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Form **990-PF**
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning **10/01/16**, and ending **09/30/17**

Name of foundation
PENLAND FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
6550 TRAM ROAD

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
BEAUMONT TX 77713

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **7,777,967** (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)

A Employer identification number
20-5692339

B Telephone number (see instructions)
409-722-4594

C If exemption application is pending, check here ▶ ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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)	214,737			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14,981	14,981		
	4 Dividends and interest from securities	48,653	48,653		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	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) Stmt 1	2,187				
12 Total. Add lines 1 through 11	280,558	63,634	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	3,570			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	788			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	14			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)				
	24 Total operating and administrative expenses				
	Add lines 13 through 23	4,358	0	0	0
25 Contributions, gifts, grants paid	392,164			379,164	
26 Total expenses and disbursements. Add lines 24 and 25	396,522	0	0	379,164	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-115,964				
b Net investment income (if negative, enter -0-)		63,634			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	59,089	50,629	50,629
	2	Savings and temporary cash investments	1,974,045	1,862,186	1,862,186
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att 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)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 4	3,282,685	3,285,253	5,865,152
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
Liabilities	15	Other assets (describe ▶ See Statement 5)		1,780	
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,315,819	5,199,848	7,777,967
	17	Accounts payable and accrued expenses	27,001		
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	27,001	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,288,818	5,199,848	
	30	Total net assets or fund balances (see instructions)	5,288,818	5,199,848	
	31	Total liabilities and net assets/fund balances (see instructions)	5,315,819	5,199,848	

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	5,288,818
2	Enter amount from Part I, line 27a	2	-115,964
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	27,000
4	Add lines 1, 2, and 3	4	5,199,854
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	6
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,199,848

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 N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV 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			
b			
c			
d			
e			

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

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	510,181	5,753,218	0.088678
2014	688,348	5,921,260	0.116250
2013	259,548	4,604,968	0.056363
2012	303,574	2,816,954	0.107767
2011	216,650	2,820,244	0.076820

2 Total of line 1, column (d)	2	0.445878
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.089176
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,786,923
5 Multiply line 4 by line 3	5	605,231
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	636
7 Add lines 5 and 6	7	605,867
8 Enter qualifying distributions from Part XII, line 4	8	379,164

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 <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	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	1	1,273
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,273
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,273
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,084
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	1,084
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	189
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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)? <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>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Stmt 8

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 ► NO WEBSITE	X	
14 The books are in care of ► JOE PENLAND, SR. 6550 TRAM ROAD Located at ► BEAUMONT TX ZIP+4 ► 77713 Telephone no ► 409-722-4594		
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		
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 type="checkbox"/> Yes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> Yes <input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input type="checkbox"/> No <input checked="" type="checkbox"/> No <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		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?		N/A
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A
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 ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒ **X**

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 (see instructions).**

(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
JOE PENLAND, SR. 6550 TRAM ROAD TX 77713	PRESIDENT 1.00	0	0	0
LINDA PENLAND 6550 TRAM ROAD TX 77713	VP 0.50	0	0	0
JOE C. VERNON P. O. BOX 1916 TX 77627	DIRECTOR 0.25	0	0	0
JOE PENLAND, JR. 6550 TRAM ROAD TX 77713	DIRECTOR 1.00	0	0	0

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

"NONE."

(a) Name and address of each employee paid more than \$50,000	(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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,855,758
b	Average of monthly cash balances	1b	2,034,519
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	6,890,277
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	6,890,277
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	103,354
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,786,923
6	Minimum investment return. Enter 5% of line 5	6	339,346

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	339,346
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,273
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,273
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	338,073
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	338,073
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	338,073

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	379,164
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B		
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	379,164
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	379,164

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				338,073
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				75,997
b From 2012				163,402
c From 2013				29,975
d From 2014				393,389
e From 2015				223,601
f Total of lines 3a through e	886,364			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 379,164				
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				338,073
e Remaining amount distributed out of corpus	41,091			
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	927,455			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	75,997			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	851,458			
10 Analysis of line 9				
a Excess from 2012				163,402
b Excess from 2013				29,975
c Excess from 2014				393,389
d Excess from 2015				223,601
e Excess from 2016				41,091

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 See Statement 10				392,164
Total			▶ 3a	392,164
b Approved for future payment N/A				
Total			▶ 3b	

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

[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.

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

**Sign
Here**

Signature of officer or trustee

~~Date~~

Title

PRESIDENT

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

Paid
Preparer
Use Only

JOE C. VERNON

Firm's name ▶	Mazur & Vernon, CPA's
Firm's address ▶	PO Box 1916 Nederland, TX 77627

PTIN P01081256

Firm's EIN ▶ **74-1593672**

Phone no **409-729-1234**

Form **990-PF** (2016)

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

OMB No. 1545-0047

2016

▶ 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.

Name of the organization

Employer identification number

PENLAND FOUNDATION**20-5692339**

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 33¹/₃ % 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. ▶ S

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).

Name of organization

PENLAND FOUNDATION

Employer identification number

20-5692339

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
1	JOE PENLAND, SR. 6550 TRAM ROAD BEAUMONT TX 77713	\$ 126,273	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	TRAM ROAD PARTNERS, LP 6550 TRAM ROAD BEAUMONT TX 77713	\$ 72,464	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	CANCER CENTER OF SOUTHEAST TEXAS 8333 9TH AVE PORT ARTHUR TX 77642	\$ 16,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ARPA ADV. RADIATION PHYS., LP	\$ 2,187	\$	\$
Total	\$ 2,187	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,570	\$	\$	\$
Total	\$ 3,570	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBI TAX	\$ 259	\$	\$	\$
EXCESS TAX	529			
Total	\$ 788	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ARPA ADV. RADIATION PHYS. ASSOC., LP	\$ 54,058	\$ 56,293	Cost	\$ 56,293
INVESTMENT - CBFH, INC	2,000,000	2,000,000	Cost	4,160,000
INVESTMENT - CITIGROUP, INC	966,552	966,552	Cost	1,483,896
INVESTMENT - WILLISTON BASIN	262,075	262,408	Cost	164,963
Total	\$ 3,282,685	\$ 3,285,253		\$ 5,865,152

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Statement 5 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID UBI TAX	\$	696	\$
PREPAID EXCESS TAX		1,084	
Total	\$ 0	\$ 1,780	\$ 0

Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
CONVERSION TO CASH BASIS	\$ 27,000
Total	\$ 27,000

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Nondeductible expenses from Passthrough K1	\$ 6
Total	\$ 6

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Statement 8 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
JOE PENLAND SR	6550 TRAM ROAD	BEAUMONT TX 77713
TRAM ROAD PARTNERS, LP	6550 TRAM ROAD	BEAUMONT TX 77713

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
JOE PENLAND, SR.	\$ <u>126,273</u>
Total	\$ <u>126,273</u>

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

NO SPECIFIC PRESCRIBED FORM IS REQUIRED AND INVESTIGATION IS MADE ON A CASE BY CASE BASIS TO DETERMINE SPECIFIC NEEDS OF THE CHARITY AND IS APPROVED BY THE BOARD, PURSUANT TO THE IRS CODE SEC. 170(C)(2) AND SEC. (501)(C)(3)

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
100 CLUB OF HOUSTON	HOUSTON TX 77056	UNRELATED	5555 SAN FELIPE STREET #5	PC	DONATION		1,000
AMERICAN CANCER SOCIETY	BEAUMONT TX 77701	UNRELATED	755 S. 11TH STREET #212	PC	RELAY FOR LIFE		2,500
ASGCA	HOUSTON TX 77044	UNRELATED	9831 SHADOW VILLA LANE	PC	FUNDRAISER FOR EVENT		750
BEAUMONT POLICE DEPT BENEFIT ASSOC.	BEAUMONT TX 77720	UNRELATED	P.O. BOX 22722	PC	CHAMPIONSHIP SPONSORSHIP		1,000
BEAUMONT POLICE DEPT.	BEAUMONT TX 77704	UNRELATED	COPS & KIDS P.O. BOX 3827	GOV	CAPTAIN SPONSOR FOR KIDS EVENT		2,500
BEAUMONT SEE	BEAUMONT TX 77720	UNRELATED	P.O. BOX 20151	NC	EYEGLASSES FOR KIDS		525
BEAUMONT SPINDLETOP ROTARY FOUNDATI	BEAUMONT TX 77726	UNRELATED	P.O. BOX 5509	PC	KIDS' SOAPBOX DERBY		5,000
BOYS HAVEN	BEAUMONT TX 77713	UNRELATED	3655 N. MAJOR DRIVE	PC	SERVICES FOR BOYS HAVEN		1,000
BUCKNER CHILDREN AND FAMILY SERVICE	BEAUMONT TX 77706	UNRELATED	9055 MANION DR	PC	DONATION		1,000
BUNA BRIDLE CLUB	BUNA TX 77612	UNRELATED	P.O. BOX 741	NC	FUNDRAISER FOR EVENTS		400
CHRISTUS HEALTH FOUNDATION SETX	BEAUMONT TX 77702	UNRELATED	2830 CALDER	PC	FUNDRAISER		10,000
CVMA CH 23-13	BEAUMONT TX 77708	UNRELATED	6335 SIERIA CIRCLE	PC	16 VIP INVIACTIONS		3,000
DAVID F. MOLINA MEMORIAL BENEFIT	BEAUMONT TX 77705	UNRELATED	8075 DAWN DRIVE	NC	SCHOLARSHIP		400
EL MINA SHRINE CENTER	NEDERLAND TX 77627	UNRELATED	3318 HWY 365	PC	CHRISTMAS SHOW		800
FIRE MUSEUM OF TX	BEAUMONT TX 77701	UNRELATED	400 WALNUT STREET	PC	FIRE EDUCATION FOR KIDS		500
GARTH HOUSE	BEAUMONT TX 77701	UNRELATED	1895 MCFADDIN	PC	DONATION		1,000
GIFT OF LIFE	BEAUMONT TX 77706	UNRELATED	2390 DOWLEN ROAD	PC	CANCER SCREENING SUPPORT		15,000

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship		Status	Purpose	Amount
Address								
GIRLS HAVEN				3380 FANNIN STREET		PC	FUNDRAISER FOR ORGANIZATION	13,950
BEAUMONT TX 77701				UNRELATED		PC		
GLADIATOR BASEBALL				6738 HANSEN		PC	DONATION	500
GROVES TX 77619				UNRELATED		PC		
HARDIN COUNTY ANGEL CARE				P.O. BOX 8072		PC	DONATION	1,500
LUMBERTON TX 77657				UNRELATED		PC		
HARDIN COUNTY YOUTH PROJECT SHOW				P.O. BOX 1394		NC	FALL SHOW PROJECTS	23,122
KOUNTZE TX 77625				UNRELATED		NC		
HARDIN JEFFERSON HIGH SHOOL				24891 HWY 105		PC	BLUE PACKAGE	873
SOUR LAKE TX 77659				UNRELATED		PC		
IN TOUCH MINISTRIES				P.O. BOX 7900		PC	MINISTRIES	13,000
ATLANTA GA 30357				UNRELATED		PC		
JASPER COUNTY JR LIVESTOCK FOUND.				P.O. BOX 253		PC	CALF SCRAMBLE	2,428
KIRBYVILLE TX 75956				UNRELATED		PC		
JEFFERSON COUNTY PRECINCT				525 LAKESHORE DRIVE		GOV	HEALTH FAIR	1,000
PORT ARTHUR TX 77640				UNRELATED		GOV		
JEFFERSON COUNTY TOYS & TOTS				PO BOX 2374		GOV	XMAS TOYS FOR KIDS	1,000
PORT ARTHUR TX 77643				UNRELATED		GOV		
JUNIOR ACHIEVEMENT OF THE GOLDEN TR				505 MILAM		PC	DONATION	1,200
BEAUMONT TX 77701				UNRELATED		PC		
KOUNTZE HIGH SCHOOL				PO BOX 460 - 1488 FM 1293		GOV	FISHING TEAM SPONSORSHIP	750
KOUNTZE TX 77625				UNRELATED		GOV		
KOUNTZE HIGH SCHOOL				PO BOX 460 - 1488 FM 1293		GOV	FFA DONATION	1,934
KOUNTZE TX 77625				UNRELATED		GOV		
KOUNTZE HIGH SCHOOL				P.O. BOX 460 -1488 FM 129		GOV	SCHOLARSHIP	20,000
KOUNTZE TX 77625				UNRELATED		GOV		
KOUNTZE HIGH SCHOOL				PO BOX 460 - 1488 FM 1293		PC	DONATION	100
KOUNTZE TX 77625				UNRELATED		PC		
KOUNTZE LITTLE LEAGUE				PO BOX 939		PC	DONATION	700
KOUNTZE TX 77629				UNRELATED		PC		
KYFCL				P.O. BOX 503		PC	DONATION	2,000
KOUNTZE TX 77625				UNRELATED		PC		
LAMAR UNIVERSITY				P.O. BOX 10011		GOV	MENS GOLF	850
BEAUMONT TX 77710				UNRELATED		GOV		

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
LIT FOUNDATION				P.O. BOX 10085			
BEAUMONT TX 77710				UNRELATED	PC	SHOOT-OUT	2,500
MADD EAST TEXAS				700 NORTH STREET			
BEAUMONT TX 77701				UNRELATED	PC	HERO	500
MAGNOLIA MANOR NURSING AND REHAB.				4400 GULF AVE			
GROVES TX 77619				UNRELATED	NC	GIFTS FOR ELDERLY	500
MARAUDER BASEBALL CLUB INC				P.O. BOX 8830			
LUMBERTON TX 77657				UNRELATED	PC	TEAM SPONSOR	500
MD ANDERSON CANCER CENTER				P.O. BOX 4486			
HOUSTON TX 77210-4486				UNRELATED	PC	CANCER RESEARCH	
MISSISSIPPI CHARITY HORSE SHOW				P.O. BOX 22707			50,000
JACKSON MS 39225				UNRELATED	PC	KIDS IN HOSPITAL	1,000
NAFUD SHRINERS				3318 HWY 365 BOX #209			
NERDERLAND TX 77627				UNRELATED	PC	SCHOOL SUPPLIES FOR KIDS	
NERDERLAND BABE RUTH LEAGUE				PO BOX 368			200
NERDERLAND TX 77627				UNRELATED	PC	DONATION	200
NERDERLAND GIRLS SOFTBALL				PO BOX 129			
NERDERLAND TX 77627				UNRELATED	PC	DONATION	300
NERDERLAND HERITAGE FESTIVAL				P.O. BOX 1176			
NERDERLAND TX 77627				UNRELATED	PC	COMMUNITY CELEBRATION	100
NERDERLAND HIGH SCHOOL				220 N. 17TH ST			
NERDERLAND TX 77627				UNRELATED	GOV	WESTERNAIRE PROGRAM	50
NERDERLAND LITTLE LEAGUE				P.O. BOX 368			
NERDERLAND TX 77627				UNRELATED	PC	TEAM SPONSORSHIP	200
NERDERLAND YOUTH FOOTBALL ASSOC				PO BOX 765			
NERDERLAND TX 77627				UNRELATED	PC	DONATION	200
ORANGE COUNTY LIVESTOCK SHOW				5709 STANTON DR			
ORANGE TX 77630				UNRELATED	PC	DONATION	1,250
PHC FOUNDATION				2533 CALDER AVENUE			
BEAUMONT TX 77702				UNRELATED	PC	GOLD SPONSOR	2,000
RAD KIDS				PO BOX 1290			
SILSBEE TX 77656				UNRELATED	PC	DOANTION	500
ST ANNE CATHOLIC SCHOOL				375 N 11TH ST			
BEAUMONT TX 77702				UNRELATED	PC	DONATION	1,000

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
ST MARY CATHOLIC SCHOOL	ORANGE TX 77630	2600 BOB HALL ROAD	PC	UNRELATED		SCHOOL FUNDRAISER	300
TEXAS CHILDRENS HOSPITAL	HOUSTON TX 77030	1102 BATES AVE	PC	UNRELATED		DONATION	50,000
TEXAS RICE FESTIVAL	WINNIE TX 77665	P.O. BOX 147	PC	UNRELATED		COMMUNITY CELEBRATION	250
THE 100 CLUB OF SOUTHEAST TEXAS	BEAUMONT TX 77704	P.O. BOX 3405	PC	UNRELATED		FUNDRAISER FOR ORGANIZATION	
THE NOON MIDCOUNTY OPTIMIST	NERDERLAND TX 77627	920 SHANNON LANE	PC	UNRELATED		DONATION	100
THREADS	PORT ARTHUR TX 77642	7747 TWIN CITY HWY	PC	UNRELATED		BRUCE LIETSKE GOLF TOURNAMENT	682
THREE RIVER COUNCIL	BEAUMONT TX 77705	4650 CARDINAL DR	PC	UNRELATED		DONATION	2,500
THSRA REGION V	CENTER TX 75935	704 1/2 SOUTHVIEW CIRCLE	NC	UNRELATED		FUNDRAISER - SADDLE SPONSOR	2,000
TJHRA REGION V	CALDWELL TX 77836	P.O. BOX 886	NC	UNRELATED		FUNDRAISER - SADDLE SPONSOR	1,000
TOURNAMENT OF THE STARS	LAKE CHARLES LA 70602	P.O. BOX 1385	PC	UNRELATED		FUNDRAISER - PLATINUM SPONSOR	1,000
TRIUMPH CHURCH	BEAUMONT TX 77708	10255 EASTEX FREEWAY	PC	UNRELATED		ANGEL TREE	500
TX LA JR GOLF TOUR	PORT ARTHUR TX 77642	3500 JIMMY JOHNSON	PC	UNRELATED		SPONSORSHIP	200
UCFA	LUMBERTON TX 77657	4940 HWY 69	PC	UNRELATED		DONATION	500
WEST BROOK HIGH SCHOOL	BEAUMONT TX 77707	148 S DOWLEN ROAD	GOV	UNRELATED		DONATION	500
WEST END LITTLE LEAGUE	BEAUMONT TX 77726	PO BOX 5853	PC	UNRELATED		DOANTION	400
WILDWOOD MEN'S GOLF ASSOCIATION	VILLAGE MILLS TX 77663	2200 BUTTON WILLOW	PC	UNRELATED		COMMUNITY FUNDRAISER	100
YMBL	BEAUMONT TX 77705	7250 WESPARK DR	PC	UNRELATED		LIVESTOCK PROJECTS	26,850

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
YOUNGLIFE		PO BOX 520				KIDS IN CHRIST	13,000
COLORADO SPRINGS CO 80901	UNRELATED	PC					
BEAUMONT PROFESSIONAL FIREFIGHTERS	1307 WALL STREET						
BEAUMONT TX 77701	UNRELATED	PC				DONATION	5,000
SOUTHEAST TEXAS EMERGENCY RELIEF FU 3440	EASTEX FREEWAY						
BEAUMONT TX 77703	UNRELATED	PC				DONATION	50,000
GREATER HOUSTON COMMUNITY FOUNDATIO 5120	WOODWAY DR						
HOUSTON TX 77056	UNRELATED	PC				DONATION	25,000
KELLY GIBSON FOUNDATION	PO BOX 57478						
NEW ORLEANS LA 70157	UNRELATED	PC				DONATION	10,000
INDIAN SPRINGS SPECIAL NEEDS CAMP	6106 HALLAND CEMETARY ROA						
KOUNTZE TX 77625	UNRELATED	PC				TITLE SPONSOR	5,000
WOODCREST UNITED METHODIST CHURCH	1684 US 96						
LUMBERTON TX 77657	UNRELATED	PC				DONATION	5,000
Total							392,164