



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation HARRIS & ELIZA KEMPNER FUND INC		A Employer identification number 76-0680130	
Number and street (or P O box number if mail is not delivered to street address) 2201 MARKET SUITE 1250		B Telephone number (see instructions) (409) 762-1603	
City or town, state or province, country, and ZIP or foreign postal code GALVESTON, TX 775501529		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)▶\$ 51,580,085		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	82,801	82,801		
	4 Dividends and interest from securities.	1,290,717	1,290,717		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,525,442			
	b Gross sales price for all assets on line 6a 16,211,924				
	7 Capital gain net income (from Part IV, line 2) . . .		4,525,442		
	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)	87,082	139,276		
	12 Total. Add lines 1 through 11	5,986,042	6,038,236		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	112,254			112,254
	14 Other employee salaries and wages	70,278			70,278
	15 Pension plans, employee benefits	17,088			17,088
	16a Legal fees (attach schedule)	1,219			1,219
	b Accounting fees (attach schedule)	43,843	14,300		29,543
	c Other professional fees (attach schedule)	234,261	234,261		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	142,981	12,746		14,140
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	11,491			11,491
	21 Travel, conferences, and meetings	14,584			14,584
	22 Printing and publications	251			251
	23 Other expenses (attach schedule)	387,650	185,918		60,051
	24 Total operating and administrative expenses. Add lines 13 through 23	1,035,900	447,225		330,899
	25 Contributions, gifts, grants paid	1,995,222			1,995,222
	26 Total expenses and disbursements. Add lines 24 and 25	3,031,122	447,225		2,326,121
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,954,920			
	b Net investment income (if negative, enter -0-)		5,591,011		
	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	618,808	221,973	221,973
	2	Savings and temporary cash investments	1,495,493	4,681,397	4,681,397
	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) ▶ _____ 186,351 Less allowance for doubtful accounts ▶ _____	97,535	186,351	186,351
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,332,815	4,406,253	4,712,220
	b	Investments—corporate stock (attach schedule)	24,629,825	27,936,910	32,760,607
	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)	6,461,799	6,114,561	8,558,123
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	369,403	459,415	459,414	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,005,678	44,006,860	51,580,085	
Liabilities	17	Accounts payable and accrued expenses	153		
	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 ▶ _____)	8,443	3,776	
	23	Total liabilities (add lines 17 through 22)	8,596	3,776	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	39,997,082	44,003,084	
	30	Total net assets or fund balances (see instructions)	39,997,082	44,003,084	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	40,005,678	44,006,860	

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 39,997,082
2	Enter amount from Part I, line 27a	2 2,954,920
3	Other increases not included in line 2 (itemize) ▶ _____	3 1,060,150
4	Add lines 1, 2, and 3	4 44,012,152
5	Decreases not included in line 2 (itemize) ▶ _____	5 9,068
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 44,003,084

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			(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 See Additional Data Table			
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	4,525,442
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	287,312

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))
2013	2,187,661	44,769,476	0 048865
2012	1,965,181	41,324,159	0 047555
2011	2,013,965	40,602,323	0 049602
2010	1,632,460	37,485,728	0 043549
2009	1,786,297	34,174,278	0 052270

2	Total of line 1, column (d).	2	0 241841
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048368
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	50,470,353
5	Multiply line 4 by line 3.	5	2,441,150
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	55,910
7	Add lines 5 and 6.	7	2,497,060
8	Enter qualifying distributions from Part XII, line 4.	8	2,326,121

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		111,820	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		311,820	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		511,820	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a107,000	
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7107,000	
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		831	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		94,851	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		Yes		No	
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b				No	
		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.							
c		Did the foundation file Form 1120-POL for this year?		1c				No	
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$							
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$							
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2				No	
		If "Yes," attach a detailed description of the activities.							
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3				No	
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		Yes			
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		Yes			
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5				No	
		If "Yes," attach the statement required by General Instruction T.							
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either							
		• By language in the governing instrument, or							
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6		Yes			
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7		Yes			
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>							
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? If "No," attach explanation .		8b		Yes			
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9				No	
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10				No	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶KEMPNERFUND.ORG				
14	The books are in care of ▶ANNE BRASIER Telephone no ▶(409) 762-1603 Located at ▶2201 MARKET STREET SUITE 1250 GALVESTON TX ZIP +4 ▶775501529			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, 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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?.	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(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 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	(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
HARRETTE M HOWARD	GRANTS ADMIN	70,278	6,294	
2201 MARKET SUITE 1250	40 00			
GALVESTON,TX 77550				
Total number of other employees paid over \$50,000.				

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
KEMPNER CAPITAL MANAGEMENT	PORTFOLIO MANAG	77,538
2201 MARKET 12TH FLOOR		
GALVESTON,TX 77550		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	48,488,399
b	Average of monthly cash balances.	1b	2,750,538
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	51,238,937
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	51,238,937
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	768,584
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,470,353
6	Minimum investment return. Enter 5% of line 5.	6	2,523,518

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	2,523,518
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	111,820
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	111,820
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,411,698
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,411,698
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,411,698

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	2,326,121
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,326,121
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,326,121

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,411,698
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				90,447
b From 2010.				
c From 2011.				19,301
d From 2012.				
e From 2013.				24,248
f Total of lines 3a through e.	133,996			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,326,121				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				2,326,121
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	85,577			85,577
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,419			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	4,870			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	43,549			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				19,301
c Excess from 2012.				
d Excess from 2013.				24,248
e Excess from 2014.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

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

HARRIS ELIZA KEMPNER FUND
2201 MARKET ST SUITE 1250
GALVESTON,TX 77550
(409) 762-1603
INFORMATION@KEMPNERFUND.ORG

b

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

PROPOSALS ARE ACCEPTED VIA E-MAIL AT APPLICATION@KEMPNERFUND.ORG (PLEASE VERIFY RECEIPT) INCLUDE THE FOLLOWING INFORMATION AS OUTLINED BELOW PLEASE PROVIDE BRIEF BUT COMPLETE ANSWERS YOUR PROPOSAL SHOULD BE NO MORE THAN 10 PAGES EXCLUDING ATTACHMENTS - COVER LETTER SIGNED BY THE EXECUTIVE DIRECTOR AND THE BOARD CHAIR/PRESIDENT - PROPOSAL SUMMARY SHEET FORM - PROJECT/PROGRAM INFORMATION DETAILED DESCRIPTION DO YOU COLLABORATE WITH OTHER ORGANIZATIONS ON THIS PROJECT? BRIEFLY DESCRIBE THE ROLES OF EACH ORGANIZATION IS ANYONE ELSE PROVIDING THIS SERVICE OR PROGRAM? HOW DOES YOUR PROJECT/SERVICE/PROGRAM DIFFER? TIMELINE/GRANT PERIOD BUDGET (INCOME AND EXPENSES) OTHER FUNDING SOURCES, AMOUNTS BEING SOLICITED, RECEIVED OR PLEDGED ~ IF NONE RAISED TO DATE, DESCRIBE HOW SUCCESSFUL YOUR ORGANIZATION HAS BEEN IN RAISING FUNDS IN PAST YEARS WHAT WILL HAPPEN TO THIS PROJECT IF YOU ARE UNABLE TO RAISE THE FULL AMOUNT NEEDED? PLANS FOR EVALUATION ~ SPECIFY EXPECTED OUTCOMES, HOW THESE OUTCOMES

c

Any submission deadlines

DEADLINES FOR RECEIPT OF PROPOSALS MARCH 15 - PROGRAM AREAS - HEALTH OR HUMAN SERVICES OCTOBER 15 -

d

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

SEE APPLICATION GUIDELINES AT KEMPNERFUND.ORG

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here	*****	2015-09-25	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name ANN S MASEL CPA	Preparer's Signature	Date 2015-09-25	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00758150
	Firm's name <input checked="" type="checkbox"/> DRDA PLLC			Firm's EIN <input checked="" type="checkbox"/> 76-0229852	
	Firm's address <input checked="" type="checkbox"/> 1011 TREMONT GALVESTON, TX 77550			Phone no (409) 765-9311	

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

(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)
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
KEMPNER CBI	P		
BLACKSTONE & KEMPNER SEC - K-1 1065S	P		
BLACKSTONE & KEMPNER SEC - K-1 1065S	P		
KEMPNER SECURITIES - 520 SHARES	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)
10,436,901		7,794,390	2,642,511
2,769,942		2,499,770	270,172
1,508,208		461,171	1,047,037
17,140			17,140
419,583			419,583
1,060,150		931,151	128,999

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	
			2,642,511
			270,172
			1,047,037
			17,140
			419,583
			128,999

Form 990PF Part VIII Line 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
ANNE BRASIER	EXEXECUTIVE DI 40 00	112,254	10,794	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
LYDA ANN Q THOMAS	HON DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ARMIN CANTINI	SECRETARY 4 00	0	0	0
2201 MARKET SUITE SUITE 1250 GALVESTON,TX 77550				
ROBERT L K LYNCH	PRESIDENT 10 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
HETTA T KEMPNER	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
BARBARA W SASSER	HON DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
VICTORIA MARCHAND	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
DANIEL K THORNE	VICE PRESIDE 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
RANDALL T KEMPNER	TREASURER 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
LISA ALLEN	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ANDY MYTELKA	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
BROOKE THOMPSON	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
CAROL ROBERTS	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
CARROLL GOLDSTONE	DIRECTOR 4 00	0	0	0
2201 MARKET SUITE 1250 GALVESTON,TX 77550				

TY 2014 Accounting Fees Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL AUDIT	14,300	14,300		
ACCOUNTING & TAX PREP	29,543			29,543

TY 2014 Investments Corporate Stock Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	27,936,910	32,760,607

**TY 2014 Investments Government
Obligations Schedule****Name:** HARRIS & ELIZA KEMPNER FUND INC**EIN:** 76-0680130**US Government Securities - End of
Year Book Value:**

4,444,461

**US Government Securities - End of
Year Fair Market Value:**

4,712,220

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2014 Investments - Other Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	FMV	6,114,561	8,558,123

TY 2014 Legal Fees Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CARLEY & MCCAWE - PENSION ADMIN	1,219			1,219

TY 2014 Other Assets Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PARTNERSHIP DISTRIBUTION RECEIVABLE	31,973	110,022	110,022
UNSETTLED TRANSATIONS PROCEEDS RECEI	337,430	349,395	349,395
ROUNDING		-2	-3

TY 2014 Other Decreases Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Description	Amount
PRIOR PERIOD ADJUSTMENT	9,068

TY 2014 Other Expenses Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
COMPUTER SOFTWARE & SERVICES	9,066			9,066
ENTERTAINMENT	721			721
INSURANCE	31,573			31,573
LEASED OFFICE EQUIPMENT	6,752			6,752
MEMBERSHIP FEES	3,090			3,090
MISCELLANEOUS	984			984
NON-DEDUCTABLE ITEMS FROM K-1	141,681			
OFFICE EQUIPMENT/FURNITURE	1,610			1,610
OFFICE SUPPLIES	931			931
OTHER INVESTMENT EXPENSE K-1'	184,268	184,268		
PARKING	1,541			1,541
REGISTRATION FEES	3,783			3,783
OTHER INVESTMENT EXPENSE (UBS	1,650	1,650		

TY 2014 Other Income Schedule**Name:** HARRIS & ELIZA KEMPNER FUND INC**EIN:** 76-0680130

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES FROM K-1	122,099	122,099	
OTHER INC	-78,414		
K-1 PORTFOLIO INC/LOSS	17,177	17,177	
BLACK STONE MINERALS K-1	32,134		
KEMPNER SECURITIES LP	987		
GALVESTON FINALE K-1	-6,901		

TY 2014 Other Increases Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Description	Amount
2013 K-1 DISTRIBUTION RECOGNIZED 2014	1,060,150

TY 2014 Other Liabilities Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE & UBIT TAXES PAYABLE	8,443	3,776

TY 2014 Other Notes/Loans Receivable Short Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Name of 501(c)(3) Organization	Balance Due
GALVESTON HISTORICAL FOUNDATION	130,000
ARTIST BOAT - PRI	
ADA WOMEN'S CENTER - PRI	25,000
KEMPNER STUDENT LOANS	31,351

TY 2014 Other Professional Fees Schedule**Name:** HARRIS & ELIZA KEMPNER FUND INC**EIN:** 76-0680130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DOMINI INTERNATIONAL - PORTFOLIO	200	200		
FAYEZ, SAROFIM & CO - PORTFOLIO	6,727	6,727		
FROST BANK - CUSTODIAL FEES	4,393	4,393		
KEMPNER CAPITAL MGMT - PORTFOLIO	77,538	77,538		
NEUBERGER BERMAN - PORTFOLIO MGN	45,330	45,330		
WESTEND ADVISORS - PORTFOLIO MGN	55,945	55,945		
CLEARBRIDGE - PORTFOLIO MGN	35,819	35,819		
BRECKINRIDGE - PORTFOLIO MGN	8,309	8,309		

TY 2014 Taxes Schedule

Name: HARRIS & ELIZA KEMPNER FUND INC

EIN: 76-0680130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE & UBIT TAXES	114,276			
FOREIGN TAXES ON SECURITIES	12,746	12,746		
PAYROLL TAXES	14,140			14,140
OTHER TAXES	1,819			

Schedule 1
2014 Grants and Matching Gifts

Recipient/Purpose	Amount
CineReach New York, NY Director Discretion: Operations	\$1,000
Galveston Arts Center Galveston, TX Operations Director Discretion Operations - IHO Clint Willour	\$20,000 \$2,000
Galveston Ballet Galveston, TX Project: Dance In Schools	\$7,000
The Galveston Symphony Orchestra Galveston, TX Operations Director Discretion Operations	\$4,000 \$1,500
The Grand 1894 Opera House Galveston, TX Memorial- Jennifer L. Ezell Director Discretion Lyda Kempner Quinn Fund for Performing Arts	\$2,000 \$1,000
Houston Children's Chorus, Inc. Houston, TX Project Week-Long Summer Music Day Camp for Galveston Children	\$3,500
Island Etc Galveston, TX Director Discretion: Operations Operations	\$2,000 \$30,000
Tribeca Film Institute New York, NY Director Discretion Operations	\$1,000
Tunnel to Towers Staten Island, NY Director Discretion: <i>For the Love of their Brother</i> documentary	\$3,000
AIDS Coalition of Coastal Texas, Inc. Galveston, TX Roof Replacement on Facility	\$10,000
Buckeye Vizsla Rescue, Inc. Cincinnati, OH Memorial Jennifer L. Ezell	\$2,311
City of Galveston Galveston, TX Project: Construction Expenses of Community Swimming Pool Directors Discretion: Community Swimming Pool - IHO Anne Brasier Salary and Benefits for Strand Street Code Compliance Officer Project: Protect with Respect Safety Awareness program	\$20,000 \$2,500 \$40,000 \$12,000
Downtown Revitalization Committee Galveston, TX Operations	\$35,000
Dream of Georgia, Inc Decatur, GA Memorial Jennifer L. Ezell	\$1,200
Galveston Historical Foundation Galveston, TX Memorial Jennifer L. Ezell	\$1,100
Galveston Island Nature Tourism Council Galveston, TX 2015 FeatherFest	\$7,500
International Oleander Society Galveston, TX Oleander Installation at Kempner Park	\$750
Temple B'nai Israel Galveston, TX Operations - IMO Arthur M. Alpert	\$10,000
Galveston Foundation Galveston, TX Maintain Green Space - IMO Leonora K. Thompson	\$750
Galveston Island Park Board of Trustees Galveston, TX Green Beach Park Recycling Program	\$16,000
Galveston Urban Ministries Galveston, TX Green Recycling Program at Frost National Bank	\$1,264
Social and Environmental Entrepreneur Los Angeles, CA Director Discretion Operations	\$1,000
Surfrider Foundation (Galveston Chapter) Galveston, TX	

Schedule 1
2014 Grants and Matching Gifts

Green Bring the Bag Campaign	\$5,000
The Campaign for the Mary Rose	
New York, NY	
Director Discretion Operations	\$1,500
Galveston Arts Center	
Galveston, TX	
Capital Matching Grant to Rehab Strand Street Facility	\$125,000
Galveston Historical Foundation	
Galveston, TX	
Garten Verein Repairs	\$29,000
Director Discretion: Elissa Endowment	\$2,000
Purchase and Renovation Expenses of Bishop's Palace	\$175,000
Global Heritage Fund	
Palo Alto, CA	
Director Discretion: Operations	\$1,500
Old Central Cultural Center	
Galveston, TX	
Capital Campaign	\$10,000
African Children's Haven	
Galveston, TX	
Director Discretion Operations	\$1,000
Ambassador Preparatory Academy	
Galveston, TX	
Field Trip to Serious Fun Series at the Grand	\$7,500
Director Discretion IHO Elise Stephens - Field trip Expenses to the Grand	\$500
Billings Rotary Foundation	
Billings, MT	
Director Discretion: West African Project	\$1,000
Carnegie Center for Literacy and Learning	
Lexington, KY	
Memorial Jennifer L. Ezell	\$1,000
Community Montessori School	
Lexington, KY	
Director Discretion: Capital Campaign	\$1,000
Comp-U-Doit	
Houston, TX	
Computer Adoption Session for GISD Students	\$5,000
East End Preschool	
Galveston, TX	
Operations and Teacher Training	\$5,000
Galveston Children's Museum	
Galveston, TX	
Operations	\$5,000
Galveston College Foundation	
Galveston, TX	
Director Discretion Universal Access	\$1,500
Galveston ISD Educational Foundation	
Galveston, TX	
Career and Technical Education Program - Diesel Mechanics and Certification	\$25,000
Galveston Sustainable Communities Alliance	
Galveston, TX	
Galveston Education Transformation. Plan and Pilot	\$45,000
Girl Scouts of San Jacinto Council	
Houston, TX	
Girl Scouts on the Go	\$3,000
KickStart Kids	
Houston, TX	
Central Middle School Program	\$10,000
Kids4Kids	
San Antonio	
Director Discretion: Scholarships	\$1,000
NIA Cultural Center	
Galveston, TX	
Operations Children's Defense Fund Freedom School Scholarships	\$22,500

Schedule 1
2014 Grants and Matching Gifts

O'Connell College Preparatory School Galveston, TX Scholarships	\$10,000
Project Graduation, Inc Galveston, TX Chemical Free Graduation Celebration	\$1,500
Rosenberg Library Galveston, TX Galveston Reads Purchase of "Freeman" by Leonard Pitts Director Discretion Operations	\$4,000 \$1,000
SMART Family Literacy, Inc. Galveston, TX SMART Capture: Capturing and Sharing Lessons Learned	\$7,500
Texas A&M University at Galveston Galveston, TX Sea Camp for all 6th Graders on Galveston Island	\$7,500
Alcohol Drug Abuse Women's Center Galveston, TX Operations and Subsidize Treatment Expenses Director Discretion: Operations	\$35,000 \$500
Bering Omega Community Service Houston, TX Oral Health and Wellness Program	\$3,000
Cupid Charities Arlington, VA Memorial Jennifer L. Ezell Cypress ECG Project Cypress, TX Cardiac screening to Galveston Middle and High School Athletes	\$1,200 \$20,000
Family Service Center of Galveston County Galveston, TX Mental Health Services at St. Vincent's House Operations Counseling Services at Four Elementary Schools	\$23,000 \$20,000 \$60,000
La Leche League International Schaumburg, IL Director Discretion Operations	\$1,000
NAMI Gulf Coast Alvin, TX Operations	\$18,000
Parkinson Disease Foundation New York, NY Operations IMO Richard H. Ullman, Ph.D.	\$2,500
Planned Parenthood Gulf Coast Houston, TX Operations Galveston County Clinic	\$18,000
Planned Parenthood South Texas San Antonio, TX Operations Director Discretion Operations	\$10,000 \$2,000
Texas Prevent Blindness Houston, TX "Healthy Eyes" Screening Program for Uninsured or Underserved Galveston Citizens	\$5,000
Shriners Hospitals for Children Galveston, TX Tissue Bank	\$10,000
St. Vincent's Hope Clinic Galveston, TX Providing Electronic Health Records for Day Clinic	\$10,000
St. Vincent's House Galveston, TX Operations: Free Medical Clinic	\$23,000
Teen Health Center Galveston, TX Operations Project: Expand Telepsychiatric Services at Ball High School	\$16,000 \$48,000
The University of Texas Medical Branch Galveston, TX Memorial Jeanne B. Kempner Fellowships	\$304,416
Advocacy Center for Children of Galveston County Galveston, TX Operations Forensic Interviewing Program	\$13,333
Boys and Girls Clubs of Greater Houston Houston, TX Operations Johnny Mitchell Club on Galveston Island	\$16,667
Boys and Girls Clubs of San Antonio San Antonio, TX	

Schedule 1
2014 Grants and Matching Gifts

After School Programs	\$2,000
Christus Foundation for Health Care Houston, TX Operations: Our Daily Bread	\$14,000
Communitas In Schools - City of Galveston Galveston, TX Operations	\$10,000
DePalchin Children's Center Houston, TX Expansion of Parenting Help Program on Galveston Island	\$15,000
D'Feet Breast Cancer Houston, TX Transportation Expenses to Women for Screening Appointments	\$9,375
Family Promise of Yellowstone Valley Billings, MT Director Discretion: Capital Campaign	\$1,000
Galveston County Mutual Assistance Partnership Galveston, TX Capacity Building Initiative for Galveston Nonprofit Organizations	\$50,000
Galveston County Food Bank Texas City, TX Operations: Food Distribution	\$13,333
Galveston County Teen Parenting Coalition Texas City, TX Teen Parent workshops in Galveston County	\$1,000
Galveston Island Meals on Wheels, Inc. Galveston, TX Director Discretion Operations Operations	\$1,000 \$20,000
Galveston Urban Ministries Galveston, TX Operations	\$20,000
Gulf Coast Big Brothers-Big Sisters, Inc. Galveston, TX Mentoring Program	\$15,000
Libbie's Place Galveston Support for Part-Time Social Worker	\$12,500
Resource and Crisis Center Galveston, TX Operations	\$46,887
Ronald McDonald House of Galveston Galveston, TX Director Discretion. Operations	\$500
Samaritan Women at the Well Texas City, TX Operations: Transitional Housing Program	\$11,000
St. Vincent's House Galveston, TX Direct Human Services	\$20,000
Sunshine Center, Inc. Galveston, TX Operations Capacity Building	\$19,000 \$2,000
Tahrir Justice Center Houston, TX Operations	\$10,000
UNICEF New York, NY Director Discretion Operations Woodley House Washington, DC Director Discretion Operations	\$3,000 \$3,000
African Children's Haven 4012 Pistas Beach Galveston, TX 77554-8035	\$50
AIDS Coalition of Coastal Texas, Inc 707 Tremont St. Galveston, TX 77550	\$250
The Alamo Heights School Foundation 7101 Broadway San Antonio, TX 78209	\$2,500
Alley Theatre 615 Texas Avenue Houston,, TX 77002-	\$100

Schedule 1
2014 Grants and Matching Gifts

Alzheimer's Association 225 N Michigan Ave 17th Fl Chicago, IL 60601-7833	\$250
American Cancer Society 8221 W. 20th St Ste. A Greeley, CO 80634	\$7,500
American Farmland Trust 1200 18th St., NW, Suite 800 Washington, DC 20036	\$225
American Red Cross - Greater Houston Chapter 2700 Southwest Freeway Houston, TX 77098	\$100
Amigos De Las Americas 5618 Star LN Houston, TX 77057-9827	\$100
Amnesty International, USA 5 Penn Plaza New York, NY 10001	\$100
Anti-Defamation League 605 3rd Ave. New York, NY 10158	\$250
Armand Bayou Nature Center Foundation P. O. Box 58828 Houston, TX 77258	\$100
The Artist Boat, Inc. 2415 Ave K Galveston, TX 77550	\$200
Ashoka Innovators for the Public 1700 North Moore St. Suite 1920 Arlington, VA 22209-1903	\$5,000
Association for Community Broadcasting P. O. Box 4878 Houston, TX 77210	\$100
Bayou Preservation Association, Inc P. O. Box 131563 Houston, TX 77219-1563	\$100
Bering Omega Community Service 1429 Hawthorne Houston, TX 77006	\$100
Better Parks for Galveston 627 21st St Box 76 Galveston, TX 77550	\$2,128
Box 13 ArtSpace 6700 Harrisburg Houston, TX 77001	\$425
Boys and Girls Clubs of Greater Houston, Inc. 1520 A Airline Dr Houston, TX 77009-3606	\$2,000
Boys and Girls Clubs of San Antonio 600 SW 19th St San Antonio, TX 78207	\$1,250
Brady Center to Prevent Gun Violence 1225 Eye Street Suite 1100 Washington, DC 20005	\$100
Brookwood Community 1752 FM 1489 Brookshire, TX 77423	\$100
CanCare of Houston 9575 Katy Frwy Suite 428 Houston, TX 77024	\$100
The Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	\$100
Center for Holocaust and Humanity Education Attn. Sarah Weiss 8401 Montgomery Road Cincinnati, OH 45236	\$7,500
Child Advocates Inc 2401 Portsmouth Suite 210 Houston, TX 77098-3636	\$100

Schedule 1
2014 Grants and Matching Gifts

Children International Box 219055 Kansas City, MO 64121	\$1,000
The Children's Assessment Center 2500 Bolsover Houston, TX 77005	\$100
Children's Tumor Foundation 95 Pine St. 18th Fl New York, NY 10005-1789	\$1,500
The Chiquapi School 2815 East Wallace Road Highlands, TX 77562	\$150
City of Galveston 601 54th St Galveston, TX 77553	\$2,325
Cleveland Park Village, Inc. P O Box 11231 Washington, DC 20008	\$500
Colorado Academy 3800 S Pierce St Denver, CO 80235-2404	\$500
Communities In Schools - City of Galveston 2201 Market St Suite 715 Galveston, TX 77550	\$50
Communities in Schools Houston, Inc. 1235 N Loop West Suite 300 Houston, TX 77008	\$250
Comp-U-Doit 1602 Airline Drive Houston, TX 77009	\$100
Contemporary Arts Museum Houston 5216 Montrose Houston, TX 77006-6598	\$10,500
Docs in Progress 8700 First Ave Silver Spring, MD 20910	\$100
Doctors Without Borders P O Box 5022 Hagerstown, MD 21741-5022	\$450
Doctors Without Borders USA, Inc 333 Seventh Ave, 2nd Floor New York, NY 10001-5004	\$2,500
Downtown Revitalization Committee 2423 Market #1 Galveston, TX, TX 77550	\$1,000
Draw University 36 Madison Ave. Madison, NJ 07940	\$250
Educational Foundation of Orinda 21 C Orinda Way #123 Orinda, CA 94563	\$2,500
Elves and More 2200 Louetta Rd Ste 101 Spring, TX 77388	\$100
Environmental Defense Fund 44 East Ave. Austin, TX 78701	\$10,000
Faith In Practice P O Box 4976 Houston, TX 770210-4976	\$2,850
Family Promise of Yellowstone Valley 40 Tenth St West Billings MT	\$10,148
Family Service Association 702 San Pedro San Antonio, TX 78212	\$50
Family Service Center of Greater Houston 2707 North Loop West Suite 1050 Houston, TX 77008	\$100

Schedule 1
2014 Grants and Matching Gifts

Family Service Center Of Galveston County 2200 Market Street, Suite 800 Galveston, TX 77550	\$250
Fort Bend Independent School District 18431 Lexington Blvd Sugar Land, TX 77479	\$50
FotoFest Inc 2000 Edwards St Bldg. C Ste2 Houston, TX 77007	\$2,000
Fourth Ward Clinic Good Neighbor Health Care Center 180 Heights Blvd Houston, TX 77007	\$100
Friends of Houston Public Library 500 McKinney Houston, TX 77002	\$100
Friends of Jay Vanderpool, Inc. c/o Brian Grant 7836 Torreyson Dr Los Angeles, CA 90046	\$500
Friends of Rosenberg Library 2310 Sealy Galveston, TX 77550	\$100
Friends of West University Parks 4210 Bellaire Rd Houston, TX 77025	\$100
Galveston Academic Excellence Booster Club P. O. Box 3493 Galveston, TX 77552-3493	\$100
Galveston Arts Center 2501 Market Street Galveston, TX 77550	\$1,500
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	\$100
Galveston College Foundation 4015 Ave Q Galveston, TX 77550-	\$1,150
Galveston College 4015 Avenue Q Galveston, TX 77550-	\$500
Galveston County Food Bank 824 4th St. Ave North Texas City, TX 77590	\$1,250
Galveston County Teen Parenting Coalition c/o Carla Geters P. O. Box 2225 Texas City, TX 77592-2225	\$50
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	\$10,850
Galveston Independent School District P. O. Box 860 Galveston, TX 77553-	\$500
Galveston Island Oktoberfest, Inc. 2415 Ave G Galveston, TX 77550	\$100
Galveston ISD Educational Foundation P. O. Box 860 Galveston, TX 77553	\$3,450
Galveston Island Humane Society, Inc. 6814 Broadway Galveston, TX 77551	\$16,250
Galveston Island Meals on Wheels, Inc 2803 53rd St Galveston, TX 77551	\$800
Galveston Island Nature Tourism Council P. O. Box 1468 Galveston, TX 77553	\$500
Galveston Sustainable Communities Alliance c/o Ms Angela Brown 306 21st St. #180 Galveston, TX 77550	\$1,250
The Galveston Symphony Orchestra PO Box 16687 Galveston, TX 77552	\$1,300

Schedule 1
2014 Grants and Matching Gifts

Georgetown Day School 4530 MacArthur Blvd., NW Washington, DC 20007	\$3,000
GiveWell 182 Howard St. #2 San Francisco, CA 94105	\$1,000
GLIDE 330 Ellis St San Francisco, CA 94102	\$1,000
Goodwill Industries 1140 West Loop North Houston, TX 77055	\$100
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550-	\$7,122
Ginnell College P O Box 805 Grinnell, IA 50112	\$750
Gulf Coast Big Brothers-Big Sisters, Inc 1413 Tremont Galveston, TX 77550	\$25
Habitat for Horses P. O. Box 213 Hitchcock, TX 77563	\$1,000
Houston Habitat for Humanity 3750 N. McCarty Houston, TX 77029	\$150
Habitat for Humanity of San Antonio 311 Probandt San Antonio, TX 78204	\$1,000
Harris County Hospital District Foundation 2525 Holly Hall St., Ste 235 Houston, TX 77054-4124	\$100
Heaven for Hope 1 Haven for Hope Way San Antonio, TX 78207	\$1,000
Heifer International 1 World Ave Little Rock, AR 72220-2863	\$250
Hermann Park Conservancy 6201 A Hermann Park Dr Houston, TX 77030	\$100
Houston Achievement Place 245 W 17th. Houston, TX 77008-	\$100
Houston Area Women's Center 1010 Waugh Houston, TX 77019-	\$250
Houston BARC Foundation P. O. Box 22568 Houston, TX 77227-2568	\$400
Houston Center for Literacy 2401 Portsmouth Suite 230 Houston, TX 77098	\$100
Houston Compass, Inc 1117 Texas Ave Houston, TX 77002	\$100
Houston Food Bank 535 Portwell St Houston, TX 77029-1332	\$350
Houston Grand Opera 510 Preston Houston, TX 77002-	\$250
Houston Hospice 1905 Holcombe Houston, TX 77030-4123	\$100
Houston Museum of Natural Science Development Office P O Box 200425 Houston, TX 77216	\$100
Houston Parks Board 300 North Post Oak Lane Houston, TX 77024	\$100

Schedule 1
2014 Grants and Matching Gifts

Houston Public Media Foundation P O Box 4399 Houston, TX 77210-4399	\$50
Houston SPCA 900 Portway Drive Houston, TX 77024-8022	\$100
Houston Symphony 815 Louisiana St Houston, TX 77002-9997	\$100
Inprint, Inc. 1520 West Main Houston, TX 77006	\$100
Island Etc 2317 Ships Mechanic Row Galveston, TX 77550	\$7,000
Isles, Inc. 10 Wood Street Trenton, NJ 08618	\$2,500
Jarrow School, Inc 3900 Orange Ct Boulder, CO 80304	\$3,000
The Jesse Tree P O Box 575 Galveston, TX 77550-1433	\$1,000
JF Kapnek Charitable Trust Pediatric Aids Fund Zimbabwe 938 Dewing Ave., Ste. E3 Lafayette, CA 94549	\$2,000
The Joseph Banks Society c/o Chapel and York Ltd 100 N West St., Suite 1200 Wilmington, DE 19801	\$5,000
Justin Siena High School 4026 Maher St Napa, CA 94558	\$4,250
Khan Academy Inc P O Box 1630 Mountain View, CA 94042	\$500
KickStart Kids 10260 Westheimer Ste 340 Houston, TX 77018	\$100
Kids4Kids 146 Park Dr San Antonio, TX 78212	\$1,000
Lady Bird Johnson Wildflower Center P O Box 718 San Antonio, TX 78293-0718	\$100
Literacy San Antonio P O Box 460176 San Antonio, TX 78246	\$5,000
The Luke Society PO Box 16194 Galveston, TX 77552-6194	\$500
Marion Institute 202 Spring St Marion, MA 02738	\$1,000
Medecins sans Frontieres 333 7th Ave 2nd FL New York, NY 10001-5004	\$5,000
Memorial Park Conservancy, Inc 6501 Memorial Dr Houston, TX 77007	\$100
Menil Foundation 1511 Brainerd Houston, TX 77006	\$545
Michael J. Fox Foundation for Parkinson's Research Church Street Station P O Box 780 New York, NY 10008-0780	\$2,500
Milo Foundation P O Box 6625 Albany, CA 94708	\$1,000

Schedule 1
2014 Grants and Matching Gifts

Museum of Fine Arts Houston P. O. Box 6826 Houston, TX 77265	\$250
National Parks Conservation Association P. O. Box 97202 Washington, DC 20077-7431	\$100
Nau Center for Texas Cultural Heritage P. O. Box 3404 Houston, TX 77253-3404 Canada	\$100
Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401-3233	\$100
Northern California Public Broadcasting 2601 Mariposa St San Francisco, CA 94110	\$5,000
One Million Degrees 226 W Jackson Chicago, IL 60606	\$2,000
Our Lady of Peace Catholic Church 1311 3rd St. Greeley, CO 80631	\$800
Parent Teacher Organization of Northampton High School 380 Elm St Northampton, MA 01060-2815	\$2,000
Parent-Teacher Organization of John F Kennedy Middle School, Inc 100 Bridge Rd Florence, MA 01062-4504	\$1,500
Parkside Community Montessori School 3207 Slaughter Lane Austin, TX 78748	\$8,500
Partners in Health P. O. Box 845578 Boston, MA 02284-5578	\$5,000
Pink Ribbon Project 2449 S Blvd #100 Houston, TX 77098	\$50
Planned Parenthood Federation of America, Inc Development Office 434 West 33rd St - 11th Fl New York, NY 10001	\$100
Planned Parenthood Gulf Coast 4800 Gulf Freeway Houston, TX 77023	\$900
Planned Parenthood of Metropolitan Washington 1108 18th St. NW Washington, DC 20038	\$8,500
Planned Parenthood South Texas 104 Babcock Rd San Antonio, TX 78201-2900	\$5,000
Preservation Houston 3272 Westheimer Rd Ste 2 Houston, TX 77098	\$100
Quaker City String Band 1943 South 3rd St. Philadelphia, PA 19148	\$250
Resource and Crisis Center PO Box 1545 Galveston, TX 77553	\$1,500
Ronald McDonald House of Galveston 301 14th St Galveston, TX 77550	\$3,000
The Rose 5420 West Loop S Ste 3300 Bellaire, TX 77401	\$250
The Rosedale Conservancy 3518 Newark St. NW Washington, DC 20018	\$1,000
Rosenberg Library 2310 Seely Galveston, TX 77550-	\$2,100

Schedule 1
2014 Grants and Matching Gifts

Safe Passage 81 Bridge St. Suite 104 Yarmouth, ME 04096	\$100
Salvation Army - Greater Houston 1500 Austin St Houston, TX 77002-7708	\$100
San Antonio Academy 117 E French San Antonio, TX 78212-5802	\$250
San Antonio Food Bank 5200 Old Highway 90 West San Antonio, TX 78227	\$250
Saton, Inc. 2503 Seely Galveston, TX 77550	\$1,450
Scenic Houston 3015 Richmond, Suite 220 Houston, TX 77068	\$100
Scout's Honor Rescue 1302 Waugh Dr Box 245 Houston, TX 77019	\$400
Search Homeless Services 2505 Fannin Houston, TX 77002	\$100
Servicenet, Inc 129 King St Northampton, MA 01060-3258	\$1,000
Sheltering Arms 3838 Aberdeen Way Houston, TX 77025	\$100
Skagit Land Trust P. O. Box 1017 Mount Vernon, WA 98273	\$500
SMART Family Literacy, Inc. 1713 Driftwood Lane Galveston, TX 77551	\$500
Southern Poverty Law Center P. O. 5632 Montgomery, AL 36177-7459	\$500
Southwest School of Art & Craft 300 Augusta San Antonio, TX 78205-1298	\$500
SPCA of Texas 2400 Lone Star Dr Dallas, TX 75212	\$200
Special Olympics Texas P O Box 143806 Austin, TX 78714-3806	\$300
St. Catherine's Montessori 9821 Timberside Houston, TX 77025	\$250
St. John's School Development Office 2401 Claremont Lane Houston, TX 77019	\$4,500
St. Mary's Hall P O Box 33430 San Antonio, TX 78265-9974	\$2,500
St. Vincent's House 2817 Alfreda Houston Pl Galveston, TX	\$3,150
Stages, Inc 3201 Allen Parkway Suite 101 Houston, TX 77019-	\$100
Star of Hope Mission P O. Box 1505 Houston, TX 77251-1505	\$100
Sundance Institute 1825 Three Kings Park City, UT 84060	\$100

Schedule 1
2014 Grants and Matching Gifts

Teach for America, Inc 2 Greenway Plaza Suite 500 Houston, TX 77046	\$300
Temple B'nai Israel 3008 Ave. O Galveston, TX 77550-	\$1,000
Texas Access Foundation 1414 Colorado Austin, TX 78701	\$200
Texas Biomedical Research Institute P O Box 760549 San Antonio, TX 78245	\$950
Trees for Houston P O Box 270477 Houston, TX 77277	\$550
Trinity Episcopal School 720 Tremont Galveston, TX 77550-	\$75
Trustees of the Forbes Library 20 West St Northampton, MA 01080	\$500
United Ministry to the Port of Galveston, Inc 221 20th St. Galveston, TX 77550-	\$100
United Way of Greater Houston P O Box 3247 Houston, TX 77253	\$700
United Way of Weld County 814 8th Greeley, CO 80631	\$1,700
University of Houston Houston Public Radio P. O. Box 4415 Houston, TX 77210	\$1,100
The University of Texas Medical Branch - Institute of Med Humanities Office of University Advancement 301 University Blvd Galveston, TX 77555-0822	\$1,000
The University of Texas Medical Branch - School of Allied Health Sciences Office of University Advancement 301 University Blvd. Galveston, TX 77555-0822	\$500
The University of Texas Medical Branch Office of University Advancement 301 University Blvd Galveston, TX 77555-0147	\$800
UNLV Foundation Law School 4505 S Maryland Parkway Box 451003 Las Vegas, NV 89153-1003	\$10,000
Urban Harvest 2311 Canal St., Ste 200 Houston, TX 77003	\$500
Utica College 1800 Burrstone Road Utica, NY 13502	\$250
Valley Zoological Society 500 Ringgold St Brownsville, TX 78520	\$250
Washington Hospital Center Foundation 110 Irving St., NW Room EB-1001 Washington, DC 20010	\$2,500
Willow Waterhole Greenspace Conservancy, Inc PO BOX 35678 Houston, TX 77235	\$200
WNYC Radio P O Box 1550 New York, NY 10118-1550	\$488
Women's International Network for Guatemalan Solutions 1043 Grand Ave #289 St Paul, MN 55105	\$300

Schedule 1
2014 Grants and Matching Gifts

Woodley House, Inc. 1406 N Capitol St NW Washington, DC 20002-3342	\$4,000
Workshop Houston P. O. Box 88365 Houston, TX 77288	\$250
World Monuments Fund 350 Fifth Ave. Suite 2412 New York, NY 10018-2494	\$4,000
Yes Prep Public Schools 6201 Bonhomme Suite 168 N Houston, TX 77036	\$1,500
Total	\$ 1,985,222

Bolded names - Grants
Unbolded names - Matching Gifts