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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation TJ BROWN & CA LUPTON FOUNDATION		A Employer identification number 75-0992690	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1629		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 761011629		B Telephone number (see instructions) (817) 738-1804	
<div>G Check all that apply</div> <div><div><input type="checkbox"/> Initial return</div><div><input type="checkbox"/> Initial return of a former public charity</div><div><input type="checkbox"/> Final return</div><div><input type="checkbox"/> Amended return</div><div><input type="checkbox"/> Address change</div><div><input type="checkbox"/> Name change</div></div>		<div>C If exemption application is pending, check here</div> <div><input type="checkbox"/></div> <div>D 1. Foreign organizations, check here</div> <div><input type="checkbox"/></div> <div>2. Foreign organizations meeting the 85% test, check here and attach computation</div> <div><input type="checkbox"/></div>	
<div>H Check type of organization</div> <div><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</div> <div><input type="checkbox"/> Other taxable private foundation</div>		<div>E If private foundation status was terminated under section 507(b)(1)(A), check here</div> <div><input type="checkbox"/></div>	
<div>I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,247,271</div>		<div>J Accounting method</div> <div><input type="checkbox"/> Cash</div> <div><input checked="" type="checkbox"/> Accrual</div> <div><input type="checkbox"/> Other (specify)</div> <div>(Part I, column (d) must be on cash basis)</div>	
		<div>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</div> <div><input type="checkbox"/></div>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,363	23,363		
	4 Dividends and interest from securities	636,365	636,365		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	499,308			
	b Gross sales price for all assets on line 6a				
		13,720,723			
	7 Capital gain net income (from Part IV, line 2)		499,308		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 25,207	25,207		
	12 Total. Add lines 1 through 11	1,184,243	1,184,243		
	13 Compensation of officers, directors, trustees, etc	16,000	4,000		12,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 54,100	21,083		33,018
	c Other professional fees (attach schedule)	 245,183	245,183		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 15,901	6,810		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	360	0		360
	21 Travel, conferences, and meetings	801	0		801
	22 Printing and publications				
	23 Other expenses (attach schedule)	 826	217		609
	24 Total operating and administrative expenses. Add lines 13 through 23	333,171	277,293		46,788
	25 Contributions, gifts, grants paid	2,038,333			2,038,333
	26 Total expenses and disbursements. Add lines 24 and 25	2,371,504	277,293		2,085,121
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,187,261			
	b Net investment income (if negative, enter -0-)		906,950		
	c Adjusted net income(if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	239,866	100,515	100,515
	2	Savings and temporary cash investments	3,484,893	794,721	794,721
	3	Accounts receivable ▶ <u>36,135</u>			
		Less allowance for doubtful accounts ▶ _____	32,337	36,135	36,135
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	24,603,752	26,962,007	36,138,475
	c	Investments—corporate bonds (attach schedule)	818,844	108,144	102,302
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)			
14		Land, buildings, and equipment basis ▶ <u>5,420</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>5,420</u>			
15		Other assets (describe ▶ _____)	6,945	0	75,123
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,186,637	28,001,522	37,247,271
17		Accounts payable and accrued expenses	20,500	20,500	
18		Grants payable.			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)	0	2,146	
	23	Total liabilities (add lines 17 through 22)	20,500	22,646	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
25	Temporarily restricted				
26	Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds	0	0		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	29,166,137	27,978,876		
30	Total net assets or fund balances (see instructions)	29,166,137	27,978,876		
31	Total liabilities and net assets/fund balances (see instructions) .	29,186,637	28,001,522		

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	29,166,137
2	Enter amount from Part I, line 27a	2	-1,187,261
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	27,978,876
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	27,978,876

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a CAPITAL GAIN DISTRIBUTIONS	P		
b PUBLICLY TRADED SECURITIES	P		
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 40,330			40,330
b 13,680,393		13,221,415	458,978
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			40,330
b			458,978
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	499,308
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,807,733	38,725,392	0 046681
2014	1,923,823	40,129,670	0 047940
2013	1,685,440	37,288,648	0 045200
2012	1,582,264	34,218,736	0 046240
2011	1,510,756	34,982,621	0 043186

2 Total of line 1, column (d)	2	0 229247
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045849
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	36,713,829
5 Multiply line 4 by line 3	5	1,683,292
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,070
7 Add lines 5 and 6	7	1,692,362
8 Enter qualifying distributions from Part XII, line 4	8	2,085,121

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,070
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	9,070
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	9,070
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,607
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	6,607
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	42
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	2,505
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>CHARLES GEREN</u> Telephone no ► <u>(817) 738-1804</u>			

Located at ► PO BOX 1629 FORT WORTH TX ZIP+4 ► 761011629

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	Yes	
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

[illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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


(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WILKINSON O'GRADY & CO INC 499 PARK AVENUE 7TH FLOOR NEW YORK, NY 10022	INVESTMENT MANAGEMENT FEES	59,672
LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE ST 1600 FORT WORTH, TX 76102	INVESTMENT MANAGEMENT FEES	59,405
BANK OF AMERICA PRIVATE WEALTH MANAGEMENT PO BOX 830269 DALLAS, TX 75283	INVESTMENT MANAGEMENT FEES	56,697
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments. See instructions.	
3 	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	36,866,494
b	Average of monthly cash balances.	1b	302,559
c	Fair market value of all other assets (see instructions).	1c	103,870
d	Total (add lines 1a, b, and c).	1d	37,272,923
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	37,272,923
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	559,094
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	36,713,829
6	Minimum investment return. Enter 5% of line 5.	6	1,835,691

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	1,835,691
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	9,070
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,070
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,826,621
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,826,621
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	1,826,621

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	2,085,121
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	2,085,121
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	9,070
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,076,051

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,826,621
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,867,580	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,085,121</u>				
a Applied to 2015, but not more than line 2a			1,867,580	
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.				217,541
e Remaining amount distributed out of corpus	0			
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	0			
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,609,080
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 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed CHARLES GEREN PO BOX 1629 FORT WORTH, TX 76101 (817) 738-1804	
b The form in which applications should be submitted and information and materials they should include WRITTEN APPLICATION ONLY	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors CHARITABLE PURPOSES WITHIN THE UNITED STATES	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ► 3a				2,038,333
b <i>Approved for future payment</i>				
CLIBURN 201 MAIN ST 100 FORT WORTH, TX 76102	NONE	PUBLIC	CHARITABLE	35,000
NATIONAL COWGIRL MUSEUM AND HALL OF FAME 1720 GENDY STREET FORT WORTH, TX 76107	NONE	PUBLIC	CHARITABLE	35,000
ZACH THEATRE 1510 TOOMEY ROAD AUSTIN, TX 78704	NONE	PUBLIC	CULTURAL	50,000
Total ► 3b				120,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	23,363	
4 Dividends and interest from securities.			14	636,365	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	25,207	
8 Gain or (loss) from sales of assets other than inventory			18	499,308	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		1,184,243	0
13 Total. Add line 12, columns (b), (d), and (e).			13		1,184,243

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

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

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

Print/Type preparer's name CHRIS GRASHER	Preparer's Signature	Date	Check if self-employed ▶ <input type="checkbox"/>	PTIN P01401035
Firm's name ▶ WHITLEY PENN LLP				Firm's EIN ▶ 75-2393478
Firm's address ▶ 1400 WEST 7TH STREET STE 400 FT WORTH, TX 76102				Phone no (817) 259-9100

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KIT TENNISON MONCRIEF	DIRECTOR 1 00	4,000	0	0
PO BOX 1629 FORT WORTH, TX 76101				
WILLIAM E TUCKER	DIRECTOR 1 00	4,000	0	0
PO BOX 1629 FORT WORTH, TX 76101				
LEE LUPTON TENNISON	DIRECTOR 1 00	0	0	0
PO BOX 1629 FORT WORTH, TX 76101				
TAV HOLMES BERRY	DIRECTOR 1 00	4,000	0	0
PO BOX 1629 FORT WORTH, TX 76101				
CHARLES LUPTON GEREN	DIRECTOR 1 00	4,000	0	0
PO BOX 1629 FORT WORTH, TX 76101				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMON CARTER MUSEUM OF AMERICAN ART 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC	CHARITABLE	20,000
COOK CHILDREN'S MEDICAL CENTER 801 7TH AVENUE FORT WORTH, TX 76104	NONE	PUBLIC	CHARITABLE	50,000
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY ST FORT WORTH, TX 76107	NONE	PUBLIC	EDUCATIONAL	25,000
FORT WORTH SYMPHONY 330 E 4TH ST 200 FORT WORTH, TX 76102	NONE	PUBLIC	CHARITABLE	50,000
FORT WORTH ZOOLOGICAL ASSOCIATION INC 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	NONE	PUBLIC	CHARITABLE	100,000
GILL CHILDREN'S SERVICES INC 555 HEMPHILL STREET 200 FORT WORTH, TX 76104	NONE	PUBLIC	CHARITABLE	10,000
GOODFELLOW FUND PO BOX 1870 FORT WORTH, TX 76101	NONE	PUBLIC	CHARITABLE	2,500
HUMANE SOCIETY OF NORTH TEXAS 1840 EAST LANCASTER AVENUE FORT WORTH, TX 76103	NONE	PUBLIC	PREVENTION OF CRUELTY AND ABUSE	20,000
JUBILEE THEATRE 506 MAIN STREET FORT WORTH, TX 76102	NONE	PUBLIC	CULTURAL	15,000
KERA CHANNEL 13 3000 HARRY HINES BOULEVARD DALLAS, TX 75201	NONE	PUBLIC	EDUCATIONAL	5,000
LENA POPE HOME 3200 SANGUINET ST FORT WORTH, TX 76107	NONE	PUBLIC	CHARITABLE	25,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	NONE	PUBLIC	CHARITABLE	20,000
MAKE-A-WISH FOUNDATION 1407 TEXAS STREET SUITE 101 FORT WORTH, TX 76102	NONE	PUBLIC	CHARITABLE	7,500
MODERN ART MUSEUM 3200 DARNELL ST FORT WORTH, TX 76107	NONE	PUBLIC	CHARITABLE	50,000
NATIONAL COWGIRL MUSEUM AND HALL OF FAME 1720 GENDY STREET FORT WORTH, TX 76107	NONE	PUBLIC	CULTURAL	155,000
Total ►				2,038,333
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OLD JAIL ART CENTER 201 S 2ND ST ALBANY, TX 76430	NONE	PUBLIC	CHARITABLE	50,000
PERFORMING ARTS FORT WORTH 525 COMMERCE ST FORT WORTH, TX 76102	NONE	PUBLIC	CULTURAL	10,000
SAVING HOPE FOUNDATION 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE	PUBLIC	PREVENTION OF CRUELTY AND ABUSE	25,000
SECOND STAGE THEATRE 305 WEST 43RD STREET NEW YORK, NY 10036	NONE	PUBLIC	CULTURAL	30,000
SMU - NATIONAL CENTER FOR ARTS RESEARCH PO BOX 750356 DALLAS, TX 75275	NONE	PUBLIC	CULTURAL	5,000
TCU - RHINO PROJECT TCU BOX 297140 FORT WORTH, TX 76129	NONE	PUBLIC	CHARITABLE	25,000
TCU - STADIUM TCU BOX 297140 FORT WORTH, TX 76129	NONE	PUBLIC	CHARITABLE	1,270,000
TEXAS RE-ENTRY SERVICES 1408 ST LOUIS AVE FORT WORTH, TX 76104	NONE	PUBLIC	CHARITABLE	15,000
THE GATEHOUSE 2557 STONE MYERS PKWY GRAPEVINE, TX 76051	NONE	PUBLIC	CHARITABLE	33,333
WOMEN'S CENTER 1723 HEMPHILL ST FORT WORTH, TX 76110	NONE	PUBLIC	CHARITABLE	10,000
ZACH THEATRE 1510 TOOMEY ROAD AUSTIN, TX 78704	NONE	PUBLIC	CULTURAL	10,000
Total ►				2,038,333
3a				

TY 2016 Accounting Fees Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX RETURN PREPARATION	25,990	0		25,990
BOOKKEEPING	28,110	21,083		7,028

TY 2016 All Other Program Related Investments Schedule

Name: TJ BROWN & CA LUPTON FOUNDATION
EIN: 75-0992690

Category	Amount
NONE	0

TY 2016 Investments Corporate Bonds Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA AGENCY - FIXED INCOME	108,144	102,302
CITIGROUP - FIXED INCOME	0	0

TY 2016 Investments Corporate Stock Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA AGENCY	9,428,700	11,031,826
CITIGROUP EQUITIES	6,059,907	7,751,502
JP MORGAN CHASE BANK AGENCY	10,960,166	16,824,621
MERRILL LYNCH - MUTUAL FUND	513,234	530,526

TY 2016 Other Assets Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINERAL INTERESTS	12,056	12,056	75,123
ACCUMULATED DEPLETION	-12,056	-12,056	
FEDERAL EXCISE TAX RECEIVABLE	6,945	0	

TY 2016 Other Expenses Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	812	203		609
OIL AND GAS EXPENSE	14	14		0

TY 2016 Other Income Schedule

Name: TJ BROWN & CA LUPTON FOUNDATION

EIN: 75-0992690

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALTIES	25,207	25,207	25,207

TY 2016 Other Liabilities Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	0	2,146

TY 2016 Other Professional Fees Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEE	245,183	245,183		0

TY 2016 Taxes Schedule**Name:** TJ BROWN & CA LUPTON FOUNDATION**EIN:** 75-0992690

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	9,091	0		0
FOREIGN TAXES	5,754	5,754		0
AD VALOREM TAXES	1,056	1,056		0