Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE LIGHTNER SAMS FOUNDATION, INC.

A Employer identification number: 75-2555622

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

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: [X] 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)* ▶ $ 14,071,710.

J Accounting method: [X] 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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	828.	828.		
	4	Dividends and interest from securities	152,968.	152,968.		
	5a	Gross rents	1,250.	1,250.		
	b	Net rental income or (loss) 1,250.				
	6a	Net gain or (loss) from sale of assets not on line 10	909,711.			
	b	Gross sales price for all assets on line 6a 7,697,682.				
	7	Capital gain net income (from Part IV, line 2)		909,711.		
	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) ATCH 1	4,092.	3,623.		
	12	**Total.** Add lines 1 through 11	1,068,849.	1,068,380.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	76,000.			76,000.
	14	Other employee salaries and wages	9,600.			9,600.
	15	Pension plans, employee benefits	11,637.			11,637.
	16a	Legal fees (attach schedule) ATCH 2	11,888.	11,888.		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [3]	80,187.	80,187.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [4]	29,728.	14,248.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	43,601.	1,459.		41,911.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	262,641.	107,782.		139,148.
	25	Contributions, gifts, grants paid	488,550.			488,550.
	26	**Total expenses and disbursements** Add lines 24 and 25	751,191.	107,782.	0.	627,698.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	317,658.			
	b	**Net investment income** (if negative, enter -0-)		960,598.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	491,579.	99,724.	99,724.
	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) ▶ *		* 28,192.	ATCH 6
	Less allowance for doubtful accounts ▶	3,726.	28,192.	28,192.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	6,868,175.	7,439,546.	8,535,000.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ 1,731,924.			ATCH 8
	Less accumulated depreciation (attach schedule) ▶	1,731,924.	1,731,924.	5,000,000.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9		98,150.	116,612.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 10)	280,538.	296,064.	292,182.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,375,942.	9,693,600.	14,071,710.
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 (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. ▶ [X]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,375,942.	9,693,600.	
	30 Total net assets or fund balances (see instructions)	9,375,942.	9,693,600.	
	31 Total liabilities and net assets/fund balances (see instructions)	9,375,942.	9,693,600.	

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	9,375,942.
2	Enter amount from Part I, line 27a	2	317,658.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,693,600.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,693,600.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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** 909,711.

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

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	643,436.	12,801,339.	0.050263
2014	542,903.	13,357,109.	0.040645
2013	628,758.	12,933,615.	0.048614
2012	604,368.	11,657,970.	0.051842
2011	499,746.	11,386,609.	0.043889

2	**Total** of line 1, column (d)	2	0.235253
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	0.047051
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,467,135.
5	Multiply line 4 by line 3.	5	633,642.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,606.
7	Add lines 5 and 6.	7	643,248.
8	Enter qualifying distributions from Part XII, line 4.	8	627,698.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	19,212.
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	
3	Add lines 1 and 2	3	19,212.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	19,212.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 14,621.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,409.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	19,030.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	182.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
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		
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**

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? ☐ 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** No: 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**

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
ATCH 11		76,000.	6,324.	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		0.	0.	0.

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

JSA
6E1460 1 000

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		0.

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 N/A	
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 . . . . ▶	

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	7,918,016.
b	Average of monthly cash balances	1b	433,828.
c	Fair market value of all other assets (see instructions)	1c	5,320,374.
d	**Total** (add lines 1a, b, and c)	1d	13,672,218.
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	13,672,218.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	205,083.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,467,135.
6	**Minimum investment return.** Enter 5% of line 5	6	673,357.

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	673,357.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	19,212.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,212.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	654,145.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	654,145.
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	654,145.

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	627,698.
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	627,698.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	627,698.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				654,145.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			597,073.	
b Total for prior years 20 14 ,20 13 ,20 12				
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				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 627,698.				
a Applied to 2015, but not more than line 2a			597,073.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				30,625.
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:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				623,520.
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	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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.

N/A

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

Check here ▶ [X] 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 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*				
ATCH 12				
Total . . . . ▶ **3a**				488,550.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	828.	
4 Dividends and interest from securities			14	152,968.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16	1,250.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	909,711.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		-169.		4,261.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-169.		1,069,018.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,068,849.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

▶ Larry L Lightner 10-11-17 ▶ Pres.

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/09/2017		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BROOKFIELD INFRASTRUCTURE P	1,277.	1,277.
K-1 INC/LOSS KKR & CO, LP	2,177.	2,346.
FEDERAL TAX REFUND	638.	
TOTALS	4,092.	3,623.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DOCUMENT REVIEW/DRAFTING	8,319.	8,319.		
GENERAL CONSULTATIONS	3,569.	3,569.		
TOTALS	11,888.	11,888.		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	78,816.	78,816.
REZONING SERVICES	1,371.	1,371.
TOTALS	80,187.	80,187.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2016	9,900.	
990-PF EXTENSION FOR 2015	4,880.	
990-T EXTENSION FOR 2015	700.	
FOREIGN TAX PAID	29.	29.
PROPERTY TAXES	14,219.	14,219.
TOTALS	29,728.	14,248.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	40,154.		40,154.
CELL PHONE EXPENSE	715.		715.
K-1 EXP BROOKFIELD INFRASTRUCT	190.	190.	
K-1 EXP KKR & CO, LP	786.	555.	
PAYROLL PROCESSING FEES	1,042.		1,042.
PROPERTY MAINTENANCE	714.	714.	
TOTALS	43,601.	1,459.	41,911.

ATTACHMENT 6

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	LSF WYOMING FOUNDATION
BEGINNING BALANCE DUE	3,726.
ENDING BALANCE DUE	28,192.
ENDING FAIR MARKET VALUE	28,192.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	3,726.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	28,192.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	28,192.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADOBE SYSTEMS, INC	17,825.	21,620.
ADVANSIX INC	96.	155.
ALPHABET INC CL A	35,766.	39,623.
ALTRIA GROUP INC	32,636.	36,515.
AMER INTERNATIONAL GROUP INC	19,982.	23,512.
AMERICAN AIRLINES GROUP INC	98,289.	140,070.
AMERICAN CENTURY INTL OPPORTUN	406,794.	410,309.
AMERICAN EAGLES OUTFITTERS INC	45,437.	37,925.
AMERICAN ELECTRIC POWER INC	32,346.	32,739.
AMSURG CORP	77,900.	106,074.
APPLE INC	37,361.	45,170.
AT&T, INC	32,582.	36,576.
AVANGRID INC	33,374.	31,062.
B&G FOODS INC	17,584.	21,462.
BANK OF AMERICA CORP	69,018.	110,500.
BLACKROCK INC	21,096.	26,638.
BOEING CO	22,023.	28,022.
BROADSOFT INC	61,880.	123,750.
CELGENE CORP	15,265.	17,363.
CHEVRON CORP	18,529.	21,186.
CINCINNATI FINANCIAL CORP	32,657.	38,633.
CINTAS CRP	13,962.	17,334.
CITY NATIONAL ROCHDALE EMERGIN	357,176.	366,058.
CLUBCORP HOLDINGS INC	62,453.	71,750.
CME GROUP, INC	25,615.	29,991.
CNI FIXED INCOME OPP FD CL N	721,794.	757,592.
COLGATE-PALMOLIVE COMPANY	22,259.	21,595.
COMCAST CORP	18,554.	20,715.
COMSTOCK RES INC	37,202.	6,255.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CONSOLIDATED COMMUNICATIONS HO	32,728.	35,979.
COSTCO WHOLESALE CORPORATION	34,252.	36,825.
DANAHER CORP	16,210.	16,346.
DELTA AIR LINES INC	92,731.	122,975.
DEUTSCHE TELE AG ADS	23,469.	23,940.
DIXIE GROUP, INC.	78,562.	72,000.
DOMINION RESOURCES INC	32,194.	35,231.
DOW CHEMICAL PV	104,007.	120,162.
DUKE ENERGY CO	32,615.	31,824.
DULUTH HOLDINGS INC	49,829.	50,800.
EAGLE MATERIALS INC	73,727.	98,530.
ECOLAB INC	10,015.	10,550.
ELI LILLY & CO	25,201.	24,272.
ENLINK MIDSTREAM LLC	35,163.	66,675.
EPR PROPERTIES	25,889.	30,861.
EQUIFAX INC	13,780.	13,005.
ESSEX PRTY TR INC	13,371.	13,950.
EVERSOURCE ENERGYINC	21,504.	20,987.
EXXON MOBIL CORP	29,803.	36,104.
FACEBOOK INC	152,606.	148,415.
FISERV INC	14,345.	13,816.
FREEPORT-MCMORAN COPPER & GOLD	55,354.	65,950.
GENERAL MILLS INC	32,787.	33,974.
GEO GROUP INC	40,632.	71,860.
GLAXOSMITHKLINE PLC	21,938.	20,025.
GLOBAL MEDICAL REIT INC	51,156.	44,600.
GRAMERCY PROPERTY TRUST INC	32,386.	39,290.
GREAT PLAINS ENERGY	87,763.	95,725.
HEALTHCARE TRUST OF AMERICA IN	32,487.	32,894.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HELMERICH PAYNE	82,779.	77,400.
HODGES BLUE CHIP 25 FUND RETAI	156,222.	144,175.
HODGES SMALL MID CAP FUND RETA	126,458.	151,338.
HOME DEPOT INC	35,620.	41,565.
HONEYWELL INTL	18,563.	20,853.
HORIZON PHARMA PLC	44,253.	48,540.
JC PENNEY	79,294.	83,100.
JOHNSON & JOHNSON	18,320.	19,586.
JP MORGAN CHASE	131,513.	151,008.
KAPSTONE PAPER AND PACKAGING C	60,659.	110,250.
LA QUINTA HOLDINGS	122,957.	142,100.
LAMAR ADVERTISING CO CL A REIT	32,650.	36,982.
LIBERTY PROPERTY TRUST SBI	31,969.	36,340.
LOCKHEED MARTIN CORP	32,491.	37,491.
LTC PROPERTIES INC	32,354.	33,826.
MAGNA INTERNATIONAL INC	24,956.	27,342.
MASTERCARD INC	38,676.	44,398.
MATADOR RESOURCES COMPANY	120,065.	128,800.
MCDONALD'S CORP	15,775.	15,824.
MICRON TECHNOLOGY	80,654.	153,440.
MICROSOFT CORP	16,540.	20,506.
MORGAN STANLEY	92,265.	126,750.
NATIONAL RETAIL PROPERTIES INC	32,734.	33,150.
NORTHROP GRUMMAN CORP	22,273.	23,258.
NUVASIVE, INC	128,749.	134,720.
NXP SEMICONDUCTORS	33,246.	43,124.
PAYCHEX	32,446.	37,746.
PEPSICO INC	16,000.	16,741.
PG & E CORP	18,352.	20,054.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PHILIP MORRIS INTL	32,256.	31,107.
PIONEER NAT RES CO	8,914.	9,004.
PNC FINANCIAL GROUP INC	14,856.	18,714.
POWERSHARES II PFD	33,366.	31,591.
PROCTER GAMBLE CO	32,487.	32,791.
PULTE GROUP INC	17,689.	17,829.
QUALCOMM INC	70,401.	65,200.
SCANNA CORP	32,701.	34,442.
SCHLUMBERGER LTD	11,765.	13,432.
SIX FLAGS ENTERTAINMENT CORPOR	33,010.	37,775.
SKYWORKS SOLUTIONS, INC	77,623.	74,660.
SOUTHWEST AIRLINES	140,964.	174,439.
STARBUCKS CORP COM	19,290.	19,432.
SUNTRUST BKS INC	11,350.	12,067.
TEXAS PACIFIC LAND TRUST	103,347.	237,415.
THE COCA-COLA CO	32,715.	31,510.
THERMO FISHER SCIENTIFIC INC	37,222.	35,275.
TIME WARNER INC	15,132.	21,237.
TRINITY INDUSTRIES, INC	86,413.	138,800.
U.S CONCRETE INC	300,413.	392,999.
UNITEDHEALTH GROUP INC	29,044.	38,410.
US BANCORP	23,603.	27,740.
VANGUARD FTSE DEVELOPED MARKET	257,045.	263,087.
VANGUARD SM-CAP ETF	180,867.	212,783.
VECTOR GROUP LTD	32,451.	32,950.
VECTREN CORP	21,811.	26,597.
VERIZON COMMUNICATIONS	32,530.	34,697.
VOLARIS AVIATION HOLDING	109,819.	112,800.
VULCAN MATERIALS CO	8,813.	8,761.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
W. P. CAREY INC	21,507.	20,682.
WAL-MART STORES INC	18,258.	18,662.
WALT DISNEY HOLDINGS CO	26,123.	29,182.
WELLTOWER INC	32,373.	31,457.
WHIRLPOOL CORP	79,125.	90,885.
WISDOMTREE INVTS INC	77,178.	83,550.
XCEL ENERGY INC	32,707.	32,560.
ZOETIS INC	11,586.	12,312.
TOTALS	7,439,546.	8,535,000.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 8

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND JEFFERSON CO	L	1,731,924.			1,731,924				
TOTALS		1,731,924.			1,731,924.				

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROOKFIELD INFRASTRUCTURE PART	32,485.	39,662.
KKR & CO, LP	65,665.	76,950.
TOTALS	98,150.	116,612.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEREST IN LIFE INS POLICY	296,064.	292,182.
TOTALS	296,064.	292,182.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
7,697,682.		6,789,228.					908,454.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							1,257.	
TOTAL GAIN(LOSS)							909,711.	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES DEREK ADLETA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC / TREAS / TRUSTEE 30.00	12,000.	0.	0.
EARL SAMS LIGHTNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
LARRY F LIGHTNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / TRUSTEE 25.00	48,000.	6,324.	0.
ROBIN H LIGHTNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
SUE B LIGHTNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / TRUSTEE 10.00	16,000.	0.	0.
KAMALA A LIGHTNER-SCAMMAHORN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	76,000.	6,324.	0.

Part XIII (990-PF) – Undistributed Income

In 2016, The Lightner Sams Foundation, Inc (the "Foundation") discovered that on its Form 990-PF for taxable year ending December 31, 2015, Parts X and XI were not recorded properly The Foundation would not have been subject to an underdistribution penalty under §4942 for the taxable year ending December 31, 2016 if the average value of the assets had been properly recorded in Part X Therefore, the Foundation has chosen not to amend Form 990-PF for taxable year ending December 31, 2015 Instead, the Foundation has adjusted the amount reported in Part XIII of Form 990-PF for year ending December 31, 2016 to reflect the correct balance.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AIDS INTERFAITH NETWORK INC 2707 N STEMMONS FWY STE 120 DALLAS, TX 75207	N/A PC	DAIRE CENTER NUTRITION PROGRAM	7,500
AIDS INTERFAITH NETWORK INC 2707 N STEMMONS FWY STE 120 DALLAS, TX 75207	N/A PC	MEDICAL TRANSPORTATION PROGRAM	7,500
BROOK HILL SCHOOL INC 1051 N HOUSTON ST BULLARD, TX 75757	N/A PC	CAMPUS COFFEE HOUSE PROJECT	50,000
CANCER FOUNDATION FOR LIFE INC 218 N COLLEGE AVE TYLER, TX 75702	N/A PC	CANCER EXERCISE EQUIPMENT AND TREATMENT PROJECT	22,000
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS, TX 75218	N/A PC	SCIENCE IN ACTION AND CLASSROOM LABS PROGRAM	10,000
DALLAS CASA 2757 SWISS AVE DALLAS, TX 75204	N/A PC	GENERAL OPERATING FUND	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS CENTER INC 8550 CADENZA LN DALLAS, TX 75228	N/A PC	GENERAL OPERATING FUND	10,000.
FAMILY AND CHILD GUIDANCE CENTERS 8915 HARRY HINES BLVD DALLAS, TX 75235	N/A PC	INTENSIVE SERVICES FOR CHILDREN WITH MENTAL ILLNESS	10,000
FRONTIERS OF FLIGHT MUSEUM INC 6911 LEMMON AVE DALLAS, TX 75209	N/A PC	EDUCATION PROGRAM	15,000
GALAXY COUNSELING CENTER 1025 S JUPITER RD GARLAND, TX 75042	N/A PC	GENERAL & UNRESTRICTED	15,000
HEALTH SERVICES OF NORTH TEXAS INC 4401 N I-35 STE 312 DENTON, TX 76207	N/A PC	1 BILIRUBIN ASSESSMENT TOOL	6,300
HELPS INTERNATIONAL INCORPORATED 15301 DALLAS PKWY STE 200 ADDISON, TX 75001	N/A PC	GENERAL & UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE SUPPLY CO 10480 SHADY TRL STE 104 DALLAS, TX 75220	N/A PC	ELECTRONIC INVENTORY SYSTEM, WAREHOUSE BIN SYSTEM, AND SHELVING	15,000
INTERNATIONAL SCHOOL OF DENVER INC 206 RED CROSS WAY DENVER, CO 80230	N/A PC	COMMUNITY GIVING ATHLETICS, PERFORMING ARTS AND OUTSIDE THE CLASSROOM PROGRAM	30,000
JOURNEY OF HOPE GRIEF SUPPORT CENTER INC 3900 W 15TH ST STE 306 PLANO, TX 75075	N/A PC	GENERAL & UNRESTRICTED	12,500
JUNE SHELTON SCHOOL AND EVALUATION CENTER 15720 HILLCREST RD DALLAS, TX 75248	N/A PC	ANNUAL FUND	10,000
JUNIOR LEAGUE OF TYLER INC 1919 S DONNYBROOK AVE TYLER, TX 75701	N/A PC	GIRL POWER PROGRAM	7,500
KIDNEYTEXAS INC 6138 BERKSHIRE LN DALLAS, TX 75225	N/A PC	GENERAL & UNRESTRICTED	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDS VISION FOR LIFE DALLAS 13515 N STEMMONS FWY DALLAS, TX 75234	N/A PC	KIDS VISION FOR LIFE PROGRAM	10,000
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N GOOD LATIMER EXPY STE 200 DALLAS, TX 75204	N/A PC	ADVOCACY AND EDUCATION PROGRAM	30,000
NEW HOPE EQUINE ASSISTED THERAPY 6151 FM 1830 ARGYLE, TX 76226	N/A PC	SCHOLARSHIP FUND	25,000
OUR FRIENDS PLACE 6500 GREENVILLE AVE STE 620 DALLAS, TX 75206	N/A PC	TRANSITIONAL LIVING CENTER PROGRAM	10,000
PASTORAL COUNSELING AND EDUCATION CENTER 4525 LEMMON AVE STE 200 DALLAS, TX 75219	N/A PC	CLIENT ASSISTANCE PROGRAM	5,000
RESOURCE CENTER OF DALLAS INC 5750 CEDAR SPRINGS RD DALLAS, TX 75235	N/A PC	DENTAL PROGRAM	7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RESOURCE CENTER OF DALLAS INC 5750 CEDAR SPRINGS RD DALLAS, TX 75235	N/A PC	NUTRITION PROGRAM	7,500
SMITH COUNTY CHILDRENS SERVICES 100 N BROADWAY TYLER, TX 75702	N/A PC	TBRI PROFESSIONAL TRAINING PROGRAM	7,000
SMITH COUNTY CHILDRENS SERVICES 100 N BROADWAY TYLER, TX 75702	N/A PC	TEXAS JUDICIAL SUMMIT PROGRAM	7,750
SOLAR CAR CHALLENGE FOUNDATION 3505 CASSIDY DR PLANO, TX 75023	N/A PC	SUMMER INTERN PROGRAM	7,500
SOLAR CAR CHALLENGE FOUNDATION 3505 CASSIDY DR PLANO, TX 75023	N/A PC	SUMMER INTERN PROGRAM	8,000.
SOLAR CAR CHALLENGE FOUNDATION 3505 CASSIDY DR PLANO, TX 75023	N/A PC	TO ASSIT WITH THE PURCHASE OF A NEW TRUCK	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVE DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	5,000
TEXAS WINDS MUSICAL OUTREACH INC 6211 W NW HWY C250B DALLAS, TX 75225	N/A PC	LONG TERM CARE MUSICAL OUTREACH PROGRAM	10,000
TEXPROTECTS-THE TEXAS ASSOCIATION FOR THE PROTECTI 2904 FLOYD ST STE C2 DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	15,000.
THE MENTORING ALLIANCE 504 W 32ND ST TYLER, TX 75702	N/A PC	BOYS AND GIRLS CLUB, GOSPEL VILLAGE AND ROSE CITY SUMMER CAMPS PROGRAM	15,000
WELL COMMUNITY 125 SUNSET AVE DALLAS, TX 75208	N/A PC	OUR DAILY BREAD PROGRAM	10,000
WOMENS SYMPHONY LEAGUE INC PO BOX 6823 TYLER, TX 75711	N/A PC	CHILDREN'S MUSIC AND EDUCATION PROGRAM	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG WOMENS PREPARATORY NETWORK 2804 SWISS AVE DALLAS, TX 75204	N/A PC	SUMMER STEM PROGRAM	10,000
		TOTAL CONTRIBUTIONS PAID	488,550

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-169.	14	3,623.	
FEDERAL TAX REFUND			01	638.	
TOTALS		-169.		4,261.	