INTERNAL REVENUE SERVICE

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 , 2016, and ending , 20

Name of foundation: WILLIAM E DEAN III CHARITABLE FOUNDATION

A Employer identification number: 54-6882428

Number and street (or P O. box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

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) ▶ $ 14,671,884.

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 ▶ ☐

SCANNED MAY 23 2017

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)	7,360,936.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	238,267.	200,889.		STMT 1
	5a Gross rents	80,618.	80,618.		
	b Net rental income or (loss) 80,420.				
	6a Net gain or (loss) from sale of assets not on line 10	561,419.			
	b Gross sales price for all assets on line 6a 7,648,257.				
	7 Capital gain net income (from Part IV, line 2)		561,419.		
	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)				
	12 **Total.** Add lines 1 through 11	8,241,240.	842,926.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	98,759.	59,255.		39,504.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,250.	750.	NONE	500.
	c Other professional fees (attach schedule) STMT 3	2,234.	2,234.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	31,193.	5,558.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	198.	198.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	133,634.	67,995.	NONE	40,004.
	25 Contributions, gifts, grants paid	245,000.			245,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	378,634.	67,995.	NONE	285,004.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	7,862,606.			
	b **Net investment income** (if negative, enter -0-)		774,931.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	345,370.	210,069.	210,069.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	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)	6,006,014.	13,339,352.	13,591,815.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ 810,000.			
	Less accumulated depreciation (attach schedule) ▶	810,000.	810,000.	870,000.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,161,384.	14,359,421.	14,671,884.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	7,161,384.	14,359,421.	
	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)	7,161,384.	14,359,421.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,161,384.	14,359,421.	

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	7,161,384.
2	Enter amount from Part I, line 27a	2	7,862,606.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME ADJ	3	4,237.
4	Add lines 1, 2, and 3	4	15,028,227.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	668,806.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,359,421.

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)
1 a	PUBLICLY TRADED SECURITIES			
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	7,648,257.		7,086,838.	561,419.
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				561,419.
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	561,419.
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 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	74,786.	5,854,745.	0.012774
2014	35,791.	944,257.	0.037904
2013	21,814.	869,974.	0.025074
2012	14,317.	470,174.	0.030450
2011	13,385.	329,586.	0.040612

2	**Total** of line 1, column (d)	2	0.146814
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	0.029363
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,266,641.
5	Multiply line 4 by line 3	5	330,822.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,749.
7	Add lines 5 and 6	7	338,571.
8	Enter qualifying distributions from Part XII, line 4	8	285,004.

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	15,499.
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	15,499.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	15,499.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 13,276.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	13,276.
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	2,223.
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** ▶ NONE **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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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?	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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (210)270-5468

Located at ▶ 300 CONVENT ST, SAN ANTONIO, TX ZIP+4 ▶ 78205-3701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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

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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	7b		

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

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

(a) Name and address	(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
BANK OF AMERICA, N.A P.O. BOX 121, SAN ANTONIO, TX 78291-0121	TRUSTEE 1	98,759.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2 NONE	
All other program-related investments See instructions 3 NONE	
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	10,023,690.
b	Average of monthly cash balances	1b	544,524.
c	Fair market value of all other assets (see instructions)	1c	870,000.
d	**Total** (add lines 1a, b, and c)	1d	11,438,214.
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	NONE
3	Subtract line 2 from line 1d	3	11,438,214.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,573.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,266,641.
6	**Minimum investment return.** Enter 5% of line 5	6	563,332.

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	563,332.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,499.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,499.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	547,833.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	547,833.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	547,833.

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	285,004.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	285,004.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	285,004.

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				547,833.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			243,766.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 285,004.				
a Applied to 2015, but not more than line 2a			243,766.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				41,238.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				506,595.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2a 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:*

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE STATEMENT 12				245,000.
Total . . . . ▶ **3a**				245,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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) 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					
4 Dividends and interest from securities			14	238,267.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	80,420.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	561,419.	
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)				880,106.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 880,106.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karen J Kiser | 04/20/2017 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990	OMB No 1545-0047 **2016**

Name of the organization	Employer identification number
WILLIAM E DEAN III CHARITABLE FOUNDATION	54-6882428

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: WILLIAM E DEAN III CHARITABLE FOUNDATION

Employer identification number: 54-6882428

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	$ 125,618.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	$ 460,086.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	ESTATE OF WILLIAM E DEAN III 300 CONVENT ST FL 8 SAN ANTONIO, TX 78205-3701	$ 6,775,232.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: WILLIAM E DEAN III CHARITABLE FOUNDATION

Employer identification number: 54-6882428

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	Stocks and Bonds	$ 6,775,232.	06/01/2016

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILLIAM E DEAN III CHARITABLE FOUNDATION	54-6882428

DESCRIPTION OF PROPERTY
5619 E IH 10 SAN ANTONIO BEXAR CNTY TX

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		80,618.	
OTHER INCOME			
TOTAL GROSS INCOME			80,618.
OTHER EXPENSES			
INSURANCE		198.	
DEPRECIATION (SHOWN BELOW)			
LESS Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS Beneficiary's Portion			
TOTAL EXPENSES			198.
TOTAL RENT OR ROYALTY INCOME (LOSS)			80,420.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			80,420.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
6E7000 1 000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,292.	5,292.
FOREIGN DIVIDENDS	42,178.	42,178.
NONDIVIDEND DISTRIBUTIONS	3,005.	
DOMESTIC DIVIDENDS	86,699.	86,699.
OTHER INTEREST	2,177.	2,177.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	34,357.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	3,118.	3,118.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	259.	259.
NONDISTRIBUTIVE MUNICIPAL INTEREST	16.	
NONQUALIFIED FOREIGN DIVIDENDS	17,393.	17,393.
NONQUALIFIED DOMESTIC DIVIDENDS	43,773.	43,773.
TOTAL	238,267.	200,889.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	2,234.	2,234.
TOTALS	2,234.	2,234.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16.	16.
EXCISE TAX - PRIOR YEAR	12,359.	
EXCISE TAX ESTIMATES	13,276.	
FOREIGN TAXES ON QUALIFIED FOR	4,029.	4,029.
FOREIGN TAXES ON NONQUALIFIED	1,513.	1,513.
TOTALS	31,193.	5,558.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	198.	198.
TOTALS	198.	198.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROC ADJ - PRIOR YEAR	1,917.
COST BASIS ADJ	3,030.
ACCRUAL ADJ	5,845.
ASSET CONTRIBUTIONS - ADJ FMV TO TAX	658,014.
TOTAL	668,806.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
BANK OF AMERICA, N.A. - SHANTEL WILKINS
ADDRESS:
300 CONVENT ST, FL 8
SAN ANTONIO, TX 78205-370
RECIPIENT'S PHONE NUMBER: 210.270.5468
FORM, INFORMATION AND MATERIALS:
LETTER FORMAT WITH APPROPRIATE ATTACHMENTS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
QUALIFIED DOMESTIC PUBLIC CHARITIES AS DESCRIBED IN
IRC SECTION 501(c)(3)

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
521 WEST ELMIRA
SAN ANTONIO, TX 78212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
1736 FAMILY CRISIS CENTER
ADDRESS:
2116 ARLINGTON AVENUE, SUITE 200
LOS ANGELES, CO 90018
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
CENTER FOR FAMILY RELATIONS
ADDRESS:
1818 SAN PEDRO
SAN ANTONIO, TX 78212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
VISITATION & MONITORED KIDS EXCHANGE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
ECUMENICAL CENTER FOR RELIGION
AND HEALTH
ADDRESS:
8310 EWING HALSELL DRIVE
SAN ANTONIO, TX 78229
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROGRAMS FOR VETERANS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
FRANKIE'S FRIENDS
ADDRESS:
2950 BUSCH LAKE BLVD
TAMPA, FL 33614
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HOPE FUNDS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
KARMA CAT + ZEN DOG
RESCUE SOCIETY
ADDRESS:
P O BOX 242
EAST BRUNSWICK, NJ 08816
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
MOUNTAIN STATES GROUP INC
ADDRESS:
1607 W JEFFERSON ST
BOISE, ID 83702
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
VETERANS AND MILITARY FAMILIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
OPERATION KINDNESS OF GARLAND
ADDRESS:
3201 EARHART
CARROLLTON, TX 75006
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
PRESCOTT AREA SHELTER
SERVICES
ADDRESS:
336 N RUSH ST
PRESCOTT, AZ 86301
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BUY A BED FOR A VET
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAN ANTONIO YOUTH LITERACY
ADDRESS:
700 N ST MARY'S
SAN ANTONIO, TX 78205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
READING BUDDY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
SIT STAY READ
ADDRESS:
2849 N CLARK ST
CHICAGO, IL 60657
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SIT STAY READ PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
THE GREGORY KISTLER
TREATMENT CENTER, INC
ADDRESS:
3304 SOUTH M STREET
FORT SMITH, AR 72903
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
VERDE VALLEY HUMANE
SOCIETY INC
ADDRESS:
1520 W MINGUS AVENUE
COTTONWOOD, AZ 86326
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SPAY/NEUTER PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
W OSCAR NEUHAUS MEMORIAL
FOUNDATION
ADDRESS:
4433 BISSONNET
BELLAIRE, TX 77401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EARLY CHILDHOOD LITERACY TEACHER DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

TOTAL GRANTS PAID: 245,000.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
5619 E IH 10 SAN ANT	80,618.		198.	80,420.
TOTALS	80,618.		198.	80,420.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Financial 360

U.S. TRUST
Bank of America Private Wealth Management

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 04/19/2017

Report Date: December-2016

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
TOTAL PORTFOLIO				**14,359,420.56**		**14,671,883.53**	**31,769.02**	**312,462.97**	**380,346.34**		
[redacted] TUA WILLIAM DEAN CHARITABLE FDN				9,824,907 22		10,083,038 82	1,240 46	258,131 60	263,141 15		100 00
CASH/CURRENCY				88,363 00		88,363 00	52 12	0 00	279 23	0 32	0 88
CASH EQUIVALENTS				88,363 00		88,363 00	52 12	0 00	279 23	0 32	0 88
FEDERATED US TREASURY CASH RESERVES #125 (INCOME INVESTMENT)	60934N682	50,629 550	1 00	50,629 55	1 00	50,629 55	42 56	0 00	159 99	0 32	0 50
FEDERATED US TREASURY CASH RESERVES #125	60934N682	37,733 450	1 00	37,733 45	1 00	37,733 45	9 51	0 00	119 24	0 32	0 37
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT(INCOME INVESTMENT)	99Z490460		0 00	0 00	1 00	0 00	0 05	0 00	0 00	0 00	0 00
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460		0 00	0 00	1 00	0 00	0 00	0 00	0 00	0 00	0 00
EQUITIES				6,444,574 30		6,678,459 16	0 00	233,884 86	140,765 52	2 11	66 23
U S LARGE CAP				2,709,012 47		2,932,952 08	0 00	223,939 61	51,428 15	1 75	29 09
COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES (NMIM X)	19765H347	28,539 821	20 50	584,970 99	22 53	643,002 17	0 00	58,031 18	10,288 61	1 60	6 38
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES (UMLG X)	19765Y688	6,530 832	13 23	86,395 43	13 65	89,145 86	0 00	2,750 43	0 00	0 00	0 88

U.S. TRUST
Bank of America Private Wealth Management

Investment Management, Trust & Custody Accounts
Holdings by Account

As of Close of Business 04/19/2017

Report Date: December-2016

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
ISHARES RUSSELL 1000 VALUE ETF (IWD)	464287598	10,505	102 49	1,076,656 94	112 03	1,176,875 15	0 00	100,218 21	26,476 90	2 25	11 67
ISHARES RUSSELL 1000 GROWTH ETF(IWF)	464287614	9,761	98 45	960,989 11	104 90	1,023,928 90	0 00	62,939 79	14,662 64	1 43	10 15
U S. MID CAP				900,670 53		963,237 88	0 00	62,567 35	22,118 73	2 30	9 55
ISHARES RUSSELL MID-CAP VALUE ETF(IWS)	464287473	4,846	71 16	344,840 09	80 43	389,763 78	0 00	44,923 69	8,181 57	2 10	3 87
ISHARES RUSSELL MID-CAP GROWTH ETF (IWP)	464287481	3,847	94 93	365,201 36	97 39	374,659 33	0 00	9,457 97	4,358 98	1 16	3 72
VANGUARD REIT ETF(VNQ)	922908553	2,409	79 13	190,629 08	82 53	198,814 77	0 00	8,185 69	9,578 18	4 82	1 97
U S SMALL CAP				545,882 56		632,914 24	0 00	87,031 68	8,689 56	1 37	6 28
ISHARES RUSSELL 2000 VALUE ETF (IWN)	464287630	2,791	96 86	270,327 23	118 94	331,961 54	0 00	61,634 31	5,784 73	1 74	3 29
ISHARES RUSSELL 2000 GROWTH ETF(IWO)	464287648	1,955	140 95	275,555 33	153 94	300,952 70	0 00	25,397 37	2,904 83	0 97	2 98
INTERNATIONAL DEVELOPED				1,640,478 64		1,553,204 58	0 00	(87,274 06)	40,141 66	2 58	15 40
INVESCO INTL GROWTH FUND CL Y(AIIY X)	008882532	13,995 293	31 55	441,524 90	30 40	425,456 91	0 00	(16,067 99)	6,384 65	1 50	4 22
THORNBURG INTL VALUE FUND CL I (TGVI X)	885215566	18,962 372	24 79	470,062.15	23 66	448,649 72	0 00	(21,412 43)	8,882 54	1 98	4 45

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VANGUARD FTSE DEVELOPED MARKETS ETF(VEA)	921943858	13,236	38 40	508,312 53	36 54	483,643 44	0 00	(24,669 09)	14,744 90	3 05	4 80
VANGUARD GLOBAL EX-U S REAL ESTATE ETF (VNQI)	922042676	3,943	55 94	220,579 06	49 57	195,454 51	0 00	(25,124 55)	10,129 57	5 18	1 94
EMERGING MARKETS				648,530 10		596,150 38	0 00	(52,379 72)	18,387 42	3 08	5 91
VANGUARD FTSE EMERGING MKTS ETF(VWO)	922042858	8,175	38 72	316,564 60	35 78	292,501 50	0 00	(24,063 10)	7,357 50	2 52	2 90
WISDOMTREE EMERGING MKTS HIGH DIVIDEND FUND(DEM)	97717W315	8,132	40 82	331,965 50	37 34	303,648 88	0 00	(28,316 62)	11,029 92	3 63	3 01
FIXED INCOME				841,769 30		833,032 82	765 87	(8,736 48)	15,857 32	1 90	8 26
INVESTMENT GRADE TAXABLE				699,314 32		690,744 62	765 87	(8,569 70)	8,358 33	1 21	6 85
CMG ULTRA SHORT TERM BOND FUND (CMGU X)	19765E823	51,693 009	9 00	465,238 02	9 00	465,237 08	403 58	(0 94)	4,053 02	0 87	4 61
METRO WEST T/R BD CL I (MWTI X)	592905509	21,415 721	10 93	234,076 30	10 53	225,507 54	362 29	(8,568 76)	4,305 31	1 91	2 24
GLOBAL HIGH YIELD TAXABLE				142,454 98		142,288 20	0 00	(166 78)	7,498 99	5 27	1 41
ISHARES IBOXX $ HIGH YIELD CORP BOND ETF (HYG)	464288513	1,644	86 65	142,454 98	86 55	142,288 20	0 00	(166 78)	7,498 99	5 27	1 41
HEDGE FUNDS				1,304,849 90		1,330,620 13	422 47	25,770 23	24,561 19	1 85	13 20
HEDGE FUNDS SPECIFIC STRATEGY				1,304,849 90		1,330,620 13	422 47	25,770 23	24,561 19	1 85	13 20

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GOLDMAN SACHS STRATEGIC INCOME FUND INSTL(GSZI X)	38145C646	23,055 863	9 36	215,850 00	9 64	222,258 52	139 82	6,408 52	8,682 31	3 91	2 20
GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND CL I(GJRT X)	38145N220	12,965 687	9 29	120,454 11	9 23	119,673 29	282 65	(780 82)	282 65	0 24	1 19
NATIXIS FDS TR II ASG GLOBAL ALTERNATIVES FUND CL Y(GAFY X)	63872T885	32,992 078	9 74	321,427 56	10 19	336,189 27	0 00	14,761 71	0 00	0 00	3 33
PIMCO ALL ASSET FUND INSTL CL(PAAI X)	722005626	29,289 729	11 64	340,844 30	11 15	326,580 48	0 00	(14,263 82)	11,754 55	3 60	3 24
WELLS FARGO ABSOLUTE RETURN FUND INSTL CL(WABI X)	94987W737	31,520 171	9 72	306,273 93	10 34	325,918 57	0 00	19,644 64	3,841 68	1 18	3 23
REAL ESTATE				810,000 00		870,000 00	0 00	60,000 00	80,420 00	9 24	8 63
REAL ESTATE PRIVATE OWNERSHIP				810,000 00		870,000 00	0 00	60,000 00	80,420 00	9 24	8 63
5619 E IH 10 SAN ANTONIO BEXAR CNTY TX 78219 NCB 17981 BLK 2 LOT 2 (ACKERTEN SUBD)	990026379	50	16,200 00	810,000 00	1,740,000 00	870,000 00	0 00	60,000 00	80,420 00	9 24	8 63
TANGIBLE ASSETS				335,350 72		282,563 71	0 00	(52,787 01)	1,257 89	0 45	2 80
COMMODITIES				335,350 72		282,563 71	0 00	(52,787 01)	1,257 89	0 45	2 80
CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I(CRSO X)	22544R305	27,301.450	5.86	159,904.21	5.07	138,418.35	0.00	(21,485.86)	0.00	0 00	1.37

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ISHARES SILVER TR(SLV)	46428Q109	163	22 22	3,621 45	15 11	2,462 93	0 00	(1,158 52)	0 00	0 00	0 02
PIMCO COMMODITY REALRETURN STRATEGY FUND (PCRI X)	722005667	19,313 481	8 69	167,842 63	7 16	138,284 52	0 00	(29,558 11)	1,257 89	0 91	1 37
SPDR GOLD TR GOLD SHS(GLD)	78463V107	31	128 47	3,982 43	109 61	3,397 91	0 00	(584 52)	0 00	0 00	0 03
[redacted] TUA W DEAN CHAR FDN - UST-LCV				1,529,815 44		1,638,068 02	2,097 37	108,252 58	30,665 02		100 00
CASH/CURRENCY				25,825 85		25,825 85	4 88	0 00	81 60	0 32	1 58
CASH EQUIVALENTS				25,825 85		25,825 85	4 88	0 00	81 60	0 32	1 58
FEDERATED US TREASURY CASH RESERVES #125	60934N682	25,814 300	1 00	25,814 30	1 00	25,814 30	4 88	0 00	81 57	0 32	1 58
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	11 550	1 00	11 55	1 00	11 55	0 00	0 00	0 03	0 26	0 00
EQUITIES				1,503,989 59		1,612,242 17	2,092 49	108,252 58	30,583 42	1 90	98 42
U S LARGE CAP				1,273,534 58		1,390,843 74	1,679 94	117,309 16	26,773 47	1 92	84 91
ROYAL CARIBBEAN CRUISES LTD COM LIBERIA(RCL)	V7780T103	79	78 05	6,166 04	82 04	6,481 16	37 92	315 12	151 68	2 34	0 40
AT&T INC COM (T)	00206R102	316	42 68	13,485 99	42 53	13,439 48	0 00	(46 51)	619 36	4 61	0 82
ABBOTT LABS COM(ABT)	002824100	262	28 19	7,386 33	38 41	10,063 42	0 00	2,677 09	277 72	2 76	0 61
ACTIVISION BLIZZARD INC COM(ATVI)	00507V109	351	38 72	13,589 91	36 11	12,674 61	0 00	(915 30)	91 26	0 72	0 77

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ALEXION PHARMACEUTICALS INC COM(ALXN)	015351109	62	126 96	7,871 58	122 35	7,585 70	0 00	(285 88)	0 00	0 00	0 46
ALPHABET INC CL C COM(GOOG)	02079K107	64	694 29	44,434 55	771 82	49,396 48	0 00	4,961 93	0 00	0 00	3 02
ALPHABET INC CL A COM(GOOG L)	02079K305	27	707 34	19,098 17	792 45	21,396 15	0 00	2,297 98	0 00	0 00	1 31
AMERICAN TOWER CORP COM(AMT)	03027X100	193	111 82	21,580 70	105 68	20,396 24	111 94	(1,184 46)	447 76	2 20	1 25
ANTHEM INC COM (ANTM)	036752103	126	126 81	15,977 72	143 77	18,115 02	0 00	2,137 30	327 60	1 81	1 11
APPLE INC COM(AAPL)	037833100	565	97 83	55,272 41	115 82	65,438 30	0 00	10,165 89	1,288 20	1 97	3 99
BANK NEW YORK MELLON CORP COM(BK)	064058100	698	42 45	29,628 29	47 38	33,071 24	0 00	3,442 95	530 48	1 60	2 02
BERKSHIRE HATHAWAY INC DEL NEW CL B COM(BRKB)	084670702	347	145 74	50,572 39	162 98	56,554 06	0 00	5,981 67	0 00	0 00	3 45
BIOGEN IDEC INC COM(BIIB)	09062X103	73	245 51	17,922 57	283 58	20,701 34	0 00	2,778 77	0 00	0 00	1 26
BLACKROCK INC CL A (BLK)	09247X101	33	353 43	11,663 29	380 54	12,557 82	0 00	894 53	302 28	2 41	0 77
CIGNA CORP COM (CI)	125509109	136	131 86	17,933 01	133 39	18,141 04	0 00	208 03	5 44	0 03	1 11
CVS HEALTH CORP COM(CVS)	126650100	374	88.85	33,230.69	78.91	29,512.34	0 00	(3,718 35)	748 00	2 53	1 80
CARDINAL HEALTH INC COM(CAH)	14149Y108	179	78 02	13,966 30	71 97	12,882 63	80 35	(1,083 67)	321 41	2 49	0 79

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CELGENE CORP COM (CELG)	151020104	135	100 33	13,544 32	115 75	15,626 25	0 00	2,081 93	0 00	0 00	0 95
CHEVRON CORP COM (CVX)	166764100	235	103 65	24,358 24	117 70	27,659 50	0 00	3,301 26	1,015 20	3 67	1 69
CITIGROUP INC NEW COM(C)	172967424	1,004	44 72	44,902 49	59 43	59,667 72	0 00	14,765 23	642 56	1 08	3 64
COCA COLA CO COM (KO)	191216100	342	41 93	14,339 84	41 46	14,179 32	0 00	(160 52)	478 80	3 38	0 87
COMCAST CORP NEW CL A COM(CMCS A)	20030N101	640	63 19	40,440 74	69 05	44,192 00	176 00	3,751 26	704 00	1 59	2 70
CONOCOPHILLIPS COM (COP)	20825C104	388	56 26	21,829 75	50 14	19,454 32	0 00	(2,375 43)	388 00	1 99	1 19
DISNEY WALT CO COM DISNEY(DIS)	254687106	164	97 56	15,999 57	104 22	17,092 08	127 92	1,092 51	255 84	1 50	1 04
EDISON INTL COM(EIX)	281020107	192	73 41	14,095 18	71 99	13,822 08	104 16	(273 10)	416 64	3 01	0 84
ELECTRONIC ARTS INC COM(EA)	285512109	201	77 35	15,548 07	78 76	15,830 76	0 00	282 69	0 00	0 00	0 97
EXXON MOBIL CORP COM (XOM)	30231G102	319	94 38	30,106 28	90 26	28,792 94	0 00	(1,313 34)	957 00	3 32	1 76
FACEBOOK INC CL A COM(FB)	30303M102	330	116 00	38,278 49	115 05	37,966 50	0 00	(311 99)	0 00	0 00	2 32
FEDEX CORP COM (FDX)	31428X106	183	158 76	29,053 04	186 20	34,074 60	73 20	5,021 56	292 80	0 86	2 08
FIDELITY NATL INFORMATION SVCS INC COM (FIS)	31620M106	174	73 93	12,863 37	75 64	13,161 36	0 00	297 99	180 96	1 37	0 80
GENERAL ELEC CO COM(GE)	369604103	1,012	27 47	27,800 89	31 60	31,979 20	179 28	4,178 31	971 52	3 04	1 95

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HONEYWELL INTL INC COM (HON)	438516106	301	116 38	35,030 55	115 85	34,870 85	0 00	(159 70)	800 66	2 30	2 13
INTUIT COM (INTU)	461202103	36	107 81	3,881 16	114 61	4,125 96	0 00	244 80	48 96	1 19	0 25
J P MORGAN CHASE & CO COM(JPM)	46625H100	663	59 17	39,231 19	86 29	57,210 27	0 00	17,979 08	1,272 96	2 23	3 49
JOHNSON & JOHNSON COM(JNJ)	478160104	275	92 29	25,380 16	115 21	31,682 75	0 00	6,302 59	880 00	2 78	1 93
KROGER CO COM(KR)	501044101	586	35 60	20,863 87	34 51	20,222 86	0 00	(641 01)	281 28	1 39	1 23
LOWES COS INC COM(LOW)	548661107	523	77 53	40,548 12	71 12	37,195 76	0 00	(3,352 36)	732 20	1 97	2 27
MARRIOTT INTL INC NEW CL A (MAR)	571903202	89	68 69	6,113 82	82 68	7,358 52	0 00	1,244 70	106 80	1 45	0 45
MASTERCARD INC CL A COM(MA)	57636Q104	229	95 28	21,819 26	103 25	23,644 25	0 00	1,824 99	201 52	0 85	1 44
MCDONALDS CORP COM (MCD)	580135101	181	109 42	19,805 74	121 72	22,031 32	0 00	2,225 58	680 56	3 09	1 34
MICROSOFT CORP COM (MSFT)	594918104	771	51 71	39,868 39	62 14	47,909 94	0 00	8,041 55	1,202 76	2 51	2 92
MONSANTO CO NEW COM(MON)	61166W101	93	108 68	10,107 14	105 21	9,784 53	0 00	(322 61)	200 88	2 05	0 60
MORGAN STANLEY COM (MS)	617446448	986	26 92	26,546 69	42 25	41,658 50	0 00	15,111 81	788 80	1 89	2 54
NEWELL RUBBERMAID INC COM(NWL)	651229106	243	49 22	11,959 98	44 65	10,849 95	0 00	(1,110 03)	184 68	1 70	0 66
PEPSICO INC COM(PEP)	713448108	242	84 85	20,533 70	104 63	25,320 46	182 11	4,786 76	728 42	2 88	1 55
PFIZER INC COM (PFE)	717081103	962	31 90	30,686 76	32 48	31,245 76	0 00	559 00	1,231 36	3 94	1 91

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PHILIP MORRIS INTL INC COM (PM)	718172109	450	89 11	40,100 84	91 49	41,170 50	468 00	1,069 66	1,872 00	4 55	2 51
QUALCOMM INC COM (QCOM)	747525103	173	55 20	9,548 99	65 20	11,279 60	0 00	1,730 61	366 76	3 25	0 69
S&P GLOBAL INC COM (SPGI)	78409V104	73	109 13	7,966 30	107 54	7,850 42	0 00	(115 88)	105 12	1 34	0 48
SCHLUMBERGER LTD COM CURACAO (SLB)	806857108	197	81 20	15,995 43	83 95	16,538 15	98 50	542 72	394 00	2 38	1 01
SHERWIN WILLIAMS CO COM(SHW)	824348106	79	273 74	21,625 66	268 74	21,230 46	0 00	(395 20)	265 44	1 25	1 30
VERIZON COMMUNICATIONS INC COM (VZ)	92343V104	828	52 50	43,467 61	53 38	44,198 64	0 00	731 03	1,912 68	4 33	2 70
VERTEX PHARMACEUTICALS INC COM (VRTX)	92532F100	69	86 69	5,981 49	73 67	5,083 23	0 00	(898 26)	0 00	0 00	0 31
WALGREENS BOOTS ALLIANCE INC COM (WBA)	931427108	176	84 36	14,847 36	82 76	14,565.76	0 00	(281 60)	264 00	1 81	0 89
WELLS FARGO & CO NEW COM (WFC)	949746101	444	44 32	19,677 14	55 11	24,468 84	0 00	4,791 70	674 88	2 76	1 49
ZIMMER BIOMET HLDGS INC COM(ZBH)	98956P102	169	112 47	19,007 02	103 20	17,440 80	40 56	(1,566 22)	162 24	0 93	1 06
U.S MID CAP				129,872 33		125,795 46	235 31	(4,076 87)	1,531 44	1 22	7 68
INVESCO LTD COM BERMUDA(IVZ)	G491BT108	224	29 99	6,718 74	30 34	6,796 16	0 00	77 42	250 88	3 69	0 41
ADVANCED AUTO PTS INC COM(AAP)	00751Y106	45	154 64	6,958 84	169 12	7,610 40	2 70	651 56	10 80	0 14	0 46

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AKAMAI TECHNOLOGIES INC COM(AKAM)	00971T101	138	60 52	8,351 42	66 68	9,201 84	0 00	850 42	0 00	0 00	0 56
ARAMARK COM(ARMK)	03852U106	269	33 93	9,127 96	35 72	9,608 68	0 00	480 72	110 83	1 15	0 59
COACH INC COM(COH)	189754104	391	40 54	15,852 82	35 02	13,692 82	131 96	(2,160 00)	527 85	3 85	0 84
COOPER COS INC COM NEW (COO)	216648402	77	165 87	12,771 98	174 93	13,469 61	0 00	697 63	4 62	0 03	0 82
DTE ENERGY CO COM(DTE)	233331107	122	93 61	11,419 85	98 51	12,018 22	100 65	598 37	402 60	3 35	0 73
EQT CORP COM (EQT)	26884L109	99	78 73	7,794 46	65 40	6,474 60	0 00	(1,319 86)	11 88	0 18	0 40
EXPEDIA INC DEL NEW COM(EXPE)	30212P303	72	109 26	7,866 41	113 28	8,156 16	0 00	289 75	74 88	0 92	0 50
MICHAELS COS INC COM (MIK)	59408Q106	373	27 22	10,152 08	20 45	7,627 85	0 00	(2,524 23)	0 00	0 00	0 47
NOBLE ENERGY INC COM (NBL)	655044105	288	36 10	10,395 74	38 06	10,961 28	0 00	565 54	115 20	1 05	0 67
PVH CORP COM (PVH)	693656100	146	102 36	14,944 85	90 24	13,175 04	0 00	(1,769 81)	21 90	0 17	0 80
PALO ALTO NETWORKS INC COM (PANW)	697435105	56	134 24	7,517 18	125 05	7,002 80	0 00	(514 38)	0 00	0 00	0 43
U S SMALL CAP				8,768 23		8,371 08	0 00	(397 15)	133 17	1 59	0 51
DUN & BRADSTREET CORP DEL NEW COM(DNB)	26483E100	69	127 08	8,768 23	121 32	8,371 08	0 00	(397 15)	133 17	1 59	0 51
INTERNATIONAL DEVELOPED				91,814 45		87,231 89	177 24	(4,582 56)	2,145 34	2 46	5 33

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AON PLC COM ISIN GB00B5BT0K07 UNITED KINGDOM (AON)	G0408V102	74	108 67	8,041 61	111 53	8,253 22	0 00	211 61	97 68	1 18	0 50
EATON CORP PLC COM IRELAND (ETN)	G29183103	127	66 89	8,495 28	67 09	8,520 43	0 00	25 15	289 56	3 40	0 52
JOHNSON CONTROLS INTL PLC COM IRELAND(JCI)	G51502105	217	45 30	9,831 10	41 19	8,938 23	54 25	(892 87)	217 00	2 43	0 55
MEDTRONIC PLC COM IRELAND(MDT)	G5960L103	161	85 39	13,747 77	71 23	11,468 03	69 23	(2,279 74)	276 92	2 41	0 70
NIELSEN HLDGS PLC COM UNITED KINGDOM (NLSN)	G6518L108	392	53 51	20,977 40	41 95	16,444 40	0 00	(4,533 00)	486 08	2 96	1 00
BROADCOM LTD COM SINGAPORE (AVGO)	Y09827109	138	159 11	21,956 82	176 77	24,394 26	0 00	2,437 44	563 04	2 31	1 49
CANADIAN NAT RES LTD COM CANADA(CNQ)	136385101	289	30 33	8,764 47	31 88	9,213 32	53 76	448 85	215 06	2 33	0 56
[redacted] TUA W DEAN CHAR FDN - FIF				3,004,697 90		2,950,776 69	28,431 19	(53,921 21)	86,540 17		100 00
CASH/CURRENCY				95,879 78		95,983 98	8 65	104 20	551 63	0 57	3 25
CASH EQUIVALENTS				95,879 78		95,983 98	8 65	104 20	551 63	0 57	3 25
FEDERATED US TREASURY CASH RESERVES #125 (INCOME INVESTMENT)	60934N682	1,007 050	1 00	1,007 05	1 00	1,007 05	0 56	0 00	3 18	0 32	0 03
FEDERATED US TREASURY CASH RESERVES #125	60934N682	14,015 140	1 00	14,015 14	1 00	14,015 14	8 07	0 00	44 29	0 32	0 47

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Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
UNITED STATES TREAS BILL DTD 06/23/16 DUE 06/22/17 (USTB17)	912796JX8	80,000	99 58	79,662 20	99 71	79,766 40	0 00	104 20	500 57	0 63	2 70
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	1,195 390	1 00	1,195 39	1 00	1,195 39	0 02	0 00	3 59	0 30	0 04
FIXED INCOME				2,908,818 12		2,854,792 71	28,422 54	(54,025 41)	85,988 54	3 01	96 75
INVESTMENT GRADE TAXABLE				2,095,178 95		2,037,587 41	15,541 39	(57,591 54)	51,957 29	2 55	69 05
AT&T INC SR UNSECD NT DTD 11/27/13 2 375% DUE 11/27/18 (T 18)	00206RCA8	25,000	101 70	25,424 86	100 87	25,218 50	56 08	(206 36)	593 75	2 35	0 85
AMERICAN EXPRESS CR CORP SR UNSECD MTN CALL 10/05/18 @100 DTD 11/05/15 1 875% DUE 11/05/18 (AXP 18)	0258M0DZ9	75,000	100 71	75,531 15	100 15	75,108 75	218 75	(422 40)	1,406 25	1 87	2 55
AMERICAN EXPRESS CR CORP SR UNSECD MTN CALL 04/04/21 @100 DTD 05/05/16 2.250% DUE 05/05/21 (AXP 21)	0258M0EB1	75,000	101 56	76,173 44	98 81	74,106 00	262 50	(2,067 44)	1,687 50	2 28	2 51
AMERICAN HONDA FIN CORP SR UNSECD MTN DTD 07/12/16 1.200% DUE 07/12/19 (HMC 19)	02665WBE0	75,000	99 23	74,423 37	98 22	73,667 25	422 50	(756 12)	900 00	1 22	2 50

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AMERICAN INTL GROUP INC SR UNSECD NT CALL 06/16/19 @100 DTD 07/16/14 2 300% DUE 07/16/19 (AIG 19)	026874CZ8	25,000	101 54	25,385 75	100 47	25,118 00	263 54	(267 75)	575 00	2 29	0 85
AMERICAN TOWER CORP NEW SR UNSECD NT DTD 08/19/13 3 400% DUE 02/15/19(AMT 19)	03027XAC4	25,000	103 84	25,959 25	102 20	25,548 75	321 11	(410 50)	850 00	3 33	0 87
ANHEUSER-BUSCH INBEV FIN INC SR UNSECD NT CALL 01/01/21 @100 DTD 01/25/16 2 650% DUE 02/01/21(BUD 21)	035242AJ5	75,000	102 31	76,734 00	100 58	75,431 25	828 12	(1,302 75)	1,987 50	2 63	2 56
APPLE INC SR UNSECD NT DTD 08/04/16 2 450% DUE 08/04/26(AAPL26)	037833BZ2	75,000	100 32	75,242 25	93 86	70,391 25	750 31	(4,851 00)	1,837 50	2 61	2 39
AUTOZONE INC SR UNSECD NT DTD 01/14/14 1 300% DUE 01/13/17 (AZO 17)	053332AQ5	25,000	100 17	25,043 00	100 00	25,000 75	151 66	(42 25)	325 00	1 30	0 85
CAPITAL ONE NATL ASSN MCLEAN VA UNSECD SR NT CALL 7/17/18 @100 DTD 08/18/15 2 350% DUE 08/17/18(COF 18)	14042E5V8	25,000	101 45	25,362 75	100 57	25,143 50	218 68	(219 25)	587 50	2 34	0 85
CISCO SYS INC SR UNSECD NT DTD 02/17/09 4 950% DUE 02/15/19(CSCO19)	17275RAE2	75,000	109 42	82,061.36	106 90	80,174.25	1,402.50	(1,887.11)	3,712 50	4.63	2.72

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CITIGROUP INC UNSECD NT DTD 05/01/13 1 750% DUE 05/01/18 (C 18)	172967GS4	75,000	100 32	75,241 82	99 79	74,840 25	218 74	(401 57)	1,312 50	1 75	2 54
DUKE ENERGY CORP NEW SR UNSECD NT DTD 08/28/09 5.050% DUE 09/15/19 (DUK 19)	26441CAD7	25,000	110 27	27,567 46	107 80	26,951 00	371 74	(616 46)	1,262 50	4 68	0 91
EOG RES INC SR NT DTD 09/10/07 5 875% DUE 09/15/17 (EOG 17)	26875PAA9	25,000	104 39	26,097 95	102 96	25,738 75	432 47	(359 20)	1,468 75	5 71	0 87
ENERGY TRANSFER PARTNERS L P SR NT DTD 10/23/06 6 125% DUE 02/15/17(ZZZZ17)	29273RAE9	25,000	101 78	25,445 25	100 52	25,129 50	578 47	(315 75)	1,531 25	6 09	0 85
ENTERPRISE PRODS OPER LLC SR UNSECD NT DTD 05/07/15 1 650% DUE 05/07/18(EPD 18)	29379VBG7	25,000	100 36	25,091 23	99 72	24,929 75	61 87	(161 48)	412 50	1 65	0 84
FORD MTR CR CO SR UNSECD NT DTD 06/12/12 3.000% DUE 06/12/17 (F 17)	345397WD1	25,000	100 75	25,187 20	100 58	25,145 50	39 58	(41 70)	750 00	2 98	0 85
GENERAL ELEC CO SR UNSECD NT DTD 12/06/07 5 250% DUE 12/06/17(GE17)	369604BC6	75,000	104 34	78,256 11	103 59	77,695 50	273 44	(560 61)	3,937 50	5 07	2 63
GOLDMAN SACHS GROUP INC UNSECD NT DTD 01/31/14 2 625% DUE 01/31/19 (GS19)	38145XAA1	75,000	102 49	76,870 50	101 08	75,806 25	825 78	(1,064 25)	1,968 75	2 60	2 57

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JPMORGAN CHASE & CO UNSECD SR NT CALL 02/22/19 @100 DTD 03/23/16 1 850% DUE 03/22/19 (JPM 19)	46625HQU7	75,000	100 95	75,711 04	99 68	74,763 00	381 56	(948 04)	1,387 50	1 86	2 53
MEDTRONIC INC UNSECD SR GBL NT DTD 03/15/15 1 500% DUE 03/15/18(MDT 18)	585055BQ8	75,000	100 41	75,306 00	100 00	75,001 50	331 24	(304 50)	1,125 00	1 50	2 54
METLIFE INC NT DTD 02/17/09 7 717% DUE 02/15/19(MET 19)	59156RAT5	75,000	113 77	85,329 75	111 86	83,898 00	2,186 48	(1,431 75)	5,787 75	6 90	2 84
MORGAN STANLEY SR UNSECD MTN DTD 07/25/16 3 125% DUE 07/27/26(MS26)	61761J3R8	25,000	100 08	25,020 00	95 54	23,884 50	338 54	(1,135 50)	781 25	3 27	0 81
NATIONAL RURAL UTILS COOP FIN CORP SR UNSECD MTN DTD 04/24/15 0 950% DUE 04/24/17(NRUY17)	63743HEM0	25,000	100 00	25,001 02	99 92	24,980 25	44 20	(20 77)	237 50	0 95	0 85
PEPSICO INC SR UNSECD NT DTD 08/13/12 1 250% DUE 08/13/17(PEP 17)	713448CB2	50,000	100 39	50,192 50	100 04	50,019 00	239 58	(173 50)	625 00	1 25	1 70
SUNTRUST BK ATLANTA GA UNSECD MEDIUM TERM SR BK NT DTD 01/24/14 1 350% DUE 02/15/17 CALL 01/15/17 @100 00(ZZZZ17)	86787EAP2	25,000	100 09	25,021 95	100 01	25,003 00	127 50	(18 95)	337 50	1 35	0 85

U.S. TRUST
Bank of America Private Wealth Management

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TOYOTA MTR CR CORP SR UNSECD MTN DTD 05/20/16 1.400% DUE 05/20/19(TM19)	89236TDE2	75,000	100 25	75,185 95	98 87	74,148 75	119 58	(1,037 20)	1,050 00	1 42	2 51
UNITED STATES TREAS NT DTD 02/16/16 1 625% DUE 02/15/26(UNIT26)	912828P46	350,000	100 99	353,468 54	93 44	327,033 00	2,148 26	(26,435 54)	5,687 50	1 74	11 08
UNITED STATES TREAS NT INFLATION INDEX DTD 07/29/16 0 125% DUE 07/15/26(UNIT26)	912828S50	75,631 500	100 09	75,696 28	96 70	73,135 66	43 67	(2,560 62)	94 54	0 13	2 48
UNITED TECHNOLOGIES CORP SR UNSECD NT DTD 11/01/16 1 500% DUE 11/01/19 (UTX 19)	913017CF4	75,000	100 00	74,999 25	99 26	74,447 25	187 50	(552 00)	1,125 00	1 51	2 52
UNITEDHEALTH GROUP INC SR UNSECD NT CALL 12/14/25 @100 DTD 02/25/16 3 100% DUE 03/15/26(UNH 26)	91324PCV2	75,000	105 23	78,921 00	98 63	73,972 50	684 58	(4,948 50)	2,325 00	3 14	2 51
VIRGINIA ELEC & PWR CO SR NT 2007 SER B DTD 09/11/07 5.950% DUE 09/15/17 (D 17)	927804FC3	50,000	104 82	52,407 91	103 04	51,518 50	875 97	(889 41)	2,975 00	5 77	1 75
WELLS FARGO BK N A SAN FRANCISCO CA UNSECD MEDIUM TERM SR NT DTD 06/02/16 1 750% DUE 05/24/19(WFC 19)	94988J5D5	75,000	101 09	75,819 06	99 52	74,637 75	134 89	(1,181 31)	1,312 50	1 76	2 53

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INVESTMENT GRADE TAX EXEMPT				406,579 66		411,975 75	7,362 55	5,396 09	19,025 00	4 62	13 96
ALEDO TEX INDPT SCH DIST SCH BLDG BDS DTD 07/01/08 05 000 DUE 02/15/39 RNFD 02/15/18 @ 100 000 FIXED RT SINK 02/15/36 /AAA PERMSCHFD	014464PG0	35,000	101 82	35,635 57	104 31	36,506 75	661 11	871 18	1,750 00	4 79	1 24
AUSTIN TEX CMNTY COLLEGE DIST LEASE REV BDS DTD 04/01/12 03 000 DUE 08/01/18 NON-CALLABLEFIXED RT NO SINK FUND AA2/AA	052405BR7	20,000	100 73	20,146 92	102 66	20,531 20	249 99	384 28	600 00	2 92	0 70
BEAUMONT TEX INDPT SCH DIST SCH BLDG BDS DTD 03/15/08 05 000 DUE 02/15/33 RNFD 02/15/17 @ 100 000 FIXED RT SINK 02/15/29 AAA/AAA PERMSCHFD	074527JS2	15,000	100 91	15,136 12	100 47	15,070 05	283 33	(66 07)	750 00	4 98	0 51
BURLESON TEX INDPT SCH DIST FO SCH BLDG BDS-OID DTD 08/01/08 05 000 DUE 08/01/38 RNFD 08/01/18 @ 100 000 FIXED RT SINK 08/01/34 AAA/ PERMSCHFD	121403YF0	70,000	101 94	71,358 28	105 95	74,163 60	1,458 33	2,805 32	3,500 00	4 72	2 51

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CHINA SPRING TEX INDPT SCH DIS SCH BLDG BDS-OID DTD 08/01/07 04 500 DUE 08/15/21 RNFD 08/15/17 @ 100 000 FIXED RT NO SINK FUND AAA/AAA PERMSCHFD	169412LR2	75,000	101 17	75,877 63	102 18	76,632 00	1,275 00	754 37	3,375 00	4 40	2 60
COAHOMA TEX INDPT SCH DIST G O SCH BLDG BDS-OID DTD 02/01/07 04 000 DUE 02/15/17 NON-CALLABLEFIXED RT NO SINK FUND /AAA PERMSCHFD	190036DF7	20,000	100 29	20,057 30	100 27	20,053 40	302 22	(3 90)	800 00	3 99	0 68
COMAL TEX INDPT SCH DIST SCH BUILD BDS DTD 06/15/08 05 250 DUE 02/01/23 RNFD 02/01/18 @ 100 000 FIXED RT NO SINK FUND AAA/ PERMSCHFD	199820W49	35,000	105 81	37,035 14	104 31	36,509 20	765 62	(525 94)	1,837 50	5 03	1 24
FORNEY TEX INDPT SCH DIST SCH BLDG BDS DTD 05/15/08 05 000 DUE 08/15/38 RNFD 08/15/17 @ 100 000 FIXED RT SINK 08/15/34 / PERMSCHFD	346425AY7	10,000	101 15	10,115 28	102 42	10,241 70	188 89	126 42	500 00	4 88	0 35

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FORNEY TEX INDPT SCH DIST SCH BLDG BDS DTD 05/15/08 05 000 DUE 08/15/38 CALL 08/15/17 @ 100 000 FIXED RT SINK 08/15/34 /AAA PERMSCHFD	346425AZ4	25,000	101 15	25,288 20	101 79	25,446 50	472 22	158 30	1,250 00	4 91	0 86
FORT BEND CNTY TEX LTD TAX BDS DTD 07/01/07 05 000 DUE 03/01/25 RNFD 03/01/17 @ 100.000 FIXED RT NO SINK FUND WR/AA+ INS MBIA	346766LH9	25,000	100 08	25,019 83	100 64	25,160 25	416 67	140 42	1,250 00	4 97	0 85
KELLER TEX INDPT SCH DIST G O SCH BLDG BDS DTD 02/01/07 04.750 DUE 08/15/32 RNFD 08/15/17 @ 100 000 FIXED RT SINK 08/15/31 AAA/AAA PERMSCHFD	487694DH1	35,000	101 60	35,559 07	102 27	35,793 10	628 06	234 03	1,662 50	4 64	1 21
WACO TEX INDPT SCH DIST SCH BLDG REF BDS-OID DTD 06/15/08 05 000 DUE 08/15/38 RNFD 08/15/17 @ 100 000 FIXED RT SINK 08/15/36 AAA/AAA PERMSCHFD	929845PT6	35,000	101 00	35,350 32	102 48	35,868 00	661 11	517 68	1,750 00	4 88	1 22
INTERNATIONAL DEVELOPED BONDS				150,111 73		149,146 00	783 89	(965 73)	2,625 00	1 76	5 05

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ACTAVIS FUNDING SCS SR UNSECD NT LUXEMBOURG DTD 03/12/15 2 350% DUE 03/12/18 (ACT 18)	00507UAM3	25,000	100 55	25,136 98	100 58	25,144 50	177 88	7 52	587 50	2 34	0 85
SHIRE ACQUISITIONS INVTS IRELAND UNSECD SR GBL NT IRELAND DTD 09/23/16 1 900% DUE 09/23/19 (SHPG19)	82481LAA7	50,000	99 83	49,912 50	98 73	49,366 00	258 61	(546 50)	950 00	1 92	1 67
TORONTO DOMINION BK UNSECD SR MEDIUM TERM BK NT CANADA DTD 09/06/16 1 450% DUE 09/06/18(TD18)	89114QBN7	75,000	100 08	75,062 25	99 51	74,635 50	347 40	(426 75)	1,087 50	1 46	2 53
FIXED INCOME OTHER				256,947 78		256,083 55	4,734 71	(864 23)	12,381 25	4 83	8 68
ALDINE TEX INDPT SCH DIST SCH BLDG BDS DTD 07/15/07 05 000 DUE 02/15/23 RNFD 02/15/17 @ 100 000 FIXED RT NO SINK FUND WR/AAA PERMSCHFD	014393MM1	35,000	101 36	35,477 17	100 46	35,161 35	661 11	(315 82)	1,750 00	4 98	1 19
GRAND PRAIRIE TEX INDPT SCH DI SCH BLDG BDS DTD 07/01/07 05 000 DUE 02/15/32 RNFD 02/15/17 @ 100 000 FIXED RT SINK 02/15/29 /AAA PERMSCHFD	3861544F2	35,000	100 81	35,284 70	100 46	35,159 25	661 11	(125 45)	1,750 00	4 98	1 19

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GRAND PRAIRIE TEX INDPT SCH DI SCH BLDG BDS DTD 07/01/07 05 000 DUE 02/15/37 RNFD 02/15/17 @ 100 000 FIXED RT SINK 02/15/33 /AAA PERMSCHFD	3861544G0	70,000	100 78	70,545 19	100 46	70,318 50	1,322 22	(226 69)	3,500 00	4 98	2 38
JUDSON TEX INDPT SCH DIST G O SCH BLDG REF BDS-OID DTD 04/01/07 04 500 DUE 02/01/35 RNFD 02/01/17 @ 100 000 FIXED RT SINK 02/01/28 WR/ PERMSCHFD	481305FJ4	10,000	100 04	10,003 78	100 26	10,026 40	187 50	22 62	450 00	4 49	0 34
JUDSON TEX INDPT SCH DIST G O SCH BLDG REF BDS-OID DTD 04/01/07 04.500 DUE 02/01/35 RNFD 02/01/17 @ 100.000 FIXED RT SINK 02/01/28 WR/ PERMSCHFD	481305FT2	5,000	100 04	5,001 91	100 19	5,009 50	93 75	7 59	225 00	4 49	0 17
MC KINNEY TEX INDPT SCH DIST SCH BLDG BDS-OID DTD 07/15/07 04 625 DUE 02/15/29 RNFD 02/15/17 @ 100 000 FIXED RT SINK 02/15/28 WR/AAA PERMSCHFD	5816632Q3	35,000	100 08	35,027 40	100 43	35,148 75	611 52	121 35	1,618 75	4 61	1 19

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NORTHWEST TEX INDPT SCH DIST G O SCH BLDG BDS DTD 05/15/07 05 000 DUE 02/15/20 RNFD 02/15/17 @ 100 000 FIXED RT NO SINK FUND WR/ PERMSCHFD	667825TX1	30,000	101 57	30,471 20	100 47	30,140 10	566 67	(331 10)	1,500 00	4 98	1 02
SUNNYVALE TEX SCH DIST SCH BLDG BDS DTD 07/15/07 05 250 DUE 02/15/32 RNFD 02/15/17 @ 100 000 FIXED RT SINK 02/15/28 /AAA PERMSCHFD	867646DQ1	15,000	100 91	15,136 68	100 49	15,074 10	297 50	(62 58)	787 50	5 22	0 51
UPPER TRINITY REGL WTR DIST TE REF-REGL TREATED-SUPPLY SYS-OID DTD 03/01/07 04 000 DUE 08/01/19 RNFD 02/01/17 @ 100 000 FIXED RT NO SINK FUND WR/NR INS XLCA	916672PZ5	20,000	100 00	19,999 75	100 23	20,045 60	333 33	45 85	800 00	3 99	0 68

[1] closed account

*SD - settlement date basis account holdings

When viewing Holdings by Account, the Total Portfolio may include more than the aggregated market values of the accounts displayed on the report

Unless otherwise noted, all views are based on trade date Historical balances for some accounts may not be available for this period Previous business day prices when available are displayed for externally held marketable securities The amounts shown for assets not held by Bank of America and values shown for illiquid and other hard to value assets are for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change These investments may not be listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize the amounts shown upon a sale or liquidation Bank of America makes no representations as to the accuracy of the value(s) provided