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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation JOE E DAVIS FOUNDATION			A Employer identification number 75-2497580	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town, state or province, country, and ZIP or foreign postal code PENNINGTON NJ 08534-1501				
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ 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) ▶ \$ 1,963,958		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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) (see instructions))		(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 (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	41,602	39,311		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	62,561			
b	Gross sales price for all assets on line 6a 1,881,368		62,561		
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	104,163	101,872	0	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	398	398		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	13,221	7,933		5,288
24	Total operating and administrative expenses. Add lines 13 through 23	13,619	8,331	0	5,288
25	Contributions, gifts, grants paid	99,600			99,600
26	Total expenses and disbursements. Add lines 24 and 25	113,219	8,331	0	104,888
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-9,056			
b	Net investment income (if negative, enter -0-)		93,541		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions.

Form **990-PF** (2016)

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POSTMARK DATE

SCANNED NOV 15 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			63,384	3,588	3,588
	2 Savings and temporary cash investments				48,563	48,563
	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 (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)			46,256	57,543	57,213
	b Investments—corporate stock (attach schedule)			1,748,027	579,421	585,363
	c Investments—corporate bonds (attach schedule)			70,252	64,224	67,296
	11 Investments—land, buildings, and equipment basis ▶					
Liabilities	Less accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)				1,157,356	1,201,935
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶ <u>MUTUAL FUNDS</u>)			684		
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			1,928,603	1,910,695	1,963,958
	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 (attach schedule)					
	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 ▶ ☐ 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				1,910,695	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			1,928,603		
	30 Total net assets or fund balances (see instructions)			1,928,603	1,910,695	
	31 Total liabilities and net assets/fund balances (see instructions)			1,928,603	1,910,695	

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	1,928,603
2 Enter amount from Part I, line 27a	2	-9,056
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,919,547
5 Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	8,044
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,911,503

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 See Attached Statement			
b			
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			

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) FMV 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			

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	62,561
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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.

(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	97,846	2,066,125	0.047357
2014	99,516	2,127,936	0.046766
2013	100,145	2,063,356	0.048535
2012	100,705	2,030,890	0.049587
2011	38,759	1,952,708	0.019849

2 Total of line 1, column (d)	2	0.212094
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042419
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,901,373
5 Multiply line 4 by line 3	5	80,654
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	935
7 Add lines 5 and 6	7	81,589
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	104,888

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		935
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		935
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		935
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,562	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		4,562
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		3,627
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11		3,627

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501		
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		
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	N/A
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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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

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)?	5b N/A		
	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?	7b N/A		

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 (see instructions).				
(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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,891,008
b	Average of monthly cash balances	1b	39,320
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,930,328
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,930,328
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	28,955
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,901,373
6	Minimum investment return. Enter 5% of line 5	6	95,069

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	95,069
2a	Tax on investment income for 2016 from Part VI, line 5	2a	935
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	935
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	94,134
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	94,134
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	94,134

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	104,888
b	Program-related investments—total from Part IX-B	1b	
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	104,888
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	935
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	103,953

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)

JOE E DAVIS FOUNDATION

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				94,134
2 Undistributed income, if any, as of the end of 2016			99,586	
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	0			
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 104,888			99,586	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				5,302
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				88,832
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

JOE E DAVIS

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	99,600
b Approved for future payment NONE				
Total			▶ 3b	0

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

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

[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

**Sign
Here**

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.

Signature of officer or trustee

Date 1/12/13 Title Pres

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAWRENCE F MCGUIRE

Preparer's signature

21

Date	
------	--

10/18/2017

Check ☒ if
self-employed

Ein ▶ 13-4008324

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH PA. 15219

Phone no	412-355-6000
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JOE E DAVIS FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Abilene Boys Ranch

Street

P O Box 6839

City

Abilene

State

TX

Zip Code

79608

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Abilene Goodwill Industries Inc

Street

2200 N 1St St

City

Abilene

State

TX

Zip Code

79603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Alliance For Women And Children

Street

1350 N 10th St

City

Abilene

State

TX

Zip Code

79601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Beltway Park Baptist Church

Street

4009 Beltway S

City

Abilene

State

TX

Zip Code

79601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Boys & Girls Clubs Of Abilene Inc

Street

4610 N 10th St

City

Abilene

State

TX

Zip Code

79603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

Disability Resources Inc

Street

Po Box 1880

City

Abilene

State

TX

Zip Code

79604

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,000

JOE E DAVIS FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ECCA Volunteer Fire Dept

Street

349 Co Rd 278

City

Tuscola

State

TX

Zip Code

79562

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Fellowship of Christian Athletes

Street

8701 Leeds Rd

City

Kansas City

State

MO

Zip Code

64129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Hendrick Hospice Care Inc

Street

Po Box 3117

City

Abilene

State

TX

Zip Code

79604

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Kenley School

Street

1434 Matador St

City

Abilene

State

TX

Zip Code

79605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,000

Name

Love & Care Ministries

Street

233 Fannin St

City

Abilene

State

TX

Zip Code

79603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Methodist Childrens Home

Street

1111 Herring Avenue

City

Waco

State

TX

Zip Code

76708

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

JOE E DAVIS FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Ministers Mentoring And Consulting Service

Street

Po Box 6226

City

Abilene

State

TX

Zip Code

79608

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,000

Name

Noah Project Inc

Street

5802 Texas Ave

City

Abilene

State

TX

Zip Code

79605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Pioneer Drive Baptist Church

Street

701 S Pioneer Dr

City

Abilene

State

TX

Zip Code

79605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

27,100

Name

Samaritan's Purse

Street

801 Bamboo Road

City

Boone

State

NC

Zip Code

28607

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Texas Heart Institute

Street

6770 Bertner Ave Suite C

City

Houston

State

TX

Zip Code

77030

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Texas Sentinels Foundation Inc

Street

Po Box 941549

City

Houston

State

TX

Zip Code

77094

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

JOE E DAVIS FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

The Salvation Army

Street

PO Box 388

City

Norfolk

State

VA

Zip Code

23502

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,000

Name

United Way Of Abilene

Street

240 Cypress

City

Abilene

State

TX

Zip Code

79601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

University Of Texas Foundation

Street

Po Box 250

City

Austin

State

TX

Zip Code

78767

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

Wylie United Methodist Church

Street

3430 Antilley Rd

City

Abilene

State

TX

Zip Code

79606

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount										Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss			
Long Term CG Distributions										823		Capital Gains/Losses		1,881,368		1,818,807		62,561	
Short Term CG Distributions										0		Other sales		0		0		0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
289 W R BERKLEY CORPORATION	084423607	X				9/27/2016	10/20/2016	4,117	4,193					0	-76				
290 BLACKROCK GLOBAL	092511509	X				12/16/2013	8/15/2016	8,822	9,870					0	-1,048				
291 BLACKROCK GLOBAL	092511509	X				7/28/2009	8/15/2016	37,885	33,466					0	4,419				
292 BLACKROCK GLOBAL	092511509	X				12/16/2015	8/15/2016	673	640					0	33				
293 BLACKROCK GLOBAL	092511509	X				12/12/2009	8/15/2016	3,952	3,776					0	186				
294 BLACKROCK GLOBAL	092511509	X				12/16/2015	8/15/2016	7,214	6,867					0	347				
295 BLACKROCK GLOBAL	092511509	X				7/20/2012	8/15/2016	2,019	2,043					0	-24				
296 BLACKROCK GLOBAL	092511509	X				7/17/2015	8/15/2016	486	535					0	-49				
297 BLACKROCK GLOBAL	092511509	X				7/18/2014	8/15/2016	2,280	2,680					0	-400				
298 BLACKROCK GLOBAL	092511509	X				7/18/2014	8/15/2016	19	20					0	-1				
299 BLACKROCK GLOBAL	092511509	X				12/18/2014	8/15/2016	2,860	3,003					0	-143				
300 BLACKROCK GLOBAL	092511509	X				12/22/2009	8/15/2016	19	18					0	1				
301 BLACKROCK GLOBAL	092511509	X				12/16/2015	8/15/2016	9	9					0	0				
302 BLACKROCK GLOBAL	092511509	X				12/12/2010	8/15/2016	2,841	2,915					0	-74				
303 BLACKROCK GLOBAL	092511509	X				12/16/2015	8/15/2016	617	587					0	30				
304 BLACKROCK GLOBAL	092511509	X				12/18/2013	8/15/2016	1,888	2,112					0	-224				
305 SEE ATTACHED	092511509	X						23,441	24,481					0	-1,040				

Part I, Line 18 (990-PF) - Taxes

		398	398	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	398	398		

Part I, Line 23 (990-PF) - Other Expenses

		13,221	7,933	0	5,288
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MLTC FEES AS AGENT	13,221	7,933		5,288

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	1,748,027		579,421		0		585,363	
	BBV		Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year				
1	BBV		1,748,027							
2	CA INC	0		19,623				18,300		
3	CARNIVAL CORP	0		22,538				24,989		
4	CHEVRONTXACO CORP	0		14,822				17,302		
5	CINCINNATI FINL CORP	0		22,053				21,589		
6	CISCO SYS INC	0		17,206				16,379		
7	COCA-COLA CO USD	0		22,001				20,937		
8	DIAGEO PLC SPON ADR NEW	0		18,511				16,630		
9	DOMINION RES INC VA NEW	0		9,539				9,804		
10	DUKE ENERGY CORP NEW	0		12,019				11,643		
11	GENERAL DYNAMICS CORPORATION CO	0		26,858				30,216		
12	GENERAL ELECTRIC CO	0		28,529				28,819		
13	GENERAL MILLS INC COM	0		24,974				21,805		
14	HASBRO INC	0		13,050				12,291		
15	INTEL CORPORATION	0		17,495				17,627		
16	KINDER MORGAN INC DEL	0		12,543				11,825		
17	ELI LILLY & CO COM	0		18,974				18,240		
18	LOWES COMPANIES INC COM	0		13,650				12,659		
19	MERCK AND CO INC SHS	0		22,004				20,663		
20	MICROSOFT CORP COM	0		17,201				18,580		
21	THE MOSAIC COMPANY	0		11,284				11,263		
22	NEWMARKET CORP	0		15,755				15,258		
23	NORFOLK SOUTHERN CORP	0		21,401				24,640		
24	PAYCHEX INC COM	0		15,487				15,464		
25	PFIZER INC COM	0		20,804				19,488		
26	REYNOLDS AMERN INC	0		12,492				13,842		
27	VERIZON COMMUNICATIONS INC	0		19,609				19,911		
28	WELLS FARGO & CO NEW	0		29,472				33,121		
29	ALTRIA GROUP INC	0		35,682				36,109		
30	BERKSHIRE HATHAWAY INC	0		11,882				12,875		
31	BLACKROCK INC CL A	0		21,271				21,691		
32	H & R BLOCK INCORPORATED COMMON	0		10,692				11,403		

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		70,252		64,224		0	
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	BBV			70,252			
2	AFLAC INC			0	2,030		2,058
3	AT&T INC			0	2,040		2,065
4	ALCOA INC			0	987		1,042
5	ALTRIA GROUP INC			0	920		1,001
6	ANHEUSER-BUSCH INBEV FIN			0	2,110		2,035
7	APPLE INC			0	1,976		1,947
8	BP CAPITAL MARKETS PLC			0	2,082		2,042
9	BANK OF MONTREAL			0	991		969
10	BANK OF NEW YORK MELLON			0	2,016		2,058
11	BURLINGTN NORTH SANTA FE			0	2,012		2,151
12	CCO HLDGS LLC/CAP CORP			0	1,001		1,036
13	CSX CORP			0	984		936
14	CATERPILLAR INC			0	997		986
15	CITIGROUP INC			0	1,016		1,023
16	CITIGROUP INC			0	1,000		1,034
17	CONOCOPHILLIPS COMPANY			0	1,068		1,062
18	JOHN DEERE CAPITAL CORP			0	2,037		2,000
19	DEUTSCHE BANK AG			0	997		983
20	DOMINION RESOURCES INC			0	2,028		2,150
21	EBAY INC			0	1,021		1,033
22	GENERAL ELEC CAP CORP			0	1,951		2,820
23	GEORGIA PAC CORP			0	782		1,346
24	GOLDMAN SACHS GROUP INC			0	2,021		2,104
25	HSBC HOLDINGS PLC			0	1,099		1,081
26	IBM CORP			0	2,740		3,001
27	MCDONALD'S CORP			0	1,005		1,062
28	MORGAN STANLEY			0	2,034		2,009
29	NISOURCE FINANCE CORP			0	1,136		1,153
30	OWENS CORNING INC			0	972		1,186
31	PACIFIC GAS & ELECTRIC			0	1,978		2,046
32	RIO TINTO FIN USA LTD			0	1,012		1,034
33	ROYAL BANK OF CANADA			0	999		994
34	SHELL INTERNATIONAL FIN			0	1,081		1,290
35	STATOIL ASA			0	2,000		1,988
36	TIME WARNER INC			0	889		1,223
37	TIME WARNER CABLE INC			0	1,014		1,014
38	21ST CENTY FOX AMER INC			0	1,070		1,069
39	21ST CENTY FOX AMER INC			0	915		1,195
40	ENERGY TRANSFER PARTNERS			0	1,022		1,062
41	EXPRESS SCRIPTS HOLDING			0	1,015		968
42	VERIZON COMMUNICATIONS			0	2,218		2,211
43	VODAFONE GROUP PLC			0	992		970
44	WAL-MART STORES INC			0	2,968		2,710
45	WELLS FARGO & CO			0	1,998		2,149

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0	0	1,201,935
2	ISHARES TR		0	110,263	112,495
3	ISHARES TR S&P MIDCAP 400 INDEX FD		0	83,720	88,292
4	ISHARES TR		0	83,789	91,563
5	ISHARES TR		0	44,036	49,095
6	SPDR TR UTS		0	110,288	112,436
7	SPDR S P DIVID		0	120,645	119,527
8	VANGUARD 500 INDEX FUND		0	220,522	225,020
9	VANGUARD VALUE VIPERS		0	96,861	100,916
10	FIRST TR EXCHANGE TRADED		0	4,421	6,067
11	FIRST TR ISE CLOUD COMP		0	4,653	6,068
12	ISHARES INC MSCI CDA INDEX FD		0	2,254	2,170
13	ISHARES INC		0	6,390	6,173
14	ISHARES INC MSCI SWITZERLAND INDEX		0	3,961	3,682
15	ISHARES INC MSCI SWEDEN INDEX		0	1,197	1,092
16	ISHARES TR		0	2,530	2,490
17	ISHARES TR		0	4,086	4,101
18	ISHARES TR		0	8,691	8,492
19	ISHARES BOX\$ HIGH YIEL		0	1,344	1,385
20	ISHARES LEHMAN MBS		0	5,127	4,998
21	ISHARES LEHMAN 3-7 YR		0	2,456	2,450
22	ISHARES INC CORE MSCI		0	11,580	12,353
23	ISHARES MSCI JAPAN ETF		0	5,811	6,059
24	ISHARES MSCI U K ETF SHS		0	6,694	6,199
25	POWERSHARES GLOBAL		0	574	555
26	POWERSHARES GLOBAL		0	2,183	2,204
27	SECTOR SPDR TR SHS BEN		0	11,843	13,168
28	SECTOR SPDR TR SHS BEN		0	17,055	19,373
29	SECTOR SPDR TR		0	9,720	10,921
30	SECTOR SPDR TR		0	7,498	7,277
31	REAL ESTATE SELECT		0	4,023	3,752
32	VANECK VECTORS J P		0	1,753	1,654
33	VANGUARD INTERMEDIATE		0	6,923	6,646
34	VANGUARD SHORT TERM BOND		0	1,122	1,112
35	VANGUARD CONSUMER		0	3,178	3,618
36	VANGUARD INDUSTRIAL ETF		0	15,293	18,247
37	VANGUARD INFORMATION		0	17,047	20,655
38	VANGUARD MATERIALS ETF		0	3,426	3,598
39	WISDOMTREE EUROPE HEDGED		0	11,965	12,685
40	LOOMIS SAYLES		0	87,014	87,858
41	LOOMIS SAYLES HI INCOME		0	15,420	15,489

Part II, Line 15 (990-PF) - Other Assets

		684	0	0
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	MUTUAL FUNDS	684		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORT	1	344
2	COST BASIS ADJUSTMENT	2	6,996
3	MUTUAL FUND SUBTRACTION	3	672
4	PURCHASE OF ACCRUED INTEREST C/O TO 2017	4	32
5	Total	5	8,044

Long Term CG Distributions										823											
Short Term CG Distributions										0											
Description of Property Sold										CUSIP #											
Acquisition Method										Date Acquired											
Date Sold										Gross Sales Price											
Depreciation Allowed										Adjustments											
Cost or Other Basis Plus Expense of Sale										Gain or Loss											
F M V as of 12/31/69										Adjusted Basis as of 12/31/69											
Excess of FMV Over Adjusted Basis										Gains Minus Excess FMV Over Adj. Basis or Losses											
1 FIRST EAGLE										32008F606	12/17/2014	8/15/2016	58	0	40	18	0	0	61,738	0	61,738
2 FIRST EAGLE										32008F606	12/18/2015	8/15/2016	58	0	150,925	7	0	0	7	0	7
3 FIRST EAGLE FUNDS OF										32008F663	9/2/2014	8/15/2016	130,490	0	150,925	-20,435	0	0	0	0	
4 FIRST EAGLE FUNDS OF										32008F663	12/17/2014	8/15/2016	12,581	0	12,791	-210	0	0	0	0	
5 FIRST EAGLE FUNDS OF										32008F663	1/13/2015	8/15/2016	85,552	0	90,380	-4,828	0	0	0	0	
6 FIRST EAGLE FUNDS OF										32008F663	12/17/2014	8/15/2016	35	0	40	-5	0	0	0	0	
7 FIRST EAGLE FUNDS OF										32008F663	12/18/2015	8/15/2016	27	0	26	1	0	0	0	0	
8 FIRST EAGLE FUNDS OF										32008F663	12/18/2015	8/15/2016	780	0	774	6	0	0	0	0	
9 FIRST EAGLE FUNDS OF										32008F663	1/13/2015	8/15/2016	35	0	36	-1	0	0	0	0	
10 FIRST EAGLE FUNDS OF										32008F663	1/13/2015	8/15/2016	40,685	0	42,981	-2,296	0	0	0	0	
11 FIRST EAGLE FUNDS OF										32008F663	8/1/2014	4/20/2016	3,845	0	3,205	640	0	0	0	0	
12 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	5/18/2016	419	0	350	69	0	0	0	0	
13 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	5/18/2016	1,678	0	1,340	338	0	0	0	0	
14 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	6/22/2016	17,933	0	13,168	4,765	0	0	0	0	
15 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	9/2/2016	484	0	350	134	0	0	0	0	
16 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	12/17/2016	2,194	0	1,631	563	0	0	0	0	
17 FIRST TR EXCHANGE TRADE										33733E302	8/1/2014	12/17/2016	82	0	58	24	0	0	0	0	
18 FIRST TR EXCHANGE TRADE										32008F663	12/17/2014	8/15/2016	992	0	1,009	-17	0	0	0	0	
19 FIRST EAGLE FUNDS OF										32008F663	12/18/2015	8/15/2016	7,655	0	7,589	56	0	0	0	0	
20 FIRST EAGLE FUNDS OF										32008F663	8/1/2014	4/20/2016	2,413	0	2,141	272	0	0	0	0	
21 FIRST TRUST CLOUD										33734X192	8/1/2014	6/22/2016	1,976	0	1,691	285	0	0	0	0	
22 FIRST TRUST CLOUD										33734X192	8/1/2014	9/2/2016	17,939	0	14,034	3,905	0	0	0	0	
23 FIRST TRUST CLOUD										33734X192	8/1/2014	9/2/2016	407	0	317	90	0	0	0	0	
24 FIRST TRUST CLOUD										33734X192	8/1/2014	12/17/2016	2,403	0	1,876	527	0	0	0	0	
25 FIRST TRUST CLOUD										33734X192	8/1/2014	12/17/2016	105	0	79	26	0	0			

Long Term CG Distributions	823
Short Term CG Distributions	0

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[illegible]

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		823		0		1,880,545		0		654		1,819,461		61,738		0		Excess of FMV Over Adjusted Basis		0		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Gains Minus Excess FMV Over Adj Basis or Losses		61,738	
Description of Property Sold		CUSIP #		Acquisition Method		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		Excess of FMV Over Adjusted Basis		0		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Gains Minus Excess FMV Over Adj Basis or Losses		61,738	
208	U S TREASURY NOTE	9128282A7				9/1/2016		10/28/2016		969				25		993		1		0		0		1		0		0		0	
209	U S TREASURY NOTE	912828G46				12/17/2014		10/28/2016		1,997				0		1,996		1		0		0		1		0		0		0	
210	U S TREASURY NOTE	912828G46				12/17/2014		11/30/2016		6,988				0		6,988		0		0		0		0		0		0		0	
211	U S TREASURY NOTE	912828WE6				3/28/2014		8/22/2016		1,093				0		1,003		90		0		0		90		0		0		0	
212	VANECK VECTORS J P	92189F494				1/15/2015		9/2/2016		994				0		1,064		-70		0		0		-70		0		0		0	
213	VANECK VECTORS J P	92189F494				6/22/2016		9/2/2016		2,288				0		2,269		19		0		0		19		0		0		0	
214	VANECK VECTORS J P	92189F494				6/18/2015		9/2/2016		1,200				0		1,227		-27		0		0		-27		0		0		0	
215	VANECK VECTORS J P	92189F494				6/22/2016		12/1/2016		377				0		405		-28		0		0		-28		0		0		0	
216	VANECK VECTORS J P	92189F494				6/22/2016		12/27/2016		18				0		18		0		0		0		0		0		0		0	
217	VANGUARD INTERMEDIATE	921937819				8/1/2014		4/20/2016		172				0		169		3		0		0		3		0		0		0	
218	VANGUARD INTERMEDIATE	921937819				8/1/2014		9/2/2016		516				0		506		10		0		0		10		0		0		0	
219	VANGUARD INTERMEDIATE	921937819				8/1/2014		9/2/2016		14,247				0		13,760		487		0		0		487		0		0		0	
220	VANGUARD INTERMEDIATE	921937819				6/18/2015		9/2/2016		3,147				0		3,021		126		0		0		126		0		0		0	
221	VANGUARD INTERMEDIATE	921937819				10/20/2015		9/2/2016		787				0		765		22		0		0		22		0		0		0	
222	VANGUARD INTERMEDIATE	921937819				10/20/2015		12/1/2016		1,910				0		1,956		-46		0		0		-46		0		0		0	
223	VANGUARD INTERMEDIATE	921937819				10/20/2015		12/1/2016		249				0		255		0		0		0		0		0		0		0	
224	VANGUARD INTERMEDIATE	921937819				10/20/2015		12/27/2016		82				0		85		-3		0		0		-3		0		0		0	
225	VANGUARD SHORT TERM BC	921937827				8/1/2014		6/22/2016		2,258				0		2,245		13		0		0		13		0		0		0	
226	VANGUARD SHORT TERM BC	921937827				8/1/2014		9/2/2016		2,904				0		2,886		18		0		0		18		0		0		0	
227	VANGUARD SHORT TERM BC	921937827				8/1/2014		12/1/2016		318				0		321		-3		0		0		-3		0		0		0	
228	VANGUARD CONSUMER	92204A207				8/1/2014		4/20/2016		1,890				0		1,577		313		0		0		313		0		0		0	
229	VANGUARD CONSUMER	92204A207				8/1/2014		6/22/2016		830				0		676		154		0		0		154		0		0		0	
230	VANGUARD CONSUMER	92204A207				8/1/2014		9/2/2016		10,137				0		8,111		2,026		0		0		2,026		0		0		0	
231	VANGUARD CONSUMER	92204A207				8/1/2014		12/1/2016		1,163				0		1,014		149		0		0		149		0		0		0	
232	VANGUARD CONSUMER	92204A207				8/1/2014		12/27/2016		135				0		113		22		0		0		22		0		0		0	
233	VANGUARD ENERGY ETF	92204A306				1/15/2015		4/20/2016		51,981				0		57,413		-5,432		0		0		-5,432		0		0		0	
234	VANGUARD ENERGY ETF	92204A306				3/17/2015		4/20/2016		1,309				0		1,483		-174		0		0		-174		0		0		0	
235	VANGUARD ENERGY ETF	92204A306				6/18/2015		4/20/2016		1,122				0		1,318		-196		0		0		-196		0		0		0	
236	VANGUARD INDUSTRIAL ETF	92204A603				8/1/2014		4/20/2016		5,993				0		5,151		842		0		0		842		0		0		0	
237	VANGUARD INDUSTRIAL ETF	92204A603				8/1/2014		6/22/2016		2,997				0		2,773		224		0		0		224		0		0		0	
238	VANGUARD INDUSTRIAL ETF	92204A603				8/1/2014		9/2/2016		51,766				0		45,761		6,005		0		0		6,005		0		0		0	
239	VANGUARD INDUSTRIAL ETF	92204A603				8/1/2014		12/1/2016		9,573				0		7,924		1,649		0		0		1,649		0		0		0	
240	VANGUARD INDUSTRIAL ETF	92204A603				8/1/2014		12/27/2016		121				0		99		22		0		0		22		0		0		0	
241	VANGUARD INFORMATION	92204A702				8/1/2014		4/20/2016		9,698				0		8,494		1,204		0		0		1,204		0		0		0	
242	VANGUARD INFORMATION	92204A702				8/1/2014		6/22/2016		4,774				0		4,247		527		0		0		527		0		0		0	
243	VANGUARD INFORMATION	92204A702				8/1/2014		7/25/2016		1,020				0		869		151		0		0		151		0		0		0	
244	VANGUARD INFORMATION	92204A702				8/1/2014		9/2/2016		60,451				0		49,225		11,226		0		0		11,226		0		0		0	
245	VANGUARD INFORMATION	92204A702				8/1/2014		9/23/2016		1,319				0		1,062		257		0		0		257		0		0		0	
246	VANGUARD INFORMATION	92204A702				8/1/2014		12/1/2016		7,639				0		6,274		1,365		0		0		1,365		0		0		0	
247	VANGUARD INFORMATION	92204A702				8/1/2014		12/27/2016		620				0		483		137		0		0		137		0		0		0	
248	VANGUARD MATERIALS ETF	92204A801				8/1/2014		4/20/2016		520				0		543		-23		0		0		-23		0		0		0	
249	VANGUARD MATERIALS ETF	92204A801				8/1/2014		6/22/2016		628				0		652		-24		0		0		-24		0		0		0	
250	VANGUARD MATERIALS ETF	92204A801				8/1/2014		9/2/2016		10,257				0		10,209		48		0		0		48		0		0		0	
251	VANGUARD MATERIALS ETF	92204A801				8/1/2014		12/1/2016		1,693				0		1,629		64		0		0		64		0		0		0	
252	VANGUARD MATERIALS ETF	92204A801				8/1/2014		12/27/2016		114				0		109		5		0		0		5		0		0		0	
253	VERIZON COMMUNICATIONS	92343VCN2				11/5/2014		11/17/2016		2,025				0		1,984		41		0		0		41		0		0		0	
254	USD VODAFONE GROUP	92857WAX8				3/14/2012		6/1/2016		1,001				0		989		12		0		0		12		0		0		0	
255	WAL MART STORES	93114ZCB7				6/12/2009																									

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JOE E DAVIS		P O Box 5467	Abilene	TX	79608		DIRECTOR	1 00	0		
2	BILIE J DAVIS		P O Box 5467	Abilene	TX	79608		DIRECTOR	1 00	0		
3	JOE BOB DAVIS		P O Box 5467	Abilene	TX	79608		DIRECTOR	1 00	0		
4	BO S DAVIS		P O Box 5467	Abilene	TX	79608		DIRECTOR	1 00	0		
5	DAVID C DAVIS		P O Box 5467	Abilene	TX	79608		DIRECTOR	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	5/15/2016	1	4,562
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	4,562

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	99,586
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	99,586