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Extended to November 15, 2017
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No 1545-0052

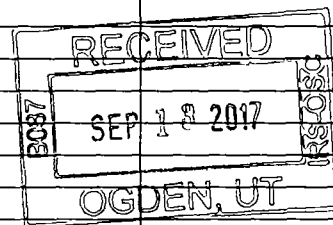
2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation Perkins-Prothro Foundation		A Employer identification number 75-1247407
Number and street (or P O box number if mail is not delivered to street address) 2304 Midwestern Parkway	Room/suite 200	B Telephone number (940) 691-7770
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76308		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) \$ 25,008,820.17	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		94,441.17		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		594.58	594.58		Statement 1
4 Dividends and interest from securities		507,529.63	507,529.63		Statement 2
5a Gross rents		3,486.67	3,486.67		Statement 3
b Net rental income or (loss)		3,486.67			
6a Net gain or (loss) from sale of assets not on line 10		1,568,917.54			
b Gross sales price for all assets on line 6a		12680360.32			
7 Capital gain net income (from Part IV, line 2)			1,568,917.54		
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		366,378.56	366,378.56		Statement 4
12 Total Add lines 1 through 11		2,541,348.15	2,446,906.98		
13 Compensation of officers, directors, trustees, etc		48,000.00	24,000.00		24,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits		17,585.71	8,792.86		8,792.85
16a Legal fees					
b Accounting fees Stmt 5		88,371.31	44,185.66		0.00
c Other professional fees Stmt 6		142,258.41	142,258.41		0.00
17 Interest					
18 Taxes Stmt 7		102,147.60	24,677.10		1,377.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		5,703.34	5,703.34		0.00
24 Total operating and administrative expenses Add lines 13 through 23		404,066.37	249,617.37		34,169.85
25 Contributions, gifts, grants paid		1,439,009.56			1,439,009.56
26 Total expenses and disbursements Add lines 24 and 25		1,843,075.93	249,617.37		1,473,179.41
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		698,272.22			
b Net investment income (if negative, enter -0-)			2,197,289.61		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,857,583.11	1,453,069.80	1,453,069.80
	3 Accounts receivable ▶ 9,488.16			
	Less: allowance for doubtful accounts ▶	11,508.99	9,488.16	9,488.16
	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	23,063.09		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	13,258,574.26	14,189,647.71	20,120,174.05
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 14,757.91			
Liabilities	Less accumulated depreciation Stmt 10 ▶	14,757.91	14,757.91	14,757.91
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	493,812.05	690,608.05	3,411,330.25
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,659,299.41	16,357,571.63	25,008,820.17
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	7,034,822.81	7,733,095.03	
	29 Retained earnings, accumulated income, endowment, or other funds	8,624,476.60	8,624,476.60	
	30 Total net assets or fund balances	15,659,299.41	16,357,571.63	
	31 Total liabilities and net assets/fund balances	15,659,299.41	16,357,571.63	

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	15,659,299.41
2 Enter amount from Part I, line 27a	2	698,272.22
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	16,357,571.63
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,357,571.63

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 12,680,360.32		11,111,442.78	1,568,917.54

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,568,917.54

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** 1,568,917.54

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	1,907,039.72	24,387,972.25	.078196
2014	2,405,953.73	27,202,527.66	.088446
2013	2,613,303.21	25,903,623.67	.100886
2012	3,201,703.35	25,453,547.63	.125786
2011	3,592,831.63	25,248,161.90	.142301

2 Total of line 1, column (d)	2	.535615
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	.107123
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	23,295,999.58
5 Multiply line 4 by line 3	5	2,495,537.36
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,972.90
7 Add lines 5 and 6	7	2,517,510.26
8 Enter qualifying distributions from Part XII, line 4	8	1,473,179.41

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	43,945.79
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	0.00
3 Add lines 1 and 2		3	43,945.79
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	43,945.79
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	28,138.09	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	16,117.16	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	44,255.25	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	309.46	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00	
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. ☐ \$ 0.00 (2) On foundation managers. ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.00		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► Mark H. Prothro, Treasurer Telephone no. ► (940) 691-7770 Located at ► 2304 Midwestern Parkway, Suite 200, Wichita Falls ZIP+4 ► 76308		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.00	0.00	0.00

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

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

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

0

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(continued)

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

C

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.00

8

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	20,846,324.91
b	Average of monthly cash balances	1b	1,666,162.59
c	Fair market value of all other assets	1c	1,138,273.49
d	Total (add lines 1a, b, and c)	1d	23,650,760.99
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	23,650,760.99
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	354,761.41
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,295,999.58
6	Minimum investment return Enter 5% of line 5	6	1,164,799.98

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	1,164,799.98
2a	Tax on investment income for 2016 from Part VI, line 5	2a	43,945.79
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43,945.79
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,120,854.19
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,120,854.19
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,120,854.19

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	1,473,179.41
b	Program-related investments - total from Part IX-B	1b	0.00
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	1,473,179.41
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,473,179.41

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				1,120,854.19
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	2377217.15			
b From 2012	1983050.62			
c From 2013	1366909.08			
d From 2014	1113987.71			
e From 2015	715,776.41			
f Total of lines 3a through e	7,556,940.97			
4 Qualifying distributions for 2016 from Part XII, line 4: \$1,473,179.41				
a Applied to 2015, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2016 distributable amount				1,120,854.19
e Remaining amount distributed out of corpus	352,325.22			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:	7,909,266.19			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.00
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)	0.00			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	2,377,217.15			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,532,049.04			
10 Analysis of line 9.				
a Excess from 2012	1983050.62			
b Excess from 2013	1366909.08			
c Excess from 2014	1113987.71			
d Excess from 2015	715,776.41			
e Excess from 2016	352,325.22			

N/A

-

1

4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- None

- See Statement 13

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.

- N/A

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
African American Museum PO Box 150157 Dallas, TX 75215	None	501(c)(3)	open	1,000.00
Alf Engen Ski Museum FDN PO Box 980187 Park City, UT 84098	None	501(c)(3)	Open Contribution	250.00
Art Alliance Austin PO Box 5705 Austin, TX 78763	None	501(c)(3)	use as needed	3,000.00
Arts Council Wichita Falls Area Inc. 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	annual membership	3,500.00
Arts Council Wichita Falls Area Inc. 1300 Lamar Wichita Falls, TX 76301	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	4,025.00
Total	See continuation sheet(s)			1,439,009.56
b Approved for future payment				
None				
Total				0.00

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

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

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

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Mac Cannedy	<i>Mac Cannedy</i>	8/28/18		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th. Street, Suite 200 Wichita Falls 76301-3381				Phone no. 940-322-4436

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

Perkins-Prothro Foundation**75-1247407****Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>Joe N. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>9,749.56</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>2</u>	<u>Joe N. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>9,756.22</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	<u>Joe N. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>1,088.56</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>4</u>	<u>Mark H. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>14,979.36</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>5</u>	<u>Mark H. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>11,042.71</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>6</u>	<u>Mark H. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>16,416.91</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

Perkins-Prothro Foundation**75-1247407****Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>Mark H. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>27,800.79</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
8	<u>Mark H. Prothro</u> <u>2304 Midwestern Parkway, Suite 200</u> <u>Wichita Falls, TX 76308</u>	\$ <u>3,787.06</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

Perkins-Prothro Foundation**75-1247407****Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	<u>795 Shs Nestle</u> <u>cost \$9,749.56</u>	\$ <u>57,573.90</u>	<u>03/15/16</u>
<u>2</u>	<u>475 shs Merck & Co</u> <u>cost \$9,576.22</u>	\$ <u>28,364.63</u>	<u>07/13/16</u>
<u>3</u>	<u>800 shs Coca Cola</u> <u>cost \$1,088.56</u>	\$ <u>36,476.00</u>	<u>07/13/16</u>
<u>4</u>	<u>1200 shs Coca Cola</u> <u>cost \$14,979.36</u>	\$ <u>48,930.00</u>	<u>11/30/16</u>
<u>5</u>	<u>400 shs Procter & Gamble</u> <u>cost \$11,042.71</u>	\$ <u>33,018.00</u>	<u>11/30/16</u>
<u>6</u>	<u>600 shs Procter & Gamble</u> <u>cost \$16,416.91</u>	\$ <u>49,527.00</u>	<u>11/30/16</u>

Employer identification number

75-1247407

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

[illegible]

Name of organization

Employer identification number

Perkins-Prothro Foundation**75-1247407**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Perkins-Prothro 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	California Resources cash in lieu	P	06/18/13	04/04/16
b	California Resources cash in lieu	P	06/18/13	06/10/16
c	EOG Resources Inc-600 shs	P	07/03/13	03/09/16
d	SabMiller PLC-1000 shs	P	06/12/12	10/19/16
e	Event Driven Managers-28.028 shs	P	Various	07/01/16
f	UBS	P	Various	Various
g	Prothro Investments	P	Various	Various
h	Capital Gains Dividends			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 0.71			0.71
b 7.19			7.19
c 42,646.05		41,594.97	1,051.08
d 54,790.91		38,480.00	16,310.91
e 2,387.06		2,324.39	62.67
f 11,279,771.43		11,029,043.42	250,728.01
g 1,293,750.00			1,293,750.00
h 7,006.97			7,006.97
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.71
b			7.19
c			1,051.08
d			16,310.91
e			62.67
f			250,728.01
g			1,293,750.00
h			7,006.97
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,568,917.54
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AT&T Performing Arts Center 2100 Ross Avenue Dallas, TX 75201	None	501(c)(3)	Open	2,500.00
AT&T Performing Arts Center 700 N. Pearl Street, Suite N 1800 Dallas, TX 75201	None	501(c)(3)	annual fund	12,500.00
AT&T Performing Arts Center 700 N. Pearl Street, Suite N 1800 Dallas, TX 75201	None	501(c)(3)	Prelude Light Event	2,500.00
Backdoor Theatre PO box 896 Wichita Falls, TX 76307	None	501(c)(3)	Theatre Camps, Kid's Fest Day & Youth Summer Musical	5,000.00
Backdoor Theatre PO Box 896 Wichita Falls, TX 76307	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	2,770.00
Backdoor Theatre PO Box 896 Wichita Falls, TX 76307	None	501(c)(3)	Annual Operating Budget	750.00
Baylor Health Care System FDN 3600 Gaston, Suite 1000 Dallas, TX 75246	None	501(c)(3)	annual gift	2,500.00
Bedford Presbyterian Church 4 Church Rd Bedford, NH 03110	None	501(c)(3)	Capital Campaign	3,333.33
Bedford Presbyterian Church 4 Church Rd Bedford, NH 03110	None	501(c)(3)	general fund	6,666.66
Best Friends Animal Society 5001 Angel Canyon Rd Kanab, UT 84741	None	501(c)(3)	open	100.00
Total from continuation sheets				1,427,234.56

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Big Brothers Big Sisters 4822 Kemp, Suite 1200 Wichita Falls, TX 76308	None	501(c)(3)	Dancing for the Stars	100,00
Big Thought 1409 south Lamar St. Suite 1015 Dallas, TX 75215	None	501(c)(3)	Summer Learning Program	15,000,00
Boy Scouts of America 2525 Kell Blvd, Suite 510 Wichita Falls, TX 76308	None	501(c)(3)	Friends of Scouting	300,00
Boys & Girls Club of WF 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Great Futures	1,000,00
Camelot Therapeutic Horsemanship 23623 North Sciottsdale Rd, D3-259 Scottsdale, AZ 85255	None	501(c)(3)	Open Contribution	300,00
Camp Fire USA North Texas 2414 Ninth Street Wichita Falls, TX 76301	None	501(c)(3)	Sustaining Membership	300,00
Camp Fire USA North Texas 807 8th Street, 2nd Floor Wichita Falls, TX 76308	None	501(c)(3)	New Pool	25,000,00
CASA of NH PO Box 1327 Manchester, NH 03105	None	501(c)(3)	As needed	6,666,67
CASA of Travis County 7701 North Lamar, Suite 301 Austin, TX 78752	None	501(c)(3)	Open Contribution	4,000,00
Creed Mining Heritage Inc. 295 Coastal Hill Dr. Indain Harbor Beach, FL 32937	None	501(c)(3)	Open Contribution	25,000,00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Dallas Opera 2403 Flora Street Dallas, TX 75201	None	501(c)(3)	2017 annual support	3,000.00
Dallas Zoo 650 S RL Thornton Freeway Dallas, TX 75203	None	501(c)(3)	Zoo To Do	3,750.00
Easter Seals NH Inc. 555 Auburn Street Manchester, NH 03103	None	501(c)(3)	Spirit of Hope Fund-A-Need	3,333.33
Easter Seals NH Inc. 555 Auburn Street Manchester, NH 03103	None	501(c)(3)	Open Contribution	3,333.33
Educational Opportunitites, Inc. 3419 Westminister Ave, Suite 218 Dallas, TX 75025	None	501(c)(3)	Open Contribution	3,000.00
Emancipet 7010 Easy Wind Dr., Suite 260 Austin, TX 78752	None	501(c)(3)	general operations	3,000.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	annual fund	6,666.00
First United Methodist Church PO Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Kay & Frank Yeager Fund	12,000.00
First United Methodist Church PO Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Operating Budget	110,000.00
First United Methodist Church Robert Lee 22 West 9th Street Robert Lee, TX 43612	None	501(c)(3)	building fund in memory of Maudie Conley	100.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Floral Heights Community Food Panty 2015 Avondale Wichita Falls, TX 76308	None	501(c)(3)	Food Pantry Bldg in memory of Dick & Lucia	15,000.00
Frank Buck Zoological Society PO Box 621 Gainesville, TX 76341	None	501(c)(3)	In honor of list	50.00
Georgia O'Keeffe Museum 2017 Johnson Street Santa Fe, NM 87501	None	501(c)(3)	Open Contribution	2,500.00
Hands to Hands Community Fdn PO Box 4641 Wichita Falls, TX 76308	None	501(c)(3)	Annual Support	12,500.00
Helping the Agining, Needy, & Disabled, Inc. 1640B East 2nd St., Suite 200 Austin, TX 78702	None	501(c)(3)	use as needed	3,000.00
Highland Park Ed. FDN 4201 Grassmere Lane Dallas, TX 75205	None	501(c)(3)	Tartan Endowment Fund	6,666.00
Highland Park Ed. FDN 4201 Grassmere Lane Dallas, TX 75205	None	501(c)(3)	Mad for Plaid	4,000.00
Highland Park UMC 3300 Mockingbird Lane Dallas, TX 75205	None	501(c)(3)	Support of daily functions & missions	25,000.00
Hospice of WF PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Memorials	65.00
Hospice of WF 4909 Johnson Rd Wichita Falls, TX 76310	None	501(c)(3)	Tree of Lights	100.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hospice of WF Golf Tourn PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	2016 Golf Tournament	8,100.00
Hospice of WF Golf Tourn PO Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	2017 Golf Tournament major sponsor	10,000.00
Human Rights Initiative 2801 Swiss Avenue Dallas, TX 75204	None	501(c)(3)	open	500.00
Humane Society of Wichita County PO Box 3648 Wichita Falls, TX 76301	None	501(c)(3)	Airmen for the Animals	1,500.00
Imagine Art 2830 Real Street Austin, TX 78722	None	501(c)(3)	use as needed	3,000.00
Intermountain Foundation, PC Medical Center 900 Round Valley Drive Park City, UT 84060	None	501(c)(3)	Open Contribution	2,500.00
Kemp at the Forum 2120 Speedway Wichita Falls, TX 76308	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	5,261.17
Kemp Center for the Arts 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Operating Budget	2,250.00
Kimball Art Center PO Box 84060 Park City, UT 84060	None	501(c)(3)	membership	500.00
McKern Bridge Foundation 249 Canal Street Manchester, NH 03101	None	501(c)(3)	As needed	10,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mountainlands Community Housing Trust 1960 Sidewinder, Suite 202 Park City, UT 84060	None	501(c)(3)	Open	2,000.00
MSU Akin Music Series 3410 Taft Wichita Falls, TX 76308	None	170(c)(1)	Akin Music Series	37,500.00
MSU Fantasy of Lights 3410 Taft Blvd. Wichita Falls, TX 76308	None	501(c)(3)	Fantasy of Lights	100.00
MSU Museum of Art 3410 Taft Blvd. Wichita Falls, TX 76308	None	501(c)(3)	Museums annual budget	850.00
MSU, WF Museum of Art at MSU 3410 Taft Wichita Falls, TX 76308	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	2,591.82
MSU President's Excellence Circle 3410 Taft Blvd. Wichita Falls, TX 76308	None	170(c)(1)	President's Excellence Circle	16,000.00
Museum of North Texas History PO Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	Get The Message Program	300.00
Museum of North Texas History PO Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	Annual Membership	500.00
Museum of North Texas History PO Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	1,750.00
National 9/11 Memorial Museum 200 Liberty Street, 16th Floor New York, NY 10281	None	501(c)(3)	Open Contribution	400.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Ability Center PO Box 682799 Park City, UT 84060	None	501(c)(3)	Red White Snow	8,100.00
National Park FDN 1110 Vernont Avenue NW, Suite 200 Washington, DC 20005	None	501(c)(3)	Open Contribution	4,250.00
New Friends New Life PO Box 192378 Dallas, TX 75219	None	501(c)(3)	Luncheon Sponsorship	12,500.00
Park City Community Fdn PO Box 6814999 Park City, UT 84068	None	501(c)(3)	Open	2,000.00
Park City Historical Society PO Box 555 Park City, UT 84060	None	501(c)(3)	2015 Capital Campaign	12,500.00
Park City Institute PO Box 1297 Park City, UT 84060	None	501(c)(3)	Saints & Sinners	12,960.00
Park City Institute PO Box 1297 Park City, UT 84060	None	501(c)(3)	Open Contribution	19,000.00
Park City Ski Education FDN PO Box 118 Park City, UT 84068	None	501(c)(3)	Open	5,000.00
PC Historical Society PO Box 555 Park City, UT 84060	None	501(c)(3)	membership gift	300.00
Peace House Inc. PO Box 682141 Park City, UT 84068	None	501(c)(3)	Open	2,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Peace House Inc. 1960 Sidewinder, Suite 208 Park City, UT 84060	None	501(c)(3)	Bob Wells Golf Tourn	5,000.00
Peyton's Project PO Box 906 Wichita Falls, TX 76307	None	501(c)(3)	Antivenin Program	5,000.00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	House of Hope fifth wing, final pmt	200,000.00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	House of Hope 5th Wing, & Good Samaritan Fund	1,500.00
River Bend Nature Center PO Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Annual Operating Budget	750.00
Saint Louise House 2026 Guadalupe Street Austin, TX 78705	None	501(c)(3)	use as needed	6,000.00
Salesmanship Club Charitable Golf of Dallas 106 E 10th St, Suite 200 Dallas, TX 75203	None	501(c)(3)	annual golf tournament	20,000.00
Save the Chimps, Inc. PO Box 34979 Fort Pierce, FL 34979	None	501(c)(3)	Open	2,600.00
Sheppard Military Affairs committee 900 8th Street, Suite 617 Wichita Falls, TX 76307	None	501(c)(3)	SMAC Efforts	8,500.00
SMU Meadows School of the Arts PO Box 750356 Dallas, TX 75275	None	170(c)(1)	National Center for the Arts Research	7,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SMU Mustang Club PO Box 750315 Dallas, TX 75275	None	170(c)(1)	CC-REIMB Open	5,000.00
SMU Perkins School of Theology PO Box 750133 Dallas, TX 75275	None	501(c)(3)	Public Life / Personal Faith Lecture	10,000.00
Sonoma County Vintners & Growers FDN 783 Broadway Sonoma, CA 95476	None	501(c)(3)	Sonoma Harvest Wine Auction 2016	2,167.00
Southern Methodist University PO Box 750356 Dallas, TX 75275	None	501(c)(3)	Alessio Box Chair	37,500.00
Southwestern University PO Box 770 Georgetown, TX 78627	None	501(c)(3)	Parent Fund	6,000.00
Southwestern University PO Box 770 Georgetown, TX 78627	None	501(c)(3)	SCOPE, in honor of Dr. Sani Nenga	6,000.00
St. Marks School of Texas PO Box 671206 Dallas, TX 75367	None	501(c)(3)	Open Contribution	200.00
St. Michaels All Angels Church 8011 Douglas Ave. Dallas, TX 75225	None	501(c)(3)	Stewardship Campaign	1,000.00
Sweet Briar College 134 Chapel Rd Sweet Briar, VA 24595	None	501(c)(3)	general fund	2,000.00
Texan By Nature 3500 Jefferson St, Suite 301 Austin, TX 78731	None	501(c)(3)	Annual Ranch Gala	2,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Texas Methodist FDN 11709 Boulder Lane, Suite 100 Austin, TX 78726	None	501(c)(3)	Gil Rendle Endowment	24,000.00
Texas Wesleyan University 1201 Wesleyan Ft Worth, TX 76105	None	501(c)(3)	annual fund	1,000.00
The Arts Magnet Advisory Board PO Box 192648 Dallas, TX 75219	None	501(c)(3)	Patron of the Arts Magnet program	3,000.00
Tom Lea Institute 201 E Main Suite 109 El Paso, TX 79901	None	501(c)(3)	Open Contribution	1,500.00
Trinity University One Trinity Place San Antonio, TX 78212	None	501(c)(3)	general fund	6,666.00
United Regional Fdn 1600 Eleventh Street Wichita Falls, TX 76301	None	501(c)(3)	Center for Emergency Final pmt	166,000.00
Uplift Education 1825 Market Center Blvd, Suite 500 Dallas, TX 75207	None	501(c)(3)	CEO Discretionary Fund	1,000.00
US Ski & Snowboard FDN PO Box 100 Park City, UT 84060	None	501(c)(3)	Open	24,666.00
USS Zumwalt Crew & Legacy Fund 2825 Eagles Mere Ct. Ellicott City, MD 21042	None	501(c)(3)	Open	10,000.00
Univ of Texas Longhorn Fdn PO Box 7399 Austin, TX 78713	None	170(c)(1)	Longhorn Foundation	20,760.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UT President's Associates PO Box 65080 San Antonio, TX 78265	None	170(c)(1)	President's Associates	2,100.00
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390	None	170(c)(1)	New University Hospital 4th installment	25,000.00
Utah Symphony & Opera 123 West South Temple Park City, UT 84101	None	501(c)(3)	Deer Valley Music Festival	25,000.00
Visiting Nurse Association 1600 Victory Drive, Suite 400 Dallas, TX 75235	None	501(c)(3)	Open	3,333.00
Wake Forest University PO box 7227 Winston Salem, NC 27109	None	501(c)(3)	Wellbeing Center Project	14,583.00
Walla Walla Good Samaritan Ministries 1815 Portalnd Ave, Suite 2 Walla Walla, WA 99362	None	501(c)(3)	in the name of Ms. Brenda Van Donge	4,000.00
WF Alliance for Arts & Culture PO Box 5123 Wichita Falls, TX 76307	None	501(c)(3)	Annual Funding-1st pmt of 3yr commitment	50,000.00
WF Alliance for Arts & Culture PO Box 5123 Wichita Falls, TX 76301	None	501(c)(3)	Open	500.00
WF Alliance for Arts & Culture PO Box 5123 Wichita Falls, TX 76307	None	501(c)(3)	Prize money pledged through "Texoma Gives 2016"	10,000.00
WF Area Community FDN 2405 Kell, Suite 100 Wichita Falls, TX 76308	None	501(c)(3)	Riverside Cemetery Fund	500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WF Area Community FDN 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308	None	501(c)(3)	Lake Wichita	2,500.00
WF Ballet Theatre PO Box 4322 Wichita Falls, TX 76308	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	4,125.00
WF Ballet Theatre 1501 Midwestern Pkwy, Suite 116, PO Box 4322 Wichita Falls, TX 76308	None	501(c)(3)	Annual Operating Budget	750.00
WF Police and Fire Museum 106 Pecan, PO Box 111 Wichita Falls, TX 76307	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	200.00
WF PRCA Reodeo Assoc. 109 Waco Street Wichita Falls, TX 76301	None	501(c)(3)	Open	2,500.00
WF Youth Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	General Operating Support	8,450.00
WF Youth Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	11,340.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	Open/membership	250.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	1:1 Match "Texoma Gives 2016" Kell House Museum	705.00
Wichita Falls Area Food Bank PO Box 623 Wichita Falls, TX 76307	None	501(c)(3)	PowerPak 4 Kids	10,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Wichita Falls Symphony League PO Box 1257 Wichita Falls, TX 76307	None	501(c)(3)	League membership	400.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	77,333.33
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	4,722.92
Wichita Theatre 919 Indiana Avenue Wichita Falls, TX 76301	None	501(c)(3)	1:1 Match "Texoma Gives 2016"	4,695.00
Wild Bird Rescue Inc. 4611 Lake Shore Drive Wichita Falls, TX 76310	None	501(c)(3)	Annual Operating Budget	850.00
WINGS 2603 Inwood Road Dallas, TX 75210	None	501(c)(3)	open	5,000.00
World Wildlife Fund PO box 97180 Washington, DC 20090	None	501(c)(3)	use as needed	6,000.00
Yale University Art Gallery PO Box 208271 New Haven, CT 06520	None	501(c)(3)	Director's Resource Annual Fund	10,000.00
Yellowstone National Park FDN 222 East Main Street, Suite 301 Bozeman, UT 59715	None	501(c)(3)	In honor of Kay Prothro Yeager	1,000.00
YMCA of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Campaign	525.00
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Merrill Lynch	513.46	513.46	
UBS Financial Services LLC	81.12	81.12	
Total to Part I, line 3	594.58	594.58	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Goldman Sachs	614.32	0.00	614.32	614.32	
Merrill Lynch	235,892.76	0.00	235,892.76	235,892.76	
UBS Financial Services LLC	278,029.52	7,006.97	271,022.55	271,022.55	
To Part I, line 4	514,536.60	7,006.97	507,529.63	507,529.63	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	3,486.67
Total to Form 990-PF, Part I, line 5a		3,486.67

Form 990-PF	Other Income	Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Oil & Gas Royalties	107,673.08	107,673.08	
Oil & Gas Royalties - Partnership K-1'S	309,243.48	309,243.48	
Partnerships - K-1's	<50,538.00>	<50,538.00>	
Total to Form 990-PF, Part I, line 11	366,378.56	366,378.56	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00			0.00
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	73,371.31	36,685.66			0.00
To Form 990-PF, Pg 1, ln 16b	88,371.31	44,185.66			0.00

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	37,304.00	37,304.00			0.00
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	104,954.41	104,954.41			0.00
To Form 990-PF, Pg 1, ln 16c	142,258.41	142,258.41			0.00

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax Expense	10,232.63	10,232.63		0.00	
Ad Valorem	7,856.87	7,856.87		0.00	
Federal Excise & Misc. Taxes	28,152.97	0.00		0.00	
Gross Production Tax	5,210.60	5,210.60		0.00	
Payroll Taxes	2,754.00	1,377.00		1,377.00	
Gross Production Tax-Partnerships	47,940.53	0.00		0.00	
To Form 990-PF, Pg 1, ln 18	102,147.60	24,677.10		1,377.00	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Expenses - Royalties	3,251.83	3,251.83		0.00	
Miscellaneous Expenses	2,451.51	2,451.51		0.00	
To Form 990-PF, Pg 1, ln 23	5,703.34	5,703.34		0.00	

Form 990-PF	Corporate Stock		Statement	9
Description			Book Value	Fair Market Value
ML Corporate Stocks			3,538,969.94	8,685,408.42
UBS Corporate Stocks			10,650,677.77	11,434,765.63
Total to Form 990-PF, Part II, line 10b			14,189,647.71	20,120,174.05

Form 990-PF Depreciation of Assets Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	14,757.91	0.00	14,757.91
Total to Fm 990-PF, Part II, ln 11	14,757.91	0.00	14,757.91

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
GS Hedge Funds	COST	14,949.96	9,445.82
Mineral Investments - Producing	COST	309.46	271,661.34
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - Prothro	COST		
Investments		14,361.50	848,560.56
UBS Partnership Investments	COST	657,693.45	2,278,368.85
Total to Form 990-PF, Part II, line 13		690,608.05	3,411,330.25

Form 990-PF Part VIII - List of Officers, Directors
Trustees and Foundation Managers Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Joe N. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	0.00	0.00	0.00
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Secretary 10.00	0.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Treasurer 10.00	0.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	0.00	0.00	0.00
David H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	0.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		0.00	0.00	0.00

Form 990-PF Part XV - Line 1b
List of Foundation Managers Statement 13

Name of Manager

Joe N. Prothro
Kathryn P. Yeager
Mark H. Prothro