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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

GEORGE E. SEAY, III FOUNDATION

A Employer identification number

73-1645127

Number and street (or P.O. box number if mail is not delivered to street address)

325 N ST. PAUL, SUITE 3500

Room/suite

B Telephone number

214-752-7244

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

DALLAS, TX 75201

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeC If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

\$ 6,028,048. (Part I, column (d) must be on cash basis.)

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).)

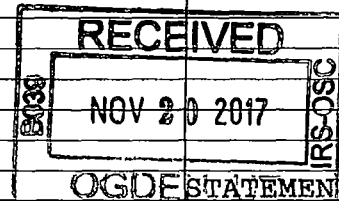
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	53,613.	53,603.		STATEMENT 1
	5a	Gross rents	3,338.	3,338.		STATEMENT 2
	b	Net rental income or (loss)	3,338.			
	6a	Net gain or (loss) from sale of assets not on line 10	210,950.			STATEMENT 3
	b	Gross sales price for all assets on line 6a	218,864.			
	7	Capital gain net income (from Part IV, line 2)		89,943.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	180,145.	179,447.		STATEMENT 4
	12	Total. Add lines 1 through 11	448,046.	326,331.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	8,975.	8,975.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes	19,763.	4,243.		0.
	19	Depreciation and depletion	28,939.	3,170.		
	20	Occupancy	16,476.	16,476.		0.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	238,879.	238,879.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	313,032.	271,743.		0.
	25	Contributions, gifts, grants paid	1,048,322.			1,048,322.
	26	Total expenses and disbursements. Add lines 24 and 25	1,361,354.	271,743.		1,048,322.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-913,308.			
	b	Net investment income (if negative, enter -0-)		54,588.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



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ENVELOPE
POSTMARK DATE NOV 8 2017

SCANNED NOV 27 2017

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	27,663.	62,710.	62,710.
	2 Savings and temporary cash investments	500,000.	500,000.	500,000.
	3 Accounts receivable ▶ 3,525.			
	Less: allowance for doubtful accounts ▶	306,288.	3,525.	3,525.
	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 ▶ 269,548.			
	Less: allowance for doubtful accounts ▶ 0.	284,548.	269,548.	269,548.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 266,367.			
	Less: accumulated depreciation STMT 9 ▶ 60,087.	235,219.	206,280.	206,280.
	15 Other assets (describe ▶ STATEMENT 10)	5,436,082.	4,791,605.	4,985,985.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,789,800.	5,833,668.	6,028,048.
	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 ▶ STATEMENT 11)	213,118.	229,594.	
	23 Total liabilities (add lines 17 through 22)	213,118.	229,594.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,576,682.	5,604,074.	
	30 Total net assets or fund balances	6,576,682.	5,604,074.	
	31 Total liabilities and net assets/fund balances	6,789,800.	5,833,668.	

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	6,576,682.
2 Enter amount from Part I, line 27a	2	-913,308.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,663,374.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	59,300.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,604,074.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 94,488.		4,545.	89,943.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			89,943.

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	89,943.
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	1,773,424.	6,371,826.	.278323
2014	1,713,215.	6,974,110.	.245654
2013	994,660.	8,691,097.	.114446
2012	442,787.	9,158,202.	.048349
2011	777,371.	3,746,326.	.207502

2 Total of line 1, column (d)	2	.894274
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	.178855
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,630,913.
5 Multiply line 4 by line 3	5	1,007,117.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	546.
7 Add lines 5 and 6	7	1,007,663.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,048,322.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	546.
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	546.
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	546.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	13,505.	
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	13,505.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,959.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax	11	12,959.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	X
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

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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? Website address ► N/A	13	X
14 The books are in care of ► GEORGE E. SEAY, III Telephone no. ► 214-752-7240		
Located at ► 325 N. ST. PAUL, SUITE 3500, DALLAS, TX ZIP+4 ► 75201		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... and enter the amount of tax-exempt interest received or accrued during the year ...	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ... N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) ... 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

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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 fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐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 ☐ NoIf "Yes," attach the statement required by Regulations section 53.4945-5(d). **SEE STATEMENT 12**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on

a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
GEORGE E. SEAY, III 325 N. ST. PAUL, SUITE 3500 DALLAS, TX 75205	DIRECTOR 10.00	0.	0.	0.
DAVID EPPERSON 700 NORTH PEARL STREET, SUITE 1100 DALLAS, TX 75201	SECRETARY 2.00	0.	0.	0.
NANCY CLEMENTS SEAY 6007 ST. ANDREWS DALLAS, TX 75205	TRUSTEE 2.00	0.	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.

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.

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	500,000.
b	Average of monthly cash balances	1b	106,749.
c	Fair market value of all other assets	1c	5,109,914.
d	Total (add lines 1a, b, and c)	1d	5,716,663.
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	5,716,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,750.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,630,913.
6	Minimum investment return. Enter 5% of line 5	6	281,546.

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	281,546.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	546.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	39,639.
c	Add lines 2a and 2b	2c	40,185.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	241,361.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	241,361.
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	241,361.

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	1,048,322.
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	1,048,322.
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	546.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,047,776.

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				241,361.
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	593,589.			
b From 2012				
c From 2013	579,748.			
d From 2014	1,393,068.			
e From 2015	1,463,240.			
f Total of lines 3a through e	4,029,645.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	1,048,322.			
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				241,361.
e Remaining amount distributed out of corpus	806,961.			
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	4,836,606.			
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	593,589.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	4,243,017.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	579,748.			
c Excess from 2014	1,393,068.			
d Excess from 2015	1,463,240.			
e Excess from 2016	806,961.			

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				
ACT P.O. BOX 336336 DALLAS, TX 75222		PUBLIC CHARITY	RELIGIOUS	5,000.
ARISE AFRICA 316 BAILEY AVENUE, SUITE 113 FORT WORTH, TX 76107		PUBLIC CHARITY	TO SPONSOR MISSION TRIPS.	2,500.
ARM MINISTRY 1128 SABINE STREET DALLAS, TX 75203		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	500.
AVON 39 9902 CHASE HILL COURT VIENNA, VA 22182		PUBLIC CHARITY	TO SPONSOR THE WALK TO END BREAST CANCER.	250.
BARBARA BUSH FOUNDATION 516 N ADAMS STREET TALLAHASSEE, FL 3230		PUBLIC CHARITY	IN HONOR OF ALLIE BETH AND PIERCE ALLMAN.	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,048,322.
b Approved for future payment				
NONE				
Total				3b 0.

GEORGE E. SEAY, III FOUNDATION

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 ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP		P		
b ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP		P		
c GREENHILL CAPITAL PARTNERS III, LP		P		
d VALESICO COMMERCE STREET CAPITAL, LP		P		
e VELOCIS FUND FEEDER I, LP		P		
f WKW PARTNERS FUND I, LP		P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		4,545.	-4,545.
b 42,072.			42,072.
c 137.			137.
d 31,979.			31,979.
e 949.			949.
f 19,351.			19,351.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) Losses (from col. (h))
Gains (excess of col. (h) gain over col. (k),
but not less than "-0-")

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-4,545.
b			42,072.
c			137.
d			31,979.
e			949.
f			19,351.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	89,943.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRAVELOVE 2633 MCKINNEY AVE, #103-266 DALLAS, TX 75204		PUBLIC CHARITY	TO SUPPORT ADOPTION IN DALLAS	750.
CATHOLIC CHARITIES OF DALLAS 9461 LBJ FRWY, #128 DALLAS, TX 75243		PUBLIC CHARITY	IN HONOR OF GRETCHEN SEAY.	10,000.
CATHOLIC FOUNDATION OF DALLAS 12222 MERIT DR, #850 DALLAS, TX 75251		PUBLIC CHARITY	IN HONOR OF GRETCHEN SEAY.	15,000.
CATTLE BARON'S BALL 3838 OAK LAWN AVENUE, SUITE 700 DALLAS, TX 75219		PUBLIC CHARITY	IN HONOR OF WARREN L. GRAVELY, JR.	2,500.
CENTER FOR AMERICAN AND INTERNATIONAL LAW 5201 DEMOCRACY DRIVE PLANO, TX 75024		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	10,000.
CEPA 1225 19TH STREET NW, SUITE 450 WASHINGTON, DC 20036		PUBLIC CHARITY	IN HONOR OF LARRY HIRSCH.	15,000.
CIA OFFICERS MEMORIAL FOUNDATION PO BOX 405 HERNDON, VA 20172		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	25,000.
COMMUNITY FOUNDATION OF JACKSON HOLE 245 E SIMPSON AVE. JACKSON, WY 83001		PUBLIC CHARITY	TO ASSIST JACKSON HOLE CLASSICAL ACADEMY.	2,500.
CONTRIBUTIONS THROUGH PASSIVE INVESTMENTS 325 N. ST. PAUL, SUITE 3500 DALLAS, TX 75201		PUBLIC CHARITY	VARIOUS	252.
CRU 100 LAKE HART DR, #3600 ORLANDO, FL 32832		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	10,000.
Total from continuation sheets				1,035,072.

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
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	TO GLORIFY GOD BY EQUIPPING GODLY SERVANT-LEADERS FOR THE PROCLAMATION OF HIS WORD AND THE	2,500.
DAVID NATHAN MEYERSON FOUNDATION 4441 BUENA VISTA DALLAS, TX 75205		PUBLIC CHARITY	IN MEMORY OF BERNICE GRESSMAN MEYERSON,	2,500.
EAST WEST MINISTRY 2001 W. PLANO PARKWAY #3000 PLANO, TX 75075		PUBLIC CHARITY	TO GLORIFY GOD BY MULTIPLYING FOLLOWERS OF JESUS IN THE SPIRITUALLY DARKEST AREAS OF THE WORLD	5,000.
EMILY'S PLACE PO BOX 860911 PLANO, TX 75074		PUBLIC CHARITY	TO PROVIDE "TRANSFORMATIONAL" HOUSING MINISTRY BASED ON A 24-MONTH STAY COMMITMENT WHICH	2,500.
FAMILY LEGACY 5005 WEST ROYAL LANE, SUITE 252 IRVING, TX 75063		PUBLIC CHARITY	CONNECT AMERICAN FAMILIES WITH THE ORPHANED AND VULNERABLE CHILDREN OF ZAMBIA TO PROCLAIM THE	5,100.
FELLOWSHIP OF FATHERS SOCIETY 480 MAIN ST NEW YORK 10044		PUBLIC CHARITY	STRENGTHEN FATHERS, FAMILY AND FAITH IN THE UNITED STATES AND AROUND THE WORLD	1,000.
GATEHOUSE 670 WESTPORT PKWY GRAPEVINE, TX 76051		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	5,000.
GFM MINISTRIES PO BOX 540294 DALLAS, TX 75354		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	5,000.
GOODMAN INSTITUTE 6335 NW HWY, SUITE 2111 DALLAS, TX 75225		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	2,500.
HOPE FOR THE HEART PO BOX 7 DALLAS, TX 75221		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	50,000.
Total from continuation sheets				

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
HOPE THROUGH HEALING HANDS 2908 POSTON AVENUE NASHVILLE, TN 37203		PUBLIC CHARITY	MEDICAL SERVICES	20,000.
HOPEWELL FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	5,000.
INSPIRE A CHILD ANNUAL FUND PO BOX 55409 JACKSON, MS 39296		PUBLIC CHARITY	JENNIFERE - 11/02/17 04:03PM WORKSHEET PRIVATE FOUNDATION	2,500.
LA FIESTA 3419 WESTMINSTER AVE DALLAS, TX 75205		PUBLIC CHARITY	RAISE MONEY FOR VARIOUS PARK CITIES CHARITIES	1,750.
LEAP GLOBAL MISSIONS 7777 FOREST LANE, SUITE B-326 DALLAS, TX 75230		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	25,000.
LINK MINISTRY 420 S ORANGE AVE, SUITE 800 ORLANDO, FL 32801		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	30,000.
MCCORMICK RESEARCH INSTITUTE 1631 EAST VINE ST, SUITE 300 KISSIMMEE, FL 34744		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	2,500.
MI ESQUELITA 4231 MAPLE AVE DALLAS, TX 75219		PUBLIC CHARITY	PROVIDE EARLY CHILDHOOD EDUCATION TO LOW INCOME AT-RISK CHILDREN	2,500.
MINISTRY TO STATE 325 N. ST. PAUL ST., STE. 3500 DALLAS, TX 75201		PUBLIC CHARITY	RELIGIOUS	2,000.
MY BIO / THE FREEDOM MOVEMENT 1000 N. BELTLINE RD, SUITE 201 IRVING, TX 75061		PUBLIC CHARITY	FACILITATE TRAINING AND PROVIDE RESOURCES TO AIDE IN IDENTIFYING PAST ISSUES THAT NEGATIVELY AFFECT LIFE	50,000.
Total from continuation sheets				

GEORGE E. SEAY, III FOUNDATION

73-1645127

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
PARK CITIES PRESBYTERIAN CHURCH 4124 OAK LAWN AVENUE DALLAS, TX 75219		PUBLIC CHARITY	RELIGIOUS	1,670.
PEACE CORP 1111 20TH ST NW WASHINGTON, DC 20526		PUBLIC CHARITY	TO SPONSOR VOLUNTEERS IN THE EASTERN PROVINCE OF ZAMBIA,	500.
PINE COVE PO BOX 9000 TYLER, TX 75711		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	2,500.
PRESBYTERIAN COMM. & SERVICES FOUNDATION 6100 COLWELL BLVD, SUITE 225 IRVING, TX 75039		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	10,000.
REACHGLOBAL 901 E. 78TH STREET MINNEAPOLIS, MN 55420		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	2,500.
REDEEMER CITY TO CITY 1359 BROADWAY 11TH FLOOR NO 1102 NEW YORK, NY 10018		PUBLIC CHARITY	RELIGIOUS	4,000.
RESCUE FREEDOM INTERNATIONAL PO BOX 77 KIRKLAND, WA 98083		PUBLIC CHARITY	TO GIVE AID TO THE HUMAN TRAFFICKING INSTITUTE,	5,000.
S.M. WRIGHT FOUNDATION 9213 SOVEREIGN ROW DALLAS, TX 75247		PUBLIC CHARITY	PROVIDES SUPPORT AND STABILITY TO INNER-CITY, UNDERPRIVILEGED CHILDREN AND LESS	10,000.
SHIRTS ACROSS AMERICA 732 18TH AVE E SEATTLE, WA 98112		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION,	100.
SKY RANCH 24657 COUNTY ROAD 448 VAN, TX 75790		PUBLIC CHARITY	PROMOTES THE THREEFOLD SPIRITUAL, MENTAL AND PHYSICAL DEVELOPMENT OF BOYS, GIRLS, MEN AND WOMEN	10,000.
Total from continuation sheets				

GEORGE E. SEAY, III FOUNDATION

73-1645127

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
SWEETHEART BALL, INC., THE 8819 MCCRAW DALLAS, TX 75209		PUBLIC CHARITY	MEDICAL RESEARCH	25,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE P.O. BOX 760549 SAN ANTONIO, TX 78245		PUBLIC CHARITY	MEDICAL RESEARCH	500.
TEXAS EXES 2110 SAN JACINTO BLVD AUSTIN, TX 78712		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	6,250.
TEXAS MUSIC EXPERIENCE 4551 W LOVERS LANE DALLAS, TX 75205		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	10,000.
THE DALLAS FOUNDATION 3963 MAPLE AVENUE DALLAS, TX 75219		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	50,000.
THE GATEHOUSE / PROJECT HAND UP PO BOX 398 GRAPEVINE, TX 76099		PUBLIC CHARITY	GIVE MEMBERS THE PRACTICAL RESOURCES NEEDED TO POSITIVELY NAVIGATE THE PATH TOWARD PERMANENT	50,000.
THE HOPE LINE - DAWSON MCALLISTER NETWORK 325 N. ST. PAUL ST., STE. 3500 DALLAS, TX 75201		PUBLIC CHARITY	FOR THE SAKE OF REACHING, RESCUING, AND RESTORING TEENS AND YOUNG ADULTS, BY THE GRACE OF GOD	27,500.
THE JONNY 8701 LAUREL CREST DRIVE LORTON, VA 22079		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	500.
TURNING POINT USA 217 1/2 ILLINOIS ST LEMONT, IL 60439		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	500.
U.S. OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	5,000.
Total from continuation sheets				

GEORGE E. SEAY, III FOUNDATION

73-1645127

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
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR STOP G6000 AUSTIN, TX 78712		PUBLIC CHARITY	A COMMUNITY WORKING TOGETHER TO SOLVE CHALLENGES FACING SOCIETY, BLENDING RESEARCH AND DISCOVERY	40,000.
UPLIFT EDUCATION 1825 MARKET CENTER BLVD DALLAS, TX 75207		PUBLIC CHARITY	CREATE AND SUSTAIN PUBLIC SCHOOLS OF EXCELLENCE THAT EMPOWER EACH STUDENT TO REACH THEIR HIGHEST	10,000.
UT MCCOMBS SCHOOL OF BUSINESS 2110 SPEEDWAY AUSTIN, TX 78705		PUBLIC CHARITY	TO ASSIST THE ORGANIZATION IN ACHIEVING ITS CHARITABLE MISSION.	15,000.
UTE TRAIL RANCH FOUNDATION 325 N. ST. PAUL ST., STE. 3500 DALLAS, TX 75201		PRIVATE FOUNDATION	FUNDS FOR CHAPEL AND LODGE CONSTRUCTION FOR CHRISTIAN CAMP	434,700.
YOUNGLIFE 11300 N CENTRAL EXPY, #600 DALLAS, TX 75243		PUBLIC CHARITY	TO ASSIST WITH OPERATIONS.	500.
Total from continuation sheets ..				

Part XV Supplementary Information

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

NAME OF RECIPIENT - DALLAS THEOLOGICAL SEMINARY

TO GLORIFY GOD BY EQUIPPING GODLY SERVANT-LEADERS FOR THE PROCLAMATION
OF HIS WORD AND THE BUILDING UP OF THE BODY OF CHRIST WORLDWIDE

NAME OF RECIPIENT - EMILY'S PLACE

TO PROVIDE "TRANSFORMATIONAL" HOUSING MINISTRY BASED ON A 24-MONTH STAY
COMMITMENT WHICH PROMOTES STABILITY AND WISE CHOICES.

NAME OF RECIPIENT - FAMILY LEGACY

CONNECT AMERICAN FAMILIES WITH THE ORPHANED AND VULNERABLE CHILDREN OF
ZAMBIA TO PROCLAIM THE GOSPEL, TRANSFORM LIVES, AND RESCUE ORPHANS

NAME OF RECIPIENT - MY BIO / THE FREEDOM MOVEMENT

FACILITATE TRAINING AND PROVIDE RESOURCES TO AIDE IN IDENTIFYING PAST
ISSUES THAT NEGATIVELY AFFECT LIFE AND THEN ASSIST IN LETTING THEM GO
AND LEARN TO SEE AND HEAR IN A NEW WAY WITH A NEW TRUTH

NAME OF RECIPIENT - S.M. WRIGHT FOUNDATION

PROVIDES SUPPORT AND STABILITY TO INNER-CITY, UNDERPRIVILEGED CHILDREN
AND LESS FORTUNATE FAMILIES THROUGH HUNGER RELIEF, EDUCATIONAL SUPPORT,
HEALTH, SOCIAL SERVICE ASSISTANCE AND ECONOMIC EMPOWERMENT

NAME OF RECIPIENT - THE GATEHOUSE / PROJECT HAND UP

GIVE MEMBERS THE PRACTICAL RESOURCES NEEDED TO POSITIVELY NAVIGATE THE
PATH TOWARD PERMANENT CHANGE. BECAUSE WHEN THE CYCLES OF ABUSE, POVERTY
AND HELPLESSNESS ARE DISRUPTED AND TRANSFORMED INTO
SELF-SUPPORTIVENESS, GENERATIONS OF LIVES ARE SAVED.

Part XV Supplementary Information

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

NAME OF RECIPIENT - UNIVERSITY OF TEXAS AT AUSTIN

A COMMUNITY WORKING TOGETHER TO SOLVE CHALLENGES FACING SOCIETY,

BLENDING RESEARCH AND DISCOVERY WITH LEARNING

NAME OF RECIPIENT - UPLIFT EDUCATION

CREATE AND SUSTAIN PUBLIC SCHOOLS OF EXCELLENCE THAT EMPOWER EACH

STUDENT TO REACH THEIR HIGHEST POTENTIAL IN COLLEGE AND THE GLOBAL

MARKETPLACE AND THAT IN SO DO IN STUDENTS A LIFE LONG LOVE OF LEARNING,

ACHIEVEMENT, AND SERVICE IN ORDER TO POSITIVELY CHANGE THEIR WORLD

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AETHON II-A, LP	91.	0.	91.	91.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	46,207.	0.	46,207.	46,197.	
CHARLES SCHWAB #7994	9.	0.	9.	9.	
CIC III, LP	480.	0.	480.	480.	
DESERT PARTNERS V	4.	0.	4.	4.	
DEVON ENERGY PRODUCTION CO LP	2.	0.	2.	2.	
GREENHILL CAPITAL PARTNERS III, LP	3,951.	0.	3,951.	3,951.	
TSTAR 600	317.	0.	317.	317.	
VALESCO COMMERCE STREET CAPITAL LP	2,487.	0.	2,487.	2,487.	
VELOCIS FUND FEEDER I LP	10.	0.	10.	10.	
WKW PARTNERS FUND I	55.	0.	55.	55.	
TO PART I, LINE 4	53,613.	0.	53,613.	53,603.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
DENTON COUNTY - LAND	1	
VALESCO COMMERCE STREET CAPITAL, LP - TEXAS	2	13.
VELOCIS FUND FEEDER I, LP - TEXAS	3	3,084.
PAISANO ENERGY FUND I, LP	4	4,471.
VELOCIS FUND II QP LP	5	-4,230.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,338.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,545.	0.	0.	-4,545.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,072.	0.	0.	0.	42,072.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GREENHILL CAPITAL PARTNERS III, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
137.	0.	0.	0.	137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
VALESCO COMMERCE STREET CAPITAL, LP				PURCHASED		
	31,979.	0.	0.	0.		31,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VELOCIS FUND FEEDER I, LP				PURCHASED	
	949.	0.	0.	0.	949.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WKW PARTNERS FUND I, LP				PURCHASED	
	19,351.	0.	0.	0.	19,351.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AETHON II-A, LP - SECTION 1231				PURCHASED	
	87.	0.	0.	0.	87.

(A) DESCRIPTION OF PROPERTY	(B)		(C)		(D)		(E)		(F)	
	GROSS		COST OR		EXPENSE OF		DEPREC.		GAIN OR LOSS	
	SALES PRICE		OTHER BASIS		SALE					
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP - SECTION 1231	4.		0.		0.		0.		4.	

(A) DESCRIPTION OF PROPERTY	(B)		(C)		(D)		(E)		(F)	
	GROSS		COST OR		EXPENSE OF		DEPREC.		GAIN OR LOSS	
	SALES PRICE		OTHER BASIS		SALE					
CIC III, LP - SECTION 1231	0.		204.		0.		0.		-204.	

(A) DESCRIPTION OF PROPERTY	(B)		(C)		(D)		(E)		(F)	
	GROSS		COST OR		EXPENSE OF		DEPREC.		GAIN OR LOSS	
	SALES PRICE		OTHER BASIS		SALE					
DESERT PARTNERS V, LP - SECTION 1231	12.		0.		0.		0.		12.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GREENHILL CAPITAL PARTNERS III, LP - SECTION 1231	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	14.	0.	0.	-14.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
VALESCO COMMERCE STREET CAPITAL, LP - SECTION 1231	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	3,151.	0.	0.	-3,151.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
VELOCIS FUND FEEDER I, LP - SECTION 1231	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
124,273.	0.	0.	0.	124,273.	

NET GAIN OR LOSS FROM SALE OF ASSETS	210,950.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	210,950.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	3,996.	3,996.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	-17,312.	-17,312.	
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	46,426.	46,426.	
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	52,888.	52,888.	
CIC III, LP	-5,703.	-5,703.	
CIC III, LP	72.	72.	
CIC III, LP	-5,426.	-5,426.	
DESERT PARTNERS V	13,345.	13,345.	
DESERT PARTNERS V	16,407.	16,407.	
DEVON ENERGY PRODUCTION CO LP ROYALTY INCOME	40,140.	40,140.	
GREENHILL CAPITAL PARTNERS III, LP	-6,103.	-6,103.	
GREENHILL CAPITAL PARTNERS III, LP	-2,392.	-2,392.	
MONTEGO CAPITAL FUND I LTD	172.	172.	
MONTEGO CAPITAL FUND I LTD	11,505.	11,505.	
PAISANO ENERGY FUND I	2,489.	2,489.	
VALESCO COMMERCE STREET CAPITAL ORDINARY LOSS	1,963.	1,963.	
AETHON II-A LP	25,647.	25,647.	
AETHON II-A LP	88.	88.	
VELOCIS FUND II QP LP	-5.	-5.	
EVERVEST OPERATING	2.	2.	
BLUE RIVER MINERALS, LLC	1,248.	1,248.	
TAX REFUND	698.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	180,145.	179,447.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	8,975.	8,975.		0.
TO FORM 990-PF, PG 1, LN 16B	8,975.	8,975.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	2,205.	2,205.		0.
FOREIGN TAXES	1,389.	1,389.		0.
FEDERAL INCOME TAX	15,520.	0.		0.
SEVERANCE TAX	649.	649.		0.
TO FORM 990-PF, PG 1, LN 18	19,763.	4,243.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	48,019.	48,019.		0.
DEPLETION	53,405.	53,405.		0.
INTANGIBLE DRILLING COSTS	28,146.	28,146.		0.
INVESTMENT INTEREST EXPENSE	15,233.	15,233.		0.
NON-DEDUCTIBLE EXPENSES	649.	649.		0.
OTHER PASSTHROUGH EXPENSES	50,800.	50,800.		0.
ROYALTY DEDUCTIONS	38,035.	38,035.		0.
SECTION 179 EXPENSE	232.	232.		0.
OFFICE EXPENSES	4,360.	4,360.		0.
TO FORM 990-PF, PG 1, LN 23	238,879.	238,879.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES FROM PASSTHROUGH INVESTMENTS	59,300.
TOTAL TO FORM 990-PF, PART III, LINE 5	59,300.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNISHINGS	20,391.	15,932.	4,459.
OFFICE FURNISHINGS	1,800.	1,406.	394.
DENTON COUNTY LAND	133,929.	0.	133,929.
OFFICE FURNISHINGS	110,247.	42,749.	67,498.
TOTAL TO FM 990-PF, PART II, LN 14	266,367.	60,087.	206,280.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	2,208,904.	1,413,049.	1,697,281.
INVESTMENT IN CENTENNIAL MINERAL HOLDINGS, LLC	212,297.	187,148.	187,151.
INVESTMENT IN CIC III, LP	112,494.	151,312.	148,722.
INVESTMENT IN DESERT PARTNERS V, LP	456,803.	439,852.	439,851.
INVESTMENT IN GREENHILL CAPITAL PARTNERS	291,521.	418,774.	483,669.
INVESTMENT IN MONTEGO CAPITAL FUND I LTD	161,258.	145,628.	145,628.
INVESTMENT IN PAISANO ENERGY FUND I, LP	231,947.	224,141.	224,141.
INVESTMENT IN TREE HOUSE, INC	90,670.	90,670.	90,670.
INVESTMENT IN VALESCO COMMERCE STREET CAPITAL, LP	112,735.	51,090.	46,592.
INVESTMENT IN VELOCIS FUND FEEDER I, LP	635,138.	472,840.	325,179.
INVESTMENT IN VELOCIS FUND II QP, LP	112,417.	67,820.	67,820.
REIMBURSEMENTS	10,000.	10,000.	10,000.
ROYALTY INTEREST - DENTON COUNTY	514,286.	514,286.	514,286.
INVESTMENT IN AETHON II-A LP	180,589.	167,174.	167,174.
INVESTMENT IN WKW PARTNERS FUND I	105,023.	0.	0.
INVESTMENT IN BLUE RIVER MINERALS	0.	187,506.	187,506.
INVESTMENT IN TSTAR 600	0.	250,315.	250,315.
TO FORM 990-PF, PART II, LINE 15	5,436,082.	4,791,605.	4,985,985.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DUE TO VELOCIS FUND, LP
RENTAL DEPOSIT - DENTON FARM
ACCRUED EXPENSES

211,820.

211,820.

1,298.

1,298.

0.

16,476.

TOTAL TO FORM 990-PF, PART II, LINE 22

213,118.

229,594.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

UTE TRAIL RANCH FOUNDATION

GRANTEE'S ADDRESS325 N ST PAUL, STE 3500
DALLAS, TX 75201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
434,700.	01/14/16	

PURPOSE OF GRANT\$108,675 - JANUARY 14, 2016
\$108,675 - FEBRUARY 22, 2016
\$108,675 - MARCH 14, 2016
\$108,675 - APRIL 14, 2016RESULTS OF VERIFICATIONTHE UTE TRAIL RANCH FOUNDATION SHARES BOARD MEMBERS WITH THE UTE TRAIL
RANCH FOUNDATION AND ALL BOOKS AND RECORDS HAVE BEEN MADE AVAILABLE.