675 0000	74 4200	496,753 50	10%	22,675 26	3 05%	15,194 00
ADR	6,175 0000	70 8714	437,631 09	05/02/13	21,912 41	973	Long-Term
1 ADR REPS 1 ORD SHS	75 0000	67 3593	5,051 95	08/14/13	529 55	869	Long-Term
SYMBOL NSRGY	50 0000	67 6690	3,383 45	09/16/13	337 55	836	Long-Term
	125 0000	76 7716	9,596 45	09/08/14	(293 95)	479	Long-Term
	125 0000	72 8116	9,101 46	11/03/14	201 04	423	Long-Term
	100 0000	74 0659	7,406 59	11/14/14	35 41	412	Long-Term
	25 0000	76 2900	1,907 25	02/19/15	(46 75)	315	Short-Term
<i>Cost Basis</i>			<i>474,078 24</i>				
PERNOD RICARD ORD F	2,555 0000	114 2795	291,984 12	6%	(20,124 35)	N/A	N/A
SYMBOL PDRDF	200 0000	123 7043	24,740 87	05/03/13	(1,884 97)	972	Long-Term
	1,850 0000	123 7043	228,853 08	05/03/13	(17,436 00)	972	Long-Term
	50 0000	112 5290	5,626 45	06/26/13	87 53	918	Long-Term
	25 0000	118 3580	2,958 95	07/26/13	(101 96)	888	Long-Term
	25 0000	115 2228	2,880 57	12/27/13	(23 58)	734	Long-Term
	65 0000	112 5376	7,314 95	01/16/14	113 22	714	Long-Term
	15 0000	113 9966	1,709 95	02/12/14	4 24	687	Long-Term
	45 0000	117 5988	5,291 95	03/28/14	(149 37)	643	Long-Term
	25 0000	120 3580	3,008 95	04/22/14	(151 96)	618	Long-Term
	125 0000	115 6716	14,458 95	09/23/14	(174 01)	464	Long-Term
	25 0000	117 5580	2,938 95	02/20/15	(81 96)	314	Short-Term
	25 0000	119 1580	2,978 95	07/10/15	(121 96)	174	Short-Term
	50 0000	121 4290	6,071 45	07/14/15	(357 47)	170	Short-Term
	30 0000	109 1483	3,274 45	10/06/15	153 94	86	Short-Term
<i>Cost Basis</i>			<i>312,108 47</i>				

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PHILIP MORRIS INTL	4,625 0000	87 9100	406,583 75	8%	(31,455 16)	4 64%	18,870 00
SYMBOL PM	100 0000	95 0009	9,500 09	05/02/13	(709 09)	973	Long-Term
	150 0000	94 9969	14,249 54	05/02/13	(1,063 04)	973	Long-Term
	940 0000	95 0019	89,301 81	05/02/13	(6,666 41)	973	Long-Term
	3,300 0000	94 9989	313,496 45	05/02/13	(23,393 45)	973	Long-Term
	85 0000	85 6243	7,278 07	05/08/15	194 28	237	Short-Term
	50 0000	84 2590	4,212 95	10/09/15	182 55	83	Short-Term
<i>Cost Basis</i>			<i>438,038 91</i>				<i>Accrued Dividend: 4,717.50</i>
SABMILLER PLC ORD F	2,200 0000	59 9732	131,941 04	3%	13,896 30	N/A	N/A
LONDON SHARES	1,590 0000	55 7517	88,645 34	05/03/13	6,712 05	972	Long-Term
SYMBOL SBMRF	500 0000	48 5179	24,258 95	07/25/13	5,727 65	889	Long-Term
	110 0000	46 7313	5,140 45	02/20/14	1,456 60	679	Long-Term
<i>Cost Basis</i>			<i>118,044 74</i>				
SCRIPPS NTKW INTERAC	200 0000	55 2100	11,042 00	<1%	(2,824 95)	1 66%	184 00
CLASS A	200 0000	69 3347	13,866 95	05/03/13	(2,824 95)	972	Long-Term
SYMBOL SNI							
SWATCH GROUP AG ORD NEWF	347 0000	349 1500	121,155 05	2%	(11,573 39)	N/A	N/A
CLASS B ORD	60 0000	402 8548	24,171 29	10/23/15	(3,222 29)	69	Short-Term
SYMBOL SWGAF	103 0000	390 8569	40,258 27	10/27/15	(4,295 82)	65	Short-Term
	38 0000	387 3800	14,720 44	10/29/15	(1,452 74)	63	Short-Term
	5 0000	406 5460	2,032 73	11/04/15	(286 98)	57	Short-Term
	79 0000	377 3989	29,814 52	11/06/15	(2,231 67)	55	Short-Term
	27 0000	353 7196	9,550 43	11/23/15	(123 38)	38	Short-Term
	5 0000	357 6580	1,788 29	12/02/15	(42 54)	29	Short-Term
	30 0000	346 4156	10,392 47	12/17/15	82 03	14	Short-Term
<i>Cost Basis</i>			<i>132,728 44</i>				

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield Holding Days	Annual Income Holding Period
UNILEVER N V F	6,000 0000	43 3200	259,920 00	5%	10,459 44	3 17%	8,244 00
ADR	4,150 0000	42 4011	175,964 80	05/02/13	3,813 20	973	Long-Term
1 ADR REPS 1 ORD SHS	325 0000	40 9375	13,304 70	05/31/13	774 30	944	Long-Term
SYMBOL UN	150 0000	38 6576	5,798 65	06/26/13	699 35	918	Long-Term
	190 0000	40 5171	7,698 25	09/20/13	532 55	832	Long-Term
	235 0000	39 4480	9,270 30	11/18/13	909 90	773	Long-Term
	40 0000	39 4537	1,578 15	12/24/13	154 65	737	Long-Term
	145 0000	38 7817	5,623 35	01/10/14	658 05	720	Long-Term
	130 0000	38 9872	5,068 34	01/16/14	563 26	714	Long-Term
	135 0000	39 6146	5,347 98	03/25/14	500 22	646	Long-Term
	145 0000	42 6797	6,188 56	05/08/14	92 84	602	Long-Term
	355 0000	38 3590	13,617 48	10/29/14	1,761 12	428	Long-Term
<i>Cost Basis</i>			<i>249,460 56</i>				
WELLS FARGO & CO	6,250 0000	54 3600	339,750 00	7%	104,180 05	2 75%	9,375 00
SYMBOL WFC	42 0000	37 4395	1,572 46	05/02/13	710 66	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	100 0000	37 4394	3,743 94	05/02/13	1,692 06	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
WELLS FARGO & CO	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	200 0000	37 4394	7,487 89	05/02/13	3,384 11	973	Long-Term
	300 0000	37 4394	11,231 83	05/02/13	5,076 17	973	Long-Term
	332 0000	37 4394	12,429 90	05/02/13	5,617 62	973	Long-Term
	500 0000	37 4394	18,719 72	05/02/13	8,460 28	973	Long-Term
	800 0000	37 4484	29,958 75	05/02/13	13,529 25	973	Long-Term
	1,476 0000	37 4484	55,273 88	05/02/13	24,961 48	973	Long-Term
	100 0000	52 9695	5,296 95	10/09/15	139 05	83	Short-Term
<i>Cost Basis</i>			235,569 95				
1/100 BERKSHIRE HTWY CLA	200 0000	1,978 0000	395,600 00	8%	74,191 05	N/A	N/A
100 SHS=1 WHOLE SH BRK A	100 0000	1,607 0447	160,704 47	05/02/13	37,095 53	973	Long-Term
	100 0000	1,607 0448	160,704 48	05/02/13	37,095 52	973	Long-Term
<i>Cost Basis</i>			321,408 95				

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LEUTHOLD GLOBAL FD INST CL SYMBOL GLBIX	226,216 5280	9 7800	2,212,397 64	6%	11 17	2,527,713 69	(315,316 05)



	<u>Market Value</u>	<u>Cost Basis</u>
Page 09	4,889,010	4,018,571
Page 10	163,865	201,427
Page 19	4,873,310	4,253,943
Page 20	2,212,398	2,527,714
Total Part II, Line 10b	<u>12,138,583</u>	<u>11,001,655</u>