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FILED UNDER: IRC 7508A AND IRS NEWS RELEASE TX-2017-09

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052
Department of the Treasury Internal Revenue Service

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

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

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

2016 Open to Public Inspection

1012

For calendar year 2016 or tax year beginning , and ending

Name of foundation: NEWMAN FOUNDATION

A Employer identification number: 75-2680607

Number and street (or P O box number if mail is not delivered to street address): 700 EL PASEO | Room/suite

B Telephone number: 940-566-0990

City or town, state or province, country, and ZIP or foreign postal code: DENTON, TX 76205

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

04

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) ▶$ 1,906,895.

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).)	(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	0.		N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	77,456.	77,456.		
5a Gross rents	647.	647.		
b Net rental income or (loss) <1,652.>				
6a Net gain or (loss) from sale of assets not on line 10	<20,295.>			
b Gross sales price for all assets on line 6a 488,723.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	2,494.	2,494.		
12 **Total.** Add lines 1 through 11	60,302.	80,597.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	4,525.	2,263.		0.
c Other professional fees	6,256.	6,256.		0.
17 Interest	216.	216.		0.
18 Taxes	2,580.	0.		0.
19 Depreciation and depletion	1,554.	1,554.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	6,653.	5,124.		4.
24 **Total operating and administrative expenses.** Add lines 13 through 23	21,784.	15,413.		4.
25 Contributions, gifts, grants paid	177,225.			177,225.
26 **Total expenses and disbursements.** Add lines 24 and 25	199,009.	15,413.		177,229.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<138,707.>			
b **Net investment income** (if negative, enter -0-)		65,184.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	185,016.	113,962.	113,962.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,256,827.	962,927.	962,927.
	c Investments - corporate bonds STMT 10	381,522.	429,452.	429,452.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	213,246.	400,000.	400,554.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,036,611.	1,906,341.	1,906,895.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	39,919.	48,356.	
	23 **Total liabilities** (add lines 17 through 22)	39,919.	48,356.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,996,692.	1,857,985.	
	30 **Total net assets or fund balances**	1,996,692.	1,857,985.	
	31 **Total liabilities and net assets/fund balances**	2,036,611.	1,906,341.	

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	1,996,692.
2	Enter amount from Part I, line 27a	2	<138,707.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,857,985.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,857,985.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	488,723.		509,018.	<20,295.>

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				<20,295.>

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	<20,295.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	177,625.	1,821,943.	.097492
2014	392,989.	1,045,112.	.376026
2013	136,684.	1,196,381.	.114248
2012	112,040.	1,182,031.	.094786
2011	63,575.	1,278,523.	.049725

2	**Total** of line 1, column (d)	2	.732277
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	.146455
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,899,701.
5	Multiply line 4 by line 3	5	278,221.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	652.
7	Add lines 5 and 6	7	278,873.
8	Enter qualifying distributions from Part XII, line 4	8	177,229.

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	1,304.
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	1,304.
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	1,304.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,028.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,528.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,224.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	2,224.	**Refunded** ▶	11	0.

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)? *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*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	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

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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 ▶ JAMES K. NEWMAN Telephone no. ▶ 817-566-0990

Located at ▶ 700 EL PASEO, DENTON, TX ZIP+4 ▶ 76205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

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)? N/A	1b		
	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.) N/A	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.)* N/A	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES K. NEWMAN 700 EL PASEO DENTON, TX 76205	PRES, SEC, TREAS, DIRECTOR 1.00	0.	0.	0.
GLORIA A. NEWMAN 700 EL PASEO DENTON, TX 76205	VP, DIRECTOR 1.00	0.	0.	0.
MATTHEW L. NEWMAN 700 EL PASEO DENTON, TX 76205	DIRECTOR 0.00	0.	0.	0.
KATHERINE E. NEWMAN 700 EL PASEO DENTON, TX 76205	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,394,598.
b	Average of monthly cash balances	1b	198,245.
c	Fair market value of all other assets	1c	335,787.
d	**Total** (add lines 1a, b, and c)	1d	1,928,630.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,928,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,899,701.
6	**Minimum investment return.** Enter 5% of line 5	6	94,985.

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	94,985.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,304.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,304.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	93,681.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	93,681.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	93,681.

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	177,229.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	177,229.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	177,229.

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				93,681.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012 54,308.				
c From 2013 78,187.				
d From 2014 343,555.				
e From 2015 88,526.				
f **Total** of lines 3a through e	564,576.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 177,229.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				93,681.
e Remaining amount distributed out of corpus	83,548.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	648,124.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	648,124.			
10 Analysis of line 9:				
a Excess from 2012 54,308.				
b Excess from 2013 78,187.				
c Excess from 2014 343,555.				
d Excess from 2015 88,526.				
e Excess from 2016 83,548.				

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

1 a 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
2 a 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).)

SEE STATEMENT 13

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: 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				
ALZHEIMERS ASSOCIATION 322 8TH AVE, 7TH FLR NEW YORK, NY 10001	NONE	PC	PROGRAM SUPPORT	1,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75204	NONE	PC	PROGRAM SUPPORT	1,600.
ASPEN COMMUNITY FOUNDATION 110 EAST HALLAM STREET, SUITE 126 ASPEN, CO 81611	NONE	PC	PROGRAM SUPPORT	500.
BAYLOR HEALTHCARE FOUNDATION 3600 GASTON AVE STE 100 DALLAS, TX 75246	NONE	PC	PROGRAM SUPPORT	5,000.
CHILDREN'S CANCER FUND 2900 LIVE OAK ST DALLAS, TX 75204	NONE	PC	PROGRAM SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	177,225.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	77,456.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<1,652.>	
6 Net rental income or (loss) from personal property					
7 Other investment income			18	2,494.	
8 Gain or (loss) from sales of assets other than inventory			18	<20,295.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		58,003.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 58,003.

(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).

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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: Sam Newman | Date: 11-7-18 | Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HEIDI J. DOLAN	Heidi J. Dolan	1/4/2018		P00934271

Firm's name ▶ WEAVER AND TIDWELL, LLP — Firm's EIN ▶ 75-0786316

Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251 — Phone no. 972-490-1970

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 - WELLS FARGO #2501	P	VARIOUS	03/29/16
b	SEE ATTACHED - WELLS FARGO #2501	P	VARIOUS	10/31/16
c	SEE ATTACHED - WELLS FARGO #2501	P	VARIOUS	06/09/16
d	SEE ATTACHED - WELLS FARGO #2501	P	VARIOUS	01/29/16
e	DISTRIBUTION IN EXCESS OF BASIS - PHOENIX K-1	P	VARIOUS	12/31/16
f	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	12/31/16
g	DISTRIBUTION IN EXCESS OF BASIS - THREE FOUNTAINS	P	VARIOUS	12/31/16
h	PHOENIX 2010 K-1 - SECTION 1231 LOSS	P		
i	LEGACY RESERVES K-1 - SECTION 1231 GAIN	P		
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	192,708.		218,045.	<25,337.>
b	70,984.		84,731.	<13,747.>
c	104,934.		103,493.	1,441.
d	100,000.		102,070.	<2,070.>
e	17,174.			17,174.
f	2,243.			2,243.
g	375.			375.
h			679.	<679.>
i	305.			305.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<25,337.>
b				<13,747.>
c				1,441.
d				<2,070.>
e				17,174.
f				2,243.
g				375.
h				<679.>
i				305.
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<20,295.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

623591
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DENTON AFRICAN AMERICAN SCHOLARSHIP P.O. BOX 1217 DENTON, TX 76202	NONE	PC	PROGRAM SUPPORT	2,500.
DENTON ANIMAL SHELTER FOUNDATION P.O. BOX 486 DENTON, TX 76202	NONE	PC	PROGRAM SUPPORT	1,000.
DENTON BENEFIT LEAGUE P.O. BOX 725 DENTON, TX 76202	NONE	PC	PROGRAM SUPPORT	10,000.
DENTON COMMUNITY HEALTH CLINIC 525 S. LOCUST ST., SUITE 200 DENTON, TX 76201	NONE	PC	PROGRAM SUPPORT	1,500.
DENTON FESTIVAL FOUNDATION, INC P.O. BOX 725 DENTON, TX 76202	NONE	PC	PROGRAM SUPPORT	500.
DOCTORS WITHOUT BORDERS P.O. BOX 725 DENTON, TX 76202	NONE	PC	PROGRAM SUPPORT	1,500.
GREATER DENTON ARTS COUNCIL 400 E. HICKORY STREET DENTON, TX 76201	NONE	PC	PROGRAM SUPPORT	1,000.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	PC	PROGRAM SUPPORT	10,000.
LEUKEMIA AND LYMPHOMA SOCIETY 8111 LBJ FREEWAY, STE 425 DALLAS, TX 75251	NONE	PC	PROGRAM SUPPORT	1,000.
MOUNTAIN RESCUE ASSOCIATION P.O. BOX 880868 SAN DIEGO, CA 92168	NONE	PC	PROGRAM SUPPORT	500.
Total from continuation sheets				168,125.

623631
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OUR DAILY BREAD P.O. BOX 2222 GRAND RAPIDS, MI 49501	NONE	PC	PROGRAM SUPPORT	500.
SALVATION ARMY OF DENTON 2801 N. ELM STREET DENTON, TX 76209	NONE	PC	PROGRAM SUPPORT	500.
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 78212	NONE	PC	PROGRAM SUPPORT	100,000.
UNITED WAY OF DENTON COUNTY 1314 TEASLEY LANE DENTON, TX 76205	NONE	PC	PROGRAM SUPPORT	10,000.
UNIVERSITY OF NORTH ATHLETIC TEXAS SCHOLARSHIP FUND 801 NORTH TEXAS BLVD DENTON, TX 76203	NONE	PC	PROGRAM SUPPORT	21,000.
UNIVERSITY OF NORTH TEXAS FOUNDATION 801 NORTH TEXAS BLVD DENTON, TX 76203	NONE	PC	PROGRAM SUPPORT	5,000.
NORTH TEXAS ATHLETICS 801 NORTH TEXAS BLVD DENTON, TX 76203	NONE	PC	PROGRAM SUPPORT	625.
PEROT MUSEUM OF NATURE AND SCIENCE 2201 N FIELD ST. DALLAS, TX 75201	NONE	PC	PROGRAM SUPPORT	1,000.
Total from continuation sheets				

623631
04-01-16

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROOKFIELD INFRASTRUCTURE K-1	5.	0.	5.	5.	
LEGACY RESERVES K-1	1.	0.	1.	1.	
PHOENIX 2010 PARTNERS K-1	26.	0.	26.	26.	
WELLS FARGO-2501	77,414.	0.	77,414.	77,414.	
WYNNEWOOD K-1	10.	0.	10.	10.	
TO PART I, LINE 4	77,456.	0.	77,456.	77,456.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PHOENIX 2010 PARTNERS K-1	1	1.
WYNNEWOOD K-1	2	646.
PCP - THREE FOUNTAINS, LP	3	
LEGACY RESERVES, LP	4	
TOTAL TO FORM 990-PF, PART I, LINE 5A		647.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
PHOENIX 2010 PARTNERS, LP - RENTAL LOSS		176.	
- SUBTOTAL -	1		176.
PCP - WYNNEWOOD K-1 - ASSET MANAGEMENT FEE		454.	
PCP - WYNNEWOOD K-1 - AUDIT FEE		69.	
PCP - WYNNEWOOD K-1 - REGISTERED AGENT FEES		1.	
PCP - WYNNEWOOD K-1 - BANK CHARGES		2.	
PCP - WYNNEWOOD K-1 - TAXES - OTHER		3.	

PCP - WYNNEWOOD K-1 - DEBT-FINANCED DISTRIBUTIONS		831.	
- SUBTOTAL -	2		1,360.
PCP - THREE FOUNTAINS, LP - ASSET MANAGEMENT FEES		338.	
PCP - THREE FOUNTAINS, LP - AUDIT FEES		100.	
PCP - THREE FOUNTAINS, LP - REGISTERED AGENT FEES		2.	
PCP - THREE FOUNTAINS, LP - TAXES - OTHER		5.	
PCP - THREE FOUNTAINS, LP - RENTAL LOSS		253.	
- SUBTOTAL -	3		698.
LEGACY RESERVES, LP - SECTION 59(E)(2) EXPENDITURES		65.	
- SUBTOTAL -	4		65.
TOTAL RENTAL EXPENSES			2,299.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<1,652.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PHOENIX K-1 - ROYALTY INCOME	266.	266.	
PHOENIX K-1 - ROYALTY EXPENSE	<115.>	<115.>	
PHOENIX K-1 - ORDINARY INCOME	21.	21.	
LEGACY RESERVES K-1 - ROYALTY INCOME	42.	42.	
LEGACY RESERVES K-1 - ORDINARY INCOME	11.	11.	
LEGACY RESERVES K-1 - OTHER INCOME	2,269.	2,269.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,494.	2,494.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,525.	2,263.		0.
TO FORM 990-PF, PG 1, LN 16B	4,525.	2,263.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,256.	6,256.		0.
TO FORM 990-PF, PG 1, LN 16C	6,256.	6,256.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	2,500.	0.		0.
STATE TAXES	80.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,580.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHOENIX K-1 - PARTNERSHIP ADMINISTRATION	1,306.	1,306.		0.
BROOKFIELD K-1 - 2% DEDUCTIONS	1.	1.		0.
SPRINGSTONE K-1 - 2% DEDUCTIONS	1.	1.		0.
PHOENIX K-1 - CHARITABLE CONTRIBUTION	4.	0.		4.
MISCELLANEOUS	3,034.	1,517.		0.
PHOENIX K-1 - N/D EXPENSES	8.	0.		0.
PHOENIX 2010 PARTNERS, LP - RENTAL LOSS	176.	176.		0.
PCP - WYNNEWOOD K-1 - ASSET MANAGEMENT FEE	454.	454.		0.
PCP - WYNNEWOOD K-1 - AUDIT FEE	69.	69.		0.
PCP - WYNNEWOOD K-1 - REGISTERED AGENT FEES	1.	1.		0.
PCP - WYNNEWOOD K-1 - BANK CHARGES	2.	2.		0.

PCP - WYNNEWOOD K-1 - TAXES - OTHER	3.	3.		0.
PCP - WYNNEWOOD K-1 - DEBT-FINANCED DISTRIBUTIONS	831.	831.		0.
PCP - THREE FOUNTAINS, LP - ASSET MANAGEMENT FEES	338.	338.		0.
PCP - THREE FOUNTAINS, LP - AUDIT FEES	100.	100.		0.
PCP - THREE FOUNTAINS, LP - REGISTERED AGENT FEES	2.	2.		0.
PCP - THREE FOUNTAINS, LP - TAXES - OTHER	5.	5.		0.
PCP - THREE FOUNTAINS, LP - RENTAL LOSS	253.	253.		0.
LEGACY RESERVES, LP - SECTION 59(E)(2) EXPENDITURES	65.	65.		0.
TO FORM 990-PF, PG 1, LN 23	6,653.	5,124.		4.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INDEPENDENT BANKERS ASSOCIATION	25,000.	25,000.
ACCESS 1ST CAPITAL BANK STOCK	75,000.	75,000.
SECURITIES ACCOUNT #5447-2501	862,927.	862,927.
TOTAL TO FORM 990-PF, PART II, LINE 10B	962,927.	962,927.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH 7% CUM PERP	0.	0.
BARCLAY BANK 7.75%	0.	0.
ARCH CAPITAL GROUP 6.75% PREFERRED	25,000.	25,000.
QWEST CORP 7% PREFERRED	52,140.	52,140.
BANK OF AMER 6.625% PREFERRED	50,472.	50,472.
JP MORGAN 6.7% PREFERRED	52,140.	52,140.
JP MORGAN 6.15%	49,700.	49,700.
QWEST CORP 6.625%	50,000.	50,000.
PUBLIC STORAGE 5.40%	50,000.	50,000.
QWEST CORP 6.5%	50,000.	50,000.
SOUTHERN CO 5.25%	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	429,452.	429,452.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROOKFIELD INFRASTRUCTURE PARTNERS	COST	1.	35.
LEGACY RESERVES LP	COST	0.	0.
SPRINGSTONE	COST	399,999.	394,432.
PCP - THREE FOUNTAINS, LP	COST	0.	6,087.
TOTAL TO FORM 990-PF, PART II, LINE 13		400,000.	400,554.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PCP - WYNNEWOOD, LP	39,919.	41,728.
PHOENIX CAPITAL PARTNERS	0.	5,580.
PCP - THREE FOUNTAINS, LP	0.	1,048.
TOTAL TO FORM 990-PF, PART II, LINE 22	39,919.	48,356.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 13

NAME OF MANAGER

JAMES K. NEWMAN
GLORIA A. NEWMAN

2016 Year-End Account Summary

As of Date: 02/21/17

Account Number: 5447-2501

NEWMAN FOUNDATION
700 EL PASEO ST

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or tax advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
BALL CORP SR UNSECURED CPN· 4 0000% DUE 11/15/2023 CUSIP 058498AS5	50000 00000	04/22/2015	03/29/2016	49,143 00	49,625 00	0.00	0.00	-482.00	**Box 6:** Gross Proceeds
CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND INC CUSIP 18469Q108	1107 76000	04/22/2015	03/29/2016	10,745 82	21,069 60	0.00	0 00	-10,323.78	Original Basis:22,565.07 **Box 6:** Gross Proceeds
CONOCOPHILLIPS CUSIP· 20825C104	536.06000	04/22/2015	03/29/2016	21,240 49	36,387.75	0.00	0.00	-15,147.26	**Box 6:** Gross Proceeds
GABELLI DIV & INC TR PFD 5.25% PERP MTY SER G CUM CUSIP 36242H708	2000 00000	07/12/2016	10/31/2016	51,979 27	50,636 40	0.00	0.00	1,342 87	**Box 6:** Gross Proceeds
SLM CORP SENIOR NOTES CPN 6 2500% DUE: 01/25/2016 CUSIP: 78442FEK0	50000.00000	04/22/2015	01/25/2016	50,000 00	50,000.00	0.00	0 00	0.00	Original Basis.51,485.50 **Box 6:** Gross Proceeds Redemption
VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR CUSIP 92857W308	301 93100	04/22/2015	03/29/2016	9,599.44	10,326 04	0 00	0.00	-726.60	**Box 6:** Gross Proceeds
Totals				**$192,708.02**	**$218,044.79**	**$0.00**	**$0.00**	**($25,336.77)**	

WELLS FARGO ADVISORS

2016 Year-End Account Summary

As of Date: 02/21/17

Account Number: 5447-2501

NEWMAN FOUNDATION
700 EL PASEO ST

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Please consult with your Financial Advisor or tax advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Accrued Market Discount	Wash Sale Loss Disallowed	Gain/Loss Amount	Additional Information
GE CAP CORP 4 7% PFD FIXED RATE SR NOTES DUE CPN 4.7000% DUE 05/16/2053 CUSIP 369622394	600 00000	04/22/2015	03/29/2016	15,674.06	15,360.00	0 00	0 00	314 06	Box 6: Gross Proceeds
	200.00000	04/22/2015	03/29/2016	5,224.89	5,120.00	0 00	0 00	104 89	Box 6: Gross Proceeds
Subtotals	800.00000			$20,898.95	$20,480.00	$0.00	$0.00	$418.95	
LEGACY RESERVES LP CUSIP 524707304	996 00000	04/22/2015	03/29/2016	801 76	-	0 00	0 00		Box 6: Gross Proceeds
	200.55800	04/22/2015	03/29/2016	162 45		0 00	0 00		Box 6: Gross Proceeds
Subtotals	1196.55800			$964.21	14,251.35	$0.00	$0.00	‹13,287.14›	
PUBLIC STORAGE 4 95% PFD SER D CUM PERP MTY CUSIP· 74460W735	13.00000	07/13/2016	10/31/2016	319.40	325 00	0.00	0 00	-5 60	Box 6: Gross Proceeds
	187 00000	07/13/2016	10/31/2016	4,593.74	4,675.00	0.00	0.00	-81.26	Box 6: Gross Proceeds
	1800 00000	07/13/2016	10/31/2016	44,207.76	45,000 00	0 00	0 00	-792.24	Box 6: Gross Proceeds
Subtotals	2000.00000			$49,120.90	$50,000.00	$0.00	$0.00	($879.10)	
Totals				$70,984.06	84,731.35	$0.00	$0.00	‹13,747.29›	

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
GOODYEAR TIRE & RUBBER SR UNSECURED CPN· 6.5000% DUE: 03/01/2021 CUSIP: 382550BD2	50000 00000	04/22/2015	06/13/2016	52,437.50	52,437 50	0 00	0 00	0.00	Original Basis:53,125.00 **Box 6:** Gross Proceeds Redemption
US STEEL CORP SENIOR NOTES CPN. 6 0500% DUE. 06/01/2017 CUSIP· 912909AC2	50000 00000	04/22/2015	06/09/2016	52,496 45	51,055 21	0.00	0 00	1,441.24	Original Basis.52,225 50 **Box 6:** Gross Proceeds Redemption
Totals				**$104,933.95**	**$103,492.71**	**$0.00**	**$0.00**	**$1,441.24**	

WELLS FARGO ADVISORS

2016 Year-End Account Summary

As of Date: 02/21/17

Account Number: 5447-2501

NEWMAN FOUNDATION
700 EL PASEO ST

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Accrued Market Discount	Wash Sale Loss Disallowed	Gain/Loss Amount	Additional Information
BARCLAY BANK PLC 7 75% NON CUM PERPETUAL PFD CUSIP 06739H511	2000.00000	11/30/2007	06/15/2016	50,000.00	50,000 00	0 00	0 00	0 00	**Box 6:** Gross Proceeds Redemption
MERRILL LYNCH 7% CAP PFD TRUST III PREPETUAL CUSIP· 59021F206	2000 00000	03/08/2006	01/29/2016	50,000.00	52,069 72	0.00	0.00	-2,069 72	**Box 6:** Gross Proceeds Redemption
Totals				**$100,000.00**	**$102,069.72**	**$0.00**	**$0.00**	**($2,069.72)**	

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.