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EXTENDED TO NOVEMBER 15, 2017

Form 990-PF

Department of the Treasury
Internal Revenue Service

I.R.S. COPY

Return of Private Foundation

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

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

OMB No. 1545-0052

2016

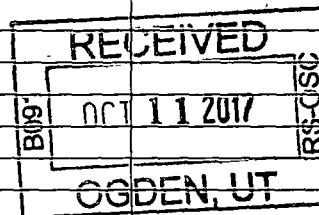
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation SHIELD-AYRES FOUNDATION		A Employer identification number 74-1938157
Number and street (or P.O. box number if mail is not delivered to street address) 3101 BEE CAVES ROAD	Room/suite 260	B Telephone number 512-467-4021
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78746		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 21,040,227.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		6,799.	6,799.		
4 Dividends and interest from securities		223,181.	223,181.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		103,073.			
b Gross sales price for all assets on line 6a 2,373,707.					
7 Capital gain net income (from Part IV, line 2)			103,073.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,411,142.	1,411,142.		STATEMENT 1
12 Total. Add lines 1 through 11		1,744,195.	1,744,195.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		99,357.	99,357.		0.
15 Pension plans, employee benefits		15,377.	15,377.		0.
16a Legal fees					
b Accounting fees STMT 2		31,860.	31,860.		0.
c Other professional fees STMT 3		122,263.	122,263.		0.
17 Interest					
18 Taxes STMT 4		8,001.	8,001.		0.
19 Depreciation and depletion		29,380.	29,380.		
20 Occupancy		22,426.	22,426.		0.
21 Travel, conferences, and meetings		2,273.	2,273.		0.
22 Printing and publications					
23 Other expenses STMT 5		4,115.	4,115.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		335,052.	335,052.		0.
25 Contributions, gifts, grants paid		1,550,756.			1,550,756.
26 Total expenses and disbursements. Add lines 24 and 25		1,885,808.	335,052.		1,550,756.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<141,613.>			
b Net investment income (if negative, enter -0-)			1,409,143.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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			2.	2.
	2	Savings and temporary cash investments		1,617,650.	1,488,203.	1,488,203.
	3	Accounts receivable ▶ 282,648.				
		Less: allowance for doubtful accounts ▶		2,043,924.	282,648.	282,648.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		31,999.	27,120.	27,120.
	10a	Investments - U.S. and state government obligations STMT 7		3,031.	2,497.	2,258.
	b	Investments - corporate stock STMT 8		10,302,131.	11,922,404.	12,778,171.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment, basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		932,718.	1,040,644.	6,452,510.	
14	Land, buildings, and equipment: basis ▶ 24,541.					
	Less accumulated depreciation STMT 10 ▶ 15,226.		8,665.	9,315.	9,315.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,940,118.	14,772,833.	21,040,227.	
Liabilities	17	Accounts payable and accrued expenses		2,931.	2,682.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		2,931.	2,682.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒				
	24	Unrestricted		14,937,187.	14,770,151.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		14,937,187.	14,770,151.	
	31	Total liabilities and net assets/fund balances		14,940,118.	14,772,833.	

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	14,937,187.
2	Enter amount from Part I, line 27a	2	<141,613.>
3	Other increases not included in line 2 (itemize) ▶ ACCRUAL TO CASH ADJUSTMENT	3	22,426.
4	Add lines 1, 2, and 3	4	14,818,000.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	47,849.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,770,151.

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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 2,373,707.		2,270,634.	103,073.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			103,073.

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	103,073.
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	1,661,935.	22,307,351.	.074502
2014	2,190,335.	22,950,028.	.095439
2013	1,894,154.	21,638,210.	.087537
2012	1,816,262.	20,988,704.	.086535
2011	1,610,595.	20,833,911.	.077306

2 Total of line 1, column (d)	2	.421319
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	.084264
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,219,738.
5 Multiply line 4 by line 3	5	1,703,796.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,091.
7 Add lines 5 and 6	7	1,717,887.
8 Enter qualifying distributions from Part XII, line 4	8	1,550,756.

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	28,183.
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	28,183.
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	28,183.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	27,120.	
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	27,120.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	18.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,081.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
c 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	
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

N/A

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)		☒
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)		☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.SHIELD-AYRESFOUNDATION.ORG	☒	
14 The books are in care of SHIELD-AYRES FOUNDATION Telephone no. 512-467-4021 Located at 3101 BEE CAVES ROAD, STE 260, AUSTIN, TX ZIP+4 78746		
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	☐	
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		☒

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	☒
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	☒
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 ☐ Yes ☒ No 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.) ☐ Yes ☒ No c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐ Yes ☒ No	2b	☒
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	3b	☒
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)	4a	☒
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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	☒

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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 fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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
CYNTHIA RAAB - 3101 BEE CAVES ROAD, NO. 260, AUSTIN, TX 78746	EXECUTIVE DIRECTOR 40.00	99,357.	0.	0.

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

0

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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	11,283,628.
b	Average of monthly cash balances	1b	2,715,679.
c	Fair market value of all other assets	1c	6,528,346.
d	Total (add lines 1a, b, and c)	1d	20,527,653.
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	20,527,653.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	307,915.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,219,738.
6	Minimum investment return. Enter 5% of line 5	6	1,010,987.

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	1,010,987.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	28,183.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,183.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	982,804.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	982,804.
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	982,804.

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	1,550,756.
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	1,550,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,550,756.

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.

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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				982,804.
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	601,211.			
b From 2012	799,922.			
c From 2013	854,037.			
d From 2014	1,100,045.			
e From 2015	583,520.			
f Total of lines 3a through e	3,938,735.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	1,550,756.			
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				982,804.
e Remaining amount distributed out of corpus	567,952.			
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	4,506,687.			
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	601,211.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,905,476.			
10 Analysis of line 9:				
a Excess from 2012	799,922.			
b Excess from 2013	854,037.			
c Excess from 2014	1,100,045.			
d Excess from 2015	583,520.			
e Excess from 2016	567,952.			

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

N/A

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

SEE STATEMENT 12

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.

PATRICIA SHIELD AYRES**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 WEBSITE (WWW.SHIELD-AYRESFOUNDATION.ORG) FOR DETAILED INFORMATION.

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

c Any submission deadlines:

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

N/A

Part XVII

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| 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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  **09/27/17** **TREASURER**

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	LAWRENCE HAASS	LAWRENCE HAASS	07/19/17		P00066679
	Firm's name ▶ HAASS, LINDOW & CAMPSEY, P.C.				Firm's EIN ▶ 74-2386663
	Firm's address ▶ 8122 DATAPOINT DR., SUITE 830 SAN ANTONIO, TX 78229				Phone no. 210-697-0660

SHIELD-AYRES 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	MORGAN STANLEY #044012394088		VARIOUS	06/15/16
b	MORGAN STANLEY #044012394088		VARIOUS	11/07/16
c	MORGAN STANLEY #044012393088		VARIOUS	06/15/16
d	MORGAN STANLEY #044012393088		VARIOUS	06/15/16
e	MORGAN STANLEY #044012393088		VARIOUS	03/22/16
f	MORGAN STANLEY #044012391088		VARIOUS	06/15/16
g	MORGAN STANLEY #044012391088		VARIOUS	06/15/16
h	MORGAN STANLEY #044012390088		VARIOUS	06/15/16
i	MORGAN STANLEY #044012390088		VARIOUS	06/15/16
j	MORGAN STANLEY #044111922088		VARIOUS	06/15/16
k	MORGAN STANLEY #044111912088		VARIOUS	06/15/16
l	MORGAN STANLEY #044111912088		VARIOUS	06/15/16
m	CAPITAL GAINS DIVIDENDS			
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 736,335.		756,632.	<20,297.>
b 22,220.			22,220.
c 73,293.		72,955.	338.
d 29,455.		30,606.	<1,151.>
e 392.		233.	159.
f 444,992.		464,173.	<19,181.>
g 67,383.		71,583.	<4,200.>
h 262,070.		276,860.	<14,790.>
i 247,624.		277,706.	<30,082.>
j 359.		454.	<95.>
k 67,440.		64,232.	3,208.
l 409,465.		255,200.	154,265.
m 12,679.			12,679.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
a			<20,297.>
b			22,220.
c			338.
d			<1,151.>
e			159.
f			<19,181.>
g			<4,200.>
h			<14,790.>
i			<30,082.>
j			<95.>
k			3,208.
l			154,265.
m			12,679.
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	103,073.
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

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FRED W. SHIELD PARTNERSHIP ROYALTY INCOME	1,404,456. 6,686.	1,404,456. 6,686.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,411,142.	1,411,142.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	31,860.	31,860.		0.
TO FORM 990-PF, PG 1, LN 16B	31,860.	31,860.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE	3,384.	3,384.		0.
INVESTMENT MANAGEMENT FEES	71,015.	71,015.		0.
APPRAISAL FEES	11,297.	11,297.		0.
CONSULTING FEES	5,280.	5,280.		0.
INSURANCE	4,027.	4,027.		0.
BOOKKEEPING	27,260.	27,260.		0.
TO FORM 990-PF, PG 1, LN 16C	122,263.	122,263.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES-ROYALTIES	468.	468.		0.	
FOREIGN TAX PAID	7,533.	7,533.		0.	
TO FORM 990-PF, PG 1, LN 18	8,001.	8,001.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	3,328.	3,328.		0.	
WEB HOSTING	787.	787.		0.	
TO FORM 990-PF, PG 1, LN 23	4,115.	4,115.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
EXCISE TAX - 2015	36,953.				
NON DEDUCTIBLE EXPENSE	10,896.				
TOTAL TO FORM 990-PF, PART III, LINE 5	47,849.				

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		2,497.	2,258.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,497.	2,258.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,497.	2,258.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	11,922,404.	12,778,171.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,922,404.	12,778,171.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	1,040,644.	6,452,510.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,040,644.	6,452,510.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,478.	1,467.	1,011.
WEBSITE	13,563.	10,926.	2,637.
FOUNDANT TECHNOLOGY	8,500.	2,833.	5,667.
TOTAL TO FM 990-PF, PART II, LN 14	24,541.	15,226.	9,315.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
PATRICIA SHIELD AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
ROBERT ATLEE AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
VERA AYRES BOWEN 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
MARGARET BOWERS AYRES 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
MARSHALL AYRES BOWEN 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
ELIZABETH AYRES DOMENECH 3101 BEE CAVES ROAD, STE. 260 AUSTIN, TX 78746	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

ROBERT M AYRES
PATRICIA SHIELD AYRES

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	COMPUTER	01/13/14	SL	5.00		16	2,478.				2,478.	971.		496.	1,467.
12	WEBSITE	07/28/14	SL	3.00		16	13,563.				13,563.	6,405.		4,521.	10,926.
23	FOUNDANT TECHNOLOGY	05/05/16	SL	2.00		16	8,500.				8,500.			2,833.	2,833.
	* TOTAL 990-PF PG 1 DEPR						24,541.				24,541.	7,376.		7,850.	15,226.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						16,041.			0.	16,041.	7,376.			12,393.
	ACQUISITIONS						8,500.			0.	8,500.	0.			2,833.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						24,541.			0.	24,541.	7,376.			15,226.
	ENDING ACCUM DEPR											15,226.			
	ENDING BOOK VALUE											9,315.			

828111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Shield-Ayres Foundation
Grants and Contributions Paid in 2016

Organization	Address 1	Address 2	City	State	Zip	Foundation Manager	Relationship to Recipient	Purpose of Grant or Contribution	Status of Recipient	Paid in 2016
A Rocha USA	PO Box 1338		Fredericksburg	TX	78624	N/A		Allies Against Slavery's Slave-Free City	Public	\$ 10,000
Allies Against Slavery	P.O. Box 684284		Austin	TX	78767	N/A		Network	Public	\$ 10,000
Amala Foundation	1006 South 8th Street		Austin	TX	78704	N/A		10th Annual Global Youth Peace Summit	Public	\$ 10,000
American Youthworks	1901 E. Ben White Blvd		Austin	TX	78741	N/A		Texas Conservation Corps (TACC) Gulf Coast Restoration	Public	\$ 15,000
Amnesty International USA	S Penn Plaza, 16th Floor		New York	NY	10001	N/A		General operating	Public	\$ 15,000
Ashville Community Theatre	35 E. Walnut Street		Ashville	NC	28801	N/A		Ashville Community Theatre	Public	\$ 10,000
Asian Family Support Services of Austin (AFSSA)	PO Box 14234		Austin	TX	78761	N/A		Operating Support of Asian Family Support Services of Austin	Public	\$ 10,000
Austin Child Guidance Center	810 W. 45th Street		Austin	TX	78751	N/A		Underserved Children and Families Mental Health Program	Public	\$ 10,000
Austin Tan Cerca de la Frontera	3707 E MLK Jr. Blvd		Austin	TX	78721	N/A		Unrestricted Operating Support	Public	\$ 8,000
Austin Youth & Community Farm, Inc (DBA Urban Roots)	4900 Gonzales St.		Austin	TX	78702	N/A		Urban Roots Strategic Operating Support	Public	\$ 15,000
Austin Youth River Watch	PO Box 40351		Austin	TX	78704	N/A		Youth Empowerment Through Environmental Education & Stewardship	Public	\$ 10,000
Austem Society of Central Texas	300 E. Highland Mall Blvd	#205	Austin	TX	78752	N/A		ACCESS-Austin	Public	\$ 10,000
Avance-Austin	745 Mansell Drive		Austin	TX	78702	N/A		AVANCE-Austin Parent and Child Education Program	Public	\$ 10,000
Baptist Peace Fellowship of North America	300 Hawthorne Ln	Suite 205	Charlotte	NC	28204	N/A		When Did We See You in Prison? Breathing	Public	\$ 10,000
Barton Springs Conservancy	2100 Stamford Jane		Austin	TX	78703	N/A		Social and Structural Injustice	Public	\$ 10,000
Bild Haus Arts, Inc.	P.O. Box 100806		San Antonio	TX	78201	N/A		Creative Aging: Increasing Under-served Senior's Access to Arts Education	Public	\$ 10,000
Botanical Research Institute of Texas	1700 University Dr		Fort Worth	TX	76107	N/A		Flowering Plants of the Trans-Pecos and Adjacent Areas	Public	\$ 10,000
Bread for the World Institute	425 3rd Street SW	Suite 1200	Washington	DC	20024	N/A		Bread Rising: A Campaign to End Hunger	Public	\$ 50,000
Breakthrough Austin	1050 East 11th Street	Suite 350	Austin	TX	78702	N/A		Breakthrough at St. Andrew's	Public	\$ 10,000
Brighton Center	14207 Higgins Rd.		San Antonio	TX	78217	N/A		Special Education Support & Services	Public	\$ 10,000
Capital IDEA	835 N. Pleasant Valley Rd.		Austin	TX	78702	N/A		Career Pathways for Central Texans	Public	\$ 10,000
CASA of Travis County	7701 N. Lamar Blvd	Suite 301	Austin	TX	78752	N/A		Child Advocacy in the Foster Care System	Public	\$ 15,000
Catholic Charities of Central Texas	1625 Rutherford Lane		Austin	TX	78754	N/A		Financial Stability Program	Public	\$ 10,000
Center for Child Protection	8509 FM 969, Bldg 2		Austin	TX	78724	N/A		Forensic Interview Program	Public	\$ 15,000
Chihuahuan Desert Research Institute	PO Box 905		Fort Davis	TX	79734	N/A		CDRI Educational Programs Support	Public	\$ 10,000
Children's Bereavement Center	205 W. Olmos	43869 St. Hwy 118	San Antonio	TX	78212	N/A		Healing Programs for Grieving Youth	Public	\$ 10,000
ChildSafe	7130 West US Hwy 90		San Antonio	TX	78227	N/A		Care and Extended Care Services for Abused and Neglected Children	Public	\$ 10,000
Chrysalis Ministries	503 San Pedro		San Antonio	TX	78212	N/A		Chrysalis Ministries Chaplaincy and Welcome Home Reentry Project	Public	\$ 10,000
Colorado River Alliance	PO Box 50029		Austin	TX	78763	N/A		Texas Colorado River Mobile Learning Experiences (Mobile River)	Public	\$ 5,000
Communities in Schools of Central Texas	3000 S. IH 35	Suite 200	Austin	TX	78704	N/A		Communities in Schools of Central Texas - Pebble Project	Public	\$ 10,000
Con Mi MAORE	1925 San Jacinto Blvd.	Suite 03500	Austin	TX	78712	N/A		College Prep and Access for Latinos	Public	\$ 10,000
Conspirare	505 East Humble Drive	Suite 155	Austin	TX	78752	N/A		Outreach to Incarcerated Communities	Public	\$ 15,000
El Bilen Semaifano	7000 Woodhush Drive		Austin	TX	78745	N/A		Family Literacy Program	Public	\$ 15,000
Environmental Defense Fund	257 Park Avenue South	17th Floor	New York	NY	10010	N/A		Lesser Prairie-Chicken Habitat Exchange	Public	\$ 25,000
Equilbrio Women's Worker Center	4926 E Cesar Chavez St.		Austin	TX	78702	N/A		M.L.S.M.A.	Public	\$ 5,000
Esperanza Peace and Justice Center	922 San Pedro Ave		San Antonio	TX	78212	N/A		MujerActas	Public	\$ 10,000
Families in Nature	4610 Shoelwood		Austin	TX	78756	N/A		Outreach Program Expansion	Public	\$ 10,000
Folks at Home	141 University Ave.	PO Box 291	Sewanee	TN	37375	N/A		Folks at Home	Public	\$ 10,000
Foster Angels of Central Texas	P.O. Box 152575		Austin	TX	78715	N/A		Direct Assistance for the Needs of Children and Youth in Central Texas Foster Care	Public	\$ 5,000
Friends of Cibolo Wilderness (DBA Cibolo Nature Center & 140 City Park Road	1111 Navarro Street		Boerne	TX	78006	N/A		Cibolo Nature Center & Farm Life Journey	Public	\$ 15,000
Gemini Ink	P.O. Box 3122		San Antonio	TX	78205	N/A		Phase III - Implementation	Public	\$ 10,000
GENAUSM			Austin	TX	78764	N/A		Gemini Ink Writers in Communities	Public	\$ 10,000
								The 180 Program	Public	\$ 10,000

Girl Scouts of Central Texas	12012 Park Thru-Five Circle	Austin	TX	78753	N/A	Public	Girl Scouts Beyond Bars	\$ 10,000
Good Samaritan Community Services	1600 Saltillo	San Antonio	TX	78207	N/A	Public	Youth Development Services - Main Campus Programs	\$ 10,000
Greater Edwards Aquifer Alliance	PO Box 15618	San Antonio	TX	78212	N/A	Public	GEAA Technical Assistance Program	\$ 10,000
Healthy Futures of Texas	2300 W Commerce St #212	San Antonio	TX	78207	N/A	Public	HFTX Youth/Parent Educational Programming	\$ 10,000
Healy-Murphy Center	618 Live Oak	San Antonio	TX	78202	N/A	Public	Unrestricted Operating Support	\$ 10,000
Helping Hand Home for Children	3804 Avenue B	Austin	TX	78751	N/A	Public	Families First- Stage II	\$ 10,000
Hill Country Conservancy	PO Box 163125	Austin	TX	78716	N/A	Public	Capital Campaign for Hill Country Conservancy	\$ 25,000
I Live Here, I Give Here	1210 Rosewood Ave	Austin	TX	78702	N/A	Public	Amplify Austin 2015	\$ 10,000
Institute on Domestic Violence and Sexual Assault - The University of Texas at Austin School of Social Work	1925 San Jacinto Blvd.	Austin	TX	78712	N/A	Public	Serving Survivors of Human Trafficking, Domestic Violence, & Sexual Assault Building Capacity thru	\$ 35,000
International Justice Mission	PO Box 58147	Washington	DC	20037	N/A	Public	Protecting Children from Sexual Abuse & Exploitation in Guatemala, Bolivia & the Dominican Republic	\$ 15,000
Keep Austin Fed	3903 S. Congress Ave.	Austin	TX	78704	N/A	Public	Building Capacity to Alleviate Hunger and Food Waste in Austin	\$ 10,000
KUT Public Media	300 W. Dean Keeton A2704	Austin	TX	78712	N/A	Public	Texas Standard - a project of KUT Public Media	\$ 30,000
Literacy First (formerly ACE)	Charles A. Dana Center	Austin	TX	78701	N/A	Public	ACE K-2 Literacy Tutoring Project	\$ 10,000
Manos de Cristo	4911 Harmon Avenue	Austin	TX	78751	N/A	Public	Dental Care for Underserved Central Texans	\$ 10,000
Martinez Street Women's Center	PO Box 10386	San Antonio	TX	78210	N/A	Public	Girl Zone	\$ 10,000
Mission Capital (formerly Greenlights)	8303 N. MoPac Expy	Austin	TX	78759	N/A	Public	Implementing Mission Capital's Strategic Plan, Year Two	\$ 10,000
Mobile Leaves & Fishes, Inc	903 S. Capital of TX Hwy	Austin	TX	78746	N/A	Public	Community First Village	\$ 15,000
Mobility Worldwide TX - San Antonio (formerly PET San Antonio)	PO Box 701172	San Antonio	TX	78270	N/A	Public	PET Project The new name for our project is: Mobility World Wide San Antonio	\$ 20,000
NAM/ Austin	4110 Guadalupe St	Austin	TX	78750	N/A	Public	Agency Expansion	\$ 10,000
National Audubon Society/DBA Audubon Texas	2201 Main Street	Dallas	TX	75201	N/A	Public	Audubon Texas Prairie Bird Initiative	\$ 10,000
National Domestic Violence Hotline	P.O. Box 161810	Austin	TX	78716	N/A	Public	Preventing and Ending Domestic Violence in Texas	\$ 10,000
National Wildlife Federation	505 E. Humble Drive, Suite 485	Austin	TX	78752	N/A	Public	Texas Living Waters Project: Advancing conservation and protection of spring and river flows	\$ 20,000
PelotonU	500 E Saint John's Ave	Austin	TX	78752	N/A	Public	Jay College Cohort	\$ 15,000
PeopleFund	2921 E. 17th Street	Austin	TX	78702	N/A	Public	2015 Loan Interest Donation	\$ 2,256
People's Community Clinic	2909 North IH-35	Austin	TX	78722	N/A	Public	People's Community Clinic Expansion Project	\$ 15,000
Pioneers Youth Leadership, Inc.	PO Box 441	Leakey	TX	78873	N/A	Public	Pioneers Youth Leadership Water Conservation Education Program	\$ 15,000
Regents School of Austin	3230 Travis Country Circle	Austin	TX	78735	N/A	Public	Capital Campaign for the Vision 20/20 Building Fund	\$ 25,000
San Antonio Public Library Foundation	625 Shook Avenue	San Antonio	TX	78212	N/A	Public	Little Read Wagon	\$ 10,000
Save Barton Creek Association	P.O. Box 5923	Austin	TX	78763	N/A	Public	Living Springs: a documentary series about Barton Springs	\$ 10,000
Save Our Springs Alliance	905-A West Oltorf	Austin	TX	78704	N/A	Public	Sustainable Water for Central Texas	\$ 15,000
Shumla Archaeological Research and Education Center	P.O. Box 627	Comstock	TX	78837	N/A	Public	Border Canyons Archeological Project	\$ 10,000
South Cumberland Community Fund	P. O. Box 1301	Monteagle	TN	37356	N/A	Public	Building Capacity to support the people of the South Cumberland Plateau	\$ 35,000
Southwest School of Art	300 Augusta	San Antonio	TX	78205	N/A	Public	Kids Initiating Design Solutions: Teaching the principles of architecture to low-income students	\$ 10,000
St. Luke's Episcopal Church	3735 Montrose Road	Mountain Brook	AL	35213	N/A	Public	Good News Children Education Mission	\$ 50,000
Sul Ross State University (Benderland Research Institute)	P.O. Box C-21	Alpine	TX	79832	N/A	Public	Benderland Research Institute capital campaign	\$ 15,000
Sustainable Food Center	2921 E 17th St., Building C	Austin	TX	78702	N/A	Public	Sustainable Food Center Operations	\$ 10,000
Texas A&M University	Development for Student Affairs	College Station	TX	77843	N/A	Public	Renovation of Memorial Student Center	\$ 20,000
Texas CASA Inc.	1501 W Anderson Lane	Austin	TX	78757	N/A	Public	Trauma-Informed Care Advocacy Improvement and Training Program	\$ 10,000

Texas Criminal Justice Coalition	1714 Fortview Road, Suite 104	Austin	TX	78704	N/A	Public	2017 Justice Reform Efforts: Policy Booklet and Policy-Maker Education	\$ 8,000
Texas Freedom Network Education Fund	PO Box 1624	Austin	TX	78767	N/A	Public	"Ignorance Isn't a Texas Value" a campaign for unbiased, accurate textbooks	\$ 10,000
Texas Gun Sense	PO Box 92722	Austin	TX	78709	N/A	Public	Texas Gun Sense Operating Support	\$ 10,000
Texas Land Trust Council	P.O. Box 2677	Wimberley	TX	78676	N/A	Public	Texas Land Trust Council- General Operating Support	\$ 20,000
Texas Parks and Wildlife Foundation	2914 Swift Avenue	Dallas	TX	75204	N/A	Public	Powderhorn Ranch	\$ 30,000
The Austin Center for Grief and Loss	2413 Greenhewn Parkway	Austin	TX	78757	N/A	Public	The Austin Center for Grief and Loss	\$ 10,000
The Ecumenical Center	8310 Ewing Haisell	San Antonio	TX	78229	N/A	Public	The Center's Programs to Improve Mental Health	\$ 15,000
The H. E. Butt Family Foundation	719 Earl Garrett Street	Kerrville	TX	78028	N/A	Public	Lafayette Lodge Youth Camp Scholarships	\$ 20,000
The Literacy Coalition of Central Texas	835 North Pleasant Valley Road	Austin	TX	78702	N/A	Public	English @ Work Program	\$ 10,000
The Nature Conservancy	318 Congress Avenue	Austin	TX	78701	N/A	Public	Upper Tama-Nairob Water Fund	\$ 30,000
The SAFE Alliance	P.O. Box 19454	Austin	TX	78760	N/A	Public	Unrestricted operating support for The SAFE Alliance (SAFE stop abuse for everyone)	\$ 20,000
The Seton Fund	1201 West 38th Street	Austin	TX	78705	N/A	Public	Seton Cove Special Programs and Projects	\$ 10,000
The Seton Fund of the Daughters of Charity	Univ. Medical Center Brackenridge, Professional Bldg	Austin	TX	78701	N/A	Public	Dei Seton Medical Center at The University of Texas - Future of Care Model	\$ 12,500
The Texas Tribune	823 Congress Avenue	Austin	TX	78701	N/A	Public	The Texas Tribune: Nonpartisan News, Data and Events	\$ 15,000
The Trail Foundation	PO BOX 5195	Austin	TX	78763	N/A	Public	Butler Trail Ecological Restoration	\$ 10,000
The Trust for Public Land	2579 Western Trails Boulevard, Suite 130	Austin	TX	78745	N/A	Public	Central Texas Land and Water Protection Project	\$ 15,000
The University of the South	735 University Ave	Sewanee	TN	37383	N/A	Public	Capital Campaign	\$ 50,000
Trinity Center	304 E 7th St	Austin	TX	78701	N/A	Public	Neighbor to Neighbor program	\$ 15,000
Turtle Island Restoration Network	PO Box 370	Forest Knolls	CA	94933	N/A	Public	Texas Coast Sea Turtle Resiliency and Recovery Campaign	\$ 10,000
UMLAUF Sculpture Garden & Museum	605 Robert E. Lee Road	Austin	TX	78704	N/A	Public	"Art In Nature" Operational Support - UMLAUF Sculpture Garden & Museum	\$ 10,000
Vednos, Inc.	1100 Claire Avenue	Austin	TX	78708	N/A	Public	Sprouts of Hope (Brotos de Esperanza)	\$ 10,000
Wake Forest University	PO Box 7227	Winston-Salem	NC	27109	N/A	Public	WAKE Washington - Summer Program	\$ 10,000
Wake Forest University School of Divinity	Office of University Advancement	Winston-Salem	NC	27109	N/A	Public	Food, Health and Ecological Well-Being	\$ 15,000
Westcove Outdoor Discovery Center	603 West 13th St, Suite 2D	Austin	TX	78701	N/A	Public	Campaign to Support Westcove Outdoor Discovery Center	\$ 25,000
WeViva	PO Box 301641	Austin	TX	78703	N/A	Public	WeViva at El Buen Samaritano	\$ 10,000
Women's Storybook Project of Texas	700 E. 11th St.	Austin	TX	78701	N/A	Public	Women's Storybook Project - Equipment and Database Upgrade	\$ 5,000
Workers Defense Project	5604 Manor Road	Austin	TX	78723	N/A	Public	Better Builder	\$ 15,000
YMCA of Austin	3208 Red River Suite 200	Austin	TX	78705	N/A	Public	Early Learning Readiness Program/Austin and staffing/Bacdrop YMCA	\$ 20,000
YMCA of Greater San Antonio	231 E. Rhapsody	San Antonio	TX	78216	N/A	Public	Building a Brighter Future on the Westside:	
Youth and Family Alliance/DABA LifeWorks	9700 S. 1st Street	Austin	TX	78704	N/A	Public	Mays Family YMCA @ Porencio Youth and Family Alliance, aka LifeWorks	\$ 10,000
Youth Orchestras of San Antonio	106 Auditorium Circle, Suite 130	San Antonio	TX	78205	N/A	Public	At-risk young musicians: YOSA changes lives	\$ 10,000
Zachary Scott Theatre Center	1510 Toomey Road	Austin	TX	78704	N/A	Public	Invest through music Arts Across the Curriculum	\$ 5,000

TOTAL: \$ 1,550,756

Shield-Ayres Foundation
Donations Approved for Future Payment
12/31/2016

Organization	Address 1	Address 2	City	State	Zip	Relationship to Foundation Manager	Foundation Status of Recipient	Purpose of Grant or Contribution	Total Due
Bread for the World Institute	425 3rd Street SW	Suite 1200	Washington	DC	20024	N/A	Public	Bread Rising A Campaign to End Hunger	\$ 50,000
Hill Country Conservancy	PO Box 163125		Austin	TX	78716	N/A	Public	Capital Campaign for Hill Country Conservancy	\$ 25,000
Texas Parks and Wildlife Foundation	2914 Swiss Avenue		Dallas	TX	75204	N/A	Public	Powderhorn Ranch	\$ 60,000
The University of the South	735 University Ave		Sewanee	TN	37363	N/A	Public	Capital Campaign	\$ 100,000
Asian Family Support Services of Austin (AFSSA)	PO Box 14234		Austin	TX	78761	N/A	Public	Operating Support of Asian Family Support Services of Austin	\$ 10,000
The Seton Fund of the Daughters of Charity	Univ. Medical Center Brackennridge, Professional Bldg	1313 Red River Street, Suite 300	Austin	TX	78701	N/A	Public	Dell Seton Medical Center at The University of Texas - Future of Care Model	\$ 37,500
People's Community Clinic	2909 North IH-35		Austin	TX	78722	N/A	Public	People's Community Clinic Expansion Project	\$ 15,000
Sustainable Food Center	2921 E 17th St., Building C		Austin	TX	78702	N/A	Public	Sustainable Food Center Operations	\$ 10,000
Texas Land Trust Council	P O Box 2677		Wimberley	TX	78676	N/A	Public	Texas Land Trust Council- General Operating Support	\$ 20,000
Westcave Outdoor Discovery Center	603 West 13th St, Suite 2D		Austin	TX	78701	N/A	Public	Campaign to Support Westcave Outdoor Discovery Center	\$ 25,000
Austin Child Guidance Center	810 W 45th Street		Austin	TX	78751	N/A	Public	Underserved Children and Families Mental Health Program	\$ 20,000
Austin Community Foundation (for Austin)/Travis County Reentry Roundtable	The University of Texas School of Law	727 E Dean Keeton Street	Austin	TX	78705	N/A	Public	Austin/Travis County Reentry Roundtable Advocacy Fellowship Program	\$ 20,000
Austin Youth & Community Farm, Inc /DBA Urban Roots	4900 Gonzales St		Austin	TX	78702	N/A	Public	Urban Roots Strategic Operating Support	\$ 30,000
Brighton Center	14207 Higgins Rd		San Antonio	TX	78217	N/A	Public	Special Education Support & Services	\$ 20,000
CASA of Travis County	7701 N Lamar Blvd	Suite 301	Austin	TX	78752	N/A	Public	Child Advocacy in the Foster Care System Communities in Schools of Central Texas	\$ 30,000
Communities In Schools of Central Texas	3000 S IH 35	Suite 200	Austin	TX	78704	N/A	Public	Pebble Project	\$ 10,000
Mobile Leaves & Fishes, Inc	903 S Capital of TX Hwy		Austin	TX	78746	N/A	Public	Community First Village	\$ 15,000
Texas CASA Inc	1501 W Anderson Lane	Ste B-2	Austin	TX	78757	N/A	Public	Trauma-Informed Care Advocacy Improvement and Training Program	\$ 10,000
The Trail Foundation	PO BOX 5195		Austin	TX	78763	N/A	Public	Butler Trail Ecological Restoration	\$ 10,000
Turtle Island Restoration Network	PO Box 370		Forest Knolls	CA	94933	N/A	Public	Texas Coast Sea Turtle Resiliency and Recovery Campaign	\$ 20,000
YMCA of Greater San Antonio	231 E Rhapsody		San Antonio	TX	78216	N/A	Public	Building a Brighter Future on the Westside	\$ 20,000
A Rocha USA	PO Box 1338		Fredericksburg	TX	78624	N/A	Public	Mays Family YMCA @ Potranco	\$ 10,000
Barton Springs Conservancy	2100 Stamford Lane		Austin	TX	78703	N/A	Public	A Rocha Conservation@ Program	\$ 10,000
Gemini Ink	1111 Navarro Street		San Antonio	TX	78205	N/A	Public	Barton Springs Conservancy	\$ 10,000
NAMI Austin	4110 Guadalupe St		Austin	TX	78750	N/A	Public	Gemini Ink Writers in Communities	\$ 10,000
PelotonU	500 E Saint John's Ave	Suite 1460	Austin	TX	78752	N/A	Public	Agency Expansion	\$ 10,000
Save Barton Creek Association	P O Box 5923		Austin	TX	78763	N/A	Public	July College Cohort	\$ 15,000
The Nature Conservancy	318 Congress Avenue		Austin	TX	78701	N/A	Public	Living Springs a documentary series about Barton Springs	\$ 10,000
Wake Forest University School of Divinity	Office of University Advancement	P O Box 7227	Winston-Salem	NC	27109	N/A	Public	Upper Tana-Nairobi Water Fund	\$ 70,000
							Public	Food, Health and Ecological Well-Being	\$ 30,000
TOTAL									\$ 722,500

Reconciliation of QB to Spreadsheet

Short Term Grants Payable per QB	\$ 497,500
Long Term Grants Payable per QB	\$ 225,000
	<u>\$ 722,500</u>

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch #1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Retirements	Balance 12/31/16				Balance 12/31/15	Additions	Retirements Sales and 12/31/16
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016										
5114 Orrin James	8,135 00	-	-	8,135 00	-	-	-	8,135 00	-	8,135 00
5124 Ruth Reynolds,										
5126 Ned Smith, &	20,819 00	-	-	20,819 00	-	-	-	20,819 00	-	20,819 00
5128 William H Bryan										
5136 Emelie Montet	436 00	-	-	436 00	-	-	-	436 00	-	436 00
5158 W F Martin RI	7,010 00	-	-	7,010 00	-	-	-	7,010 00	-	7,010 00
5161 Billeaud Plantiers	16,611 00	-	-	16,611 00	36 70	4 63	4 63	16,574 30	4 63	16,578 93
5166 Morgan Estate	2,522 00	-	-	2,522 00	0 00	-	-	2,522 00	-	2,522 00
5167 C R Crews	87,405 00	-	-	87,405 00	26 09	18 66	18 66	87,378 91	18 66	87,397 57
5168 John A. Byerly &										
5150 G. T. Hall	1,338 00	-	-	1,338 00	1 18	0 34	0 34	1,336 82	0 34	1,337 16
5187 W A Boothe										
5194 Willis A. Roberson	568 00	-	-	568 00	-	-	-	568 00	-	568 00
5216 H H Whipple	9 00	-	-	9 00	0 00	-	-	9 00	-	9 00
5228 Ida Duncan	9,633 00	-	-	9,633 00	-	-	-	9,633 00	-	9,633 00
5231 Mary Bloodworth	214 00	-	-	214 00	-	-	-	214 00	-	214 00
5236 Clara Couch	6,815 00	-	-	6,815 00	0 00	-	-	6,815 00	-	6,815 00
5237 W C Montgomery	3,448 00	-	-	3,448 00	0 00	-	-	3,448 00	-	3,448 00
5239 Herman Petteway,										
5793 Frank Harris &	45,523 00	-	-	45,523 00	28 86	2 22	2 22	45,494 14	2 22	45,496 36
8185 Frank Harris										
5240 T. E Vestal	215 00	-	-	215 00	-	-	-	215 00	-	215 00
5242 Ray Albaugh "A"	37,370 00	-	-	37,370 00	374 81	15 87	15 87	36,995 19	15 87	37,011 06
5243 Everitt Turner	-	-	-	-	-	-	-	-	-	-
5244 Helen Reed	120 00	-	-	120 00	-	-	-	120 00	-	120 00
5249 Berthold Bade,										
5256 Martha Dreier,										
5259 Amelia Hasdorff, &	7,702 00	-	-	7,702 00	-	-	-	7,702 00	-	7,702 00
5262 Ed Koenig, Jr.										
5251 Otto Gerhold	-	-	-	-	-	-	-	-	-	-
5254 E. C Brandt	-	-	-	-	-	-	-	-	-	-
5255 Lorraine Busby	-	-	-	-	-	-	-	-	-	-
5273 W. G. Schorre &										
5569 W. L. Roetter	1,588 00	-	-	1,588 00	-	-	-	1,588 00	-	1,588 00
5281 Joseph Glecker	-	-	-	-	-	-	-	-	-	-
5296 Walter W. Buck &										
5299 Dora E. Cunningham	11,190 00	-	-	11,190 00	69 30	2 19	2 19	11,120 70	2 19	11,122 89
5297 Gertrude Chiton	32,052 00	-	-	32,052 00	419 07	27 22	27 22	31,632 93	27 22	31,660 15
5298 R A Cox	381 00	-	-	381 00	-	-	-	381 00	-	381 00
5300 John A. King	46,059 00	-	-	46,059 00	1,875 24	128 07	128 07	44,183 76	128 07	44,311 83
5303 William Howard	23,346 00	-	-	23,346 00	182 82	13 15	13 15	23,163 18	13 15	23,176 33
5318 Virlen Clinton	23,130 00	-	-	23,130 00	51 08	7 42	7 42	23,078 92	7 42	23,086 34
5328 W W Moore	-	-	-	-	-	-	-	-	-	-
5354 D G. Sampson	658 00	-	-	658 00	-	-	-	658 00	-	658 00
5359 South Texas Syndicate	22,719 00	-	-	22,719 00	-	-	-	22,719 00	-	22,719 00
5360 R A Williams MI &										
5361 Walter Ewers MI	22,344 00	-	-	22,344 00	-	-	-	22,344 00	-	22,344 00
5371 Lona Clark RI,										
5372 D. L. Williams RI,										
5374 Ella Emerson RI,										
5376 Will Hornung Estate RI,										

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

	PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
		Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
	Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2016									
5377	Hicks Williams RI,									
5380	Maud Week RI,	92,674 67	-	-	745 32	105 55		91,929 35	105 55	-
5381	J. D. Maguglin RI,									
5382	George Maguglin RI,									
5635	C. O. Uppard RI,									
5636	Wyatt Curry RI,									
5728	Robert Rokohl RI,									
8140	M. E. Crawford,									
8141	Wyatt Curry,									
8142	Edward Rokhol,									
8143	Maude Weed,									
8144	J. C. Dilworth,									
8145	W. A. Friedle,									
8146	Jesse Maguglin,									
8147	T. L. Ruckman &									
8148	Hicks Williams									
5383	W. H. Striebeck, Jr RI	43,495 00	-	-	9,941 77	-		33,553 23	-	-
5384	Charles Dare RI	18,043 00	-	-	6,820.12	-		11,222 88	-	-
5386	C. L. Tullis RI,									
9108	Harry Geffert,									
9149	Block 85,	15,116 00	-	-	1,181 68	308 23		13,934 32	308 23	-
9150	Block 85 ORR &									
9151	Block 86									
5393	Eva Wannight RI &									
5397	B. W. Broadus RI	4,620 00	-	-	-	-		4,620 00	-	-
5405	J. E. Murphy MI	5,705 00	-	-	-	-		5,705 00	-	-
5415	D. W. Rhode	243,323 00	-	-	29,838 37	2,063 79		213,484 63	2,063.79	-
5418	E. L. Harrington MI,									
5420	L. N. Wisentener RI &	7,181 00	-	-	-	-		7,181 00	-	-
9110	E. L. Harrington									
5419	C. A. Travelstead	13.33	-	-	9 42	0 57		3 91	0 57	4 48
5426	Mary E. Campbell	7,143 00	-	-	59 57	11.99		7,083 43	11 99	-
5433	O. I. Langham Fee	64,344 00	-	-	-	-		64,344 00	-	-
5434	N. J. O'Sullivan MI	290 00	-	-	-	-		290 00	-	-
5447	W. H. Reese MI	1,140 00	-	-	-	-		1,140 00	-	-
5448	W. Z. Rutherford #2 MI &									
5449	W. Z. Rutherford MI	1,674 00	-	-	-	-		1,674 00	-	-
5451	Ollie Sparks MI	610 00	-	-	-	-		610 00	-	-
5458	C. Aderholt MI,									
5459	C. Aderholt "A" RI,									
5460	Wanda Hanks RI,									
5462	D. C. Clark MI,									
5463	E. M. Erskine MI,	191,733 00	-	-	1,079 39	227 41		190,653 61	227 41	-
5464	J. C. Hall MI,									
5465	F. E. Lamotte MI,									
5767	Julie Meiners Estate,									
5769	Julia Meiners Estate "A", &									
8162	Helen Hawk Ellis									
5466	J. Fred Diebel RI	1,695 00	-	-	-	-		1,695 00	-	-
5468	W. H. Moritz	2,985 00	-	-	3 19	0 44		2,981 81	0 44	-
5489	L. B. Blanchard RI &									

STATEMENT NO. 15

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Retirements	Balance 12/31/16				Balance 12/31/15	Additions	Balance 12/31/16
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016										
5490 O E Hardin Estate RI	1,002.00	-	-	1,002.00	-	-	-	1,002.00	-	1,002.00
5498 Thornton Davis	9,390.00	-	-	9,390.00	-	-	-	9,390.00	-	9,390.00
5505 J. N Eden,										
5506 F R Rampy,										
5507 L A Rampy,	9,666.00	-	-	9,666.00	14.56	0.61	0.61	9,651.44	0.61	9,652.05
5508 G W Ware, &										
5509 V C Wortham										
5511 J E Parker	40,925.00	-	-	40,925.00	207.15	38.55	38.55	40,717.85	38.55	40,756.40
5514 A O Schumann	36,342.00	-	-	36,342.00	44.32	4.84	4.84	36,297.68	4.84	36,302.52
5515 O H Pfeil,										
5516 O G Tumlinson,										
5517 J C Wallace, &	87,204.00	-	-	87,204.00	1,536.31	266.05	266.05	85,667.69	266.05	85,933.74
5518 Claire Pearstone										
5525 T W Rhodes,										
5526 Page Estate &	904.00	-	-	904.00	-	-	-	904.00	-	904.00
5527 W B Massey										
5529 Henderson Estate &										
5533 Tom Strauch	2,551.00	-	-	2,551.00	-	-	-	2,551.00	-	2,551.00
5530 Tuttle and Williams &										
5744 H C Wood Orr	1,504.00	-	-	1,504.00	-	-	-	1,504.00	-	1,504.00
5535 Julie Nott Waugh	17.00	-	-	17.00	-	-	-	17.00	-	17.00
5537 Porter Hanks	-	-	-	-	-	-	-	-	-	-
5538 J B Davis	1,467.00	-	-	1,467.00	-	-	-	1,467.00	-	1,467.00
5540 Laura D Shaw	96,352.00	-	-	96,352.00	593.36	340.77	340.77	95,758.64	340.77	96,099.41
5542 Amos Madison &										
5543 Ola Madison	26.00	-	-	26.00	-	-	-	26.00	-	26.00
5545 James Champlin &										
5546 Joe Venters	1,518.00	-	-	1,518.00	-	-	-	1,518.00	-	1,518.00
5547 George Clark	2,720.00	-	-	2,720.00	-	-	-	2,720.00	-	2,720.00
5551 Esma Lee Ekholm MI	1,047.00	-	-	1,047.00	-	-	-	1,047.00	-	1,047.00
5557 Leonard F Lindsey,										
5783 Hughes Smith Orr,										
5784 Annie Todd Orr,	77,493.00	-	-	77,493.00	2,100.73	388.64	388.64	75,392.27	388.64	75,780.91
5785 Kenneth L Coffman,										
6131 Hughes Smith, &										
6132 Kenneth Coffman										
5558 H H Jameson	25,425.00	-	-	25,425.00	-	-	-	25,425.00	-	25,425.00
5559 Nannie Ash &										
5561 Dan Auld Orr	3,180.00	-	-	3,180.00	-	-	-	3,180.00	-	3,180.00
5560 Annie Leola Cummings	8,523.00	-	-	8,523.00	5.29	2.38	2.38	8,517.71	2.38	8,520.09
5562 Ernest C. Gay	10,239.00	-	-	10,239.00	0.00	-	-	10,239.00	-	10,239.00
5563 F C Roensch	3,501.00	-	-	3,501.00	1.88	1.21	1.21	3,499.12	1.21	3,500.33
5565 T B. Tubb	437,190.00	-	-	437,190.00	19,923.68	3,148.86	3,148.86	417,266.32	3,148.86	420,415.18
5566 George W Alves	216.00	-	-	216.00	-	-	-	216.00	-	216.00
5568 Paul Lang	4,356.00	-	-	4,356.00	-	-	-	4,356.00	-	4,356.00
5571 W H Riedel	10.00	-	-	10.00	-	-	-	10.00	-	10.00
* 5573 Escapule &										
5574 Perez	864.00	-	-	864.00	-	-	-	864.00	-	864.00
5575 C W Shafer	23,906.00	-	-	23,906.00	0.00	-	-	23,906.00	-	23,906.00
5576 Jessie Mae Williamson,										
5577 Alma Thomas,										

Schedule #1

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016									
5655 C B Granbury MI	45,162.00	-	-	74.95	17.93		45,087.05	17.93	-
5657 L E Fite etc &									45,104.98
5660 Ola McCann RI	9,858.00	-	-	-	-		9,858.00	-	-
5658 W F Lovett RI &									9,858.00
5662 Otto Blumberg RI	9.00	-	-	-	-		9.00	-	-
5659 J C Burrows RI	14,073.00	-	-	-	-		14,073.00	-	-
5663 R. F. Brown MI &									14,073.00
5721 Helen B. Currier MI	34,386.00	-	-	61.08	33.35		34,324.92	33.35	-
5664 Amanda McKinney RI	1,040.00	-	-	-	-		1,040.00	-	-
5665 M.F. Foster	13.33	-	-	0.00	-		13.33	-	-
5666 W. H. Crawford MI	3,849.00	-	-	-	-		3,849.00	-	-
5667 R. A. Alford MI	294.00	-	-	-	-		294.00	-	-
5670 Mary Ley RI	1,296.00	-	-	-	-		1,296.00	-	-
5672 Ruth Stevens RI	46,560.00	-	-	2,533.05	193.21		44,026.95	193.21	-
5673 M. E. Crum MI &									44,220.16
5674 M. E. Crum ORR	11,950.00	-	-	4.65	0.65		11,945.35	0.65	-
5675 J C Malone	222.00	-	-	-	-		222.00	-	-
5676 J C Keller	142,920.00	-	-	4,520.55	1,349.97		138,399.45	1,349.97	-
5677 I. I. Ramirez	15.00	-	-	1.99	0.66		13.01	0.66	-
5679 Clyde Beck	746.00	-	-	-	-		746.00	-	-
5681 Paul Lisso & Weeks Orr	3,215.00	-	-	-	-		3,215.00	-	-
5683 W H Tupper	8,443.00	-	-	248.73	32.39		8,194.27	32.39	-
5685 Harriet Gobbie Mertz	10,896.00	-	-	-	-		10,896.00	-	-
5686 Dave Luke,									10,896.00
5687 E F. Marin, &	1,666.00	-	-	-	-		1,666.00	-	-
5688 Margaret Wooster									1,666.00
5689 C. P. Motty	11,067.00	-	-	-	-		11,067.00	-	-
5690 Allen Belaire &									11,067.00
9118 Earth Unit	2,685.00	-	-	-	-		2,685.00	-	-
5691 Johnson Evans	54.00	-	-	-	-		54.00	-	-
5692 Elira Gann	5,794.00	-	-	-	-		5,794.00	-	-
5693 John L. Muncy	16,494.00	-	-	0.00	-		16,494.00	-	-
5697 John A. Myers -									16,494.00
Western & Southern Life Ins	3,093.00	-	-	-	-		3,093.00	-	-
5698 Jess Goodwin &									3,093.00
5699 Helen Lindley	27,738.00	-	-	78.33	14.46		27,659.67	14.46	-
5700 G. R. & J. A. Thomas	1,264.00	-	-	-	-		1,264.00	-	-
5702 Ida McDonald	7,356.00	-	-	-	-		7,356.00	-	-
5704 T L Griffin &									7,356.00
8134 T. L. Griffin	13,939.67	-	-	-	-		13,939.67	-	-
5705 E.B. Furrow	40.00	-	-	29.15	5.14		10.85	5.14	-
5710 Anita Henchman	904.00	-	-	-	-		904.00	-	-
5719 Hattie Reed Duncan	612.00	-	-	-	-		612.00	-	-
5722 O D Gholson &									612.00
5723 T. A. Upshaw RI	111,665.00	-	-	1,689.37	1,689.37		109,975.63	1,689.37	-
5731 C. C. Cannon #1,									111,665.00
5732 C C Cannon #2,	9,265.00	-	-	-	-		9,265.00	-	-
5733 C C Cannon #3, &									9,265.00
8165 Charles Cannon									9,265.00
5752 Burton McCullum									9,265.00
5759 Mary A. Reynolds RI	23,559.00	-	-	-	-		23,559.00	-	-

Shield Ayres - Foundation
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Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016									
5771 Bertha Clay RI &	64.33	-	-	64.33	-	-	64.33	-	-
8177 Bertha Clay	3,923.00	-	-	3,923.00	-	-	3,923.00	-	-
5777 Donald S. Bell	-	-	-	-	-	-	-	-	-
5787 E. L. Dismukes,	14,668.00	-	-	14,668.00	23.39	1.44	14,644.61	1.44	-
5855 Rosa E. Crenshaw, &	-	-	-	-	-	-	-	-	-
5869 E. L. Dismukes #2	3,064.00	-	-	3,064.00	-	-	3,064.00	-	-
5796 J. P. Lewis RI	29,035.00	-	-	29,035.00	58.37	58.37	28,820.83	58.37	-
5800 Fred W. Voltz	-	-	-	-	-	-	-	-	-
5818 J. B. Pettit,	-	-	-	-	-	-	-	-	-
8154 Cara Douglas,	-	-	-	-	-	-	-	-	-
8155 Cara K. Douglas,	-	-	-	-	-	-	-	-	-
8156 R. E. Harris,	-	-	-	-	-	-	-	-	-
8157 R. H. Herring,	14,192.00	-	-	14,192.00	-	-	14,192.00	-	-
8158 Leonard Proctor,	-	-	-	-	-	-	-	-	-
8159 Clara E. Smith, &	-	-	-	-	-	-	-	-	-
8160 Adrian K. Webster	-	-	-	-	-	-	-	-	-
5823 Mattye E. Stark	7,767.00	-	-	7,767.00	-	-	7,767.00	-	-
5834 Ita LeDoux	151,998.00	-	-	151,998.00	1,126.12	1,126.12	150,871.88	1,126.12	-
5836 C. Dalkowitz Orr	500.00	-	-	500.00	-	-	500.00	-	-
5838 Kattie Schriener	4,263.00	-	-	4,263.00	-	-	4,263.00	-	-
5839 Gillette and Cox Orr	89.00	-	-	89.00	-	-	89.00	-	-
5852 Woody Heidelberg ORR,	-	-	-	-	-	-	-	-	-
8150 N. L. Heidelberg,	2,531.67	-	-	2,531.67	86.87	86.87	2,444.80	86.87	-
8220 Donovan - Sims &	-	-	-	-	-	-	-	-	-
9195 N. L. Heidelberg	-	-	-	-	-	-	-	-	-
5853 C.O. Wheeler	1,529.00	-	-	1,529.00	-	-	1,529.00	-	-
5854 Ethel May	488.00	-	-	488.00	-	-	488.00	-	-
5880 Bernice Lynn Cosby Orr	7,352.00	-	-	7,352.00	7.88	7.88	7,322.23	7.88	-
5882 Enrique Villarreal	504.00	-	-	504.00	-	-	504.00	-	-
5885 Giles C. McCrary "C",	-	-	-	-	-	-	-	-	-
5886 Mrs B Young "d", &	22,908.00	-	-	22,908.00	-	-	22,908.00	-	-
5887 Mrs. B. Young "e"	-	-	-	-	-	-	-	-	-
5889 J. C. Beasley, Jr	3,450.00	-	-	3,450.00	-	-	3,450.00	-	-
5895 E. F. DeLeon	368.00	-	-	368.00	-	-	368.00	-	-
5911 J. D. Alexander #1	483.00	-	-	483.00	-	-	483.00	-	-
5912 H. R. Alexander #2 &	-	-	-	-	-	-	-	-	-
9124 K. M. Reagan ORR	3,712.00	-	-	3,712.00	350.14	350.14	3,361.86	350.14	-
5914 M. V. Arnold	-	-	-	-	-	-	-	-	-
5917 H. E. Mangham	-	-	-	-	-	-	-	-	-
5918 Bernice Beeman &	-	-	-	-	-	-	-	-	-
8268 Beeman	5,663.33	-	-	5,663.33	-	-	5,663.33	-	-
5921 Tip Graham &	-	-	-	-	-	-	-	-	-
8218 Tip Graham	18.00	-	-	18.00	-	-	18.00	-	-
5923 Kordis Heirs &	-	-	-	-	-	-	-	-	-
5924 Otto Tharp	3,553.00	-	-	3,553.00	-	-	3,553.00	-	-
5943 University 31-A ORR,	-	-	-	-	-	-	-	-	-
5963 University 31 ORR,	-	-	-	-	-	-	-	-	-
6099 University 31-21,	-	-	-	-	-	-	-	-	-
6129 University 42-A,	-	-	-	-	-	-	-	-	-
9153 University 31,	43,587.00	-	-	43,587.00	-	-	43,587.00	-	-
9164 University 31-A &	-	-	-	-	-	-	-	-	-

Shield Ayres - Foundation
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PROPERTY	Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016	INVESTMENT				RESERVE FOR DEPLETION			
		Balance	Additions	Sales and	Depletable	Depletion	Portion of	Balance	Balance
		12/31/15		Retirements	Balance Sch #1(a)	Allowable Sch#1(a)	Cost Depletion	12/31/15	12/31/16
9221	University 31-21								
5952	T L Higginbotham	4,543 00	-	-	-	-	-	4,543 00	4,543 00
5971	J Y Gilmore	9,229 00	-	-	-	-	-	9,229 00	9,229 00
5994	Vernon P Neissl	1,402 00	-	-	-	-	-	1,402 00	1,402 00
5995	Jack E. Blake	23,853 00	-	-	24.13	2.69	-	23,828 87	23,831 56
5999	R B Wherry	5,883 00	-	-	-	-	-	5,883 00	5,883 00
6000	Continental/Wood Deal	27,676 00	-	-	87 63	15 42	-	27,588 37	27,603 79
6001	State Lease #53394 ORR	1,539 00	-	-	-	-	-	1,539 00	1,539 00
6002	R B. Wherry	472 00	-	-	-	-	-	472 00	472 00
6013	Norman K Owens	113,041 00	-	-	904 71	123 37	-	112,136 29	112,259 66
6031	Doyle Standifer,								
6033	J A Wilson,								
6034	R. W. Kreager,	171,279 67	-	-	229 15	44 09	-	171,050 52	171,094 61
6035	G. G. Boyd,								
6042	Elizabeth Henry								
8259	Ralph A. Wilson,								
8260	Doyle Standifer,								
8261	Rose Kreager, &								
8262	G. G. Boyd								
6038	Est of J H Harvey ORR &								
8255	Harvey Estate	5,992 13	-	-	-	-	-	5,992 13	5,992 13
6039	J. A. Robey ORR	1,437 00	-	-	-	-	-	1,437 00	1,437 00
6049	Molly L. Lasater &								
8256	W. W. Oatman	9,362 00	-	-	-	-	-	9,362 00	9,362 00
6059	Mary Lee Woodward Orr &								
6060	Vernon E. Relchle	2,823 00	-	-	-	-	-	2,823 00	2,823 00
6066	George A Moberly &								
8277	Fred Folk Sec 78	56 67	-	-	-	-	-	56 67	56 67
6068	Victor B Russek Orr								
8293	Victor Russek &	5,405 67	-	-	42.74	11.33	-	5,362.93	5,374.26
9205	Victor K. Russek, Jr.								
6072	James M. Ruhman &								
6073	Carl R. Peterson								
8282	Ruhman Peterson &	31,512 67	-	-	2 84	2 84	-	31,509 83	31,512 67
8314	Carl Peterson								
6074	C. Gibson,								
6091	Weldon K. Huffman Orr,								
8283	Eppe et al, &	12,095 33	-	-	0 82	0 37	-	12,094 51	12,094 88
8291	Weldon K. Hoffman Orr								
6087	Briscoe Ranch Orr	1,410 00	-	-	-	-	-	1,410 00	1,410 00
6089	Antonio Vela								
6094	John Knox	106 00	-	-	-	-	-	106 00	106 00
6095	August Toli,								
6096	Paul Zingelmann, &	70,985 00	-	-	273 53	95 18	-	70,711 47	70,806 65
6098	Elbert Koopman								
6100	Midland National Bank Tr	40,068 00	-	-	1,472 55	229 06	-	38,595 45	38,824 51
6130	Mayfield								
6134	J O Huitt	5,531 25	-	-	-	-	-	5,531 25	5,531 25
6135	Finley	2,903 83	-	-	2,903 83	-	-	-	-
6137	Gene L. Prentice	10,170 20	-	-	478 08	125 25	-	9,692 12	9,817 37
6138	Nancy Nugent	2,887 38	-	-	-	-	-	2,887 38	2,887 38

Shield Ayres - Foundation

San Antonio, Texas
Depletion Schedule

For the Year Ended December 31, 2016
Schedule #1

Shield Ayres

PROPERTY	INVESTMENT			RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Sales and Retirements	Balance 12/31/15	Additions	Sales and Retirements
Balance	12/31/15	Additions	Sales and Retirements	Balance	12/31/15	Balance
6140 Joseph R. Shaw	9,161.37	-	-	9,161.37	-	9,161.37
6142 O. H. Dipple	58,387.75	-	-	58,387.75	309.58	58,387.75
6148 David M. Kassing	3,674.59	-	-	3,638.11	5.59	3,643.70
6152 FWF Mineral Trust "B"	1,335.07	-	-	1,335.07	-	1,335.07
6155 K. W. Bailey	50,000.00	-	-	47,275.10	901.29	48,176.39
6156 Charter Royalty	154,139.62	-	-	151,717.77	0.00	151,717.77
6162 K. Byrd	22,500.00	-	-	18,371.21	642.72	19,013.93
6163 Fotenberry	29,750.00	-	-	29,750.00	-	29,750.00
6168 Liberty E. Lau ISO Unit	7,055.56	-	-	7,055.56	-	7,055.56
6170 Barnett Gas Unit	4,193.55	-	-	3,790.21	90.11	3,880.32
6171 Boyd-Pickett Gas Unit	4,256.01	-	-	3,863.73	53.32	3,917.05
6172 J.W. Brown Gas Unit	813.39	-	-	813.39	-	813.39
6173 Burgher D Unit	8,619.31	-	-	8,280.79	91.14	8,371.93
6174 Burgher G Unit	869.33	-	-	869.33	-	869.33
6175 Butler Gas Unit	37,466.43	-	-	32,774.83	787.14	33,561.97
6176 Clarke Gas Unit	15,308.63	-	-	14,927.12	163.69	15,090.81
6177 Clary Unit	1,091.22	-	-	1,045.68	45.54	1,091.22
6178 Cosson Gas Unit	9,049.37	-	-	8,026.32	119.79	8,146.11
6179 Cummins A Unit	2,627.44	-	-	2,396.03	41.01	2,437.04
6180 Dunlap #1 Gas Unit	1,731.25	-	-	1,135.79	58.89	1,194.68
6181 Edwards A Unit	663.74	-	-	554.31	29.84	584.15
6182 Falls Gas Unit	23,231.84	-	-	23,231.84	-	23,231.84
6183 Ham Gas Unit	17,631.27	-	-	17,374.43	60.20	17,434.63
6185 Hartley Unit	15.28	-	-	15.28	-	15.28
6186 Henderson Gas Unit	23,274.08	-	-	18,717.59	586.89	19,304.48
6187 Hill A Unit	213.46	-	-	213.46	-	213.46
6189 Irvin Gas Unit	6,730.21	-	-	6,301.37	51.26	6,352.63
6190 Johnson A Gas Unit	4,915.82	-	-	4,706.36	209.46	4,915.82
6191 B. K. Johnson A Unit	139.65	-	-	139.65	-	139.65
6192 Kirsch Gas Unit	11,900.83	-	-	10,053.62	245.78	10,299.40
6193 Lancaster A Unit	1,061.78	-	-	649.74	31.70	681.44
6194 Lane A Unit	1,181.32	-	-	835.93	47.97	883.90
6195 Ledbetter A Unit	1,604.42	-	-	1,132.40	52.45	1,184.85
6196 J. H. Moore Gas Unit	599.59	-	-	599.59	-	599.59
6197 Rice Unit	1,999.76	-	-	1,999.76	-	1,999.76
6198 Rogers Gas Unit	7,168.25	-	-	6,450.11	161.17	6,611.28
6199 T.L. Simmons, Roy Heirs Unit	1,673.73	-	-	1,673.73	-	1,673.73
6200 G. O. Summers Unit	1,066.39	-	-	1,066.39	-	1,066.39
6201 Swank A Unit	176.27	-	-	176.27	-	176.27
6202 Teague ISO Unit	8.09	-	-	8.09	-	8.09
6203 Turner A Unit	341.08	-	-	308.66	24.32	332.98
6205 Webb A	3,236.69	-	-	3,236.69	-	3,236.69
6206 Webb A Unit	11,767.70	-	-	10,259.30	488.38	10,747.68
6207 Webb TS A	741.93	-	-	508.18	29.22	537.40
6208 Winfree Gas Unit	14,336.38	-	-	13,972.25	137.45	14,109.70
6209 Hedrick Lease	496.12	-	-	496.12	-	496.12
6210 Vincent East 66#1	1.00	-	-	1.00	-	1.00
6211 Clark Sain #14	1,506.11	-	-	1,506.11	-	1,506.11
6212 Beddingfield #1	0.11	-	-	0.11	-	0.11
6213 Beddingfield Gas Unit	165.15	-	-	165.15	-	165.15
6214 Garret Trust #1	1.00	-	-	1.00	-	1.00

STATEMENT NO. 15

Shield Ayres - Foundation
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Depletion Schedule
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Schedule #1

PROPERTY	Balance 12/31/15	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
		Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016										
6216 Conrad Unit	21,576 08	-	-	-	6,873 46	761 70	-	14,702 62	761 70	-
6217 Fields-Mahler Unit	53,833 02	-	-	-	26,327 13	1,620 31	-	27,505 89	1,620 31	-
6218 Hodges C 41 1,3	52 58	-	-	-	-	-	-	52 58	-	-
6219 Hodge D 3	108 86	-	-	-	-	-	-	108 86	-	-
6220 Hodge G 3	122 23	-	-	-	-	-	-	122 23	-	-
6221 Minnie Hodges 40-IL	58 08	-	-	-	-	-	-	58 08	-	-
6226 Hodges #1,2-39	194 25	-	-	-	-	-	-	194 25	-	-
6227 Hodges 1-193	51 90	-	-	-	-	-	-	51 90	-	-
6228 Minnie E Hodges	48 20	-	-	-	-	-	-	48 20	-	-
6229 Barksdale Estate Gas Unit	193 57	-	-	-	-	-	-	193 57	-	-
6230 Parmele Unit	200 09	-	-	-	-	-	-	200 09	-	-
6231 Newsome A Gas Unit	11,003 41	-	-	-	4,609 19	458 37	-	6,394 22	458 37	-
6232 Jesse R Odem Gas Unit	3,958 74	-	-	-	1,007 57	142 97	-	2,951 17	142 97	-
6234 Reid 9	53,021 44	-	-	-	17,391 18	1,734 93	-	35,630 26	1,734 93	-
6235 Neale Common Sand Unit	40,475 18	-	-	-	23,719 03	1,936 25	-	16,756 15	1,936 25	-
6238 Claudia 1-14	752 50	-	-	-	-	-	-	752 50	-	-
6239 Harrel 1-8	64 49	-	-	-	-	-	-	64 49	-	-
8101 Carl J. Belton & C E Barkam,										
8102 Hayes, Hodge, & Van Horn,										
8103 Add Thompson, &	146 00	-	-	-	-	-	-	146 00	-	-
8172 Mrs Della Spencer										
8104 Ray Gudry, et al	3,802 00	-	-	-	-	-	-	3,802 00	-	-
8106 Ella Stevenson	2,966 00	-	-	-	-	-	-	2,966 00	-	-
8107 Franklin Isaacson,										
8108 Robert Rutsch,										
8109 Maude Slaaten, &	13,943 33	-	-	-	150 23	28 45	-	13,793 10	28 45	-
8110 G L Thompson										
8111 Carl Moe	100 00	-	-	-	-	-	-	100 00	-	-
8113 J. V. McKee	22,756 00	-	-	-	-	-	-	22,756 00	-	-
8114 Lela B Ayres	440 00	-	-	-	-	-	-	440 00	-	-
8115 Georgia Franklin,										
8116 T. M. Harrell,										
8117 Isaac Harrell,	20,036 67	-	-	-	190 73	10 97	-	19,845 94	10 97	-
8121 H N Millican, &										
8164 Marana Hayes										
8118 Andy Jones	1,124 00	-	-	-	-	-	-	1,124 00	-	-
8119 James A. Meyers #1	1,190 00	-	-	-	-	-	-	1,190 00	-	-
8122 E. D. Rollow	63 33	-	-	-	-	-	-	63 33	-	-
8123 Charles Burkes,										
8124 L. O. Howell, &	8,752 00	-	-	-	0 68	0 68	-	8,751 32	0 68	-
8125 Mrs. C E McCann										
8126 John Griffith	182 67	-	-	-	-	-	-	182 67	-	-
8127 Amber Boyce	320 00	-	-	-	-	-	-	320 00	-	-
8128 Rossie Atha &										
8131 W L McClain	510 00	-	-	-	-	-	-	510 00	-	-
8129 Myrtle Burkhardt	2,853 33	-	-	-	-	-	-	2,853 33	-	-
8130 W E Lynn	2,032 00	-	-	-	-	-	-	2,032 00	-	-
8132 Eugene C Miller	0 67	-	-	-	-	-	-	0 67	-	-
8133 Jesse Kyle	72 67	-	-	-	-	-	-	72 67	-	-
8135 Nettie Butner	946 00	-	-	-	-	-	-	946 00	-	-
8136 Emmett Headlee	13,617 33	-	-	-	0 00	-	-	13,617 33	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
Fred W Shield and Company Partnership I.D # 74-1003570 Year Ended December 31, 2016									
8137 F J Richardson &									
9191 Richardson	6,379 00	-	-	0 00	-	-	6,379 00	-	-
8138 Terrell County	1,580 00	-	-	-	-	-	1,580 00	-	-
8139 T. L. Miller	36 67	-	-	-	-	-	36 67	-	-
8149 F D Breedlove Ranch	8,662 00	-	-	-	-	-	8,662 00	-	-
8151 Effie S Odem #1,									
8152 Effie S Odem #2,	82,827 33	-	-	149 91	116 22	116 22	82,677 42	-	-
8153 M. C. Puckett, &									
8175 Steinmetz & Sanders									
8166 Charles Krieger &									
8169 H C Brckel	3,570 00	-	-	-	-	-	3,570 00	-	-
8170 Calvin Clay	2,220 00	-	-	-	-	-	2,220 00	-	-
8171 Mary Thomas	1,478 00	-	-	-	-	-	1,478 00	-	-
8174 L. C. Johnson	424 00	-	-	-	-	-	424 00	-	-
8178 Mildred Patten	3 00	-	-	-	-	-	3 00	-	-
8181 Joe J. Janyssel,									
8183 F W Boyd,									
8187 Gussie Yanta,	14,640 00	-	-	-	-	-	14,640 00	-	-
8193 Ben Krusiak, &									
8201 Pella Pavilek									
8184 Bert McClure	1,250 00	-	-	-	-	-	1,250 00	-	-
8188 C C Cummins	553 33	-	-	-	-	-	553 33	-	-
8190 Walter Critchley &									
8198 A D Bell,	15,949 00	-	-	15 38	4 31	4 31	15,933 62	4 31	-
9131 A.D Bell &									
9190 L Horry									
8195 J J Wiatrek									
8196 Trudie Garrett	11 33	-	-	-	-	-	11 33	-	-
8197 Fred Schloesser Estate	2,184 00	-	-	-	-	-	2,184 00	-	-
8202 Albert Ludwig,									
8203 John Anderson,									
8205 Jennie L Wright,									
8210 Otto Tharpe,									
8211 Clarence Bond & Calvin Lutz Orr,									
8214 Alta Choates,									
8216 Bertha Carey,									
8221 R Fairchild & Harold Null,	2,737 33	-	-	-	-	-	2,737 33	-	-
8223 Venice A Green,									
8225 Lester de la Porte,									
8258 E G Paulson,									
8264 Walter L. Kordis, &									
8265 Rosella Collier									
8204 E. C. Brandt									
8209 Viasta Frels									
8217 F T McColium	12 00	-	-	-	-	-	12 00	-	-
8222 Sidney David	8 67	-	-	-	-	-	8 67	-	-
8227 Paul B. Adams									
8232 Ethel Mangum									
8234 Grace Holcomb &									
8235 R. C. Johnson	896 00	-	-	-	-	-	896 00	-	-
8237 H E Frieling &									
8246 Les Lovell	1,168 00	-	-	-	-	-	1,168 00	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

Shield Ayres Foundation's										
PROPERTY		INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	RESERVE FOR DEPLETION		
		Balance 12/31/15	Additions	Sales and Retirements				Balance 12/31/15	Additions	Sales and Retirements
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2016										
8238	Maggie Dozier	-	-	-	-	-	-	-	-	-
8244	Angelo S Fanelli	70 00	-	-	-	-	-	-	-	70 00
8248	Billye H Casey	34,193 33	-	-	-	-	-	-	-	34,193 33
8249	J J Pogue, Jr ,	-	-	-	-	-	-	-	-	-
8250	T Edward Swenson, &	7,028 00	-	-	7 52	5 48	-	7,020 48	5 48	-
8251	Alfred E Roessler	-	-	-	-	-	-	-	-	7,025 96
8253	Ray Clark	98,104 00	-	-	7,752 73	383 20	-	90,351 27	383 20	-
8254	Edgar Johnson,	-	-	-	-	-	-	-	-	90,734 47
8281	Odle Sweeten &	1,102 00	-	-	-	-	-	1,102 00	-	-
8486	Dale Smith	-	-	-	-	-	-	-	-	1,102.00
8257	Hermann Sterling,	-	-	-	-	-	-	-	-	-
8275	Rueben Barton,	-	-	-	-	-	-	-	-	-
9168	Rueben & Lydia Barton &	726 33	-	-	-	-	-	726 33	-	726 33
9167	Herman and Mable Sterling	-	-	-	-	-	-	-	-	-
8263	Alice Martin	415 33	-	-	-	-	-	415 33	-	415 33
8266	Carl Hall	2,498 67	-	-	-	-	-	2,498 67	-	2,498 67
8269	Willie Buessing &	-	-	-	-	-	-	-	-	-
8270	Allen Browne	5,806 67	-	-	-	-	-	5,806 67	-	5,806 67
8272	J L Pritchett &	-	-	-	-	-	-	-	-	-
9180	Boise Southern Co et al	620 00	-	-	-	-	-	620 00	-	620 00
8273	Cilford Spies	1,010 00	-	-	-	-	-	1,010 00	-	1,010 00
8274	Noreen Hogg &	-	-	-	-	-	-	-	-	-
9189	Noreen Hogg	2,592 67	-	-	0 27	0 27	-	2,592 40	0 27	-
8279	E Dittfurth	18,636 00	-	-	-	-	-	18,636 00	-	-
8280	Sam Mantoath	1,541 33	-	-	-	-	-	1,541 33	-	1,541 33
8284	Elison and Borland &	-	-	-	-	-	-	-	-	-
9204	Ellison and Borland	997 00	-	-	-	-	-	997 00	-	997 00
8287	Alexander	-	-	-	-	-	-	-	-	-
8292	J F Janssen	424 00	-	-	-	-	-	424 00	-	424 00
8294	Ed Parker &	-	-	-	-	-	-	-	-	-
8302	Ed Parker #6	513 33	-	-	-	-	-	513 33	-	513 33
8295	Frank Maly	662.00	-	-	-	-	-	662 00	-	662 00
8300	Fern Hopkins	45 33	-	-	-	-	-	45 33	-	45 33
8301	Lynos Weaver	3 33	-	-	-	-	-	3 33	-	3 33
8304	J M Flynn &	-	-	-	-	-	-	-	-	-
8305	D. E Hartman	29 33	-	-	-	-	-	29 33	-	29 33
8306	E V McCamon	816 00	-	-	-	-	-	816 00	-	816 00
8309	Mark Hartman	6 67	-	-	-	-	-	6 67	-	6 67
8310	Noreen Hogg Orr,	-	-	-	-	-	-	-	-	-
8311	C H Kennedy,	-	-	-	-	-	-	-	-	-
9187	C H Kennedy &	39,854.67	-	-	-	-	-	39,854 67	-	39,854 67
9215	Noreen Hogg Orr	-	-	-	-	-	-	-	-	-
8312	Sylvia Knarr	2 67	-	-	-	-	-	2 67	-	2 67
8316	Blair Labatt	6,155 00	-	-	-	-	-	6,155 00	-	6,155.00
8317	Dee Finley	1,174 37	-	-	1,174 37	-	-	-	-	-
8396	Louis Howe	6 67	-	-	-	-	-	6 67	-	6 67
8407	Bryant Kellogg	20 00	-	-	2 42	2 42	-	17 58	2 42	20 00
8412	Clarence Anderson	13 33	-	-	3 62	3 62	-	9 71	3 62	13 33
8413	Gustaf Anderson	0 67	-	-	-	-	-	0 67	-	0 67
8414	William Atol	26 67	-	-	21.77	21 77	-	4 90	21 77	26 67
8416	William Hamann	10 00	-	-	5 10	0 70	-	4 90	0 70	5 60
8417	William Hapip	3 33	-	-	0 00	-	-	3 33	-	3 33

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2016
Schedule #1

PROPERTY	INVESTMENT			RESERVE FOR DEPLETION		
	Balance 12/31/15	Additions	Sales and Retirements	Balance 12/31/15	Additions	Sales and Retirements
Shield Ayres Foundation's						
				Balance 12/31/15	Additions	Sales and Retirements
						Balance 12/31/16
Depletable Balance Sch #1(a)	Depletion Allowable Sch #1(a)	Portion of Cost Depletion				
8418 J & A Johnson	333	-	-	333	-	333
8421 Vincent Moser	667	-	-	667	-	667
8422 John Opsal	100	-	-	100	-	100
8423 Carl Purdue	1667	-	-	834	394	1228
8471 M M Ridley	333	-	-	333	-	333
8505 C B. Schoemann	333	-	-	333	-	333
9100 Sejita Unit	53500	-	-	53500	-	53500
9102 J.H. Cunningham	9500	-	-	-	-	-
9103 R B Thompson	3,44300	-	-	3,03683	5231	3,08914
9104 B.H. Philippi	-	-	-	-	-	-
9106 Miller - Reynolds	-	-	-	-	-	-
9111 Virginia Crockett	9,11700	-	-	8,69114	12130	8,81244
9112 Dean B Gregg	20600	-	-	20600	-	20600
9113 Timolat	44,11700	-	-	38,84912	1,28439	40,13351
9114 F H. Ficke	1,30600	-	-	1,22621	4686	1,27307
9119 Burton McCollum ORRI	2100	-	-	2100	-	2100
9142 L E Windham	1,07300	-	-	99440	767	1,00207
9143 W.C. Johnson	19,87107	-	-	5,92655	2,40388	8,33043
9148 West Peck	58900	-	-	58900	-	58900
9165 Lowe-Johnson 48-A	9,54300	-	-	9,54300	-	9,54300
9166 Ciella D Klaproth	73300	-	-	73300	-	73300
9169 Henry G. Hardee,	-	-	-	-	-	-
9170 Burdell I Hardee,	96,13800	-	-	88,50830	7,62970	96,13800
9171 Gustave Herbert,	-	-	-	-	-	-
9172 Ruby Petry Merritt &	-	-	-	-	-	-
9173 Gregoire Lege	-	-	-	-	-	-
9184 Beck ORR	1,12100	-	-	1,12100	-	1,12100
9192 Boedecker	83500	-	-	83500	-	83500
9193 H.E. Wells	19000	-	-	19000	-	19000
9196 E G Browning	20600	-	-	20600	-	20600
9197 W A Hoover	49568	-	-	49568	-	49568
9199 Crawler Field Unit	7,20100	-	-	7,20100	-	7,20100
9200 Robbins Ranch	1,03600	-	-	1,03600	-	1,03600
9217 Jennie K Russell "A" &	-	-	-	-	-	-
9220 Jennie K Russell "B"	2,11000	-	-	2,11000	-	2,11000
9224 E. Armstrong (Parker C)	52,35300	-	-	49,68256	22911	49,91167
9226 Snowplow 10-1,	-	-	-	-	-	-
9227 Snowplow 1-5,	-	-	-	-	-	-
9228 Snowplow 7-5,	-	-	-	-	-	-
9249 Herms Landing,	5,68000	-	-	5,58599	1909	5,60508
9252 Snowplow Unit #1,	-	-	-	-	-	-
9253 Snowplow Unit #2 &	-	-	-	-	-	-
9255 Bear Swamp Antrim Unit	-	-	-	-	-	-
9235 Perez &	94,34000	-	-	82,80655	87353	83,68008
9236 Salinas	18100	-	-	18100	-	18100
9250 Federal D-3	-	-	-	-	-	-
Oil Payment, Hiltcrest Oil Co	9,213,72713	-	-	6,830,56966	85,86721	6,916,43687
	37500	-	-	37500	-	37500
	9,214,10213	-	-	6,830,94466	85,86721	6,916,81187

Shield Ayres - Foundation
San Antonio, Texas

Depletion Based on Cost
For the Year Ended December 31, 2016
Schedule #1(a)

Property	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2016									
R 5114 Orrin James	8,135 00	8,135 00	-	-	-	-	-	-	-
R 5124 Ruth Reynolds,									
R 5126 Ned Smith, &	20,819 00	20,819 00	-	-	-	-	-	-	-
R 5128 William H Bryan									
R 5136 Emelie Montet	436 00	436 00	-	-	-	-	-	-	-
R 5158 W F Martin RI	7,010 00	7,010 00	-	-	-	-	-	-	-
R 5161 Billeaud Planters	16,611 00	16,574 30	36 70	7,827 b	7,343 b	484 b	0 075826	61 b	4 63
R 5166 Morgan Estate	2,522 00	2,522 00	-	-	-	-	-	-	-
R 5167 C R Crews	87,405 00	87,378 91	26 09	23,825 b	23,400 b	425 b	0 061388	304 b	18 66
R 5168 John A Byerly &									
R 5510 G T Hall	1,338 00	1,336 82	1 18	339 b	318 b	21 b	0 056190	6 b	0 34
R 5187 W A Boothe									
R 5194 Willis A. Roberson	568 00	568 00	-	-	-	-	-	-	-
R 5216 H H Whipple	9 00	9 00	-	-	-	-	-	-	-
R 5228 Ida Duncan	9,633 00	9,633 00	-	-	-	-	-	-	-
R 5231 Mary Bloodworth	214 00	214 00	-	-	-	-	-	-	-
R 5236 Clara Couch	6,815 00	6,815 00	-	-	-	-	-	-	-
R 5237 W C Montgomery	3,448 00	3,448 00	-	-	-	-	-	-	-
R 5239 Herman Petteway,									
R 5793 Frank Harris &	45,523 00	45,494 14	28 86	43,906 b	35,241 b	8,665 b	0 003331	667 b	2 22
R 8185 Frank Harris									
R 5240 T E Vestal	215 00	215 00	-	-	-	-	-	-	-
R 5242 Ray Albaugh "A"	37,370 00	36,995 19	374 81	12,501 m	9,052 m	3,449 m	0 108672	146 m	15 87
R 5243 Everitt Turner									
R 5244 Helen Reed	120 00	120 00	-	-	-	-	-	-	-
R 5249 Berthold Bade,									
R 5256 Martha Dreier,									
R 5259 Amelia Hasdorff, &	7,702 00	7,702 00	-	-	-	-	-	-	-
R 5262 Ed Koenig, Jr									
R 5251 Otto Gerhold	-	-	-	-	-	-	-	-	-
R 5254 E C Brandt	-	-	-	-	-	-	-	-	-
R 5255 Lorraine Busby	-	-	-	-	-	-	-	-	-
R 5273 W G Schorre &									
R 5569 W L Roetter	1,588 00	1,588 00	-	-	-	-	-	-	-
R 5281 Joseph Glecker									
R 5296 Walter W Buck &									
R 5299 Dora E Cunningham	11,190 00	11,120 70	69 30	15,433 b	10,279 b	5,154 b	0 013446	163 b	2 19
R 5297 Gertrude Chilton	32,052 00	31,632 93	419 07	20,778 b	17,483 b	3,295 b	0 127184	214 b	27 22
R 5298 R A Cox	381 00	381 00	-	-	-	-	-	-	-
R 5300 John A King	46,059 00	44,183 76	1,875 24	9,162 b	8,752 b	410 b	4 573756	28 b	128 07
R 5303 William Howard	23,346 00	23,163 18	182 82	19,887 b	14,644 b	5,243 b	0 034869	377 b	13 15
R 5318 Virlen Clinton	23,130 00	23,078 92	51 08	7,502 b	7,082 b	420 b	0 121619	61 b	7 42
R 5328 W W Moore	-	-	-	-	-	-	-	-	-
R 5354 D G Sampson	658 00	658 00	-	-	-	-	-	-	-
R 5359 South Texas Syndicate	22,719 00	22,719 00	-	-	-	-	-	-	-
R 5360 R A Williams MI &									
R 5361 Walter Ewers MI	22,344 00	22,344 00	-	-	-	-	-	-	-
R 5371 Lona Clark RI,									
R 5372 D L Williams RI,									
R 5374 Ella Emerson RI,									
R 5376 Will Horning Estate RI,									

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property		Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016	Depletion Based on
					Adjusted Basic Data	Prior Production	Unrecovered Balance			Cost
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2016										
R	5377	Hicks Williams RI,								
R	5380	Maud Week RI,	91,929.35	745.32	222,972. m	208,391. m	14,581. m	0.051116	2,065. m	105.55
R	5381	J D Maguglin RI,								
R	5382	George Maguglin RI,								
R	5635	C O Uppard RI,								
R	5636	Wyatt Curry RI,								
R	5728	Robert Rokohl RI								
HR-	8140	M E Crawford								
HR-	8141	Wyatt Curry,								
HR-	8142	Edward Rokhol,								
HR-	8143	Maude Weed								
HR-	8144	J C Dillworth,								
HR-	8145	W A Friedle,								
HR-	8146	Jesse Maguglin,								
HR-	8147	T L Ruckman &								
HR-	8148	Hicks Williams								
R	5383	W H Striebeck, Jr RI	33,553.23	9,941.77	63,698. m	54,454. m	9,244. m	1.075484	-	-
R	5384	Charles Dare RI	11,222.88	6,820.12	32,698. m	21,400. m	11,298. m	0.603657	-	-
	5386	C. L Tullis RI,								
	9108	Harry Geffert,								
	9149	Block 85,								
	9150	Block 85 ORR &	13,934.32	1,181.68	25,000. m	23,662. m	1,338. m	0.883169	349. m	308.23
	9151	Block 86								
R	5393	Eva Wainright RI &								
R	5397	B W Broadus RI	4,620.00	-	-	-	-	-	-	-
R	5405	J E Murphy MI	5,705.00	-	-	-	-	-	-	-
R	5415	D W Rhode	213,484.63	29,838.37	394,661. m	341,571. m	53,090. m	0.562034	3,672. m	2,063.79
R	5418	E L Harrington MI,								
R	5420	L N Wisenteiner RI &	7,181.00	-	-	-	-	-	-	-
R	9110	E L Harrington								
R	5419	C.A. Travelstead	13.33	9.42	2,500. b	1,467. b	1,033. b	0.009119	63. b	0.57
R	5426	Mary E Campbell	7,143.00	59.57	3,751. b	2,946. b	805. b	0.074000	162. b	11.99
R	5433	O I Langham Fee	64,344.00	-	-	-	-	-	-	-
R	5434	N J O'Sullivan MI	290.00	-	-	-	-	-	-	-
R	5447	W. H. Reese MI	1,140.00	-	-	-	-	-	-	-
R	5448	W Z Rutherford #2 MI &								
R	5449	W Z Rutherford MI	1,674.00	-	-	-	-	-	-	-
R	5451	Ollie Sparks MI	610.00	-	-	-	-	-	-	-
R	5458	C Aderholt MI,								
R	5459	C Aderholt "A" RI,								
R	5460	Wanda Hanks RI,								
R	5462	D. C Clark MI,								
R	5463	E M Erskine MI,	191,733.00	1,079.39	218,802. b	106,709. b	112,093. b	0.009629	23,616. b	227.41
R	5464	J C Hall MI,								
R	5465	F E Lamotte MI,								
R	5767	Julie Meiners Estate,								
R	5769	Julia Meiners Estate "A", &								
HR-	8162	Helen Hawk Ellis								
R	5466	J Fred Diebel RI	1,695.00	-	-	-	-	-	-	-
R	5468	W H Moritz	2,981.81	3.19	22,417. m	19,096. m	3,321. m	0.000961	463. m	0.44
R	5489	L B. Blanchard RI &								

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2016
Schedule #1(a)

Property		Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016	Depletion Based on
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2016										
R	5490 O E Hardin Estate RI	1,002.00	1,002.00	-	-	-	-	-	-	-
R	5498 Thornton Davis	9,390.00	9,390.00	-	-	-	-	-	-	-
R	5505 J N Eden,									
R	5506 F R Rampy,									
R	5507 L A Rampy,	9,666.00	9,651.44	14.56	13,547 b	11,087 b	2,460 b	0.005919	103 b	0.61
R	5508 G W Ware, &									
R	5509 V C Wortham									
R	5511 J E. Parker	40,925.00	40,717.85	207.15	16,063 b	15,429 b	634 b	0.326735	118 b	38.55
R	5514 A O Schumann	36,342.00	36,297.68	44.32	18,671 b	17,197 b	1,474 b	0.030068	161 b	4.84
R	5515 O H Pfeil,									
R	5516 O G Tumlinson,									
R	5517 J C Wallace &									
R	5518 Claire Pearstone	87,204.00	85,667.69	1,536.31	438,800 m	416,164 m	22,636 m	0.067870	3,920 m	266.05
R	5525 T W Rhodes,									
R	5526 Page Estate &	904.00	904.00	-	-	-	-	-	-	-
R	5527 W B Massey									
R	5529 Henderson Estate &									
R	5533 Tom Strauch	2,551.00	2,551.00	-	-	-	-	-	-	-
R	5530 Tuttle and Williams &									
R	5744 H C Wood Orr	1,504.00	1,504.00	-	-	-	-	-	-	-
R	5535 Julie Nott Waugh	17.00	17.00	-	-	-	-	-	-	-
R	5537 Porter Hanks									
R	5538 J B Davis	1,467.00	1,467.00	-	-	-	-	-	-	-
R	5540 Laura D Shaw	96,352.00	95,758.64	593.36	18,957 b	17,268 b	1,689 b	0.351308	970 b	340.77
R	5542 Amos Madison &									
R	5543 Ola Madison	26.00	26.00	-	-	-	-	-	-	-
R	5545 James Champion &									
R	5546 Joe Venters	1,518.00	1,518.00	-	-	-	-	-	-	-
R	5547 George Clark	2,720.00	2,720.00	-	-	-	-	-	-	-
R	5551 Esma Lee Ekholm MI	1,047.00	1,047.00	-	-	-	-	-	-	-
R	5557 Leonard F Lindsey,									
R	5783 Hughes Smith Orr,									
R	5784 Annie Todd Orr,	77,493.00	75,392.27	2,100.73	44,462 b	37,835 b	6,627 b	0.316996	1,226 b	388.64
R	5785 Kenneth L Coffman,									
R	6131 Hughes Smith, &									
R	6132 Kenneth Coffman									
R	5558 H H Jameson	25,425.00	25,425.00	-	-	-	-	-	-	-
R	5559 Nannie Ash &									
R	5561 Dan Auld Orr	3,180.00	3,180.00	-	-	-	-	-	-	-
R	5560 Annie Leola Cummings	8,523.00	8,517.71	5.29	3,406 b	3,335 b	71 b	0.074507	32 b	2.38
R	5562 Ernest C Gay	10,239.00	10,239.00	-	-	-	-	-	-	-
R	5563 F C Roensch	3,501.00	3,499.12	1.88	11,020 m	10,524 m	496 m	0.003790	320 m	1.21
R	5565 T B. Tubb	437,190.00	417,266.32	19,923.68	1,768,321 m	1,441,543 m	326,778 m	0.060970	51,646 m	3,148.86
R	5566 George W Alves	216.00	216.00	-	-	-	-	-	-	-
R	5568 Paul Lang	4,356.00	4,356.00	-	-	-	-	-	-	-
R	5571 W H Riedel	10.00	10.00	-	-	-	-	-	-	-
R	5573 Escapule &									
R	5574 Perez	864.00	864.00	-	-	-	-	-	-	-
R	5575 C W Shafer	23,906.00	23,906.00	-	-	-	-	-	-	-
R	5576 Jessie Mae Williamson,									
R	5577 Alma Thomas,									

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

	Property	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2016										
R	5579	Thalbert R Thomas, &	67,405 00	67,303 73	101 27	112,316 b	96,709 b	15,607 b	0 006489	2,590 b 16 81
R	5701	H E Cummins								
R	5580	Tom E Cockrill	1,086 00	1,086 00	-	-	-	-	-	-
R	5582	Jennie Ray Kauffman	261 00	261 00	-	-	-	-	-	-
R	5586	E O Jacob	4,100 00	3,999 70	100 30	148,385	115,239 m	33,146 m	0 003026	1,467 m 4 44
R	5589	Elmo Reed,								
R	5591	S H Reed, &	11,703 00	11,698 01	4 99	6,507 b	6,412 b	95 b	0 052317	42 b 2 20
R	5593	Lottie Lee Shaper								
R	5590	Carl Weise	1,096 00	1,096 00	-	-	-	-	-	-
R	5594	A S Leblieu &								
R	5595	Grace Keller	43,740 00	42,219 02	1,520 98	11,042 b	10,521 b	521 b	2 919347	56 b 163 48
R	5596	McElreath-Suggett &								
R	5597	J E Malone	26,022 00	25,497 77	524 23	58,601 m	54,611 m	3,990 m	0 131386	539 m 70 82
R	5598	Zillah Hausen	681 00	681 00	-	-	-	-	-	-
R	5599	M L Kendrick	2,165 00	2,165 00	-	-	-	-	-	-
R	5602	S J Logan &								
R	5603	H N Parks	29,618 00	29,609 73	8 27	11,450 b	11,121 b	329 b	0 025137	156 b 3 92
R	5605	Fred S Robbins	12,576 00	12,573 51	2 49	6,100 b	5,880 b	220 b	0 011318	51 b 0 58
R	5610	Leo Craigen	8,952 00	8,952 00	-	-	-	-	-	-
R	5611	Mrs A M Kelsey Bass &								
R	9105	Kelsey - Bass	1,260 00	1,260 00	-	-	-	-	-	-
R	5612	A M Martinez	2,588 00	2,588 00	-	-	-	-	-	-
R	5616	J C Bramball	28,293 00	28,069 20	223 80	33,383 m	31,811 m	1,572 m	0 142366	324 m 46 13
R	5617	Joe H Conway,								
R	5619	Francis Gauntt,								
R	5620	E C Hardin,								
R	5625	B J Schendel,								
R	5627	J E Steed,								
R	5628	J E Steed Orr,	15,534 00	15,412 80	121 20	4,629 b	4,492 b	137 b	0 884672	137 b 121 20
R	5630	L W Stieren,								
R	5631	D W Vickers, &								
R	5632	C H Wolfmeuller								
R	5623	D E Lyons	220 00	220 00	-	-	-	-	-	-
R	5624	R J Moczygamba,								
HR-	8189	August Moczygamba &	8,227 00	8,227 00	-	-	-	-	-	-
HR-	8192	Clem Moczygamba								
R	5629	Sally J Treadwell	3,854 00	3,854 00	-	-	-	-	-	-
R	5633	D R Coleman &								
R	9109	W B Coleman	307,184 00	299,528 38	7,655 62	104,601 b	95,647 b	8,954 b	0 854994	1,988 b 1,699 73
R	5634	Frank C. Goodwin RI	100,782 00	99,342 50	1,439 50	130,854 m	120,276 m	10,578 m	0 136084	1,775 m 241 55
R	5639	B W Dove RI	176 00	176 00	-	-	-	-	-	-
R	5640	Gregg Lawrence MI	2,214 00	2,214 00	-	-	-	-	-	-
R	5641	Ellen Atkinson ORR,								
R	5642	Ellen Atkinson RI, &	14,092 00	14,092 00	-	-	-	-	-	-
R	5643	Ellen Atkinson								
R	5645	Sam Atkinson RI								
R	5644	D W Rhode & W H Spears	9,300 00	9,300 00	-	-	-	-	-	-
R	5648	L Keck MI	106 00	106 00	-	-	-	-	-	-
R	-5650	Guaranty Title & Trust Co	3 00	3 00	-	-	-	-	-	-
R	5652	Myrtle Stockton RI	7,062 00	7,062 00	-	-	-	-	-	-
R	5654	Louis A Yates MI & ORR	3,449,511 00	1,334,287 29	2,115,223 71	648,324 b	360,222 b	288,102 b	7 341927	6,181 b 45,380 45

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2016									
R 5655 C B Granbury MI	45,162.00	45,087.05	74.95	14,991 b	14,364 b	627 b	0.119537	150 b	17.93
R 5657 L E Fite etc & Ola McCann RI	9,858.00	9,858.00	-	-	-	-	-	-	-
R 5658 W F Lovett RI & Otto Blumberg RI	9.00	9.00	-	-	-	-	-	-	-
R 5659 J C Burrows RI	14,073.00	14,073.00	-	-	-	-	-	-	-
R 5663 R F Brown MI & Helen B Currier MI	34,385.00	34,324.92	61.08	12,923 b	11,727 b	1,196 b	0.051070	653 b	33.35
R 5664 Amanda McKinney RI	1,040.00	1,040.00	-	-	-	-	-	-	-
R 5665 M F Foster	13.33	13.33	-	-	-	-	-	-	-
R 5666 W H Crawford MI	3,849.00	3,849.00	-	-	-	-	-	-	-
R 5667 R A Alford MI	294.00	294.00	-	-	-	-	-	-	-
R 5670 Mary Ley RI	1,296.00	1,296.00	-	-	-	-	-	-	-
R 5672 Ruth Stevens RI	46,560.00	44,026.95	2,533.05	70,300 m	63,404 m	6,896 m	0.367322	526 m	193.21
R 5673 M E Crum MI & M E Crum ORR	11,950.00	11,945.35	4.65	9,306 b	8,795 b	511 b	0.009100	71 b	0.65
R 5675 J C Malone	222.00	222.00	-	-	-	-	-	-	-
R 5676 J C Keller	142,920.00	138,399.45	4,520.55	37,079 b	34,524 b	2,555 b	1.769295	763 b	1,349.97
R 5677 I I Ramirez	15.00	13.01	1.99	45,000 m	44,270 m	730 m	0.002726	241 m	0.66
R 5679 Clyde Beck	746.00	746.00	-	-	-	-	-	-	-
R 5681 Paul Lusso & Weeks Orr	3,215.00	3,215.00	-	-	-	-	-	-	-
R 5683 W H Tupper	8,443.00	8,194.27	248.73	2,138 b	1,946 b	192 b	1.295469	25 b	32.39
R 5685 Harriet Gobbie Mertz	10,896.00	10,896.00	-	-	-	-	-	-	-
R 5686 Dave Luke,	-	-	-	-	-	-	-	-	-
R 5687 E F Marrin, & Margaret Wooster	1,666.00	1,666.00	-	-	-	-	-	-	-
R 5688	-	-	-	-	-	-	-	-	-
R 5689 C P Motty	11,067.00	11,067.00	-	-	-	-	-	-	-
R 5690 Allen Belaire & Earth Unit	2,685.00	2,685.00	-	-	-	-	-	-	-
R 5691 Johnson Evans	54.00	54.00	-	-	-	-	-	-	-
R 5692 Elira Gann	5,794.00	5,794.00	-	-	-	-	-	-	-
R 5693 John L. Muncy	16,494.00	16,494.00	-	-	-	-	-	-	-
R 5697 John A. Myers - Western & Southern Life Ins	3,093.00	3,093.00	-	-	-	-	-	-	-
R 5698 Jess Goodwin & Helen Lundy	27,738.00	27,659.67	78.33	11,436 b	10,336 b	1,100 b	0.071209	203 b	14.46
R 5700 G R & J A Thomas	1,264.00	1,264.00	-	-	-	-	-	-	-
R 5702 Ida McDonald	7,356.00	7,356.00	-	-	-	-	-	-	-
R 5704 T L Griffin & T L Griffin	13,939.67	13,939.67	-	-	-	-	-	-	-
R 5705 E B Furrow	40.00	10.85	29.15	40	23 b	17 b	1.714706	3 b	5.14
R 5710 Anita Henchman	904.00	904.00	-	-	-	-	-	-	-
R 5719 Hattie Reed Duncan	612.00	612.00	-	-	-	-	-	-	-
R 5722 O D Gholson & T A Uphaw RI	111,665.00	109,975.63	1,689.37	13,642 b	13,630 b	12 b	140.780833	12 b	1,689.37
R 5731 C C Cannon #1,	-	-	-	-	-	-	-	-	-
R 5732 C C Cannon #2,	9,265.00	9,265.00	-	-	-	-	-	-	-
R 5733 C. C. Cannon #3, & Charles Cannon	-	-	-	-	-	-	-	-	-
R 5752 Burton McCullum	23,559.00	23,559.00	-	-	-	-	-	-	-
R 5759 Mary A. Reynolds RI	-	-	-	-	-	-	-	-	-

Shield Ayres - Foundation

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Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Fred W Shield and Company Partnership L D #74-1003570 Year Ended December 31, 2016										
Property	Cost 12/31/15 Plus 2016 Additions		Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
R 5771	Bertha Clay RI &									
HR- 8177	Bertha Clay	64 33	64 33	-	-	-	-	-	-	-
R 5777	Donald S Bell	3,923 00	3,923 00	-	-	-	-	-	-	-
R 5787	E L Dismukes,									
R 5855	Rosa E Crenshaw, &	14,668 00	14,644 61	23 39	5,032 b	4,433 b	599 b	0 039048	37 b	1 44
R 5869	E L Dismukes #2									
R 5796	J P Lewis RI	3,064 00	3,064 00	-	-	-	-	-	-	-
R 5800	Fred W Volt	29,035 00	28,820 83	214 17	71,246 m	66,924 m	4,322 m	0 049553	1,178 m	58 37
R 5818	J B Pettit,									
HR- 8154	Cara Douglas,									
HR- 8155	Cara K Douglas,									
HR- 8156	R E Harris,									
HR- 8157	R H Herring,									
HR- 8158	Leonard Proctor,	14,192 00	14,192 00	-	-	-	-	-	-	-
HR- 8159	Clara E Smith, &									
HR- 8160	Adrian K Webster									
R 5823	Mattye E Stark	7,767 00	7,767 00	-	-	-	-	-	-	-
R 5834	Ira LeDoux	151,998 00	150,871 88	1,126 12	158,334 m	158,333 m	1 m	1126 120000	1 m	1,126 12
R 5836	C. Dalkowitz Orr	500 00	500 00	-	-	-	-	-	-	-
R 5838	Kittie Schriener	4,263 00	4,263 00	-	-	-	-	-	-	-
R 5839	Gillette and Cox Orr	89 00	89 00	-	-	-	-	-	-	-
R 5852	Woody Heidelberg ORR									
HR- 8150	N. L. Heidelberg	2,531 67	2,444 80	86 87	3,541 b	3,354 b	187 b	0 464545	18 b	8 36
HR- 8220	Donovan - Sims &									
HR- 9195	N L Heidelberg									
R 5853	C O Wheeler	1,529 00	1,529 00	-	-	-	-	-	-	-
R 5854	Ethel May	488 00	488 00	-	-	-	-	-	-	-
R 5880	Bernice Lynn Cosby Orr	7,352 00	7,322 23	29 77	3,590 b	3,201 b	389 b	0 076530	103 b	7 88
R 5882	Enrique Villarreal	504 00	504 00	-	-	-	-	-	-	-
R 5885	Giles C McGrary "C",									
R 5886	Mrs B Young "d", &	22,908 00	22,908 00	-	-	-	-	-	-	-
R 5887	Mrs B Young "e"									
R 5889	J C Beasley, Jr	3,450 00	3,450 00	-	-	-	-	-	-	-
R 5895	E F DeLeon	368 00	368 00	-	-	-	-	-	-	-
R 5911	J D Alexander #1	483 00	483 00	-	-	-	-	-	-	-
R 5912	H. R. Alexander #2 &									
R 9124	KM Reagan ORR	3,712 00	3,361 86	350 14	600 b	597 b	3 b	116 713333	3 b	350 14
R 5914	M V Arnold									
R 5917	H E Mangham									
R 5918	Bernice Beeman &									
HR- 8268	Beeman	5,663 33	5,663 33	-	-	-	-	-	-	-
R 5921	Tip Graham &									
HR- 8218	Tip Graham	18 00	18 00	-	-	-	-	-	-	-
R 5923	Kordis Heirs &									
R 5924	Otto Tharp	3,553 00	3,553 00	-	-	-	-	-	-	-
R 5943	University 31-A ORR,									
R 5963	University 31 ORR,									
R 6099	University 31-21,									
R 6129	University 42-A,									
R 9153	University 31,	43,587 00	43,587 00	-	-	-	-	-	-	-
R 9164	University 31-A &									

Shield Ayres - Foundation
San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2016	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
9221	University 31-21									
R 5952	T L Higginbotham	4,543 00	4,543 00	-	-	-	-	-	-	-
R 5971	J Y Gilmore	9,229 00	9,229 00	-	-	-	-	-	-	-
R 5994	Vernon P Neissl	1,402 00	1,402 00	-	-	-	-	-	-	-
R 5995	Jack E Blake	23,828 87	23,828 87	24 13	97,862 m	89,321 m	8,541 m	0 002825	952 m	2 69
R 5999	R B Wherry	5,883 00	5,883 00	-	-	-	-	-	-	-
R 6000	Continental/Wood Deal	27,588 37	27,588 37	87 63	92,592 m	64,584 m	28,008 m	0 003129	4,929 m	15 42
R 6001	State Lease #53394 ORR	1,539 00	1,539 00	-	-	-	-	-	-	-
R 6002	R B Wherry	472 00	472 00	-	-	-	-	-	-	-
R 6013	Norman K Owens	113,041 00	112,136 29	904 71	221,747 m	206,633 m	15,114 m	0 059859	2,061 m	123 37
R 6031	Doyle Standifer,									
R 6033	J A Wilson,									
R 6034	R W Kreager,	171,279 67	171,050 52	229 15	182,931 b	68,318 b	114,613 b	0 001999	22,051 b	44 09
R 6035	G G Boyd,									
R 6042	Elizabeth Henry									
HR- 8259	Ralph A Wilson,									
HR- 8260	Doyle Standifer,									
HR- 8261	Rose Kreager, &									
HR- 8262	G G Boyd									
R 6038	Est of J H. Harvey ORR &									
HR- 8235	Harvey Estate	5,992 13	5,992 13	-	-	-	-	-	-	-
R 6039	J A Robey ORR	1,437 00	1,437 00	-	-	-	-	-	-	-
R 6049	Molly L Lasater &									
HR- 8256	W W Oatman	9,362 00	9,362 00	-	-	-	-	-	-	-
R 6059	Mary Lee Woodward Orr &									
R 6060	Vernon E Reichle	2,823 00	2,823 00	-	-	-	-	-	-	-
R 6066	George A Moberly &									
HR- 8277	Fred Folk Sec 78	56 67	56 67	-	-	-	-	-	-	-
R 6068	Victor B Russek Orr,									
HR- 8293	Victor Russek &	5,405 67	5,362 93	42 74	36,202 m	28,498 m	7,704 m	0 005548	2,043 m	11 33
9205	Victor K Russek, Jr									
R 6072	James M Ruhman,									
R 6073	Carl R Peterson,									
HR- 8282	Ruhman Peterson &	31,512 67	31,509 83	2 84	109,220 m	107,972 m	1,248 m	0 002276	1,248 m	2 84
HR- 8314	Carl Peterson									
R 6074	C Gibson,									
R 6091	Weldon K Huffman Orr,									
HR- 8283	Eppes et al, &	12,095 33	12,094 51	0 82	1,743,673 m	1,634,256 m	109,417 m	0 000007	48,760 m	0 37
HR- 8291	Weldon K Hoffman Orr									
R 6087	Briscoe Ranch Orr	1,410 00	1,410 00	-	-	-	-	-	-	-
R 6089	Anthony Vela	-	-	-	-	-	-	-	-	-
R 6094	John Knox	106 00	106 00	-	-	-	-	-	-	-
R 6095	August Toli,									
R 6096	Paul Zingelmann, &	70,985 00	70,711 47	273 53	359,141 m	351,962 m	7,179 m	0 038101	2,498 m	95 18
R 6098	Elbert Koopman									
R 6100	Midland National Bank Tr	40,068 00	38,595 45	1,472 55	18,099 b	14,949 b	3,150 b	0 467476	490 b	229 06
R 6130	Mayfield	-	-	-	-	-	-	-	-	-
R 6134	J O Hunt	5,531 25	5,531 25	-	-	-	-	-	-	-
R 6135	Finley	2,903 83	2,903 83	2,903 83	-	-	-	-	-	-
R 6137	Gene L. Prentice	10,170 20	9,692 12	478 08	8,000 m	7,145 m	855 m	0 559158	224 m	125 25
R 6138	Nancy Nugent	2,887 38	2,887 38	-	-	-	-	-	-	-
R 6140	Joseph R. Shaw	9,161 37	9,161 37	-	-	-	-	-	-	-
R 6142	O H Dipple	58,387 75	58,078 17	309 58	13,011 m	12,781 m	230 m	1 346000	230 m	309 58

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

	Property	Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2016	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
						Adjusted Basic Data	Prior Production	Unrecovered Balance			
R	6148	David M Kassing	3,674.59	3,638.11	36.48	14,500 m	13,645 m	855 m	0.042667	131 m	5.59
R	6152	FWF Mineral Trust "B"	1,335.07	1,335.07	-	-	-	-	-	-	-
R	6155	K W Bailey	50,000.00	47,275.10	2,724.90	11,000 b	4,524 b	6,476 b	0.420769	2,142 b	901.29
R	6156	Charter Royalty	154,139.62	151,717.77	2,421.85	310,000 m	253,885 m	56,115 m	0.043159	92 m	0.00
R	6162	K Byrd	22,500.00	18,371.21	4,128.79	7,000 m	6,409 m	591 m	6.986108	-	642.72
R	6163	Fotenberry	29,750.00	29,750.00	-	-	-	-	-	-	-
R	6168	Liberty EYau USD Unit	7,055.56	7,055.56	-	-	-	-	-	-	-
R	6170	Barnett Gas Unit	4,193.55	3,790.21	403.34	1,000 m	812 m	188 m	2.145426	42 m	90.11
R	6171	Boyd-Pickett Gas Unit	4,256.01	3,863.73	392.28	700 m	597 m	103 m	3.808544	14 m	53.32
R	6172	J W Brown Gas Unit	813.39	813.39	-	-	-	-	-	-	-
R	6173	Burgher D Unit	8,280.79	8,280.79	338.52	850 m	694 m	156 m	2.170000	42 m	91.14
R	6174	Burgher G Unit	869.33	869.33	-	-	-	-	-	-	-
R	6175	Butler Gas Unit	37,466.43	32,774.83	4,691.60	10,000 m	7,896 m	2,104 m	2.229848	353 m	787.14
R	6176	Clarke Gas Unit	15,308.63	14,927.12	381.51	2,600 m	2,311 m	289 m	1.320104	124 m	163.69
R	6177	Clary Unit	1,091.22	1,045.68	45.54	152 m	142 m	10 m	4.554000	10 m	45.54
R	6178	Cosson Gas Unit	9,049.37	8,026.32	1,023.05	2,050 m	1,418 m	632 m	1.618750	74 m	119.79
R	6179	Cummins A Unit	2,627.44	2,396.03	231.41	380 m	222 m	158 m	1.484620	28 m	41.01
R	6180	Dunlap #1 Gas Unit	1,731.25	1,135.79	595.46	260 m	169 m	91 m	6.543516	9 m	58.89
R	6181	Edwards A Unit	663.74	554.31	109.43	60 m	49 m	11 m	9.948182	3 m	29.84
R	6182	Fails Gas Unit	23,231.84	23,231.84	-	-	-	-	-	-	-
R	6183	Ham Gas Unit	17,631.27	17,374.43	256.84	6,000 m	4,878 m	1,122 m	0.228913	263 m	60.20
R	6185	Hartley Unit	15.28	15.28	-	-	-	-	-	-	-
R	6186	Henderson Gas Unit	23,274.08	18,717.59	4,556.49	9,000 m	6,337 m	2,663 m	1.711036	343 m	586.89
R	6187	Hill A Unit	213.46	213.46	-	-	-	-	-	-	-
R	6189	Irvin Gas Unit	6,730.21	6,301.37	428.84	2,000 m	1,406 m	594 m	0.721953	71 m	51.26
R	6190	Johnson A Gas Unit	4,915.82	4,706.36	209.46	454 m	428 m	26 m	8.056154	26 m	209.46
R	6191	B K Johnson A Unit	139.65	139.65	-	-	-	-	-	-	-
R	6192	Kirsch Gas Unit	11,900.83	10,053.62	1,847.21	3,500 m	2,538 m	962 m	1.920177	128 m	245.78
R	6193	Lancaster A Unit	1,061.78	649.74	412.04	110 m	58 m	52 m	7.923846	4 m	31.70
R	6194	Lane A Unit	1,181.32	835.93	345.39	110 m	74 m	36 m	9.594167	5 m	47.97
R	6195	Ledbetter A Unit	1,504.42	1,132.40	472.02	150 m	105 m	45 m	10.489333	5 m	52.45
R	6196	J H Moore Gas Unit	599.59	599.59	-	-	-	-	-	-	-
R	6197	Rice Unit	1,999.76	1,999.76	-	-	-	-	-	-	-
R	6198	Rogers Gas Unit	7,168.25	6,450.11	718.14	4,000 m	3,091 m	909 m	0.790033	204 m	161.17
R	6199	T L Simmons, Roy Heirs Unit	1,673.73	1,673.73	-	27 b	27 b	-	-	-	-
R	6200	G O Summers Unit	1,066.39	1,066.39	-	-	-	-	-	-	-
R	6201	Swank A Unit	176.27	176.27	-	-	-	-	-	-	-
R	6202	Teague USD Unit	8.09	8.09	-	-	-	-	-	-	-
R	6203	Turner A Unit	341.08	308.66	32.42	50 m	46 m	4 m	8.105000	3 m	24.32
R	6205	Webb A	3,236.69	3,236.69	-	-	-	-	-	-	-
R	6206	Webb A Unit	11,767.70	10,259.30	1,508.40	1,500 m	1,256 m	244 m	6.181967	79 m	488.38
R	6207	Webb TS A	741.93	508.18	233.75	100 m	68 m	32 m	7.304588	4 m	29.22
R	6208	Winfree Gas Unit	14,336.38	13,972.25	364.13	3,300 m	2,945 m	355 m	1.025718	134 m	137.45
R	6209	Hedrick Lease	496.12	496.12	-	-	-	-	-	-	-
R	6210	Vincent East 66#1	1.00	1.00	-	-	-	-	-	-	-
R	6211	Clark Sain #14	1,506.11	1,506.11	-	-	-	-	-	-	-
R	6212	Beddingfield #1	0.11	0.11	-	-	-	-	-	-	-
R	6213	Beddingfield Gas Unit	165.15	165.15	-	-	-	-	-	-	-
R	6214	Garret Trust #1	1.00	1.00	-	-	-	-	-	-	-
R	6216	Conrad Unit	21,576.08	14,702.62	6,873.46	1,800 m	1,421 m	379 m	18.135778	42 m	761.70
R	6217	Fields-Mahler Unit	53,833.02	27,505.89	26,327.13	4,500 m	2,274 m	2,226 m	11.827102	137 m	1,620.31
R	6218	Hodges C 41.1.3	52.58	52.58	-	-	-	-	-	-	-

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Fred W Shield and Company Partnership 1 D #74-1003570 Year Ended December 31, 2016	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
6219	Hodge D 3	108 86	108 86	-	-	-	-	-	-	-
6220	Hodge G 3	122 23	122 23	-	-	-	-	-	-	-
6221	Minnie Hodges 40-IL	58 08	58 08	-	-	-	-	-	-	-
6226	Hodges #1,2-39	194 25	194 25	-	-	-	-	-	-	-
6227	Hodges 1-193	51 90	51 90	-	-	-	-	-	-	-
6228	Minnie E Hodges	48 20	48 20	-	-	-	-	-	-	-
6229	Barksdale Estate Gas Unit	193 57	193 57	-	-	-	-	-	-	-
6230	Parmaele Unit	200 09	200 09	-	-	-	-	-	-	-
6231	Newsome A Gas Unit	11,003 41	6,394 22	4,609 19	800 m	619 m	181 m	25 465138	18 m	458 37
6232	Jesse R Odem Gas Unit	3,958.74	2,951 17	1,007 57	600 m	452 m	148 m	6 807905	21 m	142 97
6234	Reid 9	53,021 44	35,630 26	17,391 18	19,000 m	12,775 m	6,225 m	2 793764	621 m	1,734 93
6235	Neale Common Sand Unit	40,475 18	16,756 15	23,719 03	700 b	406 b	294 b	80 676973	24 b	1,936 25
6238	Claudia 1-14	752 50	752 50	-	-	-	-	-	-	-
6239	Harrel 1-8	64 49	64 49	-	-	-	-	-	-	-
HR- 8101	Carl J Belton & C E Barkam,									
HR- 8102	Hayes, Hodges, & Van Horn,									
HR- 8103	Add Thompson, &	146 00	146 00	-	-	-	-	-	-	-
HR- 8172	Mrs Della Spencer									
HR- 8104	Rav Guidry, et al	3,802 00	3,802 00	-	-	-	-	-	-	-
HR- 8106	Ella Stevenson	2,966 00	2,966 00	-	-	-	-	-	-	-
HR- 8107	Franklin Isaacson,									
HR- 8108	Robert Rutsch,									
HR- 8109	Maude Slaaten, &	13,943 33	13,793 10	150 23	4,700 b	2,878 b	1,822 b	0 082453	345 b	28 45
HR- 8110	G L Thompson									
HR- 8111	Carl Moe	100 00	100 00	-	-	-	-	-	-	-
HR- 8113	J V McKee	22,756 00	22,756 00	-	-	-	-	-	-	-
HR- 8114	Leila B Ayres	440 00	440 00	-	-	-	-	-	-	-
HR- 8115	Georgia Franklin,									
HR- 8116	T M Harrell,									
HR- 8117	Isaac Harrell,	20,036 67	19,845 94	190 73	17,198 b	12,209 b	4,989 b	0 038230	287 b	10 97
HR- 8121	H N Millican, &									
HR- 8164	Marana Hayes									
HR- 8118	Andy Jones	1,124 00	1,124 00	-	-	-	-	-	-	-
HR- 8119	James A Meyers #1	1,190 00	1,190 00	-	-	-	-	-	-	-
HR- 8122	E D Rollow	63 33	63 33	-	-	-	-	-	-	-
HR- 8123	Charles Burkes,									
HR- 8124	L O Howell, &	8,751 00	8,751 32	0 68	7,202 b	6,932 b	270 b	0 002519	270 b	0 68
HR- 8125	Mrs C E McCann									
HR- 8126	John Griffith	182 67	182 67	-	-	-	-	-	-	-
HR- 8127	Amber Boyce	320 00	320 00	-	-	-	-	-	-	-
HR- 8128	Rossie Atha &									
HR- 8131	W L McClain	510 00	510 00	-	-	-	-	-	-	-
HR- 8129	Myrtle Burkhardt	2,853 33	2,853 33	-	-	-	-	-	-	-
HR- 8130	W E Lynn	2,032 00	2,032 00	-	-	-	-	-	-	-
HR- 8132	Eugene C Miller	0 67	0 67	-	-	-	-	-	-	-
HR- 8133	Jesse Kyle	72 67	72 67	-	-	-	-	-	-	-
HR- 8135	Nettie Butner	946 00	946 00	-	-	-	-	-	-	-
HR- 8136	Emmett Headlee	13,617 33	13,617 33	-	-	-	-	-	-	-
HR- 8137	F J Richardson &									
9191	Richardson	6,379 00	6,379 00	-	-	-	-	-	-	-
HR- 8138	Terrell County	1,580 00	1,580 00	-	-	-	-	-	-	-
HR- 8139	T L Miller	36 67	36 67	-	-	-	-	-	-	-
HR- 8149	F D Breedlove Ranch	8,662 00	8,662 00	-	-	-	-	-	-	-
HR- 8151	Effie S Odem #1,									

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2016									
HR- 8152 Effie S. Odom #2,	82,827 33	82,577 42	149 91	637,105 m	632,450 m	4,655 m	0.032204	3,609 m	116 22
HR- 8153 M. C. Puckett, &									
HR- 8175 Steinmetz & Sanders									
HR- 8166 Charles Krueger &									
HR- 8169 H. C. Brickle	3,570 00	3,570 00	-	-	-	-	-	-	-
HR- 8170 Calvin Clay	2,220 00	2,220 00	-	-	-	-	-	-	-
HR- 8171 Mary Thomas	1,478 00	1,478 00	-	-	-	-	-	-	-
HR- 8174 L. C. Johnson	424 00	424 00	-	-	-	-	-	-	-
HR- 8178 Mildred Patten	3 00	3 00	-	-	-	-	-	-	-
HR- 8181 Joe J. Janyzel,									
HR- 8183 F. W. Boyd,									
HR- 8187 Gustie Yanta,	14,640 00	14,640 00	-	-	-	-	-	-	-
HR- 8193 Ben Krusiak, &									
HR- 8201 Pella Pavilek									
HR- 8184 Bert McClure	1,250 00	1,250 00	-	-	-	-	-	-	-
HR- 8188 C. C. Cummins	553 33	553 33	-	-	-	-	-	-	-
HR- 8190 Walter Critchley,									
HR- 8198 A. D. Bell,	15,949 00	15,933 62	15 38	166,110 m	140,202 m	25,908 m	0.000594	7,254 m	4 31
HR- 9131 A. D. Bell &									
HR- 9190 L. Horry									
HR- 8195 J. J. Wiatrek									
HR- 8196 Trudie Garrett	11 33	11 33	-	-	-	-	-	-	-
HR- 8197 Fred Schloesser Estate	2,184 00	2,184 00	-	-	-	-	-	-	-
HR- 8202 Albert Ludwig,									
HR- 8203 John Anderson,									
HR- 8205 Jennie L. Wright,									
HR- 8210 Otto Tharpe,									
HR- 8211 Clarence Bond & Calvin Lutz Orr,									
HR- 8214 Alta Choates,									
HR- 8216 Bertha Carey,									
HR- 8221 R. Fairchild & Harold Null,									
HR- 8223 Vence A. Green,	2,737 33	2,737 33	-	-	-	-	-	-	-
HR- 8225 Lester de la Porte,									
HR- 8258 E. G. Paulson,									
HR- 8264 Walter L. Kordis, &									
HR- 8265 Rosella Collier									
HR- 8204 E. C. Brandt									
HR- 8209 Viasta Frels									
HR- 8217 F. T. McCollum	12 00	12 00	-	-	-	-	-	-	-
HR- 8222 Sidney David	8 67	8 67	-	-	-	-	-	-	-
HR- 8227 Paul B. Adams									
HR- 8232 Ethel Mangum									
HR- 8234 Grace Holcomb &									
HR- 8235 R. C. Johnson	896 00	896 00	-	-	-	-	-	-	-
HR- 8237 H. E. Frieling &									
HR- 8246 Les Lovell	1,168 00	1,168 00	-	-	-	-	-	-	-
HR- 8238 Maggie Dozier									
HR- 8244 Angelo S. Fanelli	70 00	70 00	-	-	-	-	-	-	-
HR- 8248 Billye H. Casey	34,193 33	34,193 33	-	-	-	-	-	-	-
HR- 8249 J. J. Pogue, Jr.,									
HR- 8250 T. Edward Swenson, &	7,028 00	7,020 48	7 52	59,619 m	58,238 m	1,381 m	0.005445	1,007 m	5 48
HR- 8251 Alfred E. Roessler									
HR- 8253 Ray Clark	98,104 00	90,351 27	7,752 73	78,739 m	70,262 m	8,477 m	0.914561	419 m	383 20
HR- 8254 Edgar Johnson,									

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2016	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
HR- 8281	Odie Sweeten &	1,102 00	1,102 00	-	-	-	-	-	-	-
HR- 8486	Dale Smith									
HR- 8257	Hermann Sterling,									
HR- 8275	Rueben Barton,									
HR- 9167	Herman and Mable Sterling	726 33	726 33	-	-	-	-	-	-	-
HR- 9168	Rueben & Lydia Barton &									
HR- 8263	Alice Martin	415 33	415 33	-	-	-	-	-	-	-
HR- 8266	Carl Hall	2,498 67	2,498 67	-	-	-	-	-	-	-
HR- 8269	Willie Buessing &									
HR- 8270	Allen Browne	5,806 67	5,806 67	-	-	-	-	-	-	-
HR- 8272	J L Pritchett &									
HR- 9180	Boise Southern Co. et al	620 00	620 00	-	-	-	-	-	-	-
HR- 8273	Clifford Spies	1,010 00	1,010 00	-	-	-	-	-	-	-
HR- 8274	Noreen Hogg &									
HR- 9189	Noreen Hogg	2,592 67	2,592 40	0 27	4,030 m	3,992 m	38 m	0 007105	38 m	0 27
HR- 8279	E Dittfurth	18,636 00	18,636 00	-	-	-	-	-	-	-
HR- 8280	Sam Mantooth	1,541 33	1,541 33	-	-	-	-	-	-	-
HR- 8284	Ellison and Borland &									
HR- 9204	Ellison and Borland	997 00	997 00	-	-	-	-	-	-	-
HR- 8287	Alexander									
HR- 8292	J F Janssen	424 00	424 00	-	-	-	-	-	-	-
HR- 8294	Ed Parker &									
HR- 8302	Ed Parker #6	513 33	513 33	-	-	-	-	-	-	-
HR- 8295	Frank Maly	662 00	662 00	-	-	-	-	-	-	-
HR- 8300	Fern Hopkins	45 33	45 33	-	-	-	-	-	-	-
HR- 8301	Lynos Weaver	3 33	3 33	-	-	-	-	-	-	-
HR- 8304	J M Flynn &									
HR- 8305	D. E. Hartman	29 33	29 33	-	-	-	-	-	-	-
HR- 8306	E V McCamon	816 00	816 00	-	-	-	-	-	-	-
HR- 8309	Mark Hartman	6 67	6 67	-	-	-	-	-	-	-
HR- 8310	Noreen Hogg Orr,									
HR- 8311	C. H. Kennedy,									
HR- 9187	C. H. Kennedy &	39,854 67	39,854 67	-	-	-	-	-	-	-
HR- 9215	Noreen Hogg Orr									
HR- 8312	Sylvia Knarr	2 67	2 67	-	-	-	-	-	-	-
HR- 8316	Blair Labatt	6,155 00	6,155 00	-	-	-	-	-	-	-
HR- 8317	Dee Finley	1,174 37	1,174 37	-	-	-	-	-	-	-
HR- 8396	Louis Howe	6 67	6 67	-	-	-	-	-	-	-
HR- 8407	Bryant Kellogg	20 00	17 58	2 42	3,895 b	2,675 b	1,220 b	0 001984	1,220 b	2 42
HR- 8412	Clarence Anderson	13 33	9 71	3 62	423 b	422 b	1 b	3 620000	1 b	3 62
HR- 8413	Gustaf Anderson	0 67	0 67	-	-	-	-	-	-	-
HR- 8414	William Atol	26 67	4 90	21 77	590 b	585 b	5 b	4 354000	5 b	21 77
HR- 8416	William Hamann	10 00	4 90	5 10	100 b	49 b	51 b	0 100000	7 b	0 70
HR- 8417	William Hapip	3 33	3 33	-	-	-	-	-	-	-
HR- 8418	J & A Johnson	3 33	3 33	-	-	-	-	-	-	-
HR- 8421	Vincent Moser	6 67	6 67	-	-	-	-	-	-	-
HR- 8422	John Opsal	1 00	1 00	-	-	-	-	-	-	-
HR- 8423	Carl Purdue	16 67	8 34	8 33	600 b	300 b	300 b	0 027767	142 b	3 94
HR- 8471	M M Ridley	3 33	3 33	-	-	-	-	-	-	-
HR- 8505	C B Schoeman	3 33	3 33	-	-	-	-	-	-	-
HR- 9100	Sejita Unit	535 00	535 00	-	-	-	-	-	-	-
HR- 9102	J H Cunningham	95 00	95 00	-	-	-	-	-	-	-

STATEMENT NO. 16

Shield Ayres - Foundation

San Antonio, Texas

Depletion Based on Cost

For the Year Ended December 31, 2016

Schedule #1(a)

Property	Cost 12/31/15 Plus 2016 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2016 b-denotes oil volume-barrels m-denotes gas volume-mcf	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2016									
9103 R B Thompson	3,443 00	3,036 83	406 17	5,000 b	3,711 b	1,289 b	0 315105	166 b	52 31
9104 B H Phillipi	-	-	-	-	-	-	-	-	-
9106 Miller - Reynolds	-	-	-	-	-	-	-	-	-
9111 Virgina Crockett	9,117 00	8,691 14	425 86	16,000 m	14,859 m	1,141 m	0 373234	325 m	121 30
9112 Dean B Gregg	206 00	206 00	-	-	-	-	-	-	-
9113 Timolat	44,117 00	38,849 12	5,267 88	100,000 m	75,379 m	24,621 m	0 213959	6,003 m	1,284 39
9114 F H Ficke	1,306 00	1,226 21	79 79	9,000 m	7,820 m	1,180 m	0 067619	693 m	46 86
9119 Burton McCollum ORRI	21 00	21 00	-	-	-	-	-	-	-
9142 L E Windham	1,073 00	994 40	78 60	800 b	759 b	41 b	1 917073	4 b	7 67
9143 W C Johnson	19,871 07	5,926 55	13,944 52	72,000 m	3,579 m	68,421 m	0 203805	11,795 m	2,403 88
9148 West Peck	589 00	589 00	-	-	-	-	-	-	-
9165 Lowe-Johnson 48-A	9,543 00	9,543 00	-	-	-	-	-	-	-
9166 Ciella D Klapproth	733 00	733 00	-	-	-	-	-	-	-
9169 Henry G Hardee,									
9170 Burdell I Hardee,									
9171 Gustave Herbert,	96,138 00	88,508 30	7,629 70	84,302 m	84,254 m	48 m	158 952083	48 m	7,629 70
9172 Ruby Petry Merritt &									
9173 Gregaure Lege									
9184 Beck ORR	1,121 00	1,121 00	-	-	-	-	-	-	-
9192 Boedecker	835 00	835 00	-	-	-	-	-	-	-
9193 H E Wells	190 00	190 00	-	-	-	-	-	-	-
9196 E G Browning	206 00	206 00	-	-	-	-	-	-	-
9197 W A Hover	495 68	-	495 68	900 b	b	900 b	0 550756	91 b	50 12
9199 Crawler Field Unit	7,201 00	7,201 00	-	-	-	-	-	-	-
9200 Robbins Ranch	1,036 00	920 88	115.12	5,500 m	5,108 m	392 m	0 293673	39 m	11 45
9217 Jennie K Russell "A" &									
9220 Jennie K Russell "B"	2,110 00	2,008 18	101 82	2,800 b	2,521 b	279 b	0 364946	42 b	15 33
9224 E Armstrong (Parker C)	52,353 00	49,682 56	2,670 44	13,000 b	10,564 b	2,436 b	1 096240	209 b	229 11
9226 Snowplow 10-1,									
9227 Snowplow 1-5,									
9228 Snowplow 7-5,									
9249 Herms Landing,	5,680 00	5,585 99	94 01	80,000 m	69,119 m	10,881 m	0 008640	2,210 m	19 09
9252 Snowplow Unit #1,									
9253 Snowplow Unit #2 &									
9255 Bear Swamp Antrim Unit									
9235 Perez &									
9236 Salinas	94,340 00	82,806 55	11,533 45	47,000 m	42,260 m	4,740 m	2 433217	359 m	873 53
9250 Federal D-3	181 00	181 00	-	-	-	-	-	-	-
Total royalties	9,213,727 13	6,830,569 66	2,383,157 47						85,867 21
Oil Payment									
5930 Hilcrest Oil Company	375 00	375 00	-						-
Total receipts considered a return of capital									
Total Royalties and Oil Payment	9,214,102 13	6,830,944 66	2,383,157 47						85,867 21
m- Denotes gas- volume in Mctf									

m- Denotes gas- volume in Mcf