







For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation PHILIP T BEE CHARITABLE TRUST		A Employer identification number 27-2006474	
Number and street (or P O box number if mail is not delivered to street address) 5600 W LOVERS LANE STE 116 PMB 136		Room/suite	B Telephone number (see instructions) (214) 361-9207
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752094360		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 <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) ▶ \$ 5,033,847	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27	27		
	4 Dividends and interest from securities	120,796	120,796		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	313,869			
	b Gross sales price for all assets on line 6a _____ 2,545,552				
	7 Capital gain net income (from Part IV, line 2)		47,072		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	27,572	27,572		
	12 Total. Add lines 1 through 11	462,264	195,467		
	13 Compensation of officers, directors, trustees, etc	71,820	46,683		25,137
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	20,171	13,111		7,060
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	506	253		253
	c Other professional fees (attach schedule) 	36,488	36,488		
	17 Interest	40	40		
	18 Taxes (attach schedule) (see instructions) 	4,212	4,212		
	19 Depreciation (attach schedule) and depletion	3,643	3,643		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	13,180	9,785		3,394
	24 Total operating and administrative expenses. Add lines 13 through 23	150,060	114,215		35,844
	25 Contributions, gifts, grants paid	538,900			538,900
	26 Total expenses and disbursements. Add lines 24 and 25	688,960	114,215		574,744
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-226,696			
	b Net investment income (if negative, enter -0-)		81,252		
c Adjusted net income (if negative, enter -0-)					

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	112,976	100,173	100,173
	2 Savings and temporary cash investments	127,691	125,593	125,593
	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) ▶ _____ 5,774 Less allowance for doubtful accounts ▶ _____	5,287	5,774	5,774
	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)	4,587,643	4,402,070	4,761,621
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ 60,106 Less accumulated depreciation (attach schedule) ▶ _____ 37,463	26,286	22,643	
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	52,820	28,657	33,683
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	3,086	7,003	7,003	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,915,789	4,691,913	5,033,847	
Liabilities	17 Accounts payable and accrued expenses	4,223	5,256	
	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)	4,223	5,256	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,911,566	4,686,657	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,911,566	4,686,657	
	31 Total liabilities and net assets/fund balances (see instructions) .	4,915,789	4,691,913	

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	4,911,566
2 Enter amount from Part I, line 27a	2	-226,696
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,787
4 Add lines 1, 2, and 3	4	4,686,657
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	4,686,657

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			

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

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

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	47,072
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 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))
2016	564,195	5,189,826	0 108712
2015	542,533	5,937,492	0 091374
2014	468,297	5,845,245	0 080116
2013	373,605	4,408,960	0 084738
2012	288,896	4,290,962	0 067327

2 Total of line 1, column (d)	2	0 432267
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 086453
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,092,988
5 Multiply line 4 by line 3	5	440,304
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	813
7 Add lines 5 and 6	7	441,117
8 Enter qualifying distributions from Part XII, line 4	8	574,744

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	813
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	
3	Add lines 1 and 2.	3	813
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	813
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	103
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	813
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	19
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	19
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JILL C BEE TRUSTEE Telephone no (214) 361-9207			

Located at **5600 W LOVERS LANE SUITE 116 PMB 136 DALLAS TX**ZIP+4 **752094360**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <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 2017? <input type="checkbox"/> 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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). <input type="checkbox"/> 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 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
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 2017? 4b			No

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

5a	<p>During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
b	<p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> </p>	5b		
c	<p>If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p>			
6a	<p>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</p>			
b	<p>Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p>	6b		No
7a	<p>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</p>			
b	<p>If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JILL C BEE 5600 W LOVERS LANE SUITE 116 PMB 136 DALLAS, TX 752094360	TRUSTEE 000 00	40,020	0	0
ROSS B BEE 5223-B MOUNT BONNELL ROAD AUSTIN, TX 78731	TRUSTEE 000 00	31,800	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,856,935
b	Average of monthly cash balances.	1b	253,505
c	Fair market value of all other assets (see instructions).	1c	60,106
d	Total (add lines 1a, b, and c).	1d	5,170,546
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	
3	Subtract line 2 from line 1d.	3	5,170,546
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	77,558
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,092,988
6	Minimum investment return. Enter 5% of line 5.	6	254,649

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	254,649
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	813
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	813
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	253,836
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	253,836
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	253,836

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	574,744
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	574,744
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	813
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	573,931

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				253,836
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	54,686			
b From 2013.	154,389			
c From 2014.	179,631			
d From 2015.	247,164			
e From 2016.	306,246			
f Total of lines 3a through e.	942,116			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 574,744				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				253,836
e Remaining amount distributed out of corpus	320,908			
5 Excess distributions carryover applied to 2017 (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	1,263,024			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	54,686			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,208,338			
10 Analysis of line 9				
a Excess from 2013.	154,389			
b Excess from 2014.	179,631			
c Excess from 2015.	247,164			
d Excess from 2016.	306,246			
e Excess from 2017.	320,908			

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

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))

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

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 email address of the person to whom applications should be addressed

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	538,900
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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.	***** 2018-11-07 *****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	GAIL D WILLS CPA		2018-11-07		P01037721
	Firm's name ▶ GAIL D WILLS CPA				Firm's EIN ▶
	Firm's address ▶ 2009 DOGWOOD CT GRAND PRAIRIE, TX 750502204				Phone no (972) 262-7877

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGE OF CENTRAL TEXAS 3710 CEDAR STREET BOX 2 AUSTIN, TX 78705		PAID	TACKLING CHALLENGES OF AGING	10,000
AT&T PERFORMING ARTS CENTER 2403 FLORA STREET SUITE 500 DALLAS, TX 75201		PAID	CULTURAL ARTS DISTRICT	10,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE SUITE 300 AUSTIN, TX 78751		PAID	CONNECT DONORS WITH CAUSES	7,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN JAZZ WORKSHOPPO BOX 41052 AUSTIN, TX 78704		PAID	JAZZ MUSICIANS IN PUBLIC SCHOOLS	5,000
AUSTIN TABLE TENNIS ASSOCIATION 8956 RESEARCH BLVD AUSTIN, TX 78758		PAID	EDUCATION & ADVANCEMENT TABLE TENNIS	6,000
AUSTIN YOUTH RIVER WATCH PO BOX 40351 AUSTIN, TX 78704		PAID	STUDENT ENVIRONMENTAL STEWARDSHIP	5,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BREAKTHROUGH AUSTIN 1050 EAST 11TH ST SUITE 350 AUSTIN, TX 78702		PAID	AID LOW-INCOME FAMILIES TO COLLEGE	10,000
CASA MARIANELLA821 GUNTER STREET AUSTIN, TX 78702		PAID	SERVES IMMIGRANTS FROM LATIN AMERICA	6,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702		PAID	SECURE FUTURE OF ALL SPECIES	5,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR MAXIMUM POTENTIAL BLDG 8604 FM 969 AUSTIN, TX 78724		PAID	LIFE CYCLE PLANNING & DESIGN	5,500
CHILDREN FIRST COUNSELING CENTER 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	END CYCLE OF FAMILY VIOLENCE	10,000
CHILDREN'S HEALTH FOUNDATION 2777 STEMMONS FREEWAY SUITE 700 DALLAS, TX 75207		PAID	PET ASSISTED THERAPY	30,000
Total 				538,900
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204		PAID	PREVENT CHILD ABUSE	20,000
CROW COLLECTION2010 FLORA STREET DALLAS, TX 75201		PAID	MUSEUM	15,000
CRYSTAL CHARITY BALL 30 HIGHLAND PARK VILLAGE SUITE 206 DALLAS, TX 752052791		PAID	AID & SUPPORT CHILDREN'S CHARITIES	800
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DALLAS AFTERSCHOOL 2902 SWISS AVENUE DALLAS, TX 75204		PAID	SUPPORT STUDENTS	2,500
DALLAS ARBORETUM 8525 GARLAND ROAD DALLAS, TX 75218		PAID	OUTDOOR GARDENS & LEARNING CENTER	4,000
DALLAS MUSEUM OF ART 1717 N HARWOOD STREET DALLAS, TX 75201		PAID	ART MUSEUM	10,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DALLAS THEATER CENTER 2400 FLORA STREET DALLAS, TX 75201		PAID	PROMOTE THEATER ARTS	2,500
DALLAS WIND SYMPHONY PO BOX 595026 DALLAS, TX 75359		PAID	BRING EXTRAORDINARY MUSICIANS	10,000
DOODLE ROCK RESCUE 3604 VINTAGE PLACE DALLAS, TX 75214		PAID	RESCUE AND RE-HOME DOODLES	2,500
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FORKLIFT DANCEWORKSPO BOX 1304 AUSTIN, TX 78767		PAID	COMMUNITY DANCE OUTREACH	7,500
FRIENDS OF BALCONES CANYONLANDS PO BOX 4678 LAGO VISTA, TX 78645		PAID	NATIONAL WILDLIFE REFUGE	5,000
FRIENDS OF CASCO BAY 43 SLOCUM DRIVE SOUTH PORTLAND, ME 04106		PAID	IMPROVE & PROTECT CASCO BAY	6,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRLSTART1400 W ANDERSON LANE AUSTIN, TX 78757		PAID	STEM PROGRAMS FOR GIRLS	5,000
HARPSWELL HERITAGE LAND TRUST 153 HARPSWELL NECK ROAD HARPSWELL, ME 04079		PAID	PROTECT NATURAL OPEN SPACES	10,000
HAYSTACK MOUNTAIN SCHOOL OF ARTS PO BOX 518 DEER ISLE, ME 04627		PAID	DEVELOP CREATIVE ABILITY	3,500
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERNATIONAL FOLK ART MARKET 620 CERRILLOS ROAD SANTA FE, NM 87505		PAID	PROMOTE ARTS	1,000
LIFELINE SHELTER FOR FAMILIES 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	REDUCE HOMELESSNESS FOR GPISD	10,000
MEALS ON WHEELS 3227 EAST 5TH STREET AUSTIN, TX 78702		PAID	NUTRITIOUS HOME DELIVERED MEALS	10,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MULTICULTURAL REFUGEE CENTER AUSTIN PO BOX 41566 AUSTIN, TX 78704		PAID	SUPPORT REFUGEES	7,000
NATIVE PRAIRIES ASSOCIATION OF TX 2002-A GUADALUPE ST PMB 290 AUSTIN, TX 78705		PAID	CONSERVE & RESTORE NATIVE PRAIRIES	6,000
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PAID	CONSERVE LAND & WATER	7,000
Total 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PAWS TO SERVE HEROES832 FM 71 COMMERCE, TX 75428		PAID	TRAINS DOGS IN NEED FOR VETERANS	2,500
PEROT MUSEUM OF NATURE & SCIENCE 2201 N FIELD ST DALLAS, TX 75201		PAID	INSPIRE SCIENTIFIC LEADERS	10,000
POPULATION CONNECTION PO BOX 97129 WASHINGTON, DC 20077		PAID	VOICE FOR POPULATION STABILIZATION	4,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRIDE ROCK WILDLIFE REFUGE PO BOX 1594 TERRELL, TX 75160		PAID	REFUGE FOR CATS	5,000
READATHONPO BOX DALLAS, TX 75201		PAID	PROMOTE STUDENT READING	100
SANTA FE OPERA301 OPERA DRIVE SANTA FE, NM 875062823		PAID	PROMOTE OPERA INTO THE FUTURE	5,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEARCH DOG FOUNDATION 501 E OJAI AVE OJAI, CA 93023		PAID	HIGHLY TRAINED CANINE DISASTER TEAMS	20,000
SHIELD RANCH FOUNDATION EL RANCHITO-A NATURAL PLACE FOR KIDS 3101 BEE CAVE ROAD SUITE 260 AUSTIN, TX 78746		PAID	SERVE LOW INCOME YOUTH	5,000
SIERRA CLUB85 SECOND STREET 2ND FLOOR SAN FRANCISCO, CA 94105		PAID	EXPLORE, ENJOY, PROTECT THE PLANET	7,000
Total ▶ 3a				538,900


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIKH DHARMA EDUCATION INTL PO BOX 1848 SANTA CRUZ, NM 87567		PAID	PRESERVE & TEACH	11,000
SMUPO BOX 750100 DALLAS, TX 75275		PAID	RESEARCH REPOSITORY	5,000
SONJA'S ANGELS306 COLLEGE STREET FARMERSVILLE, TX 75442		PAID	SUPPORT NURSING HOME RESIDENTS	5,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUSTAINABLE FOOD CENTER 1106 CLAYTON LANE SUITE 480W AUSTIN, TX 78723		PAID	PROMOTE HEALTHY GOOD CHOICES	7,000
TCU RANCH MANAGEMENT 2800 STADIUM DRIVE TCU BOX 297420 FORT WORTH, TX 76129		PAID	AGRICULTURAL RESOURCE MGMT EDUCATION	40,000
TEWA WOMEN UNITEDPO BOX 397 SANTA CRUZ, NM 87567		PAID	END VIOLENCE AGAINST WOMEN & GIRLS	5,000
Total ► 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS CAVE MANAGEMENT ASSOCIATION PO BOX 7427 AUSTIN, TX 78713		PAID	ACQUIRE, CONSERVE & MANAGE CAVES	5,000
TEXAS DISCOVERY GARDENS DALLAS PARKS & RECREATION PO BOX 152537 DALLAS, TX 75315		PAID	INTRODUCE CHILDREN TO NATURAL WONDER	5,000
TEXAS LAND CONSERVANCY PO BOX 162481 AUSTIN, TX 78703		PAID	PROTECT NATURAL AREAS IN TEXAS	9,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE LAMPLIGHTER SCHOOL 11611 INWOOD ROAD DALLAS, TX 75229		PAID	IGNITING THE POTENTIAL IN CHILDREN	25,000
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138		PAID	SCIENCE BASED HEALTHY ENVIRONMENT	5,000
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713		PAID	EDUCATION & RESEARCH	9,000
Total ▶ 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN ROOTS2921 E 17TH STREET BLDG D SUITE 4 AUSTIN, TX 78702		PAID	URBAN SUSTAINABLE FARMS	7,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390		PAID	IMPROVE HEALTHCARE IN COMMUNITY	20,000
VISITING NURSES ASSOCIATION 1600 VICEROY DRIVE SUITE 400 DALLAS, TX 75235		PAID	HEALTHCARE & NUTRITION SERVICES	10,000
Total ► 3a				538,900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTCAVE OUTDOOR DISCOVERY CENTER 24814 HAMILTON POOL ROAD ROUND MOUNTAIN, TX 78663		PAID	PROTECT WILDLIFE FOR CHILDREN	10,000
WHOOPING CRANE CONSERVATION ASSOCIATION 1475 REGAL COURT KISSIMMEE, FL 34744		PAID	PRESERVE WHOOPING CRANE POPULATION	10,000
WOMEN & THEIR WORK 1710 LAVACA STREET AUSTIN, TX 78701		PAID	PROMOTE WOMEN IN ART	7,000
Total 				538,900
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DON'T EVER GIVE UP V FOUNDATION FOR CANCER RESERACH 14600 WESTON PARKWAY CARY, NC 27513		PAID	CANCER RESEARCH	30,000
HPHS CHOIR BOOSTER CLUB 4220 EMERSON AVE DALLAS, TX 75205		PAID	SUPPORT LOCAL CHOIR	500
Total ▶ 3a				538,900

TY 2017 Accounting Fees Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GAIL WILLS CPA	506	253		253

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: PHILIP T BEE CHARITABLE TRUST
EIN: 27-2006474

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15083 799 SALIENT MLP & ENERGY	2016-08	PURCHASE	2017-03		135,000	121,637			13,363	
13415 893 VANGUARD INTERMEDIATE	2017-03	PURCHASE	2017-08		132,400	130,000			2,400	
17665 953 INVESCO GLOBAL REAL ESTATE	2016-08	PURCHASE	2017-08		160,392	165,015			-4,623	
2555 677 CAMBIAR INTERNATIONAL EQTY	2016-05	PURCHASE	2017-08		69,985	60,750			9,235	
6640 486 CAMBIAR INTERNATIONAL EQTY	2016-05	PURCHASE	2017-10		185,985	157,849			28,136	
10595 010 GUGGENHEIM FLOATING RATES	2015-12	PURCHASE	2017-03		276,000	269,933			6,067	
5840 ISHARES TR CORE S&P	2016-05	PURCHASE	2017-08		299,841	252,492			47,349	
2420 ISHARES TR CORE S&P	2016-05	PURCHASE	2017-09		125,080	104,629			20,451	
11216 859 MATTHEWS EMERGING ASIA	2016-05	PURCHASE	2017-10		164,985	130,796			34,189	
10937 5 OBERWEIS INTERNATIONAL OPPTS	2015-12	PURCHASE	2017-10		140,000	113,750			26,250	
3201 024 SALIENT MLP & ENERGY	2016-08	PURCHASE	2017-08		25,000	25,088			-88	
10666 080 DOUBLELINE TOTAL RTN BOND	2010-11	PURCHASE	2017-03		113,594	118,607			-5,013	
12477 231 DOUBLELINE TOTAL RTN BOND	2011-04	PURCHASE	2017-03		132,883	137,000			-4,117	
1363 731 DOUBLELINE TOTAL RTN BOND	2011-08	PURCHASE	2017-03		14,524	15,287			-763	
260 ABB LTD	2016-11	PURCHASE	2017-03		6,093	5,406			687	
50 AT&T INC	2016-10	PURCHASE	2017-03		2,076	1,853			223	
85 AT&T INC	2017-06	PURCHASE	2017-08		3,238	3,306			-68	
85 AT&T INC WASH SALE	2017-06	PURCHASE	2017-08		32				32	
5 AT&T INC	2017-07	PURCHASE	2017-08		190	194			-4	
190 AMERICAN EAGLE OUTFITTERS	2017-01	PURCHASE	2017-03		2,657	2,929			-272	
190 AMERICAN EAGLE OUTFITTERS WASH	2017-01	PURCHASE	2017-03		36				36	
210 AMERICAN EAGLE OUTFITTERS	2017-02	PURCHASE	2017-03		2,936	3,333			-397	
210 AMERICAN EAGLE OUTFITTERS WASH	2017-02	PURCHASE	2017-03		397				397	
205 AMERICAN EAGLE OUTFITTERS	2017-03	PURCHASE	2017-12		3,553	3,335			218	
100 CISCO SYSTEMS	2017-05	PURCHASE	2017-08		3,216	3,156			60	
15 EXTENDED STAY AMERICA	2017-04	PURCHASE	2017-07		287	261			26	
110 EXTENDED STAY AMERICA	2017-05	PURCHASE	2017-07		2,107	1,948			159	
115 EXTENDED STAY AMERICA	2017-04	PURCHASE	2017-08		2,160	1,998			162	
20 EXXON MOBIL	2017-02	PURCHASE	2017-03		1,631	1,649			-18	
40 EXXON MOBIL	2017-03	PURCHASE	2017-03		3,262	3,296			-34	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
40 EXXON MOBIL WASH SALE	2017-03	PURCHASE	2017-03		34				34	
20 EXXON MOBIL	2017-02	PURCHASE	2017-08		1,541	1,649			-108	
270 FNB CORP	2016-07	PURCHASE	2017-01		4,343	3,265			1,078	
150 FNB CORP	2016-07	PURCHASE	2017-03		2,209	1,814			395	
85 FNB CORP	2017-07	PURCHASE	2017-08		1,103	1,243			-140	
110 FEDERATED INVS INC	2017-02	PURCHASE	2017-03		2,864	2,904			-40	
40 FIRST AMERICAN FINANCIAL CORP	2017-03	PURCHASE	2017-03		1,555	1,561			-6	
55 FIRST AMERICAN FINANCIAL CORP	2017-03	PURCHASE	2017-08		2,691	2,146			545	
170 FLOWERS FOODS INC	2016-09	PURCHASE	2017-03		3,292	2,610			682	
125 FLOWERS FOODS INC	2016-09	PURCHASE	2017-07		2,140	1,919			221	
15 FLOWERS FOODS INC	2016-08	PURCHASE	2017-08		267	229			38	
100 FLOWERS FOODS INC	2016-09	PURCHASE	2017-08		1,779	1,536			243	
60 GENERAL MOTORS	2017-01	PURCHASE	2017-03		2,136	2,114			22	
10 GENERAL MOTORS	2017-01	PURCHASE	2017-08		356	352			4	
70 GLAXOSMITHKLINE	2016-12	PURCHASE	2017-10		2,554	2,646			-92	
90 INTEL CORP	2017-06	PURCHASE	2017-08		3,202	3,220			-18	
95 KIMCO REALTY CORP	2017-07	PURCHASE	2017-08		1,864	1,978			-114	
125 KOHLS CORP	2016-08	PURCHASE	2017-03		4,786	5,494			-708	
155 KOHLS CORP	2016-08	PURCHASE	2017-06		5,466	6,812			-1,346	
20 KOHLS CORP	2016-10	PURCHASE	2017-06		705	876			-171	
95 KOHLS CORP	2016-09	PURCHASE	2017-06		3,418	4,075			-657	
35 KOHLS CORP	2016-10	PURCHASE	2017-06		1,259	1,532			-273	
30 KOLS CORP	2017-01	PURCHASE	2017-06		1,079	1,265			-186	
50 MDC HOLDINGS INC	2016-11	PURCHASE	2017-03		1,498	1,278			220	
115 MDC HOLDINGS INC	2017-01	PURCHASE	2017-03		3,446	2,994			452	
45 MDC HOLDINGS INC	2016-11	PURCHASE	2017-07		1,608	1,150			458	
200 MATTEL INC	2016-11	PURCHASE	2017-01		5,231	6,295			-1,064	
205 MATTEL INC	2016-12	PURCHASE	2017-01		5,362	6,036			-674	
165 MATTEL INC	2016-12	PURCHASE	2017-01		4,316	4,760			-444	
5 MEREDITH CORP	2016-05	PURCHASE	2017-01		290	241			49	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
25 MEREDITH CORP	2016-04	PURCHASE	2017-02		1,532	1,170			362	
60 MEREDITH CORP	2016-05	PURCHASE	2017-02		3,676	2,891			785	
285 PFIZER INC	2017-01	PURCHASE	2017-03		9,746	8,948			798	
95 QUALCOMM INC	2017-01	PURCHASE	2017-03		5,458	5,073			385	
110 REGAL ENTERTAINMENT GROUP	2017-05	PURCHASE	2017-12		2,486	2,283			203	
675 REGAL ENTERTAINMENT GROUP	2017-11	PURCHASE	2017-12		15,257	10,993			4,264	
70 ROYAL DUTCH SHELL PLC	2017-02	PURCHASE	2017-03		3,910	3,878			32	
25 ROYAL DUTCH SHELL PLC	2017-07	PURCHASE	2017-08		1,410	1,432			-22	
210 SANOFI SPONS ADR	2016-06	PURCHASE	2017-03		9,518	8,658			860	
5 SANOFI SPONS ADR	2016-07	PURCHASE	2017-03		227	214			13	
175 VODAFONE GROUP PLC	2016-11	PURCHASE	2017-03		4,656	4,786			-130	
65 VODAFONE GROUP PLC	2016-11	PURCHASE	2017-07		1,852	1,778			74	
95 VODAFONE GROUP PLC	2016-11	PURCHASE	2017-08		2,750	2,598			152	
105 WESTROCK CO	2016-06	PURCHASE	2017-03		5,563	4,270			1,293	
100 WESTROCK CO	2016-08	PURCHASE	2017-03		5,298	4,481			817	
80 EATON CORPORAITON	2012-12	PURCHASE	2017-03		5,876	3,539			2,337	
35 EATON CORPORAITON	2015-10	PURCHASE	2017-03		2,571	1,671			900	
65 EATON CORPORAITON	2012-12	PURCHASE	2017-06		4,947	2,837			2,110	
20 EATON CORPORAITON	2012-12	PURCHASE	2017-08		1,443	861			582	
45 GARMIN LTD	2016-01	PURCHASE	2017-03		2,287	1,656			631	
85 GARMIN LTD	2016-01	PURCHASE	2017-05		4,332	3,129			1,203	
150 ABB LTD	2015-02	PURCHASE	2017-03		3,515	3,111			404	
70 ABB LTD	2015-02	PURCHASE	2017-06		1,783	1,452			331	
25 ABB LTD	2015-03	PURCHASE	2017-06		637	510			127	
125 AT&T INC	2014-01	PURCHASE	2017-03		5,191	4,213			978	
30 AT&T INC	2015-05	PURCHASE	2017-03		1,246	1,010			236	
20 ABBVIE INC	2013-01	PURCHASE	2017-03		1,316	740			576	
80 ABBVIE INC	2015-10	PURCHASE	2017-03		5,266	4,048			1,218	
25 ABBVIE INC	2013-01	PURCHASE	2017-07		1,781	925			856	
25 ABBVIE INC	2013-01	PURCHASE	2017-08		1,755	925			830	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 ABBVIE INC	2013-01	PURCHASE	2017-09		1,613	740			873	
20 ABBVIE INC	2013-01	PURCHASE	2017-09		1,721	740			981	
70 BCE INC	2013-11	PURCHASE	2017-03		3,079	3,117			-38	
70 BCE INC WASH SALE	2013-11	PURCHASE	2017-03		30				30	
50 BCE INC	2013-12	PURCHASE	2017-03		2,199	2,161			38	
55 BCE INC	2017-02	PURCHASE	2017-03		2,419	2,479			-60	
40 BCE INC	2013-12	PURCHASE	2017-08		1,877	1,729			148	
30 BCE INC	2014-02	PURCHASE	2017-08		1,407	1,272			135	
20 CINEMARK HOLDINGS INC	2011-12	PURCHASE	2017-03		874	399			475	
10 CINEMARK HOLDINGS INC	2012-02	PURCHASE	2017-03		437	213			224	
45 CINEMARK HOLDINGS INC	2016-01	PURCHASE	2017-03		1,966	1,423			543	
75 CINEMARK HOLDINGS INC	2011-12	PURCHASE	2017-03		3,224	1,496			1,728	
105 CINEMARK HOLDINGS INC	2011-12	PURCHASE	2017-03		4,492	2,095			2,397	
50 CINEMARK HOLDINGS INC	2011-12	PURCHASE	2017-04		2,120	998			1,122	
250 CISCO SYSTEMS INC	2014-03	PURCHASE	2017-03		8,520	5,590			2,930	
5 CISCO SYSTEMS INC	2015-08	PURCHASE	2017-03		170	145			25	
15 CISCO SYSTEMS INC	2014-03	PURCHASE	2017-08		482	335			147	
55 DOW CHEMICAL CO	2013-04	PURCHASE	2017-03		3,581	1,732			1,849	
60 DOW CHEMICAL CO	2013-04	PURCHASE	2017-03		3,906	2,044			1,862	
30 DOW CHEMICAL CO	2013-04	PURCHASE	2017-03		1,931	945			986	
25 DOW CHEMICAL CO	2013-04	PURCHASE	2017-08		1,586	759			827	
55 EMERSON ELECTRIC CO	2015-08	PURCHASE	2017-02		3,302	2,608			694	
70 EMERSON ELECTRIC CO	2015-12	PURCHASE	2017-02		4,203	3,382			821	
90 EMERSON ELECTRIC CO	2015-08	PURCHASE	2017-03		5,355	4,268			1,087	
10 EMERSON ELECTRIC CO	2015-10	PURCHASE	2017-03		595	473			122	
70 EMERSON ELECTRIC CO	2015-10	PURCHASE	2017-06		4,103	3,310			793	
185 FNB CORP	2012-05	PURCHASE	2017-03		2,725	2,046			679	
65 FEDERATED INVS INC	2013-04	PURCHASE	2017-03		1,692	1,574			118	
55 FEDERATED INVS INC	2013-04	PURCHASE	2017-08		1,492	1,332			160	
40 FEDERATED INVS INC	2013-05	PURCHASE	2017-08		1,085	951			134	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75 GENERAL MOTORS CO	2015-06	PURCHASE	2017-03		2,670	2,726			-56	
95 GENERAL MOTORS CO	2015-06	PURCHASE	2017-08		3,384	3,166			218	
145 GLAXOSMITHKLINE	2012-03	PURCHASE	2017-03		6,140	6,606			-466	
45 GLAXOSMITHKLINE	2012-04	PURCHASE	2017-08		1,758	2,026			-268	
115 GLAXOSMITHKLINE	2012-04	PURCHASE	2017-10		4,375	5,177			-802	
65 GLAXOSMITHKLINE	2015-12	PURCHASE	2017-10		2,371	2,678			-307	
225 HOSPITALITY PPTYS	2015-08	PURCHASE	2017-03		7,013	6,345			668	
145 HOSPITALITY PPTYS	2011-12	PURCHASE	2017-03		4,500	3,112			1,388	
60 HOSPITALITY PPTYS	2015-08	PURCHASE	2017-03		1,862	1,692			170	
205 HOSPITALITY PPTYS	2011-12	PURCHASE	2017-05		5,990	4,395			1,595	
125 INTEL CORP	2011-12	PURCHASE	2017-03		4,452	2,986			1,466	
35 LAMAR ADVERTISING CO	2014-06	PURCHASE	2017-01		2,560	1,799			761	
15 LAMAR ADVERTISING CO	2014-06	PURCHASE	2017-02		1,181	771			410	
15 LAMAR ADVERTISING CO	2014-08	PURCHASE	2017-02		1,181	751			430	
40 LAMAR ADVERTISING CO	2014-08	PURCHASE	2017-02		2,959	2,003			956	
90 LAMAR ADVERTISING CO	2014-08	PURCHASE	2017-03		6,729	4,506			2,223	
36 MDC HOLDINGS INC	2016-11	PURCHASE	2017-12		12	9			3	
110 MAXIM INTEGRATED PRODUCTS INC	2014-10	PURCHASE	2017-03		4,912	3,114			1,798	
135 MAXIM INTEGRATED PRODUCTS INC	2014-11	PURCHASE	2017-03		6,028	3,920			2,108	
15 MAXIM INTEGRATED PRODUCTS INC	2015-04	PURCHASE	2017-03		670	490			180	
35 MAXIM INTEGRATED PRODUCTS INC	2014-10	PURCHASE	2017-08		1,589	991			598	
40 MAXIM INTEGRATED PRODUCTS INC	2014-10	PURCHASE	2017-11		2,118	1,132			986	
120 MERCK & CO INC	2011-12	PURCHASE	2017-03		7,583	4,237			3,346	
20 MERCK & CO INC	2012-06	PURCHASE	2017-03		1,264	810			454	
65 MERCK & CO INC	2011-12	PURCHASE	2017-06		4,176	2,295			1,881	
135 MEREDITH CORP	2016-04	PURCHASE	2017-04		8,713	6,316			2,397	
195 PEOPLES UTD FINANCIAL INC	2012-11	PURCHASE	2017-01		3,777	2,363			1,414	
395 PEOPLES UTD FINANCIAL INC	2012-05	PURCHASE	2017-03		7,500	4,717			2,783	
115 PEOPLES UTD FINANCIAL INC	2012-11	PURCHASE	2017-03		2,183	1,393			790	
30 PFIZER INC	2016-01	PURCHASE	2017-03		1,026	934			92	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
90 PFIZER INC	2016-01	PURCHASE	2017-08		2,990	2,801			189	
85 PUBLIC SVC ENTERPRISE GROUP INC	2013-11	PURCHASE	2017-03		3,780	2,891			889	
75 PUBLIC SVC ENTERPRISE GROUP INC	2016-01	PURCHASE	2017-03		3,336	2,907			429	
75 PUBLIC SVC ENTERPRISE GROUP INC	2013-11	PURCHASE	2017-08		3,490	2,551			939	
210 PUBLIC SVC ENTERPRISE GROUP INC	2013-11	PURCHASE	2017-09		9,698	7,143			2,555	
50 QUALCOMM INC	2016-01	PURCHASE	2017-03		2,873	2,328			545	
45 QUALCOMM INC	2016-01	PURCHASE	2017-08		2,392	2,070			322	
190 REGAL ENTERTAINMENT GROUP	2014-04	PURCHASE	2017-03		4,193	3,460			733	
145 REGAL ENTERTAINMENT GROUP	2015-01	PURCHASE	2017-03		3,200	2,911			289	
360 REGAL ENTERTAINMENT GROUP	2014-04	PURCHASE	2017-12		8,137	6,556			1,581	
205 REGAL ENTERTAINMENT GROUP	2014-05	PURCHASE	2017-12		4,633	3,708			925	
95 ROYAL DUTCH SHELL PLC	2015-11	PURCHASE	2017-03		5,307	4,833			474	
35 ROYAL DUTCH SHELL PLC	2015-11	PURCHASE	2017-08		1,975	1,781			194	
35 RYMAN HOSPITALITY PPTYS INC	2013-07	PURCHASE	2017-01		2,123	1,317			806	
35 RYMAN HOSPITALITY PPTYS INC	2013-08	PURCHASE	2017-01		2,123	1,185			938	
25 RYMAN HOSPITALITY PPTYS INC	2015-11	PURCHASE	2017-01		1,517	1,358			159	
155 RYMAN HOSPITALITY PPTYS INC	2013-08	PURCHASE	2017-03		9,446	5,246			4,200	
25 RYMAN HOSPITALITY PPTYS INC	2013-08	PURCHASE	2017-08		1,481	844			637	
65 SANOFI SPONS ADR	2016-06	PURCHASE	2017-08		3,137	2,680			457	
85 WEYERHAUSER CO	2013-10	PURCHASE	2017-03		2,864	2,413			451	
150 WEYERHAUSER CO	2015-11	PURCHASE	2017-03		5,055	4,467			588	
75 WEYERHAUSER CO	2013-10	PURCHASE	2017-08		2,387	2,129			258	
30 EQT MIDSTREAM PARTNERS LP	2006-06	PURCHASE	2017-03		2,272	2,237			35	
45 EQT MIDSTREAM PARTNERS LP	2016-09	PURCHASE	2017-03		3,408	3,547			-139	
220 ENTERPRISE PRODUCTS PARTNERS LP	2016-07	PURCHASE	2017-03		5,922	6,137			-215	
45 ENTERPRISE PRODUCTS PARTNERS LP	2016-07	PURCHASE	2017-07		1,203	1,237			-34	
15 SPECTRA ENERGY PARTNERS LP	2016-06	PURCHASE	2017-03		633	704			-71	
20 SPECTRA ENERGY PARTNERS LP	2016-06	PURCHASE	2017-03		844	950			-106	
90 SPECTRA ENERGY PARTNERS LP	2016-07	PURCHASE	2017-03		3,796	4,246			-450	
25 EQT MIDSTREAM PARTNERS LP	2006-06	PURCHASE	2017-08		1,821	1,872			-51	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75 ENTERPRISE PRODUCTS PARTNERS LP	2016-07	PURCHASE	2017-08		1,874	2,033			-159	
80 SPECTRA ENERGY PARTNERS LP	2016-06	PURCHASE	2017-08		3,469	3,754			-285	
SHORT TERM CAP GAIN DIST	2017-12	PURCHASE	2017-12		5,020				5,020	

TY 2017 Investments Corporate Stock Schedule

Name: PHILIP T BEE CHARITABLE TRUST
EIN: 27-2006474

Name of Stock	End of Year Book Value	End of Year Fair Market Value
420 SH ABB LTD	8,473	11,264
100 SH ABBVIE INC	3,683	9,671
385 SH AT&T INC	12,685	14,969
710 SH AMERICAN EAGLE OUTFITTERS	9,359	13,348
215 SH BCE INC	9,085	10,322
100 SH CINEMARK HOLDINGS INC	3,478	3,482
405 SH CISCO SYSTEMS INC	9,558	15,512
75 SH DOWDUPONT INC	2,278	5,342
90 SH EATON CORP	4,036	7,111
295 SH EMERSON ELECTRIC CO		
85 SH EXXONMOBIL	6,938	7,109
775 SH F N B CORP	8,940	10,711
235 SH FEDERATED INVS INC	5,508	8,479
165 SH FIRST AMERICAN FINANCIAL CORP	6,437	9,247
130 SH GARMIN LTD		
470 SH FLOWERS FOODS INC	7,382	9,076
320 SH GENERAL MOTORS	10,008	13,117
440 SH GLAXO SMITH KLINE PLC		
270 SH INTEL CORP	6,618	12,463
55 SH INTERNATIONAL BUSINESS MACHINE	8,628	8,438
430 SH KOHLS CORP		
180 SH MDC HOLDINGS INC	4,261	5,738
570 SH MATTEL INC		
65 SH MAXIM INTEGRATED PRODUCTS INC	1,840	3,398
205 SH MERCK & CO INC		
225 SH MEREDITH CORP		
240 SH NIELSEN HOLDINGS PLC	9,462	8,736
705 SH PEOPLES UNITED FINANCIAL INC		
340 SH PFIZER INC	10,441	12,315
445 SH PUBLIC SERVICE ENTERPRISES		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
180 SH QUALCOMM INC	8,348	11,524
900 SH REGAL ENTERTAINMENT GROUP		
230 SH ROYAL DUTCH SHELL	11,702	15,707
205 SH SANOFI SPONS ADR	8,155	8,815
120 SH TARGET CORP	7,423	7,830
390 SH VODAFONE GROUP PLC	10,667	12,441
80 SH WESTROCK CO	3,253	5,057
605 SH EXTENDED STAY AMERICA	10,048	11,495
495 SH KIMCO REALTY	9,118	8,984
304 SH WEYERHAEUSER CO	8,013	10,719
635 SH HOSPITALITY PPTYS TRUST		
195 SH LAMAR ADVERTISING CO		
80 RYMAN HOSPITALITY PROPERTIES	2,708	5,522
17665.953 INVESCO TOTAL REAL ESTATE		
11838.755 CAMBIAR INTERNATIONAL	281,416	337,168
26013.195 SEMPER MBS TOTAL RETURN	276,000	277,301
25807.619 DOUBLELINE TOTAL RTN BD	284,713	274,335
12633.997 SEAFARER OVERSEAS	165,000	172,201
12694.704 FIRST EAGLE OVERSEAS	326,000	320,160
13926.327 POLEN GROWTH FUND	300,000	337,435
10598.083 GUGGENHEIM FLOATING RATE	270,047	275,656
8670.520 LAZARD GLOBAL LISTED INFRA	135,000	138,728
11510.41 MATTHEWS ASIAN GROWTH & INC	134,219	179,217
15024.038 OBERWEIS INTERNATIONAL	156,250	191,857
13797.501 SALIENT MLP & ENERGY	112,827	112,450
17456.359 VANGUARD DIVIDEND GROWTH	420,000	463,466
2205.6 VANGUARD SMALL CAP VALUE	115,015	125,763
24520.006 VANGUARD SHORT TERM INVT	262,030	260,648
57443.287 WESTERN ASSET CORE PLUS BD	687,500	680,129
5725 ISHARES TR CORE RUSSELL US VAL	247,520	317,165

TY 2017 Investments - Land Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LOT 2 ARANSAS PASS	2,800		2,800	
MINERAL INTEREST NEW MEXICO	57,306	37,463	19,843	

TY 2017 Investments - Other Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENTERPRISE PRODUCTS PARTNERS LP	AT COST	11,213	13,653
EQT MIDSTREAM PARTNERS LP	AT COST	9,823	11,331
SPECTRA ENERGY PARTNERS LP	AT COST	7,621	8,699

TY 2017 Other Assets Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PTP SUSPENDED ORDINARY LOSSES	3,063	6,879	6,879
PTP SEC 1231 SUSPENDED LOSSES	18	107	107
PTP FOREIGN TAX CARRYOVER	5	17	17

TY 2017 Other Expenses Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MEALS	941			941
OFFICE SUPPLIES	2,691	1,345		1,346
OTHER ROYALTY EXPENSE	7,369	7,368		
TELEPHONE	1,994	997		997
DUES/SUBSCRIPTIONS/FEES	110			110
FEES	75	75		

TY 2017 Other Income Schedule

Name: PHILIP T BEE CHARITABLE TRUST

EIN: 27-2006474

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SPECTRA ENERGY - ORDINARY INC	1,451	1,451	
ENTERPRISE PRODUCTS - ORD INC	888	888	
EQT MIDSTREAM - ORDINARY INC	815	815	
HILLCORP SAN JUAN LP	128	128	
CONOCOPHILLIPS COMPANY	212	212	
CROSS TIMBERS ENERGY LLC	24,012	24,012	
HILLCORP SAN JUAN LP	27	27	
XTO ENERGY	39	39	

TY 2017 Other Increases Schedule

Name: PHILIP T BEE CHARITABLE TRUST
EIN: 27-2006474

Description	Amount
TIMING DIFFERENCES	1,787

TY 2017 Other Notes/Loans Receivable Short Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Name of 501(c)(3) Organization	Balance Due
DIVIDENDS RECEIVABLE	5,774

TY 2017 Other Professional Fees Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERSHING ADVISOR SOLUTIONS 2194	29,317	29,317		
PERSHING ADVISOR SOLUTIONS 2306	7,171	7,171		

TY 2017 Taxes Schedule**Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PERSHING N6I-0023	302	302		
FOREIGN TAXES PERSHING QW4-0021	2,556	2,556		
NEW MEXICO ROYALTY TAXES	18	18		
PROPERTY TAXES	18	18		
ROYALTY PRODUCTION TAXES	1,318	1,318		