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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 2/01/16, and ending 11/30/17

Name of foundation DOSS T. SUTTON CHARITABLE FOUNDATIO MARK BARR AND JOE POWERS		A Employer identification number 71-6055339
Number and street (or P.O. box number if mail is not delivered to street address) 723 GARRISON AVENUE	Room/suite	B Telephone number (see instructions) 479-494-1062
City or town, state or province, country, and ZIP or foreign postal code FORT SMITH AR 72901		C If exemption application is pending, check here ▶ <input type="checkbox"/> 60
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		D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,108,285	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	59	59	59	
	4 Dividends and interest from securities	51,618	51,618	51,618	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,758			
	b Gross sales price for all assets on line 6a	675,651			
	7 Capital gain net income (from Part IV, line 2)		67,758		
	8 Net short-term capital gain			67,758	
	9 Income modifications 030220				
	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)					
12 Total. Add lines 1 through 11	119,435	119,435	119,435		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,800	1,350		450
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	2,284	1,713		571
	c Other professional fees (attach schedule) STMT 2	29,645	22,234		7,411
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	2,705	1,154		1,551
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 4	306	230		76
	24 Total operating and administrative expenses. Add lines 13 through 23	36,740	26,681	0	10,059
25 Contributions, gifts, grants paid	109,500			109,500	
26 Total expenses and disbursements. Add lines 24 and 25	146,240	26,681	0	119,559	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-26,805				
b Net investment income (if negative, enter -0-)		92,754			
c Adjusted net income (if negative, enter -0-)			119,435		

For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2016)

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash – non-interest-bearing	7,052	3,203	3,203	
	2 Savings and temporary cash investments	52,873	9,730	9,730	
	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 ▶	0			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule) STMT 5	509,101	496,182	483,256	
	b Investments – corporate stock (attach schedule) SEE STMT 6	1,073,957	1,057,741	1,327,783	
	c Investments – corporate bonds (attach schedule) SEE STMT 7	239,208	288,530	284,313	
	11 Investments – land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach sch.) ▶					
12 Investments – mortgage loans					
13 Investments – other (attach schedule)					
14 Land, buildings, and equipment basis ▶					
Less accumulated depreciation (attach sch.) ▶					
15 Other assets (describe ▶))				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,882,191	1,855,386	2,108,285		
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)	0	0			
Net Assets or Fund Balances	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	1,882,191			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,855,386		
	30 Total net assets or fund balances (see instructions)	1,882,191	1,855,386		
	31 Total liabilities and net assets/fund balances (see instructions)	1,882,191	1,855,386		

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	1,882,191
2 Enter amount from Part I, line 27a	2	-26,805
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,855,386
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,855,386

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		P		
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 675,651		607,893	67,758	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			67,758	
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	67,758
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	67,758

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.

(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	83,840	2,000,833	0.041903
2014	82,037	2,059,125	0.039841
2013	107,345	2,077,183	0.051678
2012	93,429	1,971,098	0.047399
2011	91,082	1,829,281	0.049791
2 Total of line 1, column (d)			2 0.230612
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 0.046122
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,054,287
5 Multiply line 4 by line 3			5 94,748
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 928
7 Add lines 5 and 6			7 95,676
8 Enter qualifying distributions from Part XII, line 4 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.			8 119,559

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	928
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	928
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	928
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,720
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	1,720
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	792
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 792 Refunded	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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 \$ (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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
8b 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	X	
14 The books are in care of ► REGIONS BANK Telephone no ► 479-494-1060 723 GARRISON AVE Located at ► FORT SMITH AR ZIP+4 ► 72901		
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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/> 1b		
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 1c		
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		
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 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 ► 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 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b X		

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b 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 <input type="checkbox"/>	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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A			

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
SEE STATEMENT 8				

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	2,032,974
b	Average of monthly cash balances	1b	52,597
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,085,571
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	2,085,571
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	31,284
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,054,287
6	Minimum investment return. Enter 5% of line 5	6	102,714

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	102,714
2a	Tax on investment income for 2016 from Part VI, line 5	2a	928
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	928
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,786
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	101,786
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	101,786

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	119,559
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	
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	119,559
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	928
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,631

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				101,786
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			24,702	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>119,559</u>				
a Applied to 2015, but not more than line 2a			24,702	
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				94,857
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				6,929
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)				
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII A, question 0)

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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SEE STATEMENT 9				109,500
Total			▶ 3a	109,500
b Approved for future payment N/A				
Total			▶ 3b	

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

- 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**

Joe D. Weeks, Trustee J. M. Howard
Trustee 2/18/20

Signature of officer or trustee Date

► TRUSTEE
Title

**Paid
Preparer
Use Only**

Pnnl/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed
JOHN PRZYBYSZ, CPA		JOHN PRZYBYSZ, CPA		02/18/20	
Firm's name ▶	PRZYBYSZ & ASSOCIATES, CPAS, P.C.			PTIN	P00330198
Firm's address ▶	4200 JENNY LIND RD STE B FORT SMITH, AR 72901			Firm's EIN ▶	20-2759879
				Phone no	479-649-0888

Form **990-PF** (2016)

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 2,284	\$ 1,713	\$	\$ 571
TOTAL	\$ 2,284	\$ 1,713	\$ 0	\$ 571

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	\$ 5,189	\$ 3,892	\$	\$ 1,297
INVESTMENT FEES	24,456	18,342		6,114
TOTAL	\$ 29,645	\$ 22,234	\$ 0	\$ 7,411

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX WITHHELD	\$ 1,538	\$ 1,154	\$	\$ 384
EXCISE TAX ON INVESTMENT INCOME	1,167			1,167
TOTAL	\$ 2,705	\$ 1,154	\$ 0	\$ 1,551

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MISC EXPENSES	306	230		76
TOTAL	\$ 306	\$ 230	\$ 0	\$ 76

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FANNIE MAE 745870	\$ 3,303	\$ 2,530	COST	\$ 2,476
FANNIE MAE 889222	4,806	3,682	COST	3,603
FANNIE MAE AA7681	8,663	6,495	COST	6,332
FANNIE MAE AL1200		979	COST	965
FANNIE MAE AL6307	2,896	2,138	COST	2,076
FANNIE MAE AL6848		1,904	COST	1,884
FANNIE MAE AL7767	6,681	5,286	COST	5,161
FANNIE MAE AL7953	8,831	6,767	COST	6,565
FANNIE MAE AL9107		1,569	COST	1,555
FANNIE MAE AS3907	13,604	10,500	COST	10,283
FANNIE MAE AS6328	12,012	10,500	COST	10,203
FANNIE MAE AS6515	921	770	COST	752
FANNIE MAE AS6520	943	844	COST	821
FANNIE MAE AS7253		780	COST	767
FANNIE MAE AS7601		1,724	COST	1,709
FANNIE MAE AU4293	16,259	12,982	COST	12,672
FANNIE MAE DTD 7/1/16 3%	1,022		COST	
FANNIE MAE MA2549	10,987	9,370	COST	9,174
FANNIE MAE MA2641	3,936	3,562	COST	3,467
FANNIE MAE MA2670	5,064	5,582	COST	5,401
FANNIE MAE MA2705		945	COST	907
FANNIE MAE MA2772		899	COST	905
FANNIE MAE MA2907		2,762	COST	2,750
FANNIE MAE MA2929		1,918	COST	1,928
FANNIE MAE MA2930		942	COST	937
FANNIE MAE MA3008		978	COST	964
FANNIE MAE MA3058		4,056	COST	4,031
FREDDIE MAC C09055	17,165	13,658	COST	13,325
FREDDIE MAC DTD 1/17/13 .875	15,030		COST	
FREDDIE MAC G08558		1,965	COST	1,956
FREDDIE MAC G08669	18,741	14,947	COST	14,633
FREDDIE MAC G08677	884	715	COST	698
FREDDIE MAC G08699	1,906	1,570	COST	1,527
FREDDIE MAC G08701		3,378	COST	3,400
FREDDIE MAC G08717		2,554	COST	2,541
FREDDIE MAC G08732	14,976	14,015	COST	13,990
FREDDIE MAC G08737		938	COST	939

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments **(continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FREDDIE MAC G08762	\$ 976	\$ 976	COST	\$ 970
FREDDIE MAC G60641	19,568	15,739	COST	15,246
UNITED STATES TREASURY DTD 6/30/22		29,900	COST	29,513
UNITED STATES TREASURY 1/15/26	22,771	23,044	COST	22,195
UNITED STATES TREASURY 2/15/36	11,670	12,956	COST	12,811
UNITED STATES TREASURY DTD 10/31/18	37,439	22,268	COST	21,918
UNITED STATES TREASURY DTD 10/31/19	26,470	26,470	COST	25,857
UNITED STATES TREASURY DTD 2/15/26	25,803	25,803	COST	24,550
UNITED STATES TREASURY DTD 5/15/17	13,038		COST	
UNITED STATES TREASURY DTD 5/15/26	28,768	15,246	COST	15,073
UNITED STATES TREASURY DTD 5/15/42	37,120	40,211	COST	37,356
UNITED STATES TREASURY DTD 5/31/20	26,492	78,505	COST	77,305
UNITED STATES TREASURY DTD 7/15/19	6,980	6,980	COST	6,887
UNITED STATES TREASURY DTD 7/15/25	15,644	15,858	COST	15,507
UNITED STATES TREASURY DTD 8/15/23	25,698	19,304	COST	18,270
UNITED STATES TREASURY DTD 8/15/24	24,449		COST	
UNITED STATES TREASURY DTD 8/15/25	18,561	3,117	COST	2,926
UNITED STATES TREASURY DTD 8/15/26		5,601	COST	5,575
TOTAL	\$ 509,101	\$ 496,182		\$ 483,256

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M CO	\$ 13,261	\$ 10,230	COST	\$ 17,020
ACADIA HEALTHCARE CO INC	6,960		COST	
ACS ACTIVIDADES DE CONSTRUCCION Y SE		5,067	COST	6,235
ADECCO GROUP SA UNSPON ADR	4,529		COST	
ADOBE SYSTEMS INC	8,635	7,382	COST	13,792
AEGON N V ORD AMER REG	5,444		COST	
AERCAP HOLDINGS NV	4,950	7,485	COST	9,459
AIA GROUP LTD		5,115	COST	6,683
AIR PRODUCTS & CHEMICALS		4,226	COST	4,728

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AIRBUS GROUP NV UNSP ADR	\$ 8,388	\$ 3,701	COST	\$ 6,558
ALEXION PHARMACEUTICALS INC	10,465	6,987	COST	4,832
ALLERGAN PLC	10,649	5,558	COST	4,172
ALPHABET INC	13,318	11,173	COST	19,407
ALTRIA GROUP INC	14,812	15,366	COST	20,824
AMAZON.COM INC	6,608	6,485	COST	16,475
AMBEV SA-ADR	6,408	6,205	COST	6,599
AMERICAN TOWER CORPORATION	11,247	9,436	COST	14,681
ARCELORMITTAL NY REGISTRY		4,939	COST	6,534
ASTELLAS PHARMA INC UNSP ADR	6,579		COST	
ASTRAZENECA PLC SPONSORED ADR	18,118	12,689	COST	14,726
AT&T INC	17,741	24,860	COST	24,884
ATHENAHEALTH INC	5,442		COST	
ATOS ORIGIN SA-UNSP ADR	5,131		COST	
AXA SA SPONSORED ADR	8,761	5,206	COST	6,800
BAE SYSTEMS SPON		7,211	COST	6,471
BAIDU INC		7,541	COST	9,782
BANCO BILBAO VIZCAYA ARGENTA	5,870	4,804	COST	6,720
BAYER A G SPONSORED ADRS ONE ADR		6,521	COST	6,102
BCE INC	18,653	19,571	COST	21,562
BHP BILLITON PLC SPONSORED ONE	4,909	7,398	COST	9,020
BIOMARIN PHARMACEUTICAL INC	5,403	5,754	COST	5,749
BOEING CO	14,786	7,844	COST	16,608
BRIGHTHOUSE FINANCIAL INC.		1,547	COST	1,764
BRITISH AMERICAN TOBACCO		6,196	COST	6,172
CANADIAN NATURAL RESOURCES LTD		5,447	COST	5,902
CARLSBERG A/S - B SPON	6,348	5,126	COST	6,459
CARREFOUR SA - SP ADR	6,238	7,779	COST	6,535
CELGENE CORP	10,466	9,402	COST	10,083
CERNER CORP	2,443		COST	
CHARLES SCHWAB CORP NEW	4,478	4,571	COST	8,782
CHEVRON CORP	16,594	19,728	COST	24,512
CHINA MOBILE LTD SPONSORED ADR	9,038		COST	
CHIPOTLE MEXICAN GRILL CLASS A	7,022		COST	
CHUBB LIMITED	25,110	23,039	COST	32,856
CISCO SYSTEMS INC	16,502	16,274	COST	23,313
CK HUTCHISON HOLDINGS LTD	5,770	6,321	COST	6,619

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CONCHO RESOURCES INC	\$ 18,017	\$ 4,486	COST	\$ 4,615
CONOCO PHILLIPS	16,782	16,782	COST	20,454
CORNING INC	10,963	9,255	COST	14,414
COSTCO WHOLESALE CORP	6,070	5,120	COST	7,193
CVS HEALTH CORPORATION	12,030		COST	
DBS GROUP HOLDINGS	5,773	4,205	COST	6,733
DEUTSCHE BOERSE AG DEUTSCHE		6,485	COST	6,837
DEUTSCHE POST AG	5,567		COST	
DIAGEO PLC-SPONSORED ADR	18,388	15,170	COST	18,417
DNB NOR ASA SPONSOR ADR	5,611	4,764	COST	6,171
DOWDUPONT INC		13,600	COST	21,804
DU PONT E I DE NEMOURS & CO	15,667		COST	
E ON AG SPONSORED ADR	8,116	4,539	COST	5,982
ELI LILLY & CO	10,634	11,864	COST	15,320
ENGIE SA		5,704	COST	6,443
ENGINE SPON ADR	6,369		COST	
EQUINIX INC	5,319	4,844	COST	9,754
ESSILOR INTERNATIONAL CIE GENERALE		5,922	COST	6,494
EXXON MOBIL CORP	12,211	17,402	COST	17,907
FACEBOOK INC A	9,890	8,860	COST	18,072
FAST RETAILING CO LTD		6,356	COST	6,888
FASTENAL CO		5,484	COST	5,972
FOUR CORNER PROPERTY TRUST INC	16	16	COST	26
FRESENIUS MED CARE AG & CO	6,116		COST	
GEMALTO NV SPONSORED ADR	6,955		COST	
GENERAL ELECTRIC CO	17,775	29,482	COST	21,088
GENUINE PARTS CO	9,805	9,805	COST	11,435
HCP INC REIT	10,712	14,421	COST	11,105
HOME DEPOT INC.		5,813	COST	6,294
HSBC HOLDINGS PLC SPONS ADR	19,271	15,174	COST	22,343
IHS MARKIT LTD	5,649		COST	
ILLUMINA INC	4,829	3,007	COST	4,371
INTEL CORP	10,389	9,481	COST	13,766
INTESA SANPAOLO SPON ADR	9,722	4,666	COST	6,708
J P MORGAN CHASE & CO	15,159		COST	
JOHNSON & JOHNSON	18,133	16,909	COST	23,268
JOHNSON CONTROLS INTERNATIONAL	11,909	17,472	COST	15,169

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JPMORGAN CHASE & CO	\$ 6,016	\$ 13,941	COST	\$ 23,517
JULIUS BAER GROUP, LTD	4,936	4,936	COST	6,616
KIMBERLY CLARK CORP	15,018	15,961	COST	17,006
KOMATSU LTD		4,354	COST	5,879
KONINKLIJKE DSM NV SPONSORED ONE	5,499	4,295	COST	6,648
KONINKLIJKE KPN NV		7,146	COST	7,139
KONINKLIJKE PHILIPS NV SP ADR	5,402		COST	
LLOYD'S BANKING GROUP PLC SPONS		6,405	COST	6,361
MASTERCARD INC		5,181	COST	7,223
MAZDA MOTOR CORP	5,995		COST	
MERCK & CO INC NEW	16,481	21,335	COST	22,274
METLIFE INC	13,344	13,728	COST	18,036
MICROSOFT CORP	13,767	11,374	COST	21,548
MITSUBISHI ESTATE COMPANY INC	5,897	6,531	COST	6,048
MOBILEYE NV	6,978		COST	
MONSTER BEVERAGE CORP	6,343	5,614	COST	7,896
MURATA MANUFACTURING CO LTD ADR	5,550	5,949	COST	6,322
NEXTERA ENTERGY INC	15,975	13,320	COST	21,810
NOVARTIS A G ADR ONE ADR REPRS	13,730	14,953	COST	17,503
ORANGE - SPONS ADR	6,675	6,299	COST	6,599
OTSUKA HOLDINGS CO LTD	5,797	6,261	COST	6,620
PANASONIC CORP		7,517	COST	9,372
PAYPAL HOLDINGS INC	5,427	5,806	COST	11,132
PFIZER INC	19,400	20,599	COST	23,098
PHILIP MORRIS INTERNATIONAL INC	19,422	15,954	COST	16,954
PRICELINE GROUP INC	9,146	6,844	COST	10,438
RAYTHEON CO	10,973	10,491	COST	19,306
ROCHE HOLDINGS LTD SPONSORED ADR	9,737	7,025	COST	6,916
ROYAL DUTCH SHELL PLC ADR B	21,259	16,993	COST	21,299
ROYAL DUTCH SHELL PLC-ADR	8,949	5,010	COST	6,284
ROYAL KPN NV	7,291		COST	
S&P GLOBAL INC		4,162	COST	4,799
SALESFORCE.COM INC	10,046	8,617	COST	15,544
SCHLUMBERGER LTD	8,444	11,361	COST	9,365
SECOM LTD UNSPONSORED ADR ONE	6,247	6,186	COST	6,043
SEIKO EPSON CORP UNSPONSORED	5,191		COST	
SERVICENOW INC	5,626	5,246	COST	10,086

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEVEN & I HOLDINGS CO LTD	\$	\$ 6,175	COST	\$ 6,548
SIEMENS AG ADR-EACH CNV INTO 1 ORD		10,495	COST	10,271
SMITH & NEPHEW PLC	6,362	5,642	COST	6,093
SOCIETE GENERALE FRANCE	5,138		COST	
SPLUNK INC	7,483	5,560	COST	8,650
STARBUCKS CORP	9,079	7,204	COST	9,136
SUMITOMO MITSUI FINANCIAL GROUP INC		9,213	COST	9,766
SUNTORY BEVERAGE & FOOD	6,313		COST	
TATA MOTORS LTD		6,465	COST	5,895
TORAY INDUSTRIES INC		7,039	COST	6,461
TOTAL S A SPONSORED ADR ONE ADR	8,841	5,326	COST	6,277
TRANSUNION		3,677	COST	4,997
TRAVELERS COMPANIES INC	14,048	13,559	COST	18,166
UNDER ARMOUR INC CLASS A	2,680		COST	
UNDER ARMOUR INC CLASS C-W	888		COST	
UNILEVER N V N Y SHS NEW ONE NY	18,550	13,924	COST	19,054
VISA INC	8,962	7,953	COST	17,451
VIVENDI UNSPON ADR	5,816		COST	
WASTE CONNECTIONS INC		5,119	COST	5,300
WELLS FARGO & CO	19,864	20,284	COST	22,080
WELLTOWER INC	20,167	20,829	COST	21,992
WEST PHARMACEUTICAL SERVICES INC.		4,092	COST	4,297
ZOETIS INC		4,519	COST	5,205
TOTAL	\$ 1,073,957	\$ 1,057,741		\$ 1,327,783

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN EXPRESS CREDIT CORP	\$ 8,067	\$ 8,067	COST	\$ 7,944
ANHEUSER BUSCH INBEV FIN	7,940	7,940	COST	7,903
APPLE INC		15,060	COST	15,209
ASTRAZENECA PLC DTD	11,675		COST	
AT&T INC 3/1/27		15,409	COST	15,341

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AT&T INC DTD	\$ 7,813	\$ 7,813	COST	\$ 7,490
BERKSHIRE HATHAWAY FIN DTD	3,024		COST	
BERKSHIRE HATHAWAY INC 2.75%	4,148	4,148	COST	4,026
BP CAP MKTS P L C NOTE		8,009	COST	8,019
CISCO SYSTEMS INC DTD	7,696	7,696	COST	7,247
CITIGROUP INC	7,083	15,181	COST	15,088
COMCAST CORP DTD	7,538		COST	
CVS HEALTH CORPORATION CALLABLE	9,338	9,338	COST	9,051
ENTERPRISE PRODUCTS OPERATING LLC		7,882	COST	7,497
FORD MOTOR COMPANY		6,953	COST	7,287
GENERAL ELECTRIC CAPITAL CORP	7,912	7,912	COST	7,581
GOLDMAN SACHS CALLABLE DTD	11,348	11,348	COST	11,260
HOME DEPOT INC CALLABLE DTD	7,120	7,120	COST	6,932
INTERPRISE PRODUCTS OPER DTD	7,882		COST	
JOHN DEERE CAPITAL CORP DTD	9,265	9,265	COST	9,022
JP MORGAN CHASE & CO DTD	15,078	15,078	COST	14,759
LOCKHEED MARTIN CORP CALLABLE	7,209	7,209	COST	7,038
MICROSOFT CORP CALLABLE DTD	11,068	11,068	COST	11,248
MORGAN STANLEY DTD	7,267	15,599	COST	15,486
NORTHROP GRUMMAN CORP		16,044	COST	15,918
ORACLE CORPORATION CALLABLE DTD	7,248	7,248	COST	7,021
SHELL INTL FIN DTD	8,111	8,111	COST	8,009
SHIRE ACQ INV IRELAND DA	8,019	8,019	COST	7,870
SOUTHERN CO CALLABLE DTD	7,103	7,103	COST	6,878
TOYOTA MOTOR CREDIT CORP SERIES	8,033		COST	
VERIZON COMMUNICATIONS DTD	11,520	13,207	COST	13,274
VISA INC CALLABLE DTD	7,875	7,875	COST	7,764
WALT DISNEY CO SERIES: MTN DTD	7,247	7,247	COST	6,941
WELLS FARGO & COMPANY SERIES	15,581	15,581	COST	15,210
TOTAL	\$ 239,208	\$ 288,530		\$ 284,313

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARK BARR P O BOX 10266 FORT SMITH AR 72903	TRUSTEE	1.00	400	0	0
JAMES M. LLEWELLYN JR. 412 SOUTH 18TH STREET FORT SMITH AR 72901	TRUSTEE	1.00	200	0	0
JOE D POWERS 723 GARRISON AVENUE FORT SMITH AR 72901	TRUSTEE	1.00	400	0	0
JIM HARWOOD- 3109 ENID STREET FORT SMITH AR 72903	TRUSTEE	1 00	400	0	0
BENJAMIN H. SHIPLEY III 315 NORTH SEVENTH STREET FORT SMITH AR 72902	TRUSTEE	1.00	400	0	0

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Relationship	Address Status	Purpose	Amount
CHILDREN'S EMERGENCY SHELTER FORT SMITH AR 72901	NONE	3015 SOUTH 14TH STREET N/A	OPERATIONS	2,000
COMMUNITY SERVICE CLEARINGHOUSE FORT SMITH AR 72902	NONE	PO BOX 1522 N/A	OPERATIONS	22,000
FORT SMITH BOYS & GIRLS CLUB FORT SMITH AR 72904	NONE	4905 NORTH O STREET N/A	OPERATIONS	4,500
GATEWAY HOUSE FORT SMITH AR 72904	NONE	3900 ARMOUR STREET N/A	OPERATIONS	3,000

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
HARBOR HOUSE					
FORT SMITH AR 72901		NONE	615 NORTH 19TH STREET	OPERATIONS	5,000
LINCOLN CHILDCARE CENTER			N/A		
FORT SMITH AR 72901		NONE	1415 NORTH 9TH STREET	OPERATIONS	5,000
DONALD W REYNOLDS CANCER SUPPORT			N/A		
FORT SMITH AR 72903		NONE	3324 SOUTH M STREET	OPERATIONS	2,000
SALVATION ARMY			N/A		
FORT SMITH AR 72901		NONE	301 NORTH 6TH STREET	OPERATIONS	9,000
SEBASTIAN COUNTY HUMANE SOCIETY			N/A		
FORT SMITH AR 72904		NONE	3800 KELLEY HIGHWAY	OPERATIONS	2,000
UNITED WAY OF FORT SMITH			N/A		
FORT SMITH AR 72901		NONE	320 SOUTH 18TH STREET	OPERATIONS	30,000
METHODIST NURSING HOME FOUNDATION			N/A		
LITTLE ROCK AR 72205		NONE	5300 EVERGREEN DRIE	OPERATIONS	25,000
TOTAL					<u>109,500</u>