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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 12-01-2015, and ending 11-30-2016

Name of foundation EARNEST & DORTHY BARROW FOUNDATION MUSEUM		A Employer identification number 75-1550896
Number and street (or P O box number if mail is not delivered to street address) 331 W AVENUE B	Room/suite	B Telephone number (see instructions) (325) 469-3788
City or town, state or province, country, and ZIP or foreign postal code SAN ANGELO, TX 76903		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,600,793	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify _____) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	271			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,337	4,337	4,337	
	4 Dividends and interest from securities	69,081	69,081	69,081	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	514			
	b Gross sales price for all assets on line 6a _____ 15,777				
	7 Capital gain net income (from Part IV, line 2)		514		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	224,664	0	224,664	
	12 Total. Add lines 1 through 11	298,867	73,932	298,082	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages	43,729	0	0	43,729
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	6,000	0	0	6,000
	b Accounting fees (attach schedule).	15,925	4,778	0	11,147
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	48,742	0	0	48,742
	19 Depreciation (attach schedule) and depletion	7,437	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	432	0	0	432
	22 Printing and publications				
	23 Other expenses (attach schedule).	140,521	26,820	0	113,701
	24 Total operating and administrative expenses. Add lines 13 through 23	262,786	31,598	0	223,751
	25 Contributions, gifts, grants paid	30,700			30,700
	26 Total expenses and disbursements. Add lines 24 and 25	293,486	31,598	0	254,451
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,381			
	b Net investment income (if negative, enter -0-)		42,334		
	c Adjusted net income (if negative, enter -0-)			298,082	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	306,574	640,231	640,231
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,246,933	550,468	693,899
	c Investments—corporate bonds (attach schedule)	793,060	60,000	63,616
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	5,116,110	2,464,254	2,444,030
Liabilities	14 Land, buildings, and equipment basis ▶ <u>171,158</u> Less accumulated depreciation (attach schedule) ▶ <u>111,819</u>			
	15 Other assets (describe ▶ _____)	895,758	896,413	896,413
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,419,811	4,670,705	6,600,793
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	0	582	
	23 Total liabilities (add lines 17 through 22)	0	582	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,465,104	3,715,416	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	954,707	954,707	
	30 Total net assets or fund balances (see instructions)	8,419,811	4,670,123	
	31 Total liabilities and net assets/fund balances (see instructions) . .	8,419,811	4,670,705	

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 8,419,811
2	Enter amount from Part I, line 27a	2 5,381
3	Other increases not included in line 2 (itemize) ▶ _____	3 30,046
4	Add lines 1, 2, and 3	4 8,455,238
5	Decreases not included in line 2 (itemize) ▶ _____	5 3,785,115
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 4,670,123

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	SEE ATTACHED - NET SHORT TERM LOSS			
b	SEE ATTACHED - NET LONG TERM GAIN			
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a		15,263	-15,263
b	15,777		15,777
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-15,263
b			15,777
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	514
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	-15,263

Part V

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	559,184	2,741,408	0 203977
2013	261,646	1,997,481	0 130988
2012	167,735	1,760,345	0 095285
2011	204,882	1,542,253	0 132846
2010	171,021	1,425,724	0 119954

2	Total of line 1, column (d).	2	0 683050
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 136610
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	2,816,060
5	Multiply line 4 by line 3.	5	384,702
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	423
7	Add lines 5 and 6.	7	385,125
8	Enter qualifying distributions from Part XII, line 4.	8	254,451

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	847
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	847
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	847
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	265
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	250
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	515
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	337
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			No
		1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes			
14	The books are in care of ▶ <u>OLIVER RAINEY WOJTEK LLP</u> Telephone no ▶ <u>(325) 942-6713</u> Located at ▶ <u>2909 SHERWOOD WAY STE 300 SAN ANGELO TX</u> ZIP+4 ▶ <u>769013558</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table><tr><td>15</td><td>0</td></tr></table>	15	0			
15	0					
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes " to 6b, file Form 8870

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total

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

0

Form **990-PF** (2015)

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. ▶		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 OPERATION AND MAINTENANCE OF THE EARNEST AND DOROTHY BARROW FOUNDATION MUSEUM IN EOLA, TEXAS. THE MUSEUM WAS FOUNDED TO DISPLAY EARNEST & DOROTHY BARROW'S EXTENSIVE COLLECTION OF MEMORABILIA FROM THE EARLY DAYS OF THE CONCHO VALLEY.	254,451
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. ▶	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	2,648,515
b	Average of monthly cash balances.	1b	210,429
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,858,944
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	2,858,944
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	42,884
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,816,060
6	Minimum investment return.Enter 5% of line 5.	6	140,803

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 amountas 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	254,451
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	254,451
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	254,451

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

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ _____				
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.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. ▶

b

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

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Tax year	Prior 3 years				(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012		
140,803	82,201	56,247	46,939	326,190	
119,683	69,871	47,810	39,898	277,262	
254,451	559,724	262,228	167,735	1,244,138	
0	0	0	0	0	
254,451	559,724	262,228	167,735	1,244,138	
				0	
				0	
93,869	91,380	66,583	58,678	310,510	
				0	
				0	
				0	
				0	

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
DANIEL WILDE EARNEST DOROTHY BARROW
331 W AVENUE B
SAN ANGELO, TX 76903
(325) 469-3788

b

The form in which applications should be submitted and information and materials they should include
WRITTEN LETTER TO THE PRESIDENT OF THE EARNEST & DOROTHY BARROW FOUNDATION

c

Any submission deadlines
NO DEADLINE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
DONATIONS ARE RESTRICTED TO ORGANIZATIONS THAT PROMOTE WEST TEXAS CULTURE AND RANCHING HERITAGE

Form 990-PF (2015)

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

Form **990-PF** (2015)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	4,337	
4 Dividends and interest from securities.			14	69,081	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	514	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		285,625	12,971
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		298,596

[illegible]

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

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.

(2) Other assets.

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees. . . .

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

2017-10-16

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use
Only**

Print/Type preparer's name
Jeffrey Bozeman CPA

Preparer's Signature

Date

Check if self-employed ☐

PTIN	P00183885
------	-----------

Firm's name ▶
OLIVER RAINEY & WOJTEK LLP

Firm's EIN ▶ 75-2138464

Firm's address ▶
2909 Sherwood Way Suite 300 San Angelo, TX
76901

Phone no (325) 942-6713

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DANIEL WILDE	President 0 00	0	0	0
331 W AVENUE B SAN ANGELO,TX 76903				
BRAD HARALSON	Secretary 0 00	0	0	0
331 W AVENUE B SAN ANGELO,TX 76903				
PAUL STIPANOVIC	Treasurer 0 00	0	0	0
331 W AVENUE B SAN ANGELO,TX 76903				
DON PIWONKA	Director 0 00	0	0	0
331 W AVENUE B SAN ANGELO,TX 76903				
MARGIE CALHOUN	Director 0 00	0	0	0
331 W AVENUE B SAN ANGELO,TX 76903				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a OIL & GAS ROYALTIES			15	200,305	
b CROP INCOME					7,010
c LAND LEASE			16	447	
d CROP INSURANCE					5,961
e OTHER INCOME			01	294	
f FARM LEASE			16	8,050	
g LIVESTOCK SALES			18	2,597	

TY 2015 Accounting Fees Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,925	4,778	0	11,147

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

TY 2015 Depreciation Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM
EIN: 75-1550896

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AIR CONDITIONER	2001-01-01	1,429		VAR	0 %	0	0	0	
AIR CONDITIONER	2001-01-01	1,600		VAR	0 %	0	0	0	
AIR CONDITIONER	2001-01-01	1,825		VAR	0 %	0	0	0	
COMPUTER EQUIMENT	2001-01-01	6,833		VAR	0 %	0	0	0	
DRINK MACHINE	2001-01-01	300		VAR	0 %	0	0	0	
EDGER	2001-01-01	300		VAR	0 %	0	0	0	
LAND	2001-01-01	1,345		VAR	0 %	0	0	0	
MUSEUM BUILDING #1	2001-01-01	3,951		VAR	0 %	0	0	0	
MUSEUM BUILDING #2	2001-01-01	12,970		VAR	0 %	0	0	0	
SECURITY SYSTEM	2001-01-01	1,826		VAR	0 %	0	0	0	
STEEL GARAGE	2001-01-01	3,110		VAR	0 %	0	0	0	
DEER BLINDS	2005-09-20	3,453	3,453	200DB	7 000000000000	0	0	0	
FENCING	2005-04-19	38,303	38,303	200DB	7 000000000000	0	0	0	
CATTLE CHUTE	2005-09-14	1,499	1,499	200DB	7 000000000000	0	0	0	
BLACK BULL LIVESTOCK	2005-08-25	1,058	1,058	200DB	5 000000000000	0	0	0	
BULL LIVESTOCK	2005-09-08	975	975	200DB	5 000000000000	0	0	0	
POST HOLE DIGGER	2005-02-17	990	990	200DB	7 000000000000	0	0	0	
BULL LIVESTOCK	2007-01-18	1,125	1,125	200DB	5 000000000000	0	0	0	
BULL LIVESTOCK	2007-11-28	910	828	200DB	5 000000000000	0	0	0	
CALF TABLE	2008-10-06	990	990	200DB	7 000000000000	0	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRAIN DRILL	2008-04-26	1,000	1,000	200DB	7 000000000000	0	0	0	
AIR CONDITIONER - MUSEUM	2006-10-11	28,913	28,913	200DB	7 000000000000	0	0	0	
OTHER FURNITURE, FIX, EQU	2001-01-01	9,977		VAR	0 %	0	0	0	
AIR COMPRESSOR	2010-08-01	927	793	200DB	7 000000000000	83	0	0	
TRACTOR TIRE	2010-10-05	1,269	1,269	SL	3 000000000000	0	0	0	
RANCH FEEDER	2010-11-22	2,660	2,660	200DB	5 000000000000	0	0	0	
3 HEIFERS LIVESTOCK	2010-06-17	1,904	1,904	200DB	5 000000000000	0	0	0	
HOT WATER HEATER	2010-02-05	498	450	200DB	7 000000000000	44	0	0	
ROOF - GARY'S HOUSE	2011-06-20	5,030	816	SL	27 500000000000	183	0	0	
2012 NEW HOLLAND 30 HP TR	2012-05-15	15,600	12,904	200DB	5 000000000000	1,797	0	0	
COMPUTER WITH SOFTWARE	2014-04-15	670	348	200DB	5 000000000000	129	0	0	
2 15 FT 3 RAIL GATES	2014-02-08	5,335	2,069	200DB	7 000000000000	933	0	0	
2 DEER BLINDS	2014-08-12	4,114	1,596	200DB	7 000000000000	720	0	0	
LAWNMOWER	2015-06-10	3,069	439	200DB	7 000000000000	752	0	0	
A/C AT GARY'S HOUSE	2016-09-15	5,400		200DB	7 000000000000	2,796	0	0	

TY 2015 Investments Corporate Bonds Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME INVESTMENTS/BONDS	60,000	63,616

TY 2015 Investments Corporate Stock Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	550,468	693,899

TY 2015 Investments - Other Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
REAL ESTATE	AT COST	34,974	32,025
OIL & GAS INTEREST	FMV	701,066	701,066
CLOSED END FUNDS	AT COST	114,026	108,752
MUTUAL FUNDS	AT COST	1,614,188	1,602,187

TY 2015 Land, Etc. Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
AIR CONDITIONER	1,429	0	1,429	
AIR CONDITIONER	1,600	0	1,600	
AIR CONDITIONER	1,825	0	1,825	
COMPUTER EQUIPMENT	6,833	0	6,833	
DRINK MACHINE	300	0	300	
EDGER	300	0	300	
LAND	1,345	0	1,345	
MUSEUM BUILDING #1	3,951	0	3,951	
MUSEUM BUILDING #2	12,970	0	12,970	
SECURITY SYSTEM	1,826	0	1,826	
STEEL GARAGE	3,110	0	3,110	
DEER BLINDS	3,453	3,453	0	
FENCING	38,303	38,303	0	
CATTLE CHUTE	1,499	1,499	0	
BLACK BULL LIVESTOCK	1,058	1,058	0	
BULL LIVESTOCK	975	975	0	
POST HOLE DIGGER	990	990	0	
BULL LIVESTOCK	1,125	1,125	0	
BULL LIVESTOCK	910	828	82	
CALF TABLE	990	990	0	
GRAIN DRILL	1,000	1,000	0	
AIR CONDITIONER - MUSEUM	28,913	28,913	0	
OTHER FURNITURE, FIX, EQU	9,977	0	9,977	
AIR COMPRESSOR	927	876	51	
TRACTOR TIRE	1,269	1,269	0	
RANCH FEEDER	2,660	2,660	0	
3 HEIFERS LIVESTOCK	1,904	1,904	0	
HOT WATER HEATER	498	494	4	
ROOF - GARY'S HOUSE	5,030	999	4,031	
2012 NEW HOLLAND 30 HP TR	15,600	14,701	899	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER WITH SOFTWARE	670	477	193	
2 15 FT 3 RAIL GATES	5,335	3,002	2,333	
2 DEER BLINDS	4,114	2,316	1,798	
LAWN MOWER	3,069	1,191	1,878	
A/C AT GARY'S HOUSE	5,400	2,796	2,604	

TY 2015 Legal Fees Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	6,000	0	0	6,000

TY 2015 Other Assets Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
1934 FORD TRUCK	6,000	6,000	6,000
1935 MORRIS AUTO	7,000	7,000	7,000
ANTIQUE NICKELODEON	2,000	2,000	2,000
ANTIQUE ORGAN	17,500	17,500	17,500
ANTIQUE PIANO	10,000	10,000	10,000
ARROWHEAD COLLECTION	7,250	7,250	7,250
BARBED WIRE COLLECTION	7,650	7,650	7,650
BARROW JEWELRY & FURNITURE	122,651	122,651	122,651
BYNUM GUN ETC	250	250	250
CAROUSEL	2,500	2,500	2,500
FIGURINE COLLECTION	3,760	3,760	3,760
MUSEUM CONTENTS	703,192	703,192	703,192
RAILROAD CABOOSE	4,350	4,350	4,350
DUE FROM KICKAPOO CREEK	1,590	2,310	2,310
FIT RECEIVABLE	65		

TY 2015 Other Decreases Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Amount
OIL & GAS INTEREST FMV ADJUSTMENT	3,783,489
BASIS ADJUSTMENT	121
FOREIGN TAXES	658
FEDERAL EXCISE TAX	847

TY 2015 Other Expenses Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING	293	0	0	293
BANK FEES	268	0	0	268
DEPLETION	30,046	0	0	30,046
DUES & SUBSCRIPTIONS	35	0	0	35
EMPLOYEE BENEFITS	20,449	0	0	20,449
INSURANCE	16,504	0	0	16,504
INVESTMENT FEES	26,820	26,820	0	0
MEALS & ENTERTAINMENT	1,901	0	0	1,901
OFFICE EXPENSES	76	0	0	76
O&G OPERATING EXPENSES	1,541	0	0	1,541

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENT	54	0	0	54
REPAIRS AND MAINTENANCE	3,482	0	0	3,482
SUPPLIES	526	0	0	526
OTHER FEES	1,144	0	0	1,144
TELEPHONE	897	0	0	897
UTILITIES	3,171	0	0	3,171
FEED, MINERAL & SEED	2,217	0	0	2,217
RANCH AUTO EXPENSE	4,090	0	0	4,090
RANCH CONTRACT LABOR	9,612	0	0	9,612
RANCH MEALS & ENTERTAINMENT	52	0	0	52

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RANCH REPAIRS & MAINTENANCE	9,865	0	0	9,865
RANCH SUPPLIES	5,857	0	0	5,857
RANCH TELEPHONE	970	0	0	970
RANCH UTILITIES	651	0	0	651

TY 2015 Other Income Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	200,305		200,305
CROP INCOME	7,010		7,010
LAND LEASE	447		447
CROP INSURANCE	5,961		5,961
OTHER INCOME	294		294
FARM LEASE	8,050		8,050
LIVESTOCK SALES	2,597		2,597

TY 2015 Other Increases Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Amount
STATUTORY DEPLETION	30,046

TY 2015 Other Liabilities Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	0	582

TY 2015 Taxes Schedule

Name: EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

EIN: 75-1550896

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	35,617	0	0	35,617
PAYROLL TAXES	3,345	0	0	3,345
PRODUCTION TAXES	9,780	0	0	9,780