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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE BRUMLEY FOUNDATION

75-2089705

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

Room/suite

P.O. BOX 9294

B Telephone number

806/376-1555

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

AMARILLO, TX 79105

C If exemption application is pending, check here

Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

Check type of organization:

☒

Section 501(c)(3) exempt private foundation

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

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

Fair market value of all assets at end of year

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

\$ 21,917,429.

(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

18,916.

18,916.

STATEMENT 1

4 Dividends and interest from securities

278,361.

278,361.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,003,271.

b Gross sales price for all assets on line 6a

2,742,825.

7 Capital gain net income (from Part IV, line 2)

1,003,271.

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

174,290.

174,290.

STATEMENT 3

12 Total Add lines 1 through 11

1,474,838.

1,474,838.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

STMT 4

133,787.

74,247.

14,979.

17 Interest

18 Taxes

STMT 5

13,313.

0.

0.

19 Depreciation and depletion

444.

0.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

2,829.

0.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

150,373.

74,247.

14,979.

25 Contributions, gifts, grants paid

1,104,453.

1,104,453.

26 Total expenses and disbursements. Add lines 24 and 25

1,254,826.

74,247.

1,119,432.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

220,012.

b Net investment income (if negative, enter -0-)

1,400,591.

c Adjusted net income (if negative, enter -0-)

N/A

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	500.	500.	500.
	2 Savings and temporary cash investments	4,764,283.	3,897,336.	3,902,692.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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 STMT 7	130,500.	130,500.	130,500.
	b Investments - corporate stock STMT 8	13,575,109.	14,749,690.	17,342,763.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation STMT 9 ▶	445.	0.	0.	
15 Other assets (describe ▶ STATEMENT 10)	87,178.	1.	540,974.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,558,015.	18,778,027.	21,917,429.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	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	18,558,015.	18,778,027.		
30 Total net assets or fund balances	18,558,015.	18,778,027.		
31 Total liabilities and net assets/fund balances	18,558,015.	18,778,027.		

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	18,558,015.
2 Enter amount from Part I, line 27a	2	220,012.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,778,027.
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	18,778,027.

Form 990-PF (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	2,742,825.	1,739,554.	1,003,271.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,003,271.

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	1,003,271.
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	1,090,396.	21,966,255.	.049640
2014	1,069,572.	23,087,098.	.046328
2013	948,363.	21,120,496.	.044902
2012	961,382.	19,476,953.	.049360
2011	923,029.	19,563,286.	.047182

2 Total of line 1, column (d)	2	.237412
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	.047482
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,675,707.
5 Multiply line 4 by line 3	5	981,724.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,006.
7 Add lines 5 and 6	7	995,730.
8 Enter qualifying distributions from Part XII, line 4	8	1,119,432.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax **4,592.** Refunded **0.****Part VII-A Statements Regarding Activities**

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?

b 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. **\$ 0.** (2) On foundation managers. **\$ 0.**e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. **\$ 0.**

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

Form 990-PF (2016)

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>AULT & ASSOCIATES, CPA'S</u> Telephone no. ► <u>(806)-376-1555</u>		
Located at ► <u>ANB PLAZA II SUITE 403, AMARILLO, TEXAS</u> ZIP+4 ► <u>79101</u>		
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 <u>N/A</u>	
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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here	1b <input type="checkbox"/> <u>N/A</u>	
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 <u>X</u>	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b <u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b <u>N/A</u>	
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

Form 990-PF (2016)

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 11		0.	0.	0.

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

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

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

0

Form 990-PF (2016)

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	18,919,712.
b	Average of monthly cash balances	1b	1,371,482.
c	Fair market value of all other assets	1c	699,371.
d	Total (add lines 1a, b, and c)	1d	20,990,565.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,990,565.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,858.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,675,707.
6	Minimum investment return. Enter 5% of line 5	6	1,033,785.

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	1,033,785.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	14,006.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,006.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,019,779.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,019,779.
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	1,019,779.

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	1,119,432.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,119,432.
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	14,006.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,105,426.

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.

Form 990-PF (2016)

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				1,019,779.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,085,753.	
b Total for prior years:		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: $\$$ 1,119,432.				
a Applied to 2015, but not more than line 2a			1,085,753.	
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				33,679.
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:	0.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				986,100.
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	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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				1,104,453.
Total			3a	1,104,453.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2016)

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	NATIONAL FINANCIAL SERVICES LLC 613-022543 SHORT-	P		
b	NATIONAL FINANCIAL SERVICES LLC 613-022543 LONG-T	P		
c	SECURITIES LITIGATION	P		
d	FIRST DALLAS SECURITIES 8815-7572 - SHORT-TERM CO	P		
e	FIRST DALLAS SECURITIES 8815-7572 - LONG-TERM NON	P		
f	FIRST DALLAS SECURITIES 8815-7572 - LONG-TERM COV	P		
g	LEGACY RESERVES LP	P	07/09/06	01/20/16
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 360,907.		373,189.	-12,282.
b 765,234.		406,858.	358,376.
c 143.			143.
d 352,254.		252,851.	99,403.
e 424,343.		391,376.	32,967.
f 548,728.		293,946.	254,782.
g 3,037.		21,334.	-18,297.
h 288,179.			288,179.
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			-12,282.
b			358,376.
c			143.
d			99,403.
e			32,967.
f			254,782.
g			-18,297.
h			288,179.
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	1,003,271.
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

BRUMLEY FOUNDATION, INC.
 CALENDAR YEAR 2016
 SCHEDULE SUPPORTING 990-PF

75-2089705

PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

<u>MARKET VALUE OF ASSETS:</u>	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>HH BONDS CDARS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>PROPERTY & MINERAL INTERESTS AVERAGE</u>
AT DECEMBER 31, 2015					
STOCKS & BONDS	\$ 15,057,590				
HH BONDS AND CDARS	4,137,030				
MINERAL & PROPERTY INTERESTS	798,363				
CASH AND TEMPORARY INVESTMENTS	764,782				
AT JANUARY 31, 2016					
STOCKS & BONDS	\$ 13,896,574	14,477,082			
HH BONDS AND CDARS	4,134,338		4,135,684		
MINERAL & PROPERTY INTERESTS	800,422				799,392
CASH AND TEMPORARY INVESTMENTS	772,779			768,781	
AT FEBRUARY 28, 2016					
STOCKS & BONDS	\$ 13,826,569	13,861,572			
HH BONDS AND CDARS	4,135,588		4,134,963		
MINERAL & PROPERTY INTERESTS	799,824				800,123
CASH AND TEMPORARY INVESTMENTS	778,350			775,565	
AT MARCH 31, 2016					
STOCKS & BONDS	\$ 14,879,925	14,353,247			
HH BONDS AND CDARS	4,137,032		4,136,310		
MINERAL & PROPERTY INTERESTS	799,945				799,884
CASH AND TEMPORARY INVESTMENTS	827,994			803,172	
AT APRIL 30, 2016					
STOCKS & BONDS	\$ 15,240,190	15,060,058			
HH BONDS AND CDARS	3,135,015		3,636,024		
MINERAL & PROPERTY INTERESTS	800,045				799,995
CASH AND TEMPORARY INVESTMENTS	788,285			808,140	
AT MAY 31, 2016					
STOCKS & BONDS	\$ 15,372,407	15,306,299			
HH BONDS AND CDARS	3,136,290		3,135,653		
MINERAL & PROPERTY INTERESTS	800,175				800,110
CASH AND TEMPORARY INVESTMENTS	1,765,519			1,276,902	
AT JUNE 30, 2016					
STOCKS & BONDS	\$ 15,254,510	15,313,458			
HH BONDS AND CDARS	3,137,524		3,136,907		
MINERAL & PROPERTY INTERESTS	812,674				806,424
CASH AND TEMPORARY INVESTMENTS	1,768,486			1,767,003	

BRUMLEY FOUNDATION, INC.
CALENDAR YEAR 2016
SCHEDULE SUPPORTING 990-PF

75-2089705

PAGE 8, PART X, LINE 1-AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

<u>MARKET VALUE OF ASSETS:</u>	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>HH BONDS CDARS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>PROPERTY & MINERAL INTERESTS AVERAGE</u>
AT JULY 31, 2016					
STOCKS & BONDS	\$ 15,924,998	15,589,754			
HH BONDS AND CDARS	3,136,305		3,136,914		
MINERAL & PROPERTY INTERESTS	643,393				728,033
CASH AND TEMPORARY INVESTMENTS	1,673,788			1,721,137	
AT AUGUST 31, 2016					
STOCKS & BONDS	\$ 16,050,699	15,987,848			
HH BONDS AND CDARS	3,133,336		3,134,820		
MINERAL & PROPERTY INTERESTS	643,387				643,390
CASH AND TEMPORARY INVESTMENTS	1,720,363			1,697,076	
AT SEPTEMBER 30, 2016					
STOCKS & BONDS	\$ 16,210,557	16,130,628			
HH BONDS AND CDARS	3,134,568		3,133,952		
MINERAL & PROPERTY INTERESTS	540,974				592,181
CASH AND TEMPORARY INVESTMENTS	1,804,075			1,762,219	
AT OCTOBER 31, 2016					
STOCKS & BONDS	\$ 16,045,602	16,128,079			
HH BONDS AND CDARS	3,133,249		3,133,909		
MINERAL & PROPERTY INTERESTS	540,974				540,974
CASH AND TEMPORARY INVESTMENTS	1,828,324			1,816,199	
AT NOVEMBER 30, 2016					
STOCKS & BONDS	\$ 17,010,056	16,527,829			
HH BONDS AND CDARS	3,134,582		3,133,916		
MINERAL & PROPERTY INTERESTS	540,974				540,974
CASH AND TEMPORARY INVESTMENTS	1,898,508			1,863,416	
AT DECEMBER 31, 2016					
STOCKS & BONDS	\$ 17,342,763	17,176,409			
HH BONDS AND CDARS	3,135,856		3,135,219		
MINERAL & PROPERTY INTERESTS	540,974				540,974
CASH AND TEMPORARY INVESTMENTS	897,837			1,398,173	
		<u>\$ 185,912,262</u>	<u>\$ 41,124,272</u>	<u>\$ 16,457,782</u>	<u>\$ 8,392,456</u>
Averages for year		<u>\$ 15,492,689</u>	<u>\$ 3,427,023</u>	<u>\$ 1,371,482</u>	<u>\$ 699,371</u>
Average for year - all asset types		<u>\$ 20,990,564</u>			

THE BRUMLEY FOUNDATION
CALENDAR YEAR 2016
SCHEDULE SUPPORTING FORM 990-PF

EIN 75-2089705

PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

GRANTS TO GOVERNMENTAL ENTITIES:

Frank Phillips College, Borger, TX	P O Box 5118, Borger, TX 79008-5118	Scholarships for low-income students	\$ 60,000
Frank Phillips College, Borger, TX	P O Box 5118, Borger, TX 79008-5118	Dual Credit Scholarship program	25,000

GRANTS TO SECTION 501(C)(3) ORGANIZATIONS:

Amarillo Art Center Association	2200 S Van Buren Street, Amarillo, TX 79109	Youth art education programs	\$ 5,000
Amarillo Opera	P O Box 447, Amarillo, Texas 79178	2017 summer arts programs	50,000
Amarillo Wesley Community Center	1615 S Roberts, Amarillo, TX 79102	Unrestricted operating grant	50,000
Amarillo Recovery from Alcohol & Drugs (ARAD)	1703 S Avondale, Amarillo, TX 79106	Establish residential treatment facilities in the Panhandle	100,000
Assoc of Fundraising Prof Texas Plans Chapter	6654C Canyon Drive, Amarillo, TX 79109	National Philanthropy Day luncheon	1,000
Bridges to Life	P O Box 570895, Houston, TX 77257-0895	Services for incarcerated persons in the Amarillo region	21,600
Buckner Foundation	700 North Pearl, Suite 1200, Dallas, TX 75201	Assist adult foster care children with education/job training	15,000
CASA 69	414 Denver, Suite 103, Dalhart, TX 79022	Unrestricted operating grant - domestic violence	10,000
Ceta Canyon Camp & Retreat Center	37201 FM 1721, Happy, TX 79042	Outdoor learning and nature center facility	25,000
Coalition of Health Services	301 S Polk St, Suite 740, Amarillo, TX 79101	"Gateway to Health Careers" program for students	25,000
Covenant Fellowship Church	8501 S Coulter St, Amarillo, TX 79119	Food pantry assistance to persons in need	5,000
Donley County Senior Citizens	P O Drawer B, Clarendon, TX 79226	Unrestricted operating grants - food and food delivery	45,000
Driskill Halfway House	P O Box 23, Tulia, TX 79088	Unrestricted operating grant - substance abuse program	19,000
Driskill Halfway House	P O Box 23, Tulia, TX 79088	Capital grant for vehicle and building repairs	21,000
Greater Amarillo Foster Parent Association	2920 Duniven Circle, Suite 5A, Amarillo, TX 79109	Operating grant for gifts and events for foster children	10,000
Greater Southwest Music Festival	1000 S Polk, Amarillo, TX 79101	Funding of a website or other outreach needs	3,500
Hedley Senior Citizens Assoc, Inc	P O Box 216, Hedley, TX 79237	Unrestricted operating grant for food services	75,000
High Plains Food Bank	815 Ross St, Amarillo, TX 79102	Operating expenses for the 2018 fiscal year	25,000
High Plains Public Radio	104 SW 6th Street, Suite B4, Amarillo, TX 79101	Programs for the Texas Panhandle	2,500
Kerrville Elks Charities, Inc	1127 E Main St Suite 214, Kerrville, TX 78028	Assistance dogs for Texas Panhandle veterans	20,000
Lions High Plains Eyeglass	610 SW 8th, Amarillo, TX 79101	Eyeglasses for low-income families	10,000
Martha's Home, Inc	1204 W 18th Ave, Amarillo, TX 79102	Unrestricted operating grant - homeless women and children	60,000
Maverick Boys & Girls Club of Amarillo	1923 S Lincoln, Amarillo, TX 79109	Unrestricted operating grant - child care programs	55,000
Miracle Flights	2764 N. Green Valley Pkwy No 115, Henderson, NV 89014	Medical flights for sick children living in the Texas Panhandle	5,000
Opportunity Plan Inc	504 24th St, Canyon, TX 79015	Scholarships for future teachers in the Texas Panhandle	70,000
Opportunity Plan Inc	504 24th St, Canyon, TX 79015	Scholarships associated with the Tri-State Exposition	15,000
Opportunity Plan Inc	504 24th St, Canyon, TX 79015	College scholarships for agriculture students	10,000

THE BRUMLEY FOUNDATION
 CALENDAR YEAR 2016
 SCHEDULE SUPPORTING FORM 990-PF

EIN 75-2089705

PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

Opportunity Plan Inc	504 24th St , Canyon, TX 79015	Unrestricted operating grant for student assistance org	10,000
Opportunity School	1100 S Harrison, Amarillo, TX 79101	Subsidize speech therapy program	20,000
7 Star Therapeutic Riding Center	P O Box 50655, Amarillo, TX 79159	Subsidize equine therapy expenses	25,000
Sharing Hope Ministry	PO Box 7160, Amarillo TX 79114	Unrestricted operating grant	30,000
Special Delivery	P O Box 9215, Amarillo, TX 79105	Subsidize adoption administrative expenses	30,000
Special Olympics Texas	1804 Rutherford Lane, Austin, TX 78754	Program expenses for Area 16	30,000
Southwestern Diabetic Foundation	P O Box 918, Ganesville, TX 76241	Financial assistance for camp for children affected by diabetes	3,500
Texas Ramp Project	P O Box 832065, Richardson, TX 75083	Construction of ramps for elderly and disabled people	15,000
WTAMU Foundation	WTAMU Bx 60766, Canyon, TX 79016-0001	Child care program for economically disadvantaged students	45,000
YMCA of Moore County	1400 S Maddox, Dumas, TX 79029	Unrestricted operating grant	40,000
YMCA of Moore County	1400 S Maddox, Dumas, TX 79029	2016-2017 Kids Swimming/Life Skills Water Therapy program	12,353
Young People in Recovery	150 Oenida St , Denver, CO 80220	Grantee activities in the Texas Panhandle	5,000

Total contributions for 2016

\$ 1,104,453

Relationship between recipients and managers or contributors:

All contribution recipients are qualified 501 (c)(3) charitable entities or governmental organizations
 There were no relationships between recipients and any foundation manager or substantial contributor

Foundation status of recipients:

All of the recipients are qualified public charities or governmental entities None of the recipients are private foundations

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
AMARILLO NATIONAL BANK	2,068.	2,068.	
AMARILLO NATIONAL BANK - CDARS	16,730.	16,730.	
BP AMERICA PRODUCTION CO	84.	84.	
HAPPY STATE BANK	34.	34.	
TOTAL TO PART I, LINE 3	18,916.	18,916.	

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
FIDELITY A/C 613-022543	38,975.	0.	38,975.	38,975.	
FIRST DALLAS SECURITIES	81,786.	0.	81,786.	81,786.	
HH BONDS	1,958.	0.	1,958.	1,958.	
MV SECURITIES - KMG-750930	443,821.	288,179.	155,642.	155,642.	
TO PART I, LINE 4	566,540.	288,179.	278,361.	278,361.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	189,464.	189,464.	
SEVERANCE TAXES	-7,658.	-7,658.	
AD VALOREM TAXES	-6,545.	-6,545.	
ROYALTY OWNER DUES	-100.	-100.	
LEGACY RESERVES LP K-1	-871.	-871.	
TOTAL TO FORM 990-PF, PART I, LINE 11	174,290.	174,290.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	104,097.	74,247.		0.
OFFICE MGMT / ACCOUNTING	29,690.	0.		14,979.
TO FORM 990-PF, PG 1, LN 16C	133,787.	74,247.		14,979.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	13,313.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,313.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	20.	0.		0.
INSURANCE PREMIUMS	2,774.	0.		0.
SAFE DEPOSIT BOX	35.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,829.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
HH BONDS	X		130,500.	130,500.
TOTAL U.S. GOVERNMENT OBLIGATIONS			130,500.	130,500.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			130,500.	130,500.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS LISTED ON MAJOR EXCHANGES	14,749,690.	17,342,763.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,749,690.	17,342,763.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEB SITE DEVELOPMENT	3,999.	3,998.	1.
TOTAL TO FM 990-PF, PART II, LN 14	3,999.	3,998.	1.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL & GAS ROYALTY INTERESTS	1.	1.	540,974.
INVEST IN RESIDUAL INTEREST IN TRUST	87,177.	0.	0.
TO FORM 990-PF, PART II, LINE 15	87,178.	1.	540,974.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR. DAYLE TIPTON P. O. BOX 9294 AMARILLO, TX 791059294	PRES / DIRECTOR 3.00	0.	0.	0.
MR. BRUCE BURNETT P. O. BOX 9294 AMARILLO, TX 791059294	V PRES / DIRECTOR 1.00	0.	0.	0.
MS. MARILYN C. AULT P. O. BOX 9294 AMARILLO, TX 791059294	SEC / TREAS / DIR 10.00	0.	0.	0.
MR. DENNIS BEENE P. O. BOX 9294 AMARILLO, TX 791059294	DIRECTOR 1.00	0.	0.	0.
MR. KURT GEHRING P. O. BOX 9294 AMARILLO, TX 791059294	DIRECTOR 1.00	0.	0.	0.
MR. LARRY BUTLER P. O. BOX 9294 AMARILLO, TX 791059294	DIRECTOR 1.00	0.	0.	0.
MS. ROSEMARtha CATES P. O. BOX 9294 AMARILLO, TX 791059294	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	12
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRUMLEY FOUNDATION
P. O. BOX 9294
AMARILLO, TX 79105-9294

TELEPHONE NUMBER

806-376-1555

FORM AND CONTENT OF APPLICATIONS

AUDIT REPORTS OR SIMILAR INTERNALLY-PRODUCED FINANCIAL INFORMATION IS REQUIRED, TOGETHER WITH OPERATING OR CAPITAL BUDGETS, WHICHEVER IS APPLICABLE.

ANY SUBMISSION DEADLINES

NONE. BOARD MEETINGS ARE FLEXIBLE AND DEPEND ON NUMBER AND URGENCY OF GRANT REQUESTS PENDING.

RESTRICTIONS AND LIMITATIONS ON AWARDS

OPERATING POLICY IS TO LIMIT AWARDS TO UPPER 26 COUNTIES OF TEXAS PANHANDLE. SCHOLARSHIP REQUESTS ARE ACCEPTED ONLY FROM 501(C)(3) ORGANIZATIONS.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

OR IN PERSON
500 S. TAYLOR, STE 403
AMARILLO, TX 79101

TELEPHONE NUMBER

806-376-1555

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIORITY IS FOR HELPING LOW-INCOME PERSONS BETTER THEMSELVES THROUGH
EDUCATION, DAY CARE FOR WORKING FAMILIES, YOUTH PROGRAMS, OR SIMILAR MEANS.