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Form **990-PF** | Department of the Treasury Internal Revenue Service

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

OMB No 1545-0052 | **2016** | Open to Public Inspection

For calendar year 2016 or tax year beginning 10/01 , 2016, and ending 09/30,2017

Name of foundation: WM & CATHERINE BRYCE MEMORIAL FUND XXXXX3001

A Employer identification number: 75-6013845

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0111 | Room/suite

B Telephone number (see instructions): 800-496-2583

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 19,052,131.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

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 ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	285,882.	285,709.		STMT 1
	5a Gross rents	NONE	NONE	NONE	
	b Net rental income or (loss) NONE				
	6a Net gain or (loss) from sale of assets not on line 10	343,657.			
	b Gross sales price for all assets on line 6a 2,078,717.				
	7 Capital gain net income (from Part IV, line 2)		343,657.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	47,487.	39,254.		STMT 2
	12 **Total.** Add lines 1 through 11	677,026.	668,620.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	186,766.	112,059.		74,706.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	46,119.	5,012.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	16,579.	16,579.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	249,464.	133,650.	NONE	74,706.
	25 Contributions, gifts, grants paid	745,000.			745,000.
	26 Total expenses and disbursements Add lines 24 and 25	994,464.	133,650.	NONE	819,706.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-317,438.			
	b **Net investment income** (if negative, enter -0-)		534,970.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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	1,453,322.	1,085,281.	1,085,281.
2	Savings and temporary cash investments	863,497.	224,744.	224,744.
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 (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
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) STMT 5	7,044,788.	8,124,609.	10,744,822.
c	Investments - corporate bonds (attach schedule) STMT 9	2,390,576.	2,384,649.	2,375,351.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 15	2,475,241.	2,090,198.	2,455,268.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	75,747.		
15	Other assets (describe ▶ STMT 16)	3.	75,751.	2,166,665.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,303,174.	13,985,232.	19,052,131.
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	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	14,303,174.	13,985,232.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	14,303,174.	13,985,232.	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,303,174.	13,985,232.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,303,174.
2	Enter amount from Part I, line 27a	2	-317,438.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,985,736.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	504.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,985,232.

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	PUBLICLY TRADED SECURITIES			
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	2,078,717.		1,735,060.	343,657.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				343,657.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	343,657.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	707,538.	16,317,048.	0.043362
2014	938,147.	17,252,036.	0.054379
2013	833,322.	17,586,943.	0.047383
2012	869,141.	17,941,966.	0.048442
2011	815,146.	16,516,924.	0.049352

2	**Total** of line 1, column (d)	2	0.242918
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	0.048584
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	18,140,245.
5	Multiply line 4 by line 3	5	881,326.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,350.
7	Add lines 5 and 6	7	886,676.
8	Enter qualifying distributions from Part XII, line 4	8	819,706.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,699.
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	NONE
3	Add lines 1 and 2	3	10,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	10,699.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 30,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	30,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment:** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	19,301.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 10,700. **Refunded** ▶	11	8,601.

Part VII-A **Statements Regarding Activities**

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

2

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)	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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, N.A. Telephone no. ▶ (800)496-2583

Located at ▶ 10 S DEARBORN IL1-0111, CHICAGO, IL ZIP+4 ▶ 60603

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
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		

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? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b		
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)*

				Yes	No
5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes	X 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	X No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes	X No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	Yes	X 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	X 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)?			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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	Yes	No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes	X No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes	X No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			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
JPMORGAN CHASE BANK, N.A. 10 S DEARBORN IL1-0111, CHICAGO, IL 60603	TRUSTEE 20	186,766.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
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	15,598,464.
b	Average of monthly cash balances	1b	1,868,799.
c	Fair market value of all other assets (see instructions)	1c	949,229.
d	**Total** (add lines 1a, b, and c)	1d	18,416,492.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,416,492.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	276,247.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,140,245.
6	**Minimum investment return.** Enter 5% of line 5	6	907,012.

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	907,012.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 10,699.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	10,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	896,313.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	896,313.
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	896,313.

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	819,706.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	819,706.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	819,706.

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				896,313.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			734,323.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 819,706.				
a Applied to 2015, but not more than line 2a			734,323.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				85,383.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				810,930.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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).)

N/A

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.

N/A

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 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
ST ANDREW'S EPISCOPAL CHURCH 817 LAMAR ST FORT WORTH TX 76102	NONE	PC	GENERAL	30,000.
AUSTIN COLLEGE 900 N GRAND AVE SHERMAN TX 75090	NONE	PC	GENERAL	15,000.
TEXAS A AND M FOUNDATION 401 GEORGE BUSH DR, College Station TX 77840	NONE	PC	GENERAL	25,000.
AMERICAN NATIONAL RED CROSS PO BOX 37839 Boone IN 50037-0839	NONE	PC	GENERAL	50,000.
HELPING RESTORE ABILITY IN HOME PERSONAL ATTE 1519 MONTANA AVE El Paso TX 79902	NONE	PC	GENERAL	50,000.
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD Fort Worth TX 76137	NONE	PC	GENERAL	75,000.
PROJECTHANDUP 670 WESTPORT PKWY? Grapevine TX 76051	NONE	PC	GENERAL	500,000.
Total . . . . ▶ **3a**				745,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	285,882.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				NONE	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	343,657.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 18				47,487.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				677,026.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 677,026.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

Signature of officer or trustee: [signature] JOY G. LLANES | Date: 08/07/2018 | Title: Vice President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLY NEUGEBAUER	[signature]	08/07/2018		P01285591

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 127 PUBLIC SQUARE, CLEVELAND, OH 44114 — Phone no. 312-486-9652

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	69,708.	69,708.
NONDIVIDEND DISTRIBUTIONS	173.	
DOMESTIC DIVIDENDS	115,855.	115,855.
CORPORATE INTEREST	62,366.	62,366.
FOREIGN INTEREST	4,730.	4,730.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	20,244.	20,244.
OID INCOME ON USGI	1,573.	1,573.
OID INCOME ADJUSTMENT ON USGI	-1,059.	-1,059.
NONQUALIFIED FOREIGN DIVIDENDS	9,179.	9,179.
NONQUALIFIED DOMESTIC DIVIDENDS	3,113.	3,113.
TOTAL	285,882.	285,709.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX REFUND	8,597.	
OTHER INCOME	10.	10.
ROYALTY INCOME	399.	399.
REAL ESTATE INCOME	38,845.	38,845.
DEFERRED INCOME	-364.	
TOTALS	47,487.	39,254.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	176.	176.
FEDERAL TAX PAYMENT - PRIOR YE	11,107.	
FEDERAL ESTIMATES - INCOME	30,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,544.	4,544.
FOREIGN TAXES ON NONQUALIFIED	292.	292.
TOTALS	46,119.	5,012.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MINERAL INTEREST-PRODUCTION TA	8.	8.
MINERAL INT-AD VALOREM TAX	29.	29.
RENTAL-PROPERTY TAXES	12,323.	12,323.
RENTAL-INSURANCE	98.	98.
RENTAL-UTILITIES	648.	648.
RENTAL-OTHER EXPENSES	1.	1.
ROYALTY-OTHER EXPENSES	180.	180.
RENTAL-LEGAL & OTHER PROF FEES	2,500.	2,500.
FARM TAXES	64.	64.
FARM-INSURANCE	389.	389.
FARM OTHER EXPENSES	339.	339.
TOTALS	16,579.	16,579.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
00206R102 AT&T INC	17,795.	20,212.
026874784 AMERICAN INTERNATION	18,623.	20,136.
060505104 BANK OF AMERICA CORP	16,555.	39,074.
064058100 BANK OF NEW YORK MEL	9,639.	11,664.
084670702 BERKSHIRE HATHAWAY I	21,896.	23,832.
09247X101 BLACKROCK INC	9,281.	12,519.
172967424 CITIGROUP INC	29,173.	47,936.
38141G104 GOLDMAN SACHS GROUP	12,342.	19,450.
416515104 HARTFORD FINANCIAL S	13,804.	20,454.
45866F104 INTERCONTINENTAL EXC	8,554.	10,099.
493267108 KEYCORP	8,817.	15,075.
59156R108 METLIFE INC	11,409.	12,520.
617446448 MORGAN STANLEY	28,429.	51,494.
693475105 PNC FINANCIAL SERVIC	9,050.	9,569.
78486Q101 SVB FINANCIAL GROUP	9,582.	14,219.
808513105 SCHWAB (CHARLES) COR	10,069.	15,528.
92826C839 VISA INC-CLASS A SHA	14,513.	19,890.
949746101 WELLS FARGO & CO	21,237.	45,995.
002824100 ABBOTT LABORATORIES	9,569.	11,846.
015351109 ALEXION PHARMACEUTIC	5,699.	7,155.
09062X103 BIOGEN INC	5,758.	14,717.
101137107 BOSTON SCIENTIFIC CO	20,533.	27,449.
110122108 BRISTOL-MYERS SQUIBB	19,106.	27,727.
125509109 CIGNA CORP	10,305.	10,843.
125896100 CMS ENERGY CORP	10,213.	13,618.
151020104 CELGENE CORP	8,162.	21,581.
16119P108 CHARTER COMMUNICATIO	18,983.	29,437.
20030N101 COMCAST CORP-CLASS A	4,059.	18,393.
254687106 WALT DISNEY CO/THE	45,014.	44,159.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
25470M109 DISH NETWORK CORP-A	11,717.	12,744.
375558103 GILEAD SCIENCES INC	12,311.	10,452.
437076102 HOME DEPOT INC	8,725.	36,637.
500754106 THE KRAFT HEINZ CO	15,323.	14,192.
532457108 ELI LILLY & CO	24,502.	26,175.
548661107 LOWE'S COS INC	6,998.	27,659.
57636Q104 MASTERCARD INC-CLASS	11,420.	46,031.
58933Y105 MERCK & CO. INC.	18,514.	18,761.
60871R209 MOLSON COORS BREWING	15,584.	16,328.
65339F101 NEXTERA ENERGY INC	9,642.	11,284.
654106103 NIKE INC -CL B	8,687.	7,778.
67103H107 O'REILLY AUTOMOTIVE	22,250.	18,522.
713448108 PEPSICO INC	24,116.	27,746.
717081103 PFIZER INC	38,913.	40,769.
872540109 TJX COMPANIES INC	20,080.	22,340.
90130A101 TWENTY-FIRST CENTURY	14,390.	12,108.
91324P102 UNITEDHEALTH GROUP I	20,124.	63,260.
92210H105 VANTIV INC - CL A	9,367.	9,161.
92532F100 VERTEX PHARMACEUTICA	4,173.	14,596.
931427108 WALGREENS BOOTS ALLI	8,444.	8,031.
00846U101 AGILENT TECHNOLOGIES	18,366.	22,984.
260543103 DOW CHEMICAL CO/THE		
277432100 EASTMAN CHEMICAL CO	12,663.	17,736.
369550108 GENERAL DYNAMICS COR	16,992.	21,791.
369604103 GENERAL ELECTRIC CO	31,591.	28,170.
438516106 HONEYWELL INTERNATIO	19,817.	52,302.
573284106 MARTIN MARIETTA MATE	12,300.	15,055.
574599106 MASCO CORP	5,778.	19,349.
609207105 MONDELEZ INTERNATION	19,361.	25,534.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
655844108 NORFOLK SOUTHERN COR	6,309.	7,009.
666807102 NORTHROP GRUMMAN COR	15,975.	19,277.
718172109 PHILIP MORRIS INTERN	31,626.	30,861.
854502101 STANLEY BLACK & DECK	20,139.	31,100.
907818108 UNION PACIFIC CORP	20,409.	23,890.
910047109 UNITED CONTINENTAL H	9,577.	14,611.
96208T104 WEX INC	9,556.	11,559.
00724F101 ADOBE SYSTEMS INC	6,553.	27,598.
02079K107 ALPHABET INC/CA-CL C	29,659.	66,179.
02079K305 ALPHABET INC/CA-CL A	16,824.	33,106.
023135106 AMAZON.COM INC	23,947.	56,720.
032654105 ANALOG DEVICES INC	14,692.	19,819.
037833100 APPLE INC	13,743.	98,945.
30303M102 FACEBOOK INC-A	21,919.	45,451.
31620M106 FIDELITY NATIONAL IN	15,528.	22,881.
594918104 MICROSOFT CORP	32,154.	87,898.
595017104 MICROCHIP TECHNOLOGY	10,992.	13,557.
882508104 TEXAS INSTRUMENTS IN	16,932.	28,506.
98138H101 WORKDAY INC-CLASS A	6,849.	8,747.
032511107 ANADARKO PETROLEUM C	13,882.	9,672.
20605P101 CONCHO RESOURCES INC	15,799.	16,597.
25278X109 DIAMONDBACK ENERGY I	11,425.	10,776.
26875P101 EOG RESOURCES INC	32,754.	38,212.
26884L109 EQT CORP	13,366.	12,135.
65473P105 NISOURCE INC	8,398.	14,970.
674599105 OCCIDENTAL PETROLEUM	40,504.	36,407.
723787107 PIONEER NATURAL RESO	22,133.	22,869.
230001406 CULLEN HIGH DIVIDEND	305,000.	404,768.
256206103 DODGE & COX INTL STO	407,613.	636,276.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
46432F842 ISHARES CORE MSCI EA	619,905.	653,636.
78462F103 SPDR S&P 500 ETF TRU	2,038,557.	2,815,032.
26078J100 DOWDUPONT INC	37,804.	44,723.
845469998 SOUTHWESTERN EXPOSIT		
G0176J109 ALLEGION PLC	12,702.	16,775.
G0177J108 ALLERGAN PLC	44,926.	36,276.
G1151C101 ACCENTURE PLC-CL A	15,356.	24,718.
G47791101 INGERSOLL-RAND PLC	20,597.	21,490.
H1467J104 CHUBB LTD	15,924.	35,210.
Y09827109 BROADCOM LTD	8,870.	57,482.
94106B101 WASTE CONNECTIONS IN	11,356.	15,741.
00171A530 AMG MANAGERS PICTET	504,250.	640,794.
115233579 BROWN ADV JAPAN ALPH	151,083.	165,940.
14042Y601 CAPITAL GR NON US EQ	568,030.	649,131.
464287465 ISHARES MSCI EAFE IN	1,146,794.	1,351,110.
46637K513 JPM GLBL RES ENH IND	852,889.	1,069,588.
G27823106 DELPHI AUTOMOTIVE PL	10,992.	12,694.
TOTALS	8,124,609.	10,744,822.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
00206RAJ1 AT&T INC 5 1/2% FEB	4,831.	4,050.
025816AY5 AMERICAN EXPRESS SR	5,959.	5,123.
05574LPT9 BNP PARIBAS MTN 2.70	1,996.	2,018.
31392JQR3 FEDERAL NATL MTG ASS	1,565.	1,554.
31393G4S0 FEDERAL HOME LN MTG	280.	289.
31393TAH9 FEDERAL NATL MTG ASS	2,605.	2,631.
31393WAH2 FEDERAL HOME LN MTG	442.	489.
31402LM74 FNMA 732182 5% 08/01	526.	538.
345370BX7 FORD MOTOR CO DEL 6	5,798.	5,190.
595620AH8 MIDAMERICAN ENERGY C	4,986.	5,083.
80283LAM5 SANTANDER UK PLC 3.0	10,192.	10,119.
98978VAG8 ZOETIS INC 1.875% 02	5,016.	5,010.
912828JR2 US TREAS 3.75% 11/15	51,473.	51,297.
912828TH3 US TREAS 0.875% 07/3	118,373.	118,739.
313586RC5 FNMA ZERO CPN 10/09/	18,884.	19,279.
912828LY4 US TREAS 3.375% 11/1	68,882.	67,534.
912828UB4 US TREAS 1% 11/30/19	66,618.	69,250.
912828MP2 US TREAS 3.625% 02/1	66,113.	62,903.
912828RC6 US TREAS 2.125% 08/1	77,626.	75,935.
912828RR3 US TREAS 2% 11/15/21	136,699.	136,808.
912828SF8 US TREAS 2% 02/15/22	41,778.	40,248.
912828X47 US TREAS 1.875% 04/3	45,089.	44,944.
912828D56 US TREAS 2.375% 08/1	50,795.	50,686.
912828XB1 US TREAS 2.125% 05/1	44,699.	44,694.
912828K74 US TREAS 2% 08/15/25	56,233.	54,035.
912828R36 US TREAS 1.625% 05/1	102,744.	99,548.
9128282A7 US TREAS 1.5% 08/15/	48,934.	46,799.
912828U24 US TREAS 2% 11/15/26	23,867.	24,352.
912828V98 US TREAS 2.25% 02/15	49,947.	49,676.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3129635Q0 FHLMC GOLD B11755 4.	1,123.	1,134.
312964TZ2 FHLMC GOLD B12368 5%	1,261.	1,295.
31403YBB8 FNMA 761534 5% 07/01	1,156.	1,164.
312970DE3 FHLMC GOLD B17301 4.	444.	455.
13056JAC8 CALIFORNIA REPUBLIC	10,904.	10,908.
31406BPC8 FNMA 805119 5.5% 01/	1,837.	1,881.
98160NAD1 WORLD OMNI AUTO RECE	13,253.	13,344.
80283NAF6 SANTANDER DRIVE AUTO	4,110.	4,092.
31407JY55 FNMA 832432 5% 08/01	1,360.	1,400.
80283XAG2 SANTANDER DRIVE AUTO	35,246.	35,256.
03065KAF8 AMERICREDIT AUTOMOBI	25,088.	25,176.
31403DDK2 FNMA 745406 6% 03/01	2,428.	2,503.
80284MAF7 SANTANDER DRIVE AUTO	25,047.	25,283.
3137AHXB9 FHLMC 3952 CL MA 3.0	7,480.	7,437.
31358PKY2 FEDERAL NATL MTG ASS	45.	41.
31335HT52 FHLMC GOLD C90572 6%	4,666.	5,189.
31335HXF5 FHLMC GOLD C90678 6%	6,156.	6,835.
31359AJF7 FEDERAL NATL MTG ASS	5,558.	5,517.
31393V4V0 FHLMC REMIC SER 2627	14,782.	15,010.
981464GC8 WORLD FINANCIAL NETW	24,997.	24,982.
31359BPE1 FEDERAL NATL MTG ASS	3,459.	3,619.
31416BTV0 FNMA 995264 6.5% 12/	4,460.	4,359.
31394MNE6 FEDERAL HOME LN MTG	3,331.	3,590.
3128P7A29 FHLMC GOLD C90925 5.	12,704.	12,807.
31396RBY2 FHLMC REMIC SER 3150	10,690.	12,182.
36225BFU7 GNMA 781079 7.5% 08/	2,012.	2,286.
3133TNHW7 FEDERAL HOME LN MTG	6,706.	7,233.
38373SPT8 GNMA SER 2003-11 CL	21,616.	20,868.
31400JR68 FNMA 689109 5.5% 03/	4,075.	4,475.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
38373SZ75 GNMA 2003-26 CL A 5.	38,487.	39,133.
31393APU5 FNMA 2003-25 CL KP R	16,662.	16,638.
31393UFV0 FNMA 2003-119 CL ME	2,880.	2,798.
38374E5M5 GOVERNMENT NATIONAL	19,660.	19,477.
31371K7G0 FNMA 254795 6% 07/01	1,523.	1,707.
31402JEC7 FNMA 730131 5% 08/01	14,568.	16,209.
38374BTM5 GNMA REMIC 2003-66 C	17,895.	18,072.
38374CYU9 GNMA II SER 2003-84	21,685.	21,505.
38374KAM5 GNMA 2004-109 CL BC	25,635.	24,806.
38374FN75 GNMA 2004-18 CL WD 5	22,975.	23,518.
31405VZB6 FNMA 800938 5.5% 10/	2,177.	2,377.
31394BYB4 FNMA 2004-91 CL BR 5	23,231.	23,571.
31395LLZ2 FHLMC NOV2920 CL PE	25,360.	25,493.
31406W4Q4 FNMA 822631 5.5% 05/	5,123.	5,624.
31394ECS5 FANNIE MAE SER 2005-	2,776.	3,094.
31395XZV0 FHLMC 3017 CL ML 5.0	40,600.	38,481.
31396FM83 FHLMC REMIC 3074 CL	15,334.	14,975.
38374MSB6 FHLMC POOL 2005-91 C	29,112.	28,978.
31394U6A5 FNMA 2005-99 CL XB 5	34,088.	34,101.
37610LAF4 GNMA 2006-29 CL PC 5	26,020.	25,886.
31396WHN9 FNMA REMIC SER 2007-	7,448.	7,329.
38374DTL3 GNMA 2008-27 CL JD 5	34,650.	34,748.
31397T2F8 FHLMC SER 3438 CL B	11,479.	11,782.
38375QK65 GNMA 2008-55 CL PL 5	25,544.	24,122.
38375Q3P2 GNMA SER 2008-53 CL	17,210.	17,846.
31417ACQ0 FNMA AB3678 3.5% 10/	25,838.	26,411.
031162AZ3 AMGEN INC SR NOTES 5	5,182.	5,252.
816851AK5 SEMPRA ENERGY 9.8% F	4,978.	5,512.
78355HJU4 RYDER SYSTEM INC MTN	3,996.	4,019.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
032511BC0 ANADARKO PETROLEUM C	4,945.	5,456.
485134BL3 KANSAS CITY POWER &	3,852.	3,223.
13645RAJ3 CANADIAN PACIFIC RR	6,028.	5,418.
06051GDZ9 BANK OF AMERICA CORP	35,439.	32,736.
064159HT6 BANK OF NOVA SCOTIA	4,968.	4,986.
00440EAM9 ACE INA HOLDINGS 5.9	5,425.	5,328.
120568AT7 BUNGE LIMITED FINANC	5,123.	5,522.
172967HU8 CITIGROUP INC 2.500%	13,138.	13,107.
942683AE3 WATSON PHARMCEUTICAL	2,331.	2,150.
15135UAD1 CENOVUS ENERGY INC 5	5,474.	5,299.
06406HBP3 BANK OF NEW YORK MEL	4,990.	5,288.
73755LAH0 POTASH CORP-SASKATCH	5,354.	5,273.
92276MBB0 VENTAS REALTY LP/CAP	4,987.	5,047.
05531FAU7 BB&T CORPORATION MTN	5,065.	5,081.
126117AQ3 CNA FINANCIAL CORP 5	1,994.	2,184.
91324PBM3 UNITEDHEALTH GROUP I	7,645.	7,353.
36962G4Y7 GENERAL ELEC CAP COR	11,277.	10,807.
674599BY0 OCCIDENTAL PETROLEUM	5,175.	5,277.
7591EPAK6 REGIONS FINANCIAL CO	5,135.	5,109.
00206RDA7 AT&T INC 5.000% 03/0	11,181.	10,795.
026874DG9 AMERICAN INTL GROUP	5,104.	5,151.
49326EED1 KEYCORP MTN 5.1% MAR	4,599.	4,358.
89114QBG2 TORONTO-DOMINION BAN	2,995.	2,991.
38141GGQ1 GOLDMAN SACHS GROUP	13,420.	13,183.
61747WAL3 MORGAN STANLEY 5 1/2	5,669.	5,545.
91324PBT8 UNITEDHEALTH GROUP I	3,139.	3,119.
74432QBT1 PRUDENTIAL FINANCIAL	5,365.	5,406.
023135AM8 AMAZON.COM INC 3.300	2,989.	3,126.
26884AAZ6 ERP OPERATING LP 4 5	996.	1,082.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
124857AG8 CBS CORP 3 3/8% MAR	4,934.	5,177.
959802AU3 WESTERN UNION CO/THE	4,978.	5,075.
00037BAB8 ABB FINANCE USA INC	10,351.	10,194.
30161NAW1 EXELON CORP 2.500% 0	5,015.	5,149.
760759AP5 REPUBLIC SERVICES IN	3,989.	4,169.
278642AE3 EBAY INC 2.6% JUL 15	4,636.	4,985.
91159JAA4 US BANCORP MTN 2.95%	5,139.	5,116.
12189LAL5 BURLINGTN NORTH SANT	5,002.	5,149.
205887BJ0 CONAGRA FOODS INC 3.	4,932.	5,116.
75886AAQ1 REGENCY ENERGY PART/	5,426.	5,399.
294752AH3 EQUITY ONE INC 3.750	5,203.	5,151.
46132FAA8 INVESCO FINANCE PLC	4,949.	5,108.
539830BG3 LOCKHEED MARTIN CORP	5,149.	5,148.
29273RAS8 ENERGY TRANSFER PART	3,964.	4,067.
94974BFJ4 WELLS FARGO & COMPAN	20,355.	20,486.
61746BDJ2 MORGAN STANLEY 3.750	20,568.	20,877.
084670BR8 BERKSHIRE HATHAWAY I	5,103.	5,074.
14149YAY4 CARDINAL HEALTH INC	4,610.	5,081.
37045XBK1 GENERAL MOTORS FINL	10,127.	10,187.
23317HAB8 DDR CORP 3.375% 05/1	4,862.	4,932.
857477AL7 STATE STREET CORP 3.	1,997.	2,034.
29364DAR1 ENTERGY ARKANSAS INC	2,002.	2,042.
670346AM7 NUCOR CORP 4.000% 08	5,226.	5,301.
68389XBL8 ORACLE CORP 2.400% 0	5,049.	4,970.
857477AM5 STATE STREET CORP 3.	5,091.	5,335.
10112RAW4 BOSTON PROPERTIES LP	5,310.	5,227.
29379VBB8 ENTERPRISE PRODUCTS	998.	1,048.
927804FQ2 VIRGINIA ELEC & POWE	998.	1,038.
375558AW3 GILEAD SCIENCES INC	5,280.	5,279.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
92553PAX0 VIACOM INC 3.875% 04	4,960.	5,005.
14040HBF1 CAPITAL ONE FINANCIA	5,085.	5,162.
693475AP0 PNC FINANCIAL SERVIC	10,430.	10,522.
30219GAK4 EXPRESS SCRIPTS HOLD	4,963.	5,072.
38141EC23 GOLDMAN SACHS GROUP	8,419.	8,321.
524901AT2 LEGG MASON INC 3.950	5,049.	5,122.
40414LAL3 HCP INC 3.875% 08/15	1,993.	2,060.
042735BG4 ARROW ELECTRONICS IN	1,988.	1,975.
26441YAY3 DUKE REALTY LP 3.750	4,942.	5,165.
136385AV3 CANADIAN NATL RESOUR	4,653.	5,124.
037833AZ3 APPLE INC 2.500% 02/	4,982.	4,940.
12572QAG0 CME GROUP INC 3.000%	4,933.	5,078.
458140AS9 INTEL CORP 3.700% 07	1,997.	2,114.
90265EAL4 UDR INC MTN 2.950% 0	4,938.	4,798.
92277GAJ6 VENTAS REALTY LP 3.2	4,991.	4,865.
747525AU7 QUALCOMM INC 3.250%	4,976.	5,041.
637417AK2 NATIONAL RETAIL PROP	4,980.	4,892.
35177PAT4 FRANCE TELECOM 5 3/8	5,642.	5,290.
87938WAH6 TELEFONICA SA 5.877%	5,682.	5,329.
961214BK8 WESTPAC BANKING CORP	4,996.	5,304.
404280AL3 HSBC HOLDINGS PLC 4.	10,786.	10,922.
88165FAG7 TEVA PHARMACEUT FIN	1,925.	1,942.
82481LAC3 SHIRE ACQ INV IRELAN	5,037.	4,973.
806854AH8 SCHLUMBERGER INVESTM	5,124.	5,306.
05565QDL9 BP CAPITAL MARKETS P	5,073.	5,109.
TOTALS	2,384,649.	2,375,351.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
HFGAPBWF1 JPM ACCESS MULTI-STR	C	1,256,256.	1,223,430.
092911965 BLACKSTONE PARTNERS	C	500,000.	706,352.
986903920 OCH-ZIFF OZOFII PRIV	C	333,942.	525,486.
TOTALS		2,090,198.	2,455,268.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MINERAL PROPERTIES		1,255,145.
83F003012 BRYCE/SIMSOVIC REEVE	1.	129,170.
83F003020 BRYCE/SIMSOVIC REEVE	1.	34,850.
83F003038 BRYCE/SIMSOVIC REEVE	1.	12,500.
983R04170 801 813 7TH ST & 806	75,744.	735,000.
997720470 SEC 8 PSL SVY REEVES	1.	
997720477 SEC 45&46 PSL SVY RE	1.	
997735058 J LYNCH SVY ETC TARR	1.	
997736570 SEC 44 BLOCK 55 TOWN	1.	
TOTALS	75,751.	2,166,665.

RECIPIENT NAME:
JPMORGAN CHASE BANK, NA
ADDRESS:
420 THROCKMORTON
FORT WORTH, TX 76102
RECIPIENT'S PHONE NUMBER: 817-884-4022
E-MAIL ADDRESS: NONE@JPMORGAN.COM
FORM, INFORMATION AND MATERIALS:
NAME & PURPOSE OR ORGANIZATION, AMOUNT & PURPOSE OF REQUEST, LIST OF BOARD MEMBERS
SUBMISSION DEADLINES:
SEPTEMBER
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO RECOGNIZED 501(C)(3) CHARITIES OPERATED IN THE STATE OF TEXAS.

WM & CATHERINE BRYCE MEMORIAL FUND XXXXX3001 75-6013845

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
TAX REFUND	14	8,597.	
OTHER INCOME	14	10.	
ROYALTY INCOME	14	399.	
REAL ESTATE INCOME	14	38,845.	
DEFERRED INCOME	14	-364.	

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
J LYNCH SVY ETC TARR MINERAL ACTIVITY	399.			399.
TOTALS	399.			399.