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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ 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
Douglas B Marshall Jr Family Foundation

A Employer identification number
76-0664812

Number and street (or P O box number if mail is not delivered to street address)
600 Jefferson Suite 300

Room/suite

B Telephone number (see instructions)
(713) 651-8800

City or town, state or province, country, and ZIP or foreign postal code
Houston, TX 77002

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), 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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 31,307,848

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** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (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	1,299	1,299		
	4	Dividends and interest from securities	546,803	546,803		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	705,440			
	b	Gross sales price for all assets on line 6a 2,164,343				
	7	Capital gain net income (from Part IV, line 2)		725,967		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	211,493	207,420		
	12	**Total.** Add lines 1 through 11	1,465,035	1,481,489		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	27,049	13,524		13,525
	c	Other professional fees (attach schedule)	168,665	136,781		31,884
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	19,980	9,980		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	229			229
	22	Printing and publications				
	23	Other expenses (attach schedule)	155,283	140,278		10,630
	24	**Total operating and administrative expenses.** Add lines 13 through 23	371,206	300,563		56,268
	25	Contributions, gifts, grants paid	1,307,608			1,307,608
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,678,814	300,563		1,363,876
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-213,779			
	b	**Net investment income** (if negative, enter -0-)		1,180,926		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,247,182	1,509,074	1,509,074
3	Accounts receivable ▶ 50,254			
	Less allowance for doubtful accounts ▶	34,678	50,254	50,254
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)	10,310,663	9,320,007	11,230,819
c	Investments—corporate bonds (attach schedule)	5,499,317	5,793,352	5,293,044
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	9,995,788	10,276,162	13,224,657
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)	27,087,628	26,948,849	31,307,848
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 ▶)		75,000	
23	**Total liabilities** (add lines 17 through 22)		75,000	
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			
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	27,087,628	26,873,849	
30	**Total net assets or fund balances** (see instructions)	27,087,628	26,873,849	
31	**Total liabilities and net assets/fund balances** (see instructions)	27,087,628	26,948,849	

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	27,087,628
2	Enter amount from Part I, line 27a	2	-213,779
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,873,849
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	26,873,849

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly traded securities-see attached			
b	Capital gain distributions-see attached			
c	Common trust capital gain distributions			
d	Passthrough K-1 capital gains			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,110,298		1,458,903	-348,605
b	142,168			142,168
c	468,219			468,219
d	464,185			464,185
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-348,605
b				142,168
c				468,219
d				464,185
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	725,967
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,040,195	33,345,281	0 06118
2013	1,494,853	31,305,347	0 04775
2012	1,348,398	28,837,044	0 04676
2011	1,386,631	28,940,519	0 04791
2010	538,436	25,872,325	0 02081

2	**Total** of line 1, column (d).	2	0 224418
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 044884
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	32,280,553
5	Multiply line 4 by line 3.	5	1,448,880
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,809
7	Add lines 5 and 6.	7	1,460,689
8	Enter qualifying distributions from Part XII, line 4.	8	1,363,876

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

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			1	23,619
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	23,619
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	23,619
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	22,969		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	37,969
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			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	14,350
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 14,350 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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*			
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? *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	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? *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

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?	13	Yes	

Website address ▶www dbmjr org

14 The books are in care of ▶Legacy Trust Company Telephone no ▶(713) 651-8753

Located at ▶600 Jefferson Suite 300 Houston TX ZIP +4 ▶77002

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 | |

			Yes	No
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?	16		No
	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 ▶			

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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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? ☐ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		No
	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**		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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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
Legacy Trust Company 600 Jefferson Ste 300 Houston, TX 77002	Trustee fees	146,756

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	17,839,438
b	Average of monthly cash balances.	1b	1,089,816
c	Fair market value of all other assets (see instructions).	1c	13,842,881
d	**Total** (add lines 1a, b, and c).	1d	32,772,135
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	32,772,135
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	491,582
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,280,553
6	**Minimum investment return.** Enter 5% of line 5.	6	1,614,028

Part XI **Distributable Amount**
(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,614,028
2a	Tax on investment income for 2015 from Part VI, line 5. 2a 23,619		
b	Income tax for 2015 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	23,619
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,590,409
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,590,409
6	Deduction from distributable amount (see instructions).	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,590,409

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	1,363,876
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	1,363,876
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,363,876

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,590,409
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			963,828	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,363,876				
a Applied to 2014, but not more than line 2a			963,828	
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.				400,048
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,190,361
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

Douglas B Marshall III

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

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

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

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

Jennifer Grosvenor
600 Jefferson Ste 310
Houston, TX 77002
(713) 651-8806
dbmjrfoundation@gmail com

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

Applications should be submitted by email to dbmjrfoundation@gmail com Go to www dbmjr org/grant_guidelines for application forms

c Any submission deadlines

Go to www dbmjr org for current deadlines

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

The mission of the Douglas B Marshall, Jr Family Foundation is to support education and research on all levels This includes, on the one hand, supporting cutting edge research at universities, laboratories, and other such institutions It also includes the support of basic education, especially in areas of literacy, numeracy, and science Since education and research are impossible without food, shelter, clothing, or medicine, it is within the bounds of the Foundation's mission to provide these when necessary

Part XV Supplementary Information(continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,307,608
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	1,299	
4 Dividends and interest from securities. . .			14	546,803	
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.					
8 Gain or (loss) from sales of assets other than inventory	525990	-20,527	18	725,967	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a K-1 income - see attached	525990	3,289	14	208,204	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-17,238		1,482,273	

13 Total. Add line 12, columns (b), (d), and (e). 13 1,465,035

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2016-11-03	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶	PTIN
Jody Blazek			☑	P00072674

Firm's name ▶ Blazek & Vetterling

Firm's EIN ▶

Firm's address ▶ 2900 Weslayan Suite 200 Houston, TX 770275132

Phone no (713) 439-5739

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Douglas B Marshall III 600 Jefferson Suite 300 Houston, TX 77002	President/Dir 5 00	0		
Amrita Ahuja 600 Jefferson Suite 300 Houston, TX 77002	VP/Director 1 00	0		
Jennifer Grosvenor 600 Jefferson Suite 300 Houston, TX 77002	Secretary 6 00	0		
Robert T Arnold 600 Jefferson Suite 300 Houston, TX 77002	Treasurer 1 00	0		
Tracy Kimmel 600 Jefferson Suite 300 Houston, TX 77002	Director 1 00	0		
Wilhelmina B Traylor 600 Jefferson Suite 300 Houston, TX 77002	Director 1 00	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Association for India's Development 63 Willowbridge Dr Durham, NC 27707	N/A	PC	Eureka SuperKidz education support centers	41,860
CARE 1493 106 Rd Atlanta, GA 30303	N/A	PC	Project Kawsay phase II - intercultural education in Puno, Peru	136,318
Colorado Rocky Mountain School 1493 106 Rd Carbondale, CO 81623	N/A	PC	HS2 program	15,000
Common Hope PO Box 14298 St Paul, MN 55114	N/A	PC	Antigua secondary education and youth programs	200,000
Evidence Action 641 S Street NW Washington, DC 20001	N/A	PC	General support	10,000
His Father's Heart Ministries 5715 NW Central Dr F109 Houston, TX 77092	N/A	PC	General support	5,000
FSG Inc 500 Boylston St Ste 600 Boston, MA 02116	N/A	PC	Affordable Early Childhood Education Program in urban India	100,000
Houston Council on Alch and Drug Ab PO Box 2768 Houston, TX 77252	N/A	PC	General support	5,000
Houston Zoo 1513 Cambridge St Houston, TX 77030	N/A	PC	General support	1,000
Innovations for Poverty Action 101 Whitney Ave New Haven, CT 06510	N/A	PC	Effective education solutions in Ghana, Kenya, and Rwanda	124,430
Massachusetts Institute of Technolo 77 Massachusetts Ave E53-320 Cambridge, MA 02139	N/A	PC	Initiative on post-primary education in developing countries, Phase II	100,000
Pratham USA 9703 Richmond Ave Ste 102 Houston, TX 77042	N/A	PC	Read India III measurement, monitoring, and evaluation	500,000
Reach Unlimited Inc 12777 Jones Rd Ste 103 Houston, TX 77070	N/A	PC	General support	15,000
St Peter's Episcopal Church P O Box 1502 Millbrook, NY 12545	N/A	PC	General support	15,000
St Philip's Episcopal School 343 North Getty St Uvalde, TX 78801	N/A	PC	Financial aid programs	15,000
Total . . . . ▶ **3a**				1,307,608

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Star of Hope Mission 6897 Ardmore Houston, TX 77054	N/A	PC	General support	15,000
Ummeed Child Development Fund Inc 17 Powder Mill Rd Framingham, MA 01701	N/A	PC	General support	4,000
University of Texas at Austin 2109 San Jacinto Blvd Austin, TX 78712	N/A	GOV	Center for Students in Recovery	5,000
Total . . . . ▶ **3a**				1,307,608

TY 2015 Accounting Fees Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit and tax compliance	17,074	8,537	0	8,537
Bookkeeping	9,975	4,987	0	4,988

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: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

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-see attached					1,110,298	1,458,903	Cost		-348,605	
Capital gain distributions-see attached					142,168		Cost		142,168	
Common trust capital gain distributions					468,219		Cost		468,219	
Passthrough K-1 capital gains					464,185		Cost		464,185	

TY 2015 Investments Corporate Bonds Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
385,897 shs Pimco Total Return	4,108,462	3,885,984
92,946 shs Pimco Emrgng Mkts Curr Instl	997,118	777,030
40,628 shs T Rowe Price Intl Bond Fd	387,772	335,994
29,821 shs Pimco Low Duration Fund	300,000	294,036

TY 2015 Investments Corporate Stock Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,958 shs Ishares Russell 2000 Growth	440,678	829,830
9,398 shs Ishares Russell Midcap Growth	444,791	863,864
19,075 shs SPDR S&P 500 ETF Trust	2,284,595	3,888,820
24,740 shs Ishares MSCI EAFE ETF	1,277,547	1,452,733
160,993 shs MS Inst. Fund Intl Equity	3,109,874	2,430,988
9,615 shs IShares Russell 1000 Growth	623,562	956,500
38,830 shs Lazard Emrg Markets Eqty Inst	755,000	521,871
8,750 Vanguard FTSE Emerging Mkts ETF	383,960	286,213

TY 2015 Investments - Other Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Legacy Large Cap Value Equity Fund	AT COST	2,136,860	2,211,263
Legacy Value Partners LP	AT COST	1,304,419	1,312,595
LTC Core Equity Fund	AT COST	1,855,387	2,399,884
Legacy Focused Growth Fund, LP	AT COST	1,677,377	3,464,656
Legacy Mezzanine Partners	AT COST	244,153	286,827
Legacy New Technologies Fund LP	AT COST	1,150,107	1,763,255
OCM Mezzanine Fund II LP	AT COST	74,772	57,268
OCM Opportunities Fund VIIB, LP	AT COST	15,914	9,339
Legacy European Distressed Opp II LP	AT COST	418,651	403,391
LTC Realty Partners II, LP	AT COST	706,246	718,385
LTC Commercial RE Debt, LP	AT COST	137,338	127,738
LTC Infrastructure Partners II	AT COST	18,500	22,905
Legacy European Distressed Opp LP	AT COST	387,388	372,151
Legacy Distressed Opps II LP	AT COST	149,050	75,000

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TY 2015 Other Expenses Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues and subscriptions	1,000			1,000
Grant management software	5,748			5,748
Insurance - D & O	3,882			3,882
K-1 expenses	144,653	140,278		

TY 2015 Other Income Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 income - see attached	211,493	207,420	

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TY 2015 Other Liabilities Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Partnership contribution in transit		75,000

TY 2015 Other Professional Fees Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Grant evaluation fees	31,600	0	0	31,600
Institutional trustee fees	136,781	136,781	0	0
Registered agent fee	284	0	0	284

TY 2015 Taxes Schedule

Name: Douglas B Marshall Jr Family Foundation

EIN: 76-0664812

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	10,000			
Foreign tax	9,980	9,980		

Summary of Sales of Publicly-Traded Securities

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain/Loss
Account 30-1400-00					
11,212 028 Pimco Commodity RR Strat Ins	Various	12-15-15	71,084 26	163,624 94	(92,540 68)
Total Security Sales for Account 30-1400-00			71,084 26	163,624 94	(92,540 68)
Account 30-1400-01					
530 shs iShares Russell Midcap Growth ETF	03-31-06	10-30-15	49,947 29	26,766 87	23,180 42
1,000 shs iShares Russell 1000 Growth ETF	11-30-12	03-31-15	99,418 17	65,896 70	33,521 47
985 shs iShares Russell 1000 Growth ETF	Various	10-30-15	99,877 65	64,353 22	35,524 43
350 shs iShares Russell 2000 Growth ETF	03-31-06	10-30-15	49,546 48	27,832 56	21,713 92
37,791 171 shrs Pimco Commodity RR Strat Ins	Various	12-15-15	239,596 02	650,000 00	(410,403 98)
1,635 shs iShares MSCI EAFE ETF	10-27-10	10-30-15	100,224 47	92,181 95	8,042 52
377 shs Legacy Large Cap Value Equity Fund	03-31-06	03-31-15	100,263 85	90,671 50	9,592 35
752 shs Legacy Large Cap Value Equity Fund	03-31-06	10-31-15	200,202 64	195,520 44	4,682 20
456 shs LTC Core Equity Fund	11-30-12	03-31-15	100,137 59	82,054 81	18,082 78
Total Security Sales for Account 30-1400-01			1,039,214 16	1,295,278 05	(256,063 89)
Total 2015 Sale of Securities			1,110,298 42	1,458,902 99	(348,604 57)
Long Term Capital Gain Distributions					
Legacy Trust Company - Account 30-1400-00			59,136 74	-	59,136 74
Legacy Trust Company - Account 30-1400-01			83,031 40	-	83,031 40
					142,168 14
Common Trust Fund Capital Gains Distributions (Short Term & Long Term)					
LTC Core Equity Fund			130,087 00		130,087 00
Legacy Large Cap Value			338,132 00		338,132 00
					468,219 00
Partnership Capital Gains			443,657 00	-	443,657 00
Total 2015 Capital Gains			2,164,342 56	1,458,902 99	705,439 57
				Form 990 PF	725,966 57
				Form 990 T	(20,527 00)
				Total Capital Gains	705,439 57

Douglas B. Marshall, Jr. Family Foundation **76-0664812**

2015 Form 990-PF

Summary of Interest and Dividends

Interest Income

Payee	Account 30-1400-00	Account 30-1400-01	Totals
Legacy Trust Company	249.30	1,050.04	1,299.34
	249.30	1,050.04	1,299.34

Dividend Income

Payee	Account 30-1400-00	Account 30-1400-01	Totals
Legacy Trust Company	202,839.38	231,803.89	434,643.27
LTC Core Equity Fund	43,397.87	20,312.92	63,710.79
Legacy Large Cap Value Equity Fund	21,595.51	26,853.63	48,449.14
	267,832.76	278,970.44	546,803.20

Douglas B. Marshall, Jr. Family Foundation **76-0664812**
2015 Form 990-PF

Summary of Partnership Income from K-1's

	K-1 Lines																	
	Ordinary Income	Rental Income	Other Net Rental Income	Interest	Dividends	Royalties	STCG	LTCG	Section 1231 Gain/(Loss)	Portfolio Income	Section 1256 Gains / (Losses)	Other Income	Deductions	Credits	Foreign Tax	Tax Exempt Interest	N/D	
	1	2	3	5	6a	7	8	9a	10	11	11	11	13	15	16	18	18	Totals
Legacy Distressed Opportunities II	-	-	-	3,764	83	-	(2,553)	67	-	261	-	88	(2,700)	-	-	40	-	(950)
Legacy European Distressed Opportunities	683	79	-	24,532	965	-	201	2,436	-	5,126	-	2,157	(15,999)	-	(298)	-	-	19,882
Legacy European Distressed Opportunities II	3,813	24	1,926	6,846	3,901	-	1,902	(3,314)	-	3,777	314	9,425	(14,853)	-	(46)	714	-	14,429
Legacy Focused Growth Fund	-	-	-	22	4,212	-	(3,185)	110,157	-	-	-	-	(16,355)	-	(30)	-	-	94,821
Legacy Focused Growth Fund SA	-	-	-	39	7,337	-	(5,572)	180,402	-	-	-	-	(28,399)	-	(52)	-	-	153,755
Legacy Infrastructure Partners II	(545)	-	-	9	-	-	-	-	-	-	-	-	(3,663)	-	-		(6)	(4,205)
Legacy Mezzanine Partners	662	-	-	6,511	548	-	(372)	(6,221)	(708)	-	-	827	(2,716)	(38)	(8)		(47)	(1,562)
Legacy Mezzanine Partners SA	1,327	-	-	13,023	1,092	-	(745)	(12,443)	(1,416)	1,652	-	-	(5,430)	(76)	(18)		(93)	(3,127)
Legacy New Technologies Fund	-	-	-	35	-	-	365	47,305	-	-	-	-	(6,773)	-	-	-	-	40,932
Legacy New Technologies Fund SA	-	-	-	126	-	-	811	103,392	-	-	-	-	(24,897)	-	-	-	-	79,432
Legacy Value Partners LP	-	-	-	-	9,175	-	10,048	(1,398)	-	-	-	-	(3,772)	-	(284)	10		13,779
Legacy Value Partners LP SA	-	-	-	-	17,214	-	18,854	(2,624)	-	-	-	-	(7,078)	-	(533)	20		25,853
LTC Commercial RE Debt, LP	1,526	674	-	4,082	2,579	-	126	3,068	-	20	1,460	(536)	(3,387)	(1)	(4)		(1)	9,606
LTC Realty Partners II, LP	-	-	-	48,450	-	-	-	-	-	19,165	-	-	(5,062)	-	-	-	-	62,553
OCM Mezzanine Fund II, LP	-	-	-	3,228	2,238	-	1,079	1,571	-	(2,799)	-	-	(1,656)	-	-	-	-	3,661
OCM Opportunities Fund VIIb	-	-	-	482	15	-	-	(1,666)	-	52	152	(19)	(321)	-	(4)	-	-	(1,309)
OCM Opportunities Fund VIIb (Cayman)	-	-	-	-	797	-	-	2,125	-	-	-	-	(29)	-	-	-	-	2,893
OCM Opportunities Fund VIIb (Delaware)	-	30	-	3	-	-	(1)	24	17	6	(1)	-	(26)	-	-	-	-	52
Rounding													2					2
Total	7,466	807	1,926	111,152	50,156	-	20,958	422,881	(2,107)	27,260	1,925	11,942	(143,114)	(115)	(1,277)	784	(147)	510,497

Ordinary Income	7,466	
Rental Income	2,733	
Interest Income - Taxable	111,152	
Interest Income - Tax Exempt	784	
Dividend Income	50,156	
Other Income	39,202	
Total Ordinary Income From Partnerships	211,493	(b)
Form 990 PF - Taxable Income	207,420	
Form 990 PF - Tax Free Income	784	
Form 990 T - Gross Income	3,289	
Total Ordinary Income From Partnerships	211,493	

Short-Term Capital Gains/(Losses)	20,958
Long-Term Capital Gains/(Losses)	422,881
Section 1231 Gains/(Losses)	(2,107)
Section 1256 Gains/(Losses)	1,925
Total Capital Gains/(Losses) from Partnerships	443,657
	(a)

Deductions	(143,114)
Credits	(115)
Foreign Tax	(1,277)
Nondeductible Expenses	(147)
Total Deductions	(144,653)
Form 990 PF	(140,278)
Form 990 T	(4,228)
Nondeductible	(147)
Total Deductions	(144,653)
	(c)

GL #7141.0 #7141.0	254,584	
GL #7141.5 #7141.5	255,913	
	510,497	
990-PF Line 6 - Capital Gains	443,657	(a)
990-PF Line 11 - Other Income	211,493	(b)
990-PF Line 23 - Deductions & Credits	(144,653)	(c)
Net Partnership Income	510,497	