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Return of Private Foundation

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

OMB No 1545-0047

2016

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2016 or tax year beginning

and ending

Name of foundation

A Employer identification number

The Priddy Foundation

75-6029882

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

807 Eighth Street

1010

B Telephone number

940-723-8720

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

Wichita Falls, TX 76301

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 changeD 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 foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

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

\$ 222,257,198.73 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received	37710915.93		N/A	
2	Check ☐ If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	259.11	259.11		Statement 1
4	Dividends and interest from securities	2,959,853.81	2,809,063.68		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,277,828.75			
b	Gross sales price for all assets on line 6a	50208994.05			
7	Capital gain net income (from Part IV, line 2)		5,277,828.75		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<588,751.71>	<588,751.71>		Statement 3
12	Total. Add lines 1 through 11	45360105.83	45360105.83		
13	Compensation of officers, directors, trustees, etc.	462,583.49	69,387.62	393,195.87	97
14	Other employee salaries and wages	223,228.43	8,527.97	214,700.46	46
15	Pension plans, employee benefits	135,489.00	119,848.90	121,940.10	17
16a	Legal fees Stmt 4	1,270.00	635.00	635.00	
b	Accounting fees Stmt 5	63,850.00	925.00	31,925.00	
c	Other professional fees Stmt 6	575,895.59	562,335.14	13,560.45	
17	Interest				
18	Taxes Stmt 7	95,271.80	31,496.17	0.00	
19	Depreciation and depletion	16,470.05	16,470.05		
20	Occupancy	43,346.31	13,003.89	30,342.42	42
21	Travel, conferences, and meetings	60,042.27	6,230.27	53,812.00	
22	Printing and publications				
23	Other expenses Stmt 8	508,312.57	367,276.81	141,035.76	
24	Total operating and administrative expenses. Add lines 13 through 23	2,185,759.58	1,120,836.72	1,001,147.23	23
25	Contributions, gifts, grants paid	8,686,251.03		8,686,251.03	
26	Total expenses and disbursements. Add lines 24 and 25	10872010.61	1,120,836.72	9,687,398.26	26
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	34488095.28			
b	Net investment income (if negative, enter -0-)		6,377,563.11		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,994,954.67	39,123,232.16	39,123,232.16
	3 Accounts receivable ▶ 496.67			
	Less: allowance for doubtful accounts ▶	50,666.67	496.67	222,067.50
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	17,728.51	71,224.37	71,224.37
	10a Investments - U.S. and state government obligations Stmt 10	39,127,452.67	44,691,239.47	44,556,181.10
	b Investments - corporate stock Stmt 11	48,697,630.05	54,108,802.79	81,781,989.22
	c Investments - corporate bonds Stmt 12	6,215,041.86	2,133,945.53	2,091,800.00
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 13	42,447,339.46	41,835,207.35	54,309,639.07	
14 Land, buildings, and equipment: basis ▶ 195,803.85				
Less accumulated depreciation Stmt 14 ▶ 165,876.14	38,698.61	29,927.71	29,927.71	
15 Other assets (describe ▶ Schedule 5)	5,149.00	5,149.00	71,137.60	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	147594661.50	181999225.05	222257198.73	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	147594661.50	181999225.05	
	29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
30 Total net assets or fund balances	147594661.50	181999225.05		
31 Total liabilities and net assets/fund balances	147594661.50	181999225.05		

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	147594661.50
2 Enter amount from Part I, line 27a	2	34,488,095.28
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	182082756.78
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	83,531.73
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	181999225.05

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 Schedule 3 - Short term	P	Various	Various
b Schedule 3 - Long term	P	Various	Various
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 22,896,593.71		22,755,334.42	141,259.29
b 27,312,400.34		22,175,830.88	5,136,569.46
c			
d			
e			

(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			141,259.29
b			5,136,569.46
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	5,277,828.75
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	6,822,735.04	176,340,228.70	.038691
2014	5,530,135.58	171,138,789.30	.032314
2013	4,654,539.20	152,347,238.07	.030552
2012	6,829,651.30	136,160,792.67	.050159
2011	6,243,078.54	128,620,772.37	.048539

2 Total of line 1, column (d)	2	.200255
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	.040051
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	176,224,790.02
5 Multiply line 4 by line 3	5	7,057,979.07
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63,775.63
7 Add lines 5 and 6	7	7,121,754.70
8 Enter qualifying distributions from Part XII, line 4	8	9,687,398.26

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	63,775.63
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	0.00
3 Add lines 1 and 2		3	63,775.63
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	63,775.63
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	135,000.00	
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	135,000.00	
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	71,224.37	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 16,250.00 Refunded ☐	11	54,974.37	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0.00 (2) On foundation managers. ☒ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.priddyfoundation.org</u>	X	
14 The books are in care of ► <u>David Wolverton, Finance Manager</u> Telephone no. ► <u>940-723-8720</u> Located at ► <u>807 8th St., Ste. 1010, Wichita Falls, TX</u> ZIP+4 ► <u>76301</u>		
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		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 6	Schedule 6			
	40.00	462583.49	13505.00	0.00
Schedule 6	Schedule 6			
	2.00	0.00	0.00	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Program Specialist	116625.12	10430.00	0.00
Stacy Darnall - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Program Specialist	78,708.44	0.00	0.00
Pat Myers - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Office Administrator	56,853.12	5,050.00	0.00

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Luther King Capital Mgmt - 301 Commerce St., Ste. 1600, Fort Worth, TX 76102	Investment services	222,982.00
Dodge & Cox - 555 California St., 40th Floor, San Francisco, CA 94104	Investment services	138,612.74
Morgan Stanley 5051 Westheimer, Ste. 2100, Houston, TX 77056	Investment services	78,156.83
American National Bank - 2732 Midwestern Pkwy., Wichita Falls, TX 76308	Custody services	70,506.57
Sentry Management - #5 Eureka Circle, Suite E, Wichita Falls, TX 76308	Investment services	52,077.00
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.00

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	147,412,779.15
b	Average of monthly cash balances	1b	11,604,983.67
c	Fair market value of all other assets	1c	19,890,653.44
d	Total (add lines 1a, b, and c)	1d	178,908,416.26
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	178,908,416.26
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,683,626.24
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,224,790.02
6	Minimum investment return. Enter 5% of line 5	6	8,811,239.50

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	8,811,239.50
2a	Tax on investment income for 2016 from Part VI, line 5	2a	63,775.63
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63,775.63
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,747,463.87
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	8,747,463.87
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,747,463.87

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	9,687,398.26
b	Program-related investments - total from Part IX-B	1b	0.00
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	9,687,398.26
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	63,775.63
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,623,622.63

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				8,747,463.87
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			8,470,712.42	
b Total for prior years:		0.00		
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	0.00			
4 Qualifying distributions for 2016 from Part XII, line 4: \$9,687,398.26				
a Applied to 2015, but not more than line 2a			8,470,712.42	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2016 distributable amount				1,216,685.84
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				7,530,778.03
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)	0.00			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2016

(b) 2015

Prior 3 years

(c) 2014

(d) 2013

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

Schedule 6

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

None

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

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

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

Schedule 7

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

Schedule 7

c Any submission deadlines:

Schedule 7

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

Schedule 7

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Schedule 4		Public	Schedule 4	8,686,251.03
Total			▶ 3a	8,686,251.03
b Approved for future payment				
None				
Total			▶ 3b	0.00

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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
N/A		

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.

Sign Here  5/9/17  President & CEO

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Mac Cannedy	<i>Mac Cannedy</i>	5/9/17		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381			Phone no. (940) 322-4436	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

The Priddy Foundation75-6029882

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

The Priddy Foundation**75-6029882****Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>Robert T. Priddy Estate</u> <u>807 8th St., Suite 600</u> <u>Wichita Falls, TX 76301</u>	\$ <u>37710915.93</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

The Priddy Foundation**75-6029882**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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Asset No	Description	Date Acquired	Method	Life	Convention	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
3	Computer Software	07/01/99	SL	3.00	HY17	5,750.00				5,750.00	5,750.00		0.00	5,750.00
5	Furniture	07/01/99	SL	7.00	HY17	17,678.20				17,678.20	17,678.20		0.00	17,678.20
7	Office Equipment	07/01/99	SL	7.00	HY17	1,011.50				1,011.50	1,011.50		0.00	1,011.50
9	Shredder	01/15/00	SL	7.00	HY17	699.00				699.00	699.00		0.00	699.00
10	Artwork	02/10/00	SL	7.00	HY17	375.20				375.20	375.20		0.00	375.20
11	Web Page	08/31/00	SL	3.00	HY17	1,200.00				1,200.00	1,200.00		0.00	1,200.00
14	Clock	10/11/01	SL	7.00	HY17	375.00				375.00	375.00		0.00	375.00
15	Furniture & Fixtures	07/11/02	SL	7.00	HY17	10,604.86				10,604.86	10,604.86		0.00	10,604.86
16	Furniture & Fixtures	11/14/02	SL	7.00	HY17	11,333.50				11,333.50	11,333.50		0.00	11,333.50
17	Software	01/28/02	SL	3.00	HY17	5,680.00				5,680.00	5,680.00		0.00	5,680.00
20	Fax Machine	03/25/02	SL	7.00	HY17	850.00				850.00	850.00		0.00	850.00
22	HP Laserjet	06/25/02	SL	5.00	HY17	1,328.00				1,328.00	1,328.00		0.00	1,328.00
23	Bookcase/Credenza	05/03/02	SL	7.00	HY17	575.00				575.00	575.00		0.00	575.00
24	Web Page	09/06/02	SL	3.00	HY17	2,400.00				2,400.00	2,400.00		0.00	2,400.00
26	File Cabinet	02/21/03	SL	7.00	HY17	919.00				919.00	919.00		0.00	919.00
29	Table and Chairs	03/05/04	SL	7.00	HY17	1,155.00				1,155.00	1,155.00		0.00	1,155.00
30	Web Page	09/29/04	SL	3.00	HY17	9,120.00				9,120.00	9,120.00		0.00	9,120.00
31	Various Office Decorations	08/27/04	SL	7.00	HY17	11,786.39				11,786.39	11,786.39		0.00	11,786.39

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2016 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
32	Computer Monitor	03/05/04	SL	5.00		HY17	430.00				430.00	430.00		0.00	430.00
33	Canon Scanner	02/14/07	SL	5.00		HY17	3,000.00				3,000.00	3,000.00		0.00	3,000.00
34	Laptop & USB Drive	04/25/07	SL	5.00		HY17	2,108.75				2,108.75	2,108.75		0.00	2,108.75
35	HP Color Printer	10/10/07	SL	5.00		HY17	625.00				625.00	625.00		0.00	625.00
36	Core 2 Duo System	10/29/07	SL	5.00		HY17	1,315.00				1,315.00	1,315.00		0.00	1,315.00
37	Bookcase	03/10/08	SL	7.00		HY17	1,199.97			599.99	599.98	599.98		0.00	599.98
38	Computer Projector	06/04/08	SL	5.00		HY17	864.92			432.46	432.46	432.46		0.00	432.46
39	Four Laptop Computers	07/29/08	SL	5.00		HY17	5,438.00			2,719.00	2,719.00	2,719.00		0.00	2,719.00
40	Used Canon Imagerunner	01/29/10	SL	5.00		HY17	2,950.00				2,950.00	2,950.00		0.00	2,950.00
41	4 drawer file cabinet	08/13/10	SL	7.00		HY17	885.00				885.00	695.37	126.43		821.80
42	Computer	08/30/10	SL	5.00		HY17	2,771.00				2,771.00	2,771.00		0.00	2,771.00
43	4 Drawer legal file cabinet	09/14/10	SL	7.00		HY17	1,709.00				1,709.00	1,342.77	244.14		1,586.91
44	Executive L desk	09/14/10	SL	7.00		HY17	1,479.00				1,479.00	1,162.10	211.29		1,373.39
45	72" Executive desk, drawer/kybd	09/14/10	SL	7.00		HY17	658.99				658.99	517.77	94.14		611.91
46	Ipad	10/15/10	SL	5.00		HY17	783.06				783.06	783.06		0.00	783.06
47	Website development	11/16/10	SL	3.00		HY17	4,500.00				4,500.00	4,500.00		0.00	4,500.00
48	Computer software	11/16/10	SL	3.00		HY17	740.00				740.00	740.00		0.00	740.00
49	Bookcase	12/16/10	SL	7.00		HY17	899.00				899.00	706.37	128.43		834.80

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
50	Furniture (from PCT)	07/31/11	SL	7.00		HY17	4,486.86				4,486.86	2,884.41		640.98	3,525.39
51	Server/HP Probook	09/15/11	SL	5.00		HY17	8,305.00				8,305.00	7,474.50		830.50	8,305.00
53	Computer System (From PCT)	07/31/11	SL	5.00		HY17	2,230.45				2,230.45	2,007.41		223.04	2,230.45
54	DAR-RAN Multifile (From PCT)	07/31/11	SL	5.00		HY17	180.19				180.19	162.18		18.01	180.19
55	HP4250 LaserJet Printer (From PCT)	07/31/11	SL	5.00		HY17	273.00				273.00	245.70		27.30	273.00
56	Canon Imagerunner (From PCT)	07/31/11	SL	5.00		HY17	336.27				336.27	302.63		33.64	336.27
57	Portrait & Frame (From PCT)	07/31/11	SL	7.00		HY17	537.14				537.14	345.29		76.73	422.02
58	Digital Telephone System	08/15/12	SL	5.00		HY17	4,065.00				4,065.00	2,845.50		813.00	3,658.50
59	Website development	11/30/13	SL	3.00		MQ17	15,200.00				15,200.00	10,766.67		4,433.33	15,200.00
60	Door	11/30/13	SL	7.00		MQ17	1,365.57				1,365.57	414.55		195.08	609.63
62	Carpet	12/30/13	SL	7.00		MQ17	5,589.00				5,589.00	1,696.66		798.43	2,495.09
63	Probook 450-GI	08/29/14	SL	5.00		MQ17	849.00				849.00	233.48		169.80	403.28
64	Probook/Monitor/Docking	08/29/14	SL	5.00		MQ17	1,851.88				1,851.88	509.27		370.38	879.65
65	Probook 650 15.6 LED	09/30/14	SL	5.00		MQ17	1,473.00				1,473.00	405.08		294.60	699.68
66	ASUS I5 Quad Computer	12/15/14	SL	5.00		MQ17	1,346.25				1,346.25	302.91		269.25	572.16
67	Website development	12/15/14	SL	3.00		MQ17	7,600.00				7,600.00	2,850.00		2,533.33	5,383.33
68	ASUS I5 Quad Computer	01/30/15	SL	5.00		HY17	1,686.25				1,686.25	168.63		337.25	505.88
69	Website development	02/27/15	SL	3.00		HY17	4,660.00				4,660.00	776.67		1,553.33	2,330.00

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
70	Silver Set	06/15/15	SL	7.00		HY17	2,220.00				2,220.00	158.57		317.14	475.71
71	Computer/Elitebook/Monitor	08/14/15	SL	5.00		HY17	3,612.50				3,612.50	361.25		722.50	1,083.75
72	APC Smart-Ups 1500 Tower	08/31/15	SL	5.00		HY17	575.00				575.00	57.50		115.00	172.50
73	Website development	09/30/15	SL	5.00		HY17	4,465.00				4,465.00	446.50		893.00	1,339.50
74	Construction in Progress	12/15/16		.000		HY16	5,476.33				5,476.33			0.00	
75	Construction in Progress - Shelves			.000		HY16	2,222.82				2,222.82			0.00	
76	Donated Board table and 10 chairs (Memo only)	07/01/16		.000		HY16								0.00	
	* Total 990-PF Pg 1 Depr						195,803.85			3,751.45	192,052.40	145,654.64		16,470.05	162,124.69
	Current Year Activity														
	Beginning balance						188,104.70			3,751.45	184,353.25	145,654.64			162,124.69
	Acquisitions						7,699.15			0.00	7,699.15	0.00			0.00
	Dispositions						0.00			0.00	0.00	0.00			0.00
	Ending balance						195,803.85			3,751.45	192,052.40	145,654.64			162,124.69
	Ending accum depr											165,876.14			
	Ending book value											29,927.71			

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	259.11	259.11	
Total to Part I, line 3	259.11	259.11	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 2	2959853.81	0.00	2959853.81	2809063.68	
To Part I, line 4	2959853.81	0.00	2959853.81	2809063.68	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	18,185.29	18,185.29	
Schedule 1	<606,977.00>	<606,977.00>	
Schedule 1	40.00	40.00	
Total to Form 990-PF, Part I, line 11	<588,751.71>	<588,751.71>	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	1,270.00	635.00		635.00
To Fm 990-PF, Pg 1, ln 16a	1,270.00	635.00		635.00

Form 990-PF	Accounting Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	63,850.00	31,925.00		31,925.00
To Form 990-PF, Pg 1, ln 16b	63,850.00	31,925.00		31,925.00

Form 990-PF	Other Professional Fees		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	562,335.14	562,335.14		0.00
Schedule 1	13,560.45	0.00		13,560.45
To Form 990-PF, Pg 1, ln 16c	575,895.59	562,335.14		13,560.45

Form 990-PF	Taxes		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	95,271.80	31,496.17		0.00
To Form 990-PF, Pg 1, ln 18	95,271.80	31,496.17		0.00

Form 990-PF	Other Expenses		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	508,312.57	367,276.81		141,035.76
To Form 990-PF, Pg 1, ln 23	508,312.57	367,276.81		141,035.76

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	9
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Description	Amount
Passive losses carryforward - CY	58,529.00
Nondeductible expenses	1,777.00
2015 Bond amortization adjustment per audit	23,225.73
Total to Form 990-PF, Part III, line 5	83,531.73

Form 990-PF	U.S. and State/City Government Obligations	Statement	10
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		36,473,498.74	36,346,801.90
Schedule 5 - Municipal Bonds		X	8,217,740.73	8,209,379.20
Total U.S. Government Obligations			36,473,498.74	36,346,801.90
Total State and Municipal Government Obligations			8,217,740.73	8,209,379.20
Total to Form 990-PF, Part II, line 10a			44,691,239.47	44,556,181.10

Form 990-PF	Corporate Stock	Statement	11
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Description	Book Value	Fair Market Value
Schedule 5	54,108,802.79	81,781,989.22
Total to Form 990-PF, Part II, line 10b	54,108,802.79	81,781,989.22

Form 990-PF	Corporate Bonds	Statement	12
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Description	Book Value	Fair Market Value
Schedule 5 - Corporate Bonds	2,133,945.53	2,091,800.00
Total to Form 990-PF, Part II, line 10c	2,133,945.53	2,091,800.00

Form 990-PF	Other Investments	Statement	13
Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Index Funds	COST	25,546,085.43	33,030,157.31
Schedule 5 - Partnerships	COST	16,289,121.92	21,279,481.76
Total to Form 990-PF, Part II, line 13		41,835,207.35	54,309,639.07

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	14
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00
Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	919.00	0.00
Table and Chairs	1,155.00	1,155.00	0.00
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	11,786.39	0.00
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	3,000.00	0.00
Laptop & USB Drive	2,108.75	2,108.75	0.00
HP Color Printer	625.00	625.00	0.00
Core 2 Duo System	1,315.00	1,315.00	0.00
Bookcase	1,199.97	1,199.97	0.00
Computer Projector	864.92	864.92	0.00
Four Laptop Computers	5,438.00	5,438.00	0.00
Used Canon Imagerunner	2,950.00	2,950.00	0.00
4 drawer file cabinet	885.00	821.80	63.20
Computer	2,771.00	2,771.00	0.00
4 Drawer legal file cabinet	1,709.00	1,586.91	122.09
Executive L desk	1,479.00	1,373.39	105.61
72" Executive desk, drawer/kybd	658.99	611.91	47.08
Ipad	783.06	783.06	0.00

Website development	4,500.00	4,500.00	0.00
Computer software	740.00	740.00	0.00
Bookcase	899.00	834.80	64.20
Furniture (from PCT)	4,486.86	3,525.39	961.47
Server/HP Probook	8,305.00	8,305.00	0.00
Computer System (From PCT)	2,230.45	2,230.45	0.00
DAR-RAN Multifile (From PCT)	180.19	180.19	0.00
HP4250 Laserjet Printer (From PCT)	273.00	273.00	0.00
Canon Imagerunner (From PCT)	336.27	336.27	0.00
Portrait & Frame (From PCT)	537.14	422.02	115.12
Digital Telephone System	4,065.00	3,658.50	406.50
Website development	15,200.00	15,200.00	0.00
Door	1,365.57	609.63	755.94
Carpet	5,589.00	2,495.09	3,093.91
Probook 450-GI	849.00	403.28	445.72
Probook/Monitor/Docking	1,851.88	879.65	972.23
Probook 650 15.6 LED	1,473.00	699.68	773.32
ASUS I5 Quad Computer	1,346.25	572.16	774.09
Website development	7,600.00	5,383.33	2,216.67
ASUS I5 Quad Computer	1,686.25	505.88	1,180.37
Website development	4,660.00	2,330.00	2,330.00
Silver Set	2,220.00	475.71	1,744.29
Computer/Elitebook/Monitor	3,612.50	1,083.75	2,528.75
APC Smart-Ups 1500 Tower	575.00	172.50	402.50
Website development	4,465.00	1,339.50	3,125.50
Construction in Progress	5,476.33	0.00	5,476.33
Construction in Progress - Shelves	2,222.82	0.00	2,222.82
Total To Fm 990-PF, Part II, ln 14	195,803.85	165,876.14	29,927.71

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

REVENUE

Contributions - Schedule 10		\$ 37,710,915 93
Interest on savings and cash investments		
American National Bank	\$ 233 16	
Morgan Stanley	25 95	259 11
Dividends and interest from securities - Sch 2		2,959,853 81
Net gain (loss) from sale of assets - Sch 3		5,277,828 75
Other income (loss)		
Gross royalties	\$ 18,185 29	
Miscellaneous income	40.00	
From partnerships - Sch 9	(606,977 00)	(588,751 71)
Total revenue		\$ 45,360,105 89

EXPENSES

Compensation of officers and trustees - Sch 6	\$ 462,583 49	
Other employee salaries and wages	223,228 43	
Employee benefits		
Insurance	\$ 62,968 75	
Miscellaneous	1,135 00	
Payroll taxes	42,400 32	
Retirement plan	28,985 00	135,489 07
Legal consulting fees - Sch 8		1,270 00
Accounting fees - Sch 8		63,850 00
Other professional fees - Investment - Sch 8		562,335 14
Other consulting fees - Sch 8		13,560 45
Taxes		
Ad valorem - Royalties	\$ 1,930 13	
Excise	63,775 63	
Foreign	28,648 52	
Severance and state	917 52	95,271.80
Depreciation		16,470 05
Occupancy		43,346 31
Travel, conferences and meetings		60,042 27
Other		
Amortization	\$ 98,717 16	
Data services	3,241 86	
Dues	3,489 29	
Grant related expenses	62,674 37	
Insurance	19,803 71	
Investment ADR fees	792 00	
Leased equipment	5,256 42	
Office supplies and services	38,898 55	
Sundry business expense	28,922 21	
From partnership - Sch 9	246,517 00	508,312 57
Contributions - Sch 4		8,686,251 03
Excess of revenue over expenses		\$ 34,488,095 28

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
DIVIDENDS			
Dodge:			
ADT Corp	1,408.00	\$ 1,408.00	\$
Aegon NV	9,964.01	9,964.01	
American Express Co.	10,079.00	10,079.00	
Anadarko Petr Corp	1,040.00	1,040.00	
Anthem Inc.	3,510.00	3,510.00	
Apache Corp	9,600.00	9,600.00	
Astrazeneca	16,202.00	16,202.00	
Baker Hughes, Inc.	7,497.00	7,497.00	
Bank of America	18,060.00	18,060.00	
Bank of New York Mellon Corp.	13,490.00	13,490.00	
BB&T Corporation	10,005.00	10,005.00	
Capital One Financial Corp.	26,680.00	26,680.00	
Celanese Corp	6,396.00	6,396.00	
Cigna Corp.	172.00	172.00	
Coach Inc	5,568.75	5,568.75	
Cisco Sys Inc.	21,894.00	21,894.00	
Comcast Corp	15,370.00	15,370.00	
Corning, Inc	8,991.00	8,991.00	
Danaher Corp.	1,508.00	1,508.00	
E M C Corp.	9,694.50	9,694.50	
Fedex Corp.	5,200.00	5,200.00	
Goldman Sachs Group	12,220.00	12,220.00	
Harley-Davidson Inc	4,200.00	4,200.00	
Hewlett Packard Co.	10,516.00	10,516.00	
HP Inc.	21,625.60	21,625.60	
Johnson Controls Intl Plc	31,142.07	31,142.07	
JPMorgan Chase & Co.	17,520.00	17,520.00	
Juniper Networks	350.00	350.00	
Maxim Integrated Products Inc.	9,324.00	9,324.00	
Merck & Co Inc	15,088.00	15,088.00	

	Totals	Ordinary	Capital Gains Dividends
Medtronic	2,436.54	2,436.54	
MetLife Inc	18,962.50	18,962.50	
Microsoft Corp.	25,485.00	25,485.00	
National Oilwell Varco	5,346.00	5,346.00	
Netapp Inc	8,292.00	8,292.00	
News Corp (2013) Cl A	680.00	680.00	
Novartis AG	29,897.41	29,897.41	
Roche Holding Ltd.	18,422.70	18,422.70	
Sanofi - Aventis ADR	32,932.97	32,932.97	
Schlumberger LTD	21,200.00	21,200.00	
Schwab Charles Corp	9,477.00	9,477.00	
Symantec	110,282.50	110,282.50	
Target Corp.	9,048.00	9,048.00	
Thermo Fisher Scientific Inc	90.00	90.00	
Time Warner, Inc	20,044.50	20,044.50	
Time Warner Cable Inc.	9,150.00	9,150.00	
Twenty-First Century Fox-B	1,650.00	1,650.00	
Twenty-First Century Fox Inc	5,460.00	5,460.00	
Tyco Connectivity Ltd.	8,352.00	8,352.00	
Tyco Intl. Ltd. New Com	5,915.00	5,915.00	
Union Pac Corp.	9,542.50	9,542.50	
Unitedhealth Group Inc	9,754.38	9,754.38	
Wal Mart Stores Inc.	19,000.00	19,000.00	
Wells Fargo Co.	35,718.00	35,718.00	
Totals - Dodge	\$ 741,453.93	\$ 741,453.93	\$
Luther King:			
Abbott Labs	\$ 11,440.00	\$ 11,440.00	\$
Abbvie Inc	17,100.00	17,100.00	
American Express Co	5,800.00	5,800.00	
Apple Computer Inc.	27,305.00	27,305.00	
Bank of America Corp	12,500.00	12,500.00	
Cabot Oil and Gas	1,800.00	1,800.00	
Coca Cola Co.	28,000.00	28,000.00	
Colgate Palmolive Co.	20,925.00	20,925.00	
Comerica Inc.	10,880.00	10,880.00	
Cullen Frost BK Inc.	27,960.00	27,960.00	
CVS Corp Delaware	14,025.00	14,025.00	
Danaher Corp.	7,240.00	7,240.00	
Disney, Walt	13,490.00	13,490.00	
Ecolab Inc.	5,705.00	5,705.00	

	Totals	Ordinary	Capital Gains Dividends
E M C Corp	1,725.00	1,725.00	
EOG Resources Inc.	6,365.00	6,365.00	
Exxon Mobil Corp.	16,390.00	16,390.00	
FMC Corporation	8,250.00	8,250.00	
Fortive Corp.	1,225.00	1,225.00	
General Electric Co.	18,400.00	18,400.00	
Honeywell Intl Inc	18,375.00	18,375.00	
Home Depot Inc.	22,080.00	22,080.00	
JPMorgan Chase and Company	20,040.00	20,040.00	
Kimberly Clark Corp	20,940.00	20,940.00	
Martin Marietta Materials	10,040.00	10,040.00	
Medtronic Plc, Dublin	12,071.54	12,071.54	
Merck & Co.	10,718.00	10,718.00	
Microsoft Corp.	18,420.00	18,420.00	
Moodys Corp	11,840.00	11,840.00	
Newell Brands Inc.	9,984.12	9,984.12	
Nike Inc. Cl B	7,120.00	7,120.00	
Pepsico Inc	3,010.00	3,010.00	
Perkinelmer	5,460.00	5,460.00	
Pfizer Inc	31,200.00	31,200.00	
Pioneer Natural Resources	380.00	380.00	
Praxair Inc	18,000.00	18,000.00	
Range Resources	1,205.00	1,205.00	
Rockwell Automation Inc	5,494.50	5,494.50	
Roper Industries Inc	6,600.00	6,600.00	
Sabre Corp.	16,900.00	16,900.00	
Schlumberger	12,250.00	12,250.00	
Suntrust Bks Inc.	18,000.00	18,000.00	
Thermo Fisher Scientific Inc	4,425.00	4,425.00	
Time Warner Inc	9,780.75	9,780.75	
Union Pac Corp	16,912.50	16,912.50	
V F Corp.	2,590.00	2,590.00	
Visa	6,948.50	6,948.50	
Walgreen Co.	7,200.00	7,200.00	
Wells Fargo & Co New	19,295.00	19,295.00	

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
Whirlpool Corp.	17,160.00	17,160.00	
Zoetis	<u>5,225.00</u>	<u>5,225.00</u>	
Totals - Luther King	<u>\$ 626,189.91</u>	<u>\$ 626,189.91</u>	<u>\$</u>
Morgan Stanley:			
Targa Resources CP	<u>\$ 26,056.94</u>	<u>\$ 26,056.94</u>	<u>\$</u>
Totals - Morgan Stanley	<u>\$ 26,056.94</u>	<u>\$ 26,056.94</u>	<u>\$</u>
Other:			
Dividends - Sentry:			
Goldman Sachs FST Govt Inst'l.	\$ 27,213.53	\$ 27,213.53	\$
Dividends - Dodge:			
Goldman Sachs FST Treasury	783.96	783.96	
Dividends - Luther King:			
Goldman Sachs FST Govt Inst'l.	1,242.65	1,242.65	
Dividends - Index Funds:			
Vanguard-Inst Index Fund	403,330.61	403,330.61	
Vanguard-Tsy Money Market	7,052.47	7,052.47	
Vanguard-Total Stock Mkt Idx Inst	299,228.27	299,228.27	
From partnerships - Sch. 9	<u>215,984.00</u>	<u>215,984.00</u>	
Totals - Other	<u>\$ 954,835.49</u>	<u>\$ 954,835.49</u>	<u>\$</u>
Totals - Dividends	<u>\$ 2,348,536.27</u>	<u>\$ 2,348,536.27</u>	<u>\$</u>
INTEREST			
Taxable:			
U S. Govt agency, mortgage backed securities, corporate bonds & notes	\$ 455,173.41	\$ 455,173.41	\$
From partnerships - Sch. 9	<u>5,354.00</u>	<u>5,354.00</u>	
Totals - Taxable	<u>\$ 460,527.41</u>	<u>\$ 460,527.41</u>	<u>\$</u>

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
Tax-exempt:			
Brownsville TX ISD 4.0% 8/15/2019	\$ 23,990.02	\$ 23,990.02	
El Paso, TX ISD 4% 8/15/2019	15,192.88	15,192.88	
Harlandale, TX ISD 5% 8/15/19	6,951.55	6,951.55	
Highland Park ISD 4.0% 2/15/2019	20,183.86	20,183.86	
Irving, TX ISD 3% 2/15/19	16,237.15	16,237.15	
Leander, TX ISD 0% 8/18	5,836.95	5,836.95	
Lubbock TX Rfdg 2.11% 2/15/2021	42,200.00	42,200.00	
Plano, TX ISD 3.125% 2/15/17	13,116.39	13,116.39	
Waxahachie, TX ISD 4% 2/15/31	7,058.33	7,058.33	
From partnerships - Sch. 9	<u>23.00</u>	<u>23.00</u>	
Totals - Tax-exempt	<u>\$ 150,790.13</u>	<u>\$ 150,790.13</u>	<u>\$</u>
Totals - Interest	<u>\$ 611,317.54</u>	<u>\$ 611,317.54</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 2,959,853.81</u>	<u>\$ 2,959,853.81</u>	<u>\$</u>

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

<u>Property</u>	<u>Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/ (Loss)</u>
Short Term.			
Stocks & bonds - Sch. 3A	\$ 21,749,278.43	\$ 21,449,995.83	\$ 299,282.60
Morgan Stanley Partnerships - Sch. 3C	1,147,315.28	1,079,136.59	68,178.69
From partnerships - Sch. 9		226,202.00	(226,202.00)
Totals - Short term	<u>\$ 22,896,593.71</u>	<u>\$ 22,755,334.42</u>	<u>\$ 141,259.29</u>
Long Term:			
Stocks & bonds - Sch. 3B	\$ 23,802,213.45	\$ 18,916,269.89	\$ 4,885,943.56
Litigation Proceeds/Settlements			
American National Bank - Dodge	13,822.77		13,822.77
American National Bank - Luther King	1,239.21		1,239.21
American National Bank - Sentry	20,711.13		20,711.13
AT&T Mobility	32.13		32.13
Morgan Stanley Partnerships - Sch. 3C	2,657,619.65	3,259,560.99	(601,941.34)
From partnerships - Sch. 9	819,463.00		819,463.00
From partnerships - Sch. 9 - Sec. 1231	(3,646.00)		(3,646.00)
From partnerships - Sch. 9 - Sec. 1231 Carryover	(37,896.00)		(37,896.00)
From partnerships - Sch. 9 - Sec. 1231 Carryforward	38,841.00		38,841.00
Totals - Long term	<u>\$ 27,312,400.34</u>	<u>\$ 22,175,830.88</u>	<u>\$ 5,136,569.46</u>
Capital gain distributions - Sch. 2	\$	\$	\$
Totals - Combined	<u>\$ 50,208,994.05</u>	<u>\$ 44,931,165.30</u>	<u>\$ 5,277,828.75</u>

Schedule 3A

1/26/2017
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THE PRIDDY FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
ADIENT PLC	11/07/2016	11/21/2016	.50	26.41	23.29	3.12	.00
ANTHEM INC.	12/07/2015	6/22/2016	300.00	39,193.66	39,659.43	.00	465.77
BANK OF AMERICA CORP.	12/08/2016	12/15/2016	500.00	11,610.29	11,499.80	110.49	.00
BANK OF AMERICA CORP.	12/08/2016	12/16/2016	2,000.00	45,880.39	45,999.20	.00	118.81
CAPITAL ONE FINL CORP.	4/14/2016	12/21/2016	100.00	9,039.02	7,160.03	1,878.99	.00
CAPITAL ONE FINL CORP.	4/14/2016	12/23/2016	200.00	17,937.24	14,320.06	3,617.18	.00
CIGNA CORPORATION	8/31/2015	7/26/2016	200.00	27,897.33	28,207.00	.00	309.67
CIGNA CORPORATION	9/09/2015	7/27/2016	200.00	27,736.43	28,094.34	.00	357.91
CIGNA CORPORATION	9/04/2015	7/28/2016	100.00	13,710.30	13,935.85	.00	225.55
CIGNA CORPORATION	9/09/2015	7/28/2016	100.00	13,710.30	14,047.17	.00	336.87
CORNING, INC.	12/03/2015	8/16/2016	500.00	11,362.90	9,237.15	2,125.75	.00
CORNING, INC.	12/03/2015	8/17/2016	900.00	20,308.05	16,626.87	3,681.18	.00
CORNING, INC.	12/03/2015	8/18/2016	900.00	20,424.42	16,626.87	3,797.55	.00
CORNING, INC.	12/03/2015	8/19/2016	1,200.00	27,343.20	22,169.16	5,174.04	.00
CONCHO RESOURCES INC.	9/11/2015	6/22/2016	200.00	25,092.05	19,611.42	5,480.63	.00
DELL TECHNOLOGIES INC.	9/09/2016	9/21/2016	.11	5.45	5.45	.00	.00
E M C CORP.	7/13/2015	7/06/2016	300.00	8,183.19	7,786.50	396.69	.00
E M C CORP.	7/13/2015	7/08/2016	900.00	24,751.34	23,359.50	1,391.84	.00
E M C CORP.	7/13/2015	7/11/2016	600.00	16,529.69	15,573.00	956.69	.00
E M C CORP.	7/13/2015	7/12/2016	300.00	8,285.81	7,786.50	499.31	.00
E M C CORP.	7/13/2015	7/13/2016	200.00	5,505.55	5,191.00	314.55	.00
E M C CORP.	2/09/2016	9/09/2016	2,500.00	73,277.28	60,293.50	12,983.78	.00
EXPRESS SCRIPTS HOLDING C	6/17/2015	1/26/2016	200.00	14,587.87	17,665.94	.00	3,078.07

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
EXPRESS SCRIPTS HOLDING C	6/16/2015	1/27/2016	200.00	14,801.92	17,648.90	.00	2,846.98
EXPRESS SCRIPTS HOLDING C	6/17/2015	1/29/2016	200.00	14,359.03	17,625.40	.00	3,266.37
EXPRESS SCRIPTS HOLDING C	2/26/2015	2/03/2016	200.00	13,818.43	16,894.54	.00	3,076.11
EXPRESS SCRIPTS HOLDING C	6/17/2015	2/03/2016	200.00	13,818.42	17,625.40	.00	3,806.98
GOLDMAN SACHS GROUP INC.	3/03/2016	12/16/2016	300.00	72,295.00	46,380.00	25,915.00	.00
SCHLUMBERGER LTD	7/13/2015	5/23/2016	200.00	14,991.43	16,789.00	.00	1,797.57
SCHLUMBERGER LTD	7/13/2015	5/24/2016	200.00	15,117.63	16,789.00	.00	1,671.37
SCHLUMBERGER LTD	7/13/2016	7/01/2016	100.00	7,953.75	8,394.50	.00	440.75
SYMANTEC	5/12/2015	1/28/2016	400.00	7,796.17	10,082.00	.00	2,285.83
SYMANTEC	5/12/2015	1/29/2016	800.00	15,818.74	20,164.00	.00	4,345.26
THERMO FISHER SCIENTIFIC	3/03/2016	8/02/2016	300.00	46,972.64	41,258.49	5,714.15	.00
TIME WARNER, INC.	5/06/2016	12/06/2016	200.00	18,770.41	14,890.66	3,879.75	.00
TIME WARNER, INC.	5/06/2016	12/07/2016	300.00	28,161.07	22,335.99	5,825.08	.00
TIME WARNER, INC.	5/06/2016	12/08/2016	100.00	9,415.02	7,445.33	1,969.69	.00
UNITEDHEALTH GROUP INC.	5/06/2016	11/16/2016	200.00	30,310.93	26,189.00	4,121.93	.00
UNITEDHEALTH GROUP INC.	5/06/2016	11/16/2016	200.00	30,317.25	26,189.00	4,128.25	.00
UNITEDHEALTH GROUP INC.	5/06/2016	11/17/2016	200.00	30,152.36	26,189.00	3,963.36	.00
UNION PAC CORP.	6/10/2016	11/15/2016	700.00	68,710.99	61,941.67	6,769.32	.00
VMWARE INC.	12/09/2015	11/15/2016	200.00	15,370.66	11,733.28	3,637.38	.00
VMWARE INC.	12/09/2015	12/06/2016	200.00	16,099.80	11,733.28	4,366.52	.00
VMWARE INC.	12/11/2015	12/08/2016	200.00	16,261.92	11,688.64	4,573.28	.00
VMWARE INC.	12/16/2015	12/09/2016	200.00	16,100.86	11,594.50	4,506.36	.00
VMWARE INC.	12/23/2015	12/09/2016	200.00	16,100.87	11,471.56	4,629.31	.00
VMWARE INC.	12/14/2015	12/13/2016	300.00	24,174.94	17,108.67	7,066.27	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
VMWARE INC.	12/23/2015	12/13/2016	200.00	16,116.63	11,471.56	4,645.07	.00
WELLS FARGO COMPANY	10/05/2015	2/02/2016	749.00	36,699.13	38,779.10	.00	2,079.97
WELLS FARGO COMPANY	10/05/2015	2/03/2016	251.00	11,852.67	12,995.40	.00	1,142.73

*** CORPORATE STOCK-DODGE		***	19,900.61	1,084,756.84	978,286.90	106,469.94	.00
CORPORATE STOCK-LUTHER KING							
AMERICAN EXPRESS CO.	1/04/2016	5/26/2016	1,200.00	78,262.05	80,843.04	.00	2,580.99
DANAHER CORP.	3/23/2016	12/05/2016	200.00	15,435.20	14,310.00	1,125.20	.00
DANAHER CORP.	5/26/2016	12/05/2016	1,500.00	115,764.02	112,449.33	3,314.69	.00
MANHATTAN ASSOC INC.	1/05/2016	10/25/2016	2,500.00	128,845.69	162,927.50	.00	34,081.81
MANHATTAN ASSOC INC.	4/21/2016	10/25/2016	2,500.00	128,845.68	169,347.50	.00	40,501.82
MANHATTAN ASSOC INC.	1/05/2016	12/05/2016	4,000.00	213,010.54	260,684.00	.00	47,673.46
MANHATTAN ASSOC INC.	2/12/2016	12/05/2016	1,000.00	53,252.64	49,246.00	4,006.64	.00
MANHATTAN ASSOC INC.	2/26/2016	12/05/2016	1,000.00	53,252.64	55,479.30	.00	2,226.66
NIKE INC. CL B	1/04/2016	12/13/2016	1,500.00	77,922.70	91,912.80	.00	13,990.10
WELLS FARGO & CO NEW	9/20/2016	10/25/2016	2,000.00	91,236.61	93,224.60	.00	1,987.99

*** CORPORATE STOCK-LUTHER KING		***	17,400.00	955,827.77	1,090,424.07	.00	134,596.30
U. S. GOVERNMENT SECURITY							
FNMA 2% 5/27/2020-15	5/15/2015	2/29/2016	.00	3,000,000.00	3,000,000.00	.00	.00
FN AS5094 2.5% 6/1/2030	6/10/2015	1/25/2016	.00	26,622.30	26,813.65	.00	191.35
FN AS5094 2.5% 6/1/2030	6/10/2015	2/25/2016	.00	17,339.25	17,463.88	.00	124.63
FN AS5094 2.5% 6/1/2030	6/10/2015	3/25/2016	.00	24,467.28	24,643.14	.00	175.86
FN AS5094 2.5% 6/1/2030	6/10/2015	4/25/2016	.00	25,844.31	26,030.07	.00	185.76

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FN AS5094 2.5% 6/1/2030	6/10/2015	5/25/2016	.00	23,399.37	23,567.55	.00	168.18
FN AY3407 2.5% 4/1/2030	6/04/2015	1/25/2016	.00	17,954.23	18,220.74	.00	266.51
FN AY3407 2.5% 4/1/2030	6/04/2015	2/25/2016	.00	27,480.71	27,888.63	.00	407.92
FN AY3407 2.5% 4/1/2030	6/04/2015	3/25/2016	.00	62,354.74	63,280.32	.00	925.58
FN AY3407 2.5% 4/1/2030	6/04/2015	4/25/2016	.00	31,182.48	31,645.34	.00	462.86
FN AY3407 2.5% 4/1/2030	6/04/2015	5/25/2016	.00	44,637.18	45,299.76	.00	662.58
FHLB 2.03% 12/23/2020-16	12/10/2015	3/23/2016	.00	1,360,655.74	1,360,655.74	.00	.00
FHLB 2.03% 12/23/2020-16	12/10/2015	4/15/2016	.00	1,639,344.26	1,639,344.26	.00	.00
FHLMC 2.1% 12/30/2020/16	12/22/2015	3/30/2016	.00	3,000,000.00	3,000,000.00	.00	.00
FNMA 1.75% 8/17/2018-16	2/24/2016	8/17/2016	.00	2,285,000.00	2,285,000.00	.00	.00
FNMA 1.35% 5/23/2019-16	5/19/2016	11/23/2016	.00	4,000,000.00	4,000,000.00	.00	.00
FNMA 2% 4/26/2019-16	7/11/2016	10/26/2016	.00	3,000,000.00	3,000,000.00	.00	.00
WAXAHACHIE TX ISD 4% 2/15	2/25/2016	9/01/2016	.00	590,000.00	549,517.78	40,482.22	.00
*** U. S. GOVERNMENT SECURITY ***			.00	19,176,281.85	19,139,370.86	36,910.99	.00
CORPORATE STOCK-MORGAN STANLEY							
TARGA RESOURCES CP	2/17/2016	2/17/2016	.00	15.94	.00	15.94	.00
TARGA RESOURCES CP	2/17/2016	3/17/2016	6,507.00	196,521.43	112,245.75	84,275.68	.00
TARGA RESOURCES CP	2/17/2016	6/03/2016	6,464.00	281,350.45	111,504.00	169,846.45	.00
TARGA RESOURCES CP	2/17/2016	9/15/2016	294.00	13,637.80	5,071.50	8,566.30	.00
TARGA RESOURCES CP	2/17/2016	12/13/2016	759.00	40,886.35	13,092.75	27,793.60	.00
*** CORPORATE STOCK-MORGAN STANLEY ***			14,024.00	532,411.97	241,914.00	290,497.97	.00
GRAND TOTALS			51,324.61	21,749,278.43	21,449,995.83	299,282.60	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
THE ADT CORP	8/09/2013	3/29/2016	200.00	8,251.98	8,238.56	13.42	.00
THE ADT CORP	8/13/2013	3/30/2016	200.00	8,260.19	8,206.00	54.19	.00
THE ADT CORP	8/14/2013	3/31/2016	200.00	8,256.69	8,191.32	65.37	.00
THE ADT CORP	8/13/2013	4/01/2016	200.00	8,262.25	8,188.58	73.67	.00
THE ADT CORP	8/08/2013	4/04/2016	200.00	8,265.17	8,070.48	194.69	.00
THE ADT CORP	8/07/2013	4/05/2016	200.00	8,245.56	8,054.00	191.56	.00
THE ADT CORP	8/15/2013	4/05/2016	200.00	8,245.56	8,042.50	203.06	.00
THE ADT CORP	8/16/2013	4/05/2016	200.00	8,245.56	8,058.00	187.56	.00
THE ADT CORP	6/21/2013	4/06/2016	200.00	8,256.98	7,844.14	412.84	.00
THE ADT CORP	6/25/2013	4/06/2016	200.00	8,256.97	7,969.80	287.17	.00
THE ADT CORP	6/21/2013	4/08/2016	400.00	16,578.36	15,688.28	890.08	.00
THE ADT CORP	6/21/2013	4/11/2016	200.00	8,286.31	7,844.14	442.17	.00
THE ADT CORP	6/21/2013	4/12/2016	200.00	8,289.11	7,844.14	444.97	.00
THE ADT CORP	6/21/2013	4/13/2016	400.00	16,635.35	15,688.28	947.07	.00
THE ADT CORP	6/21/2013	4/14/2016	200.00	8,331.55	7,844.14	487.41	.00
THE ADT CORP	6/21/2013	4/15/2016	300.00	12,501.50	11,766.21	735.29	.00
THE ADT CORP	6/21/2013	4/18/2016	400.00	16,676.59	15,688.28	988.31	.00
THE ADT CORP	6/21/2013	4/19/2016	200.00	8,358.07	7,844.14	513.93	.00
THE ADT CORP	6/21/2013	4/20/2016	200.00	8,357.73	7,844.14	513.59	.00
THE ADT CORP	3/02/2006	4/21/2016	112.50	4,699.02	2,864.39	1,834.63	.00
THE ADT CORP	4/12/2006	4/21/2016	87.50	3,654.80	2,245.45	1,409.35	.00
THE ADT CORP	6/21/2013	4/21/2016	100.00	4,176.91	3,922.07	254.84	.00
THE ADT CORP	6/24/2013	4/21/2016	300.00	12,530.72	11,687.49	843.23	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
THE ADT CORP	3/02/2006	4/22/2016	200 00	8,363.51	5,092.26	3,271.25	.00
THE ADT CORP	3/02/2006	4/25/2016	300.00	12,574.49	7,638.38	4,936.11	.00
THE ADT CORP	10/08/2008	4/26/2016	600.00	25,167.71	11,005.13	14,162.58	.00
THE ADT CORP	3/02/2006	4/27/2016	75.00	3,146.30	1,909.60	1,236.70	.00
THE ADT CORP	10/08/2008	4/27/2016	125.00	5,243.85	2,292.74	2,951.11	.00
BAKER HUGHES, INC.	2/26/2015	12/13/2016	200.00	13,323.72	12,525.00	798.72	.00
BAKER HUGHES, INC.	1/28/2015	12/15/2016	200.00	13,008.96	11,533.00	1,475.96	.00
BAKER HUGHES, INC.	2/26/2015	12/15/2016	900.00	58,540.30	56,362.50	2,177.80	.00
BAKER HUGHES, INC.	1/28/2015	12/16/2016	400.00	26,324.78	23,066.00	3,258.78	.00
BAKER HUGHES, INC.	1/28/2015	12/20/2016	400.00	26,179.94	23,066.00	3,113.94	.00
BAKER HUGHES, INC.	1/28/2015	12/21/2016	200.00	13,036.49	11,533.00	1,503.49	.00
BAKER HUGHES, INC.	1/28/2015	12/22/2016	200.00	13,111.25	11,533.00	1,578.25	.00
BAKER HUGHES, INC.	1/28/2015	12/23/2016	200.00	12,972.91	11,533.00	1,439.91	.00
BAKER HUGHES, INC.	1/28/2015	12/27/2016	200.00	13,060.43	11,533.00	1,527.43	.00
BAKER HUGHES, INC.	9/08/2015	12/28/2016	200.00	13,002.79	10,748.08	2,254.71	.00
BAKER HUGHES, INC.	9/04/2015	12/30/2016	200.00	13,010.11	10,732.66	2,277.45	.00
BANK OF AMERICA CORP.	6/15/2015	12/16/2016	1,100.00	25,234.22	19,231.96	6,002.26	.00
BANK OF AMERICA CORP.	6/15/2015	12/19/2016	2,300.00	51,709.31	40,212.28	11,497.03	.00
BANK OF AMERICA CORP	10/02/2014	12/20/2016	1,500.00	34,067.41	25,411.20	8,656.21	.00
BANK OF AMERICA CORP.	6/15/2015	12/20/2016	1,400.00	31,796.24	24,477.04	7,319.20	.00
BANK OF AMERICA CORP.	10/02/2014	12/21/2016	2,000.00	45,254.41	33,881.60	11,372.81	.00
BANK OF AMERICA CORP.	9/17/2014	12/22/2016	1,400.00	31,605.71	23,527.00	8,078.71	.00
BANK OF AMERICA CORP.	10/02/2014	12/22/2016	1,300.00	29,348.16	22,023.04	7,325.12	.00
BANK OF NEW YORK MELLON C	3/29/2010	6/22/2016	200.00	8,114.30	6,140.14	1,974.16	.00

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BANK OF NEW YORK MELLON C	3/30/2010	6/22/2016	200.00	8,114.30	6,141.54	1,972.76	.00
BANK OF NEW YORK MELLON C	2/09/2011	6/22/2016	100.00	4,057.15	3,184.50	872.65	.00
BANK OF NEW YORK MELLON C	3/19/2010	12/15/2016	200.00	9,676.30	6,134.04	3,542.26	.00
BANK OF NEW YORK MELLON C	3/24/2010	12/16/2016	200.00	9,520.11	6,132.38	3,387.73	.00
BANK OF NEW YORK MELLON C	3/22/2010	12/19/2016	200.00	9,465.09	6,131.84	3,333.25	.00
BANK OF NEW YORK MELLON C	5/04/2010	12/20/2016	200.00	9,535.45	6,113.50	3,421.95	.00
BANK OF NEW YORK MELLON C	3/18/2010	12/21/2016	100.00	4,754.78	3,048.83	1,705.95	.00
BANK OF NEW YORK MELLON C	5/04/2010	12/21/2016	100.00	4,754.77	3,056.75	1,698.02	.00
BANK OF NEW YORK MELLON C	3/16/2010	12/23/2016	100.00	4,744.14	3,000.00	1,744.14	.00
BANK OF NEW YORK MELLON C	3/17/2010	12/23/2016	200.00	9,488.27	6,071.16	3,417.11	.00
BANK OF NEW YORK MELLON C	3/18/2010	12/23/2016	100.00	4,744.13	3,048.83	1,695.30	.00
BANK OF NEW YORK MELLON C	3/12/2010	12/27/2016	100.00	4,771.21	2,979.32	1,791.89	.00
BANK OF NEW YORK MELLON C	3/16/2010	12/27/2016	100.00	4,771.20	3,000.00	1,771.20	.00
BANK OF NEW YORK MELLON C	3/12/2010	12/28/2016	100.00	4,812.28	2,979.32	1,832.96	.00
BANK OF NEW YORK MELLON C	3/15/2010	12/28/2016	100.00	4,812.29	2,977.50	1,834.79	.00
BANK OF NEW YORK MELLON C	3/10/2010	12/29/2016	100.00	4,730.52	2,960.93	1,769.59	.00
BANK OF NEW YORK MELLON C	3/15/2010	12/29/2016	100.00	4,730.51	2,977.50	1,753.01	.00
BB&T CORPORATION	10/21/2014	11/15/2016	200.00	8,470.81	7,176.00	1,294.81	.00
BB&T CORPORATION	10/22/2014	11/15/2016	500.00	21,177.04	18,155.00	3,022.04	.00
CHARTER COMMUNICATIONS IN	3/12/2003	6/13/2016	.76	173.04	25.93	147.11	.00
CHARTER COMMUNICATIONS IN	3/31/2003	6/13/2016	.09	20.03	3.10	16.93	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	1/26/2016	400.00	7,714.49	1,548.56	6,165.93	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	1/27/2016	400.00	7,670.81	1,548.56	6,122.25	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	1/29/2016	400.00	7,786.33	1,548.56	6,237.77	.00

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CADENCE DESIGN SYSTEMS IN	3/03/2009	2/01/2016	400.00	7,839.81	1,548.56	6,291.25	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/03/2016	600.00	11,531.78	2,322.84	9,208.94	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/04/2016	800.00	16,375.93	3,097.12	13,278.81	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/05/2016	600.00	11,982.61	2,322.84	9,659.77	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/08/2016	400.00	7,765.09	1,548.56	6,216.53	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/08/2016	400.00	7,799.93	1,548.56	6,251.37	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/09/2016	500.00	9,893.91	1,935.70	7,958.21	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/10/2016	300.00	6,126.13	1,161.42	4,964.71	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/11/2016	200.00	4,048.09	774.28	3,273.81	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/12/2016	200.00	4,050.07	774.28	3,275.79	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/16/2016	200.00	4,129.86	774.28	3,355.58	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/17/2016	200.00	4,177.10	774.28	3,402.82	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	2/19/2016	200.00	4,157.96	774.28	3,383.68	.00
CAPITAL ONE FINL CORP.	8/31/2015	12/15/2016	200.00	18,107.44	15,505.00	2,602.44	.00
CAPITAL ONE FINL CORP.	8/31/2015	12/16/2016	200.00	17,907.02	15,505.00	2,402.02	.00
CAPITAL ONE FINL CORP.	12/17/2013	12/19/2016	100.00	8,979.65	7,182.76	1,796.89	.00
CAPITAL ONE FINL CORP.	8/31/2015	12/19/2016	100.00	8,979.65	7,752.50	1,227.15	.00
CAPITAL ONE FINL CORP.	12/17/2013	12/20/2016	200.00	18,068.14	14,365.52	3,702.62	.00
CAPITAL ONE FINL CORP.	12/17/2013	12/21/2016	100.00	9,039.02	7,182.76	1,856.26	.00
CELANESE CORP.	9/09/2011	5/11/2016	500.00	35,405.07	20,546.75	14,858.32	.00
CELANESE CORP.	8/23/2011	6/22/2016	200.00	13,874.19	7,794.60	6,079.59	.00
CORNING, INC.	4/03/2013	8/22/2016	600.00	13,629.12	8,009.46	5,619.66	.00
CORNING, INC	4/09/2013	8/22/2016	300.00	6,814.56	4,004.22	2,810.34	.00
CORNING, INC.	4/08/2013	8/23/2016	100.00	2,284.24	1,331.39	952.85	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORNING, INC	4/09/2013	8/23/2016	200.00	4,568.48	2,669.48	1,899.00	.00
CORNING, INC.	4/08/2013	11/15/2016	1,000.00	23,594.48	13,313.90	10,280.58	.00
COMCAST CORP	1/24/2008	7/01/2016	400.00	26,085.23	6,946.00	19,139.23	.00
DANAHER CORP.	12/09/2014	11/15/2016	200.00	15,956.65	12,670.24	3,286.41	.00
DANAHER CORP.	12/12/2014	11/15/2016	400.00	31,913.30	25,293.77	6,619.53	.00
E M C CORP.	4/04/2014	6/21/2016	400.00	11,091.55	10,978.04	113.51	.00
E M C CORP.	4/07/2014	6/22/2016	300.00	8,305.91	8,123.25	182.66	.00
E M C CORP.	4/10/2014	6/22/2016	300.00	8,305.92	8,118.81	187.11	.00
E M C CORP.	5/14/2015	6/22/2016	100.00	2,768.64	2,694.13	74.51	.00
E M C CORP.	5/14/2015	6/23/2016	200.00	5,554.66	5,388.26	166.40	.00
E M C CORP.	5/15/2015	6/23/2016	200.00	5,554.66	5,380.94	173.72	.00
E M C CORP.	5/15/2015	6/23/2016	500.00	13,886.64	13,468.00	418.64	.00
E M C CORP.	5/14/2015	6/24/2016	200.00	5,504.55	5,388.26	116.29	.00
E M C CORP.	5/15/2015	6/27/2016	300.00	8,108.13	8,071.41	36.72	.00
E M C CORP.	3/11/2014	6/28/2016	300.00	8,134.26	8,057.34	76.92	.00
E M C CORP.	3/12/2014	6/28/2016	200.00	5,422.84	5,372.58	50.26	.00
E M C CORP.	5/15/2015	6/28/2016	200.00	5,422.84	5,380.94	41.90	.00
E M C CORP.	3/11/2014	6/29/2016	700.00	18,983.58	18,800.46	183.12	.00
E M C CORP.	5/18/2015	6/29/2016	100.00	2,711.94	2,676.27	35.67	.00
E M C CORP.	5/13/2015	7/01/2016	1,100.00	30,043.86	29,200.71	843.15	.00
E M C CORP.	5/13/2015	7/01/2016	1,500.00	40,874.40	39,819.15	1,055.25	.00
E M C CORP.	5/18/2015	7/01/2016	100.00	2,731.26	2,676.27	54.99	.00
E M C CORP.	5/20/2015	7/01/2016	200.00	5,462.52	5,313.36	149.16	.00
E M C CORP.	5/20/2015	7/01/2016	300.00	8,193.78	7,968.63	225.15	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
E M C CORP.	5/21/2015	7/01/2016	200.00	5,462.52	5,336.54	125.98	.00
E M C CORP	5/13/2015	7/06/2016	1,200.00	32,732.76	31,855.32	877.44	.00
E M C CORP.	5/13/2015	7/07/2016	600.00	16,392.30	15,927.66	464.64	.00
E M C CORP.	7/13/2015	7/14/2016	400.00	11,015.31	10,382.00	633.31	.00
E M C CORP.	7/13/2015	7/18/2016	200.00	5,533.69	5,191.00	342.69	.00
E M C CORP	5/06/2014	7/19/2016	600.00	16,844.33	15,375.00	1,469.33	.00
E M C CORP.	7/13/2015	7/19/2016	100.00	2,807.39	2,595.50	211.89	.00
E M C CORP.	12/19/2013	9/09/2016	600.00	17,586.55	14,416.32	3,170.23	.00
E M C CORP.	12/19/2013	9/09/2016	700.00	20,517.64	16,726.15	3,791.49	.00
E M C CORP.	12/20/2013	9/09/2016	400.00	11,724.36	9,724.32	2,000.04	.00
E M C CORP.	12/31/2013	9/09/2016	400.00	11,724.36	10,020.20	1,704.16	.00
E M C CORP.	1/02/2014	9/09/2016	700.00	20,517.64	17,569.65	2,947.99	.00
E M C CORP.	2/03/2014	9/09/2016	1,200.00	35,173.09	28,737.24	6,435.85	.00
E M C CORP.	2/03/2014	9/09/2016	1,700.00	49,828.55	40,792.35	9,036.20	.00
E M C CORP.	2/04/2014	9/09/2016	400.00	11,724.36	9,463.44	2,260.92	.00
E M C CORP.	2/05/2014	9/09/2016	200.00	5,862.18	4,762.28	1,099.90	.00
E M C CORP.	5/06/2014	9/09/2016	3,500.00	102,588.19	89,687.50	12,900.69	.00
E M C CORP.	9/01/2015	9/09/2016	3,000.00	87,932.74	72,526.80	15,405.94	.00
E M C CORP.	9/02/2015	9/09/2016	500.00	14,655.46	12,011.05	2,644.41	.00
E M C CORP.	9/03/2015	9/09/2016	500.00	14,655.46	12,088.40	2,567.06	.00
E M C CORP.	9/04/2015	9/09/2016	900.00	26,379.82	21,190.50	5,189.32	.00
EBAY INC.	11/14/2008	1/08/2016	200.00	5,199.36	1,029.79	4,169.57	.00
EBAY INC	11/14/2008	1/11/2016	200.00	5,219.96	1,029.80	4,190.16	.00
EBAY INC.	11/14/2008	1/12/2016	300.00	7,851.72	1,544.69	6,307.03	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FORTIVE CORP	12/09/2014	8/02/2016	100.00	4,756.26	4,126.02	630.24	.00
FORTIVE CORP	12/12/2014	8/02/2016	100.00	4,756.27	4,118.42	637.85	.00
FORTIVE CORP	11/24/2014	8/03/2016	50.00	2,445.48	2,046.84	398.64	.00
FORTIVE CORP	11/25/2014	8/03/2016	150.00	7,336.43	6,148.75	1,187.68	.00
FORTIVE CORP	11/26/2014	8/03/2016	100.00	4,890.95	4,098.42	792.53	.00
FORTIVE CORP	12/02/2014	8/03/2016	100.00	4,890.96	4,095.54	795.42	.00
FORTIVE CORP	12/09/2014	8/03/2016	100.00	4,890.95	4,112.99	777.96	.00
FORTIVE CORP	12/12/2014	8/03/2016	100.00	4,890.95	4,118.41	772.54	.00
FORTIVE CORP	11/24/2014	8/04/2016	150.00	7,483.06	6,140.50	1,342.56	.00
FORTIVE CORP	12/01/2014	8/04/2016	50.00	2,494.36	2,039.82	454.54	.00
FORTIVE CORP	11/20/2014	8/05/2016	200.00	10,100.47	8,087.79	2,012.68	.00
FORTIVE CORP	12/01/2014	8/05/2016	100.00	5,050.24	4,079.63	970.61	.00
ALPHABET CL A (GOOGLE INC	8/29/2012	1/05/2016	100.00	76,233.37	34,197.34	42,036.03	.00
ALPHABET CL A (GOOGLE INC	2/20/2013	1/05/2016	100.00	76,233.36	39,891.00	36,342.36	.00
HP INC.	6/17/2011	10/26/2016	400.00	5,547.87	6,670.15	.00	1,122.28
HP INC.	6/17/2011	11/15/2016	300.00	4,763.74	5,002.61	.00	238.87
HP INC.	3/25/2015	11/15/2016	100.00	1,587.92	1,547.48	40.44	.00
HP INC.	3/25/2015	11/16/2016	400.00	6,323.74	6,189.93	133.81	.00
HP INC.	3/25/2015	11/17/2016	500.00	7,938.47	7,737.41	201.06	.00
HP INC.	3/25/2015	11/18/2016	400.00	6,356.58	6,189.93	166.65	.00
HP INC.	3/25/2015	11/21/2016	700.00	11,214.80	10,832.37	382.43	.00
HP INC	3/25/2015	11/22/2016	600.00	9,582.09	9,284.89	297.20	.00
JP MORGAN CHASE & CO	6/15/2015	12/15/2016	200.00	17,210.88	13,597.00	3,613.88	.00
JP MORGAN CHASE & CO	6/15/2015	12/16/2016	400.00	34,155.97	27,194.00	6,961.97	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
JOHNSON CONTROLS INTL INC	10/10/2014	11/15/2016	685.00	30,314.00	30,408.98	.00	94.98
JUNIPER NETWORKS INC.	12/15/2014	1/21/2016	500.00	12,968.51	10,653.00	2,315.51	.00
JUNIPER NETWORKS INC.	12/17/2014	1/22/2016	200.00	5,212.30	4,260.00	952.30	.00
JUNIPER NETWORKS INC.	12/12/2014	1/25/2016	200.00	5,239.06	4,240.38	998.68	.00
JUNIPER NETWORKS INC	12/12/2014	1/26/2016	200.00	5,316.58	4,240.38	1,076.20	.00
JUNIPER NETWORKS INC.	12/12/2014	1/27/2016	200.00	5,308.40	4,240.38	1,068.02	.00
LIBERTY MEDIA HOLDING INT	8/04/2004	5/16/2016	375.00	9,785.41	4,566.78	5,218.63	.00
LIBERTY MEDIA HOLDING INT	8/10/2004	5/16/2016	125.00	3,261.80	1,527.45	1,734.35	.00
MICROSOFT CORP.	8/01/2011	2/24/2016	2,300.00	117,758.58	63,449.64	54,308.94	.00
MICROSOFT CORP.	4/16/2013	2/24/2016	100.00	5,119.94	2,898.43	2,221.51	.00
MICROSOFT CORP.	4/16/2013	2/25/2016	1,200.00	61,946.24	34,781.16	27,165.08	.00
MICROSOFT CORP.	8/01/2011	2/26/2016	900.00	46,456.80	24,828.12	21,628.68	.00
MICROSOFT CORP.	8/01/2011	5/16/2016	300.00	15,460.16	8,276.04	7,184.12	.00
MICROSOFT CORP.	12/21/2012	5/16/2016	700.00	36,073.71	19,120.50	16,953.21	.00
MICROSOFT CORP.	12/21/2012	7/19/2016	300.00	15,938.65	8,194.50	7,744.15	.00
MICROSOFT CORP.	12/21/2012	7/20/2016	700.00	39,243.80	19,120.50	20,123.30	.00
MICROSOFT CORP.	4/28/2011	11/15/2016	200.00	11,754.74	5,361.00	6,393.74	.00
MICROSOFT CORP.	12/21/2012	11/15/2016	1,300.00	76,405.83	35,509.50	40,896.33	.00
MEDTRONIC PLC, DUBLIN	1/28/2015	7/01/2016	300.00	26,081.94	23,085.00	2,996.94	.00
MERCK & CO INC. NEW	5/08/2009	9/27/2016	200.00	12,512.32	4,943.76	7,568.56	.00
MERCK & CO INC. NEW	5/08/2009	9/28/2016	800.00	50,563.62	19,775.04	30,788.58	.00
MERCK & CO INC. NEW	5/11/2009	9/28/2016	200.00	12,640.90	4,903.82	7,737.08	.00
MERCK & CO INC. NEW	5/11/2009	9/29/2016	200.00	12,410.70	4,903.82	7,506.88	.00
MERCK & CO INC. NEW	5/11/2009	9/30/2016	400.00	24,977.81	9,807.64	15,170.17	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MERCK & CO INC. NEW	5/11/2009	10/03/2016	500.00	31,173.72	12,259.55	18,914.17	.00
MERCK & CO INC. NEW	5/11/2009	10/04/2016	300.00	18,705.13	7,355.73	11,349.40	.00
MERCK & CO INC. NEW	5/11/2009	10/05/2016	400.00	25,143.81	9,807.64	15,336.17	.00
NETAPP INC.	9/17/2014	10/04/2016	200.00	6,976.68	6,976.68	.00	.00
NETAPP INC.	9/17/2014	10/05/2016	200.00	7,023.70	7,023.70	.00	.00
NETAPP INC.	9/17/2014	10/06/2016	200.00	6,986.70	6,986.70	.00	.00
NETAPP INC	12/15/2011	10/10/2016	200.00	6,981.94	7,500.86	.00	518.92
NETAPP INC.	12/15/2011	10/11/2016	400.00	13,700.54	15,001.72	.00	1,301.18
NETAPP INC.	12/15/2011	10/12/2016	200.00	6,784.07	7,500.86	.00	716.79
NETAPP INC	12/15/2011	10/13/2016	200.00	6,775.19	7,500.86	.00	725.67
NETAPP INC.	12/15/2011	10/14/2016	200.00	6,738.31	7,500.86	.00	762.55
NETAPP INC.	12/15/2011	10/17/2016	200.00	6,737.65	7,500.86	.00	763.21
NETAPP INC.	12/15/2011	10/18/2016	200.00	6,727.25	7,500.86	.00	773.61
NETAPP INC.	12/15/2011	10/19/2016	200.00	6,766.25	7,500.86	.00	734.61
NETAPP INC	12/15/2011	10/20/2016	200.00	6,784.73	7,500.86	.00	716.13
NETAPP INC.	12/15/2011	10/21/2016	200.00	6,803.27	7,500.86	.00	697.59
NETAPP INC.	12/15/2011	10/24/2016	200.00	6,812.97	7,500.86	.00	687.89
NETAPP INC.	12/15/2011	10/26/2016	200.00	6,808.49	7,500.86	.00	692.37
NETAPP INC.	1/30/2012	10/27/2016	200.00	6,832.43	7,363.70	.00	531.27
NETAPP INC.	1/30/2012	10/31/2016	200.00	6,800.77	7,363.70	.00	562.93
NEWS CORP (2013) CL A	10/22/1997	5/16/2016	550.00	6,443.44	2,314.02	4,129.42	.00
NEWS CORP (2013) CL A	9/16/2002	5/16/2016	250.00	2,928.83	1,063.95	1,864.88	.00
ROCHE HOLDING LTD	9/17/2014	2/25/2016	400.00	12,888.63	15,034.68	.00	2,146.05
ROCHE HOLDING LTD	9/17/2014	2/26/2016	100.00	3,268.12	3,758.67	.00	490.55

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ROCHE HOLDING LTD	9/18/2014	2/26/2016	200.00	6,536.23	7,488.22	.00	951.99
ROCHE HOLDING LTD	9/18/2014	2/29/2016	200.00	6,428.53	7,488.22	.00	1,059.69
ROCHE HOLDING LTD	9/18/2014	3/01/2016	300.00	9,688.79	11,232.33	.00	1,543.54
ROCHE HOLDING LTD	11/01/2012	3/02/2016	300.00	9,610.74	7,203.63	2,407.11	.00
ROCHE HOLDING LTD	9/18/2014	3/02/2016	100.00	3,203.58	3,744.11	.00	540.53
SCHLUMBERGER LTD	10/13/2014	5/17/2016	400.00	29,948.22	36,987.60	.00	7,039.38
SCHLUMBERGER LTD	10/13/2014	5/18/2016	300.00	22,110.62	27,740.70	.00	5,630.08
SCHLUMBERGER LTD	10/13/2014	5/19/2016	400.00	29,536.79	36,987.60	.00	7,450.81
SCHLUMBERGER LTD	10/13/2014	5/20/2016	400.00	29,943.14	36,987.60	.00	7,044.46
SCHLUMBERGER LTD	2/26/2015	7/01/2016	200.00	15,907.51	16,699.36	.00	791.85
SCHLUMBERGER LTD	3/06/2015	7/01/2016	100.00	7,953.76	8,302.78	.00	349.02
SCHWAB CHARLES CORP NEW	10/05/2015	12/15/2016	200.00	7,893.82	5,576.48	2,317.34	.00
SCHWAB CHARLES CORP NEW	10/05/2015	12/16/2016	200.00	7,885.02	5,576.48	2,308.54	.00
SYMANTEC	4/16/2013	2/01/2016	400.00	7,894.13	9,677.56	.00	1,783.43
SYMANTEC	4/16/2013	2/03/2016	1,100.00	21,163.17	26,613.29	.00	5,450.12
SYMANTEC	4/16/2013	7/06/2016	400.00	8,129.46	9,677.56	.00	1,548.10
SYMANTEC	11/26/2013	7/06/2016	1,200.00	24,388.39	27,500.64	.00	3,112.25
SYMANTEC	11/26/2013	7/19/2016	400.00	8,247.89	9,166.88	.00	918.99
SYMANTEC	11/26/2013	7/20/2016	1,300.00	26,895.11	29,792.36	.00	2,897.25
SYMANTEC	11/26/2013	7/21/2016	200.00	4,153.90	4,583.44	.00	429.54
SYMANTEC	11/26/2013	7/22/2016	400.00	8,150.22	9,166.88	.00	1,016.66
SYMANTEC	11/26/2013	7/25/2016	300.00	6,108.46	6,875.16	.00	766.70
SYMANTEC	11/26/2013	7/26/2016	400.00	8,144.78	9,166.88	.00	1,022.10
SYMANTEC	11/26/2013	7/27/2016	200.00	4,078.91	4,583.44	.00	504.53

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SYMANTEC	11/26/2013	7/29/2016	900.00	18,379.75	20,625.48	.00	2,245.73
SYMANTEC	2/21/2014	8/01/2016	700.00	14,410.66	14,243.60	167.06	.00
SYMANTEC	11/26/2013	8/02/2016	700.00	14,390.01	16,042.04	.00	1,652.03
SYMANTEC	2/21/2014	8/03/2016	600.00	12,504.68	12,208.80	295.88	.00
SYMANTEC	4/13/2010	8/04/2016	300.00	6,311.65	5,041.50	1,270.15	.00
SYMANTEC	2/21/2014	8/04/2016	300.00	6,311.65	6,104.40	207.25	.00
SYMANTEC	4/13/2010	8/05/2016	1,400.00	30,948.84	23,527.00	7,421.84	.00
SYMANTEC	4/13/2010	8/08/2016	300.00	6,525.00	5,041.50	1,483.50	.00
SYMANTEC	4/13/2010	8/09/2016	400.00	8,670.17	6,722.00	1,948.17	.00
SYMANTEC	4/13/2010	11/15/2016	200.00	4,856.19	3,361.00	1,495.19	.00
SYMANTEC	4/13/2010	11/15/2016	1,700.00	41,385.59	28,568.50	12,817.09	.00
SYMANTEC	4/13/2010	11/16/2016	200.00	4,823.85	3,361.00	1,462.85	.00
SYMANTEC	4/13/2010	11/17/2016	200.00	4,774.63	3,361.00	1,413.63	.00
SYMANTEC	4/13/2010	11/21/2016	1,700.00	41,600.13	28,568.50	13,031.63	.00
SYMANTEC	5/07/2010	11/21/2016	200.00	4,894.13	3,215.36	1,678.77	.00
SYMANTEC	5/07/2010	11/22/2016	1,300.00	32,274.39	20,899.84	11,374.55	.00
SYMANTEC	5/07/2010	11/23/2016	500.00	12,416.07	8,038.40	4,377.67	.00
SYMANTEC	5/07/2010	11/25/2016	300.00	7,454.29	4,823.04	2,631.25	.00
SYMANTEC	5/07/2010	11/28/2016	200.00	4,901.89	3,215.36	1,686.53	.00
SYMANTEC	5/07/2010	12/06/2016	1,600.00	38,786.99	25,722.88	13,064.11	.00
SYMANTEC	5/07/2010	12/07/2016	400.00	9,795.74	6,430.72	3,365.02	.00
SYMANTEC	7/30/2010	12/07/2016	1,400.00	34,285.11	18,165.00	16,120.11	.00
SYMANTEC	7/30/2010	12/08/2016	600.00	14,720.19	7,785.00	6,935.19	.00
SYMANTEC	7/30/2010	12/09/2016	600.00	14,759.55	7,785.00	6,974.55	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SYMANTEC	7/30/2010	12/12/2016	300.00	7,446.82	3,892.50	3,554.32	.00
SYMANTEC	7/30/2010	12/13/2016	200.00	4,983.89	2,595.00	2,388.89	.00
SYMANTEC	7/30/2010	12/14/2016	300.00	7,466.53	3,892.50	3,574.03	.00
SYMANTEC	7/30/2010	12/15/2016	500.00	12,396.72	6,487.50	5,909.22	.00
SYMANTEC	7/30/2010	12/16/2016	200.00	4,902.83	2,595.00	2,307.83	.00
SYMANTEC	7/30/2010	12/19/2016	200.00	4,836.73	2,595.00	2,241.73	.00
SYMANTEC	7/30/2010	12/20/2016	200.00	4,836.73	2,595.00	2,241.73	.00
SYMANTEC	7/30/2010	12/23/2016	200.00	4,832.35	2,595.00	2,237.35	.00
SYMANTEC	7/30/2010	12/27/2016	200.00	4,870.19	2,595.00	2,275.19	.00
SYMANTEC	7/30/2010	12/28/2016	200.00	4,859.77	2,595.00	2,264.77	.00
SYMANTEC	7/30/2010	12/29/2016	200.00	4,829.89	2,595.00	2,234.89	.00
SYMANTEC	7/30/2010	12/30/2016	200.00	4,837.11	2,595.00	2,242.11	.00
SYNOPSIS INC.	10/08/2008	11/15/2016	100.00	5,990.20	1,720.81	4,269.39	.00
SYNOPSIS INC.	10/15/2008	11/15/2016	400.00	23,960.79	6,986.12	16,974.67	.00
SYNOPSIS INC	5/25/2010	11/15/2016	100.00	5,990.20	2,117.50	3,872.70	.00
TIME WARNER, INC.	11/10/2011	12/08/2016	200.00	18,830.05	6,510.34	12,319.71	.00
TIME WARNER, INC.	3/11/2003	12/09/2016	97.00	9,191.25	3,110.25	6,081.00	.00
TIME WARNER, INC.	11/10/2011	12/09/2016	103.00	9,759.77	3,352.83	6,406.94	.00
TIME WARNER CABLE, INC.	12/22/2014	5/11/2016	500.00	107,988.89	75,305.00	32,683.89	.00
TIME WARNER CABLE, INC.	3/06/2003	5/24/2016	224.67	47,233.37	7,319.15	39,914.22	.00
TIME WARNER CABLE, INC.	3/11/2003	5/24/2016	125.00	26,279.55	4,114.75	22,164.80	.00
TIME WARNER CABLE, INC.	3/26/2003	5/24/2016	125.00	26,279.55	4,235.93	22,043.62	.00
TIME WARNER CABLE, INC.	3/27/2003	5/24/2016	125.00	26,279.55	4,217.27	22,062.28	.00
TIME WARNER CABLE, INC.	3/28/2003	5/24/2016	150.00	31,535.46	5,062.28	26,473.18	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
TIME WARNER CABLE, INC.	4/04/2003	5/24/2016	518.00	108,902.46	17,736.58	91,165.88	.00
TIME WARNER CABLE, INC.	10/29/2003	5/24/2016	125.00	26,279.55	5,657.19	20,622.36	.00
TIME WARNER CABLE, INC.	11/19/2003	5/24/2016	46.00	9,670.88	2,113.91	7,556.97	.00
TIME WARNER CABLE, INC.	11/20/2003	5/24/2016	125.00	26,279.55	5,739.02	20,540.53	.00
TIME WARNER CABLE, INC.	2/12/2013	5/24/2016	600.00	126,141.85	52,567.26	73,574.59	.00
TIME WARNER CABLE, INC.	12/22/2014	5/24/2016	500.00	105,118.21	75,305.00	29,813.21	.00
TYCO CONNECTIVITY LTD	1/18/2006	1/20/2016	200.00	11,207.11	6,157.50	5,049.61	.00
TYCO CONNECTIVITY LTD	1/18/2006	1/22/2016	150.00	8,709.91	4,618.12	4,091.79	.00
TYCO CONNECTIVITY LTD	4/13/2006	1/22/2016	150.00	8,709.90	4,563.39	4,146.51	.00
TYCO CONNECTIVITY LTD	4/17/2006	1/22/2016	100.00	5,806.60	3,032.23	2,774.37	.00
TYCO CONNECTIVITY LTD	4/17/2006	1/25/2016	200.00	11,354.53	6,064.45	5,290.08	.00
TYCO CONNECTIVITY LTD	4/12/2006	1/26/2016	175.00	9,995.27	5,294.24	4,701.03	.00
TYCO CONNECTIVITY LTD	4/18/2006	1/26/2016	25.00	1,427.89	756.43	671.46	.00
TYCO CONNECTIVITY LTD	4/12/2006	1/27/2016	200.00	11,319.33	6,050.57	5,268.76	.00
UNITEDHEALTH GROUP INC.	4/11/2014	11/18/2016	200.00	30,042.32	15,843.86	14,198.46	.00
UNITEDHEALTH GROUP INC.	10/04/2013	11/22/2016	100.00	15,101.18	7,289.88	7,811.30	.00
UNITEDHEALTH GROUP INC.	4/11/2014	11/22/2016	100.00	15,101.18	7,921.93	7,179.25	.00
WAL MART STORES INC.	11/18/2013	7/19/2016	200.00	14,734.57	15,824.86	.00	1,090.29
WAL MART STORES INC.	11/18/2013	7/20/2016	300.00	22,131.77	23,737.29	.00	1,605.52
WAL MART STORES INC.	11/19/2013	7/20/2016	100.00	7,377.26	7,911.60	.00	534.34
WAL MART STORES INC.	11/15/2013	7/22/2016	200.00	14,705.68	15,799.42	.00	1,093.74
WAL MART STORES INC.	11/19/2013	7/22/2016	200.00	14,705.67	15,823.20	.00	1,117.53
WAL MART STORES INC.	5/06/2014	7/22/2016	200.00	14,705.68	15,630.82	.00	925.14
WAL MART STORES INC.	5/06/2014	7/26/2016	600.00	44,191.97	46,892.46	.00	2,700.49

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WELLS FARGO COMPANY	7/09/2008	2/02/2016	51.00	2,498.86	3,665.54	.00	1,166.68
WELLS FARGO COMPANY	6/03/1996	2/03/2016	149.00	7,036.06	6,620.71	415.35	.00
*** CORPORATE STOCK-DODGE		***	121,949.52	4,966,726.81	3,490,312.72	1,476,414.09	.00
CORPORATE STOCK-LUTHER KING							
ABBVIE INC.	10/09/2012	1/04/2016	1,500.00	85,690.57	55,359.46	30,331.11	.00
ABBVIE INC.	4/09/2013	1/04/2016	6,000.00	342,762.29	253,201.20	89,561.09	.00
ADVANSIX INC.	2/18/2015	10/25/2016	160.00	2,647.94	2,229.67	418.27	.00
ADVANSIX INC	4/29/2015	10/25/2016	60.00	992.98	820.18	172.80	.00
ADVANSIX INC.	8/28/2015	10/25/2016	40.00	661.99	533.00	128.99	.00
ADVANSIX INC.	10/13/2015	10/25/2016	40.00	661.98	535.45	126.53	.00
AMAZON COM INC	7/13/2010	1/04/2016	200.00	128,171.64	24,249.88	103,921.76	.00
AMAZON COM INC.	7/13/2010	12/05/2016	600.00	455,237.07	72,749.64	382,487.43	.00
AMAZON COM INC.	7/13/2010	12/13/2016	200.00	152,980.66	24,249.88	128,730.78	.00
AMAZON COM INC.	7/13/2010	12/28/2016	200.00	155,169.33	24,249.88	130,919.45	.00
AMERICAN EXPRESS CO.	5/22/2013	5/26/2016	3,500.00	228,264.32	266,844.90	.00	38,580.58
AMERICAN EXPRESS CO.	7/03/2013	5/26/2016	1,000.00	65,218.38	74,341.00	.00	9,122.62
AMERICAN EXPRESS CO.	9/26/2013	5/26/2016	2,000.00	130,436.75	153,021.00	.00	22,584.25
AMERICAN EXPRESS CO.	10/21/2013	5/26/2016	1,500.00	97,827.57	120,825.00	.00	22,997.43
AMERICAN EXPRESS CO.	2/20/2014	5/26/2016	800.00	52,174.70	70,592.00	.00	18,417.30
APPLE COMPUTER INC.	5/22/2013	1/04/2016	800.00	82,918.47	50,815.71	32,102.76	.00
APPLE COMPUTER INC.	5/22/2013	6/06/2016	500.00	49,238.92	31,759.83	17,479.09	.00
APPLE COMPUTER INC.	8/02/2010	12/05/2016	500.00	54,558.36	18,578.39	35,979.97	.00
APPLE COMPUTER INC.	5/15/2013	12/05/2016	1,400.00	152,763.41	87,838.00	64,925.41	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
APPLE COMPUTER INC.	5/22/2013	12/05/2016	100.00	10,911.67	6,351.96	4,559.71	.00
CELGENE CORP.	7/02/2010	2/26/2016	500.00	51,957.86	12,740.53	39,217.33	.00
COMERICA INC.	1/17/2012	7/11/2016	15,000.00	631,634.71	446,466.00	185,168.71	.00
COMERICA INC	1/20/2012	7/11/2016	2,000.00	84,217.96	59,479.00	24,738.96	.00
E M C CORP.	7/08/2010	1/04/2016	9,600.00	243,932.46	185,497.92	58,434.54	.00
E M C CORP.	7/26/2010	1/04/2016	1,400.00	35,573.48	28,307.86	7,265.62	.00
E M C CORP.	8/17/2010	1/04/2016	4,000.00	101,638.53	75,808.00	25,830.53	.00
EXXON MOBIL CORP.	7/08/2010	12/05/2016	500.00	43,693.70	29,497.50	14,196.20	.00
EXXON MOBIL CORP.	7/12/2010	12/05/2016	1,000.00	87,387.39	58,435.00	28,952.39	.00
ALPHABET CL A (GOOGLE INC	7/13/2010	1/04/2016	200.00	151,199.21	48,215.35	102,983.86	.00
JARDEN CORP.	2/20/2014	4/18/2016	9,300.00	195,300.00	31,787.61	163,512.39	.00
JARDEN CORP.	4/01/2014	4/18/2016	4,200.00	88,200.00	7,510.26	80,689.74	.00
JARDEN CORP.	5/23/2014	4/18/2016	4,500.00	94,500.00	559.01	93,940.99	.00
LKCM SMALL-MID CAP EQUITY	9/16/2011	3/22/2016	66.88	711,595.87	600,000.00	111,595.87	.00
MARTIN MARIETTA MATERIALS	5/15/2013	5/26/2016	500.00	95,870.40	54,026.40	41,844.00	.00
MARTIN MARIETTA MATERIALS	8/21/2014	12/05/2016	500.00	111,511.97	64,707.45	46,804.52	.00
MARTIN MARIETTA MATERIALS	4/28/2015	12/05/2016	500.00	111,511.96	67,673.00	43,838.96	.00
MERCK & CO INC. NEW	7/18/2014	2/26/2016	2,000.00	101,900.78	115,702.20	.00	13,801.42
MERCK & CO INC. NEW	7/21/2014	2/26/2016	1,300.00	66,235.50	75,208.90	.00	8,973.40
MERCK & CO INC NEW	7/18/2014	12/28/2016	5,000.00	296,980.52	289,255.50	7,725.02	.00
MONSANTO CO. NEW	7/02/2010	1/05/2016	4,000.00	389,328.03	186,228.80	203,099.23	.00
MOODYS CORP.	3/12/2015	12/05/2016	6,600.00	639,120.82	640,302.30	.00	1,181.48
MOODYS CORP.	6/12/2015	12/05/2016	900.00	87,152.84	97,862.40	.00	10,709.56
MOODYS CORP.	10/13/2015	12/05/2016	500.00	48,418.24	49,428.95	.00	1,010.71

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
NIKE INC CL B	10/07/2014	12/13/2016	9,000.00	467,536.19	399,963.60	67,572.59	.00
NIKE INC. CL B	9/08/2015	12/13/2016	1,000.00	51,948.47	55,750.00	.00	3,801.53
OREILLY AUTO INC. NEW	7/27/2010	3/29/2016	200.00	54,711.80	10,008.00	44,703.80	.00
OREILLY AUTO INC. NEW	7/02/2010	6/06/2016	500.00	129,325.93	24,040.05	105,285.88	.00
ROPER INDUSTRIES INC.	7/27/2010	12/05/2016	500.00	90,755.02	32,007.50	58,747.52	.00
SABRE CORP.	4/29/2015	6/06/2016	2,000.00	55,971.37	50,615.60	5,355.77	.00
THERMO FISHER SCIENTIFIC	7/14/2010	2/26/2016	1,500.00	196,728.80	74,705.85	122,022.95	.00
TIME WARNER INC. NEW	8/09/2011	1/04/2016	4,900.00	314,188.09	141,392.27	172,795.82	.00
TIME WARNER INC. NEW	8/09/2011	3/22/2016	700.00	50,691.42	20,198.90	30,492.52	.00
V F CORP.	2/18/2015	5/26/2016	5,500.00	341,657.49	415,913.85	.00	74,256.36
V F CORP.	3/12/2015	5/26/2016	1,500.00	93,179.32	109,260.00	.00	16,080.68
WALGREENS BOOTS ALLIANCE	7/07/2010	7/11/2016	7,000.00	573,090.80	186,816.70	386,274.10	.00
WALGREENS BOOTS ALLIANCE	7/13/2010	7/11/2016	3,000.00	245,610.34	85,920.00	159,690.34	.00
WELLS FARGO & CO NEW	8/29/2012	10/25/2016	1,200.00	54,741.96	40,986.12	13,755.84	.00
WELLS FARGO & CO NEW	9/07/2012	10/25/2016	800.00	36,494.64	27,966.64	8,528.00	.00
WELLS FARGO & CO NEW	8/29/2012	10/31/2016	15,000.00	692,896.38	512,326.50	180,569.88	.00
*** CORPORATE STOCK-LUTHER KING		***	149,466.88	10,167,679.25	6,751,717.55	3,415,961.70	.00
U. S. GOVERNMENT SECURITY							
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/15/2016	.00	1,308.72	1,307.76	.96	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/16/2016	.00	1,229.80	1,228.90	.90	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/15/2016	.00	1,117.46	1,116.64	.82	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/15/2016	.00	1,470.47	1,469.39	1.08	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/16/2016	.00	1,463.80	1,462.73	1.07	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/15/2016	.00	1,345.62	1,344.63	.99	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/15/2016	.00	1,065.59	1,064.81	.78	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/15/2016	.00	1,396.46	1,395.63	.83	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	9/15/2016	.00	850.75	850.29	.46	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	10/17/2016	.00	872.17	871.69	.48	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/15/2016	.00	1,071.84	1,071.25	.59	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/15/2016	.00	998.97	998.42	.55	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/15/2016	.00	1,935.26	1,898.07	37.19	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/16/2016	.00	1,215.27	1,191.91	23.36	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/15/2016	.00	2,360.93	2,315.56	45.37	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/15/2016	.00	1,699.64	1,666.98	32.66	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/16/2016	.00	1,998.15	1,959.75	38.40	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/15/2016	.00	872.34	855.57	16.77	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/15/2016	.00	1,580.25	1,549.88	30.37	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/15/2016	.00	940.28	925.70	14.58	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/15/2016	.00	1,119.93	1,103.84	16.09	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/17/2016	.00	1,146.92	1,130.44	16.48	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/15/2016	.00	758.94	748.04	10.90	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/15/2016	.00	1,386.74	1,366.82	19.92	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	1/15/2016	.00	2,459.40	2,453.25	6.15	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/16/2016	.00	2,302.80	2,297.04	5.76	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/15/2016	.00	1,974.15	1,969.21	4.94	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	4/15/2016	.00	1,820.85	1,816.30	4.55	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/16/2016	.00	1,584.30	1,580.34	3.96	.00

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FGPC230401BE GOLD PROGRAM	4/17/2008	6/15/2016	.00	2,783.85	2,776.89	6.96	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/15/2016	.00	3,617.10	3,608.06	9.04	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/15/2016	.00	3,006.90	3,000.65	6.25	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/15/2016	.00	2,543.25	2,538.30	4.95	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/17/2016	.00	2,415.00	2,410.30	4.70	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/15/2016	.00	1,367.25	1,364.59	2.66	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/15/2016	.00	2,269.65	2,265.23	4.42	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/15/2016	.00	2,197.13	2,193.35	3.78	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/16/2016	.00	1,868.00	1,864.79	3.21	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/15/2016	.00	1,825.61	1,822.47	3.14	.00
F MAC #G12806 5 5% 9/1/20	7/18/2008	4/15/2016	.00	2,517.48	2,513.15	4.33	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/16/2016	.00	1,801.98	1,798.88	3.10	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	6/15/2016	.00	2,141.78	2,138.10	3.68	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/15/2016	.00	1,787.81	1,784.74	3.07	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/15/2016	.00	1,697.49	1,695.08	2.41	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/15/2016	.00	1,936.17	1,933.63	2.54	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/17/2016	.00	2,482.65	2,479.39	3.26	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/15/2016	.00	1,869.62	1,867.17	2.45	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/15/2016	.00	1,685.07	1,682.86	2.21	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/15/2016	.00	2,452.05	2,437.87	14.18	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/16/2016	.00	3,252.00	3,233.20	18.80	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/15/2016	.00	1,365.90	1,358.00	7.90	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/15/2016	.00	2,700.90	2,685.28	15.62	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/16/2016	.00	2,534.70	2,520.05	14.65	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/15/2016	.00	3,007.65	2,990.26	17.39	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/15/2016	.00	4,232.40	4,207.93	24.47	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/15/2016	.00	1,887.45	1,878.19	9.26	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/15/2016	.00	1,328.10	1,321.98	6.12	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/17/2016	.00	4,322.85	4,302.93	19.92	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/15/2016	.00	2,653.20	2,640.97	12.23	.00
FED GOVT G18265 5 5% 7/1/	8/06/2008	12/15/2016	.00	3,055.05	3,040.97	14.08	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	1/25/2016	.00	27,061.50	26,913.51	147.99	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	2/25/2016	.00	30,611.90	30,444.49	167.41	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	3/25/2016	.00	26,836.77	26,690.01	146.76	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	4/25/2016	.00	34,369.41	34,181.45	187.96	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	5/25/2016	.00	30,974.66	30,805.27	169.39	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	6/27/2016	.00	35,328.83	35,135.63	193.20	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	7/25/2016	.00	39,061.22	38,871.18	190.04	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	8/25/2016	.00	35,475.20	35,302.61	172.59	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	9/26/2016	.00	32,304.03	32,152.61	151.42	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	10/25/2016	.00	30,728.86	30,584.82	144.04	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	11/25/2016	.00	30,511.55	30,368.53	143.02	.00
FANNIE MAE 2.5% 5/1/2028	12/18/2013	12/27/2016	.00	27,785.82	27,655.58	130.24	.00
FANNIE MAE AU1657 2.5% 7/	3/11/2014	1/25/2016	.00	15,304.38	15,327.10	.00	22.72
FANNIE MAE AU1657 2.5% 7/	3/11/2014	2/25/2016	.00	12,327.88	12,346.18	.00	18.30
FANNIE MAE AU1657 2.5% 7/	3/11/2014	3/25/2016	.00	10,695.39	10,711.27	.00	15.88
FANNIE MAE AU1657 2.5% 7/	3/11/2014	4/25/2016	.00	17,039.08	17,064.37	.00	25.29
FANNIE MAE AU1657 2.5% 7/	3/11/2014	5/25/2016	.00	14,417.41	14,438.81	.00	21.40

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FANNIE MAE AU1657 2.5% 7/	3/11/2014	6/27/2016	.00	21,006.23	21,037.41	.00	31.18
FANNIE MAE AU1657 2.5% 7/	3/11/2014	7/25/2016	.00	15,403.71	15,424.29	.00	20.58
FANNIE MAE AU1657 2.5% 7/	3/11/2014	8/25/2016	.00	10,113.99	10,127.50	.00	13.51
FANNIE MAE AU1657 2.5% 7/	3/11/2014	9/26/2016	.00	15,581.09	15,601.15	.00	20.06
FANNIE MAE AU1657 2.5% 7/	3/11/2014	10/25/2016	.00	13,809.85	13,827.63	.00	17.78
FANNIE MAE AU1657 2.5% 7/	3/11/2014	11/25/2016	.00	14,387.44	14,405.96	.00	18.52
FANNIE MAE AU1657 2.5% 7/	3/11/2014	12/27/2016	.00	10,245.29	10,258.48	.00	13.19
FFCB 2.07% 2/11/2021-16	2/04/2015	2/12/2016	.00	1,000,000.00	1,000,000.00	.00	.00
FN AS5094 2.5% 6/1/2030	6/10/2015	6/27/2016	.00	20,551.02	20,698.73	.00	147.71
FN AS5094 2.5% 6/1/2030	6/10/2015	7/25/2016	.00	45,089.73	45,394.97	.00	305.24
FN AS5094 2.5% 6/1/2030	6/10/2015	8/25/2016	.00	42,217.41	42,503.21	.00	285.80
FN AS5094 2.5% 6/1/2030	6/10/2015	9/26/2016	.00	41,869.53	42,152.97	.00	283.44
FN AS5094 2.5% 6/1/2030	6/10/2015	10/25/2016	.00	43,711.62	44,007.53	.00	295.91
FN AS5094 2.5% 6/1/2030	6/10/2015	11/25/2016	.00	59,745.57	60,150.03	.00	404.46
FN AS5094 2.5% 6/1/2030	6/10/2015	12/27/2016	.00	35,471.91	35,712.04	.00	240.13
FN AY3407 2.5% 4/1/2030	6/04/2015	6/27/2016	.00	40,975.55	41,583.78	.00	608.23
FN AY3407 2.5% 4/1/2030	6/04/2015	7/25/2016	.00	19,110.56	19,381.42	.00	270.86
FN AY3407 2.5% 4/1/2030	6/04/2015	8/25/2016	.00	18,009.15	18,264.40	.00	255.25
FN AY3407 2.5% 4/1/2030	6/04/2015	9/26/2016	.00	47,943.84	48,623.37	.00	679.53
FN AY3407 2.5% 4/1/2030	6/04/2015	10/25/2016	.00	33,628.63	34,090.82	.00	462.19
FN AY3407 2.5% 4/1/2030	6/04/2015	11/25/2016	.00	20,222.51	20,500.45	.00	277.94
FN AY3407 2.5% 4/1/2030	6/04/2015	12/27/2016	.00	21,833.88	22,133.96	.00	300.08
FFCB 5.125% 8/25/2016-RP	1/06/2015	8/25/2016	.00	500,000.00	500,000.00	.00	.00
FHLB 5.375% 5/18/2016-RP	1/06/2015	5/18/2016	.00	500,000.00	500,000.00	.00	.00

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THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLB 4.75% 12/16/2016-RP	1/06/2015	12/16/2016	.00	1,000,000.00	1,000,000.00	.00	.00
BRAZOS RIVER 5.4% 10/1/29	1/06/2015	10/27/2016	.00	2,470.57	4,500.00	.00	2,029.43
BRAZOS RIVER 5.4% 10/1/29	1/06/2015	10/27/2016	.00	2,470.58	4,500.00	.00	2,029.42
BRAZOS RIVER 5.4% 10/1/29	1/06/2015	10/27/2016	.00	150.00	.00	150.00	.00
KYLE TX 5% 8/15/2016-RP	1/06/2015	8/15/2016	.00	150,000.00	150,000.00	.00	.00
NORTHSIDE ISD 4% 8/15/201	1/06/2015	8/15/2016	.00	250,000.00	250,000.00	.00	.00
PEARLAND TX 4% 3/1/2016-R	1/06/2015	3/01/2016	.00	105,000.00	105,000.00	.00	.00
AT&T INC 2.95% 5/15/16	12/18/2013	5/16/2016	.00	2,000,000.00	2,000,000.00	.00	.00
CATERPILLAR FINL 2.65% 4/	4/18/2012	4/01/2016	.00	2,000,000.00	2,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	8,667,807.39	8,674,239.62	.00	6,432.23
GRAND TOTALS			271,416.40	23,802,213.45	18,916,269.89	4,885,943.56	.00

Schedule 3C

NET GAIN OR LOSS FROM SALE OF ASSETS - MORGAN STANLEY PARTNERSHIPS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

	Date Acquired	Date Sold	Units Disposed	Sales Price	Cost	Form K-1 Adjustments to Basis	Total Gain (Loss)	Short Term	Long Term
Antero Midstream Partners	Various	09/16/16	8,673	\$ 215,047.55	\$ 218,876.68	\$ (3,974.41)	\$ 145.28	\$ 145.28	\$
Columbia Pipeline	Various	12/13/16	22,125	377,287.19	320,783.41		56,503.78	56,503.78	
EQT Midstream Partners	03/18/16	09/16/16	314	23,546.48	23,309.79		236.69	236.69	
NuStar GP Holdings	03/17/16	Various	1,245	32,868.34	27,772.22	(2,494.00)	7,590.12	7,590.12	
Targa Res Ptnrs LP	Various	02/17/16	14,715	157,376.93	300,073.34	(74,388.39)	(68,308.02)	(68,308.02)	
Western Gas Equity	Various	Various	2,472	89,744.44	91,841.19		(2,096.75)	(2,096.75)	
Williams Partners LP	Various	Various	13,628	251,444.35	463,486.92	(286,150.16)	74,107.59	74,107.59	
Buckeye Partners LP	03/28/13	03/17/16	94	6,537.96	5,723.18	(1,720.00)	2,534.78		2,534.78
Columbia Pipeline	Various	12/13/16	9,847	167,916.24	237,099.40	(22,898.51)	(46,284.65)		(46,284.65)
Dominion Midstream Partners	12/17/14	Various	1,041	30,706.25	35,860.78	(2,736.00)	(2,418.53)		(2,418.53)
Enlink Midstream Partners	Various	Various	11,013	146,430.64	265,469.83	(123,382.00)	4,342.81		4,342.81
Enterprise Product Partners	03/28/13	06/03/16	789	22,294.84	23,640.10	(10,245.00)	8,899.74		8,899.74
EQT Midstream Partners	Various	Various	3,627	272,842.94	274,858.46	(35,953.77)	33,938.25		33,938.25
Magellan Midstream Partners	Various	Various	957	65,763.84	51,287.26	(13,021.00)	27,497.58		27,497.58
MPLX LP	10/22/14	06/03/16	1,785	59,294.97	100,880.56	(24,852.71)	(16,732.88)		(16,732.88)
Oneok Partners LP	Various	Various	13,159	457,882.29	671,086.07	(364,878.00)	151,674.22		151,674.22
Plains All American Pipeline	Various	Various	12,353	335,812.64	693,491.57	(217,290.00)	(140,388.93)		(140,388.93)
Spectra Energy Partners LP	Various	09/15/16	1,806	77,818.48	72,420.96	(27,889.00)	33,286.52		33,286.52
Sunoco Logistics	Various	03/17/16	6,750	174,569.42	262,436.89	(90,737.00)	2,869.53		2,869.53
Targa Res Ptnrs LP	Various	02/17/16	16,744	179,077.09	768,654.43	(265,799.02)	(323,778.32)		(323,778.32)
TC Pipelines	04/02/13	06/03/16	198	11,235.97	9,760.89	(4,292.00)	5,767.08		5,767.08
Tesororo Logistics	12/18/13	12/13/16	645	30,932.94	31,205.55	(13,224.00)	12,951.39		12,951.39
Western Gas Eq Partners	Various	Various	3,933	130,002.88	241,791.43	(36,054.18)	(75,734.37)		(75,734.37)
Western Gas Partners	Various	Various	7,781	385,260.06	518,006.98	(164,038.00)	31,291.08		31,291.08
Williams Partners	Various	02/12/16	7,336	103,240.20	445,508.24	(30,611.40)	(311,656.64)		(311,656.64)
Totals				\$ 3,804,934.93	\$ 6,155,326.13	\$ (1,816,628.55)	\$ (533,762.65)	\$ 68,178.69	\$ (601,941.34)

Schedule 4

Contributions Paid The Priddy Foundation TIN 75-6029882 Year Ending December 31, 2016

Grantee Organization	Project Title	Payment Amount
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204	Certificate in Nonprofit Management Program in Wichita Falls 2015-2016	-\$821.58
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Wichita Falls Simulcast of Moby Dick Opera 2016 (Community Impact Program)	\$46,510.00
Marie Detty Youth & Family Service Center, Inc. P.O. Box 408 Lawton, OK 73502 Comanche	Technology Community Impact Program 2015 - 2018	\$360.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Community Impact Program Expansion of Cohort 2 2016-2017 & 2017-2018	\$165,000.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Community Impact Program 2015 - 2018	\$136,706.00
Camp Fire USA North Texas Council 2414 Ninth Street Wichita Falls, TX 76301	Special Services After School Program 2016-2017	\$80,000 00
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036	Membership Fee December 1, 2016 - November 30, 2017 (President's Grant)	\$4,470.00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302	Technology Community Impact Program 2016 - 2019	\$145,209 00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302	Technology Community Impact Program 2016 - 2019	\$41,024.00
Philanthropy Southwest 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Underwriting Support for Annual Conference Expenses 2016	\$2,000.00

Grantee Organization	Project Title	Payment Amount
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Operational Support 2016	\$6,813.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	Diabetes Prevention Program 2014-2015	-\$11,465.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	Concert Performance 2014-2015 (and Concert Performance 2016-2017)	\$50,000.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Community Impact Program 2015 - 2018	\$94,060.40
Hospice of Wichita Falls, Inc. 4909 Johnson Road P. O Box 4804 76308 Wichita Falls, TX 76310	Community-Based Palliative Care Program Expansion 2016-2017	\$150,000.00
River Bend Nature Works 2200 Third Street P. O. Box 3674 Wichita Falls, TX 76307 Wichita	Technology Community Impact Project 2014 - 2017*	\$1,969.00
Wichita Falls Area Community Foundation 2405 Kell Boulevard, Suite 100 Wichita Falls, TX 76308	Unrestricted Grants	\$2,000,000.00
Wichita Falls Symphony Orchestra, Inc 1300 Lamar Wichita Falls, TX 76301	Educational Outreach 2017	\$26,000.00
Wichita Falls Backdoor Players P. O. Box 896 Wichita Falls, TX 76307	Main Stage Sound Rehabilitation & Enhancement 2015	\$500.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth Grade Opera Project 2016-2017	\$27,000.00

Grantee Organization	Project Title	Payment Amount
Young Mens Christian Association of Lawton, Oklahoma 5 S.W. 5th Street Lawton, OK 73501 Comanche	Expansion Project Phase II 2015-2016	\$50,000.00
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203-5017	Rural Library Initiative 2010-2013	-\$62,844.21
Burkburnett Independent School District 416 Glendale Street Burkburnett, TX 76354-2499	Closing The STEM Gap 2015 - 2016	-\$441.45
Burkburnett Independent School District 416 Glendale Street Burkburnett, TX 76354-2499	Opera and Arts Study for 6th Grade 2016	\$16,595.00
Child Advocates CASA of Red River 808 Austin Wichita Falls, TX 76301	Volunteer Recruitment and Training 2016- 2017	\$50,000.00
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Wichita Falls Simulcast of Moby Dick Opera 2016 (Community Impact Program)	\$100,000.00
Marie Detty Youth & Family Service Center, Inc. P.O. Box 408 Lawton, OK 73502 Comanche	Technology Community Impact Program 2015 - 2018	\$29,276.00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings 2016-2017	\$150,000.00
New Horizons Ranch and Center, Inc. 294 Medical Drive Abilene, TX 79601	Wichita Falls Children in Foster Care 2016- 2017	\$70,000.00
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204	Certificate in Nonprofit Management Program in Wichita Falls 2016-2017	\$47,000.00
Duncan Literacy Council Incorporated 2300 N Country Club Rd Duncan, OK 73533	Driver's License Test Preparation Studies for ESL Students 2016	\$2,800.00

Grantee Organization	Project Title	Payment Amount
Montague County Carpenters Shop, Inc. (The) 400 Boston Nocona, TX 76255	Roof Repair and Ceiling Replacement 2016	\$7,863.00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302	Technology Community Impact Program 2016 - 2019	\$17,964.00
Peyton's Project P. O. Box 906 Wichita Falls, TX 76307	Antivenin Program Support 2016-2017	\$30,000.00
Wichita Falls Ballet Theater, Inc. 1501 Midwestern Parkway, Suite 116 P. O. Box 2312 76307 Wichita Falls, TX 76302	Program Support for Season 2016 - 2017	\$68,000.00
4 Kidz Sake of Wichita Falls 919 Indiana Wichita Falls, TX 76301	School Outreach Workshops 2016-2017	\$52,000.00
Bryson Independent School District 300 N McCloud Street Bryson, TX 76427	Lego Robotics 2016-2017	\$14,059.00
Cameron University Foundation, Inc. Cameron University Office of University Advancement 2800 W Gore Blvd Administration 245 Lawton, OK 73505	Cameron University - Duncan Science Laboratories 2016-2017	\$200,000.00
Catholic Charities of Ft. Worth, Inc. P. O. Box 15610 Fort Worth, TX 76119 Tarrant	Wichita Falls Vocation Program 2016	\$100,000.00
Girl Scouts - Western Oklahoma, Inc 6100 North Robinson Avenue Oklahoma City, OK 73118	Volunteer Retention 2016-2017	\$12,000.00
Girl Scouts of Texas Oklahoma Plains, Inc. 2106 Kemp Boulevard Wichita Falls, TX 76309	Volunteer Toolkits 2016-2017	\$25,000.00
Jack County Museum Association 241 West Belknap PO Box 861 Jacksboro, TX 76458	Facade / Grounds Improvements 2016	\$25,000.00

Grantee Organization	Project Title	Payment Amount
Kairos Prison Ministry International, Inc. 2301 Oak Forest Ct. Arlington, TX 76012	Kairos Allred Spring/Fall Weekends 2016	\$4,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Operational Support 2016	\$6,812.00
Pets Low Cost Spay and Neuter Clinic P. O. Box 4669 Wichita Falls, TX 76308	Compassion Campaign 2016-2017	\$75,000.00
Presbyterian Children's Homes and Services 5920 W. William Cannon Drive, Building 3, Suite 100 Austin, TX 78749	Wichita Falls Foster Care/ Adoption and Child/Family Program 2016	\$90,000.00
Seymour Organizations Helping Others Inc. 215 N. Washington St., Suite A Seymour, TX 76380	Roof Replacement 2016	\$42,000.00
TFI Family Services, Inc. 1320 NW Homestead Dr, Suite C Lawton, OK 73505	Foster Care Voucher Program Support 2016-2017	\$5,000.00
Wichita Adult Literacy Council 4309 Jacksboro Hwy., Suite 105 Wichita Falls, TX 76302	Technology Community Impact Program 2015 - 2018	\$1,215.00
Wichita Falls Area Community Foundation 2405 Kell Boulevard, Suite 100 Wichita Falls, TX 76308	Texoma Gives 2016	\$50,000.00
A World For Children 2301 Midwestern Parkway, Suite 108 Wichita Falls, TX 76308	Bridging the Gap 2016-2017	\$25,500.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301	Disaster Services 2016-2017	\$50,000.00
Armed Services YMCA of the USA 900 NW Cache Road Lawton, OK 73507	Childcare Assistance 2016	\$58,000.00

Grantee Organization	Project Title	Payment Amount
Arts Council Wichita Falls Area Inc. dba Kemp Center for the Arts 1300 Lamar Wichita Falls, TX 76301	Region IX Distance Learning Program 2016-2017	\$35,000.00
Beautiful Day Foundation 807 W. Main Street Duncan, OK 73533 United States580	Staff and Office Expansion 2016	\$8,000.00
Big Brothers Big Sisters Lone Star 450 E Carpenter Fwy., Suite 300 Irving, TX 75062	Jack County Start Something BIG 2016	\$20,000.00
Big Brothers Big Sisters Lone Star 450 E Carpenter Fwy., Suite 300 Irving, TX 75062	Wichita County Program Support 2016	\$30,000.00
Child Welfare Board of Wichita County Inc./Community Partners of North Texas Mailing address: Attention: Rainbow House 925 Lamar Street Physical location: 1411 10th Street, Suite A Wichita Falls, TX 76301	Children's Beds Purchase 2016	\$15,000.00
City-County Heritage Museum PO Box 136, US HWY 83 North Paducah, TX 79248 Cottle	Storage Area Renovation 2016	\$6,500.00
Clay County Senior Citizens, Inc P. O. Box 533 Henrietta, TX 76365	Program Support 2016	\$25,000.00
Christ Academy (fka The Episcopal School of Wichita Falls, Inc.) 5105 Stone Lake Drive Wichita Falls, TX 76310	Gymnasium Repairs 2016	\$46,334.00
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301	Program Support 2015-2016	\$25,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Rent Assistance 2016	\$25,000.00

Grantee Organization	Project Title	Payment Amount
Museum of the Stonewall Saloon P.O. Box 518 Saint Jo, TX 76265 Montague	Phase III Second Floor / ADA Elevator Addition 2016	\$30,000.00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302	Uncompensated Care 2015-2017 (Payable Over Two Years)	\$400,000.00
Patsy's House Children's Advocacy Center 1411 Tenth Street Wichita Falls, TX 76301	Building Safety and Security Improvements 2016	\$17,147.00
Presbyterian Manor, Inc. 4600 Taft Boulevard Wichita Falls, TX 76308	House of Hope Fifth Wing Addition 2015-2016	\$109,392.00
Rhome Public Library P. O. Box 427 265 West B.C. Rhome Avenue Rhome, TX 76078 Wise	Program Expansion 2016-2017	\$7,187.00
River Bend Nature Works 2200 Third Street P. O. Box 3674 Wichita Falls, TX 76307 Wichita	Revitalization Project Concept Design for Phases I & II 2016	\$148,013.00
Salvation Army (The) P. O. Box 2189 Wichita Falls, TX 76307	Family Thrift Store and Shelter Repairs 2016	\$102,454.00
Seymour Community Development Corporation P.O. Box 592 301 N Washington Seymour, TX 76380	City Hall Auditorium Movie Theater Equipment Installation 2016	\$76,000.00
Southside Girls Club, Inc. 1205 Montgomery Street Wichita Falls, TX 76302	Exterior Doors & Windows Replacement 2016	\$40,967.00
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310 Wichita	Hay for Horses 2016	\$12,000.00
Wichita Adult Literacy Council 4309 Jacksboro Hwy., Suite 105 Wichita Falls, TX 76302	Program Support 2016-2017	\$25,000.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307	Program Support 2016	\$50,000.00
North Texas Society of History & Culture 1522 E. Highway 82 Nocona, TX 76255	Barn Project Phase II 2015	\$25,000.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Technology Community Impact Program 2016 - 2019	\$194,119.00
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Wichita Falls Simulcast of Moby Dick Opera 2016 (Community Impact Program)	\$100,000.00
Electra Grand Theatre, Inc. 101 North Main Street Electra, TX 76360 Wichita	Proscenium Arch Rehab 2015-2016	\$35,000.00
Semper Gratus, Inc. 6600 LBJ Freeway, Ste. 183 Dallas, TX 75240 Dallas	Custom Boots for Wounded Veterans 2016-2017	\$15,000.00
Wichita Falls Alliance for Arts and Culture 1005 Ninth Street, Suite 102 Wichita Falls, TX 76301	Program Support 2016-2019	\$100,000.00
Philanthropy Southwest 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Support Membership Fee for 2016	\$3,500.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Community Impact Program 2015 - 2018	\$125,343.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Operational Support 2016	\$6,812.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Certification for School Districts CIP 2016	\$4,950.00

Grantee Organization	Project Title	Payment Amount
Exponent Philanthropy (formerly known as Association of Small Foundations) 1720 N Street NW Washington, DC 20036	Grant Support 2016	\$2,250.00
Faith Community Hospital Charitable Foundation 717 Magnolia St. Jacksboro, TX 76458 Jack	Wellness Center Capital Project 2015-2016	\$180,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Technology Community Impact Program 2015 - 2018	\$56,316.00
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Wichita Falls Education Outreach 2015 - 2016	\$25,000.00
First Step of Wichita Falls, Inc. P. O. Box 4085 Wichita Falls, TX 76308	Telephone & Technology Upgrades 2016	\$20,000.00
Western Trail Historical Society, Inc. P. O. Box 11 Altus, OK 73522 Jackson	Educational Programming 2016	\$20,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Technology Community Impact Program 2015 - 2018	-\$53,870.00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307	PowerPak 4 Kids BackPack Program 2015	-\$10.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Child Care Gaps 2016	\$200,000.00
Patsy's House Children's Advocacy Center 1411 Tenth Street Wichita Falls, TX 76301	Technology Community Impact Program 2015 - 2018	\$68,548 00
Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	Leadership Level Support 2016 - 2017	\$2,000.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Alliance for Arts and Culture 1005 Ninth Street, Suite 102 Wichita Falls, TX 76301	Operational Support 2016-2018	\$50,000.00
Wichita Falls Alliance for the Mentally Ill 2301 Kell Blvd. Wichita Falls, TX 76308 Wichita	Educational Programming and Operating Expansion 2015	-\$8,110.00
Burkburnett Independent School District 416 Glendale Street Burkburnett, TX 76354-2499	6th Grade Opera and Arts Study 2015	-\$1,288.00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307	PowerPak 4 Kids BackPack Program 2015	-\$11,800.00
City View Independent School District 1025 City View Drive Wichita Falls, TX 76306	Dallas Opera Experience - 6th Grade 2015	\$1,250.00
Rathgeber Hospitality House, Inc. 1615 Twelfth Street Wichita Falls, TX 76301	Rathgeber House Subsidized Funding 2016 & 2017 (Payable Over Two Years)	\$40,000.00
Wichita Falls Area Community Foundation 2405 Kell Boulevard, Suite 100 Wichita Falls, TX 76308	Volunteer Fire Department Fund 2015 - 2016	\$100,000.00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307	PowerPak 4 Kids BackPack Program 2015	\$20,000.00
Region 9 Education Service Center 301 Loop 11 Wichita Falls, TX 76306 Wichita	High Reliability Schools Community Impact Program 2015 - 2018	\$125,343.00
Communities In Schools of Greater Wichita Falls 705 Eighth Street, Suite 700 Wichita Falls, TX 76301 Wichita	Afterschool Program 2014-2015 (Closed with Restrictions - Ineligible to Apply Until Spring 2019)	-\$21,067.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Camp Support, Operations & Road Repair 2016	\$85,000.00

Grantee Organization	Project Title	Payment Amount
Boys Club of Burkburnett P. O. Box 2 Burkburnett, TX 76354	Operations 2016	\$35,000.00
Chico Public Library, Inc P. O. Box 707 Chico, TX 76431	Program Expansion 2016	\$31,173.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Project Day 2016 & Executive Director Salary	\$30,000.00
City of Seymour P. O. Box 31 301 N Washington Seymour, TX 76380 Baylor	"Sound Garden" Pocket Park 2015-2016	\$21,814.00
Duncan Little Theatre, Inc. P. O. Box 531 Duncan, OK 73533 Stephens	Main Street Building Preservation 2016	\$10,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	NPC Operational Support 2015	\$6,813.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Meals on Wheels 2015-2016	\$100,000.00
Teen Court Incorporated P.O. Box 1971 Lawton, OK 73502	Delinquency Prevention 2016	\$45,000.00
Nocona Ministries 207 Cooke St P. O. Box 214 Nocona, TX 76255	Food Distribution & Operating 2015	-\$6,000.00
Nocona Ministries 207 Cooke St P. O. Box 214 Nocona, TX 76255	Food Distribution & Operating 2016	\$6,000 00
4 Kidz Sake of Wichita Falls 919 Indiana Wichita Falls, TX 76301	School Outreach Workshops 2015-2016	\$20,000 00

Grantee Organization	Project Title	Payment Amount
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	New Bus Purchase 2015-2016	\$55,263.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Wichita County Teen & School Court Support 2015-2016	\$19,000.00
Bridgeport Music and Arts Foundation Inc. P. O. Box 400 Bridgeport, TX 76426	Youth Violin Instruction Program 2015-2016	\$5,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Technology Community Impact Program 2015 - 2018	\$53,870.00
Chisholm Trail Heritage Center Association 1000 Chisholm Trail Parkway Duncan, OK 73533	Education Program 2016	\$25,000.00
Christ Counseling Ministry fka Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Fund 2016 & 2017	\$80,000.00
Christians Concerned P.O. Box 811 Duncan, OK 73534	New Flooring 2015 - 2016	\$10,000.00
First Step of Wichita Falls, Inc. P. O. Box 4085 Wichita Falls, TX 76308	Telephone & Technology Upgrades 2016	\$2,100.00
Habitat for Humanity of Wichita Falls 1206 Lamar Wichita Falls, TX 76301	New Truck 2016	\$50,000.00
Horizon Communities Corp P. O. Box 524 Iowa Park, TX 76367	Horizon Faith-Based Community at Allred Prison 2016*	\$3,000.00
International Exotic Feline Sanctuary, Inc. P. O. Box 637 Boyd, TX 76023	Education Program 2015-2016	\$5,000.00

Grantee Organization	Project Title	Payment Amount
Kairos Prison Ministry International, Inc. dba Kairos Outside of Wichita Falls P.O. Box 9245 Wichita Falls, TX 76308 Wichita	Kairos Outside of Wichita Falls 2016*	\$10,000.00
Leadership Wichita Falls Inc P O Box 8344 Wichita Falls, TX 76307	Youth Leadership Wichita Falls 2016	\$4,000.00
Marie Detty Youth & Family Service Center, Inc. P.O. Box 408 Lawton, OK 73502 Comanche	New Directions Domestic Violence Women's Shelter 2015-2016	\$40,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	Arts for All 2016-2017	\$62,250.00
Nocona Lucky Paws Animal Shelter P O. Box 595 Nocona, TX 76255	Building Construction 2015-2016	\$20,000.00
Nocona Ministries 207 Cooke St P O Box 214 Nocona, TX 76255	Food Distribution & Operating 2016	\$28,000 00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Nonprofit Management Institute 2016*	\$49,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Operational Support 2016	\$27,250.00
North Central Texas Community Health Care Center, Inc. P. O Box 720 Wichita Falls, TX 76307	Staff Expansion 2015 and 2016	\$101,500.00
Turningpoint North Texas Council on Substance Abuse P.O. Box 552 Graham, TX 76450 Young	Operation Support 2015-2016	\$50,000.00

Grantee Organization	Project Title	Payment Amount
Whiteside Museum of Natural History P. O. Box 467 310 N. Washington Seymour, TX 76380 Baylor	Fossil Futures Education Program 2016	\$50,000.00
Wichita Falls Art Association 1300 Lamar Wichita Falls, TX 76301	Gallery Support 2016	\$7,500.00
Wichita Falls Ballet Theater, Inc. 1501 Midwestern Parkway, Suite 116 P. O. Box 2312 76307 Wichita Falls, TX 76302	Afternoon with the Arts - A Midsummer Night's Dream 2016	\$33,000.00
Wichita Falls Faith Mission, Inc. P. O. Box 965 Wichita Falls, TX 76307	Social Services Program 2015-2016	\$327,677.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth Grade Opera Project 2015	\$4,219.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	East Branch SMART Athletics Young Achievers Program 2015-2016	\$17,005.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	Early Childhood Program Funding Gaps & Professional Development 2015-2016	\$80,000.00
Zavala Hispanic Cultural Initiative P.O. Box 373 Wichita Falls, TX 76307	Amo Leer Family Literacy Project 2016	\$26,570.00
North Texas Area United Way, Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Early Childhood Development Initiative II	-\$166.13
Grand Totals		\$8,686,251.03

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

	Units/ Shares	Beginning of Year Book Value	End of Year	
		Book Value	Book Value	Fair Market Value
ASSETS				
Cash				
American National Bank		\$ 85,911 69	\$ 65,330 14	\$ 65,330 14
Petty Cash		200 00	200 00	200 00
Money Funds		10,807,867 76	11,092,997 24	11,092,997 24
Morgan Stanley		84,211 84	280,894 77	280,894 77
Vanguard Treasury Money Market			27,757,052 47	27,757,052 47
Deposits & checks in transit		16,763 38	(73,242 46)	(73,242 46)
Totals		\$ 10,994,954 67	\$ 39,123,232 16	\$ 39,123,232 16
Accounts receivable				
Purchased interest		\$ 50,666 67	\$ 496 67	\$ 496 67
Accrued interest				221,570 83
Totals		\$ 50,666 67	\$ 496 67	\$ 222,067 50
Prepaid expenses				
Excise tax		\$ 17,728 51	\$ 71,224 37	\$ 71,224 37
Fixed income securities				
U S Govt Agency and Mortgage Backed Securities				
FHLMC #G12718 5 5% 7/2/2022	54887/37872	\$ 53,831 88	\$ 37,328 06	\$ 39,279 41
Freddie Mac 5 5% 5/1/2022	46456/32264	46,421 95	32,246 78	33,386 22
FGPC230401BE Gold Program	97249/69105	97,006 62	68,970 79	72,020 85
Freddie Mac #G12806 5 5% 9/1/2022	79552/55741	79,414 88	55,667 71	57,812 17
Federal Govt G18265 5 5% 7/1/2023	125596/92804	124,869 74	92,375 93	96,875 87
Fannie Mae 2 5% 5/1/2028	2378161/1997111	2,365,155 26	1,987,749 96	2,006,197 92
Fannie Mae AU1657 2 5% 7/1/28	1148067/977735	1,149,771 11	978,993 84	982,379 45
FHLMC 85% 7/28/17-15	2,500,000	2,500,000 00	2,500,000 00	2,502,000 00
FFCB 2 07% 2/11/2021-16	1,000,000/0	1,000,000 00		
FNMA 2% 5/27/2020-15	3,000,000/0	3,000,000 00		
FN AS5094 2 5% 6/1/2030	2852481/2446152	2,872,983 10	2,462,711 31	2,451,166 19
FN AY3407 2 5% 4/1/2030	3322750/2937416	3,372,071 65	2,977,787 59	2,952,543 82
FFCB 5 125% 8/25/2016	500,000	537,213 00		
FFCB 5 05% 10/30/2018	500,000	572,362 50	543,637 35	534,700 00
FFCB 4 875% 1/17/2017	500,000	541,510 00	513,406 48	500,900 00
FHLB 3 375% 6/12/2020	1,000,000	1,084,578 00	1,060,515 21	1,058,200 00
FHLB 3 25% 3/09/2018	500,000	529,766 50	516,700 51	513,000 00
FHLB 2 75% 6/08/2018	500,000	523,018 50	511,855 34	511,750 00
FHLB 5 685% 9/17/2018	500,000	573,587 00	546,106 31	537,900 00
FHLB 5 375% 5/18/2016	500,000/0	533,512 75		
FHLB 4 75% 12/16/2016	1,000,000/0	1,079,376 00		

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
FHLB 4 875% 5/17/2017	1,000,000	1,093,916 00	1,024,988 05	1,015,700 00
FHLB 5% 11/17/2017	500,000	556,093 75	523,632 28	517,850 00
FHLB 2 03% 12/23/2020-16	3,000,000/0	3,000,000 00		
FHLMC 2 1% 12/30/2020-16	3,000,000/0	3,000,000 00		
FHLB 1 05% 5/25/2018-16	3,000,000		3,000,000 00	2,995,800 00
FHLMC 1% 7/27/2018-17	3,000,000		2,997,600 00	2,991,000 00
FFCB 1 49% 5/3/2021-17	2,000,000		1,998,000 00	1,952,200 00
US Tsy Note 3 25% 3/31/17	2,000,000		2,034,407 54	2,012,500 00
US Tsy Note 3 125% 4/30/17	2,000,000		2,023,644 45	2,016,020 00
US Tsy Note 6 25% 5/31/17	2,000,000		1,998,054 12	1,999,920 00
US Tsy Note 5% 7/31/17	2,000,000		1,994,064 65	1,997,900 00
US Tsy Note 6 25% 8/31/17	2,000,000		1,995,720 21	1,998,200 00
US Tsy Note 6 25% 6/30/17	2,000,000		1,997,334 27	1,999,600 00
Totals		\$ 30,286,460 19	\$ 36,473,498 74	\$ 36,346,801 90
Corporate Bonds & Notes				
AT&T 2 95% 5/15/16	2,000,000/0	\$ 2,017,557 33	\$	\$
Caterpillar Financial 2 65% 4/1/16	2,000,000/0	2,013,724 53		
Target 6% 1/15/2018	2,000,000	2,183,760 00	2,133,945 53	2,091,800 00
Totals		\$ 6,215,041 86	\$ 2,133,945 53	\$ 2,091,800 00
Municipal Bonds				
Brazos River TX 5 4% 10/1/2029	150,000	\$ 9,000 00	\$ 150 00	\$ 1,500 00
Brownsville TX ISD 4 0% 8/15/2019	1,000,000	1,078,904 27	1,062,894 29	1,058,460 00
El Paso TX ISD 4% 8/15/2019	610,000	666,181 00	651,262 66	645,660 60
Harlandale TX ISD 5% 8/15/19	250,000	284,230 00	275,124 23	271,140 00
Highland Park ISD 4 0% 2/15/2019	875,000	935,668 19	920,852 05	918,785 00
Irving TX ISD 3% 2/15/2019	820,000	861,369 00	848,796 54	843,968 60
Kyle TX 5% 8/15/2016	150,000/0	161,019 00		
Leander TX ISD 0 00% 8/15/18	1,500,000	1,443,011 58	1,448,848 53	1,465,215 00
Lubbock TX Rfdg 2 11% 2/15/2021	2,000,000	2,000,000 00	2,000,000 00	2,002,160 00
Northside TX ISD 4% 8/15/16	250,000/0	264,297 50		
Pearland TX ISD 4% 3/1/2016	105,000/0	109,365 90		
Plano, TX ISD 3 125% 2/15/17	1,000,000	1,027,946 04	1,009,812 43	1,002,490 00
Totals		\$ 8,840,992 48	\$ 8,217,740 73	\$ 8,209,379 20
Totals - Fixed income securities		\$ 45,342,494 53	\$ 46,825,185 00	\$ 46,647,981 10
Corporate Stocks.				
Dodge				
Adient PLC	668	\$	\$ 31,118 78	\$ 39,144 80
ADT Corp	6400/0	227,572 64		
Aegon NV	34000	244,529 42	244,529 42	188,020 00
Alphabet Inc CIA	400/200	142,141 25	68,052 91	158,490 00
Alphabet Inc CIC	1002	474,559 23	474,559 23	773,363 64
American Express Co	6000/10200	443,987 30	680,527 60	755,616 00
Anadarko Petr Corp	7800		388,865 29	543,894 00
Anthem Inc	1500/1200	198,104 40	158,444 97	172,524 00

	Units/ Shares	Beginning of Year	End of Year	
		Book Value	Book Value	Fair Market Value
Alnylam Pharmaceuticals Inc	3500		143,160 82	131,040 00
Apache Corp	8400/10000	630,447 39	714,756 35	634,700 00
Astrazeneca PLC	6300/17800	211,615 31	544,753 76	486,296 00
BB&T Corporation	8700/8000	216,630 88	191,299 88	376,160 00
Baker Hughes, Inc	10700/8700	410,373 85	280,737 36	565,239 00
Bank of America Corp	61500/65500	721,963 07	735,617 79	1,447,550 00
Bank of New York Mellon Corp	19000/16500	504,885 74	428,807 66	781,770 00
Bristol-Myers Squibb Co	8000		449,275 00	467,520 00
Cadence Design Systems Inc	6200	24,002 68		
Capital One Financial Corp	15900/16000	641,101 63	638,359 19	1,395,840 00
Celanese Corp	5000/4300	194,685 25	166,343 90	338,582 00
Charter Communications Inc	4138		394,405 50	1,191,412 95
Cigna Corp	4300/4700	406,741 51	450,596 77	626,933 00
Cisco Sys Inc	21800/23000	615,592 01	652,771 25	695,060 00
Coach Inc	5500	284,512 07	284,512 07	192,610 00
Comcast Corp	14400/14000	225,667 56	218,721 56	966,700 00
Concho Resources Inc	1400/2000	136,355 10	173,236 16	265,200 00
Corning Inc	19000/13300	262,366 58	168,378 08	322,791 00
Danaher Corp	2600/2000	216,620 87	125,443 73	155,680 00
Dell Technologies Inc	4417		218,807 53	242,802 49
Dish Network Corp	3600/6100	91,691 45	227,065 26	353,373 00
EBay Inc	700/0	3,604 28		
E M C Corp	27500/0	698,952 53		
Express Scripts Holding Co	8300/7300	643,218 06	555,757 88	502,167 00
Fedex Corp	4000	86,623 00	86,623 00	744,800 00
Goldman Sachs Group Inc	5000	457,152 21	651,280 05	1,197,250 00
Harley-Davidson Inc	2700/3100	148,840 19	167,278 19	180,854 00
Hewlett Packard	41600/53300	451,223 30	636,994 12	1,233,362 00
HP Inc	41600/42200	410,499 96	403,105 19	626,248 00
JPMorgan Chase & Co	9000/9900	471,298 33	523,253 63	854,271 00
Johnson Controls International PLC	6000		167,263 90	247,140 01
Juniper Networks	1300/3500	27,634 14	88,465 96	98,910 00
Liberty Media Holding Corp Interactive	8000/7500	68,805 45	62,711 22	149,850 00
Maxim Integrated Prods Inc	7400	172,784 73	172,784 73	285,418 00
Medtronic Inc	2500/4000	190,067 33	297,582 97	284,920 00
Merck & Co Inc	8200/5200	200,968 97	127,211 97	306,124 00
MetLife Inc	9500/14500	447,982 62	663,371 39	781,405 00
Microsoft Corp	22000/14000	585,699 39	364,160 00	869,960 00
National Oilwell Varco Inc	6700/11000	411,830 19	537,233 20	411,840 00
Netapp Inc	11000/8400	371,181 76	272,233 10	296,268 00
News Corp (2013) Class A	3800/3000	12,220 46	8,842 49	34,380 00
Novartis Ag Spnsd Adr	11000	641,532 53	641,532 53	801,240 00
Priceline Com Inc	200/300	236,489 18	379,238 13	439,818 00
Roche Holding Ltd	19300/17700	375,361 99	319,412 13	504,981 00
Sanofi-Aventis ADR	16900/25600	688,361 73	1,029,977 48	1,035,264 00
Schlumberger	11300/9700	624,395 58	472,622 97	814,315 00
Schwab Charles Corp	35100/34700	617,433 42	606,280 46	1,369,609 00
Sprint Corp Com Fon Group	56927	253,287 56	253,287 56	479,325 34
Symantec Com	28300/1200	513,104 51	15,570 00	28,668 00
Synopsys Inc	5100/4500	88,260 88	77,436 45	264,870 00
Target Corp	3900	224,916 18	224,916 18	281,697 00

		Beginning	End of Year	
	Units/ Shares	of Year Book Value	Book Value	Fair Market Value
Time Warner Cable Inc	6100/0	342,778 95		
Time Warner Inc	12000/11600	292,783 04	279,809 62	1,119,748 00
Twenty-First Century Fox - B	5000	142,282 11	142,282 11	136,250 00
Twenty-First Century Fox Inc	16000/24000	116,148 89	311,597 99	672,960 00
Tyco Connectivity Ltd	7000/5800	145,261 33	108,724 40	401,824 00
Tyco Intl PLC	7000/0	197,672 88		
Union Pac Corp	4500		330,061 77	466,560 00
Unitedhealth Group Inc	3900/3500	273,159 17	242,103 50	560,140 00
VMWare Inc	2500/2700	143,391 91	143,553 42	212,571 00
Wal Mart Stores Inc	10000/8200	627,408 31	485,788 66	566,784 00
Weatherford Intl Ltd	13400	183,351 54	183,351 54	66,866 00
Wells Fargo & Co New	2400/25500	586,001 51	647,559 50	1,405,305 00
Zayo Group Hldgs Inc	5200		161,618 08	170,872 00
Totals - Dodge		\$ 20,700,117 29	\$ 22,096,025 29	\$ 35,173,146 23
Luther King				
Abbott Labs	11,000	\$ 452,619 20	\$ 452,619 20	\$ 422,510 00
Abbvie Inc	15000/7500	568,210 76	259,650 10	469,650 00
Adobe Sys Inc	6500/8000	503,093 96	656,255 06	823,600 00
Akamai Technologies Inc	11500/13000	592,919 95	670,386 40	866,840 00
Alphabet Inc Cl A	800/600	184,780 55	136,565 20	475,470 00
Alphabet Inc Cl C	1002	233,493.85	233,493 85	773,363 64
Amazon Com Inc	2400/1200	284,681 16	139,181 88	899,844 00
American Express Co	8800/0	685,623 90		
Apache Corp	4000		267,725 20	253,880 00
Apple Computer Inc	13300/10000	556,430 00	361,086 11	1,158,200 00
Bank of America Corporation	50000	586,476 90	586,476 90	1,105,000 00
Berkshire Hathaway Inc Cl B	4500		638,807 60	733,410 00
CVS Corp	6500/10000	667,321 29	1,006,184 64	789,100 00
Cabot Oil & Gas Corp	20000/30000	364,097 45	573,424 45	700,800 00
Celgene Corp	10000/9500	254,502 50	241,761 97	1,099,625 00
Coca Cola Co	20000	536,112.00	536,112 00	829,200 00
Colgate Palmolive Co	13500	533,464 96	533,464 96	883,440 00
Comerica Inc	17000/0	505,945 00		
Cullen Frost Bk Inc	9000/14000	470,358 50	741,809 40	1,235,220 00
Danaher Corp	11500/11800	439,103 20	352,702 06	918,512 00
Disney Walt Co	9500	313,066 00	313,066 00	990,090 00
E M C Corp	15000/0	289,613 78		
EOG Resources Inc	9500	465,172 20	465,172 20	960,450 00
Ecolab Inc	6500		740,076 23	761,930 00
Exxon Mobil Corp	5500/4000	312,809 70	224,877 20	361,040 00
FMC Corporation	12500/17500	566,831 10	864,540 70	989,800 00
Fortive Corp	10750		359,234 86	576,522 50
General Elec Co	20000	289,853 40	289,853 40	632,000 00
Home Depot Inc	8000	555,966 30	555,966 30	1,072,640 00
Honeywell Intl Inc	7500	772,664.65	768,546 35	868,875 00
Illinois Works Inc	5500		688,427 08	673,530 00

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
Jarden Corp	18000/0	725,741 66		
JPMorgan Chase & Co	10500/15000	376,018 60	678,065 50	1,294,350 00
Kimberly Clark Corp	5500/6500	521,314 30	656,718 70	741,780 00
Kirby Corporation	11000		680,253 30	731,500 00
Martin Marietta Materials	6500/5000	736,029 35	549,622 50	1,107,650 00
Medtronic PLC, Dublin	11200	844,349 74	838,277 28	797,776 00
Memorial Resource Dev	35000/0	788,605 00		
Merck & Co Inc	8300/0	480,166 60		
Microsoft Corp	10000/14000	444,800 00	674,451 00	869,960 00
Moodys Corp	8000/0	787,593 65		
Monsanto Co	4000/0	186,228 80		
Newell Brands Inc	21516		971,594 58	960,689 40
Nike Inc Cl B	10000/0	455,713 60		
Oreilly Automotive Inc	4700/4000	226,368 45	192,320 40	1,113,640 00
Pepsico Inc	4000		432,350 40	418,520 00
PerkinElmer Inc	19000/20000	860,139 10	915,169 10	1,043,000 00
Pfizer Inc	26000	491,484 10	491,484 10	844,480 00
Pioneer Natural Resources	3200/5000	537,710 99	783,338 85	900,350 00
Praxair Inc	6000	537,409 95	537,409 95	703,140 00
Range Resources Corp	7000/24125	427,400 74	1,376,780 64	828,935 00
Rockwell Automation Inc	5000		615,965 72	672,000 00
Roper Industries Inc	5500/5000	345,367 50	313,360 00	915,400 00
Sabre Corp	34000/32000	745,725 70	695,110 10	798,400 00
Schlumberger Ltd	6000/7000	594,730 55	675,969 80	587,650 00
SEI Invt	17000		827,177 60	839,120 00
Suntrust Bks Inc	18000/20000	541,937 00	650,774 40	1,097,000 00
Thermo Fisher Scientific Inc	8500/7000	407,744 20	333,038 35	987,700 00
Time Warner Inc	11500/5900	331,832 35	170,241 18	569,527 00
Trimble Navigation Ltd	22000/28000	416,332 90	597,441 50	844,200 00
US Bancorp	16500		837,633 50	847,605 00
Union Pac Corp	7500	746,407 22	746,407 22	777,600 00
V F Corp	7000/0	525,173 85		
VISA Inc	10000/12500	723,109 80	913,932 05	975,250 00
Walgreen Co	10000/0	272,736 70		
Wells Fargo & Co New	17000/0	581,279 26		
Whirlpool Corp	4400	352,848 84	352,848 84	799,788 00
Zoetis	16000		726,582 20	856,480 00
Totals - Luther King		\$ 27,997,512 76	\$ 31,891,786 06	\$ 46,248,032 54
Morgan Stanley				
Targa Resources CP	6435	\$	\$ 120,991 44	\$ 360,810 45
Totals - Morgan Stanley		\$	\$ 120,991 44	\$ 360,810 45
Totals - Corporate Stock		\$ 48,697,630 05	\$ 54,108,802 79	\$ 81,781,989 22
Mutual Funds				
LKCM Small-Mid Cap Equity	68886/0	\$ 600,000 00	\$	\$

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
Totals - Mutual Funds		\$ 600,000 00	\$	\$
Index Funds				
Vanguard Institutional Index Fund	84306 905	\$ 15,373,468 52	\$ 15,776,799 13	\$ 17,338,846 65
Vanguard Total Stock Market Fund	278009 904	9,470,058 03	9,769,286 30	15,691,310 66
Totals - Index Funds		\$ 24,843,526 55	\$ 25,546,085 43	\$ 33,030,157 31
Partnerships				
LKCM Investment		\$ 8,323,289 00	\$ 8,889,870 00	\$ 12,673,269 00
Morgan Stanley Partnership Funds		8,680,523 91	7,399,251 92	8,606,212 76
Totals - Partnerships		\$ 17,003,812 91	\$ 16,289,121 92	\$ 21,279,481 76
Totals - Other investments		\$ 42,447,339 46	\$ 41,835,207 35	\$ 54,309,639 07
Depreciable assets				
Furniture and equipment		\$ 188,104 70	\$ 188,104 70	\$
Construction in Progress			7,699 15	
Accumulated depreciation		(149,406 09)	(165,876 14)	
Totals - Depreciable assets		\$ 38,698 61	\$ 29,927 71	\$ 29,927 71
Oil & gas royalties				
Producing		\$ 41,836 00	\$ 41,836 00	\$ 65,988 60
Accumulated depletion		(41,836 00)	(41,836 00)	
Nonproducing		5,149 00	5,149 00	5,149 00
Totals - Oil & gas royalties		\$ 5,149 00	\$ 5,149 00	\$ 71,137 60
Total assets		\$ 147,594,661 50	\$ 181,999,225 05	\$ 222,257,198 73
LIABILITIES AND FUND BALANCE				
Liabilities				
Accounts payable		\$	\$	
Total liabilities		\$	\$	
Fund Balance				
Fund balance		\$ 147,594,661 50	\$ 181,999,225 05	
Total liabilities and fund balance		\$ 147,594,661 50	\$ 181,999,225 05	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

<u>Officers and Trustees - Part VIII:</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer (Retired 2016)	\$ 208,291 75	\$ (1)
Dr. Shelley S Sweatt 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/CEO	175,791.74	13,505.00 (1)
Berneice R Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita		(2)
Murphy Davis 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	8,250.00	(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250 00	(2)
Tim Cornelius 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,500.00	(2)
Kristi Faulkner 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250.00	(2)

<u>Officers and Trustees - Part VIII:</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
Tony Fidelie	Trustee	7,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
David Flack	Trustee	7,500.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Wayne Mansur	Trustee	7,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Liz Martin	Trustee	7,500.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Nancy Marks	Trustee	7,500.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Marjorie Parker	Trustee Elect	500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Kathy Sultemeier	Trustee	8,250.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
		<u>\$ 462,583.49</u>	<u>\$ 13,505.00</u>

<u>Officers and Trustees - Part VIII.</u>	Contributions to	
	<u>Compensation</u>	<u>Employee Benefit Plans</u>
Time devoted to business by above:		
(1) Full-time (40 hours per week)		
(2) Part-time (average 1-2 hours per week)		
<u>Foundation Managers - Part XV:</u>		
Walter Priddy - Date of Death 07-07-79		
Ashley Priddy - Date of Death 03-05-84		
Swannanoa Priddy - Date of Death 08-07-80		
Robert T. Priddy - Date of Death 01-06-15		

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

- 2 (a) Dr. Shelley S Sweatt, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(940) 723-8720
- (b) Grant application should be made with the Foundation's grant application form that is available on the Foundation's web site www.priddyfdn.org. The following information should be submitted with the completed grant application:
1. Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS
 2. A list of officers and directors.
 3. A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc
 4. A copy of the organization's most recent audit.
 5. Latest financial statements
- (c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the Spring cycle, and August 1st for the Fall cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 1st and September 1st for the respective cycles.
- (d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts and health. The Foundation's service area encompasses 18 counties in North Texas and 6 counties in southern Oklahoma

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

Part 1, Line 16a, b, c.

Legal fees - Line 16a:

Sherrill, Crosnoe & Goff		\$ 1,270 00
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Accounting fees - Line 16b:

Freemon, Shapard & Story	\$ 45,900.00	
Mathis, West, Huffines & Co., PC	<u>17,950.00</u>	<u>\$ 63,850 00</u>

Other professional fees - Investment - Line 16c:

American National Bank	\$ 70,506.57	
Dodge & Cox	138,612.74	
Luther King	222,982.00	
Morgan Stanley	78,156 83	
Sentry Management	<u>52,077.00</u>	<u>\$ 562,335.14</u>

Other professional fees - Consulting - Line 16c:

D. Jack Davis	\$ 981.26	
Venture HRO, LLC	117.19	
Gibson Consulting Group, Inc.	<u>12,462 00</u>	<u>\$ 13,560 45</u>

PARTNER'S SHARE OF INCOME CREDITS DEDUCTIONS ETC

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31 2016

Enterprise

	Total	Access Midstream Partners LP	Antero Midstream Partners LP	Buckeye Partners LP	Columbia Pipeline Partners LP	Dominion Midstream Partners LP	Energy Transfer Partners LP	Enlink Midstream Partners LP	Enterprise Products Partners LP	Oiltanking Partners LP	EQT Midstream Partners LP	LKCM Investment Partnership LP	Magellan Midstream Partners LP	MPLX LP	MPLX LP	Nusiar GP Holdings LLC	Oneok Partners LP
		80-0534394	46-4109058	23-2432497	51-0658510	46-5135781	73-1493906	16-1616605	76-0568219	45-0684578	37-1661577	75-2076114	73-1599053	27-0005456	45-5010536	85-0470977	93-1120873
		FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL	FINAL
		PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP
Ordinary income (loss)	\$ (667,063.00)	\$	\$ 232.00	\$ (1,650.00)	\$ 3,516.00	\$ (8,646.00)	\$	\$ (53,400.00)	\$ (60,415.00)	\$	\$ (2,204.00)	\$ 7,640.00	\$ (18,681.00)	\$ (65,799.00)	\$	\$ (7,264.00)	\$ (48,923.00)
Net rental real estate income	225.00											350.00					
Other net rental income (loss)	105.00				104.00												
Portfolio income (loss)																	
Interest income	5,354.00			36.00	1.00	8.00		499.00	123.00		231.00	3.00	28.00	642.00		306.00	12.00
Interest income - Tax-exempt	23.00																
Ordinary dividends	215,984.00			78.00	543.00							209,034.00	10.00	1,120.00		109.00	
Royalties																	
Net short-term capital gain (loss)	(226,202.00)											(226,191.00)	(11.00)				
Net long-term capital gain (loss)	819,463.00			451.00								818,207.00	397.00				
Net Sec 1231 gain (loss)	(3,646.00)			(887.00)	(4,461.00)	(82.00)		(912.00)	(777.00)		(81.00)	(6.00)		56.00		(86.00)	(3,016.00)
Other income (loss)	2,723.00											101.00					
Other deductions - Sec 59(e)(2)	(156.00)				(156.00)												
Other deductions - Cost depletion W	(395.00)				(395.00)												
Other deductions - Cost depletion RI	(342.00)				(342.00)												
Other portfolio deductions	(187.00)			(15.00)	(7.00)			(6.00)				(16.00)				(29.00)	
Charitable contributions - 50%	(57,165.00)																
Charitable contributions - 30%	(186,501.00)											(55,881.00)					
Investment interest	(2,664.00)											(186,497.00)					
Miscellaneous	(12.00)																
Foreign tax	(108.00)																
Nondeductible expense	(1,777.00)				(82.00)	(7.00)		(81.00)	(9.00)			(163.00)	(56.00)	(357.00)		(218.00)	(87.00)
Income (loss)	\$ (101,678.00)	\$	\$ 232.00	\$ (2,107.00)	\$ (1,275.00)	\$ (8,726.00)	\$	\$ (53,900.00)	\$ (61,078.00)	\$	\$ (2,058.00)	\$ 566,581.00	\$ (18,313.00)	\$ (64,338.00)	\$	\$ (7,216.00)	\$ (51,942.00)
Passive loss carryover from 2015																	
Ordinary	(2,075,320.00)	(82,911.00)		(34,349.00)	(2,955.00)	(2,498.00)		(138,000.00)	(189,210.00)	(1,059.00)	(16,914.00)		(29,008.00)	(45,983.00)	(10,392.00)		(342,146.00)
Sec 1231	(37,896.00)			(14,607.00)	(1,328.00)	(460.00)			(7,645.00)		(1,106.00)		(317.00)	(112.00)			(3,435.00)
Transfer to successor partnership									(1,059.00)	1,059.00				(10,392.00)	10,392.00		
Passive loss carryover to 2017																	
Ordinary	2,132,804.00			35,999.00		11,144.00		191,400.00	250,684.00				47,689.00	122,174.00		7,264.00	391,069.00
Sec 1231	38,841.00			15,494.00		542.00		912.00	8,422.00				317.00	56.00		86.00	6,451.00
Total passive carryover	\$ 58,529.00	\$	\$	\$ 2,537.00	\$ (4,286.00)	\$ 8,728.00	\$	\$ 54,312.00	\$ 61,192.00	\$	\$ (18,020.00)	\$	\$ 18,681.00	\$ 65,743.00	\$	\$ 7,350.00	\$ 51,939.00
Taxable income (loss)	\$ (43,149.00)	\$	\$ 232.00	\$ 430.00	\$ (5,565.00)	\$ 2.00	\$	\$ 412.00	\$ 114.00	\$	\$ (20,078.00)	\$ 566,581.00	\$ 368.00	\$ 1,405.00	\$	\$ 134.00	\$ (3.00)

Schedule 9

PARTNERS SHARE OF INCOME CREDITS, DEDUCTIONS, ETC

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31 2016

	Plains			Tesoro Logistics LP									
	Phillips 66 Partners, LP	All American Pipeline LP	PAA Storage LP	Natural Gas	Shell Midstream Partners, LP	Spectra Energy Partners, LP	Sunoco Logistics Partners, LP	Targa Resources Partners, LP	TC Pipelines LP	QEP Midstream Partners, LP	Valero Energy Partners, LP	Western Gas Partners, LP	Williams Partners, LP
TIN	38-3899432	76-0582150	27-1679071	27-1679071	46-5223743	41-2232463	23-3096839	65-1295427	52-2135448	27-4151603	80-0918184	90-1006559	20-2485124
	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP	PTP
Ordinary income (loss)	\$ (58 129 00)	\$ (69 621 00)	\$	\$ (21 414 00)	\$ (25 121 00)	\$ (25 121 00)	\$ (46 032 00)	\$ (9 403 00)	\$ (31 394 00)	\$ (62 804 00)	\$	\$ (6 876 00)	\$ (12 424 00)
Net rental real estate income													
Other net rental income (loss)													
Portfolio income (loss)	21 00	712 00			157 00	471 00	738 00	43 00	104 00	107 00	1 092 00		6 00
Interest income								17 00					8 00
Interest income - Tax-exempt													
Ordinary dividends	2 489 00	21 00		574 00		2 541 00							
Royalties													
Net short-term capital gain (loss)													
Net long-term capital gain (loss)													
Net Sec 1231 gain (loss)	(2 00)	7 581 00											
Other income (loss)													
Other deductions - Sec 59(e)(2)													
Other deductions - Cost depletion Wt													
Other deductions - Cost depletion RI													
Other portfolio deductions													
Charitable contributions - 50%													
Charitable contributions - 30%													
Investment interest													
Miscellaneous													
Foreign tax													
Non deductible expense	(5 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)	(2 00)
Total income (loss)	\$ 55 629 00	\$ 64 136 00	\$	\$ 20 848 00	\$ 29 344 00	\$ 29 344 00	\$ 44 073 00	\$ 6 046 00	\$ 31 344 00	\$ 63 043 00	\$	\$ (6 858 00)	\$ (12 792 00)
Passive loss carryover from 2015													
Ordinary	(11 120 00)	(108 048 00)	(746 00)	(6 358 00)	(58 999 00)	(150 934 00)	(210 966 00)	(210 966 00)	(107 960 00)	(96 416 00)	(3 085 00)	(22 985 00)	(275 506 00)
Sec 1231													
Transfer to successor partnership													
Passive loss carryover to 2017													
Ordinary	69 249 00	170 834 00		27 772 00	88 120 00	196 966 00	339 00	139 354 00	162 305 00	162 305 00	41 032 00	172 973 00	
Sec 1231	2 00				3 433 00	339 00		496 00	499 00	499 00	1 00	709 00	1 062 00
Total passive carryover	\$ 58 131 00	\$ 62 040 00	\$	\$ 21 414 00	\$ 29 121 00	\$ 29 121 00	\$ 46 032 00	\$ (213 026 00)	\$ 31 397 00	\$ 63 078 00	\$	\$ 6 877 00	\$ (359 657 00)
Taxable income (loss)	\$ 2 502 00	\$ (2 096 00)	\$	\$ 566 00	\$ (223 00)	\$ (223 00)	\$ 1 959 00	\$ (219 072 00)	\$ 53 00	\$ 35 00	\$	\$ 136 00	\$ (372 448 00)

Schedule 10

SCHEDULE B, PART II NONCASH PROPERTY CONTRIBUTIONS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2016

<u>Description of property given</u>	<u>Par Value</u>	<u>Fair Market Value</u>	<u>Date Received</u>	<u>Cost</u>
From Robert T Priddy Estate:				
U. S Treasury Notes:				
US Treasury Note 3 25% 03/31/17	2,000,000	\$ 2,017,980.00	11-30-16	\$ 2,034,407.54
US Treasury Note 3.125% 04/30/17	2,000,000	2,021,180.00	11-30-16	2,023,644.45
US Treasury Note 625% 05/31/17	2,000,000	2,000,120.00	11-30-16	1,998,054.12
US Treasury Note 5% 07/31/17	2,000,000	1,997,940.00	11-30-16	1,994,064.65
US Treasury Note .625% 08/31/17	2,000,000	1,998,740.00	11-30-16	1,995,720.21
US Treasury Note .625% 06/30/17	2,000,000	<u>1,999,900.00</u>	11-30-16	<u>1,996,904.96</u>
Total		<u>\$ 12,035,860.00</u>		<u>\$ 12,042,795.93</u>