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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	30,328	66,711	66,711
	2	Savings and temporary cash investments	358,791	96,243	96,243
	3	Accounts receivable ▶ <u>47,152</u>			
		Less allowance for doubtful accounts ▶ _____	24,615	47,152	47,152
	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	2,511	8,524	8,522
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,672,067	14,711,443	14,711,443
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ <u>193,537</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>56,220</u>	141,172	137,317	144,951	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	14,503	14,503	74,360	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,243,987	15,081,893	15,149,382	
Liabilities	17	Accounts payable and accrued expenses	29,097	629	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	29,097	629	
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	14,214,890	15,081,264	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	14,214,890	15,081,264	
	31	Total liabilities and net assets/fund balances (see instructions) .	14,243,987	15,081,893	

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	14,214,890
2	Enter amount from Part I, line 27a	2	73,520
3	Other increases not included in line 2 (itemize) ▶ _____	3	792,854
4	Add lines 1, 2, and 3	4	15,081,264
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,081,264

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a LKCM S/T GAINS/LOSSES (SEE SCH#3)	P	2016-01-01	2016-12-31
b LKCM L/T GAINS/LOSSES (SEE SCH#3)	P	2000-01-01	2016-12-31
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 341,189		349,859	-8,670
b 2,037,744		1,592,086	445,658
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-8,670
b			445,658
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	436,988
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	343,016	14,484,019	0 02368
2014	244,971	13,964,733	0 01754
2013	270,556	11,963,073	0 02262
2012	337,938	10,316,755	0 03276
2011	270,990	9,426,712	0 02875

2 Total of line 1, column (d)	2	0 125343
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 025069
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,196,180
5 Multiply line 4 by line 3	5	355,884
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,982
7 Add lines 5 and 6	7	361,866
8 Enter qualifying distributions from Part XII, line 4	8	518,644

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	5,982
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	5,982
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,982
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	36,280
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	36,280
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	30,298
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 6,000 Refunded ▶	11	24,298

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	Yes	
14	The books are in care of ► RACHEL LARSON Telephone no ► (903) 592-3811			

Located at **►** PO BOX 689 TYLER TX ZIP+4 **►** 75710

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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		No
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

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)? ☐ Yes ☒ No 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	5b	No	
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? ☐ Yes ☒ No	6b	No	
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? ☐ Yes ☒ No	7b	No	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible]

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

[illegible]

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

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	13,876,991
b	Average of monthly cash balances.	1b	306,656
c	Fair market value of all other assets (see instructions).	1c	228,718
d	Total (add lines 1a, b, and c).	1d	14,412,365
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	
3	Subtract line 2 from line 1d.	3	14,412,365
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	216,185
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,196,180
6	Minimum investment return. Enter 5% of line 5.	6	709,809

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	709,809
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,982
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,982
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	703,827
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	703,827
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	703,827

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	518,644
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	518,644
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	5,982
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	512,662

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				703,827
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>518,644</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				518,644
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				185,183
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))	
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 e-mail address of the person to whom applications should be addressed BARBARA FAIR PO BOX 689 TYLER, TX 75710 (903) 510-6535	
b The form in which applications should be submitted and information and materials they should include LETTER	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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 <i>Paid during the year</i> VARIOUS SEE SCHEDULE 1 TYLER, TX 75710		PUB & GOV	GENERAL OPERATIONS - SEE SCHEDULE 1	517,200
Total			▶ 3a	517,200
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	17	
4 Dividends and interest from securities.			14	221,868	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	22,129	
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	31,505	
8 Gain or (loss) from sales of assets other than inventory			18	436,988	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .				712,507	
13 Total. Add line 12, columns (b), (d), and (e).			13		712,507

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name Deborah R Jordan	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00187426
	Firm's name ▶ SQUYRES JOHNSON SQUYRES & CO LLP				Firm's EIN ▶
	Firm's address ▶ 821 ESE LOOP 323 STE 100 TYLER, TX 75701				Phone no (903) 597-2021

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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	Expense account, (e) other allowances
MEL LOVELADY	Director 0 00	0		
P O BOX 689 TYLER, TX 75710				
RANDY ROBERTS	Director 0 00	0		
P O BOX 689 TYLER, TX 75710				
SHERRI HARRIS	Sec/Treasurer 5 00	0		
P O BOX 689 TYLER, TX 75710				
HAROLD BEAIRD	Director 0 00	0		
P O BOX 689 TYLER, TX 75710				
ALLEN FAIR	Director 0 00	0		
P O BOX 689 TYLER, TX 75710				
RACHEL LARSON	Asst Sec-Treas 5 00	6,950		
P O BOX 689 TYLER, TX 75710				
JOHN R BOB GARRETT	Vice President 5 00	0		
P O BOX 689 TYLER, TX 75710				
BARBARA KING FAIR	President 10 00	0		
P O BOX 689 TYLER, TX 75710				

TY 2016 Accounting Fees Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	8,453	8,453	0	0

TY 2016 Investments - Land Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Improvements	57,817	56,220	1,597	
Land	135,720		135,720	144,951

TY 2016 Other Expenses Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	683	683		
INSURANCE	2,608	2,608		
Rental Expenses	6,056	6,056		
ROYALTY OTHER DEDUCTIONS	811	811		

TY 2016 Other Income Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	31,505	31,505	

TY 2016 Other Professional Fees Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	75,231	75,231	0	0

TY 2016 Taxes Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAX-ROYALTIES	1,983	1,983		
EXCISE TAXES	6,001			
GROSS PRODUCTION TAX	996	996		
payroll taxes	2,955	2,719		236
STATE TAXES	10	10		

Realized Gain/Loss

01/01/2016 - 12/31/2016

Purchase Sell

Gain/Loss

Date	Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
1/1/1955	1/19/2016	1	TENET HEALTHCARE CLASS AC	0.00	75.18	0.00	75.18
5/5/2014	3/16/2016	2,000	MERCK & COMPANY INC	116,023.78	104,210.78	0.00	(11,813.00)
6/25/1991	3/16/2016	100	PROCTER & GAMBLE COMPANY	970.47	8,064.67	0.00	7,094.20
10/16/2012	3/16/2016	5,500	SUNTRUST BANKS INC	156,851.20	205,522.09	0.00	48,670.89
12/3/2012	3/16/2016	500	SUNTRUST BANKS INC	3,588.95	18,502.01	0.00	14,913.06
7/25/2013	3/16/2016	500	SUNTRUST BANKS INC	17,457.45	18,502.01	0.00	1,044.56
7/27/2005	3/16/2016	400	THERMO FISHER SCIENTIFIC	13,204.93	55,195.84	0.00	41,990.91
9/9/2005	3/16/2016	100	THERMO FISHER SCIENTIFIC	3,122.00	13,798.96	0.00	10,676.96
3/10/2009	4/26/2016	200	APPLE INC	2,462.51	20,792.60	0.00	18,330.09
9/29/2002	4/26/2016	200	THERMO FISHER SCIENTIFIC	6,244.00	29,190.41	0.00	22,946.41
12/16/2013	4/26/2016	2,000	V F CORPORATION	117,197.55	126,789.66	0.00	9,592.11
11/24/2014	4/26/2016	500	V F CORPORATION	36,982.45	31,697.42	0.00	(5,285.03)
3/20/2015	4/26/2016	500	V F CORPORATION	37,458.45	31,697.42	0.00	(5,761.03)
4/29/2015	4/26/2016	600	V F CORPORATION	43,967.95	38,036.90	(5,931.05)	0.00
8/14/2007	5/10/2016	500	AMERICAN EXPRESS COMPANY	29,380.39	32,204.22	0.00	2,823.83
10/22/2007	5/10/2016	500	AMERICAN EXPRESS COMPANY	28,340.95	32,204.22	0.00	3,863.27
12/31/2007	5/10/2016	400	AMERICAN EXPRESS COMPANY	20,341.95	25,763.38	0.00	5,421.43
3/12/2008	5/10/2016	600	AMERICAN EXPRESS COMPANY	25,915.93	38,645.06	0.00	12,729.13
7/23/2013	5/10/2016	1,000	AMERICAN EXPRESS COMPANY	74,690.25	64,408.44	0.00	(10,281.81)
7/30/2013	5/10/2016	500	AMERICAN EXPRESS COMPANY	37,642.45	32,204.22	0.00	(5,438.23)
4/9/2015	5/10/2016	500	AMERICAN EXPRESS COMPANY	29,423.95	23,384.42	0.00	(6,039.54)
9/8/2015	5/10/2016	500	FMC CORPORATION	21,148.95	23,384.42	2,235.47	0.00
9/29/2005	5/10/2016	200	THERMO FISHER SCIENTIFIC	6,244.00	29,662.40	0.00	23,418.40
6/25/1991	5/24/2016	900	PROCTER & GAMBLE COMPANY	8,734.21	73,055.96	0.00	64,321.75
10/10/2013	7/7/2016	3,000	COMERICA INC	118,986.85	121,515.68	0.00	2,528.83
12/19/2013	7/7/2016	1,000	COMERICA INC	45,968.95	40,595.23	0.00	(5,373.72)
8/15/2014	7/7/2016	1,000	COMERICA INC	48,656.95	40,595.23	0.00	(8,061.72)
11/11/2015	7/7/2016	200	MARTIN MARIETTA MATERIALS	30,954.95	38,990.60	8,035.65	0.00
12/10/2015	7/7/2016	3,000	NIKE INC	192,992.95	167,408.30	(25,584.65)	0.00
12/19/2013	7/7/2016	1,800	WALGREENS BOOTS ALLIANCE INC	102,946.03	146,774.45	0.00	43,828.42
3/10/2009	12/2/2016	800	APPLE INC	5,850.05	87,745.54	0.00	77,895.49
8/10/2015	12/2/2016	3,000	ABBOTT LABORATORIES	152,225.95	113,886.55	0.00	(38,339.40)
9/8/2015	12/2/2016	1,000	ABBOTT LABORATORIES	43,743.15	37,962.18	0.00	(5,780.97)
11/11/2015	12/2/2016	1,000	ABBOTT LABORATORIES	45,837.95	37,962.18	0.00	(7,875.77)

Realized Gain/Loss

01/01/2016 - 12/31/2016

Purchase	Date	Date	Quantity	Security	Cost Basis	Proceeds	Gain/Loss	
							Short Term	Long Term
	12/01/2015	12/22/2016	56	ADVANSIX INC	756.90	1,075.71	318.84	0.00
	4/26/2016	12/22/2016	200	BERKSHIRE HATHAWAY INC	29,278.35	31,754.56	2,476.21	0.00
	5/10/2016	12/22/2016	500	JPMORGAN CHASE & CO	30,755.05	40,538.87	9,779.92	0.00
	7/27/2009	12/22/2016	1,000	VERSUM MATERIAL	12,134.43	24,506.12	0.00	12,371.69
	8/19/2015	12/22/2016	50	AMAZON.COM INC	26,339.48	38,219.72	0.00	11,880.24
	11/2/2012	12/22/2016	5,400	WELLS FARGO & COMPANY	183,219.25	301,131.14	0.00	117,911.89
	12/3/2012	12/22/2016	600	WELLS FARGO & COMPANY	9,825.95	33,459.02	0.00	13,560.07
Total Realized Gain/Loss					\$1,941,945.51	\$2,378,933.77	(\$8,669.62)	\$445,657.87

Net Realized Gain/Loss

\$436,988.26

**SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2016**

<u>CASH CONTRIBUTIONS</u>	<u>2016</u>
<u>COMMUNITY SERVICES AND OTHER ACTIVITIES</u>	
Boy Scouts of America 1331 East Fifth Street Tyler, TX 75701	\$ 9,700
The Mentoring Alliance 325 S Broadway Ave Tyler, TX 75702	30,000
CASA for Kids of East Texas, Inc 318 E Fifth St Tyler, TX 75701	3,000
East Texas Food Bank P O Box 6974 Tyler, TX 75711	50,000
East Texas Communities Foundation 315 N Broadway Ave , #210 Tyler, TX 75702	10,000
East Texas Crisis Center P O Box 7060 Tyler, TX 75711	1,000
The First Tee of Greater Tyler 2000 W Front Street Tyler, TX 75702	12,000
Goodwill Industries 409 W Locust Tyler, TX 75702	5,000
Habitat for Humanity 324 E Locust Street Tyler, TX 75702	5,000
Junior Achievement of Tyler 2737 S Broadway, Suite 207 Tyler, TX 75701	1,000
Mane Mission 3933 FM 344E Tyler, TX 75703	2,500
Meals on Wheels Ministry, Inc 3001 Robertson Road Tyler, TX 75701	4,000

CASH CONTRIBUTIONS - CONT'D

**SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2016**

	<u>2016</u>
<u>COMMUNITY SERVICES AND OTHER ACTIVITIES - CONT'D</u>	
PATH - People Attempting to Help 402 W Front Street Tyler, TX 75702	\$ 20,000
Samritan Counseling Center 218 N College Ave Tyler, TX 75702	20,000
Simply Grace P O Box 180172 Dallas, TX 75034	2,500
Tyler Day Nursery 2901 West Gentry Parkway Tyler, TX 75702	2,000
United Way of Tyler/Smith Co 4000 South Park Dr Tyler, Tx 75703	50,000
Total Community Services	<u>\$ 227,700</u>

MEDICAL ORGANIZATIONS

Alzheimer's Alliance of Smith County 211 Winchester Tyler, TX 75701	\$ 2,000
American Cancer Society, Inc 1301 S Broadway Ave Tyler, TX 75701	5,000
Bethesda Heath Clinic 409 W Ferguson St Tyler, TX 75702	1,500
Cancer Foundation for Life, Inc P O Box 130849 Tyler, TX 75713	41,500
Cystic Fibrosis Foundation 122 S College Ave Tyler, TX 75702	2,500
Hospice of East Texas 4111 University Blvd Tyler, Tx 75701	5,500

CASH CONTRIBUTIONS - CONT'D

**SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2016**

	<u>2016</u>
<u>MEDICAL ORGANIZATIONS - CONT'D</u>	
Meadows Mental Health Policy Institute 2800 Swiss Avenue Dallas, TX 75204	\$ 10,000
Oklahoma City Children's Hospital Linzy Hall Oklahoma City, OK 73116	2,500
Therapet P O Box 130118 Tyler, TX 75713	500
University of Texas Health Science Center @ Tyler 11937 US Highway 271 Tyler, TX 75708	10,000
Total Medical Organizations	<u>\$ 81,000</u>
<u>CHURCH & RELIGIOUS ACTIVITIES</u>	
Flint Baptist Church 11131 FM 2868W Flint, TX 75762	\$ 2,500
Marvin United Methodist Church 300 W Erwin St Tyler, TX 75702	10,000
Refuge of Light P O Box 132703 Tyler, TX 75713	2,500
Saint Paul Children's Foundation, Inc P O Box 1238 Tyler, TX 75710	20,000
The Salvation Army 633 N Broadway Tyler, TX 75702	3,000
Troup United Methodist Church 202 E Duval Street Troup, TX 75789	4,000
Total Church and Religious Activities	<u>\$ 42,000</u>

CASH CONTRIBUTIONS - CONT'D

EDUCATIONAL ACTIVITIES

**SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2016**

	<u>2016</u>
Bishop T K Gorman Catholic Schools 1405 ESE Loop 323 Tyler, TX 75701	\$ 25,000
Camp Tyler Foundation P O Box 1916 Whitehouse, TX 75791-1916	2,500
Literacy Council of Tyler 1530 S Southwest Loop 323 #20 Tyler, TX 75701	2,000
Stephen F Austin St Univ P O Box 6092 SFA Nacogdoches, TX 75962	25,000
Texas College Legacy Scholarship 2404 North Grand Avenue Tyler, TX 75702	2,500
Tyler A&M Club P O Box 7584 Tyler, TX 75711	500
Tyler Junior College P O Box 9020 Tyler, Tx 75711-9020	1,000
University of Texas at Tyler 3900 University Blvd Tyler, TX 75799	2,500
University of Texas at Tyler Foundation P O Box 250 Austin, TX 78767-0250	50,000
Total Educational Activities	<u>\$ 111,000</u>

CIVIC & MISCELLANEOUS CONTRIBUTIONS

City of Tyler 212 North Bonner Avenue Tyler, TX 75702	\$ 6,000
Discovery Science Place 308 North Broadway Avenue Tyler, TX 75702-5711	1,000

CASH CONTRIBUTIONS - CONT'D

**SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2016**

	<u>2016</u>
<u>CIVIC & MISCELLANEOUS CONTRIBUTIONS - CONT'D</u>	
Heart of Tyler, Inc 110 N College Tyler, TX 75702	\$ 6,000
Historic Aviation Memorial Museum 150 Airport Drive Tyler, TX 75704	10,000
Leadership Tyler 315 N Broadway Ave Tyler, TX 75702	5,000
Smith County Historical Society 125 South College Avenue Tyler, TX 75702	2,000
Sport Tyler 315 N Broadway Ave Tyler, TX 75702	5,000
Tyler Area Business Education Council 315 N Broadway Ave Tyler, TX 75702	5,000
Tyler Economic Development Council 315 N Broadway, Third Floor Tyler, TX 75702	15,000
Tyler Police Foundation 711 West Ferguson Tyler, TX 75702	500
Total Civic & Miscellaneous Contributions	<u>\$ 55,500</u>
 TOTAL CASH CONTRIBUTIONS	 <u><u>\$ 517,200</u></u>

None of the donees above are related by blood, marriage or employment to any disqualified person of this Foundation