



Form 990-PF

Department of the Treasury Internal Revenue Service

EXTENDED TO MAY 15, 2018 Return of Private Foundation

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

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

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

EXTENSION ATTACHED

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation: ERWIN E. SMITH FOUNDATION TRUST BOKF NA P.O. Box 1620 Tulsa, OK 74101-1620. A Employer identification number: 75-6330553. B Telephone number: 903/868-0800. G Check all that apply: Initial return, Final return, Address change, etc. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$951,685. J Accounting method: Cash.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		-1.	-1.
	2 Savings and temporary cash investments	56,529.	45,364.	45,364.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	752,998.	795,370.	906,322.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	809,527.	840,733.	951,685.	
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.	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	841,708.	841,708.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	-32,181.	-975.		
30 Total net assets or fund balances	809,527.	840,733.		
31 Total liabilities and net assets/fund balances	809,527.	840,733.		

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	809,527.
2 Enter amount from Part I, line 27a	2	31,206.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	840,733.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	840,733.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 283,589.		237,617.	45,972.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			45,972.

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	45,972.
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	-289.

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	87,886.	936,626.	.093833
2014	87,273.	1,052,243.	.082940
2013	104,177.	1,073,172.	.097074
2012	107,127.	1,075,105.	.099643
2011	100,135.	1,143,951.	.087534

2 Total of line 1, column (d)	2	.461024
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	.092205
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	902,270.
5 Multiply line 4 by line 3	5	83,194.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	517.
7 Add lines 5 and 6	7	83,711.
8 Enter qualifying distributions from Part XII, line 4	8	15,000.

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)

Table with 11 rows for excise tax calculation. Includes sub-sections 6a-6d for credits and payments. Total tax due is 452, refunded 0.

Part VII Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and state reporting. Marked with 'N/A' and 'TX'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	Yes	No
11			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	Yes	No
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14	The books are in care of ► BANK OF TEXAS TRUST COMPANY, NA Telephone no. ► (903) 813-5100 Located at ► P.O. BOX 1088, SHERMAN, TX ZIP+4 ► 75091		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
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 ►	16	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? <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? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	2b	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. ►		
3a	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	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	N/A
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**
 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		13,483.	0.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1: THE FOUNDATION DOES NOT ENGAGE IN DIRECT CHARITABLE ACTIVITIES. THE FOUNDATION MAKES GRANTS TO SPECIFIC CHARITIES. Expenses: 0.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1: THE FOUNDATION DOES NOT HAVE ANY PROGRAM-RELATED INVESTMENTS. Amount: 0.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	865,063.
b	Average of monthly cash balances	1b	50,947.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	916,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	916,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,740.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	902,270.
6	Minimum investment return. Enter 5% of line 5	6	45,114.

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

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	15,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,000.

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)

N/A

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

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

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	Prior 3 years		
			(c) 2014	(d) 2013	
	6,248.	2,244.	11,289.	11,947.	31,728.
b 85% of line 2a	5,311.	1,907.	9,596.	10,155.	26,969.
c Qualifying distributions from Part XII, line 4 for each year listed	15,000.	88,000.	88,000.	105,000.	296,000.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	15,000.	88,000.	88,000.	105,000.	296,000.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					IX 0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	30,076.	31,221.	35,075.	35,773.	132,145.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

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:

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIVERSITY OF MISSISSIPPI OXFORD, MS 38677	N/A	PUBLIC	TO FUND A FALL & SPRING SCHOLARSHIP	7,500.
WELLESLEY COLLEGE WELLESLEY, MA	N/A	PUBLIC	TO FUND A SPRING SCHOLARSHIP	7,500.

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	AMERICAN AADVANTAGE GROWTH	P	02/04/05	07/21/16
b	DODGE & COX STOCK FUND	P	08/31/06	10/03/16
c	DODGE & COX STOCK FUND	P	12/31/07	10/03/16
d	DODGE & COX STOCK FUND	P	03/02/04	10/03/16
e	DODGE & COX STOCK FUND	P	12/31/07	10/03/16
f	FEDERATED STRAT VAL DIV	P	07/21/16	04/18/17
g	FIDELITY CONTRAFUND	P	12/10/10	10/03/16
h	FIDELITY CONTRAFUND	P	12/10/10	04/18/17
i	MET WEST TOTAL RETURN	P	04/20/15	01/18/17
j	MET WEST TOTAL RETURN	P	04/20/15	04/18/17
k	NEUBERGER BERMAN GENESIS	P	09/19/12	04/18/17
l	VANGUARD LTD TERM T/E ADM	P	06/20/14	01/08/17
m	VANGUARD LTD TERM T/E ADM	P	09/22/14	01/18/17
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	54,550.		42,622.	11,928.
b	11,088.		9,472.	1,616.
c	14,068.		11,367.	2,701.
d	16,999.		11,924.	5,075.
e	925.		747.	178.
f	9,986.		10,275.	-289.
g	24,968.		16,640.	8,328.
h	12,959.		8,218.	4,741.
i	26,400.		27,600.	-1,200.
j	60,147.		62,232.	-2,085.
k	10,026.		8,855.	1,171.
l	10,910.		11,060.	-150.
m	16,365.		16,605.	-240.
n	14,198.			14,198.
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
			11,928.
			1,616.
			2,701.
			5,075.
			178.
			** -289.
			8,328.
			4,741.
			-1,200.
			-2,085.
			1,171.
			-150.
			-240.
			14,198.

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	45,972.
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	-289.

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
OTHER INTEREST	5.	5.	5.
TOTAL TO PART I, LINE 3	5.	5.	5.

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
DIAMOND HILL LONG/SHORT	1,087.	1,087.	0.	0.	0.
DODGE & COX STCK FD#145	931.	0.	931.	931.	931.
DODGE & COX STCK FD#145	2,582.	2,582.	0.	0.	0.
FEDERATED STRAT /AL DIV	2,460.	0.	2,460.	2,460.	2,460.
FEDERATED STRAT /AL DIV	1,582.	1,582.	0.	0.	0.
FIDELITY CONTRAFUND	374.	0.	374.	374.	374.
FIDELITY CONTRAFUND	4,460.	4,460.	0.	0.	0.
HENDERSON GLOBAL	3,884.	0.	3,884.	3,884.	3,884.
INVESCO STIT TREAS	177.	0.	177.	177.	177.
JANUS HENDERSON GLOBAL	2,440.	0.	2,440.	2,440.	2,440.
JOHN HANCOCK DISC /AL	472.	0.	472.	472.	472.
JOHN HANCOCK DISC /AL	992.	992.	0.	0.	0.
NET WEST TOTAL RETURN BD	2,300.	0.	2,300.	2,300.	2,300.
NET WEST TOTAL RETURN BD	128.	128.	0.	0.	0.
NATIXIX GATEWAY	409.	0.	409.	409.	409.
NEUBERGER BERMAN GENESIS FD	226.	0.	226.	226.	226.
NEUBERGER BERMAN GENESIS FD	3,357.	3,357.	0.	0.	0.
OPPENHEIMER DEV KTS FUND	228.	0.	228.	228.	228.

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PIMCO FGN BD	123.	0.	123.	123.	123.
PIMCO INC - INST	1,628.	0.	1,628.	1,628.	1,628.
VANGUARD LTD TERM T/E	1,185.	0.	1,185.	1,185.	1,185.
VANGUARD M/C GROWTH	426.	0.	426.	426.	426.
VANGUARD SHORT TERM BOND INX	1,258.	0.	1,258.	1,258.	1,258.
VANGUARD SHORT TERM BOND INX	10.	10.	0.	0.	0.
TO PART I, LINE 4	32,719.	14,198.	18,521.	18,521.	18,521.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEE INCOME	205.	205.	205.
TOTAL TO FORM 990-PF, PART I, LINE 11	205.	205.	205.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	4,500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	192.	192.	0.	0.
TO FORM 990-PF, PG 1, LN 18	192.	192.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	322.	322.	0.	0.
TO FORM 990-PF, PG 1, LN 23	322.	322.	0.	0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON TRUST FUNDS	COST	795,370.	906,322.
TOTAL TO FORM 990-PF, PART II, LINE 13		795,370.	906,322.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BANK OF TEXAS TRUST COMPANY, NA P.O. BOX 1088 SHERMAN, TX 750911088	TRUSTEE 3.00	12,483.	0.	0.
DR. RON TYLER C/O AMON CARTER MUSEUM 3501 CAMP BOWIE BLVD. FT WORTH, TX 76107	GOVERNOR 0.50	0.	0.	0.
MR. C.H. GILLESPIE, III 200 N. TRAVIS, SUITE 304 SHERMAN, TX 75090	GOVERNOR 0.50	1,000.	0.	0.
MRS. MELISSA HILL P.O. BOX 1088 SHERMAN, TX 750911088	GOVERNOR 0.50	0.	0.	0.
MR. JAMES A. LINDSEY 123 N. CROCKETT, SUITE 100 SHERMAN, TX 75090	GOVERNOR 0.50	0.	0.	0.
MR. JOHN SPEARS 500 CINROSE LANE SHERMAN, TX 75092	GOVERNOR 0.50	0.	0.	0.
MR. JOHN ROHRBACH 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	GOVERNOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		13,483.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. REGINA PRUITT, BANK OF TEXAS TRUST COMPANY, NA
PO BOX 1088
SHERMAN, TX 75091

TELEPHONE NUMBER

(903) 813-5100

FORM AND CONTENT OF APPLICATIONS

A FORMAL WRITTEN REQUEST OUTLINING THE SPECIFIC USE OF THE REQUESTED FUNDS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE REQUESTS ARE LIMITED TO THE PRESERVATION OF THE HISTORY OF CATTLEMEN AND RANCHERS, PARTICULARLY IN REGARDS TO THE ERWIN E. SMITH PHOTOGRAPHIC COLLECTION.