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 separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning May 1 **, 2015, and ending** Apr 30 **, 2016**

Name of foundation: Gale Foundation

A Employer identification number: 76-0009604

Number and street (or P O box number if mail is not delivered to street address): P O Box 5848 — Room/suite:

B Telephone number (see instructions): (409) 832-2881

City or town, state or province, country, and ZIP or foreign postal code: Beaumont TX 77702

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 ► ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 9,884,857.

J Accounting method [X] 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).)*

	Line	Description	(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	Ck ► [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	80.	80.		
	4	Dividends and interest from securities	285,696.	249,960.		
	5a	Gross rents	6,554.	6,554.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,763.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 1,054,546.				
	7	Capital gain net income (from Part IV, line 2)		12,763.		
	8	Net short-term capital gain			0.	
	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) Other	12.			
	12	**Total** Add lines 1 through 11	305,105.	269,357.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	34,349.	30,326.		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)	1,750.			
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	2,670.	1,884.		750.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,769.	32,210.		750.
	25	Contributions, gifts, grants paid	377,060.			377,060.
	26	**Total expenses and disbursements.** Add lines 24 and 25	415,829.	32,210.		377,810.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-110,724.			
	b	**Net investment income** (if negative, enter -0-)		237,147.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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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	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	0.	0.	0.
	2 Savings and temporary cash investments	722,973.	800,844.	800,844.
	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 sch) ►			
	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) L-10a. Stmt	4,218,250.	4,272,460.	4,391,499.
	b Investments — corporate stock (attach schedule) L-10b. Stmt	740,043.	738,652.	1,479,193.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt	225,000.	225,000.	224,770.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	3,097,023.	2,847,380.	2,987,597.
	14 Land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	16.	954.	954.
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	9,003,305.	8,885,290.	9,884,857.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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 ► X 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	9,003,305.	8,885,290.	
	30 **Total net assets or fund balances** (see instructions)	9,003,305.	8,885,290.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,003,305.	8,885,290.	

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	9,003,305.
2	Enter amount from Part I, line 27a	2	-110,724.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,892,581.
5	Decreases not included in line 2 (itemize) ► Income tax paid	5	7,291.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,885,290.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Lewisville Tx Combination Rev, 100000 face	P	02/15/12	10/01/15
b	West Harris County Tx MUD #5, 50000 face	P	01/07/13	09/01/15
c	White Settlement Tx ISD, Zero Coupon, 300000 face	P	09/22/11	08/17/15
d	Canyon Tx Regl Wtr Auth, 10000 face	P	03/30/10	08/03/15
e	See Columns (a) thru (d)			

	(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	100,000.		106,681.	-6,681.
b	50,000.		55,699.	-5,699.
c	141,768.		152,918.	-11,150.
d	5,000.		4,988.	12.
e	See Columns (e) thru (h)		721,497.	36,281.

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				-6,681.
b				-5,699.
c				-11,150.
d				12.
e	See Columns (i) thru (l)			36,281.

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** 12,763.

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** -624.

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 the 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	511,889.	9,677,681.	0.052894
2013	493,990.	9,700,150.	0.050926
2012	531,476.	10,005,820.	0.053117
2011	564,024.	9,925,515.	0.056826
2010	404,691.	10,108,354.	0.040035

2	**Total** of line 1, column (d)	2	0.253798
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	0.050760
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,576,916.
5	Multiply line 4 by line 3	5	486,124.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,371.
7	Add lines 5 and 6	7	488,495.
8	Enter qualifying distributions from Part XII, line 4	8	377,810.

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 instructions)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,743.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	4,743.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,743.
6	Credits/Payments:		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a: 2,240.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,240.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	63.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,566.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 0. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
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		X
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		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
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	X	
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	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ______			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Rebecca Gale Telephone no ► (409) 832-2881

Located at ► P O Box 5848 Beaumont TX ZIP + 4 ► 77702

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		X

See the instructions for exceptions and filing requirements for FinCEN Form 114 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
1 a 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)?		1 b		X
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?		1 c		X
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)		2 b		X
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__				
3 a 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)*		3 b		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
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?		4 b		X

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

5 a 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)?		5 b		
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).				
6 a 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?		6 b		X
If 'Yes' to 6b, file Form 8870.				
7 a 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?		7 b		

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
Rebecca S. Gale P O Box 5848 Beaumont TX 77702	Trustee 25.00	34,349.	0.	0.
Jo Hackler P O Box 5848 Beaumont TX 77702	Trustee 0.00	0.	0.	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	**(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 ► None

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		None

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	9,344,801.
b	Average of monthly cash balances	1b	50,421.
c	Fair market value of all other assets (see instructions)	1c	327,535.
d	**Total** (add lines 1a, b, and c)	1d	9,722,757.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,722,757.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	145,841.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,576,916.
6	**Minimum investment return.** Enter 5% of line 5	6	478,846.

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	478,846.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,743.		
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,743.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	474,103.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	474,103.
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	474,103.

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	377,810.
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	377,810.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	377,810.

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					474,103.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years 20 __ , 20 __ , 20 __					
3 Excess distributions carryover, if any, to 2015					
a From 2010	0.				
b From 2011	74,395.				
c From 2012	34,186.				
d From 2013	13,392.				
e From 2014	37,677.				
f Total of lines 3a through e		159,650.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► $ 377,810.					
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)					
d Applied to 2015 distributable amount					377,810.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		96,293.			96,293.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		63,357.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					0.
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)		0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		63,357.			
10 Analysis of line 9					
a Excess from 2011	0.				
b Excess from 2012	12,288.				
c Excess from 2013	13,392.				
d Excess from 2014	37,677.				
e Excess from 2015	0.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a 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 foundation 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))

None

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

None

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.

Rebecca Gale
P O Box 5848
Beaumont TX 77726 (409) 832-2881

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

No specified format

c Any submission deadlines:

None

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

None

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*				
American Enterprise Institute 1150 17th Street Washington DC 20036		509(a)(1)	Unrestricted	15,000.
ARC of Greater Beaumont 700 North Street Beaumont TX 77701		509(a)(2)	Unrestricted	35,000.
Diskin Orphan Home of Israel 1533 44th Street Brooklyn NY 11219		509(a)(1)	Unrestricted	100.
Family Services of Southeast Texas 3550 Fannin St Beaumont TX 77701		509(a)(1)	Unrestricted	1,000.
FLAME P O Box 590359 San Francisco CA 94159		509(a)(1)	Unrestricted	200.
Holocaust Museum Houston 5401 Caroline Street Houston TX 77004		509(a)(1)	Unrestricted	500.
Houston Arboretum & Nature Center 4501 Woodway Houston TX 77024		509(a)(1)	Unrestricted	2,500.
I Have a Dream Program 2390 Dowlen Rd Beaumont TX 77706		509(a)(1)	Unrestricted	2,500.
Julie Rogers Gift of Life Program 2390 Dowlen Beaumont TX 77706		509(a)(1)	Unrestricted	2,500.
See Line 3a statement				317,760.
Total ► **3a**				377,060.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	80.	
4 Dividends and interest from securities			14	285,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			14	6,554.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	12,764.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Miscellaneous			1	12.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				305,106.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 305,106.

(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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

2 a 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

Rebecca A. Gale | 12/12/2016 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Lauren Brooks		12/8/16		P00536551
Firm's name ► LAUREN G BROOKS & ASSOCIATES PC			Firm's EIN ► 01-0584506	
Firm's address ► 390 PARK ST STE 900 BEAUMONT TX 77701			Phone no (409) 832-7413	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2015

Name	Employer Identification Number
Gale Foundation	76-0009604

Asset Information:

Description of Property . . . . . . Lewisville Tx Combination Rev, 100000 face
Date Acquired . 02/15/12 How Acquired . . . Purchased
Date Sold . . . 10/01/15 Name of Buyer: . . .
Sales Price: . . 100,000. Cost or other basis (do not reduce by depreciation) . . . 106,681.
Sales Expense . . Valuation Method:. . . .
Total Gain (Loss): . . -6,681. Accumulation Depreciation: . . .

Description of Property . . . . . . West Harris County Tx MUD #5, 50000 face
Date Acquired: . 01/07/13 How Acquired . . . Purchased
Date Sold. . . . 09/01/15 Name of Buyer . . .
Sales Price: . . 50,000. Cost or other basis (do not reduce by depreciation) . . . 55,699.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss): . . -5,699. Accumulation Depreciation . . .

Description of Property:. . . . . . White Settlement Tx ISD, Zero Coupon, 300000 face
Date Acquired: . 09/22/11 How Acquired . . . Purchased
Date Sold . . . 08/17/15 Name of Buyer . . .
Sales Price: . . 141,768. Cost or other basis (do not reduce by depreciation) . . . 152,918.
Sales Expense . . Valuation Method.. . . .
Total Gain (Loss) . . -11,150. Accumulation Depreciation: . . .

Description of Property.. . . . . . Canyon Tx Regl Wtr Auth, 10000 face
Date Acquired: . 09/22/11 How Acquired . . . Purchased
Date Sold. . . . 08/17/15 Name of Buyer: . . .
Sales Price: . . 5,000. Cost or other basis (do not reduce by depreciation) . . . 4,988.
Sales Expense . . Valuation Method:. . . .
Total Gain (Loss) . . 12. Accumulation Depreciation . . .

Description of Property.. . . . . . Frisco Tx Oblig, 50000 face
Date Acquired . 08/17/10 How Acquired . . . Purchased
Date Sold. . . . 06/19/15 Name of Buyer: . . .
Sales Price . . 20,000. Cost or other basis (do not reduce by depreciation) . . 20,534.
Sales Expense:. . Valuation Method:. . . .
Total Gain (Loss): . . -534. Accumulation Depreciation . . .

Description of Property . . . . . . Kane & Du Page Co Il, 50000 face
Date Acquired: . 07/13/15 How Acquired . . . Purchased
Date Sold . . . 04/15/16 Name of Buyer . . .
Sales Price: . . 50,000. Cost or other basis (do not reduce by depreciation) . . . 50,945.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss): . . -945. Accumulation Depreciation. . . .

Description of Property . . . . . . Wichita Fall Tx CTF, 5000 face
Date Acquired . 02/19/13 How Acquired . . . Purchased
Date Sold: . . . 09/02/15 Name of Buyer . . .
Sales Price . . 5,000. Cost or other basis (do not reduce by depreciation) . . . 5,012.
Sales Expense:. . Valuation Method.. . . .
Total Gain (Loss). . . -12. Accumulation Depreciation. . . .

Description of Property . . . . . . See Net Gain or Loss from Sale of Assets
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price. . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation. . . .

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . Certificate of deposit, BMW Bank NA, 100000 face
Business Code . ______ Exclusion Code. . . 14
Date Acquired . . 12/06/10 How Acquired . Purchased
Date Sold . . . . 12/01/15 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 100,000. Cost or other basis (do not reduce by depreciation) . . 100,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 0. Accumulated Depreciation . . . .

Description of Property . . . . . Certificate of deposit, BMW Bank NA, 100000 face
Business Code . Exclusion Code. . . . 14
Date Acquired . . 05/17/13 How Acquired . Purchased
Date Sold . . . . 05/26/15 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 100,000. Cost or other basis (do not reduce by depreciation) . . 100,000.
Sales Expense . . Valuation Method . .
Total Gain (Loss) . . 0. Accumulated Depreciation . . . .

Description of Property . . . . . . Certificate of deposit, Comenity Bank, 100000 face
Business Code . Exclusion Code. . . . 14
Date Acquired . . 08/20/14 How Acquired . Purchased
Date Sold . . . 02/29/16 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 100,000. Cost or other basis (do not reduce by depreciation) . . 100,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . 0. Accumulated Depreciation . . . .

Description of Property . . . . . . Certificate of deposit, First National Bank, 50000 face
Business Code . Exclusion Code. . . . 14
Date Acquired . . 03/06/09 How Acquired . Purchased
Date Sold . . . . 03/07/16 Name of Buyer.
Check Box, if Buyer is a Business. . . ☐
Sales Price . . . 50,000. Cost or other basis (do not reduce by depreciation) . . 50,006.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -6. Accumulated Depreciation . . . .

Description of Property . . . . . . Certificate of deposit, GE Money Bank, 95000 face
Business Code . Exclusion Code. . . . 14
Date Acquired . . 06/30/10 How Acquired . Purchased
Date Sold . . . 07/02/15 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . 95,000. Cost or other basis (do not reduce by depreciation) . . 95,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 0. Accumulated Depreciation . . . .

Description of Property . . . . . . Certificate of deposit, Goldman Sachs Bank, 100000 face
Business Code . Exclusion Code. . . . 14
Date Acquired . . 02/15/12 How Acquired . Purchased
Date Sold . . . 02/22/16 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . 100,000. Cost or other basis (do not reduce by depreciation) . . 100,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 0. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a Continued
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . FNMA Step Up Notes, 100000 face
Business Code . ______ Exclusion Code. . . . 14
Date Acquired . . 11/14/12 How Acquired . Purchased
Date Sold . . . . 08/17/15 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 100,000. Cost or other basis (do not reduce by depreciation) . 100,000.
Sales Expense . Valuation Method . . .
Total Gain (Loss) . . . 0. Accumulated Depreciation . . . .

Description of Property . . . . . . Long-term capital gain dividends
Business Code ______ Exclusion Code. . . . 14
Date Acquired . . 12/15/99 How Acquired . Purchased
Date Sold . . . . 12/31/15 Name of Buyer.
Check Box, if Buyer is a Business . . . ☐
Sales Price . . 27,253. Cost or other basis (do not reduce by depreciation) . 0.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . 27,253. Accumulated Depreciation . . . .

Description of Property . . . . . . From Schedule K-1, MBA Investment Fund LLC
Business Code . ______ Exclusion Code. . . 14
Date Acquired . . 12/31/15 How Acquired . Donated
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . ☐
Sales Price . . . 321. Cost or other basis (do not reduce by depreciation) . . 0.
Sales Expense . . Valuation Method . .
Total Gain (Loss) . . 321. Accumulated Depreciation . . . .

Description of Property . . . . . From Schedule K-1, MBA Investment Fund LLC
Business Code . ______ Exclusion Code. . . . 14
Date Acquired . . 10/17/96 How Acquired . Donated
Date Sold . . 12/31/15 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 10,204. Cost or other basis (do not reduce by depreciation) . . 0.
Sales Expense . Valuation Method . . .
Total Gain (Loss) . . 10,204. Accumulated Depreciation . . . .

Miscellaneous Statement

Part I, Line 13, Compensation of Officers, etc		
Trustee: Rebecca Gale		
The trustee maintains an office that provides		
investment and administrative services for		
herself and various entities related to		
the family. The Foundation compensates the		
trustee for these services based on a fee		
schedule obtained from a major financial		
institution that provides similar services		
to unrelated entities.		
The average hours per week listed on Part VIII,		
Information about Officers, Directors, etc		
includes hours for both the trustee and her		
staff since the compensation listed includes		
payment for services rendered by the staff.		
Trustee: Jo Hackler		
The trustee receives no direct compensation from		
the Foundation but is an employee of the		
administrative office referred to above and		
receives compensation for those services. No		
amounts have been reported on form 990-PF		
for this trustee because such compensation is		
included in the amounts reported as paid to		
her employer.		
Total		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Partnership expenses	1,834.	1,834.		
Other	836.	50.		750.
Total	2,670.	1,884.		750.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Frisco Tx Oblig, 50000 face	P	08/17/10	06/19/15
Kane & Du Page Co Il, 50000 face	P	07/13/15	04/15/16
Wichita Fall Tx CTF, 5000 face	P	02/19/13	09/02/15
Certificate of deposit, BMW Bank NA, 100000 face	P	12/06/10	12/01/15
Certificate of deposit, BMW Bank NA, 100000 face	P	05/17/13	05/26/15
Certificate of deposit, Comenity Bank, 100000 face	P	08/20/14	02/29/16
Certificate of deposit, First National Bank, 50000 face	P	03/06/09	03/07/16
Certificate of deposit, GE Money Bank, 95000 face	P	06/30/10	07/02/15
Certificate of deposit, Goldman Sachs Bank, 100000 face	P	02/15/12	02/22/16
FNMA Step Up Notes, 100000 face	P	11/14/12	08/17/15
Long-term capital gain dividends	P	12/15/99	12/31/15
From Schedule K-1, MBA Investment Fund LLC	D	12/31/15	12/31/15
From Schedule K-1, MBA Investment Fund LLC	D	10/17/96	12/31/15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,000.		20,534.	-534.
50,000.		50,945.	-945.
5,000.		5,012.	-12.
100,000.		100,000.	0.
100,000.		100,000.	0.
100,000.		100,000.	0.
50,000.		50,006.	-6.
95,000.		95,000.	0.
100,000.		100,000.	0.
100,000.		100,000.	0.
27,253.		0.	27,253.
321.		0.	321.
10,204.		0.	10,204.
Total		721,497.	36,281.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
			-534.
			-945.
			-12.
			0.
			0.
			0.
			-6.
			0.
			0.
			0.
			27,253.
			321.
			10,204.
Total			36,281.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
National Yiddish Book Center 1021 West Street Amherst MA 01002		509(a)(1)	Unrestricted	Person or ☐ Business ☒ 2,500.
Ner Israel Rabbinical College 400 Mt Wilson Lane Baltimore MD 21208		509(a)(1)	Unrestricted	Person or ☐ Business ☒ 67,000.
Project on Fair Representation 3571 Far West Blvd #17 Austin TX 78731		509(a)(2)	Unrestricted	Person or ☐ Business ☒ 60,000.
Ronald McDonald House 301 14th Street Galveston TX 77550		509(a)(1)	Unrestricted	Person or ☐ Business ☒ 1,000.
Salvation Army P O Box 3706 Beaumont TX 77704		509(a)(1)	Summer Camp	Person or ☐ Business ☒ 500.
Salvation Army P O Box 3706 Beaumont TX 77704		509(a)(1)	Thanksgiving Fund	Person or ☐ Business ☒ 500.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox / Amount
***a** Paid during the year*				
Salvation Army P O Box 3706 Beaumont TX 77704		509(a)(1)	Unrestricted	Person or Business X 500.
Some Other Place P O Box 843 Beaumont TX 7704		509(a)(1)	Unrestricted	Person or Business X 1,000.
Southeast Texas Food Bank 3845 Martin Luther King Parkway Beaumont TX 77705		509(a)(1)	Unrestricted	Person or Business X 700.
Southern Jewish Historical Society 6856 Flagstone Way Flowery Branch GA 30542		509(a)(2)	Unrestricted	Person or Business X 1,500.
Surgical Volunteers International 65712 E Mesa Ridge Ct Tuscon AZ 85739		509(a)(1)	Unrestricted	Person or Business X 5,000.
SW Center for Study of Hospital 1837 Monte Carlo Way Coral Spring FL 33071		509(a)(1)	Unrestricted	Person or Business X 73,500.
Symphony of Southeast Texas 4345 Phelan Blvd Beaumont TX 77707		509(a)(2)	Unrestricted	Person or Business X 1,200.
Temple Emanueal 1120 Broadway Beaumont TX 77701		Church	Unrestricted	Person or Business X 9,360.
Texas Hillel 2105 San Antonio St Austin TX 78705		509(a)(1)	Unrestricted	Person or Business X 500.
United Way of Beaumont P O Box 1430 Beaumont TX 77704		509(a)(1)	Unrestricted	Person or Business X 5,000.
University of Texas-Austin P O Box 7219 Austin TX 78712		Govt Unit	Harry Ranson Humanities Research Center	Person or Business X 2,500.
University of Texas-Austin P O Box 65080 San Antonio TX 78265		Govt Unit	President's Associates	Person or Business X 2,000.
University of Texas-Austin 2125 Speedway Stop C1402 Austin TX 78712		Govt Unit	McDonald Observatory	Person or Business X 2,000.
University of Texas Medical Branch 301 University Boulevard Galveston TX 77555		Govt Unit	School of Nursing	Person or Business X 55,000.
University of Texas Medical Branch 301 University Boulevard Galveston TX 77555		Govt Unit	Fund for Clinical Excellence	Person or Business X 25,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
Vestibular Disorders Association 5018 NE 15th Avenue Portland OR 97211		509(a)(2)	Unrestricted	Person or Business X 500.
World Jewish Congress Foundation 501 Madison Avenue New York NY 10022		509(a)(1)	Unrestricted	Person or Business X 750.
Wounded Warrior Project P O Box 758541 Topeka KS 66675		509(a)(1)	Unrestricted	Person or Business X 250.
Total				317,760.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
East Montgomery County MUD #3	74,294.	79,333.		
Fort Bend Co Tx MUD #123	104,709.	105,477.		
Haris Co Tx MUD #411	98,767.	105,503.		
Harris Co Tx MUD #500	100,000.	104,830.		
Hawaii State Dept Budget & Fin	35,863.	35,835.		
Love Field Airport Modernization	78,248.	85,065.		
North Hays Co MUD #1	75,000.	76,827.		
San Antonio Tx Airport Syst	91,632.	89,128.		
Denton Tx ISD, Zero Coupon	24,811.	24,334.		
Grand Prairie ISD, Zero Coupon	127,988.	128,214.		
Harrisburg Pa Cap Apprec, Zero Coupon	47,297.	47,705.		
York PA Ser A FGIC Cap, Zero Coupon	46,495.	55,088.		
Williamson Co Il, Zero Coupon	25,951.	26,398.		
FHLB Bond Step-up, due 7/26/2027			150,000.	149,792.
FHLB Bond, due 11/25/2016			99,472.	100,778.
FHLB Bond, due 12/05/2022			100,005.	100,002.
FHLB Bond, due 04/14/2031			250,003.	250,097.
FNMA Nts, due 12/20/2019			101,129.	99,942.
FNMA Step-up Nts, due 12/06/2018			100,000.	100,199.
US Treasury Prot Note, due 7/15/2016			252,283.	238,084.
US Treasury Note, due 01/15/2019			58,082.	59,485.
US Treasury Note, due 01/15/2019			117,689.	118,969.

Form 990-PF, Page 2, Part II, Line 10a Continued
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
Canyon Tx Regl Wtr Auth	4,987.	5,041.		
City of Lubbock Tx	15,000.	16,494.		
Cypress-Fairbanks ISD	49,387.	50,836.		
Dalls Tx Area Rapid Transit	107,519.	112,103.		
Dallas Co Hosp District	219,942.	225,680.		
Frisco Tx Oblig	30,803.	30,128.		
Galveston Co Tx	106,808.	109,448.		
Hallsville Tx ISD	45,000.	50,008.		
Houston Tx Airport Sys	29,167.	30,197.		
Houston Tx Airport Sys	51,875.	60,395.		
Houston Tx ISD Build America	167,864.	167,196.		
Jacksboro Tx ISD	105,276.	112,431.		
Lancaster Tx	101,352.	105,327.		
Oklahoma Dev Fin Auth	100,000.	104,020.		
Pharr-San Juan-Alamo Tx ISD	102,178.	112,388.		
San Antonio Tx ISD	100,000.	114,562.		
Sarasota Co Fl Util, due 10/10/2040	250,232.	257,239.		
Stockdale Tx ISD, due 8/15/2026	53,625.	57,137.		
Texas A&M University Rev Fin	100,000.	101,670.		
Tulsa OK Airport Improv, due 06/01/2022	189,117.	198,005.		
Victoria Tx CTFS Obl	102,401.	110,338.		
West Ranch Mgmt Dist Tx	74,997.	74,704.		
Wichita Falls Tx CTF	5,212.	5,067.		
Total	3,043,797.	3,174,151.	1,228,663.	1,217,348.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Weingarten Realty, 34,413 shares	549,435.	1,260,560.
ING Groep NV 6.2% preferred, 900 shares	22,919.	23,202.
Wells Fargo & Co 7.98% preferred, 75000 shares	82,260.	78,000.
Centerpoint Energy, 1100 shares	14,479.	23,595.
General Electric Company, 3000 shares	66,875.	92,250.
NRG/GenOn Energy Inc, 105 shares	2,684.	1,586.
Total	738,652.	1,479,193.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Ford Motor Credit	25,000.	24,860.
Ford Motor Credit	50,000.	49,351.
General Electric Corp	50,000.	50,600.
Goldman Sachs Group Inc	50,000.	50,664.
Royal Bank of Canada	50,000.	49,295.
Total	225,000.	224,770.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Certificate of Deposit: Ally Bank	200,000.	201,190.
Certificate of Deposit: Ally Bank	50,000.	49,918.
Certificate of Deposit: Citi Bank Salt Lake	50,000.	50,077.
Certificate of Deposit: Comenity Bank	100,000.	100,121.
Certificate of Deposit: Discover Bank	150,000.	151,129.
Certificate of Deposit: Discover Bank	100,000.	100,043.
Certificate of Deposit: First Bank Highland Ill	150,000.	149,984.
Certificate of Deposit: GE Money Bank	100,000.	101,817.
Certificate of Deposit: Goldman Sachs Bank	100,000.	100,800.
Certificate of Deposit: Wilshire St Bank CA	100,000.	100,068.
American Funds Washington Mutual, 16763.912 shares	526,792.	660,163.
IShares Barclays 1-3 Year CD Fund, 1000 shares	102,125.	105,620.
IShares Barclays Tips Bond Fund, 1000 shares	100,966.	114,880.
IShares Barclays Tips Bond Fund, 1000 shares	104,704.	114,880.
IShares Core S&P Total US Stock Market, 5800 shares	530,612.	544,620.
Partnership Interests	132,701.	132,701.
Gold	249,480.	209,586.
Total	2,847,380.	2,987,597.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Accrued Interest Purchased	16.	954.	954.
Total	16.	954.	954.