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<div>Form 990-PF</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div>		<div>Return of Private Foundation</div> <div>or Section 4947(a)(1) Trust Treated as Private Foundation</div> <div>▶ Do not enter social security numbers on this form as it may be made public.</div> <div>▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.</div>			<div>OMB No 1545-0052</div> <div>2016</div> <div>Open to Public Inspection</div>		
For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016							
Name of foundation PHILIP THEODORE BEE CHARITABLE TRUST				A Employer identification number 27-2006474			
Number and street (or P.O. box number if mail is not delivered to street address) 5600 W LOVERS LANE STE 116 PMB 136			Room/suite	B Telephone number (see instructions) (214) 361-9207			
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752094360				C If exemption application is pending, check here ▶ <input type="checkbox"/>			
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>				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)▶\$ 5,138,894		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)					
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments	18	18			
	4	Dividends and interest from securities	142,668	142,668			
	5a	Gross rents					
	b	Net rental income or (loss) _____					
	6a	Net gain or (loss) from sale of assets not on line 10 	29,506				
	b	Gross sales price for all assets on line 6a _____ 3,915,631					
	7	Capital gain net income (from Part IV, line 2)		11,179			
	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances _____					
b	Less Cost of goods sold						
c	Gross profit or (loss) (attach schedule)						
11	Other income (attach schedule)	 29,768	29,768				
12	Total. Add lines 1 through 11	201,960	183,633				
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	48,340	31,347		16,993	
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits	24,370	17,562		6,808	
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)	 4,827	2,414		2,413	
	c	Other professional fees (attach schedule)	 38,949	38,949			
	17	Interest	166	166			
	18	Taxes (attach schedule) (see instructions)	 2,058	2,058			
	19	Depreciation (attach schedule) and depletion	2,495	2,495			
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (attach schedule)	 15,898	11,546		4,352	
	24	Total operating and administrative expenses. Add lines 13 through 23	137,103	106,537		30,566	
	25	Contributions, gifts, grants paid	534,400			534,400	
	26	Total expenses and disbursements. Add lines 24 and 25	671,503	106,537		564,966	
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements	-469,543					
b	Net investment income (if negative, enter -0-)		77,096				
c	Adjusted net income (if negative, enter -0-)						
For Paperwork Reduction Act Notice, see instructions.				Cat No 11289X		Form 990-PF (2016)	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	56,209	112,976	112,976		
	2	Savings and temporary cash investments	210,905	127,691	127,691		
	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) ▶ _____ 5,287 Less allowance for doubtful accounts ▶ _____	6,898	5,287	5,287		
	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)	5,076,060	4,587,643	4,773,205		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ 60,106 Less accumulated depreciation (attach schedule) ▶ _____ 33,820	28,781	26,286	60,106		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)		52,820	56,543		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)		3,086	3,086			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,378,853	4,915,789	5,138,894			
Liabilities	17	Accounts payable and accrued expenses		4,223			
	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 ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		4,223			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	5,378,853	4,911,566			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	5,378,853	4,911,566			
	31	Total liabilities and net assets/fund balances (see instructions) .	5,378,853	4,915,789			

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	5,378,853
2	Enter amount from Part I, line 27a	2	-469,543
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,256
4	Add lines 1, 2, and 3	4	4,911,566
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,911,566

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			

(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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			
b			
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	11,179
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2015	542,533	5,937,492			0 091374
2014	468,297	5,845,245			0 080116
2013	373,605	4,408,960			0 084738
2012	288,896	4,290,962			0 067327
2011	200,815	4,466,177			0 044964
2 Total of line 1, column (d)				2	0 368519
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 073704
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5				4	5,189,826
5 Multiply line 4 by line 3				5	382,511
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	771
7 Add lines 5 and 6				7	383,282
8 Enter qualifying distributions from Part XII, line 4				8	564,966

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	771
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	771
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	771
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	874
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	874
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	103
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 103 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JILL C BEE TRUSTEE Telephone no (214) 361-9207			

Located at **5600 W LOVERS LANE SUITE 116 PMB 136 DALLAS TX** ZIP+4 **752094360**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 2016? <input type="checkbox"/>	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	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 2016 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 2016). <input type="checkbox"/>	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 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		<input type="checkbox"/>	5b	
Organizations relying on a current notice regarding disaster assistance check here.		<input type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
JILL C BEE PO BOX 25016 DALLAS, TX 75225	TRUSTEE 20 00	28,705	17,206	0
ROSS B BEE 5223-B MOUNT BONNELL ROAD AUSTIN, TX 78731	TRUSTEE 10 00	19,635	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	4,977,434
b	Average of monthly cash balances.	1b	231,319
c	Fair market value of all other assets (see instructions).	1c	60,106
d	Total (add lines 1a, b, and c).	1d	5,268,859
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	5,268,859
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	79,033
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,189,826
6	Minimum investment return. Enter 5% of line 5.	6	259,491

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	259,491
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	771
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	771
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	258,720
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	258,720
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	258,720

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	564,966
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	564,966
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	771
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	564,195

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				258,720
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012. 54,686				
c From 2013. 154,389				
d From 2014. 179,631				
e From 2015. 247,164				
f Total of lines 3a through e.	635,870			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 564,966				
a Applied to 2015, 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 2016 distributable amount.				258,720
e Remaining amount distributed out of corpus	306,246			
5 Excess distributions carryover applied to 2016 (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	942,116			
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 2015 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 2017				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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	942,116			
10 Analysis of line 9				
a Excess from 2012. 54,686				
b Excess from 2013. 154,389				
c Excess from 2014. 179,631				
d Excess from 2015. 247,164				
e Excess from 2016. 306,246				

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 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
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 <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	534,400
b <i>Approved for future payment</i>				
Total			3b	

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 (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					18
4 Dividends and interest from securities.					142,668
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.					29,768
8 Gain or (loss) from sales of assets other than inventory					29,506
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).					201,960
13 Total. Add line 12, columns (b), (d), and (e).					201,960

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name GAIL WILLS	Preparer's Signature	Date 2017-06-29	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01037721
Firm's name ▶ GAIL D WILLS CPA				Firm's EIN ▶ 75-2168317
Firm's address ▶ 105 WEST MAIN STREET GRAND PRAIRIE, TX 750505618				Phone no (972) 262-7877

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AGE OF CENTRAL TEXAS 3710 CEDAR STREET BOX 2 AUSTIN, TX 78705		PAID	TACKLING CHALLENGES OF AGING	5,000
AT&T PERFORMING ARTS CENTER 2403 FLORA STREET SUITE 500 DALLAS, TX 75201		PAID	CULTURAL ARTS DISTRICT	10,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE SUITE 300 AUSTIN, TX 78751		PAID	CONNECT DONORS WITH CAUSES	7,000
AUSTIN JAZZ WORKSHOP PO BOX 41052 AUSTIN, TX 78704		PAID	JAZZ MUSICIANS IN PUBLIC SCHOOLS	4,000
AUSTIN PARKS FOUNDATION PO BOX 300369 AUSTIN, TX 78703		PAID	PARKS & WILDLIFE	3,000
AUSTIN TABLE TENNIS ASSOCIATION 8956 RESEARCH BLVD AUSTIN, TX 78758		PAID	EDUCATION & ADVANCEMENT TABLE TENNIS	6,000
AUSTIN YOUTH RIVER WATCH PO BOX 40351 AUSTIN, TX 78704		PAID	STUDENT ENVIRONMENTAL STEWARDSHIP	5,000
BREAKTHROUGH AUSTIN 1050 EAST 11TH ST SUITE 350 AUSTIN, TX 78702		PAID	AID LOW-INCOME FAMILIES TO COLLEGE	10,000
CASA MARIANELLA 821 GUNTER STREET AUSTIN, TX 78702		PAID	SERVES IMMIGRANTS FROM LATIN AMERICA	6,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702		PAID	SECURE FUTURE OF ALL SPECIES	5,000
CENTER FOR MAXIMUM POTENTIAL BLDG 8604 FM 969 AUSTIN, TX 78724		PAID	LIFE CYCLE PLANNING & DESIGN	5,500
CHILDREN FIRST COUNSELING CENTER 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	END CYCLE OF FAMILY VIOLENCE	10,000
CHILDREN'S MEDICAL CENTER PET THERAPY 1935 MEDICAL DISTRICT DR DALLAS, TX 75235		PAID	PET ASSISTED THERAPY	31,000
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204		PAID	PREVENT CHILD ABUSE	20,000
CROW COLLECTION 2010 FLORA STREET DALLAS, TX 75201		PAID	MUSEUM	5,000
Total ► 3a				534,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CRYSTAL CHARITY BALL 30 HIGHLAND PARK VILLAGE SUITE 206 DALLAS, TX 752052791		PAID	AID & SUPPORT CHILDREN'S CHARITIES	800
DALLAS ARBORETUM 8525 GARLAND ROAD DALLAS, TX 75218		PAID	OUTDOOR GARDENS & LEARNING CENTER	4,000
DALLAS MUSEUM OF ART 1717 N HARWOOD STREET DALLAS, TX 75201		PAID	ART MUSEUM	10,000
DALLAS THEATER CENTER 2400 FLORA STREET DALLAS, TX 75201		PAID	PROMOTE THEATER ARTS	2,500
DALLAS WIND SYMPHONY PO BOX 595026 DALLAS, TX 75359		PAID	BRING EXTRAORDINARY MUSICIANS	10,000
FORKLIFT DANCEWORKS PO BOX 1304 AUSTIN, TX 78767		PAID	COMMUNITY DANCE OUTREACH	7,500
FRIENDS OF BALCONES CANYONLANDS PO BOX 4678 LAGO VISTA, TX 78645		PAID	NATIONAL WILDLIFE REFUGE	5,000
FRIENDS OF CASCO BAY 43 SLOCUM DRIVE SOUTH PORTLAND, ME 04106		PAID	IMPROVE & PROTECT CASCO BAY	5,000
GIRLSTART 1400 W ANDERSON LANE AUSTIN, TX 78757		PAID	STEM PROGRAMS FOR GIRLS	5,000
HARPSWELL HERITAGE LAND TRUST 153 HARPSWELL NECK ROAD HARPSWELL, ME 04079		PAID	PROTECT NATURAL OPEN SPACES	15,000
HAYSTACK MOUNTAIN SCHOOL OF ARTS PO BOX 518 DEER ISLE, ME 04627		PAID	DEVELOP CREATIVE ABILITY	3,500
LIFELINE SHELTER FOR FAMILIES 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	REDUCE HOMELESSNESS FOR GPISD	10,000
MEALS ON WHEELS 1440 W MOCKINGBIRD LN DALLAS, TX 75247		PAID	NUTRITIOUS HOME DELIVERED MEALS	7,000
MULTICULTURAL REFUGEE CENTER AUSTIN PO BOX 41566 AUSTIN, TX 78704		PAID	SUPPORT REFUGEES	7,000
NATIVE PRAIRIES ASSOCIATION OF TX 2002-A GUADALUPE ST PMB 290 AUSTIN, TX 78705		PAID	CONSERVE & RESTORE NATIVE PRAIRIES	6,000
Total ►				534,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PAID	CONSERVE LAND & WATER	7,000
PAWS TO SERVE HEROES 832 FM 71 COMMERCE, TX 75428		PAID	TRAINS DOGS IN NEED FOR VETERANS	5,000
PEROT MUSEUM OF NATURE & SCIENCE 2201 N FIELD ST DALLAS, TX 75201		PAID	INSPIRE SCIENTIFIC LEADERS	10,000
PLANNED PARENTHOOD 7424 GREENVILLE AVE SUITE 206 DALLAS, TX 75231		PAID	CREATE HEALTHIER COMMUNITIES	40,000
POPULATION CONNECTION PO BOX 97129 WASHINGTON, DC 20077		PAID	VOICE FOR POPULATION STABILIZATION	4,000
PRIDE ROCK WILDLIFE REFUGE PO BOX 1594 TERRELL, TX 75160		PAID	REFUGE FOR CATS	5,000
SANTA FE OPERA 301 OPERA DRIVE SANTA FE, NM 875062823		PAID	PROMOTE OPERA INTO THE FUTURE	3,500
SEARCH DOG FOUNDATION 501 E OJAI AVE OJAI, CA 93023		PAID	HIGHLY TRAINED CANINE DISASTER TEAMS	10,000
SHIELD RANCH FOUNDATION EL RANCHITO-A NATURAL PLACE FOR KIDS 3101 BEE CAVE ROAD SUITE 260 AUSTIN, TX 78746		PAID	SERVE LOW INCOME YOUTH	5,000
SIERRA CLUB 85 SECOND STREET 2ND FLOOR SAN FRANCISCO, CA 94105		PAID	EXPLORE, ENJOY, PROTECT THE PLANET	7,000
SIKH DHARMA EDUCATION INTL PO BOX 1848 SANTA CRUZ, NM 87567		PAID	PRESERVE & TEACH	10,000
SMU PO BOX 750100 DALLAS, TX 75275		PAID	RESEARCH REPOSITORY	5,000
SONJA'S ANGELS 306 COLLEGE STREET FARMERSVILLE, TX 75442		PAID	SUPPORT NURSING HOME RESIDENTS	15,000
ST MATTHEW'S CATHEDRAL ARTS 5100 ROSS AVENUE DALLAS, TX 75206		PAID	CELEBRATING ARTS & CULTURE	1,200
SUSTAINABLE FOOD CENTER 1106 CLAYTON LANE SUITE 480W AUSTIN, TX 78723		PAID	PROMOTE HEALTHY GOOD CHOICES	7,000
Total ► 3a				534,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TCU RANCH MANAGEMENT 2800 STADIUM DRIVE TCU BOX 297420 FORT WORTH, TX 76129		PAID	AGRICULTURAL RESOURCE MGMT EDUCATION	40,000
TEXAS CAVE MANAGEMENT ASSOCIATION PO BOX 7427 AUSTIN, TX 78713		PAID	ACQUIRE, CONSERVE & MANAGE CAVES	5,000
TEXAS DISCOVERY GARDENS DALLAS PARKS & RECREATION PO BOX 152537 DALLAS, TX 75315		PAID	INTRODUCE CHILDREN TO NATURAL WONDER	5,000
TEXAS LAND CONSERVANCY PO BOX 162481 AUSTIN, TX 78703		PAID	PROTECT NATURAL AREAS IN TEXAS	9,000
THE LAMPLIGHTER SCHOOL 11611 INWOOD ROAD DALLAS, TX 75229		PAID	IGNITING THE POTENTIAL IN CHILDREN	25,000
TRAVIS AUDOBON SOCIETY 3710 CEDAR ST 5 AUSTIN, TX 78705		PAID	INSPIRE CONSERVATION THROUGH BIRDING	2,400
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138		PAID	SCIENCE BASED HEALTHY ENVIRONMENT	5,000
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713		PAID	EDUCATION & RESEARCH	5,000
URBAN ROOTS 2921 E 17TH STREET BLDG D SUITE 4 AUSTIN, TX 78702		PAID	URBAN SUSTAINABLE FARMS	7,000
USA FILM FESTIVAL 6161 N CENTRAL EXPY SUITE 105 DALLAS, TX 75206		PAID	EXCELLENCE IN FILM & VIDEO ARTS	1,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390		PAID	IMPROVE HEALTHCARE IN COMMUNITY	20,000
VETS101ORG 120-34 QUEENS BLVD SUITE 320 KEW GARDENS, NY 11415		PAID	VETERANS WITH DISABILITIES	2,500
VISITING NURSES ASSOCIATION 1600 VICEROY DRIVE SUITE 400 DALLAS, TX 75235		PAID	HEALTHCARE & NUTRITION SERVICES	10,000
WESTCAVE OUTDOOR DISCOVERY CENTER 24814 HAMILTON POOL ROAD ROUND MOUNTAIN, TX 78663		PAID	PROTECT WILDLIFE FOR CHILDREN	10,000
WHOOPING CRANE CONSERVATION ASSOCIATION 1475 REGAL COURT KISSIMEE, FL 34744		PAID	PRESERVE WHOOPING CRANE POPULATION	10,000
Total ► 3a				534,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WIMBERLY VALLEY WATERSHED ASSN PO BOX 2534 WIMBERLY, TX 78676		PAID	ADVOCATE FOR CLEAN, CLEAR WATER	5,000
WOMEN & THEIR WORK 1710 LAVACA STREET AUSTIN, TX 78701		PAID	PROMOTE WOMEN IN ART	7,000
Total ▶ 3a				534,400

TY 2016 Accounting Fees Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GAIL WILLS CPA	4,827	2,414		2,413

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

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST
EIN: 27-2006474

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
6410 256 SH SEMPER MBS TOTAL RETURN	2015-12	PURCHASE	2016-08		68,077	70,000			-1,923	
4130 SH ISHARES TR RUSSELL 1000 ETF	2015-11	PURCHASE	2016-05		468,402	477,654			-9,252	
500 SH ISHARES TR RUSSELL 1000 ETF	2015-12	PURCHASE	2016-05		56,707	57,492			-785	
9115 SH ISHARES TR CORE RUSSELL US	2016-05	PURCHASE	2016-08		420,039	394,087			25,952	
6000 SH ISHARES TR CORE US GROWTH	2015-12	PURCHASE	2016-05		477,524	496,142			-18,618	
10500 SH JPMORGAN CHASE MLP INDEX	2015-12	PURCHASE	2016-08		332,060	272,768			59,292	
3375 SH JPMORGAN CHASE MLP INDEX	2016-05	PURCHASE	2016-08		106,734	99,837			6,897	
2661 753 SH MATTHEWS PACIFIC TIGER	2015-09	PURCHASE	2016-05		62,323	65,015			-2,692	
15547 264 SH LYRICAL US VALUE EQUITY	2015-08	PURCHASE	2016-05		226,198	250,015			-23,817	
1780 SH VANGUARD INDEX FDS	2015-09	PURCHASE	2016-05		198,206	199,400			-1,194	
575 SH VANGUARD INDEX FDS	2015-12	PURCHASE	2016-05		64,027	64,887			-860	
17176 259 SH SEMPER MBS TOTAL RETURN	2014-09	PURCHASE	2016-08		182,412	191,015			-8,603	
18402 527 SH SEMPER MBS TOTAL RETURN	2015-03	PURCHASE	2016-08		195,435	203,915			-8,480	
7727 273 SH SEMPER MBS TOTAL RETURN	2015-07	PURCHASE	2016-08		82,064	85,015			-2,951	
2765 SH POWERSHARES QQQ	2015-07	PURCHASE	2016-08		323,334	305,388			17,946	
8144 449 SH GENEVA ADVISORS ALL CAP	2014-04	PURCHASE	2016-05		199,936	212,015			-12,079	
3560 993 SH GENEVA ADVISORS ALL CAP	2014-05	PURCHASE	2016-05		87,418	97,515			-10,097	
15 SH EATON CORPORATION	2015-10	PURCHASE	2016-08		1,012	734			278	
150 SH SEAGATE TECHNOLOGY	2015-06	PURCHASE	2016-04		4,106	8,147			-4,041	
30 SH SEAGATE TECHNOLOGY	2015-06	PURCHASE	2016-04		760	1,629			-869	
55 SH SEAGATE TECHNOLOGY	2015-09	PURCHASE	2016-04		1,394	2,727			-1,333	
60 SH GARMIN LTD	2016-01	PURCHASE	2016-08		3,262	2,209			1,053	
45 SH ABBVIE INC	2015-09	PURCHASE	2016-08		3,010	2,372			638	
30 SH ABBVIE INC	2015-10	PURCHASE	2016-08		2,007	1,518			489	
290 SH AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2016-08		5,184	4,627			557	
150 SH AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2016-08		2,716	2,393			323	
50 SH AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2016-11		884	798			86	
110 SH AMERICAN EAGLE OUTFITTERS INC	2016-05	PURCHASE	2016-11		1,945	1,707			238	
90 SH CINEMARK HOLDINGS INC	2015-10	PURCHASE	2016-08		3,407	3,150			257	
75 SH CINEMARK HOLDINGS INC	2016-01	PURCHASE	2016-11		3,145	2,372			773	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75 SH EMERSON ELEC CO	2015-12	PURCHASE	2016-08		4,102	3,624			478	
275 SH F N B CORP	2016-07	PURCHASE	2016-08		3,361	3,325			36	
85 SH FEDERATED INVS INC	2015-10	PURCHASE	2016-05		2,655	2,528			127	
120 SH GENERAL ELECTRIC CO	2015-08	PURCHASE	2016-01		3,477	2,863			614	
240 SH GENERAL ELECTRIC CO	2015-08	PURCHASE	2016-05		7,091	5,727			1,364	
370 SH GENERAL ELECTRIC CO	2015-08	PURCHASE	2016-07		11,610	8,829			2,781	
155 SH HOSPITALITY PPTYS	2015-08	PURCHASE	2016-08		4,705	4,379			326	
85 SH KOHLS CORP	2016-08	PURCHASE	2016-08		3,826	3,736			90	
70 SH LAMAR ADVERTISING CO	2015-08	PURCHASE	2016-01		4,059	4,030			29	
CASH IN LIEU 5 SH MDC HOLDINGS	2016-11	PURCHASE	2016-12		13	13				
35 SH MERCK & CO INC	2015-10	PURCHASE	2016-08		2,209	1,802			407	
50 SH MERCK & CO INC	2015-12	PURCHASE	2016-08		3,155	2,674			481	
45 SH MICROCHIP TECHNOLOGY INC	2015-08	PURCHASE	2016-03		2,169	1,955			214	
45 SH NUCOR CORP	2015-10	PURCHASE	2016-05		2,088	1,886			202	
80 SH NUCOR CORP	2015-11	PURCHASE	2016-05		3,711	3,275			436	
100 SH NUCOR CORP	2015-11	PURCHASE	2016-07		5,377	4,094			1,283	
105 SH PFIZER INC	2016-01	PURCHASE	2016-08		3,677	3,268			409	
105 SH PUBLIC SVC ENTERPRISE GROUP	2016-01	PURCHASE	2016-08		4,569	4,070			499	
85 SH QUALCOMM INC	2016-04	PURCHASE	2016-08		5,277	4,376			901	
65 SH QUALCOMM INC	2016-05	PURCHASE	2016-08		4,035	3,342			693	
75 SH QUALCOMM INC	2016-01	PURCHASE	2016-09		5,198	3,586			1,612	
13 SH RMR GROUP INC	2015-12	PURCHASE	2016-01		238	155			83	
100 SH REGAL ENTERTAINMENT	2015-08	PURCHASE	2016-07		2,163	2,036			127	
65 SH ROYAL DUTCH SHELL	2015-11	PURCHASE	2016-08		3,485	3,307			178	
45 SH RYMAN HOSPITALITY PPTYS INC	2015-11	PURCHASE	2016-08		2,420	2,444			-24	
70 SH SANOFI SPONS	2016-07	PURCHASE	2016-08		2,783	3,001			-218	
65 SH WESTROCK CO	2016-08	PURCHASE	2016-08		2,936	2,913			23	
100 SH WEYERHAEUSER CO	2015-11	PURCHASE	2016-08		3,140	2,978			162	
85 SH EATON CORPORATION	2014-10	PURCHASE	2016-05		5,205	5,064			141	
55 SH EATON CORPORATION	2015-08	PURCHASE	2016-08		3,709	3,199			510	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
35 SH SEAGATE TECHNOLOGY	2012-06	PURCHASE	2016-04		887	816			71	
140 SH SEAGATE TECHNOLOGY	2012-07	PURCHASE	2016-04		3,548	3,569			-21	
295 SH ABB LTD	2015-02	PURCHASE	2016-08		6,485	6,118			367	
145 SH ABB LTD	2015-02	PURCHASE	2016-08		3,166	3,007			159	
70 SH ABB LTD	2015-02	PURCHASE	2016-09		1,537	1,452			85	
150 SH AT&T INC	2012-10	PURCHASE	2016-01		5,133	5,212			-79	
5 SH AT&T INC	2012-11	PURCHASE	2016-01		171	170			1	
155 SH AT&T INC	2012-11	PURCHASE	2016-07		6,587	5,276			1,311	
70 SH AT&T INC	2013-08	PURCHASE	2016-07		2,975	2,372			603	
30 SH AT&T INC	2013-08	PURCHASE	2016-08		1,251	1,017			234	
35 SH AT&T INC	2014-01	PURCHASE	2016-08		1,459	1,180			279	
295 SH AMERICAN EAGLE OUTFITTERS INC	2014-12	PURCHASE	2016-11		5,215	3,986			1,229	
300 SH AMERICAN EAGLE OUTFITTERS INC	2014-12	PURCHASE	2016-12		5,167	4,053			1,114	
70 SH BCE INC	2013-11	PURCHASE	2016-04		3,236	3,117			119	
55 SH BCE INC	2015-02	PURCHASE	2016-04		2,542	2,461			81	
80 SH BCE INC	2013-11	PURCHASE	2016-08		3,849	3,563			286	
145 SH BUCKLE INC	2015-01	PURCHASE	2016-08		3,797	7,120			-3,323	
40 SH BUCKLE INC	2015-03	PURCHASE	2016-08		1,047	1,942			-895	
115 SH BUCKLE INC	2015-03	PURCHASE	2016-10		2,484	5,583			-3,099	
15 SH BUCKLE INC	2015-04	PURCHASE	2016-10		324	703			-379	
155 SH BUCKLE INC	2015-04	PURCHASE	2016-11		3,147	7,266			-4,119	
80 SH BUCKLE INC	2015-08	PURCHASE	2016-11		1,624	3,388			-1,764	
5 SH CINEMARK HOLDINGS	2015-10	PURCHASE	2016-11		210	175			35	
130 SH CISCO SYSTEMS INC	2015-08	PURCHASE	2016-08		3,983	3,766			217	
75 SH DOW CHEMICAL CO	2014-11	PURCHASE	2016-01		3,313	3,811			-498	
45 SH DOW CHEMICAL CO	2013-04	PURCHASE	2016-05		2,279	1,533			746	
95 SH DOW CHEMICAL CO	2013-05	PURCHASE	2016-05		4,810	3,368			1,442	
25 SH DOW CHEMICAL CO	2014-11	PURCHASE	2016-05		1,266	1,270			-4	
40 SH DOW CHEMICAL CO	2013-04	PURCHASE	2016-08		2,094	1,363			731	
45 SH FEDERATED INVS INC	2013-04	PURCHASE	2016-05		1,405	1,089			316	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
80 SH FEDERATED INVS INC	2013-04	PURCHASE	2016-09		2,592	1,937			655	
135 SH GENERAL MOTORS CO	2015-06	PURCHASE	2016-08		4,288	4,907			-619	
220 SH GENERAL MOTORS CO	2015-06	PURCHASE	2016-11		6,892	7,996			-1,104	
80 SH GLAXOSMITHKLINE	2014-08	PURCHASE	2016-08		3,531	3,846			-315	
15 SH GLAXOSMITHKLINE	2012-03	PURCHASE	2016-11		580	683			-103	
55 SH GLAXOSMITHKLINE	2014-08	PURCHASE	2016-11		2,127	2,644			-517	
40 SH INTEL CORP	2011-12	PURCHASE	2016-08		1,390	956			434	
30 SH LAMAR ADVERTISING CO	2014-06	PURCHASE	2016-01		1,740	1,556			184	
55 SH LAMAR ADVERTISING CO	2014-06	PURCHASE	2016-07		3,622	2,840			782	
85 SH LAMAR ADVERTISING CO	2014-06	PURCHASE	2016-10		5,374	4,380			994	
80 SH MAXIM INTEGRATED PRODUCTS INC	2015-04	PURCHASE	2016-08		3,229	2,612			617	
55 SH MAXIM INTEGRATED PRODUCTS INC	2015-08	PURCHASE	2016-08		2,220	1,868			352	
5 SH MERCK & CO INC	2012-12	PURCHASE	2016-08		316	203			113	
5 SH MERCK & CO INC	2012-06	PURCHASE	2016-09		308	203			105	
100 SH MERCK & CO INC	2012-12	PURCHASE	2016-09		6,165	4,066			2,099	
5 SH MICROCHIP TECHNOLOGY INC	2013-04	PURCHASE	2016-03		241	158			83	
25 SH MICROCHIP TECHNOLOGY INC	2012-11	PURCHASE	2016-06		1,289	644			645	
135 SH MICROCHIP TECHNOLOGY INC	2013-04	PURCHASE	2016-06		6,962	4,213			2,749	
140 SH MICROCHIP TECHNOLOGY INC	2012-11	PURCHASE	2016-06		7,138	3,608			3,530	
45 SH NUCOR CORP	2014-10	PURCHASE	2016-03		2,079	2,350			-271	
30 SH NUCOR CORP	2014-10	PURCHASE	2016-04		1,464	1,567			-103	
65 SH NUCOR CORP	2014-12	PURCHASE	2016-04		3,171	3,197			-26	
65 SH NUCOR CORP	2014-12	PURCHASE	2016-05		3,015	3,197			-182	
80 SH NUCOR CORP	2011-12	PURCHASE	2016-07		4,302	3,173			1,129	
50 SH NUCOR CORP	2012-04	PURCHASE	2016-07		2,689	2,035			654	
130 SH OUTDOOR MEDIA INC	2014-07	PURCHASE	2016-02		2,511	4,077			-1,566	
110 SH OUTDOOR MEDIA INC	2014-07	PURCHASE	2016-02		2,125	3,580			-1,455	
330 SH OUTDOOR MEDIA INC	2014-11	PURCHASE	2016-02		6,374	9,088			-2,714	
69 SH OUTDOOR MEDIA INC	2014-12	PURCHASE	2016-02		1,333	1,823			-490	
400 SH PEOPLES UTD FINL INC	2012-05	PURCHASE	2016-11		7,157	4,896			2,261	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
165 SH PEOPLES UTD FINL INC	2012-11	PURCHASE	2016-11		2,953	1,999			954	
10 SH REGAL ENTERTAINMENT GROUP	2015-01	PURCHASE	2016-08		214	201			13	
120 SH REGAL ENTERTAINMENT GROUP	2015-08	PURCHASE	2016-08		2,566	2,443			123	
45 SH VODAFONE GROUP	2015-05	PURCHASE	2016-08		1,403	1,632			-229	
445 SH VODAFONE GROUP	2014-08	PURCHASE	2016-12		10,830	14,756			-3,926	
105 SH VODAFONE GROUP	2015-01	PURCHASE	2016-12		2,556	3,459			-903	
100 SH VODAFONE GROUP	2015-02	PURCHASE	2016-12		2,434	3,500			-1,066	
75 SH VODAFONE GROUP	2015-05	PURCHASE	2016-12		1,825	2,720			-895	
50 UNITS SPECTRA ENERGY PARTNERS LP	2016-06	PURCHASE	2016-08		2,285	2,344			-59	

TY 2016 Investments Corporate Stock Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST
EIN: 27-2006474

Name of Stock	End of Year Book Value	End of Year Fair Market Value
925 SH ABB LTD	18,951	19,490
290 SH ABBVIE INC	11,804	18,160
510 SH AT&T INC	16,776	21,690
380 SH AMERICAN EAGLE OUTFITTERS	5,112	5,765
405 SH BCE INC	17,364	17,512
550 SH BUCKLE INC		
305 SH CINEMARK HOLDINGS INC	6,624	11,700
625 SH CISCO SYSTEMS INC	14,008	18,888
245 SH DOW CHEMICAL CO	7,758	14,019
290 SH EATON CORP	13,787	19,456
295 SH EMERSON ELECTRIC CO	14,041	16,446
1190 SH F N B CORP	13,488	19,076
395 SH FEDERATED INVS INC	9,363	11,171
130 SH GARMIN LTD	4,785	6,304
820 SH FLOWERS FOODS INC	12,543	16,375
730 SH GENERAL ELECTRIC		
490 SH GENERAL MOTORS	15,900	17,072
440 SH GLAXO SMITH KLINE PLC	19,132	16,944
365 SH INTEL CORP	8,531	13,239
430 SH KOHLS CORP	18,789	21,233
262 SH MDC HOLDINGS INC	6,698	6,723
435 SH LAMAR ADVERTISING CO		
570 SH MATTEL INC	17,168	15,704
400 SH MAXIM INTEGRATED PRODUCTS INC	11,487	15,428
205 SH MERCK & CO INC	7,342	12,068
225 SH MEREDITH CORP	10,617	13,309
350 SH MICROCHIP TECHNOLOGY INC		
560 SH NUCOR CORP		
639 SH OUTFRONT MEDIA INC		
705 SH PEOPLES UNITED FINANCIAL INC	8,473	13,649

Name of Stock	End of Year Book Value	End of Year Fair Market Value
460 SH PFIZER INC	14,175	14,941
445 SH PUBLIC SERVICE ENTERPRISES	15,493	19,527
275 SH QUALCOMM INC	12,890	17,930
900 SH REGAL ENTERTAINMENT GROUP	16,635	18,540
13 SH RMR GROUP INC		
360 SH ROYAL DUTCH SHELL	18,316	20,869
485 SH SANOFI SPONS ADR	19,707	19,613
410 SH SEAGATE TECHNOLOGY		
725 SH VODAFONE GROUP PLC	19,829	17,712
285 SH WESTROCK CO	12,004	14,469
614 SH WEYERHAEUSER CO	17,022	18,475
635 SH HOSPITALITY PPTYS TRUST	15,642	20,155
195 SH LAMAR ADVERTISING CO	9,921	13,112
290 SH PLUM CREEK TIMBER CO INC		
355 RYMAN HOSPITALITY PROPERTIES	12,660	22,369
17665.953 INVESCO TOTAL REAL ESTATE	165,015	152,634
21034.918 CAMBIAR INTERNATIONAL	500,015	504,417
50314.661 DOUBLELINE TOTAL RTN BD	555,607	534,342
21193.093 GUGGENHEIM FLOATING RATE	540,015	552,716
22727.27 MATTHEWS ASIAN GROWTH & INC	265,015	300,455
12599.160 OBERWEIS INTERNATIONAL	270,000	252,346
32082.324 SALIENT MLP & ENERGY	265,000	297,724
17456.359 VANGUARD DIVIDEND GROWTH	420,000	409,002
44031.72 WESTERN ASSET CORE PLUS BD	527,500	503,283
13985 ISHARES TR CORE RUSSELL US VAL	604,641	687,153
14787.28 EDGE DISCOVERY OFFSHORE LTD		
49716.315 SEMPER MBS TOTAL RETURN FD		
11705.442 GENEVA ADVISROS ALL CAP GW		
2661.753 MATTHEWS PACIFIC TIGER FUND		
15547.264 LYRICAL US VALUE EQUITY FD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4630 ISHARES TR RUSSELL 1000 ETF		
6000 ISHARES TR CORE US GROWTH ETF		
10500 JPMORGAN ALERIAN MLP INDEX		
2765 POWERSHARES QQQ TR UNIT SER 1		
2355 VANGUARD INDEX FUNDS SMALL CAP		

TY 2016 Investments - Land Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LOT 2 ARANSAS PASS	2,800		2,800	2,800
MINERAL INTEREST NEW MEXICO	57,306	33,820	23,486	57,306

TY 2016 Investments - Other Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENTERPRISE PRODUCTS PARTNERS LP	AT COST	18,075	18,658
EQT MIDSTREAM PARTNERS LP	AT COST	16,699	18,403
SPECTRA ENERGY PARTNERS LP	AT COST	18,046	19,482

TY 2016 Other Assets Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PTP SUSPENDED ORDINARY LOSSES		3,063	3,063
PTP SEC 1231 SUSPENDED LOSSES		18	18
PTP FOREIGN TAX CARRYOVER		5	5

TY 2016 Other Expenses Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MEALS	922			922
OFFICE SUPPLIES	3,320	1,660		1,660
OTHER ROYALTY EXPENSE	7,118	7,118		
POSTAGE	1,672	836		836
TELEPHONE	2,696	1,887		809
DUES/SUBSCRIPTIONS/FEES	125			125
FEES	45	45		

TY 2016 Other Income Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PERSHING ADVISOR QW4-002194	13,086	13,086	
SPECTRA ENERGY - ORDINARY INC	51	51	
CONOCOPHILLIPS COMPANY	236	236	
CROSS TIMBERS ENERGY LLC	16,395	16,395	

TY 2016 Other Increases Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Description	Amount
NON-TAXABLE/DEDUCTIBLE ITEMS	2,256

TY 2016 Other Notes/Loans Receivable Short Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Name of 501(c)(3) Organization	Balance Due
DIVIDENDS RECEIVABLE	5,287

TY 2016 Other Professional Fees Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERSHING ADVISOR SOLUTIONS 2194	29,071	29,071		
PERSHING ADVISOR SOLUTIONS 2306	9,878	9,878		

TY 2016 Taxes Schedule

Name: PHILIP THEODORE BEE
CHARITABLE TRUST

EIN: 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PERSHING N6I-0023	1,091	1,091		
FOREIGN TAXES PERSHING QW4-0021	159	159		
NEW MEXICO ROYALTY TAXES	12	12		
PROPERTY TAXES	34	34		
ROYALTY PRODUCTION TAXES	762	762		