

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 NOV 1, 2015, and ending OCT 31, 2016

Name of foundation
THE 1687 FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
PO BOX 11283

City or town, state or province, country, and ZIP or foreign postal code
MIDLAND, TX 79702

A Employer identification number
26-3772474

B Telephone number
432-618-1731

C If exemption application is pending, check here ☐

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 ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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)
\$ 29,470,996. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		7,997,000.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		14.	14.		STATEMENT 1
4 Dividends and interest from securities		54,316.	52,667.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,402.			
b Gross sales price for all assets on line 6a		4,006.			
7 Capital gain net income (from Part IV, line 2)			3,402.		
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)					
11 Other income		335,722.	335,722.		STATEMENT 3
12 Total. Add lines 1 through 11		8,390,454.	391,805.		
13 Compensation of officers, directors, trustees, etc.		42,657.	0.		0.
14 Other employee salaries and wages		173,767.	0.		173,767.
15 Pension plans, employee benefits					
16a Legal fees		1,355.	1,355.		0.
b Accounting fees		20,645.	2,031.		0.
c Other professional fees		133,684.	85,959.		0.
17 Interest		4.	4.		0.
18 Taxes		50,557.	17.		12,205.
19 Depreciation and depletion		1,115.	0.		
20 Occupancy		68,071.	0.		68,071.
21 Travel, conferences, and meetings		54,213.	0.		47,332.
22 Printing and publications		11,034.	0.		11,034.
23 Other expenses		283,127.	84,949.		180,972.
24 Total operating and administrative expenses. Add lines 13 through 23		840,229.	174,315.		493,381.
25 Contributions, gifts, grants paid		2,303,859.			2,303,859.
26 Total expenses and disbursements. Add lines 24 and 25		3,144,088.	174,315.		2,797,240.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,246,366.			
b Net investment income (if negative, enter -0-)			217,490.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	22,744,969.	27,994,621.	27,994,621.
	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			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock STMT 9	164,086.	168,545.	218,796.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	30,000.		
	14 Land, buildings, and equipment: basis ▶ 37,085. Less: accumulated depreciation STMT 10 ▶ 33,371.	8,836.	3,714.	3,714.
15 Other assets (describe ▶ STATEMENT 11)	5,362.	25,612.	1,253,865.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	22,953,253.	28,192,492.	29,470,996.	
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			
	22 Other liabilities (describe ▶)	11,668.	2,717.	
23 Total liabilities (add lines 17 through 22)	11,668.	2,717.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	22,941,585.	28,189,775.		
30 Total net assets or fund balances	22,941,585.	28,189,775.		
31 Total liabilities and net assets/fund balances	22,953,253.	28,192,492.		

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 22,941,585.
2 Enter amount from Part I, line 27a	2 5,246,366.
3 Other increases not included in line 2 (itemize) ▶ BOOK BASIS INCREASE TO ASSETS	3 1,824.
4 Add lines 1, 2, and 3	4 28,189,775.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 28,189,775.

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.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
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			
b			
c			
d			
e 4,006.		604.	3,402.

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			
b			
c			
d			
e			3,402.

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	3,402.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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	2,577,658.	25,360,311.	.101641
2013	1,799,142.	17,897,024.	.100527
2012	3,459,143.	9,361,542.	.369506
2011	2,781,672.	8,193,758.	.339487
2010	2,929,890.	3,206,667.	.913687

2 Total of line 1, column (d)	2	1.824848
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	.364970
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	29,038,779.
5 Multiply line 4 by line 3	5	10,598,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,175.
7 Add lines 5 and 6	7	10,600,458.
8 Enter qualifying distributions from Part XII, line 4	8	2,797,240.

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)

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	4,350.
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	4,350.
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	4,350.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	24,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,600.	
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	20,250.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 5,000. Refunded ☐	11	15,250.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OR, 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	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	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► DONA BRADLEY Telephone no. ► 432-618-1731 Located at ► PO BOX 11283, MIDLAND, TX ZIP+4 ► 79702		
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 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☒ Yes ☐ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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	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 ► 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

X

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 12		42,657.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LAURIETTA R WILSON PO BOX 927, SISTERS, OR 97759	ADMINISTRATOR	ASSISTANT 85,080.	0.	0.

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

0

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 BOOKS OF SPIRITUAL UPLIFT TO MEMBERS OF MILITARY, OVER 5 MILLION BOOKS GIVEN	
	1,627,189.
2 PROVIDING RETREATS FOR MILITARY AND DISABLE INDIVIDUALS	
	248,581.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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	218,579.
b	Average of monthly cash balances	1b	28,455,380.
c	Fair market value of all other assets	1c	807,035.
d	Total (add lines 1a, b, and c)	1d	29,480,994.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	29,480,994.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	442,215.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,038,779.
6	Minimum investment return. Enter 5% of line 5	6	1,451,939.

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,797,240.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,797,240.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,797,240.

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				0.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	2,769,557.			
b From 2011	2,380,818.			
c From 2012	3,028,692.			
d From 2013				
e From 2014				
f Total of lines 3a through e	8,179,067.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	N/A			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
f Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
5 Enter the net total of each column as indicated below:	8,179,067.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	2,769,557.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	5,409,510.			
10 Analysis of line 9:				
a Excess from 2011	2,380,818.			
b Excess from 2012	3,028,692.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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	09/03/14
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09/03/14

☒ 4942(j)(3) or ☐ 4942(j)(5)

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

0.	0.	0.	0.	0.
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0.	0.	0.	0.	0.
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2,797,240.	2,577,658.	1,799,142.	3,477,956.	10,651,996.
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0.	0.	502.725.	525.000.	1.027.725.
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2.797.240.	2.577.658.	1.296.417.	2.952.956.	9.624.271.
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2017	2018	2019	2020	2021

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				0.
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				0.
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967.959.	845.344.	596.567.	0.	2.409.870.
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					0.
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				0.
--	--	--	--	----

				0.
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1 Information Regarding Foundation Managers:

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

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

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

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

2. The name, address, and telephone number of a main address of the person to whom applications should be addressed:

• The terms in which applicants discuss economics and information and materials may include:

• **Final submission deadline:**

[illegible]

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				
AGAPE COUNSELING SERVICES 3500 NORTH A ST SUITE 2400 MIDLAND, TX 79705	NONE	PUBLIC CHARITY	DONATION	30,000.
ALZHEIMERS ASSOCIATION 225 N. MICHIGAN AVE. FLOOR 17 CHICAGO, IL 60601-7633	NONE	PUBLIC CHARITY	DONATION	544.
AMERICAN QUARTER HORSE FOUNDATION 1600 QUARTER HORSE DR AMARILLO, TX 79104	NONE	PUBLIC CHARITY	DONATION	50,000.
BIG BROTHERS BIG SISTERS 230 N. 13TH ST. PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	DONATION	10,000.
BRAIN PERFORMANCE INST. OF DALLAS 1215 KINWEST PKWY IRVING, TX 75063	NONE	PUBLIC CHARITY	DONATION	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 2,303,859.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						14.
4 Dividends and interest from securities						54,316.
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	211110	335,722.				
8 Gain or (loss) from sales of assets other than inventory						3,402.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		335,722.		0.		57,732.
13 Total. Add line 12, columns (b), (d), and (e)						393,454.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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.)
1a	.06 SHS CALIFORNIA RES CORP	P	12/22/09	06/10/16
b	.14 SHS CALIFORNIA RES CORP	P	12/22/09	06/10/16
c	.56 SHS CALIFORNIA RESOURCES CORP	P	12/22/09	04/08/16
d	.68 SHS DELL TECHNOLOGIES INC	P	08/25/09	09/19/16
e	.73 SHS JOHNSON CTLS INTL PLC	P	08/25/09	09/26/16
f	20.82 SHS EMC CORP MASS	P	08/25/09	09/08/16
g	3 SHS ADT CORP	P	08/25/09	05/02/16
h	3.18 SHS EMC CORP MASS	P	08/25/09	09/07/16
i	7 SHS QUESTAR CORP	P	01/28/10	09/16/16
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(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.		1.	0.
b 2.		10.	-8.
c 1.		4.	-3.
d 33.		32.	1.
e 32.		12.	20.
f 610.		334.	276.
g 126.		62.	64.
h 93.		52.	41.
i 175.		97.	78.
j 2,933.			2,933.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			-8.
c			-3.
d			1.
e			20.
f			276.
g			64.
h			41.
i			78.
j			2,933.
k			
l			
m			
n			
o			

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	3,402.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
CHASE'S PLACE 320 CUSTER ROAD RICHARDSON, TX 75080	NONE	PUBLIC CHARITY	DONATION	3,200.
COMMUNITIES IN SCHOOLS 2345 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PUBLIC CHARITY	DONATION	30,000.
DOWN SYNDROME ASSOCIATION 3710 CEDAR ST STE 297 BOX 3 AUSTIN, TX 78705-1449	NONE	PUBLIC CHARITY	DONATION	10,000.
EXPEDITON BALANCE PO BOX 7172 HOUSTON, TX 77248	NONE	PUBLIC CHARITY	DONATION	5,000.
FISHER HOUSE 1401 ROCKVILLE PIKE, SUITE 600 ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	DONATION	50,000.
GENERAL TOMMY FRANKS LEADERSHIP INSTITUTE AND MUSEUM 507 S. MAIN ST. HOBART, OK 73651	NONE	PUBLIC CHARITY	DONATION	20,000.
GRACE AFTER FIRE 8737 KING GEORGE DRIVE DALLAS, TX 75235	NONE	PUBLIC CHARITY	DONATION	5,000.
GREATER HOUSTON REGIONAL GROUP OF THE BLINDED VETERANS ASSOCIATION 7830 WHISPERING WOOD LANE HOUSTON, TX 77086	NONE	PUBLIC CHARITY	DONATION	2,500.
MAKE A WISH FOUNDATION - NORTH TEXAS 6655 DESEO IRVING, TX 75039	NONE	PUBLIC CHARITY	DONATION	50,000.
MIDLAND COLLEGE 600 BROADWAY, SUITE 200 KANSAS CITY, TX 64105	NONE	PUBLIC CHARITY	DONATION	50,000.
Total from continuation sheets				2,208,315.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NONPROFIT MANAGEMENT CENTER 3500 N. A STREET SUIT 2300 MIDLAND, TX 79705	NONE	PUBLIC CHARITY	DONATION	1,500.
PARALYZED VETERANS OF AMERICA 801 EIGHTEENTH STREET NW WASHINGTON, DC 20006-3517	NONE	PUBLIC CHARITY	DONATION	50,000.
SALVATION ARMY 615 SLATERS LANE P.O. BOX 269 ALEXANDRIA, VA 22313	NONE	PUBLIC CHARITY	DONATION	4,500.
SAMARITAN COUNSELING CENTER OF WEST TX 10008 PILOT AVE MIDLAND, TX 79706	NONE	PUBLIC CHARITY	DONATION	25,000.
TRINITY CHRISTIAN SCHOOL 3500 W WADLEY AVE MIDLAND, TX 79707	NONE	PUBLIC CHARITY	DONATION	2,500.
TUMALO COMMUNITY CHURCH 64671 BRUCE AVE BEND, OR 97703	NONE	PUBLIC CHARITY	DONATION	2,412.
VETERANS OF FOREIGN WARS 406 WEST 34TH STREET KANSAS CITY, MO 64111	NONE	PUBLIC CHARITY	DONATION	50,000.
MILITARY AND GENERAL PUBLIC VARIOUS VARIOUS	NONE	PUBLIC CHARITY	DONATION	1,577,189.
SPECIAL EVENTS FOR VETERANS AND DISABLED VARIOUS VARIOUS, TX 79706	NONE	PUBLIC CHARITY	DONATION	219,514.
SNOW BALL EXPRESS 2973 HARBOR BLVD. #401 COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	DONATION	50,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO INTEREST	14.	14.	
TOTAL TO PART I, LINE 3	14.	14.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO	57,249.	2,933.	54,316.	52,667.	
TO PART I, LINE 4	57,249.	2,933.	54,316.	52,667.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TEXAS OIL AND GAS ROYALTIES	335,722.	335,722.	
TOTAL TO FORM 990-PF, PART I, LINE 11	335,722.	335,722.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,355.	1,355.		0.
TO FM 990-PF, PG 1, LN 16A	1,355.	1,355.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	20,645.	2,031.			0.
TO FORM 990-PF, PG 1, LN 16B	20,645.	2,031.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	133,684.	85,959.			0.
TO FORM 990-PF, PG 1, LN 16C	133,684.	85,959.			0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	12,205.	0.			12,205.
FOREIGN TAXES PAID	17.	17.			0.
STATE TAXES PAID	1,200.	0.			0.
FEDERAL TAXES PAID	37,135.	0.			0.
TO FORM 990-PF, PG 1, LN 18	50,557.	17.			12,205.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER FEES	2,500.	0.		0.	
INSURANCE	7,807.	0.		0.	
MILEAGE EXPENSE	686.	0.		686.	
MISCELLANEOUS	1,465.	0.		0.	
OFFICE OVERHEAD	149,781.	0.		149,781.	
POSTAGE AND MAIL SERVICE	3,958.	0.		3,958.	
ROYALTY EXPENSE	84,949.	84,949.		0.	
TELEPHONE & TELECOMMUNICATIONS	3,699.	0.		3,699.	
OUTSIDE SERVICES	987.	0.		0.	
SUPPLIES	9,970.	0.		9,970.	
UTILITIES	12,878.	0.		12,878.	
MEMBERSHIP DUES	50.	0.		0.	
PENALTIES	390.	0.		0.	
AMORTIZATION	4,007.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	283,127.	84,949.		180,972.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
STOCK			168,545.	218,796.
TOTAL TO FORM 990-PF, PART II, LINE 10B			168,545.	218,796.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
SOFTWARE	27,050.	27,050.	0.	
OFFICE FURNITURE	6,910.	4,391.	2,519.	
COMPUTER	1,125.	963.	162.	
SOFTWARE	2,000.	967.	1,033.	
TOTAL TO FM 990-PF, PART II, LN 14	37,085.	33,371.	3,714.	

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS PROPERTIES	5,362.	5,362.	1,253,865.
ACCOUNT RECEIVABLE TAXES	0.	15,250.	0.
ESTIMATED TAX 2016	0.	5,000.	0.
TO FORM 990-PF, PART II, LINE 15	5,362.	25,612.	1,253,865.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATTI JO PECK WOOD C/O DONA BRADLEY PO BOX 11283 MIDLAND, TX 79702	DIRECTOR, VP, SEC, AND TRE 5.00	0.	0.	0.
DON L. PARKS 4310 TUMBLEWOOD TRAIL MIDLAND, TX 79707	DIRECTOR 1.00	1,500.	0.	0.
HERBERT L. CARTWRIGHT, III 5001 WOODHOLLOW DR MIDLAND, TX 79707	DIRECTOR 1.00	1,500.	0.	0.
DEBBIE GALLOWAY PO BOX 865049 PLANO, TX 75086	DIRECTOR 1.00	1,500.	0.	0.
MINDY JOHNSON 11093 CR 440 CROSS PLAINS, TX 99510	DIRECTOR, ACTIVITIES DIREC 20.00	38,157.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		42,657.	0.	0.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	SOFTWARE	063011		60M	43	27,050.			27,050.	23,443.		3,607.
4	OFFICE FURNITURE	101513	200DB	7.00	17	6,910.			6,910.	3,384.		1,007.
5	COMPUTER	021514	200DB	5.00	17	1,125.		563.	562.	292.		108.
6	SOFTWARE	061014		60M	43	2,000.			2,000.	567.		400.
* TOTAL 990-PF PG 1												
DEPR & AMORT												
						37,085.		563.	36,522.	27,686.	0.	5,122.