

EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning , and ending

Name of foundation: **DODGE JONES FOUNDATION AND SUBSIDIARY**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 176**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **ABILENE, TX 79604-0176**

A Employer identification number: **75-6006386**

B Telephone number: **(325) 673-6429**

C If exemption application is pending, check here

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

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

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

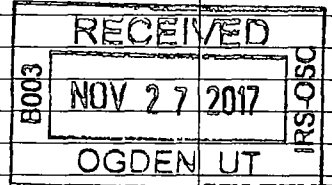
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 86,648,319.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

| Part I Analysis of Revenue and Expenses | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 1,740. | 1,740. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 535,051. | 535,051. | | STATEMENT 2 |
| 5a Gross rents | | 67,020. | 67,020. | | STATEMENT 3 |
| b Net rental income or (loss) <84,107.> | | | | | STATEMENT 4 |
| 6a Net gain or (loss) from sale of assets not on line 10 | | <1,202,358.> | | | |
| b Gross sales price for all assets on line 6a 5,438,682. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| 11 Other income | | 3,995,740. | 4,087,350. | | STATEMENT 5 |
| 12 Total. Add lines 1 through 11 | | 3,397,193. | 4,691,161. | | |
| 13 Compensation of officers, directors, trustees, etc | | 312,761. | 179,317. | | 133,444. |
| 14 Other employee salaries and wages | | 79,236. | 57,050. | | 22,186. |
| 15 Pension plans, employee benefits | | 160,434. | 104,339. | | 56,095. |
| 16a Legal fees STMT 6 | | 8,700. | 6,265. | | 2,435. |
| b Accounting fees STMT 7 | | 83,930. | 60,430. | | 23,500. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes STMT 8 | | 73,659. | 54,080. | | 11,985. |
| 19 Depreciation and depletion | | 296,934. | 90,676. | | |
| 20 Occupancy | | 57,649. | 47,645. | | 10,004. |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 9 | | <126,708.> | <48,428.> | | <91,270.> |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 946,595. | 551,374. | | 168,379. |
| 25 Contributions, gifts, grants paid | | 6,929,933. | | | 6,929,933. |
| 26 Total expenses and disbursements Add lines 24 and 25 | | 7,876,528. | 551,374. | | 7,098,312. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | <4,479,335.> | | | |
| b Net investment income (if negative, enter -0-) | | | 4,139,787. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |



| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|--|--|--|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 66,035. | <132,190.> | <132,190.> |
| | 2 Savings and temporary cash investments | 4,384,509. | 2,994,507. | 2,994,507. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 12 | 16,653,251. | 13,559,672. | 25,992,028. |
| | c Investments - corporate bonds | | | |
| | Liabilities | 11 Investments - land, buildings, and equipment basis ▶ 2,505,127. | | |
| Less accumulated depreciation STMT 13 ▶ | | 2,505,127. | 2,505,127. | 3,185,763. |
| 12 Investments - mortgage loans STMT 14 | | 3,546,252. | 3,546,252. | 2,797,875. |
| 13 Investments - other STMT 15 | | 18,250,316. | 17,229,788. | 50,627,892. |
| 14 Land, buildings, and equipment: basis ▶ 125,968. | | | | |
| Less accumulated depreciation ▶ 48,632. | | 90,350. | 77,336. | 181,563. |
| 15 Other assets (describe ▶ STATEMENT 16) | | 216,995. | 504,783. | 1,000,881. |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 45,712,835. | 40,285,275. | 86,648,319. |
| 17 Accounts payable and accrued expenses | | | | |
| 18 Grants payable | | | | |
| 19 Deferred revenue | | | | |
| 20 Loans from officers, directors, trustees, and other disqualified persons | | | | |
| 21 Mortgages and other notes payable | | | | |
| 22 Other liabilities (describe ▶ STATEMENT 17) | 40,222. | 0. | | |
| 23 Total liabilities (add lines 17 through 22) | 40,222. | 0. | | |
| 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 | 45,672,613. | 40,285,275. | |
| | 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 | 45,672,613. | 40,285,275. | | |
| 31 Total liabilities and net assets/fund balances | 45,712,835. | 40,285,275. | | |

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 | 45,672,613. |
| 2 Enter amount from Part I, line 27a | 2 | <4,479,335.> |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 3 | 30,574. |
| 4 Add lines 1, 2, and 3 | 4 | 41,223,852. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11 | 5 | 938,577. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 40,285,275. |

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 SEE ATTACHMENT 8 | | VARIOUS | VARIOUS |
| b CAPITAL LOSSES FROM K-1S | | | |
| c CAPITAL GAINS DIVIDENDS | | | |
| 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 5,376,634. | | 6,280,730. | <904,096.> |
| b | | 360,310. | <360,310.> |
| c 62,048. | | | 62,048. |
| 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) 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 | | | <904,096.> |
| b | | | <360,310.> |
| c | | | 62,048. |
| 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 | <1,202,358.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2015 | 4,410,866. | 82,213,858. | .053651 |
| 2014 | 7,297,564. | 81,841,118. | .089167 |
| 2013 | 3,944,135. | 69,041,554. | .057127 |
| 2012 | 3,832,686. | 57,660,845. | .066469 |
| 2011 | 3,375,724. | 55,953,084. | .060331 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .326745 |
| 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 | .065349 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 85,002,834. |
| 5 Multiply line 4 by line 3 | 5 | 5,554,850. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 41,398. |
| 7 Add lines 5 and 6 | 7 | 5,596,248. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 7,098,312. |

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 | 41,398. |
| 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 | 41,398. |
| 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 | 41,398. |
| 6 Credits/Payments: | | | |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | 101,040. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 55,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 156,040. | |
| 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 | 114,642. | |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 114,642. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | |
|----|---|-----|--------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | Yes | No |
| 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 ▶ <u>N/A</u> | X | |
| 14 | The books are in care of ▶ <u>JEFF BLANKS</u> Telephone no. ▶ <u>(325) 673-6429</u> Located at ▶ <u>P.O. BOX 176, ABILENE, TX</u> ZIP+4 ▶ <u>79604</u> | | |
| 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 | | <input type="checkbox"/> |
| 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 ▶ | Yes | No |
| | | | 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 | |
| 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? | | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ▶ _____, _____, _____, _____ | <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 | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input checked="" type="checkbox"/> Yes <input 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) | | X |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? | | X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 18 | | 312,761. | 71,354. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|------------------------|------------------|
| CONDLEY AND COMPANY, LLP PO BOX 2993, ABILENE, TX 79604 | AUDIT AND TAX SERVICES | 83,930. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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

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

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 | |
| 3 All other program-related investments. See instructions. | |

Total. Add lines 1 through 3 **0.**

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

| | | | |
|---|---|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | | |
| a | Average monthly fair market value of securities | 1a | 24,317,311. |
| b | Average of monthly cash balances | 1b | 4,186,008. |
| c | Fair market value of all other assets | 1c | 57,793,974. |
| d | Total (add lines 1a, b, and c) | 1d | 86,297,293. |
| 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 | 86,297,293. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,294,459. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 85,002,834. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 4,250,142. |

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 | 4,250,142. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 41,398. |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 41,398. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 4,208,744. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 4,208,744. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 4,208,744. |

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 | 7,098,312. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 7,098,312. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 41,398. |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 7,056,914. |

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 | | | | 4,208,744. |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2016: | | | | |
| a From 2011 | 716,568. | | | |
| b From 2012 | 1,113,387. | | | |
| c From 2013 | 645,073. | | | |
| d From 2014 | 3,448,450. | | | |
| e From 2015 | 401,181. | | | |
| f Total of lines 3a through e | 6,324,659. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 7,098,312. | | | | |
| a Applied to 2015, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2016 distributable amount | | | | 4,208,744. |
| e Remaining amount distributed out of corpus | 2,889,568. | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | 9,214,227. | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| 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 | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 | 716,568. | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | 8,497,659. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2012 | 1,113,387. | | | |
| b Excess from 2013 | 645,073. | | | |
| c Excess from 2014 | 3,448,450. | | | |
| d Excess from 2015 | 401,181. | | | |
| e Excess from 2016 | 2,889,568. | | | |

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | Prior 3 years | | (e) Total |
|---|----------|----------|---------------|----------|-----------|
| | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| 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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
MR. LARRY GILL, 325-673-6429
P.O. BOX 176, ABILENE, TX 79604

b The form in which applications should be submitted and information and materials they should include:
IN WRITING BY LETTER DESCRIBING REQUEST AND PURPOSE

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NO GRANTS TO INDIVIDUALS

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) | | | | |
| <p>a Paid during the year</p> <p>SEE ATTACHMENT 10</p> | | | | <p>6,929,933.</p> |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| <p>Total</p> | | | <p>▶ 3a</p> | <p>6,929,933.</p> |
| <p>b Approved for future payment</p> <p>SEE ATTACHMENT 11</p> | | | | <p>8,336,546.</p> |
| | | | | |
| | | | | |
| <p>Total</p> | | | <p>▶ 3b</p> | <p>8,336,546.</p> |

DODGE JONES FOUNDATION & SUBSIDIARY
 ABILENE, TEXAS 79604

ATTACHMENT 2

FORM 990 PF
 FEDERAL ID# 75-6006386
 FOR THE YEAR ENDED 12-31-16

| COMBINED TOTALS | | | | DODGE JONES FOUNDATION | | | | DODGCO, INC. | | | |
|---|------------------------------------|----------------------------------|--|---|------------------------------------|----------------------------------|--|---|------------------------------------|----------------------------------|--|
| (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSED FOR CHARITABLE PURPOSES | (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSED FOR CHARITABLE PURPOSES | (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSED FOR CHARITABLE PURPOSES |
| 0 | | | | 0 | | | | | | | |
| 0 | | | | 0 | | | | | | | |
| \$0 | \$0 | | \$0 | \$0 | \$0 | | \$0 | \$0 | \$0 | | \$0 |
| 3,993,532 | 4,087,350 | | | 3,993,532 | 4,087,350 | | 0 | 0 | 0 | | |
| 2,208 | 0 | | | 2,208 | 0 | | | 0 | 0 | | |
| \$3,995,740 | \$4,087,350 | \$0 | \$0 | \$3,995,740 | \$4,087,350 | | \$0 | \$0 | \$0 | | \$0 |
| 8,700 | 6,265 | 0 | 2,435 | 8,700 | 6,265 | | 2,435 | 0 | 0 | | |
| \$83,930 | \$60,430 | \$0 | 23,500 | \$83,930 | 60,430 | | 23,500 | \$0 | \$0 | | \$0 |

GROSS PROFIT, PART I, LN 10(c)

GROSS OIL & GAS WORKING INTEREST
 LESS LEASE OPERATING EXPENSE & TAXES
 GROSS PROFIT

OTHER INCOME, PART I, LN 11:

OIL & GAS ROYALTIES
 PARTNERSHIP INCOME
 MISCELLANEOUS INCOME

TOTAL OTHER INCOME

LEGAL FEES, PART I, LN 16(b)

LEGAL FEES

ACCOUNTING FEES, PART I, LN 16(b):

AUDIT & TAX SERVICES

DODGE JONES FOUNDATION & SUBSIDIARY
 ABILENE, TEXAS 79604

ATTACHMENT 3

FORM 990 PF
 FEDERAL ID# 75-6006386
 FOR THE YEAR ENDED 12-31-16

| COMBINED TOTALS | | | | | DODGE JONES FOUNDATION | | | | | DODGCO, INC. | | | | |
|---|------------------------------------|----------------------------------|---|---|------------------------------------|----------------------------------|---|---|------------------------------------|----------------------------------|---|--|--|--|
| (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSE FOR CHARITABLE PURPOSES | (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSE FOR CHARITABLE PURPOSES | (A) REVENUE & EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) DISBURSE FOR CHARITABLE PURPOSES | | | |
| \$30,271 | \$18,286 | \$0 | \$11,985 | \$30,271 | \$18,286 | | \$11,985 | | | | | | | |
| 33,278 | 33,278 | 0 | 0 | | | | | 33,278 | 33,278 | | | | | |
| 2,516 | 2,516 | 0 | 0 | 2,516 | 2,516 | | | | | | | | | |
| 7,584 | 0 | 0 | 0 | 7,584 | | | | | | | | | | |
| 10 | 0 | 0 | 0 | 10 | | | | | | | | | | |
| \$73,659 | \$54,080 | \$0 | \$11,985 | \$40,381 | \$20,802 | | \$11,985 | \$33,278 | \$33,278 | | \$0 | | | |
| 49,825 | 49,825 | 0 | 0 | | | | | 49,825 | 49,825 | | | | | |
| 71,964 | 51,814 | 0 | 20,150 | 71,964 | 51,814 | | 20,150 | | 0 | | | | | |
| 12,990 | 0 | 0 | 0 | 12,990 | 0 | | 0 | | | | | | | |
| 94,864 | 94,864 | 0 | 0 | 94,864 | 94,864 | | 0 | | | | | | | |
| 17,875 | 17,875 | 0 | 0 | | | | | 17,875 | 17,875 | | | | | |
| (400,544) | (288,392) | 0 | (112,152) | (400,544) | (288,392) | | (112,152) | | | | | | | |
| 8,018 | 8,018 | 0 | 0 | | | | | 8,018 | 8,018 | | | | | |
| 15,687 | 15,687 | 0 | 0 | | | | | 15,687 | 15,687 | | | | | |
| 2,613 | 1,881 | 0 | 732 | 2,613 | 1,881 | | 732 | | | | | | | |
| (\$126,708) | (\$48,428) | \$0 | (\$91,270) | (\$218,113) | (\$139,833) | | (\$91,270) | \$91,405 | \$91,405 | | \$0 | | | |

TAXES, PART I, LN 18:

PAYROLL TAXES
 AD VALOREM TAXES- LAND
 FOREIGN TAXES
 EXCISE TAX
 STATE INCOME TAXES

TOTAL TAXES

OTHER EXPENSES, PART I, LN 23:

INSURANCE - RENTAL
 INSURANCE
 INSURANCE - LIFE
 INVESTMENT MANAGEMENT FEES
 REAL ESTATE MANAGEMENT FEES
 ADMIN COST ALLOCATIONS
 MISCELLANEOUS
 REPAIRS & MAINTENANCE
 COMPUTER EXPENSE

TOTAL OTHER EXPENSES

ATTACHMENT 4
BEGINNING BALANCE SHEET PART II:

| | COMBINED TOTALS | DJF | DODGCO |
|--|---------------------|---------------------|--------------------|
| <u>ASSETS</u> | | | |
| 1 CASH--NON-INTEREST-BEARING | 66,035 | 47,591 | 18,444 |
| 2 SAVINGS & TEMPORARY INVESTMENTS | 4,384,509 | 4,384,509 | 0 |
| 3 ACCOUNTS RECEIVABLE | | | |
| 4 PLEDGES RECEIVABLE | | | |
| 5 GRANTS RECEIVABLE | | | |
| 6 RECEIVABLE DUE FROM OFFICERS, ETC | | | |
| 7 OTHER NOTES & LOANS RECEIVABLE | | | |
| 8 INVENTORIES FOR SALE OR USE | | | |
| 9 PREPAID EXPENSES & DFD CHARGES | | | |
| 10 a INVESTMENTS--US & STATE OBLIGATIONS | | | |
| b INVESTMENTS--CORPORATE STOCK | 16,653,251 | 16,653,251 | 0 |
| c INVESTMENTS--CORPORATE BONDS | | | |
| 11 INVESTMENTS--LAND, BLDGS, EQUIP | 2,505,127 | 0 | 2,505,127 |
| 12 INVESTMENTS--MORTGAGE LOANS | 3,546,252 | 3,546,252 | 0 |
| 13 INVESTMENTS--OTHER | 18,250,316 | 18,250,316 | 0 |
| 14 LAND, BUILDINGS, & EQUIPMENT | 90,350 | 0 | 90,350 |
| 15 OTHER ASSETS | 216,995 | 216,995 | 0 |
| 16. TOTAL ASSETS | 45,712,835 | 43,098,914 | 2,613,921 |
| <u>LIABILITIES:</u> | | | |
| 17 ACCOUNTS PAYABLE & ACCRUED EXPENSES | | | |
| 18 GRANTS PAYABLE | | | |
| 19 DEFERRED REVENUE | | | |
| 20 LOANS FROM OFFICERS, ETC | | | |
| 21 MORTGAGES & OTHER NOTES PAYABLE | | | |
| 22 OTHER LIABILITIES | 40,222 | 0 | 40,222 |
| 23. TOTAL LIABILITIES | \$40,222 | \$0 | \$40,222 |
| <u>FUND BALANCES:</u> | | | |
| 24 UNRESTRICTED | 45,672,613 | 43,098,914 | 2,573,699 |
| 25 TEMPORARILY RESTRICTED | | | |
| 26 PERMANENTLY RESTRICTED | | | |
| 27 CAPITAL STOCK OR TRUST PRINCIPAL | | | |
| 28 PAID-IN CAPITAL OR CAPITAL SURPLUS | | | |
| 29 RETAINED EARNINGS OR ACCUMULATED INC | | | |
| 30. TOTAL NET ASSETS OR FUND BALANCES | \$45,672,613 | \$43,098,914 | \$2,573,699 |
| 31. TOTAL LIABILITIES & FUND BALANCES | \$45,712,835 | \$43,098,914 | \$2,613,921 |

ATTACHMENT 5

| ENDING BALANCE SHEETS - PART II: | | COMBINED | | DODGE JONES FOUNDATION | | DODGCO, INC. | |
|----------------------------------|--|---------------------|---------------------|------------------------|---------------------|--------------------|--------------------|
| | | (b) BOOK VALUE | (c) FAIR MKT | (b) BOOK VALUE | (c) FAIR MKT | (b) BOOK VALUE | (c) FAIR MKT |
| ASSETS | | | | | | | |
| 1 | CASH--NON-INTEREST-BEARING | (\$132,190) | (\$132,190) | (\$168,419) | (\$168,419) | \$36,229 | \$36,229 |
| 2 | SAVINGS & TEMPORARY INVESTMENTS | 2,994,507 | 2,994,507 | 2,994,507 | \$2,994,507 | 0 | 0 |
| 3 | ACCOUNTS RECEIVABLE | | | | | | |
| 4 | PLEDGES RECEIVABLE | | | | | | |
| 5 | GRANTS RECEIVABLE | | | | | | |
| 6 | RECEIVABLE DUE FROM OFFICERS, ETC | | | | | | |
| 7 | OTHER NOTES & LOANS RECEIVABLE | | | | | | |
| 8 | INVENTORIES FOR SALE OR USE | | | | | | |
| 9 | PREPAID EXPENSES & DFD CHARGES | | | | | | |
| 10 a | INVESTMENTS--US & STATE OBLIGATIONS | | | | | | |
| b | INVESTMENTS--CORPORATE STOCK | 13,559,672 | 25,992,028 | 13,559,672 | 25,992,028 | 0 | 0 |
| c | INVESTMENTS--CORPORATE BONDS | | | | | | |
| 11 | INVESTMENTS--LAND, BLDGS, EQUIP | 2,505,127 | 3,185,763 | 0 | 0 | 2,505,127 | 3,185,763 |
| 12 | INVESTMENTS--MORTGAGE LOANS | 3,546,252 | 2,797,875 | 3,546,252 | 2,797,875 | 0 | 0 |
| 13 | INVESTMENTS--OTHER | 17,229,788 | 50,627,892 | 17,229,788 | 50,627,892 | 0 | 0 |
| 14 | LAND, BUILDINGS, & EQUIPMENT | 77,336 | 181,563 | 0 | 0 | 77,336 | 181,563 |
| 15 | OTHER ASSETS | 504,783 | 1,000,881 | 504,783 | 1,000,881 | 0 | 0 |
| 16. | TOTAL ASSETS | \$40,285,275 | \$86,648,319 | \$37,666,583 | \$83,244,764 | \$2,618,692 | \$3,403,555 |
| LIABILITIES: | | | | | | | |
| 17 | ACCOUNTS PAYABLE | | | | | | |
| 18 | GRANTS PAYABLE | | | | | | |
| 19 | DEFERRED REVENUE | | | | | | |
| 20 | LOANS FROM OFFICERS, ETC | | | | | | |
| 21 | MORTGAGES & OTHER NOTES PAYABLE | | | | | | |
| 22 | OTHER LIABILITIES | | | | | | |
| 23. | TOTAL LIABILITIES | \$0 | | \$0 | | \$0 | |
| FUND BALANCES: | | | | | | | |
| 24 | UNRESTRICTED | 40,285,275 | | 37,666,583 | | 2,618,692 | |
| 25 | TEMPORARILY RESTRICTED | | | | | | |
| 26 | PERMANENTLY RESTRICTED | | | | | | |
| 27 | CAPITAL STOCK OR TRUST PRINCIPAL | | | | | | |
| 28 | PAID-IN CAPITAL OR CAPITAL SURPLUS | | | | | | |
| 29 | RETAINED EARNINGS OR ACCUMULATED INC | | | | | | |
| 30. | TOTAL NET ASSETS OR FUND BALANCES | 40,285,275 | | 37,666,583 | | 2,618,692 | |
| 31 | TOTAL LIABILITIES & FUND BALANCES | \$40,285,275 | | \$37,666,583 | | \$2,618,692 | |

ATTACHMENT 6

| | COMBINED | | DODGE JONES FOUNDATION | | DODGCO, INC | |
|---|----------------|--------------------|------------------------|--------------------|----------------|--------------------|
| | (b) BOOK VALUE | (c) FAIR MKT VALUE | (b) BOOK VALUE | (c) FAIR MKT VALUE | (b) BOOK VALUE | (c) FAIR MKT VALUE |
| <u>INVESTMENTS- LAND, BLDGS- PART II, LN 11:</u> | | | | | | |
| LAND, BLDGS, & EQUIP | \$2,505,127 | \$3,185,763 | | | \$2,505,127 | 3,185,763 |
| LESS ACCUMULATED DEPRECIATION/DEPLETION | 0 | 0 | | | 0 | 0 |
| TOTAL INVESTMENT- LAND, BLDGS, & EQUIP | \$2,505,127 | \$3,185,763 | \$0 | \$0 | \$2,505,127 | \$3,185,763 |
| <u>INVEST - MORTGAGE LOANS, PART II, LN 12</u> | | | | | | |
| NOTES RECEIVABLE | 3,546,252 | 2,797,875 | 3,546,252 | 2,797,875 | 0 | 0 |
| <u>INVESTMENTS- OTHER, PART II, LN 13:</u> | | | | | | |
| LIMITED PARTNERSHIPS | | | | | | |
| AUTOGAS HOLDINGS, LLC E I N 45-3246778 | 16,156 | 0 | 16,156 | 0 | | |
| CENTRAL PARK - 91, LTD E I N 75-2377484 | 33,668 | 58,906 | 33,668 | 58,906 | | |
| DJ-LEGACY PARTNERS E I N 26-2808556 | 258,810 | 6,482,729 | 258,810 | 6,482,729 | | |
| DJ-PEI PARTNERS E I N 26-2807246 | 14,616,421 | 16,786,132 | 14,616,421 | 16,786,132 | | |
| ENCAP ENERGY CAPITAL FUND V-B, LP E I N 20-1180650 | 815,106 | 40,445 | 815,106 | 40,445 | | |
| FREESTONE FASTENER PARTNERS E I N 76-0700004 | (10,467) | 0 | (10,467) | 0 | | |
| HOG PARTNERSHIP, LP E I N 75-2959685 | 62,013 | 222,000 | 62,013 | 222,000 | | |
| HUMANA WEST LIMITED PARTNERSHIP E I N 75-2036998 | 37,366 | 35,253 | 37,366 | 35,253 | | |
| MAGELLAN MIDSTREAM PARTNERS, LP E I N 73-1599053 | 6,878 | 151,260 | 6,878 | 151,260 | | |
| MAIN STREET EQUITY VENTURES II LIQ AGENCY | 10,253 | 0 | 10,253 | 0 | | |
| MDJ MINERALS E I N 75-2827247 | 19,860 | 20,000,000 | 19,860 | 20,000,000 | | |
| ONEOK PARTNERS, L P E I N 93-1120873 | (50,812) | 51,611 | (50,812) | 51,611 | | |
| SFF ROYALTY, LLC E I N 26-1468738 | 1,886 | 276,880 | 1,886 | 276,880 | | |
| SOFTSEARCH INVESTMENT LP CL B E I N 75-2822476 | 830,430 | 1,286,547 | 830,430 | 1,286,547 | | |
| SOFTOP, LP E I N 75-2834930 | 816,055 | 2,209,119 | 816,055 | 2,209,119 | | |
| SOFTVEST, L P E I N 75-2845692 | 1,381,622 | 3,027,010 | 1,381,622 | 3,027,010 | | |
| TREY RESOURCES I, L L C E I N 26-2664129 | (1,615,457) | 0 | (1,615,457) | 0 | | |

| | | | | | | |
|---|--------------|--------------|--------------|--------------|-----------|-----------|
| TOTAL OTHER INVESTMENTS | \$17,229,788 | \$50,627,892 | \$17,229,788 | \$50,627,892 | \$0 | \$0 |
| <u>LAND, BLDGS, & EQUIPMENT, PART II, LN 14:</u> | | | | | | |
| BUILDING | \$0 | \$0 | | | | |
| OIL & GAS EQUIPMENT | 125,968 | 125,968 | 20,391 | 20,391 | 105,577 | 105,577 |
| EQUIPMENT | | | | | | |
| TOTAL BASIS | \$125,968 | \$125,968 | \$20,391 | \$20,391 | \$105,577 | \$105,577 |
| LESS ACCUMULATED DEPRECIATION | (48,632) | (48,632) | (20,391) | (20,391) | (28,241) | (28,241) |
| TOTAL LAND, BLDGS, & EQUIPMENT | \$77,336 | \$77,336 | \$0 | \$0 | \$77,336 | \$77,336 |
| <u>OTHER ASSETS, PART II, LN 15</u> | | | | | | |
| LIFE INSURANCE - CSV | 104,239 | 600,337 | 104,239 | 600,337 | | |
| DUE FROM KICKAPOO SPRINGS - OVERHEAD | 200,272 | 200,272 | 200,272 | 200,272 | | |
| DUE FROM LEGETT - OVERHEAD | 200,272 | 200,272 | 200,272 | 200,272 | | |
| TOTAL OTHER ASSETS | 504,783 | 1,000,881 | 504,783 | 1,000,881 | 0 | 0 |

DODGE JONES FOUNDATION & SUBSIDIARY
 ABILENE, TEXAS 79604

FORM 990 PF
 FEDERAL ID# 75-6006386
 FOR THE YEAR ENDED 12-31-16

ATTACHMENT 7

CHANGES IN NET ASSETS - PART III:

| | COMBINED TOTALS | DJF | DODGCO |
|--|--------------------|-------------|-----------|
| 1 TOTAL NET ASSETS BEG OF YEAR | 45,672,613 | 43,098,914 | 2,573,699 |
| 2 AMOUNT PART 1 LINE 27a | (4,479,334) | (4,395,227) | (84,107) |
| 3 OTHER INCREASES NOT INCLUDED IN LINE 2 | | | |
| PERCENTAGE DEPLETION & DEPL IN EXCESS OF BASIS | 24,183 | 24,183 | 0 |
| NON-TAXABLE INCOME | 6,391 | 6,391 | |
| CONTRIBUTION FROM DODGE JONES | 129,100 | 0 | 129,100 |
| TO OTHER INCREASES NOT INCLUDED IN LINE 2 | 159,674 | 30,574 | 129,100 |
| 4 ADD LINES 1,2, AND 3 | 41,352,953 | 38,734,261 | 2,618,692 |
| 5 DECREASES NOT INCLUDED IN LINE 2 | | | |
| DISALLOWED AT-RISK LOSSES ON PARTNERSHIPS | (932,536) | (932,536) | 0 |
| NON-DEDUCTIBLE EXPENSES | (6,041) | (6,041) | 0 |
| CONTRIBUTION FROM DODGE JONES | (129,100) | (129,100) | 0 |
| TOTAL DECREASES NOT INCLUDED IN LINE 2 | (1,067,677) | (1,067,677) | 0 |
| 6 TOTAL NET ASSETS OR FUND BALANCE | 40,285,276 | 37,666,584 | 2,618,692 |

DODGE JONES FOUNDATION AND SUBSIDIARY

Abilene, Texas

ATTACHMENT 8**PART IV. CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

990 PF

EIN 75-6006386

12/31/2016

| Number of Shares or Face Value | (a) Description | (e) Sales Proceeds | (g) Cost or Other Basis | (h) Gain (Loss) |
|--------------------------------------|-----------------------------|--------------------------|-------------------------------|--------------------|
| <u>CORPORATE STOCKS</u> | | | | |
| 0.5 | Adient PLC | \$ 23 | 23 | \$ (1) |
| 2400 | ADT Corp | 100,800 | 48,199 | 52,601 |
| 2800 | Air Lease Corporation | 82,598 | 62,689 | 19,910 |
| 37 | Alphabet Inc | 27,152 | 9,944 | 17,207 |
| 25 | Amazon.com, Inc. | 18,375 | 14,389 | 3,986 |
| 449 | Ameriprise Finl Inc | 43,724 | 56,739 | (13,015) |
| 281 | Anadarko Petroleum | 15,405 | 18,113 | (2,708) |
| 102 | Apple Computer, Inc. | 10,067 | 6,107 | 3,960 |
| 68 | Biogen Inc | 17,669 | 20,046 | (2,378) |
| 159 | Blackrock Inc. | 56,123 | 32,740 | 23,383 |
| 173 | Broadcom Corp | 27,710 | 18,897 | 8,812 |
| 1,000 | Brown Forman CRP | 98,275 | 29,044 | 69,232 |
| 246 | Centene Corp | 17,154 | 14,995 | 2,159 |
| 214 | Celgene Corp. | 21,829 | 15,596 | 6,233 |
| 68 | Checkpoint Software Tech. | 5,597 | 4,013 | 1,584 |
| 384 | Chevron Texaco Corp. | 35,048 | 41,663 | (6,616) |
| 2,500 | Core Labs | 251,984 | 247,445 | 4,539 |
| 373 | Delta Airlines Inc | 14,884 | 14,407 | 477 |
| 981 | Discover Financial Services | 55,169 | 53,534 | 1,635 |
| 9,700 | Dolby Laboratories | 477,955 | 394,092 | 83,863 |
| 3,000 | EMC Corp | 82,094 | 76,215 | 5,878 |
| 665 | EOG Resources Inc | 47,793 | 70,533 | (22,740) |
| 10,500 | Expeditors Intl Wash Inc | 498,035 | 512,146 | (14,111) |
| 134 | Facebook Inc | 15,652 | 11,453 | 4,199 |
| 7,900 | First American | 330,984 | 125,010 | 205,973 |
| 5,394 | Ford Motor Co. | 67,617 | 68,294 | (677) |
| 2,200 | Fossil Group Inc | 64,404 | 219,468 | (155,064) |
| 15,000 | Gentex Corp | 255,566 | 163,175 | 92,391 |
| 1,800 | Gilead Sciences Inc. | 156,680 | 193,075 | (36,396) |
| 2,261 | Goldman Sachs Grp | 330,665 | 347,008 | (16,343) |
| 1,100 | Graco Inc | 87,737 | 28,214 | 59,523 |
| 1,221 | Hain Celestial Group Inc | 52,473 | 63,406 | (10,932) |
| 3,141 | Halcon Resources Corp | 30,119 | 2,000,003 | (1,969,884) |
| 2,400 | Horton D.R. Inc | 82,129 | 72,929 | 9,200 |
| 2,000 | Inc Research Holdings Inc | 85,823 | 76,482 | 9,341 |
| 3,000 | Intel Corp. | 105,478 | 84,747 | 20,731 |
| | Johnson Controls Inc | 32 | 3 | 29 |
| 601 | Kansas City Southern | 54,841 | 63,487 | (8,646) |
| 270 | LAM Reasearch Corp | 23,851 | 19,371 | 4,480 |
| 250 | Lauder Estee Cos, Inc | 23,160 | 14,557 | 8,602 |
| 163 | Mead Johnson Nutrition | 14,895 | 16,200 | (1,305) |
| 415 | Medtronic Inc. | 35,831 | 31,934 | 3,897 |

DODGE JONES FOUNDATION AND SUBSIDIARY

Abilene, Texas

ATTACHMENT 8

PART IV. CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

990 PF

EIN 75-6006386

12/31/2016

| Number of Shares or Face Value | (a) Description | (e) Sales Proceeds | (g) Cost or Other Basis | (h) Gain (Loss) |
|--------------------------------------|--------------------------------|--------------------------|-------------------------------|--------------------|
| 395 | Mobileye | 18,923 | 15,840 | 3,083 |
| 478 | Mondelez Int. | 21,249 | 12,218 | 9,031 |
| 1,246 | J.P. Morgan Chase Co. | 81,432 | 54,001 | 27,431 |
| 256 | Red Hat, Inc. | 19,453 | 13,472 | 5,980 |
| 8,000 | Rockwell Collins Inc | 728,348 | 332,012 | 396,336 |
| 12,000 | Rollins Inc | 307,925 | 152,421 | 155,505 |
| 436 | SanDisk Corp. | 30,058 | 27,754 | 2,304 |
| 671 | Starbucks Corp. | 37,807 | 17,882 | 19,925 |
| 1,535 | Teva Pharmaceutical Inds. Ltd. | 80,845 | 61,232 | 19,613 |
| 61 | Tractor Supply Company | 5,607 | 5,358 | 249 |
| 402 | Under Armour Inc | 16,731 | 19,594 | (2,863) |
| 650 | Under Armour Inc Class C | 22,647 | 27,991 | (5,343) |
| 854 | Union Pacific Corp | 67,808 | 59,279 | 8,528 |
| 146 | Vanguard Materials ETF | 15,813 | 15,137 | 676 |
| 124 | Walt Disney Company | 12,374 | 6,180 | 6,194 |
| 1,991 | Yahoo! Inc | 54,136 | 67,963 | (13,826) |
| Total Corporate Stocks | | 5,344,554 | 6,248,720 | (904,166) |
| <u>MUTUAL FUNDS</u> | | | | |
| 3,525 | Federated Ultrashort Bond Fund | 32,080 | 32,009 | 71 |
| Total Mutual Funds | | 32,080 | 32,009 | 71 |
| TOTAL INVESTMENTS | | 5,376,634 | 6,280,730 | (904,095) |

DODGE JONES FOUNDATION AND SUBSIDIARY
Abilene, Texas
ATTACHMENT 9
INVESTMENTS, PART II, LINE 10B

FORM 990PF
EIN 75-6006386
12/31/16

| Shares or Face Value | Description | Cost | Approximate Market Value at 12-31-16 |
|-------------------------|---------------------------------|------------|--|
| <u>CORPORATE STOCKS</u> | | | |
| 2,000 | Abbvie, Inc. | \$ 136,403 | 125,240 |
| 310 | Adient PLC | 14,441 | 18,166 |
| 16,900 | Air Lease Corp. | 410,208 | 580,177 |
| 356 | Alexion Pharmaceuticals | 47,751 | 43,557 |
| 666 | Allegion PLC | 8,078 | 42,624 |
| 91 | Alphabet, Inc. | 44,349 | 72,113 |
| 97 | Amazon | 62,649 | 72,738 |
| 668 | Amen Properties, Inc. | 136,749 | 322,644 |
| 264 | Ameriprise Financial | 29,991 | 29,288 |
| 1,038 | Anadarko Petroleum Corp. | 60,951 | 72,380 |
| 5,210 | Apache Corp. | 438,236 | 330,678 |
| 437 | Apple Computers, Inc. | 33,819 | 50,613 |
| | Auto-Gas Systems Inc | 438,223 | 0 |
| 266 | Biogen, Inc. | 73,885 | 75,432 |
| 86 | BlackRock, Inc. | 20,761 | 32,726 |
| 478 | Broadcomm, LTD | 52,702 | 84,496 |
| 10,000 | Brown Forman Corp. CL B | 145,218 | 449,200 |
| 615 | Celgene Corp. | 55,886 | 71,186 |
| 841 | Centene Corp. | 53,242 | 47,525 |
| 235 | Check Point Software Technology | 14,360 | 19,848 |
| 270 | Chevron Corp. | 28,824 | 31,779 |
| 4,200 | Cisco Systems, Inc. | 100,069 | 126,924 |
| 3,500 | CME Group | 293,104 | 403,725 |
| 15,000 | Concho Resources, Inc. | 139,629 | 1,989,000 |
| 1,000 | Cooper Companies, Inc. | 25,891 | 174,930 |
| 4,300 | Core Laboratories | 427,445 | 516,172 |
| 3,400 | Corning, Inc. | 73,694 | 82,518 |
| 1,400 | CVS Corp. | 41,518 | 110,474 |
| 1,640 | Delta Air Lines | 61,119 | 80,672 |
| 546 | Discover Financial Services | 31,947 | 39,361 |
| 1,400 | Dover Corp. | 44,738 | 104,902 |
| 13,600 | DR Horton | 413,263 | 371,688 |
| 1,900 | Eaton Corp. | 132,536 | 127,471 |
| 116 | Engility Holdings | 2,186 | 3,909 |
| 4,100 | EP Energy Corp. | 78,517 | 26,855 |
| 4,608 | Estee Lauder | 351,789 | 352,466 |
| 1,739 | Exxon Mobil Corp. | 23,021 | 156,962 |
| 532 | Facebook | 51,005 | 61,207 |
| 11,000 | First American Financial | 176,213 | 402,930 |
| 35,000 | First Bancshares of Texas | 70,000 | 499,800 |
| 160,000 | First Financial Bankshares, Inc | 447,052 | 7,232,000 |
| 12,100 | Fossil | 777,156 | 312,906 |
| 2,600 | Freeport-McMoran Copper & Gold | 31,140 | 34,294 |
| 31,000 | Gentex Corp. | 316,603 | 610,390 |
| 6,742 | Gilead Sciences, Inc. | 684,456 | 482,795 |
| 149 | Goldman Sachs | 23,348 | 35,678 |
| 6,300 | Graco, Inc. | 207,465 | 523,467 |

DODGE JONES FOUNDATION AND SUBSIDIARY
Abilene, Texas
ATTACHMENT 9
INVESTMENTS, PART II, LINE 10B

FORM 990PF
EIN 75-6006386
12/31/16

| Shares or Face Value | Description | Cost | Approximate Market Value at 12-31-16 |
|-------------------------------|---|-------------------|--|
| 2,700 | Hartford Financial Services Group, Inc. | 68,872 | 128,655 |
| 11,000 | INC Research Holding, Inc. | 436,190 | 578,600 |
| 2,000 | Ingersoll Rand, PLC | 33,729 | 150,080 |
| 17,000 | Intel Corp. | 520,339 | 616,590 |
| 7,000 | Interactive Brokers Group, Inc. | 254,137 | 255,570 |
| 3,105 | Johnson Controls | 26,053 | 127,895 |
| 443 | JP Morgan Chase & Co. | 24,365 | 38,226 |
| 2,600 | Knowles Corp. | 65,808 | 43,446 |
| 833 | Kraft Foods Group, Inc. | 24,239 | 72,738 |
| 700 | L-3 Communications Holdings, Inc. | 53,038 | 106,477 |
| 874 | Lam Research Corp. | 62,439 | 92,408 |
| 81,586 | Main Street Capital Corp. | 1,002,036 | 2,999,917 |
| 1,800 | Mallinckrodt | 128,891 | 89,676 |
| 2,700 | Marathon Oil | 99,176 | 46,737 |
| 800 | Mckesson Corp. | 22,198 | 112,360 |
| 628 | Mead Johnson Nutrition Co. | 57,624 | 44,437 |
| 1,878 | Medtronic | 143,372 | 133,770 |
| 3,000 | Microsoft Corp. | 78,481 | 186,420 |
| 1,398 | Mobileye NV | 52,754 | 53,292 |
| 3,131 | Mondelez International | 63,283 | 138,797 |
| 1,400 | Newfield Exploration Co. | 62,476 | 56,700 |
| 2,200 | Noble Energy, Inc. | 36,851 | 83,732 |
| 1,300 | Novartis AG | 75,847 | 94,692 |
| 5,000 | Oasis Petroleum, Inc. | 112,408 | 75,700 |
| 2,400 | Oracle Corp. | 66,818 | 92,280 |
| 352 | Palo Alto Networks, Inc. | 50,779 | 44,018 |
| 780 | Pentair | 9,966 | 43,735 |
| 1,300 | PepsiCo, Inc. | 78,466 | 136,019 |
| 4,200 | Pfizer, Inc. | 68,240 | 136,416 |
| 1,200 | Praxair, Inc. | 38,911 | 140,628 |
| 2,500 | Qualcomm | 142,793 | 163,000 |
| 3,300 | Quanta Services | 111,753 | 115,005 |
| 1,000,000 | Rapid Link, Inc. | 1,422,159 | 50,000 |
| 9,470 | Receptor Logic, Inc. | 40,560 | 110,041 |
| 392 | Red Hat, Inc. | 20,629 | 27,322 |
| 3,000 | Republic Services, Inc. | 31,410 | 171,150 |
| 584 | Royal Caribbean | 40,888 | 47,911 |
| 728 | Salesforce Comm, Inc. | 52,763 | 49,839 |
| 557 | SDPR S&P Biotech ETF | 33,032 | 32,969 |
| 1,167 | Starbucks | 31,100 | 64,792 |
| 2,000 | TE Connectivity, LTD | 52,774 | 138,560 |
| 1,200 | Thermo Fisher Scientific, Inc. | 29,574 | 169,320 |
| 563 | Tractor Supply | 49,328 | 42,681 |
| 1,156 | Under Armour, Inc. | 44,217 | 33,582 |
| 534 | Vanguard Materials ETF | 55,363 | 60,043 |
| 480 | Walt Disney | 23,923 | 50,026 |
| 2,000 | Wesco International, Inc. | 51,503 | 133,100 |
| Total Corporate Stocks | | 13,383,184 | 25,815,258 |

DODGE JONES FOUNDATION AND SUBSIDIARY
Abilene, Texas
ATTACHMENT 9
INVESTMENTS, PART II, LINE 10B

FORM 990PF
EIN 75-6006386
12/31/16

| <u>Shares or Face Value</u> | <u>Description</u> | <u>Cost</u> | <u>Approximate Market Value at 12-31-16</u> |
|--|--------------------------------|--------------------------|---|
| <i>MUTUAL FUNDS</i> | | | |
| 19,425 | Federated Ultrashort Bond Fund | <u>176,488</u> | <u>176,770</u> |
| TOTAL INVESTMENTS - STOCK AND MUTUAL FUNDS | | <u><u>13,559,672</u></u> | <u><u>25,992,028</u></u> |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INTEREST | 1,740. | 1,740. | |
| TOTAL TO PART I, LINE 3 | 1,740. | 1,740. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDENDS | 597,099. | 62,048. | 535,051. | 535,051. | |
| TO PART I, LINE 4 | 597,099. | 62,048. | 535,051. | 535,051. | |

FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| RENTS | 1 | 67,020. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 67,020. |

FORM 990-PF RENTAL EXPENSES STATEMENT 4

| DESCRIPTION | ACTIVITY NUMBER | AMOUNT | TOTAL |
|--------------------------------------|--------------------|---------|-------|
| DEPRECIATION | | 4,523. | |
| PROPERTY TAXES - RENTAL | | 33,278. | |
| INSURANCE - RENTAL | | 49,825. | |
| REPAIRS & MAINTENANCE - RENTAL | | 15,687. | |
| REAL ESTATE MANAGEMENT FEES - RENTAL | | 17,875. | |
| UTILITIES - RENTAL | | 21,921. | |
| GENERAL EXPENSE | | 8,018. | |

- SUBTOTAL - 1

151,127.

TOTAL RENTAL EXPENSES

151,127.

NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B

<84,107.>

FORM 990-PF OTHER INCOME STATEMENT 5

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME | 4,087,350. | 4,087,350. | |
| PARTNERSHIP INCOME-UBI PORTION | <93,818.> | 0. | |
| MISCELLANEOUS INCOME | 2,208. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 3,995,740. | 4,087,350. | |

FORM 990-PF LEGAL FEES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | 8,700. | 6,265. | | 2,435. |
| TO FM 990-PF, PG 1, LN 16A | 8,700. | 6,265. | | 2,435. |

FORM 990-PF ACCOUNTING FEES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT AND TAX SERVICES | 83,930. | 60,430. | | 23,500. |
| TO FORM 990-PF, PG 1, LN 16B | 83,930. | 60,430. | | 23,500. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 8 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAYROLL TAXES | 30,271. | 18,286. | | 11,985. |
| EXCISE TAXES | 7,584. | 0. | | 0. |
| STATE INCOME TAXES | 10. | 0. | | 0. |
| FOREIGN TAXES | 2,516. | 2,516. | | 0. |
| PROPERTY TAXES - RENTAL | 33,278. | 33,278. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 73,659. | 54,080. | | 11,985. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 9 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE | 71,964. | 51,814. | | 20,150. |
| INSURANCE - LIFE | 12,990. | 0. | | 0. |
| INVESTMENT MANAGEMENT FEES | 94,864. | 94,864. | | 0. |
| COMPUTER EXPENSE | 2,613. | 1,881. | | 732. |
| ADMIN COST ALLOCATION | <400,544.> | <288,392.> | | <112,152.> |
| INSURANCE - RENTAL | 49,825. | 49,825. | | 0. |
| REPAIRS & MAINTENANCE - RENTAL | 15,687. | 15,687. | | 0. |
| REAL ESTATE MANAGEMENT FEES - RENTAL | 17,875. | 17,875. | | 0. |
| GENERAL EXPENSE | 8,018. | 8,018. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | <126,708.> | <48,428.> | | <91,270.> |

| | | | |
|-------------|--|-----------|----|
| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 10 |
|-------------|--|-----------|----|

| DESCRIPTION | AMOUNT |
|---|---------|
| PERCENTAGE DEPLETION & DEPLETION IN EXCESS OF BASIS | 24,183. |
| NON-TAXABLE INCOME | 6,391. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 30,574. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

| DESCRIPTION | AMOUNT |
|---|----------|
| NON-DEDUCTIBLE EXPENSES | 6,041. |
| DISALLOWED AT-RISK LOSSES ON PARTNERSHIPS | 932,536. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 938,577. |

FORM 990-PF CORPORATE STOCK STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|-------------|-------------------|
| STOCKS & MUTUAL FUNDS - SEE ATTACHMENT 9 | 13,559,672. | 25,992,028. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 13,559,672. | 25,992,028. |

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|--|---------------------|--------------------------|------------|
| PARAMOUNT THEATER FURNITURE & FIXTURES | 24,951. | 23,698. | 1,253. |
| 220-240 CYPRESS RENOVATION | 78,689. | 2,606. | 76,083. |
| TOTAL TO FM 990-PF, PART II, LN 11 | 103,640. | 26,304. | 77,336. |

FORM 990-PF MORTGAGE LOANS STATEMENT 14

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| NOTES RECEIVABLE | 3,546,252. | 2,797,875. |
| TOTAL TO FORM 990-PF, PART II, LINE 12 | 3,546,252. | 2,797,875. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 15 |
|--|-------------------|-------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| PARTNERSHIP INTERESTS - SEE ATTACHMENT 6 | FMV | 17,229,788. | 50,627,892. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 17,229,788. | 50,627,892. |

| FORM 990-PF | OTHER ASSETS | STATEMENT | 16 |
|--------------------------------------|----------------------------|------------------------|-------------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| LIFE INSURANCE - CSV | 104,239. | 104,239. | 600,337. |
| DUE FROM KICKAPOO SPRINGS - OVERHEAD | 56,378. | 200,272. | 200,272. |
| DUE FROM LEGETT - OVERHEAD | 56,378. | 200,272. | 200,272. |
| TO FORM 990-PF, PART II, LINE 15 | 216,995. | 504,783. | 1,000,881. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT | 17 |
|--|-------------------|------------|----|
| DESCRIPTION | BOY AMOUNT | EOY AMOUNT | |
| INSURANCE PROCEEDS PAYABLE | 40,222. | 0. | |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 40,222. | 0. | |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 18
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|------------------------------------|-------------------|------------------------------|--------------------|
| JULIA JONES MATTHEWS P.O. BOX 176 ABILENE, TX 79604-0176 | PRESIDENT EMERITUS 8.00 | 0. | 0. | 0. |
| JOSEPH E. CANON P.O. BOX 176 ABILENE, TX 79604-0176 | EXEC. V.P./EXEC. DIRECTOR 20.00 | 92,513. | 21,147. | 0. |
| JEFF BLANKS P.O. BOX 176 ABILENE, TX 79604-0176 | V.P./TRES/CFO 20.00 | 58,803. | 14,786. | 0. |
| KADE L. MATTHEWS P.O. BOX 176 ABILENE, TX 79604-0176 | CHAIRMAN/PRESIDENT 1.00 | 6,666. | 0. | 0. |
| LAWRENCE E. GILL P.O. BOX 176 ABILENE, TX 79604-0176 | V.P./GRANTS ADMINISTRATOR 40.00 | 109,316. | 24,829. | 0. |
| LINDA BUCKNER P.O. BOX 176 ABILENE, TX 79604-0176 | V.P./SEC/PROPERTY ADMIN 20.00 | 45,463. | 10,592. | 0. |
| JOHN A. MATTHEWS, JR. P.O. BOX 176 ABILENE, TX 79604-0176 | DIRECTOR 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 312,761. | 71,354. | 0. |