Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

A Employer identification number
32-6332723

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 33349

B Telephone number
8174205071

City or town, state or province, country, and ZIP or foreign postal code
FORT WORTH, TX 76162-3349

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,814,584.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	0.			
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	24.	24.		STATEMENT 1
4 Dividends and interest from securities	109,457.	109,457.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	159,753.			
b Gross sales price for all assets on line 6a 1,940,893.				
7 Capital gain net income (from Part IV, line 2)		159,753.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	15,178.	0.	0.	STATEMENT 3
12 **Total.** Add lines 1 through 11	284,412.	269,234.	0.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	39,694.	31,755.	0.	7,939.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	5,175.	4,140.	0.	1,035.
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses.** Add lines 13 through 23	44,869.	35,895.	0.	8,974.
25 Contributions, gifts, grants paid	378,133.			378,133.
26 **Total expenses and disbursements.** Add lines 24 and 25	423,002.	35,895.	0.	387,107.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-138,590.			
b **Net investment income** (if negative, enter -0-)		233,339.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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623501 11-23-16 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2016)

18190510 795089 082-50111500 2016.03040 VIRGINIA O'DONNELL CHARITAB 082-4RY1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	188,869.	28,798.	28,798.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	4,288,418.	4,315,981.	3,919,902.
	c Investments - corporate bonds STMT 7	1,916,745.	1,903,558.	1,865,884.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ WORTHLESS STOCK)	2.	2.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,394,034.	6,248,339.	5,814,584.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	6,394,034.	6,248,339.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	6,394,034.	6,248,339.	
	31 Total liabilities and net assets/fund balances	6,394,034.	6,248,339.	

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	6,394,034.
2	Enter amount from Part I, line 27a	2	-138,590.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,255,444.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	7,105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,248,339.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,940,893.		1,781,140.	159,753.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				159,753.
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 } 2 159,753.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	413,240.	6,010,644.	.068751
2014	410,701.	2,662,995.	.154225
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	.222976
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	.111488
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,762,725.
5	Multiply line 4 by line 3	5	642,475.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,333.
7	Add lines 5 and 6	7	644,808.
8	Enter qualifying distributions from Part XII, line 4	8	387,107.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,667.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,667.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,667.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,447.		
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	3,447.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,220.
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 2017 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FROST BANK, TRUSTEE Telephone no.▶8174205071
Located at ▶P.O. BOX 33349, FORT WORTH, TX ZIP+4 ▶76162-3349

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST BANK P.O. BOX 33349 FORT WORTH, TX 76162	TRUSTEE 2.00	39,727.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,737,395.
b	Average of monthly cash balances	1b	113,087.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,850,482.
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	5,850,482.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,757.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,762,725.
6	**Minimum investment return.** Enter 5% of line 5	6	288,136.

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	288,136.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 4,667.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	283,469.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	283,469.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	283,469.

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	387,107.
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	387,107.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	387,107.

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				283,469.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 279,241.				
e From 2015 114,448.				
f Total of lines 3a through e	393,689.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 387,107.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				283,469.
e Remaining amount distributed out of corpus	103,638.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	497,327.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	497,327.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 279,241.				
d Excess from 2015 114,448.				
e Excess from 2016 103,638.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ARTS COUNCIL OF FORT WORTH AND TARRANT COUNTY 1300 GENDY ST. FORT WORTH, TX 76107	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
CIRCLE THEATRE 230 W. 4TH ST. FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	9,452.
CITY OF FORT WORTH LIBRARY 500 W. THIRD STREET FORT WORTH, TX 76102-7305	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
FORT WORTH STAR TELEGRAM - GOOD FELLOW FUND 808 THROCKMORTON ST FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
FORT WORTH SYMPHONY ORCHESTRA 330 E FORTH STREET, SUITE 200 FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
Total SEE CONTINUATION SHEET(S)			▶ 3a	378,133.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	24.	
4 Dividends and interest from securities			14	109,457.	
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			01	15,178.	
8 Gain or (loss) from sales of assets other than inventory			18	159,753.	
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)		0.		284,412.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 284,412.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

FROST BANK, TRUSTEE
BY: [signature] SVP 5/15/2017 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALLYSON B. BAUMEISTER, CPA	ALLYSON B. BAUMEI	05/10/17		P00652713

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 801 CHERRY STREET, SUITE 1400
FORT WORTH, TX 76102 — Phone no. 817-877-5000

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUBILEE THEATRE 506 MAIN ST. FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	9,452.
METHODIST CHILDREN'S HOME 1111 HERRING AVE WACO, TX 76708	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	56,720.
ST RITA CATHOLIC CHURCH OF FORT WORTH, TEXAS 5550 E. LANCASTER AVE. FORT WORTH, TX 76112	NONE	PC	50% OF THE FUNDS RECEIVED BY THE CHURCH ARE TO BE DISTRIBUTED BY THE CHURCH FOR POOR AND NEEDY OF ANY FAITH	56,720.
ST. MATTHEW UNITED METHODIST CHURCH 2414 HITSON LN. FORT WORTH, TX 76112	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	113,440.
STAGE WEST THEATRE, INC. 821 W. VICKERY BLVD. FORT WORTH, TX 76104	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297044 FORT WORTH, TX 76129	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
TEXAS WESLEYAN UNIVERSITY 1201 WESLEYAN ST. FORT WORTH, TX 76105	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	18,907.
Total from continuation sheets				293,053.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ST RITA CATHOLIC CHURCH OF FORT WORTH, TEXAS

50% OF THE FUNDS RECEIVED BY THE CHURCH ARE TO BE DISTRIBUTED BY THE CHURCH FOR POOR AND NEEDY OF ANY FAITH OR CREED. THE REMAINING FUNDS ARE TO BE USED TO TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.

Frost BANKING INVESTMENTS INSURANCE

Investment Detail

WD274 | VIRGINIA O'DONNELL CHARITABLE TRUST 25-Apr-2017 2 19 PM ET

Asset Types: Cash & Equivalents, Equities, Fixed Income, Other Assets

Data Current as of: 31-Dec-2016

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Equivalents	0 495%	$28,798.39	$28,798 39	$0 00
Equities	67.415%	$3,919,901 89	$4,315,980 87	($396,078 98)
Fixed Income	32 090%	$1,865,883 70	$1,903,557 70	($37,674 00)
Other Assets	0 000%	$0.00	$2.00	($2 00)
Totals		**$5,814,583.98**	**$6,248,338.96**	**($433,754.98)**

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Equivalents: 0.495%								
CASH - INCOME	- - - -	4.393%	255,448 6900	1 0000		$255,448 69	$255,448 69	$0 00
CASH - PRINCIPAL	- - - -	(4 252)%	(247,222.3900)	1 0000		($247,222 39)	($247,222 39)	$0 00
FEDERATED GOVT OBLI FD-PRM* Ticker GOFXX | Asset ID 608919718	608919718 US6089197189 - GOFXX	0.354%	20,572.0900	100.0000%	31-Dec-2016	$20,572.09	$20,572 09	$0 00
Subtotal		**0.495%**				**$28,798.39**	**$28,798.39**	**$0.00**
Equities: 67.415%								
AMERICAN BEACON STEPHENS SM	02368A141 US02368A1410	2 924%	10,327 5320	16 4600	30-Dec-2016	$169,991 18	$176,446 99	($6,455.81)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CAP* Ticker:STSIX | Asset ID 02368A141	B96H3Z3 STSIX							
COHEN & STEERS INSTL REALTY FD* Ticker.CSRIX | Asset ID.19247U106	19247U106 US19247U1060 - CSRIX	4 048%	5,451 4940	43 1800	30-Dec-2016	$235,395.51	$283,941 57	($48,546 06)
FROST GROWTH EQUITY FUND INSTL* Ticker FICEX | Asset ID:00766Y877	00766Y877 - - FICEX	18 338%	86,198.8040	12 3700	30-Dec-2016	$1,066,279 21	$1,288,517 19	($222,237 98)
FROST VALUE EQUITY FD INS* Ticker:FIDVX | Asset ID 00766Y869	00766Y869 - - FIDVX	18 326%	109,738 0970	9.7100	30-Dec-2016	$1,065,556 92	$1,183,045 49	($117,488 57)
HARDING LOEVNER EMERGING MKTS ADV* Ticker:HLEMX | Asset ID 412295305	412295305 US4122953056 B19GH60 HLEMX	2 967%	3,909 6240	44 1300	30-Dec-2016	$172,531 71	$177,535 11	($5,003 40)
HARDING LOEVNER INTL EQ FD INSTL* Ticker:HLMIX | Asset ID 412295107	412295107 US4122951076 B1F7KP7 HLMIX	3.012%	9,823.6810	17.8300	30-Dec-2016	$175,156.23	$175,058.00	$98 23
JHANCOCK DISCPLNED VALUE MID CAP* Ticker:JVMIX | Asset ID 47803W406	47803W406 US47803W4069 2214241 JVMIX	5 894%	15,962 1170	21 4700	30-Dec-2016	$342,706.65	$333,964.59	$8,742.06
LAZARD INTL EQTY PORT-INSTL* Ticker:LZIEX | Asset ID 52106N400	52106N400 US52106N4007 B0P5X33 LZIEX	2 999%	10,765 7120	16 2000	30-Dec-2016	$174,404 53	$181,832 88	($7,428 35)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
T ROWE PRICE INTL DISCOVERY FD* Ticker:PRIDX | Asset ID.77956H302	77956H302 US77956H3021 - PRIDX	1.991%	2,177.1990	53 1800	30-Dec-2016	$115,783.44	$118,028 42	($2,244 98)
T ROWE PRICE MID-CAP GROWTH FUND* Ticker.RPMGX | Asset ID.779556109	779556109 US7795561098 - RPMGX	3.942%	3,040 7720	75 3700	30-Dec-2016	$229,182 99	$241,365 62	($12,182 63)
VICTORY SMALL CO OPP FUND* Ticker.VSOIX | Asset ID 92646A815	92646A815 - - VSOIX	2.974%	3,890 0680	44 4500	30-Dec-2016	$172,913.52	$156,245 01	$16,668 51
Subtotal		**67.415%**				**$3,919,901.89**	**$4,315,980.87**	**($396,078.98)**
Fixed Income: 32.090%								
ARTISAN HIGH INCOME FD ADV* Ticker.APDFX | Asset ID:04314H717	04314H717 US04314H7171 - APDFX	2.011%	11,860.3500	9 8600	30-Dec-2016	$116,943 05	$118,695 05	($1,752 00)
FROST CREDIT FUND INSTL* Ticker FCFIX | Asset ID:00766Y422	00766Y422 US00766Y4228 B91NHT8 FCFIX	3.028%	18,135 3320	9.7100	30-Dec-2016	$176,094.07	$167,592 23	$8,501 84
FROST LOW DURATION BOND FD I* Ticker.FILDX | Asset ID:00766Y828	00766Y828 - - FILDX	2.003%	11,419.4750	10 2000	30-Dec-2016	$116,478 64	$117,483 70	($1,005 06)
FROST TOTAL RETURN BOND FUND INSTL* Ticker:FIJEX | Asset ID.00766Y810	00766Y810 - - FIJEX	16 000%	89,801.9360	10 3600	30-Dec-2016	$930,348 06	$965,995 75	($35,647 69)
		3 021%	20,237 9190	8 6800		$175,665 14	$175,058 00	$607 14

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
HARTFORD FLOATING RATE FUND CL I* Ticker HFLIX | Asset ID:416649804	416649804 US4166498042 - HFLIX				30-Dec-2016			
HARTFORD WORLD BOND FD INSTL* Ticker HWDIX | Asset ID 41664M235	41664M235 US41664M2355 B4P6B63 HWDIX	6 025%	34,147 6350	10 2600	30-Dec-2016	$350,354.74	$358,732 97	($8,378 23)
Subtotal		**32.090%**				**$1,865,883.70**	**$1,903,557.70**	**($37,674.00)**
Other Assets: 0.000%								
LECHE OIL COMPANY, INC. - WORTHLESS Asset ID:523990109	523990109 - - -	0 000%	150 0000	0 0000	09-Apr-2013	$0 00	$1 00	($1 00)
TRINITY TRADE CORP - WORTHLESS Asset ID.896648102	896648102 - - -	0 000%	10 0000	0 0000	09-Apr-2013	$0 00	$1 00	($1 00)
Subtotal		**0.000%**				**$0.00**	**$2.00**	**($2.00)**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTERNAL REVENUE SERVICE	24.	24.	24.
TOTAL TO PART I, LINE 3	24.	24.	24.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROST BANK	109,457.	0.	109,457.	109,457.	109,457.
TO PART I, LINE 4	109,457.	0.	109,457.	109,457.	109,457.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME TAX REFUND	15,178.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	15,178.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	5,175.	4,140.	0.	1,035.
TO FORM 990-PF, PG 1, LN 16B	5,175.	4,140.	0.	1,035.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	7,072.
COST BASIS ADJUSTMENT PER TRUSTEE	33.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,105.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE DETAIL ATTACHED	4,315,981.	3,919,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,315,981.	3,919,902.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE DETAIL ATTACHED	1,903,558.	1,865,884.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,903,558.	1,865,884.