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<div>Form 990-PF</div> <div>Department of the Treasury Internal Revenue Service</div>		<div>Return of Private Foundation</div> <div>or Section 4947(a)(1) Trust Treated as Private Foundation</div> <div>▶ Do not enter social security numbers on this form as it may be made public. ▶ Information about Form 990-PF and its instructions is at <a href="http://www.irs.gov/form990pf">www.irs.gov/form990pf</a>.</div>			<div>OMB No 1545-0052</div> <div>2016</div> <div>Open to Public Inspection</div>		
For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017							
Name of foundation CLARA B & W AUBREY SMITH CHARITABLE				A Employer identification number 75-6314114			
Number and street (or P.O. box number if mail is not delivered to street address) BANK OF AMERICA NA PO BOX 831			Room/suite	B Telephone number (see instructions) (800) 357-7094			
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752831041				C If exemption application is pending, check here ▶ <input type="checkbox"/>			
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>				D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,319,882		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)					
	2	Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities . . . .	333,235	328,569			
	5a	Gross rents . . . . .					
	b	Net rental income or (loss) _____					
	6a	Net gain or (loss) from sale of assets not on line 10	592,460				
	b	Gross sales price for all assets on line 6a 6,422,302					
	7	Capital gain net income (from Part IV, line 2) . . . .		592,460			
	8	Net short-term capital gain . . . . .			0		
	9	Income modifications . . . . .					
	10a	Gross sales less returns and allowances					
b	Less Cost of goods sold . . . . .						
c	Gross profit or (loss) (attach schedule) . . . . .						
11	Other income (attach schedule) . . . . .	 13,908	15,136				
12	Total. Add lines 1 through 11 . . . . .	939,603	936,165				
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	141,413	84,848		56,565	
	14	Other employee salaries and wages . . . . .		0	0	0	
	15	Pension plans, employee benefits . . . . .		0	0		
	16a	Legal fees (attach schedule) . . . . .	 6,513	0	0	6,513	
	b	Accounting fees (attach schedule) . . . . .	 3,000	1,800	0	1,200	
	c	Other professional fees (attach schedule) . . . . .	 85,231			85,231	
	17	Interest . . . . .				0	
	18	Taxes (attach schedule) (see instructions) . . . .	 22,773	10,773		0	
	19	Depreciation (attach schedule) and depletion . . . .	0	0			
	20	Occupancy . . . . .					
	21	Travel, conferences, and meetings . . . . .		0	0		
	22	Printing and publications . . . . .		0	0		
	23	Other expenses (attach schedule) . . . . .	 5,375	8,932		106	
	24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	264,305	106,353	0	149,615	
	25	Contributions, gifts, grants paid . . . . .	651,000			651,000	
26	Total expenses and disbursements. Add lines 24 and 25	915,305	106,353	0	800,615		
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	24,298				
	b	Net investment income (if negative, enter -0-)		829,812			
c	Adjusted net income (if negative, enter -0-)			0			
For Paperwork Reduction Act Notice, see instructions.				Cat No 11289X		Form 990-PF (2016)	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	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 . . . . .	521,003	521,999		521,999	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0		0	
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable . . . . .					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .	14,756,070	15,084,560		16,728,316	
	c	Investments—corporate bonds (attach schedule) . . . . .					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .				0	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	69,567	1	69,567	1		
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	15,277,074	15,606,560		17,319,882		
Liabilities	17	Accounts payable and accrued expenses . . . . .					
	18	Grants payable . . . . .					
	19	Deferred revenue . . . . .					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule). . . . .					
	22	Other liabilities (describe ▶ _____)					
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds . . . . .	15,277,074	15,606,560			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	15,277,074	15,606,560				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	15,277,074	15,606,560				

**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	15,277,074
2	Enter amount from Part I, line 27a . . . . .	2	24,298
3	Other increases not included in line 2 (itemize) ▶ _____	3	385,093
4	Add lines 1, 2, and 3 . . . . .	4	15,686,465
5	Decreases not included in line 2 (itemize) ▶ _____	5	79,905
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,606,560

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	592,460
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	667,019	15,929,436	0 041873
2014	729,938	16,974,944	0 043001
2013	826,348	16,397,081	0 050396
2012	975,259	15,833,121	0 061596
2011	746,151	15,971,808	0 046717
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 243583
<b>3</b> 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			<b>3</b> 0 048717
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 16,426,090
<b>5</b> Multiply line 4 by line 3			<b>5</b> 800,230
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 8,298
<b>7</b> Add lines 5 and 6			<b>7</b> 808,528
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 800,615

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	16,596
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	16,596
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	16,596
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	18,183
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	18,183
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ▶	<b>10</b>	1,587
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 1,587 <b>Refunded</b> ▶	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>NONE</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>BANK OF AMERICA NA</b> Telephone no <b>(214) 209-1965</b>			

Located at **901 MAIN ST 19TH FL DALLAS TX** ZIP+4 **752023714**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> <b>1b</b>			<b>No</b>
<b>c</b>	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? <input type="checkbox"/> <b>1c</b>			<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). <input type="checkbox"/> <b>2b</b>			<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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 ). <input type="checkbox"/> <b>3b</b>			
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. 	<input type="checkbox"/>		
<b>c</b>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
	<i>If "Yes" to 6b, file 8870</i>			
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>	

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

[illegible]

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

[illegible]

<b>Total</b> number of other employees paid over \$50,000. . . . .	0
--	---

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

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

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

	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	16,216,239
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	459,994
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	16,676,233
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	16,676,233
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	250,143
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	16,426,090
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	821,305

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	821,305
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	16,596
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	16,596
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	804,709
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	804,709
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	804,709

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	800,615
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	800,615
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	800,615

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				804,709
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 2014, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	0			
<b>b</b> From 2012. . . . .	118,010			
<b>c</b> From 2013. . . . .	6,022			
<b>d</b> From 2014. . . . .	0			
<b>e</b> From 2015. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	124,032			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 800,615				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				800,615
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	4,094			4,094
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	119,938			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	119,938			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	113,916			
<b>b</b> Excess from 2013. . . . .	6,022			
<b>c</b> Excess from 2014. . . . .	0			
<b>d</b> Excess from 2015. . . . .	0			
<b>e</b> Excess from 2016. . . . .	0			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ☐ 4942(j)(3) or ☐ 4942(j)(5)

**b** Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
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  
KELLY DONOHUE - BANK OF AMERICA N  
PO BOX 830241  
DALLAS, TX 752830241  
(214) 209-2396  
N/A

**b** The form in which applications should be submitted and information and materials they should include  
LETTER FORMAT

**c** Any submission deadlines  
NONE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
RELIGIOUS, CHARITABLE, EDUCATIONAL, SCIENTIFIC & LITERARY PURPOSES IN GRAYSON COUNTY, TEXAS AND SURROUNDING AREAS  
FOCUSING ON INCREASING KNOWLEDGE OF PHYSICIANS/SURGEONS IN GRAYSON COUNTY THROUGH LECTURES &

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	651,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to

Form **990-PF** (2016)

## Part XVII

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

[illegible]

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

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

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

**Sign  
Here**

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

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

**Paid  
Preparer  
Use Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
5071 21 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-07-05	2017-02-02
1707 114 SMALL CAP GROWTH LEADERS CTF		2012-12-14	2017-01-31
1922 988 EMERGING MARKETS STOCK COMMON TRUST FUND		2015-10-09	2016-08-31
2950 155 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-10-14	2017-01-31
2552 906 EMERGING MARKETS STOCK COMMON TRUST FUND		2015-10-09	2017-01-31
595 523 EMERGING MARKETS STOCK COMMON TRUST FUND		2015-10-09	2017-05-31
1747 341 SMALL CAP VALUE CTF		2012-12-14	2017-01-31
17592 19 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2015-10-09	2016-07-05
38065 955 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2015-10-20	2016-07-05
42660 584 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2015-10-20	2017-02-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,771		53,552	-5,781
44,304		33,661	10,643
89,852		79,302	10,550
137,006		137,708	-702
118,557		104,979	13,578
31,404		25,370	6,034
52,783		40,867	11,916
165,367		174,690	-9,323
357,820		377,234	-19,414
412,528		422,766	-10,238

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,781
			10,643
			10,550
			-702
			13,578
			6,034
			11,916
			-9,323
			-19,414
			-10,238

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
1280 568 DIVIDEND INCOME COMMON TRUST FUND		2012-12-14	2016-08-31
11557 205 DIVIDEND INCOME COMMON TRUST FUND		2012-12-14	2017-01-31
2831 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2017-01-31
1223 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
90 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
302 ISHARES CORE S&P MID CAP ETF		2015-10-09	2016-08-31
163 ISHARES RUSSELL 2000 ETF		2015-10-09	2016-08-31
970 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-05-31
4983 511 THE MERGER FD		2016-07-05	2017-02-02
18019 PIMCO HIGH YIELD FD INSTL CL		2017-02-02	2017-03-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
70,478		59,685	10,793
659,926		548,640	111,286
306,384		313,632	-7,248
132,359		132,884	-525
9,743		9,779	-36
47,085		43,483	3,602
20,022		18,866	1,156
131,731		131,124	607
78,191		76,945	1,246
160,369		160,189	180

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			10,793
			111,286
			-7,248
			-525
			-36
			3,602
			1,156
			607
			1,246
			180

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
14085 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2015-10-09	2017-01-31
1350 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2015-09-29	2017-01-31
6301 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2016-05-31	2017-01-31
3996 VANGUARD FTSE DEVELOPED MARKETS ETF		2015-10-09	2016-10-14
1161 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2016-08-31
4297 VANGUARD FTSE EMERGING MKTS ETF		2016-10-14	2017-01-31
246 VANGUARD S&P 500 ETF		2016-01-08	2017-01-31
16 VANGUARD S&P 500 ETF		2016-01-08	2017-01-31
619 VANGUARD REIT ETF		2015-10-09	2016-08-31
390 VANGUARD REIT ETF		2016-10-14	2017-01-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
220,848		222,964	-2,116
21,168		20,358	810
98,798		93,763	5,035
146,153		151,899	-5,746
43,206		39,247	3,959
162,132		160,943	1,189
51,333		43,714	7,619
3,340		2,843	497
54,803		48,425	6,378
32,157		32,405	-248

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,116
			810
			5,035
			-5,746
			3,959
			1,189
			7,619
			497
			6,378
			-248

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
2373 VANGUARD REIT ETF		2015-10-09	2017-01-31
8642 VANGUARD REIT ETF		2012-12-14	2017-01-31
40616 188 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-07-05
12531 575 HIGH QUALITY CORE COMMON TRUST FUND		2015-10-09	2017-01-31
548 978 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2015-05-31	2016-08-31
3621 294 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-09-30	2016-08-31
13257 767 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-09-30	2016-10-14
2982 983 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2015-10-09	2016-10-14
44138 571 STRATEGIC GROWTH COMMON TRUST FUND		2015-09-30	2017-01-31
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
195,663		184,193	11,470
712,567		523,536	189,031
414,285		398,445	15,840
182,950		179,524	3,426
6,192		7,062	-870
40,842		41,982	-1,140
148,808		153,858	-5,050
33,482		34,416	-934
599,803		544,909	54,894
			4,676

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,470
			189,031
			15,840
			3,426
			-870
			-1,140
			-5,050
			-934
			54,894

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


<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
BANK OF AMERICA N A	TRUSTEE 1	129,413		
PO BOX 830241 DALLAS, TX 752830241				
WAYNE E DELANEY	ADVISOR 1	3,000		
1201 S LANG AVE DENISON, TX 750205338				
JACK B LILLEY	ADVISOR 1	3,000		
PO BOX 254 DENISON, TX 750210254				
JERRY CULPEPPER	ADVISOR 1	3,000		
PO BOX 653 SHERMAN, TX 750910653				
RONNIE COLE	ADVISOR 1	3,000		
306 W MAIN ST DENISON, TX 750203125				


**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>Name and address (home or business)</div>				
<b>a</b> <i>Paid during the year</i>				
DENISON ISD 1201 S RUSK AVE DENISON, TX 75020	N/A	PC	SUPPORT STEM SCHOLARSHIPS,	18,000
SOUTHEAST GRAYSON SENIOR CENTER PO BOX 462 TOM BEAN, TX 75489	N/A	PC	REPLACEMENT OF FLOOR IN	5,000
MASTERKEY MINISTRIES OF GRAYSON COUNTY INC 209 S FM 1417 SHERMAN, TX 75092	N/A	PC	SUPPORT KARACTERKEYS AFTER	5,000
KIDS PANTRY PO BOX 1837 DENISON, TX 75020	N/A	PC	UNRESTRICTED GENERAL	17,500
FEED MY SHEEP INC PO BOX 398 HOWE, TX 75459	N/A	PC	PURCHASE REFRIGERATOR &	10,000
<div><b>Total . . . . . ▶</b></div> <div><b>3a</b></div>				651,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON, TX 75083	N/A	PC	SUPPORT GRAYSON COUNTY RAMP	10,000
DENISON MAIN STREET INC 531 W CHESTNUT DENISON, TX 75020	N/A	PC	SUPPORT JULY 4TH COMMUNITY	23,500
UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	PC	SUPPORT SOCIAL WORK PROGRAM	40,000
FIRST BAPTIST CHURCH 601 W WOODWARD DENISON, TX 75020	N/A	PC	SUPPORT LOVE OUT LOUD	8,000
DENISON PERFORMING ARTS INC PO BOX 1035 DENISON, TX 75020	N/A	PC	SUPPORT YOUNG AT ART	3,500
<b>Total . . . . . ▶</b> <b>3a</b>				651,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
GRAYSON COUNTY WOMEN'S CRISIS LINE INC PO BOX 2112 SHERMAN, TX 75091	N/A	PC	UNRESTRICTED GENERAL	10,000
DENISON HELPING HANDS 418 W CHESTNUT ST DENISON, TX 75020	N/A	PC	SUPPORT FEEDING THE HUNGRY	25,000
DENISON COMMUNITY FOUNDATION 313 W WOODWARD ST DENISON, TX 75020	N/A	PC	SUPPORT LEADERSHIP	49,000
GRAYSON COUNTY SHELTER 331 W MORTON ST DENISON, TX 75020	N/A	PC	SUPPORT EXPANDING HOPE	50,000
GRAYSON COUNTY COLLEGE FOUNDATION 6101 GRAYSON DR DENISON, TX 75020	N/A	PC	GRAYSON COUNTY EDUCATION	40,000
<b>Total . . . . .</b> ► <b>3a</b>				651,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
VOLUNTEER SERVICES COUNCIL OF MHMR SERVICES OF TEXOMA PO BOX 1087 SHERMAN, TX 75091	N/A	PC	SUPPORT EARLY CHILDHOOD	9,000
COURT APPOINTED SPECIAL ADVOCATES 1518 S AUSTIN SHERMAN, TX 75090	N/A	PC	PROGRAMS FOR ABUSED &	10,000
DENISON ISD EDUCATION FOUNDATION 1201 S RUSK AVE DENISON, TX 75020	N/A	PC	SCIENCE CAMPS, GRANTS &	42,500
PROJECT TRANSFORMATION 4024 CARUTH BLVD DALLAS, TX 75203	N/A	PC	SUPPORT EDUCATIONAL SUMMER	20,000
DENISON ISD 1201 S RUSK AVE DENISON, TX 75020	N/A	PC	SMITH AUDITORIUM AT NEW	200,000
<b>Total</b> . . . . . 				651,000
<b>3a</b>				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CITY OF DENISON 500 W CHESTNUT DENISON, TX 75020	N/A	MUNICIPALITY	SUPPORT LIBRARY READ TO WIN	15,000
BOYS & GIRLS CLUB OF DENISON INC 2100 S MIRICK DENISON, TX 75021	N/A	PC	PURCHASE OF AIR CONDITIONER	40,000
<b>Total . . . . .</b>  <b>3a</b>				651,000

**TY 2016 Accounting Fees Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEE - BOA	3,000	1,800		1,200

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2016 Gain/Loss from Sale of Other Assets Schedule

**Name:** CLARA B & W AUBREY SMITH CHARITABLE

**EIN:** 75-6314114

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
14085 POWER	2017-01		2015-10	PURCHASER	220,848	222,964			-2,116	
1350 POWERS	2017-01		2015-09	PURCHASER	21,168	20,358			810	
6301 POWERS	2017-01		2016-05	PURCHASER	98,798	93,763			5,035	

**TY 2016 General Explanation Attachment****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

**TY 2016 Investments Corporate Stock Schedule**

**Name:** CLARA B & W AUBREY SMITH CHARITABLE  
**EIN:** 75-6314114

Name of Stock	End of Year Book Value	End of Year Fair Market Value
922908553 VANGUARD REIT ETF		
693390841 PIMCO HIGH YIELD FD	161,551	170,742
202671913 AGGREGATE BOND CTF	1,587,332	1,577,100
207543877 SMALL CAP GROWTH LEA	203,732	262,789
29099J109 EMERGING MARKETS STO	741,341	939,059
302993993 MID CAP VALUE CTF	332,445	368,387
303995997 SMALL CAP VALUE CTF	211,706	256,555
323991307 MID CAP GROWTH CTF	321,363	349,260
45399C107 DIVIDEND INCOME COMM	865,044	961,924
99Z466197 INTERNATIONAL FOCUSE	1,037,535	1,332,644
73935S105 POWERSHARES DB COMMO	150,785	151,609
464287226 ISHARES CORE US AGGR	330,418	333,020
464287507 ISHARES CORE S&P MID	1,102,765	1,192,949
464287655 ISHARES RUSSELL 2000	1,443,326	1,587,323
921943858 VANGUARD FTSE DEVELO	1,357,803	1,486,074
922042858 VANGUARD FTSE EMERGI	422,359	532,137
922908363 VANGUARD S&P 500 ETF	1,272,505	1,590,172
38145C646 GOLDMAN SACHS STRATE		
94987W737 WELLS FARGO ABSOLUTE	360,348	397,312
99Z466163 HIGH QUALITY CORE CO	267,187	259,989
99Z501647 STRATEGIC GROWTH COM	966,168	980,032
00203H446 AQR LONG-SHORT EQUIT	164,289	171,768
00203H859 AQR MANAGED FUTURES	184,691	153,909
74253Q747 PRINCIPAL MIDCAP BLE	492,887	538,042
09256H286 BLACKROCK STRATEGIC	567,808	577,269
30254T759 FPA CRESCENT FUND SE	377,863	391,196
589509108 THE MERGER FD	161,309	167,055

**TY 2016 Legal Fees Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
JACKSON WALKER LLP	6,513			6,513

## TY 2016 Other Assets Schedule

**Name:** CLARA B & W AUBREY SMITH CHARITABLE

**EIN:** 75-6314114

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
903008893 OIL GAS OR OTHER MIN	1	1	69,567

# TY 2016 Other Decreases Schedule

**Name:** CLARA B & W AUBREY SMITH CHARITABLE

**EIN:** 75-6314114

Description	Amount
ROC ADJUSTMENT	1,360
PARTNERSHIP BASIS ADJUSTMENT	66,417
COST BASIS ADJUSTMENT - SALES	12,128

**TY 2016 Other Expenses Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY EXPENSES		0		0
PRODUCTION EXPENSE	816	816		0
LEASE OPERATING	18	18		0
AD VALOREM FEES	246	246		0
OK STATE W/H	13	13		0
OTHER ALLOCABLE EXPENSE	4,176	4,176		0
OTHER CHARITABLE EXPENSE	106	0		106
PARTNERSHIP EXPENSE		3,663		0

**TY 2016 Other Income Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GROSS ROYALTY INCOME	13,908	13,908	
PARTNERSHIP INCOME		1,228	

**TY 2016 Other Increases Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114

Description	Amount
CTF TIMING ADJUSTMENT	383,035
YEAR END SALES ADJUSTMENT	2,055
ROUNDING	3

**TY 2016 Other Professional Fees Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
GRANTMAKING FEES - BOA	82,643			82,643
OTHER PROFESSIONAL FEES - CHAR	2,588			2,588

**TY 2016 Taxes Schedule****Name:** CLARA B & W AUBREY SMITH CHARITABLE**EIN:** 75-6314114

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,247	9,247		0
EXCISE TAX ESTIMATES	12,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	907	907		0
FOREIGN TAXES ON NONQUALIFIED	619	619		0