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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 10-01-2014, and ending 09-30-2015

Name of foundation HUMPHREYS FOUNDATION
A Employer identification number 74-6061381
B Telephone number (see instructions) (936) 336-3321
C If exemption application is pending, check here
G Check all that apply
H Check type of organization
I Fair market value of all assets at end of year
J Accounting method

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	25	25	25	25	
	2	Savings and temporary cash investments	468,752	145,936	145,936	145,936	
	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)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ 169,659 Less accumulated depreciation (attach schedule) ▶ _____	169,659	169,659	1,001,740		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	18,011,754	17,850,447	20,672,767		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	20,446	13,555	13,337			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,670,636	18,179,622	21,833,805			
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				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	16,181,330	15,690,316			
	25	Temporarily restricted					
	26	Permanently restricted	2,489,306	2,489,306			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	18,670,636	18,179,622				
31	Total liabilities and net assets/fund balances (see instructions)	18,670,636	18,179,622				

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	18,670,636
2	Enter amount from Part I, line 27a	2	-484,351
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	18,186,285
5	Decreases not included in line 2 (itemize) ▶ _____	5	6,663
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,179,622

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)
1 a 3733 732 Sh Vanguard Inst Index Fund	P	2013-06-27	2015-01-09
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 700,000		563,062	136,938
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			136,938
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	136,938
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))
2013	1,098,283	21,200,621	000 051804
2012	982,638	18,720,765	000 052489
2011	828,822	17,442,299	000 047518
2010	813,928	16,636,083	000 048925
2009	477,240	16,486,060	000 028948
2 Total of line 1, column (d).			2 000 229684
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			3 000 045937
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 22,893,740
5 Multiply line 4 by line 3.			5 1,051,670
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 7,834
7 Add lines 5 and 6.			7 1,059,504
8 Enter qualifying distributions from Part XII, line 4.			8 1,267,732

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 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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,834
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	7,834
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	7,834
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	13,337
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	13,337
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,503
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 5,503 Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of _____ Telephone no (936) 336-3321 Located at 1901 COS STREET LIBERTY TX ZIP+4 77575			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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			
1b	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		
1c	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
LINDA BERTMAN PO BOX 572071 HOUSTON, TX 77257	P 000 00	0		
ROBERT WALL 315 TEAKWOOD LANE HOUSTON, TX 77024	VP, T 000 00	0		
LOUIS B PAINE 173 SAGE ROAD HOUSTON, TX 77056	VP, S 000 00	0		

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

(a) Name and address of each employee paid more than \$50,000	(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

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

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 N/A	0
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 **▶**

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	21,990,598
b	Average of monthly cash balances.	1b	250,038
c	Fair market value of all other assets (see instructions).	1c	1,001,740
d	Total (add lines 1a, b, and c).	1d	23,242,376
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	23,242,376
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input type="checkbox"/>	4	348,636
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,893,740
6	Minimum investment return. Enter 5% of line 5.	6	1,144,687

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	1,144,687
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	7,834
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,834
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,136,853
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,136,853
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	1,136,853

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 <input type="checkbox"/>	1a	1,267,732
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	1,267,732
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	7,834
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,259,898

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				1,136,853
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.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013. 15,750				
f Total of lines 3a through e.	15,750			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>1,267,732</u>				
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.				1,136,853
e Remaining amount distributed out of corpus	130,879			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,629			
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	146,629			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013. 15,750				
e Excess from 2014. 130,879				

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))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

DORIS PETERS MANAGER
PO BOX 550
LIBERTY, TX 77575
(936) 336-3321

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

SEE STATEMENT 1

c Any submission deadlines

ANNUAL MEETING IN SEPTEMBER

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

SEE STATEMENT 1A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 1,249,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

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... [] 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: 2016-02-02 Title: ***** May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: Rayford G Smith Preparer's Signature: Date: 2016-02-02 Check if self-employed: [] PTIN: Firm's name: WIGGINS & SMITH CPA's Firm's address: 715 MAIN LIBERTY, TX 77575 Firm's EIN: Phone no: (936) 336-6661

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>				
AD Players 2710 W Alabama Houston, TX 77098	None	PC	Production The 39 Steps The Miracle Worker	75,000
Alley Theatre 615 Texas Ave Houston, TX 77002	None	PC	Production Tristan Yseult, Artistic Enhancement	325,000
Cantare Houston PO Box 667457 Houston, TX 77266	None	PC	Production One work, One Song A Celebration of our Common Language	10,000
The Center for the Performing Arts - Woodlands 27220 Glen Loch Drive The Woodlands, TX 77381	None	PC	Production Junie B in Jingle Bells, Batman Smells	10,000
Da Camera Chamber Music and Jazz 1427 Branard Houston, TX 77006	None	PC	Production Inventors Exploreres	10,000
The Ensemble Theatre 3535 Main Street Houston, TX 77002	None	PC	Production Fly	10,000
Express Children's Theatre PO Box 980817 Houston, TX 77098	None	PC	Production Little Scrooge	5,000
The Gilbert & Sullivan Society of Houston PO Box 741267 Houston, TX 77274	None	PC	Production The Pirates of Penzance	4,000
The Grand 1894 Opera House 2020 Post Office Galveston, TX 77550	None	PC	Production Jekyl and Hyde	15,000
Houston Ballet PO Box 130487 Houston, TX 77219	None	PC	Production A Midsummer Nights Dream	20,000
Houston Children's Chorus 1011 Holman Street Houston, TX 77004	None	PC	Summer Pops Concert	10,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	None	PC	Production Cosi fan tutte The Part is Never finished	200,000
Houston Masterworks Chorus 4119 Montrose Blvd Suite 260 Houston, TX 77006	None	PC	Production Houston Masterworks Chorus	10,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	None	PC	Production The Abduction form the Seraglio	75,000
Lamar University PO Box 10044 Beaumont, TX 77710	None	GOV	Drama Scholarships	10,000
Total				1,249,000

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>				
Lee College 200 Lee Drive Baytown, TX 77520	None	GOV	Drama Scholarships	10,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	None	PC	Production Putting It Together	25,000
Miller Outdoor Theatre PO Box 66267 Houston, TX 77266	None	PC	SEOP Dance Company of South Korea, A Mans Requiem	10,000
Opera in the Heights PO Box 7887 Houston, TX 77270	None	PC	Production La Clemenza di Tito	7,000
Sam Houston State University 1806 Avenue J Huntsville, TX 77340	None	GOV	Kalita Humphreys Theatre Scholarships	10,000
Shepherd School of Music PO Box 1892 Houston, TX 77251	None	GOV	Vocal Coaching Major Student Scholarships	25,000
Society for the Performing Arts 615 Louisiana Houston, TX 77002	None	PC	Production The Illusionists Scottish Ballet	60,000
Stages Retertory Theatre 3201Allen Parkway Suite 101 Houston, TX 77002	None	PC	Production The Spirtualist Mack and Mabel	75,000
Theater LaB Houston 1706 Alamo Houston, TX 77007	None	PC	Production Vanities The Musical	20,000
Theater Under the Stars 4235 San Felipe Houston, TX 77006	None	PC	Production Joseph and the Amazing Technicolor Dreamcoat	170,000
University of Houston Dept of Theatre and Dance 4800 Calhoun Road Houston, TX 77004	None	GOV	Drama Theatre Scholarships	10,000
University of St Thomas 3812 Montrose Blvd Houston, TX 77006	None	PC	Drama Scholarships	10,000
The Valley Players PO Box 1063 Liberty, TX 77575	None	PC	Production A Tuna Christmas	23,000
Young Audiences of Houston 1310McDuffie Suite 22 Houston, TX 77019	None	PC	Performances on Liberty ISD	5,000
Total				1,249,000

TY 2014 Accounting Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIGGINS SMITH, CPAs	6,770	5,770		1,000

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

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
3733 732 Sh Vanguard Inst Index Fund	2013-06	P	2015-01		700,000	563,062	Cost		136,938	

TY 2014 General Explanation Attachment

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

TY 2014 Investments - Land Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A-34, Und. 1/4 int. - 5 acres	188		188	1,000
1/8 int. in 87.5 ac.	1,094		1,094	5,900
A-159, 0.14 acre	10		10	
undivided interest in 66.9 acres	32,935		32,935	514,840
Producing Mineral and Royalty Interests	77,223		77,223	420,000
Non-Producing Mineral/Royalty Interests	58,209		58,209	60,000

TY 2014 Investments - Other Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Vanguard Institutional Index Fund	AT COST	17,850,447	20,672,767

TY 2014 Legal Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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TY 2014 Other Assets Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARGCA Patronage Equity	446	218	
Prepaid Federal Income Tax	20,000	13,337	13,337

TY 2014 Other Decreases Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Description	Amount
Year Ended 9/30/2014 Federal Excise Tax Paid	6,663

TY 2014 Other Expenses Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	808	404		404
Telephone	2,091	1,046		1,045
Management Fees	27,600	13,800		13,800
Office Rent	4,020	2,010		2,010
Office Expense	946	473		473

TY 2014 Other Income Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	151,133	151,133	

TY 2014 Taxes Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate tax not included in line 20	8,647	8,647		

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2013

FORM 990-PF SCHEDULE

PART XV, PAGE 9 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

GUIDELINES FOR WRITING A GRANT REQUEST

Grants are restricted to the **PRODUCTION COSTS ONLY** of plays and performances in the field of dramatic arts

- I Brief Statement summarizing grant requests
 - a Name of the specific project for which grant is requested
 - b Funds on hand or pledged and any matching grants
 - c Specific amount of requested grant
 - d List of scheduled performances

- II Background information on organization requesting funds
 - a Name and purpose of organization
 - b Financial information
 - 1 Current operating budget
 - 2 Copy of latest tax return
 - c An I R S statement indicating the type of exempt classification the organization holds and all subsequent communication concerning exempt status
 - d Statement from administrator that no funds granted to the organization will be used for prohibited activities
 - e List of Board of Directors and Artistic Director (No resumes please)

- III Please be as brief and precise as possible and submit ONE copy of your request

- IV Do Not Send any press releases, play bills, magazines, etc

- V Grant requests must be received between July 1st and August 15th each year in order to be considered at our annual Trustees meeting held in September All approved grants will be funded during our fiscal year, October 1 through September 30, of each year

Mail requests to The Humphreys Foundation
 P O Box 550
 Liberty, Texas 77575

Please review carefully as any grant request not complying with these guidelines will not be considered for approval

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2013

FORM 990-PF SCHEDULE

PART XV, PAGE 9 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

STATEMENT REGARDING
NEW CONDITION ON FOUNDATION GRANTS
TO COLLEGES AND UNIVERSITIES

Taxpayer The Humphreys Foundation

Employer ID Number 74-6061381

Attachment To Form 990-PF for Fiscal Year Ended September 30, 2012

The Humphreys Foundation (the "Foundation") makes some of its grants to colleges and universities which, in turn, use the grant money to award scholarships to students studying drama or dance under the supervision of the grantee educational institutions. The Foundation does not participate in the selection of the ultimate student recipients of the scholarships, nor is there any agreement whereby the Foundation may cause the selection of an individual grantee by a college or university.

The Trustees of the Foundation recently decided to impose a condition on grants to colleges and universities that any scholarships awarded by the colleges and universities will be made only to students who are citizens of the United States, unless the Foundation's written approval of a waiver of this condition is obtained. This condition is to be effective commencing with grants made to colleges and universities for the 1988-1989 school year.