

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

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation BEAL FOUNDATION		A Employer identification number 75-6034480	
Number and street (or P O box number if mail is not delivered to street address) 104 S PECOS		B Telephone number (see instructions) (432) 571-4960	
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79701		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 50,378,089		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	7,450,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	121,147	4,197		
	4 Dividends and interest from securities	350,598	350,598		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	273,200			
	b Gross sales price for all assets on line 6a	10,676,333			
	7 Capital gain net income (from Part IV, line 2)		273,200		
	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)	4,467,554	4,418,887			
12 Total. Add lines 1 through 11	12,662,499	5,046,882			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,985	7,489		2,496
	c Other professional fees (attach schedule)	317,407	238,055		79,352
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	389,190	341,181		0
	19 Depreciation (attach schedule) and depletion	30,686	30,686		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	841,895	831,687		208
	24 Total operating and administrative expenses. Add lines 13 through 23	1,589,163	1,449,098		82,056
	25 Contributions, gifts, grants paid	2,820,000			2,820,000
26 Total expenses and disbursements. Add lines 24 and 25	4,409,163	1,449,098		2,902,056	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,253,336				
b Net investment income (if negative, enter -0-)		3,597,784			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	3,141,194	7,763,577	7,763,577
	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 ▶ _____			
	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)	20,825,273	25,218,912	27,315,512
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	1,100,315	337,629	15,299,000	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,066,782	33,320,118	50,378,089	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	25,066,782	33,320,118		
30 Total net assets or fund balances (see instructions)	25,066,782	33,320,118		
31 Total liabilities and net assets/fund balances (see instructions) .	25,066,782	33,320,118		

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	25,066,782
2 Enter amount from Part I, line 27a	2	8,253,336
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	33,320,118
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	33,320,118

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	2	273,200
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,557,531	31,056,087	0.082352
2014	3,644,810	30,036,648	0.121345
2013	1,813,455	20,046,473	0.090463
2012	1,452,900	19,034,594	0.076329
2011	868,000	17,256,647	0.050299
2 Total of line 1, column (d)			0.420788
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			0.084158
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			41,187,992
5 Multiply line 4 by line 3			3,466,299
6 Enter 1% of net investment income (1% of Part I, line 27b)			35,978
7 Add lines 5 and 6			3,502,277
8 Enter qualifying distributions from Part XII, line 4			2,902,056

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)

Table with 11 rows for excise tax calculations. Includes sub-tables for 6a-6d (Credits/Payments) and 7-11 (Total credits, penalty, tax due, overpayment, and refunded amount).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No' checkboxes. Questions cover political activities, tax on political expenditures, and other reporting requirements.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 509 W WALL ST MIDLAND TX ZIP+4 79701

Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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.

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)

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 (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
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	
2	
All other program-related investments. See instructions.	
3	
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	23,253,785
b	Average of monthly cash balances.	1b	3,262,435
c	Fair market value of all other assets (see instructions).	1c	15,299,000
d	Total (add lines 1a, b, and c).	1d	41,815,220
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	41,815,220
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	627,228
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	41,187,992
6	Minimum investment return. Enter 5% of line 5.	6	2,059,400

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	2,059,400
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	71,956
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	71,956
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,987,444
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,987,444
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	1,987,444

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	2,902,056
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	2,902,056
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,902,056

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				1,987,444
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	39,087			
b From 2012.	547,440			
c From 2013.	882,255			
d From 2014.	2,267,306			
e From 2015.	1,113,475			
f Total of lines 3a through e.	4,849,563			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____ 2,902,056				
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.				1,987,444
e Remaining amount distributed out of corpus	914,612			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,764,175			
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 instructions			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 (see instructions).	39,087			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,725,088			
10 Analysis of line 9				
a Excess from 2012.	547,440			
b Excess from 2013.	882,255			
c Excess from 2014.	2,267,306			
d Excess from 2015.	1,113,475			
e Excess from 2016.	914,612			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))
CARLTON BEAL JR

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

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
SPENCER E BEAL
104 S PECOS
MIDLAND, TX 79701
(432) 682-3753

b The form in which applications should be submitted and information and materials they should include
THE BEAL FOUNDATION HAS APPLICATION FORMS WHICH MAY BE OBTAINED FROM MR BEAL. INFORMATION REQUIRED IS DETAILED IN THE APPLICATION FORM INSTRUCTIONS. REPEAT RECIPIENTS MUST SUBMIT THEIR APPLICATIONS TWO WEEKS PRIOR TO THE SEMI-ANNUAL TRUSTEE MEETINGS HELD ON APRIL 1 AND NOVEMBER 1. FIRST TIME APPLICANTS MUST SUBMIT THEIR APPLICATIONS FOUR WEEKS PRIOR

c Any submission deadlines
FOUR WEEKS PRIOR TO APRIL 1 AND NOVEMBER 1 FOR NEW APPLICANTS

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NO RESTRICTIONS ON GRANTS, HOWEVER, THE BEAL FOUNDATION GIVES FIRST CONSIDERATION TO CHARITABLE ORGANIZATIONS WITHIN THE MIDLAND, TEXAS AREA. GRANTS ARE BASED ON NEED AND AVAILABILITY OF FUNDS WITHIN THE FOUNDATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				2,820,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge
Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name LAURA A BUCKNER
Preparer's Signature
Date
Check if self-employed
PTIN P01201396
Firm's name BUCKNER & TILLEY PC
Firm's EIN 20-4071508
Firm's address 705 N LORAIN ST MIDLAND, TX 79701
Phone no (432) 687-5577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
RBC 7465	P		
RBC 7465	P		
RBC 7474	P		
RBC 7474	P		
RBC 7507	P		
RBC 7508	P		
RBC 7508	P		
RBC 7323	P		
RBC 7323	P		
RBC 7463	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
98,163		82,736	15,427
392,317		265,364	126,953
626,917		640,339	-13,422
970,227		808,997	161,230
221,932		230,412	-8,480
86,403		82,829	3,574
1,060,365		845,954	214,411
428,042		430,409	-2,367
639,457		612,399	27,058
224,372		321,102	-96,730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			15,427
			126,953
			-13,422
			161,230
			-8,480
			3,574
			214,411
			-2,367
			27,058
			-96,730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
RBC 7463	P		
RBC 7469	P		
RBC 7469	P		
RBC 7503	P		
RBC 7503	P		
RBC 9608	P		
RBC 9608	P		
RBC 9732	P		
RBC 9732	P		
RBC 5442	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
833,226		749,400	83,826
235,845		252,023	-16,178
333,388		335,682	-2,294
13,427		13,364	63
518,696		562,210	-43,514
557,363		576,073	-18,710
2,753,879		2,961,101	-207,222
122,633		168,945	-46,312
124,571		175,141	-50,570
319,302		284,714	34,588

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			83,826
			-16,178
			-2,294
			63
			-43,514
			-18,710
			-207,222
			-46,312
			-50,570
			34,588

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
RBC 4057	P		
RBC 4071	P		
PTP PARTNERSHIP ST CAPITAL GAIN/LOSS	P		
PTP PARTNERSHIP LT CAPITAL GAIN/LOSS	P		
PTP ADJUSTMENTS TO BASIS ST	P		
PTP ADJUSTMENTS TO BASIS LT	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,864		1,877	-13
2,069		2,060	9
		2	-2
1,970			1,970
1,401			1,401
18,303			18,303
90,201			90,201

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-13
			9
			-2
			1,970
			1,401
			18,303
			90,201

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CARLTON BEAL JR 104 S PECOS MIDLAND, TX 79701	CHAIRMAN 0 00	0	0	0
SPENCER BEAL 104 S PECOS MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0
KELLY BEAL 104 S PECOS MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0
BARRY BEAL JR 104 S PECOS MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0
STUART BEAL 104 S PECOS MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0
LARRY BELL PO BOX 10649 MIDLAND, TX 79702	TRUSTEE 0 00	0	0	0
ELIZABETH BEAL DAVENPORT 1908 NORTH L STREET MIDLAND, TX 79705	TRUSTEE 0 00	0	0	0
MARK LOWE CO PROSPERITY BANK 509 W WALL ST MIDLAND, TX 79701	SECRETARY/TREASURER 0 00	0	0	0
KARLENE BEAL GARBER 415 20TH STREET SANTA MONICA, CA 90402	TRUSTEE 0 00	0	0	0
STEVE HOFER CO COTTON BLEDSOE PO BOX 50174 MIDLAND, TX 79710	TRUSTEE 0 00	0	0	0
STEPHEN BEAL 104 S PECOS MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0
LAURA BUCKNER 705 N LORAIN ST MIDLAND, TX 79701	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN DIABETES ASSOCIATION 3001 N LOOP 250 N STE C-105 158 MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
APHASIA CENTER OF WEST TEXAS INC 5214 THOMASON DR MIDLAND, TX 79703		PC	OPERATING FUNDS	12,000
BIG BROTHERS BIG SISTERS OF MIDLAND INC 714 W LOUISIANA AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	20,000
BOYS & GIRLS CLUB OF MIDLAND PO BOX 284 MIDLAND, TX 79702		PC	OPERATING FUNDS	12,000
BUCKNER CHILDREN AND FAMILY SERVICES 425 W PECAN ST MIDLAND, TX 79705		PC	OPERATING FUNDS	20,000
Total 3a ▶				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BYNUM SCHOOL PO BOX 80175 MIDLAND, TX 79708		PC	OPERATING FUNDS AND CAPITAL FUNDS	15,000
CASA DE AMIGOS OF MIDLAND 1101 E GARDEN LANE MIDLAND, TX 79701		PC	OPERATING FUNDS	18,000
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND, TX 79701		PC	CAPITAL FUNDS	30,000
CENTERS FOR CHILDREN AND FAMILIES 3701 ANDREWS HWY MIDLAND, TX 79703		PC	OPERATING FUNDS	15,000
CHILDREN'S INSTITUTE INC 2121 W TEMPLE ST LOS ANGELES, CA 90026		PC	OPERATING FUNDS	5,000
Total ▶ 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTMAS IN ACTION MIDLAND PO BOX 3744 MIDLAND, TX 79702		PC	OPERATING FUNDS	2,000
COMMUNITY & SENIOR SERVICES OF MIDLAND INC 3301 SINCLAIR AVE MIDLAND, TX 79707		PC	OPERATING FUNDS	20,000
COMMUNITY CHILDREN'S CLINIC PO BOX 3328 MIDLAND, TX 79702		PC	OPERATING FUNDS	20,000
CRIME STOPPERS OF MIDLAND INC PO BOX 1882 MIDLAND, TX 79702		PC	OPERATING FUNDS	8,000
EAST WEST MINISTRIES 2001 W PLANO PKWY STE 3000 PLANO, TX 75075		PC	OPERATING FUNDS	10,000
Total 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAIR HAVENS 2400 WHITMIRE BLVD STE 100 MIDLAND, TX 79705		PC	OPERATING FUNDS	5,000
FAMILY PROMISE OF MIDLAND 3500 NORTH A STREET MIDLAND, TX 79705		PC	OPERATING FUNDS	31,000
FELLOWSHIP OF CHRISTIAN ATHLETES 3500 NORTH A STREET STE 2600 MIDLAND, TX 79705		PC	OPERATING FUNDS	11,000
FIRST PRESBYTERIAN CHURCH MIDLAND 800 W TEXAS AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	90,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80902		PC	OPERATING FUNDS	1,000
Total 3a				2,820,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GENESIS CENTER OF THE PERMIAN BASIN 2800 W LOUISIANA AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
GEORGE W BUSH CHILDHOOD HOME INC PO BOX 8586 MIDLAND, TX 79708		PC	CAPITAL FUNDS	5,000
HIGH SKY CHILDREN'S RANCH 8701 WEST COUNTRY ROAD 60 MIDLAND, TX 79707		PC	OPERATING FUNDS	28,000
HILLCREST SCHOOL 2800 N A ST MIDLAND, TX 79705		PC	OPERATING FUNDS AND CAPITAL FUNDS	480,000
JUNIOR ACHIEVEMENT OF WEST TEXAS INC 306 W WALL SUITE 827 MIDLAND, TX 79701		PC	OPERATING FUNDS	20,000
Total 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MANOR PARKINC 2208 NORTH LOOP 250 WEST MIDLAND, TX 79705		PC	CAPITAL FUNDS	53,000
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705		PC	OPERATING FUNDS	140,000
MIDLAND COMMUNITY THEATRE INC 2000 W WADLEY MIDLAND, TX 79705		PC	OPERATING FUNDS	8,000
MIDLAND HABITAT FOR HUMANITY PO BOX 2555 MIDLAND, TX 79702		PC	OPERATING FUNDS	26,000
MIDLAND ISD EDUCATION FOUNDATION PO BOX 73 MIDLAND, TX 79702		PC	OPERATING FUNDS	15,000
Total 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDLAND RAPE CRISIS CENTER & CAC PO BOX 10081 MIDLAND, TX 79702		PC	OPERATING FUNDS	20,000
MIDLAND-ODESSA SYMPHONY & CHORALE INC PO BOX 60658 MIDLAND, TX 79711		PC	OPERATING FUNDS	25,000
MIDLANDODESSA AREA AIDS SUPPORT INC 214 W TEXAS AVE SUITE 903 MIDLAND, TX 79701		PC	OPERATING FUNDS	25,500
MISSION HEALTH CARE INC 3500 NORTH A STREET SUITE 1300 MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
MISSION MESSIAH 1213 W 2ND STREET ODESSA, TX 79762		PC	OPERATING FUNDS	5,000
Total 				2,820,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MUSCULAR DYSTROPHY ASSOCIATION 600 N MARIENFELD ST SUITE 840 MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
MUSEUM OF THE SOUTHWEST 1705 W MISSOURI AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	80,000
ODESSA CHRISTMAS IN ACTION INC PO BOX 15075 ODESSA, TX 79768		PC	CAPITAL FUNDS	8,000
PALMER DRUG ABUSE PROGRAM MIDLAND TX INC 1208 W WALL MIDLAND, TX 79701		PC	OPERATING FUNDS	30,000
PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
Total 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POLWARTH MINISTRIES 3512 STURGIS LANE WACO, TX 76708		PC	OPERATING FUNDS	10,000
RECORDING LIBRARY OF WEST TEXAS 3500 NORTH A STREET SUITE 2800 MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND, TX 79702		PC	OPERATING FUNDS	42,000
SALVATION ARMY PO BOX 594 MIDLAND, TX 79702		PC	OPERATING FUNDS	1,000
SAMARITAN COUNSELING CENTER PO BOX 60312 MIDLAND, TX 79711		PC	OPERATING FUNDS	35,000
Total 3a				2,820,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHWEST TEXAS PRISON MINISTRY & FAMILY OUTREACH PO BOX 683 IRAAN, TX 79744		PC	OPERATING FUNDS	12,000
TEEN CHALLENGE PO BOX 251 MIDLAND, TX 79702		PC	OPERATING FUNDS	15,000
TEEN FLOW YOUTH MINISTRY PO BOX 733 MIDLAND, TX 79701		PC	OPERATING FUNDS	30,000
TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY MIDLAND, TX 79707		PC	OPERATING FUNDS AND CAPITAL FUNDS	350,000
YMCA OF MIDLAND PO BOX 954 MIDLAND, TX 79702		PC	OPERATING FUNDS	6,000
Total ▶ 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFE MIDLAND 925 W WADLEY AVE MIDLAND, TX 79705		PC	OPERATING FUNDS AND CAPITAL FUNDS	65,000
MIDLAND PROJECT GRADUATION PO BOX 80881 MIDLAND, TX 79707		PC	OPERATING FUNDS	5,000
ROCK THE DESERT MINISTRIES INC PO BOX 61377 MIDLAND, TX 79711		PC	OPERATING FUNDS	16,000
RESTORING BRONTE FOUNDATION PO BOX 241 BRONTE, TX 76933		PC	OPERATING FUNDS	25,000
COM AQUATICS INC 3003 N A ST MIDLAND, TX 79705		PC	CAPITAL FUNDS	100,000
Total 3a				2,820,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a <i>Paid during the year</i>					
THE SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705		PC	CAPITAL FUNDS	51,500	
HAWAIIAN LIFEGUARD ASSOCIATION PO BOX 283324 HONOLULU, HI 96828		PC	OPERATING FUNDS	10,000	
COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN PO BOX 10532 MIDLAND, TX 79702		PC	OPERATING FUNDS	15,000	
THE WAY RETREAT CENTER PO BOX 51694 MIDLAND, TX 79710		PC	CAPITAL FUNDS	510,000	
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS 9600 WRIGHT DR MIDLAND, TX 79706		PC	OPERATING FUNDS	5,000	
Total 					2,820,000
3a					


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST TEXAS FOOD BANK 411 PAGEDOOD AVE ODESSA, TX 79761		PC	OPERATING FUNDS	31,000
GLADNEY CENTER FOR ADOPTION 410 W OHIO AVE STE 203 MIDLAND, TX 79701		PC	OPERATING FUNDS	5,000
THE JUNIOR LEAGUE OF MIDLAND INC 902 W DENGAR AVE MIDLAND, TX 79705		PC	OPERATING FUNDS	3,000
MIDLAND COUNTY PUBLIC LIBRARY FOUNDATION 301 W MISSOURI AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
HUNT VOLUNTEER FIRE DEPARTMENT PO BOX 362 HUNT, TX 78024		PC	OPERATING FUNDS	1,000
Total 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HELPING HANDS OF MIDLAND CO ST STEPHENS 1301 BRINSON LANE MIDLAND, TX 79703		PC	OPERATING FUNDS	20,000
GUADALUPE RADIO NETWORK LA PROMESA FOUNDATION 1406 E GARDEN LN MIDLAND, TX 79701		PC	OPERATING FUNDS	5,000
CARBONDALE COMMUNITY SCHOOL 1505 SATANK RD CARBONDALE, CO 81623		PC	OPERATING FUNDS	10,000
ASPEN COUNTY DAY SCHOOL 85 COUNTRY DAY WAY ASPEN, CO 81611		PC	OPERATING FUNDS	5,000
HERITAGE SCHOOL 310 SMOKEHOUSE RD FREDERICKSBURG, TX 78624		PC	OPERATING FUNDS	10,000
Total 				2,820,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST MARY'S CATHOLIC CHURCH 533 E MAIN ST ASPEN, CO 81611		PC	OPERATING FUNDS	3,000
ASPEN VALLEY HOSPITAL FOUNDATION 0401 CASTLE CREEK RD ASPEN, CO 81611		PC	OPERATING FUNDS	2,500
HOUSTON METHODIST HOSPITAL FOUNDATION PO BOX 4384 HOUSTON, TX 77210		PC	OPERATING FUNDS	5,000
THE UNIVERSITY OF TEXAS FOUNDATION INC P O BOX 250 AUSTIN, TX 78767		PC	OPERATING FUNDS	2,500
OUR LADY OF THE HILLS REGIONAL CATHOLIC HIGH SCHOOL 235 PETERSON FARM RD KERRVILLE, TX 78028		PC	OPERATING FUNDS	10,000
Total 				2,820,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIFTS OF HOPE P O BOX 1323 MIDLAND, TX 79702				
YOUNG LIFE BAYLOR 3512 STURGIS LANE WACO, TX 76708				
PERMIAN BASIN AREA FOUNDATION - AMY BELL FUND 200 N LORAIN STE 500 MIDLAND, TX 79701				
BILLY GRAHAM EVANGELICAL ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201				
EMMANUEL CHAPEL P O BOX 301 SOUTH FORK, CO 81154				
Total ▶ 3a				2,820,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701		PC	OPERATING FUNDS	1,000
Total ▶				2,820,000
3a				

TY 2016 Accounting Fees Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,985	7,489		2,496

TY 2016 Investments Corporate Stock Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT SECURITIES	25,218,912	27,315,512

TY 2016 Other Assets Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NON PRODUCING MINERAL INTERESTS	286,068	0	0
OIL & GAS PRODUCING ROYALTY	2,615,673	2,169,741	15,299,000
ACCUMULATED DEPLETION	-1,801,426	-1,832,112	0

TY 2016 Other Expenses Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEETINGS AND ADMINISTRATIVE	773	580		193
ROYALTY PRODUCTION EXPENSES	8,007	8,007		0
CLOVER LEAF EXPENSES	91,053	91,053		0
POSTAGE	62	47		15
OTHER GRANTS-STATUS PENDING	10,000	0		0
ROYALTY PROPERTY PLUG & ABANDONED	732,000	732,000		0

TY 2016 Other Income Schedule

Name: BEAL FOUNDATION

EIN: 75-6034480

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTY INCOME	4,709,354	4,709,354	4,709,354
OTHER INVESTMENT INCOME	-290,498	-290,498	-290,498
LEASE BONUS	15	15	15
STATE TAX REFUND	801	0	801
CLASS ACTION SETTLEMENT	16	16	16
FEDERAL TAX REFUND	0	0	0
RETURN OF CAPITAL	47,866	0	47,866

TY 2016 Other Professional Fees Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	317,407	238,055		79,352
ENGINEERING EVALUATION FEES	0	0		0

TY 2016 Taxes Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAX	99,931	99,931		0
ROYALTY PRODUCTION TAX	229,477	229,477		0
FOREIGN TAX	11,773	11,773		0
STATE TAX WITHHELD ROYALTY	9	0		0
FEDERAL INCOME TAX	48,000	0		0