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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE KARAKIN FOUNDATION

A Employer identification number
75-2692023

Number and street (or P O box number if mail is not delivered to street address) PO BOX 2079 | Room/suite

B Telephone number (see instructions)
(325) 677-6251

City or town, state or province, country, and ZIP or foreign postal code
ABILENE, TX 79604

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 117,092,318

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,663,180	1,663,180		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,412,611			
	b	Gross sales price for all assets on line 6a 27,980,182				
	7	Capital gain net income (from Part IV, line 2)		7,412,611		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 28,799				
	b	Less Cost of goods sold 21,899				
	c	Gross profit or (loss) (attach schedule)	6,900			
	11	Other income (attach schedule)	4,402,651	3,862,459		
	12	**Total.** Add lines 1 through 11	13,485,342	12,938,250		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	140,738	13,738		127,000
	15	Pension plans, employee benefits	7,378	0		7,378
	16a	Legal fees (attach schedule)	320	0		0
	b	Accounting fees (attach schedule)	44,538	31,518		12,257
	c	Other professional fees (attach schedule)	1,000	0		1,000
	17	Interest	48	0		48
	18	Taxes (attach schedule) (see instructions)	203,614	128,752		10,126
	19	Depreciation (attach schedule) and depletion	25,661	5,579		
	20	Occupancy				
	21	Travel, conferences, and meetings	4,690	0		4,690
	22	Printing and publications				
	23	Other expenses (attach schedule)	220,979	206,646		1,085
	24	**Total operating and administrative expenses.** Add lines 13 through 23	648,966	386,233		163,584
	25	Contributions, gifts, grants paid	5,562,687			5,562,687
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,211,653	386,233		5,726,271
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,273,689			
	b	**Net investment income** (if negative, enter -0-)		12,552,017		
	c	**Adjusted net income**(if negative, enter -0-)				

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	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	849,744	1,241,922	1,241,922
2	Savings and temporary cash investments	2,505,005	401,132	401,132
3	Accounts receivable ▶ 200,651			
	Less allowance for doubtful accounts ▶		200,651	200,651
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	3,000		
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	51,562,187	58,062,794	84,106,026
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,845,962	1,813,654	30,359,326
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	330,394	783,261	783,261
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	57,096,292	62,503,414	117,092,318
Liabilities 17	Accounts payable and accrued expenses	2,574	6,253	
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 ▶)	0	828,361	
23	**Total liabilities**(add lines 17 through 22)	2,574	834,614	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	57,093,718	61,668,800	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	57,093,718	61,668,800	
31	**Total liabilities and net assets/fund balances** (see instructions)	57,096,292	62,503,414	

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	57,093,718
2	Enter amount from Part I, line 27a	2	7,273,689
3	Other increases not included in line 2 (itemize) ▶	3	46,413
4	Add lines 1, 2, and 3	4	64,413,820
5	Decreases not included in line 2 (itemize) ▶	5	2,745,020
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	61,668,800

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	7,412,611
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	

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 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	5,416,791	107,479,968	0 050398
2014	4,811,586	102,852,734	0 046781
2013	4,013,611	83,810,742	0 047889
2012	3,105,099	60,981,855	0 050918
2011	2,787,378	55,612,753	0 050121

2 Total of line 1, column (d)	2	0 246107
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 049221
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	109,530,742
5 Multiply line 4 by line 3	5	5,391,213
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	125,520
7 Add lines 5 and 6	7	5,516,733
8 Enter qualifying distributions from Part XII, line 4	8	5,726,271

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	125,520
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	125,520
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	125,520
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	127,741		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	187,741
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	62,221
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 62,221	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOSEPH B MATTHEWS Telephone no ▶(325) 677-6251

Located at ▶PO BOX 2079 ABILENE TX ZIP+4 ▶79604

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

		Line	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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

			Line	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)?		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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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
	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOSEPH B MATTHEWS PO BOX 2079 ABILENE, TX 79604	PRESIDENT 0 50	0	0	0
STEPHANIE CATASCA PO BOX 26867 ALBUQUERQUE, NM 871256867	TREASURER 0 50	0	0	0
ROCH HART PO BOX 2079 ABILENE, TX 79604	SECRETARY 0 50	0	0	0
DOUGLAS D COX PO BOX 26867 ALBUQUERQUE, NM 871256867	TREASURER 0 50	0	0	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SARAH J COMERFORD PO BOX 232 CAPTAIN COOK, HI 96704	GRANTS ADMINISTRATOR 40 00	127,000	0	0

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	75,679,095
b	Average of monthly cash balances		1b	4,176,391
c	Fair market value of all other assets (see instructions)		1c	31,343,237
d	**Total** (add lines 1a, b, and c)		1d	111,198,723
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	111,198,723
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,667,981
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	109,530,742
6	**Minimum investment return.** Enter 5% of line 5		6	5,476,537

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	5,476,537
2a	Tax on investment income for 2016 from Part VI, line 5	2a 125,520		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	125,520
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,351,017
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	5,351,017
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	5,351,017

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	5,726,271
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	5,726,271
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	125,520
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,600,751

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					5,351,017
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.	2,051				
d From 2014.					
e From 2015.	167,615				
f Total of lines 3a through e.		169,666			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,726,271					
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.					5,351,017
e Remaining amount distributed out of corpus		375,254			
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		544,920			
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 instructions				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 (see instructions) . . .		0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		544,920			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .	2,051				
c Excess from 2014. . . .					
d Excess from 2015. . . .	167,615				
e Excess from 2016. . . .	375,254				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 organization 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))

JOSEPH B MATTHEWS

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

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 email 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* See Additional Data Table				
Total . . . . ▶ **3a**				5,562,687
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				2,035,119

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					
4 Dividends and interest from securities. . . .			14	1,663,180	
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					
7 Other investment income.	211110	74,911	14	4,327,740	
8 Gain or (loss) from sales of assets other than inventory			18	7,412,611	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	211110	6,900			
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		81,811		13,403,531	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 13,485,342

(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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

******	2017-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SHERRY A MASSENGILL				P00023094

Firm's name ▶ CONDLEY AND COMPANY LLP	Firm's EIN ▶75-1056027
Firm's address ▶ P O BOX 2993 ABILENE, TX 796042993	Phone no (325) 677-6251

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL LOSSES FROM K-1S	P		
ABBVIE INC COM 4,400 SHARES		2015-06-08	2016-11-17
ADIENT PLC 467 SHARES		2016-10-31	2016-11-17
AIR LEASE CORPORATION 1,200 SHARES		2012-11-27	2016-11-17
AIR LEASE CORPORATION 15,000 SHARES		2012-10-05	2016-11-17
AIR LEASE CORPORATION 2,800 SHARES		2015-08-04	2016-11-17
AIR LEASE CORPORATION 3,800 SHARES		2012-12-17	2016-11-17
ALLEGION PLC 166 SHARES		2010-09-10	2016-11-17
ALLEGION PLC 433 SHARES		2010-05-04	2016-11-17
ALLEGION PLC 600 SHARES		2011-08-16	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		38,610	-38,610
269,595		298,490	-28,895
24,772		21,755	3,017
41,903		27,175	14,728
523,793		308,681	215,112
97,775		98,699	-924
132,694		83,854	48,840
11,293		3,460	7,833
29,361		9,512	19,849
40,654		11,178	29,476

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-38,610
			-28,895
			3,017
			14,728
			215,112
			-924
			48,840
			7,833
			19,849
			29,476

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALLEGION PLC 66 SHARES		2010-10-18	2016-11-17
ALLEGION PLC 666 SHARES		2001-12-31	2016-11-17
APACHE CORP 100 SHARES		2010-10-18	2016-11-17
APACHE CORP 160 SHARES		2010-09-10	2016-11-17
APACHE CORP 190 SHARES		2010-11-23	2016-11-17
APACHE CORP 210 SHARES		2011-08-16	2016-11-17
APACHE CORP 320 SHARES		2010-05-04	2016-11-17
APACHE CORP 920 SHARES		2003-03-11	2016-11-17
BROWN-FORMAN CORPORATION 9,000 SHARES		2011-08-11	2016-11-17
CINEMARK HLDGS INC 12,500 SHARES		2016-02-11	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,517		1,550	2,967
45,148		8,082	37,066
6,138		10,538	-4,400
9,821		15,169	-5,348
11,663		20,357	-8,694
12,891		22,154	-9,263
19,643		32,599	-12,956
56,473		29,528	26,945
411,233		193,318	217,915
524,696		346,111	178,585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,967
			37,066
			-4,400
			-5,348
			-8,694
			-9,263
			-12,956
			26,945
			217,915
			178,585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CINEMARK HLDGS INC 3,500 SHARES		2016-02-11	2016-10-05
CISCO SYSTEMS INC 2,000 SHARES		2010-09-10	2016-11-17
CISCO SYSTEMS INC 4,300 SHARES		2010-08-03	2016-11-17
CISCO SYSTEMS INC 4,300 SHARES		2011-08-16	2016-11-17
CISCO SYSTEMS INC 400 SHARES		2010-10-18	2016-11-17
CME GROUP INC 4,000 SHARES		2016-01-22	2016-11-17
COCA-COLA CO 546 SHARES		2010-11-08	2016-04-19
CORE LABORATORIES NV 1,000 SHARES		2015-03-01	2016-11-17
CORE LABORATORIES NV 1,000 SHARES		2015-03-18	2016-11-17
CORE LABORATORIES NV 1,800 SHARES		2015-01-21	2016-01-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
136,363		96,911	39,452
59,158		41,501	17,657
127,189		102,552	24,637
127,189		68,740	58,449
11,832		9,492	2,340
463,391		334,976	128,415
25,296		17,081	8,215
107,247		98,514	8,733
107,247		95,354	11,893
166,928		190,707	-23,779

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			39,452
			17,657
			24,637
			58,449
			2,340
			128,415
			8,215
			8,733
			11,893
			-23,779

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CORE LABORATORIES NV 2,200 SHARES		2015-01-21	2016-11-17
CORNING INC 2,050 SHARES		2010-10-18	2016-11-17
CORNING INC 4,200 SHARES		2011-08-16	2016-11-17
CORNING INC 6,250 SHARES		2010-04-29	2016-11-17
CULLEN/FROST BANKERS INC 1,148 SHARES		2011-08-23	2016-06-28
CULLEN/FROST BANKERS INC 1,449 SHARES		2011-08-23	2016-05-03
CULLEN/FROST BANKERS INC 474 SHARES		2015-01-16	2016-11-14
CULLEN/FROST BANKERS INC 544 SHARES		2015-12-14	2016-11-14
DOLBY LABORATORIES INC 2,000 SHARES		2014-01-16	2016-08-02
DOLBY LABORATORIES INC 4,500 SHARES		2014-01-07	2016-08-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
235,944		233,087	2,857
48,410		38,890	9,520
99,182		64,456	34,726
147,592		127,543	20,049
68,233		54,419	13,814
88,788		68,687	20,101
39,390		29,952	9,438
45,207		34,264	10,943
97,686		82,397	15,289
219,793		181,049	38,744

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,857
			9,520
			34,726
			20,049
			13,814
			20,101
			9,438
			10,943
			15,289
			38,744

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DOLBY LABORATORIES INC 5,000 SHARES		2015-02-24	2016-08-02
DOVER CORP 1,400 SHARES		2005-02-07	2016-11-17
DOVER CORP 300 SHARES		2010-10-18	2016-11-17
DOVER CORP 340 SHARES		2011-08-16	2016-11-17
DOVER CORP 360 SHARES		2010-11-23	2016-11-17
DOVER CORP 500 SHARES		2010-02-04	2016-11-17
DOVER CORP 700 SHARES		2010-09-10	2016-11-17
DR HORTON INC 18,500 SHARES		2016-06-24	2016-11-17
EATON CORP PLC 1,689 SHARES		2012-11-30	2016-03-04
EATON CORP PLC 1,863 SHARES		2012-11-30	2016-01-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
244,214		202,248	41,966
98,427		44,738	53,689
21,091		13,644	7,447
23,904		16,047	7,857
25,310		16,695	8,615
35,152		18,065	17,087
49,213		29,053	20,160
530,511		562,160	-31,649
97,869		87,669	10,200
89,048		96,700	-7,652

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			41,966
			53,689
			7,447
			7,857
			8,615
			17,087
			20,160
			-31,649
			10,200
			-7,652

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EATON CORP PLC 4,200 SHARES		2015-06-08	2016-11-17
EMC CORP MASS 10,000 SHARES		2013-04-14	2016-07-18
ENGILITY HLDGS INC NEW COM 150 SHARES		2006-09-11	2016-11-17
ENGILITY HLDGS INC NEW COM 216 SHARES		2010-10-18	2016-11-17
ENGILITY HLDGS INC NEW COM 58 SHARES		2011-08-16	2016-11-17
EP ENERGY CORP 3,000 SHARES		2014-03-07	2016-11-17
EP ENERGY CORP 3,200 SHARES		2014-03-07	2016-11-17
EXPEDITORS INTERNATIONAL OF WASHINGTON INC 2,000 SHARES		2015-08-21	2016-05-04
EXPEDITORS INTERNATIONAL OF WASHINGTON INC 4,800 SHARES		2015-08-13	2016-05-03
EXPEDITORS INTERNATIONAL OF WASHINGTON INC 5,200 SHARES		2015-08-13	2016-05-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
271,116		292,481	-21,365
273,996		253,633	20,363
5,184		2,766	2,418
7,487		3,741	3,746
2,016		972	1,044
12,378		57,750	-45,372
13,203		61,836	-48,633
93,968		96,921	-2,953
230,899		234,376	-3,477
244,316		253,908	-9,592

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-21,365
			20,363
			2,418
			3,746
			1,044
			-45,372
			-48,633
			-2,953
			-3,477
			-9,592

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FIRST AMERICAN FINANCIAL CORPORATION 2,300 SHARES		2011-01-31	2016-11-17
FIRST AMERICAN FINANCIAL CORPORATION 3,000 SHARES		2011-02-01	2016-11-17
FIRST AMERICAN FINANCIAL CORPORATION 3,300 SHARES		2011-01-31	2016-09-23
FIRST AMERICAN FINANCIAL CORPORATION 4,000 SHARES		2011-02-04	2016-11-17
FIRST AMERICAN FINANCIAL CORPORATION 4,300 SHARES		2012-07-10	2016-11-17
FIRST AMERICAN FINANCIAL CORPORATION 5,000 SHARES		2011-02-07	2016-11-17
FOSSIL GROUP INC 1,000 SHARES		2014-10-23	2016-11-17
FOSSIL GROUP INC 1,200 SHARES		2015-03-23	2016-11-17
FOSSIL GROUP INC 1,600 SHARES		2015-08-04	2016-11-17
FOSSIL GROUP INC 2,000 SHARES		2014-10-15	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
87,802		36,779	51,023
114,524		47,399	67,125
134,208		52,769	81,439
152,698		63,444	89,254
164,151		73,440	90,711
190,873		78,660	112,213
34,936		101,091	-66,155
41,923		101,415	-59,492
55,897		103,250	-47,353
69,871		195,077	-125,206

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			51,023
			67,125
			81,439
			89,254
			90,711
			112,213
			-66,155
			-59,492
			-47,353
			-125,206

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FOSSIL GROUP INC 2,100 SHARES		2015-05-07	2016-11-17
FOSSIL GROUP INC 2,800 SHARES		2014-10-14	2016-11-17
FOSSIL GROUP INC 3,000 SHARES		2016-08-10	2016-11-17
FOSSIL GROUP INC 5,800 SHARES		2015-11-17	2016-11-17
FREEPORT-MCMORAN INC 3,200 SHARES		2003-03-04	2016-11-17
FREEPORT-MCMORAN INC 700 SHARES		2011-08-16	2016-11-17
GENERAL ELECTRIC CO 4,066 SHARES		2014-01-01	2016-01-06
GENERAL MILLS 1,094 SHARES		2012-07-11	2016-04-20
GENERAL MILLS 872 SHARES		2012-01-11	2016-07-01
GENERAL MTRS CO 1,469 SHARES		2014-10-16	2016-12-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
73,365		167,124	-93,759
97,820		279,324	-181,504
104,807		96,764	8,043
202,627		200,778	1,849
43,856		27,361	16,495
9,594		32,608	-23,014
123,040		103,087	19,953
67,695		42,919	24,776
62,637		34,210	28,427
53,401		44,132	9,269

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-93,759
			-181,504
			8,043
			1,849
			16,495
			-23,014
			19,953
			24,776
			28,427
			9,269

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GENERAL MTRS CO 586 SHARES		2014-10-16	2016-10-06
GENTEX CORP 19,200 SHARES		2012-12-21	2016-11-17
GENTEX CORP 20,000 SHARES		2010-10-18	2016-11-17
GENTEX CORP 6,000 SHARES		2013-03-08	2016-11-17
GENTEX CORP 6,800 SHARES		2010-10-15	2016-11-17
GILEAD SCIENCES INC 1,000 SHARES		2015-11-11	2016-11-17
GILEAD SCIENCES INC 1,600 SHARES		2015-09-15	2016-11-17
GILEAD SCIENCES INC 2,000 SHARES		2016-08-08	2016-11-17
GILEAD SCIENCES INC 2,000 SHARES		2015-10-16	2016-11-17
GILEAD SCIENCES INC 2,600 SHARES		2015-06-08	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,940		17,605	1,335
341,982		179,375	162,607
356,232		214,670	141,562
106,870		58,851	48,019
121,119		72,242	48,877
75,073		108,748	-33,675
120,117		178,091	-57,974
150,146		158,917	-8,771
150,146		204,838	-54,692
194,432		298,580	-104,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,335
			162,607
			141,562
			48,019
			48,877
			-33,675
			-57,974
			-8,771
			-54,692
			-104,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GILEAD SCIENCES INC 500 SHARES		2016-03-28	2016-11-17
GILEAD SCIENCES INC 900 SHARES		2015-09-15	2016-01-20
GILEAD SCIENCES INC 900 SHARES		2016-04-29	2016-11-17
GOLDMAN SACHS GROUP INC 1,600 SHARES		2016-01-21	2016-06-24
GOLDMAN SACHS GROUP INC 600 SHARES		2016-02-09	2016-06-24
GRACO INC 1,000 SHARES		2011-08-29	2016-11-17
GRACO INC 1,000 SHARES		2011-10-07	2016-11-17
GRACO INC 1,831 SHARES		2011-02-02	2016-11-17
GRACO INC 5,769 SHARES		2011-02-03	2016-11-17
HARLEY-DAVIDSON INC 698 SHARES		2015-07-31	2016-11-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
37,537		46,640	-9,103
78,655		100,176	-21,521
67,566		81,171	-13,605
226,863		246,144	-19,281
85,074		88,811	-3,737
81,335		38,603	42,732
81,335		36,875	44,460
148,925		73,606	75,319
469,224		231,077	238,147
41,215		40,851	364

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,103
			-21,521
			-13,605
			-19,281
			-3,737
			42,732
			44,460
			75,319
			238,147
			364

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HARTFORD FINCL SERVICES GROUP INC 2,630 SHARES		2011-08-16	2016-11-17
HARTFORD FINCL SERVICES GROUP INC 5,600 SHARES		2010-10-11	2016-11-17
HARTFORD FINCL SERVICES GROUP INC 870 SHARES		2010-11-23	2016-11-17
HARTFORD FINCL SERVICES GROUP INC 900 SHARES		2010-10-18	2016-11-17
INC RESEARCH HOLDINGS INC 2,100 SHARES		2016-05-03	2016-11-17
INC RESEARCH HOLDINGS INC 2,300 SHARES		2016-03-04	2016-11-17
INC RESEARCH HOLDINGS INC 3,100 SHARES		2016-06-15	2016-11-17
INC RESEARCH HOLDINGS INC 6,500 SHARES		2016-02-05	2016-11-17
INTEL CORP 10,000 SHARES		2012-10-31	2016-11-17
INTEL CORP 8,000 SHARES		2012-03-30	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
122,879		54,020	68,859
261,643		135,099	126,544
40,648		20,050	20,598
42,050		21,841	20,209
103,894		92,466	11,428
113,788		90,888	22,900
153,367		124,441	28,926
321,576		248,567	73,009
349,256		217,100	132,156
279,405		225,991	53,414

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			68,859
			126,544
			20,598
			20,209
			11,428
			22,900
			28,926
			73,009
			132,156
			53,414

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INTEL CORP 8,400 SHARES		2012-04-13	2016-11-17
INTERACTIVE BROKERS GROUP INC 2,500 SHARES		2016-10-05	2016-11-17
INTERACTIVE BROKERS GROUP INC 8,000 SHARES		2016-08-29	2016-11-17
JOHNSON CTLS INTL PLC 1 SHARE		1995-08-01	2016-09-06
KNOWLES CORP 150 SHARES		2010-10-18	2016-11-17
KNOWLES CORP 170 SHARES		2011-08-16	2016-11-17
KNOWLES CORP 180 SHARES		2010-11-23	2016-11-17
KNOWLES CORP 250 SHARES		2010-02-04	2016-11-17
KNOWLES CORP 350 SHARES		2010-09-10	2016-11-17
KNOWLES CORP 7,200 SHARES		2014-07-10	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
293,375		237,801	55,574
95,800		93,377	2,423
306,559		288,748	17,811
24		2	22
2,368		2,690	-322
2,683		3,163	-480
2,841		3,291	-450
3,946		3,561	385
5,524		5,727	-203
113,643		215,999	-102,356

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			55,574
			2,423
			17,811
			22
			-322
			-480
			-450
			385
			-203
			-102,356

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
KNOWLES CORP 700 SHARES		2005-02-07	2016-11-17
MAGELLAN MIDSTREAM PARTNERS LP 2,800 SHARES		2001-03-26	2016-11-17
MALLINCKRODT PUB LTD CO 106 SHARES		2010-05-04	2016-11-17
MALLINCKRODT PUB LTD CO 150 SHARES		2010-09-10	2016-11-17
MALLINCKRODT PUB LTD CO 174 SHARES		1995-08-15	2016-11-17
MALLINCKRODT PUB LTD CO 25 SHARES		2010-02-04	2016-11-17
MALLINCKRODT PUB LTD CO 25 SHARES		2010-10-18	2016-11-17
MALLINCKRODT PUB LTD CO 3,260 SHARES		2014-07-25	2016-11-17
MALLINCKRODT PUB LTD CO 59 SHARES		2010-11-23	2016-11-17
MARATHON OIL CORP 6,800 SHARES		2013-11-11	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,049		8,819	2,230
187,447		7,195	180,252
5,911		3,523	2,388
8,345		3,937	4,408
9,701		2,828	6,873
1,391		896	495
1,391		723	668
181,370		252,579	-71,209
3,303		1,770	1,533
107,300		248,407	-141,107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,230
			180,252
			2,388
			4,408
			6,873
			495
			668
			-71,209
			1,533
			-141,107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MCDONALDS CORP 95 SHARES		2010-12-20	2016-07-27
MCKESSON CORP 1,100 SHARES		2004-03-04	2016-11-17
MCKESSON CORP 200 SHARES		2010-02-04	2016-11-17
MCKESSON CORP 300 SHARES		2010-10-18	2016-11-17
MCKESSON CORP 900 SHARES		2010-09-10	2016-11-17
MEDTRONIC PLC 4,134 SHARES		2015-01-27	2016-11-17
METLIFE INC 2,880 SHARES		2014-03-14	2016-06-28
NEW WORLD FUND INC NEW 19,076 SHARES		2013-11-01	2016-12-27
NEW WORLD FUND INC NEW 6,295 SHARES		2012-12-12	2016-12-27
NEW WORLD FUND INC NEW 83 SHARES		2012-12-27	2016-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,353		7,311	4,042
154,776		30,522	124,254
28,141		12,080	16,061
42,212		18,937	23,275
126,635		53,971	72,664
334,080		315,870	18,210
107,703		149,175	-41,472
974,258		1,128,208	-153,950
321,486		339,387	-17,901
4,257		4,488	-231

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,042
			124,254
			16,061
			23,275
			72,664
			18,210
			-41,472
			-153,950
			-17,901
			-231

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NOBLE ENERGY INC 1,000 SHARES		2010-05-04	2016-11-17
NOBLE ENERGY INC 2,200 SHARES		2005-12-02	2016-11-17
NOBLE ENERGY INC 600 SHARES		2011-08-16	2016-11-17
NOBLE ENERGY INC 800 SHARES		2010-10-18	2016-11-17
NOVARTIS AG SPON ADR 1,000 SHARES		2007-01-19	2016-11-17
NOVARTIS AG SPON ADR 1,000 SHARES		2010-05-04	2016-11-17
NOVARTIS AG SPON ADR 1,000 SHARES		2011-08-15	2016-11-17
NOVARTIS AG SPON ADR 200 SHARES		2010-10-18	2016-11-17
NOVARTIS AG SPON ADR 450 SHARES		2010-02-04	2016-11-17
ONEOK PARTNERS LP 1,200 SHARES		2001-03-26	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
35,619		38,630	-3,011
78,362		41,851	36,511
21,371		26,941	-5,570
28,495		31,646	-3,151
72,013		58,543	13,470
72,013		50,302	21,711
72,013		56,326	15,687
14,403		12,041	2,362
32,406		24,613	7,793
101,386			101,386

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,011
			36,511
			-5,570
			-3,151
			13,470
			21,711
			15,687
			2,362
			7,793
			101,386

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ORACLE CORP 1,200 SHARES		2010-09-10	2016-11-17
ORACLE CORP 1,275 SHARES		2011-08-16	2016-11-17
ORACLE CORP 4,025 SHARES		2010-07-27	2016-11-17
PFIZER INC 1,000 SHARES		2010-10-18	2016-11-17
PFIZER INC 1,000 SHARES		2011-08-16	2016-11-17
PFIZER INC 1,200 SHARES		1995-08-17	2016-11-17
PFIZER INC 2,700 SHARES		2010-02-04	2016-11-17
PFIZER INC 3,800 SHARES		2010-05-04	2016-11-17
PRAXAIR INC 1,920 SHARES		1995-08-02	2016-11-17
PROCTER & GAMBLE CO 482 SHARES		2012-02-10	2016-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
47,745		30,291	17,454
50,729		35,757	14,972
160,146		99,202	60,944
31,736		17,853	13,883
31,736		18,388	13,348
38,083		9,638	28,445
85,686		49,618	36,068
120,595		66,423	54,172
222,131		31,687	190,444
42,783		30,748	12,035

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,454
			14,972
			60,944
			13,883
			13,348
			28,445
			36,068
			54,172
			190,444
			12,035

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PROCTER & GAMBLE CO 600 SHARES		2012-02-10	2016-04-01
QUANTA SERVICES INC 10,000 SHARES		2014-06-02	2016-11-17
ROCKWELL COLLINS INC 1,000 SHARES		2010-11-17	2016-02-19
ROCKWELL COLLINS INC 1,000 SHARES		2010-11-17	2016-02-29
ROCKWELL COLLINS INC 1,000 SHARES		2011-06-21	2016-11-17
ROCKWELL COLLINS INC 1,000 SHARES		2001-06-02	2016-11-17
ROCKWELL COLLINS INC 1,000 SHARES		2010-12-16	2016-11-17
ROCKWELL COLLINS INC 1,000 SHARES		2011-08-29	2016-11-17
ROCKWELL COLLINS INC 3,000 SHARES		2010-12-01	2016-11-17
ROLLINS INC 13,200 SHARES		2011-01-25	2016-01-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
49,190		38,276	10,914
316,567		337,145	-20,578
85,684		55,108	30,576
87,441		55,108	32,333
88,075		60,939	27,136
88,075		60,168	27,907
88,075		57,857	30,218
88,075		48,413	39,662
264,226		172,044	92,182
338,718		170,049	168,669

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,914
			-20,578
			30,576
			32,333
			27,136
			27,907
			30,218
			39,662
			92,182
			168,669

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WESCO INTL INC 2,000 SHARES		2005-04-25	2016-11-17
WESCO INTL INC 200 SHARES		2010-10-18	2016-11-17
WESCO INTL INC 800 SHARES		2010-09-10	2016-11-17
WESCO INTL INC 900 SHARES		2010-02-04	2016-11-17
ADT CORP COM 5,600 SHARES		2010-06-01	2016-05-02
AMERICAN CAMPUS COMMUNITIES 2,999 SHARES		2010-06-01	2016-02-17
AMERICAN CAMPUS COMMUNITIES 4,084 SHARES		2010-06-01	2016-02-05
AMERICAN CAMPUS COMMUNITIES 823 SHARES		2010-06-01	2016-03-01
CALIFORNIA RESOURCES CORP 469 SHARES		2010-06-01	2016-04-06
COCA-COLA CO 1105 SHARES		2010-06-01	2016-04-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
127,420		51,503	75,917
12,742		8,097	4,645
50,968		28,807	22,161
57,339		25,561	31,778
235,200		128,299	106,901
129,512		106,018	23,494
176,302		144,819	31,483
36,289		34,203	2,086
545		688	-143
51,194		34,864	16,330

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			75,917
			4,645
			22,161
			31,778
			106,901
			23,494
			31,483
			2,086
			-143
			16,330

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
COOPER COMPANIES INC NEW 3,200 SHARES		2010-06-01	2016-11-17
CULLEN/FROST BANKERS INC 1,099 SHARES		2010-06-01	2016-10-05
CULLEN/FROST BANKERS INC 1,314 SHARES		2010-06-01	2016-09-28
CVS HEALTH CORP 6,000 SHARES		2010-06-01	2016-11-17
DISTRIBUTION IN EXCESS OF BASIS FROM SFF ROYALTY		2010-06-01	2016-12-31
EATON CORP PLC 716 SHARES		2010-06-01	2016-03-17
EXXON MOBIL CORP 2,286 SHARES		2010-06-01	2016-11-17
HALCON RESOURCES CORPORATION 1 SHARE		2010-06-01	2016-09-13
INGERSOLL-RAND PLC 2,000 SHARES		2010-06-01	2016-11-17
JOHNSON CTLS INTL PLC 4,679 SHARES		2010-06-01	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
549,784		101,996	447,788
80,209		76,671	3,538
90,969		69,278	21,691
443,863		185,792	258,071
936			936
45,131		44,531	600
238,885		67,176	171,709
6		355	-349
433,960		134,023	299,937
208,230		102,479	105,751

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			447,788
			3,538
			21,691
			258,071
			936
			600
			171,709
			-349
			299,937
			105,751

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
KRAFT HEINZ CO 1,965 SHARES		2010-06-01	2016-11-17
L-3 COMMUNICATIONS HOLDINGS CORP 2,550 SHARES		2010-06-01	2016-11-17
MCDONALDS CORP 967 SHARES		2010-06-01	2016-07-27
METLIFE INC 5,484 SHARES		2010-06-01	2016-08-04
MICROSOFT CORP 7,000 SHARES		2010-06-01	2016-11-17
MONDELEZ INTL INC 5,900 SHARES		2010-06-01	2016-11-17
NEWFIELD EXPLORATION COS 3,600 SHARES		2010-06-01	2016-11-17
NOVARTIS AG 730 SHARES		2010-06-01	2016-11-09
PAYCHEX INC 697 SHARES		2010-06-01	2016-07-01
PAYCHEX INC 852 SHARES		2010-06-01	2016-07-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
160,377		58,777	101,600
379,630		180,168	199,462
115,560		75,705	39,855
215,013		279,648	-64,635
421,097		179,105	241,992
250,172		113,684	136,488
143,488		191,901	-48,413
53,968		41,634	12,334
41,405		22,363	19,042
50,613		25,139	25,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			101,600
			199,462
			39,855
			-64,635
			241,992
			136,488
			-48,413
			12,334
			19,042
			25,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PENTAIR PLC 780 SHARES		2010-06-01	2016-11-17
PEPSICO INC 3,200 SHARES		2010-06-01	2016-11-17
REPUBLIC SERVICES INC 7,400 SHARES		2010-06-01	2016-11-17
SABINE OIL & GAS CORPORATION 7,147 SHARES		2010-06-01	2016-08-22
TE CONNECTIVITY LTD CHF 6,500 SHARES		2010-06-01	2016-11-17
TEVA PHARMACEUTICAL INDS LTD ADR 4,829 SHARES		2010-06-01	2016-08-24
THERMO FISHER SCIENTIFIC INC 3,700 SHARES		2010-06-01	2016-11-17
AMERICAN CAMPUS COMMUNITIES 1,398 SHARES		2016-01-01	2016-03-01
CALIFORNIA RESOURCES CORP 57 SHARES		2016-01-01	2016-04-06
WELLS FARGO CO 4,025 SHARES		2016-01-01	2016-10-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
67,691			67,691
322,207		188,500	133,707
400,907		142,495	258,412
		245,757	-245,757
432,111		184,211	247,900
252,387		187,522	64,865
548,041		142,358	405,683
61,642		53,663	7,979
66		77	-11
185,145		194,354	-9,209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			67,691
			133,707
			258,412
			-245,757
			247,900
			64,865
			405,683
			7,979
			-11
			-9,209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
914,282			914,282

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			914,282

Form 990PF Part XV Line 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*				
ALBUQUERQUE HEALTHCARE FOR THE HOMELESS 1001 GOLD AVE SW ALBUQUERQUE, NM 87102	NONE	PC	HEALTH-RELATED CAUSES OF HOMELESSNESS	75,000
ALBUQUERQUE RESCUE MISSION 525 2ND ST SW ALBUQUERQUE, NM 87102	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	50,000
ALL FAITHS RECEIVING HOME INC 1709 MOON ST NE ALBUQUERQUE, NM 87112	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	125,000
ALL HANDS VOLUNTEERS ATTN SARAH HANNAFIN DEVELOPMENT DEPARTMENT MATTAPOISETT, MA 02739	NONE	PC	GLOBAL SERVICE FELLOWSHIP PROGRAM & SUPPORT EFFORTS WHEN & WHERE NEEDED	225,000
ALOHA PERFORMING ARTS COMPANY PO BOX 794 KEALAKEKUA, HI 96750	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	25,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
AMERICAN ENTERPRISE INSTITUTE 1150 17TH ST NW WASHINGTON, DC 20036	NONE	PC	SUPPORT ORGANIZATION'S ACTIVITY AND RESEARCH	25,000
ANGEL AIRLINES FOR VETERANS 4620 HAYGOOD ROAD STE 1 VIRGINIA BEACH, VA 23455	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	50,000
ARCA 11300 LOMAS BLVD NE ALBUQUERQUE, NM 87112	NONE	PC	TO ENRICH THE LIVES OF INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES	250,000
BARRETT FOUNDATION INC 10300 CONSTITUTION AVE NE ALBUQUERQUE, NM 87112	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	25,000
CAMBODIA FAMILY SUPPORT USA 493 IRVING CT TIBURON, CA 94920	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	99,778
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
CAMP BEAUSITE NORTHWEST PO BOX 1227 PORT HADLOCK, WA 98339	NONE	PC	CAPITAL GRANT	675,000
CHAB DAI USA PO BOX 6116 FOLSOM, CA 95763	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	176,202
CHRISTINA NOBLE CHILDREN'S FOUNDATION 9727 SW 138TH AVENUE MIAMI, FL 33186	NONE	PC	OPERATIONAL SUPPORT	435,000
CLNKIDS PO BOX 12786 ALBUQUERQUE, NM 87195	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	25,000
CURE INTERNATIONAL 701 BOSLER AVENUE LEMOYNE, PA 17043	NONE	PC	UNTREATED HYDROCEPHALUS	117,174
Total . . . . ▶ 3a				5,562,687

Form 990PF Part XV Line 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*				
DANIEL R SAYRE MEMORIAL FOUNDATION PO BOX 1285 KAILUA KONA, HI 96745	NONE	PC	TO HELP PURCHASE EMERGENCY RESCUE EQUIPMENT AND TRAINING FOR THE HAWAII COUNTY FIRE DEPARTMENT	25,000
DOWN HOME RANCH FOUNDATION 20250 FM 619 ELGIN, TX 78621	NONE	PC	CAPITAL PROJECTS	100,000
DOWN HOME RANCH INC 20250 FM 619 ELGIN, TX 78621	NONE	PC	CAPITAL PROJECTS	100,000
EDUCATION BURMA THAILAND PO BOX 813 NICASIO, CA 94946	NONE	PC	TO BE USED WHERE NEED THE MOST	100,000
EXPLORE AUSTIN PO BOX 203728 AUSTIN, TX 787203728	NONE	PC	ORGANIZATIONAL NEEDS	25,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
FIRST LOVE INTERNATIONAL MINISTRIES PO BOX 15836 LOVES PARK, IL 61132	NONE	PC	WORK WITH CHILDREN LIVING IN THE ORPHANAGES OF UKRAINE	25,000
FOLDS OF HONOR FOUNDATION 7 PALOMAR ROAD PLACITAS, NM 87043	NONE	PC	PATRIOT GALA	35,000
FRIENDS OF BONOBOS CARE OF E NAUGHTON 1627 W 26TH ST MINNEAPOLIS, MN 55405	NONE	PC	OPERATIONAL SUPPORT	97,000
GATHERING PLACE PO BOX 625 PORT HADLOCK, WA 98339	NONE	PC	BRING STAFF ON AND PURCHASE EQUIPMENT CRITICAL TO OPERATIONS	10,000
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	391,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
INJURED MARINE SEMPER FI FUND BOX 555193 CAMP PENDLETON, CA 92055	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	200,000
JOY JUNCTION PO BOX 27693 ALBUQUERQUE, NM 871257693	NONE	PC	TO BE USED WHERE NEEDED THE MOST	75,000
JUMPING MOUSE CHILDRENS CENTER 1809 SHERIDAN STREET PORT TOWNSEND, WA 98368	NONE	PC	PROVIDE MENTAL HEALTH THERAPY	50,000
KIDS AT RISK - CAMBODIA 30 RICHMOND AVENUE WEST HAVEN, CT 065165842	NONE	PC	BASIC NEEDS OF HOMELESS, ORPHANED AND DISABLED CHILDREN	251,000
MANHATTAN INST FOR POLICY RESEARCH 52 VANDERBILT AVE NEW YORK, NY 10017	NONE	PC	TO FUND THE ORGANIZATIONS ACTIVITIES AND RESEARCH	25,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
MANNA SOUP KITCHEN PO BOX 1196 DURANGO, CO 81302	NONE	PC	OPERATING EXPENSES	50,000
METROPOLITAN ST UNIV OF DENVER PO BOX 173362 DENVER, CO 80217	NONE	PC	TO FUND SCHOLARSHIPS FOR LOW-INCOME AND NON-TRADITIONAL STUDENTS MAJORING IN ACCOUNTING AND FINANCE	25,000
MONTCLAIR STATE UNIVERSITY FOUNDATION 1 NORMAL AVENUE MONTCLAIR, NJ 07043	NONE	PC	FOSTER CARE STUDENT PROGRAM	25,000
NORTHWEST MARITIME CENTER 431 WATER STREET PORT TOWNSEND, WA 98368	NONE	PC	CAPACITY BUILDING	100,000
NORTHWEST STRAITS FOUNDATION 1155 NORTH STATE STREET STE 402 BELLINGHAM, WA 98225	NONE	PC	DERELICT FISHING GEAR PROGRAMS	25,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
OLYMPIC COMMUNITY ACTION PRESERVATION 823 COMMERCE LOOP PORT TOWNSEND, WA 983682904	NONE	PC	OLYCAP'S SENIOR NUTRITION PROGRAM	116,673
PB&J FAMILY SERVICES INC 1101 LOPEZ RD SW ALBUQUERQUE, NM 87105	NONE	PC	HELPING AT-RISK CHILDREN AND THEIR FAMILIES	100,000
PORT TOWNSEND SCHOOL OF WOODWORKING AND PRESERVATION TRADES FORT WORDEN STATE PARK 200 BATTERY WAY PORT TOWNSEND, WA 98368	NONE	PC	SUPPORT EFFORTS WHEN & WHERE NEEDED	15,600
RONALD MCDONALD HOUSE CHARITY ONE KROC DR OAK BROOK, IL 60523	NONE	PC	SUPPORT PROGRAMS THAT DIRECTLY IMPROVE THE HEALTH AND WELL-BEING OF CHILDREN	50,000
SIGN FRACTURES CARE INTERNATIONAL 2950 GEORGE WASHINGTON WAY RICHLAND, WA 99352	NONE	PC	SUPPORT THE ORGANIZATION'S EXPANSION TO TREAT PELVIC FRACTURES, SPINAL TRAUMA AND FOOT AND ANKLE TRAUMA AS WELL AS CONTINUE WORKING TOWARD YOUR VISION OF CREATING EQUALITY OF FRACTURE CARE THROUGHOUT THE WORLD	580,000
Total . . . . ▶ **3a**				5,562,687

Form 990PF Part XV Line 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*				
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK, NY 10010	NONE	PC	REPAIR CLEFT LIP AND PALATES AROUND THE WORLD	100,000
ST JUDE CHILDRENS RESEARCH 262 DANNY THOMAS PI MSC 512 MEMPHIS, TN 381053678	NONE	PC	PROTON THERAPY CENTER	25,000
ST MARTIN'S HOSPITALITY CENTER PO BOX 27258 ALBUQUERQUE, NM 87125	NONE	PC	ASSISTING THE HOMELESS AND NEAR HOMELESS PEOPLE BY PROVIDING RESOURCES, OPPORTUNITIES, AND HOPE	125,000
THE ARC OF KONA PO BOX 12786 KEALAKEKUA, HI 96750	NONE	PC	SUPPORT PROGRAMS THAT HELP PEOPLE WITH DISABILITIES ACHIEVE THE FULLEST POSSIBLE INDEPENDENCE	83,260
THE LAWRENCEVILLE SCHOOL BOX 6125 LAWRENCEVILLE, NJ 08648	NONE	PC	PLACEMENT ADVISOR AND OPERATING SUPPORT	55,000
Total . . . . ▶ 3a				5,562,687

Form 990PF Part XV Line 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*				
THE MAUI FARM INC PO BOX 1776 MAKAWAO, HI 96768	NONE	PC	SUPPORT THE MISSIONS AND PROGRAMS	25,000
USO INC 2111 WILSON BLVD SUITE 1200 ARLINGTON, VA 22201	NONE	PC	SUPPORT THE MISSIONS AND PROGRAMS	10,000
WASHINGTON TRUST FOR HISTORIC STIMSON-GREAT MANSION 1204 MINOR AVENUE SEATTLE, WA 98101	NONE	PC	TO FUND THE ORGANIZATIONS HISTORICAL PRESERVATION EFFORTS IN WASHINGTON	15,000
WORLDWIDE ORPHANS FOUNDATION 515 VALLEY STREET SUITE 201 MAPLEWOOD, NJ 07040	NONE	PC	TO ADDRESS THE NEEDS OF ORPHANED CHILDREN AND MAINTAIN PROGRAM EXCELLENCE AT THE ADDIS ABABA CHILDREN'S ACADEMY	150,000
Total . . . . ▶ **3a**				5,562,687

TY 2016 Accounting Fees Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	44,538	31,518		12,257

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TY 2016 Investments Corporate Stock Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVE INC	0	0
ADT CORP COM	0	0
AIR LEASE CORPORATION CL A	0	0
ALLEGION PLC	0	0
AMEN PROPERTIES COMMON	158,402	244,881
AMERICAN BALANCED FUND CLASS A	4,095,579	4,047,215
AMERICAN CAMPUS COMMUNITIES	0	0
AMERICAN FDS DEVELOPING WORLD GROWTH & INCOME FD CL A	4,015,647	4,042,741
AMGEN INCORPORATED	467,822	420,208
APACHE CORP	0	0
APPLE COMPUTER, INC	422,917	668,861
AT&T INC.	326,545	438,910
BLACKROCK INC.	287,924	486,330
BROWN FORMAN CORP-CL B	0	0
CAPITAL INCOME BUILDER CL A	4,037,363	4,100,824
CAPITAL WORLD GROWTH & INC FND	4,423,558	4,372,951
CHEVRON CORPORATION	488,215	567,549
CISCO SYSTEMS INC	0	0
CISCO SYSTEMS INC	358,803	494,943
COCA-COLA CO	275,996	314,889
CONCHO RESOURCES, INC	538,753	8,929,814
COOPER COMPANIES INC	0	0
CORE LABORATORIES	0	0
CORNING INC UNSOLICITED	0	0
CULLEN/FROST BANKERS INC	0	0
CVS CAREMARK CORP	0	0
DISCOVER FINANCIAL SERVICES	421,387	563,095
DISNEY WALT CO	306,182	321,623
DOLBY LABORATORIES INC	0	0
DOVER CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUPONT E1 DE NEMOURS & C	219,155	332,796
EATON CORP	0	0
EATON CORP	139,099	144,579
EMC CORP MASS UNSOLICITED	0	0
ENGILITY HLDGS INC	0	0
EP ENERGY CORP	0	0
EXPEDITORS INTERNATIONAL	0	0
EXXON/MOBIL CORP	0	0
FIRST AMER FIN. CORP	0	0
FIRST FIN. BANKSHARES	606,173	12,836,710
FOSSIL GROUP	0	0
FRANKLIN INCOME SERIES CL A	4,017,857	4,143,415
FREEPORT-MCMORAN COPPER	0	0
GENERAL ELECTIC CO.	376,062	455,546
GENERAL MILLS	186,616	216,257
GENERAL MOTORS CO.	239,743	264,923
GENTEX CORP	0	0
GILEAD SCIENCES INC.	0	0
GILEAD SCIENCES INC.	0	0
GILEAD SCIENCES INC.	369,902	280,138
GRACO INC SOLICITED	0	0
GROWTH FUND AMERICA INC.	5,088,591	4,921,794
HALCON RESOURCES	982,978	14,421
HARLEY-DAVIDSON INC	257,691	256,404
HARTFORD FINCL SVCS GRP	0	0
HOME DEPOT INC	249,358	262,395
INCOME FUND OF AMERICA INC CLASS A	4,032,680	4,079,230
INGERSOLL-RAND PLC	0	0
INTEL CORP	341,532	502,521
INTEL CORP SOLICITED	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	338,191	539,759
JP MORGAN CHASE & CO	407,925	731,480
KNOWLES CORP	0	0
KRAFT FOODS INC CL A	0	0
L3 COMMUNICATIONS HLDS	0	0
LOCKHEED MARTIN CORP	118,611	354,415
MAIN STREET CAPITAL	1,454,389	4,788,123
MALLINCKRODT PUB LTD	0	0
MARATHON OIL CORP	0	0
MCDONALDS CORP	260,870	336,191
MCKESSON CORP	0	0
MEDTRONIC PLC	0	0
MERCK & CO INC	296,860	379,299
METLIFE INC	0	0
MICROSOFT CORP UNSOLICITED	0	0
MICROSOFT CORP UNSOLICITED	249,159	563,921
MONDELEZ INTL INC	0	0
NEW PERSPECTIVE FUND INC.	4,723,075	4,471,052
NEW WORLD FUND	2,746,752	2,591,256
NEWFIELD EXPLORATION COS	0	0
NOBLE ENERGY INC	0	0
NOVARTIS AG	339,571	370,319
NOVARTIS AG SPON	0	0
OASIS PETROLEUM INC	44,963	30,280
OCCIDENTAL PETROLEUM CORP	465,312	400,455
ORACLE CORP	0	0
PAYCHEX INC	67,438	145,625
PEPSICO INC	0	0
PEPSICO INC	306,156	432,540
PFIZER INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PNC FIN. SVC GROUP INC	215,383	450,530
PPL CORP	344,528	367,434
PRAXAIR INC	0	0
PROCTOR & GAMBLE CO	130,932	139,152
QUALCOMM INCORPORATED	396,689	362,642
QUANTA SERVICES INC	0	0
QUICKSILVER RESOURCES	0	0
RECEPTOR LOGIC, INC.	39,410	110,041
ROCKWELL COLLINS INC	0	0
ROLLINGS INC	0	0
SABINE OIL & GAS	0	0
SCHLUMBERGER LTD.	233,652	260,917
STARBUCKS CORP	127,580	130,305
TE CONNECTIVITY LTD	0	0
TEVA PHARMACEUTICAL	254,941	200,028
THERMO FISHER SCIENTIFIC	0	0
TIFFANY & CO	233,632	294,621
TOTAL SA SPONSORED ADR	400,118	374,120
TRANSATLANTIC PETROLEUM	37,352	5,087
TYCO INTL LTD.	0	0
UNION PAC CORP	326,791	359,666
UNITED PARCEL SERVICE	329,669	489,169
VERIZON COMMUNICATIONS	409,035	430,350
WASHINGTON MUTUAL INVS FUND	4,807,362	5,008,742
WELLS FARGO	223,918	262,544
WESCO INTL INC	0	0

TY 2016 Investments - Other Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AUXANO BIOMEDICAL LLC	AT COST	863	0
BI RAIL LLC	AT COST	34,548	0
BUCHANAN INVESTMENTS ALTERENERGY LLC	AT COST	169,813	897,138
CENTRAL PARK 91	AT COST	33,674	58,906
DORCHESTER MINERALS	AT COST	298,906	2,110,423
ENCAP ENERGY CAPITAL FUND VI-B, LP	AT COST	303,470	62,921
ENCAP ENERGY CAPITAL FUND VII-B, LP	AT COST	622,822	119,537
FREESTONE METALS PARTNERS LP	AT COST	10,711	44,435
FREESTONE PARTNERS II, LP	AT COST	3,545	0
HOG PARTNERSHIP	AT COST	74,656	222,000
HUMANA WEST LTD.	AT COST	37,410	35,277
MDJ MINERALS	AT COST	27,839	20,000,000
MINERAL INTEREST	AT COST	0	6,482,729
N3 OPPORTUNITY FUND I LP	AT COST	38,706	22,077
SFF ROYALTIES	AT COST	0	276,880
TEJON HALCON PARTNERS - FAIR MARKET VALUE	AT COST	0	647
TOLEDO ENERGY PARTNERS	AT COST	151,841	71
WESTECH VENTURES I, LP	AT COST	4,850	26,285

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TY 2016 Legal Fees Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	320	0		0

TY 2016 Other Assets Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FIT ESTIMATES	195,672	183,261	183,261
CASH VALUE OF LIFE INSURANCE	134,719	0	0
DODGCO INC	3	0	0
LIFE INSURANCE PROCEEDS RECEIVABLE	0	600,000	600,000

TY 2016 Other Decreases Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Description	Amount
NONDEDUCTIBLE EXPENSES	738
DISALLOWED AT-RISK LOSS/CPC LION FUND I	48
DISALLOWED AT-RISK LOSS/TEJON HALCON PARTNERS	828,286
BASIS CORRECTION OF DONATED ASSETS	1,915,948

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TY 2016 Other Expenses Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE EXPENSE - OTHER	4,528	4,528		0
INSURANCE EXPENSE - LIFE	12,990	0		0
INVESTMENT FEES	194,933	194,933		0
MISCELLANEOUS	510	0		510
OFFICE EXPENSE	814	0		556
OTHER ROYALTY EXPENSES	7,183	7,183		0
PAYROLL SERVICE FEES	21	2		19

TY 2016 Other Income Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	1,124,028	1,124,028	1,124,028
LEASE BONUS	24,000	24,000	24,000
PARTNERSHIP INCOME	2,714,431	2,714,431	2,714,431
PARTNERSHIP INCOME-UBI PORTION	74,911	0	74,911
LIFE INSURANCE PROCEEDS	465,281	0	465,281

TY 2016 Other Increases Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Description	Amount
ADDITIONAL PERCENTAGE DEPLETION	16,023
ALLOWED AT-RISK LOSS/ONEOK PARTNERS	30,390

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TY 2016 Other Liabilities Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Description	Beginning of Year - Book Value	End of Year - Book Value
NEGATIVE BASIS IN CARSON PRIVATE CAPITAL/LION FUND I	0	75
NEGATIVE BASIS IN TEJON HALCON PARTNERS	0	828,286

TY 2016 Other Professional Fees Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	1,000	0		1,000

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TY 2016 Taxes Schedule

Name: THE KARAKIN FOUNDATION

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY PRODUCTION TAX	49,254	49,254		0
STATE WITHHOLDING ON ROYALTIES	33	33		0
AD VALOREM TAXES	46,997	46,997		0
INCOME & EXCISE TAX	62,411	0		0
FOREIGN TAX WITHHELD	31,262	31,262		0
STATE INCOME TAX EXPENSE	2,325	0		0
PAYROLL TAXES	11,332	1,206		10,126