

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation
WILLIAM E DEAN III CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BANK OF AMERICA, N.A. P.O. BOX 831041

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75283-1041

A Employer identification number
54-6882428

B Telephone number (see instructions)
800-357-7094

C If exemption application is pending, check here **6**

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 **04**
 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) **\$ 14,902,412.**
J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	335,186.	331,063.		STMT 1
5a	Gross rents	80,618.	80,618.		
b	Net rental income or (loss)	80,414			
6a	Net gain or (loss) from sale of assets not on line 10	259,496.			
b	Gross sales price for all assets on line 6a	3,661,712			
7	Capital gain net income (from Part IV, line 2)		259,496.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	6,198.			STMT 2
12	Total. Add lines 1 through 11	681,498.	671,177.		
13	Compensation of officers, directors, trustees, etc.	136,571.	81,943.		54,628.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,250.	750.	NONE	500.
c	Other professional fees (attach schedule)	5,524.	5,524.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	7,150.	7,150.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	204.	204.		STMT 6
24	Total operating and administrative expenses. Add lines 13 through 23	150,699.	95,571.	NONE	55,128.
25	Contributions, gifts, grants paid	763,500.			763,500.
26	Total expenses and disbursements. Add lines 24 and 25	914,199.	95,571.	NONE	818,628.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-232,701.			
b	Net investment income (if negative, enter -0-)		575,606.		
c	Adjusted net income (if negative, enter -0-)				

ENVELOPE POSTMARK DATE APR 30 2019

SCANNED JUN 27 2019

RECEIVED
MAY 03 2018
IRSO
OGDEN UT

933

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			
	2	Savings and temporary cash investments	343,147.	398,622.	398,622.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
			NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 7	13,348,809.	13,072,634.	13,353,790.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)	810,000. 810,000.	810,000. 810,000.	1,150,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	14,501,956.	14,281,256.	14,902,412.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . ▶ <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	14,501,956.	14,281,256.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	14,501,956.	14,281,256.		
31	Total liabilities and net assets/fund balances (see instructions)	14,501,956.	14,281,256.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 14,501,956.
2	Enter amount from Part I, line 27a	2 -232,701.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 18,064.
4	Add lines 1, 2, and 3	4 14,287,319.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 6,063.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 14,281,256.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 3,661,712.		3,402,140.	259,572.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			259,572.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	259,496.	
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 doesn't 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))
2017	574,485.	16,463,165.	0.034895
2016	285,004.	11,266,641.	0.025296
2015	74,786.	5,854,745.	0.012774
2014	35,791.	944,257.	0.037904
2013	21,814.	869,974.	0.025074
2 Total of line 1, column (d)			2 0.135943
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.027189
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 16,324,185.
5 Multiply line 4 by line 3.			5 443,838.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5,756.
7 Add lines 5 and 6.			7 449,594.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 818,628.

3

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2019 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Enter the reimbursement paid by the foundation', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS, in its governing instrument...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General...', 'Is the foundation claiming status as a private operating foundation...', 'Did any persons become substantial contributors during the tax year?'.

2

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE 13 X
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-1830 Located at 901 MAIN STREET, FL 19, DALLAS, TX ZIP+4 75202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 X

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):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
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
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 2018? 1b X 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? Yes No X If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2018 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 2018) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? 4b X

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,001,441.
b	Average of monthly cash balances	1b	421,336.
c	Fair market value of all other assets (see instructions).	1c	1,150,000.
d	Total (add lines 1a, b, and c)	1d	16,572,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d.	3	16,572,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	248,592.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,324,185.
6	Minimum investment return. Enter 5% of line 5	6	816,209.

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	816,209.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	5,756.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	5,756.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	810,453.
4	Recoveries of amounts treated as qualifying distributions.	4	17,500.
5	Add lines 3 and 4	5	827,953.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	827,953.

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	818,628.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	818,628.
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	5,756.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	812,872.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				827,953.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			763,468.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$ <u>818,628.</u>				
a Applied to 2017, but not more than line 2a			763,468.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount.				55,160.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				772,793.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 17</p>				<p>763,500.</p>
Total ▶ 3a				763,500.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	15,793.	15,793.
FOREIGN DIVIDENDS	51,125.	51,125.
NONDIVIDEND DISTRIBUTIONS	971.	
DOMESTIC DIVIDENDS	119,836.	119,836.
OTHER INTEREST	33,043.	33,043.
FOREIGN INTEREST	4,860.	4,860.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	3,152.	
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	17,962.	17,962.
US GOVERNMENT INTEREST REPORTED AS QUALI	479.	479.
NONQUALIFIED FOREIGN DIVIDENDS	16,193.	16,193.
NONQUALIFIED DOMESTIC DIVIDENDS	68,530.	68,530.
SECTION 199A DIVIDENDS	3,166.	3,166.
ACCRUED MARKET DISCOUNT	76.	76.
TOTAL	335,186.	331,063.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	6,198.
TOTALS	----- 6,198. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	5,524.	5,524.
TOTALS	5,524.	5,524.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	119.	119.
FOREIGN TAXES ON QUALIFIED FOR	5,452.	5,452.
FOREIGN TAXES ON NONQUALIFIED	1,579.	1,579.
TOTALS	7,150.	7,150.
	=====	=====

WILLIAM E DEAN III CHARITABLE FOUNDATION

54-6882428

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RENT AND ROYALTY EXPENSES	204.	204.
TOTALS	----- 204. =====	----- 204. =====

WILLIAM E DEAN III CHARITABLE FOUNDATION
FORM 990PF, PART II - CORPORATE STOCK
=====

54-6882428

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE STATEMENT	13,072,634.	13,353,790.
	-----	-----
TOTALS	13,072,634.	13,353,790.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND INCOME ADJ	175.
ADJ FOR GRANT RECOVERY	17,500.
ACCRUAL ADJ	389.

TOTAL	18,064.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ROC ADJ - PRIOR YEAR	4,102.
PURCHASED ACCRUED INT ADJ	960.
COST BASIS ADJ	1,001.

TOTAL	6,063.
	=====

=====

RECIPIENT NAME:

BANK OF AMERICA, N.A. - DEBRA PHARES

ADDRESS:

901 MAIN STREET, FL 19

DALLAS, TX 75202

RECIPIENT'S PHONE NUMBER: 214-209-1830

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

QUALIFIED DOMESTIC PUBLIC CHARITIES AS DESCRIBED IN
IRC SECTION 501(c)(3)

RECIPIENT NAME:
HUMANE SOCIETY OF SAN ANTONIO
ADDRESS:
4804 FREDERICKSBURG RD
SAN ANTONIO, TX 78229
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
1736 FAMILY CRISIS CENTER
ADDRESS:
2116 ARLINGTON AVENUE, SUITE 200
LOS ANGELES, CO 90018
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
FEEDING PETS OF THE HOMELESS
ADDRESS:
116 E. SEVENTH ST, SUITE 204
CARSON CITY, NV 89701
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

=====

RECIPIENT NAME:

HAVEN FOR HOPE OF BEXAR COUNTY

ADDRESS:

1 HAVEN FOR HOPE WAY
SAN ANTONIO, TX 78207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:

ANIMAL FOOD BANK SERVICES

ADDRESS:

P O BOX 4066
BETHELEM, PA 18018

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:

CASA OF WEST TEXAS

ADDRESS:

1611 W TEXAS AVE
MIDLAND, TX 79701

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
CITY SQUARE
ADDRESS:
4000 EASE SIDE AVENUE
DALLAS, TX 75226-1205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
WORKPATHS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
FORTE ANIMAL RESCUE
ADDRESS:
P O BOX 10085
MARINA DEL REY, CA 90295
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
GLOBAL KIDS, INC
ADDRESS:
137 EAST 25TH STREET
NEW YORK, NY 10010
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
POWER OF CITIZENRY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
GUIDE DOGS FOR THE BLIND, INC
ADDRESS:
350 LOS RANCHITOS RD
SAN RAFAEL, CA 94903-3606
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
HEARTSPRING, INC
ADDRESS:
8700 E 29TH ST N
WICHITA, KS 67226-2169
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
NORTHWEST ASSISTANCE MINISTRIES
ADDRESS:
15555 KUYKENDAHL RD
HOUSTON, TX 77090-3651
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEALS ON WHEELS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
SOUTHEASTERN GUIDE DOGS, INC
ADDRESS:
4210 77TH STREET EAST
PALMETTO, FL 34221
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
VETERANS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
THE TINY TIM CENTER INC
ADDRESS:
611 KORTE WAY
LONGMONT, CO 80501-6366
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
GOT YOUR SIX SUPPORT DOGS
ADDRESS:
1099 F BELTLINE RD 200
COLLINSVILLE, IL 62234
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
JEWISH FAMILY & CHILDREN'S SERVICE
ADDRESS:
10950 SCHUETZ RD
SAINT LOUIS, MO 63146-5704
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOOD PANTRY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
AMERICAN RED CORSS
ADDRESS:
3642 EAST HOUSTON STREET
SAN ANTONIO, TX 78219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HURRICANE RELIEF
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 163,825.

RECIPIENT NAME:
SAN ANTONIO FOOD BANK
ADDRESS:
5200 ENRIQUE M BARRERA PKWY
SAN ANTONIO, TX 78227
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
REPLENISH SHELVES AT HISTORIC LOWS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 163,825.

RECIPIENT NAME:
CLAYTON DABNEY FOUNDATION FOR
KIDS WITH CANCER
ADDRESS:
6500 GREENVILLE AVE
DALLAS, TX 75206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICINE OF THE HEART PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
CAN DO CANINES
ADDRESS:
9440 SCIENCE CENTER DRIVE
NEW HOPE, MN 55428
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

RECIPIENT NAME:
MERCY MEDICAL AIRLIFT
ADDRESS:
4620 HAYGOOD ROAD
VIRGINIA BEACH, VA 23455
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ANGEL WINGS AND WHEELS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,325.

TOTAL GRANTS PAID: 763,500.
=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
5619 E IH 10 SAN ANT	80,618.		204.	80,414.
TOTALS	80,618.		204.	80,414.

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE

RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.