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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

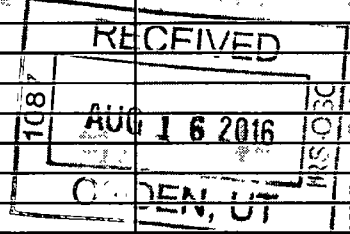
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>BP FOUNDATION INCORPORATED</b>		A Employer identification number <b>36-6046879</b>
Number and street (or P O box number if mail is not delivered to street address) <b>501 WESTLAKE PARK BLVD.</b>	Room/suite	B Telephone number <b>(281) 892-7301</b>
City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON, TX 77079</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply Initial return Final return <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change	Initial return of a former public charity Amended return	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 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust 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) \$ <b>6,626,111.</b> (Part I, column (d) must be on cash basis)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	5,700,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,920.	16,920.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,651.			
	b Gross sales price for all assets on line 6a	28,553,138.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	5,712,269.	16,920.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	347,514.	0.		380,430.
	14 Other employee salaries and wages	21,486.	0.		22,170.
	15 Pension plans, employee benefits	88,509.	0.		98,058.
	16a Legal fees STMT 1	818.	0.		818.
	b Accounting fees STMT 2	37,510.	0.		37,510.
	c Other professional fees STMT 3	48,598.	27,007.		22,079.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	28,424.	0.		41,856.
	22 Printing and publications				
	23 Other expenses STMT 4	215,553.	0.		210,022.
	24 Total operating and administrative expenses. Add lines 13 through 23	788,412.	27,007.		812,943.
	25 Contributions, gifts, grants paid	9,911,373.			9,911,373.
26 Total expenses and disbursements. Add lines 24 and 25	10,699,785.	27,007.		10,724,316.	
27 Subtract line 26 from line 12	-4,987,516.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		



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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,518,700.	6,622,839.	6,622,839.
	3 Accounts receivable ▶ 1,004.			
	Less: allowance for doubtful accounts ▶	9,354.	1,004.	1,004.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	785,480.		
	b Investments - corporate stock			
	c Investments - corporate bonds	4,179,936.		
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	175,681.			
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <b>PREPAID EXCISE TAX</b> )	296.	2,268.	2,268.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,669,447.	6,626,111.	6,626,111.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	230,176.	167,997.	
	18 Grants payable	5,673,474.	5,103,065.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <b>GRANTS PAYABLE</b> )	1,550,342.	1,925,102.	
23 <b>Total liabilities</b> (add lines 17 through 22)	7,453,992.	7,196,164.		
<b>Net Assets or Fund Balances</b>	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	Unrestricted	4,215,455.	-570,053.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here 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 <b>Total net assets or fund balances</b>	4,215,455.	-570,053.		
31 <b>Total liabilities and net assets/fund balances</b>	11,669,447.	6,626,111.		

**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	4,215,455.
2 Enter amount from Part I, line 27a	2	-4,987,516.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 5</b>	3	202,008.
4 Add lines 1, 2, and 3	4	-570,053.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-570,053.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>				<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
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 28,553,138.		28,557,789.	-4,651.			
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			-4,651.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-4,651.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	14,180,695.	16,627,316.	.852855
2013	19,209,009.	32,789,162.	.585834
2012	18,344,228.	51,863,011.	.353705
2011	21,032,886.	70,731,879.	.297361
2010	32,158,399.	100,242,784.	.320805

2 Total of line 1, column (d)	2	2.410560
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	.482112
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,057,525.
5 Multiply line 4 by line 3	5	2,920,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	2,920,405.
8 Enter qualifying distributions from Part XII, line 4	8	10,724,316.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	<b>Credits/Payments</b>		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,201.
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	70.
7	<b>Total credits and payments.</b> Add lines 6a through 6d	7	2,271.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,271.
11	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	2,271.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ LOREAL JILES Telephone no. ▶ (832) 664-2214 Located at ▶ 501 WESTLAKE PARK BLVD., HOUSTON, TX ZIP+4 ▶ 77079		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly) <ul style="list-style-type: none"> <li>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</li> <li>(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</li> <li>(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</li> </ul>		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): <ul style="list-style-type: none"> <li>a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____</li> <li>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A</li> <li>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____</li> </ul>	2b	
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 2015 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 2015) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
*If "Yes," attach the statement required by Regulations section 53.4945-5(d)*
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
*If "Yes" to 6b, file Form 8870*
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

5b	X	
6b		X
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		347,514.	80,145.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHARITIES AID FOUNDATION WEST MAILING, KENT ME 19 4TA, UNITED KINGDOM THE JK GROUP, INC. PLAINSBORO, NJ 08536	MATCHING GIFT ADMIN	105,234.
	MATCHING GIFT ADMIN.	78,027.

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

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	768,191.
b	Average of monthly cash balances	1b	5,381,581.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,149,772.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,149,772.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,247.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,057,525.
6	Minimum investment return. Enter 5% of line 5	6	302,876.

**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	302,876.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	302,876.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	302,876.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	302,876.

**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	10,724,316.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,724,316.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,724,316.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				302,876.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010	27,179,900.			
b From 2011	17,566,653.			
c From 2012	15,762,783.			
d From 2013	17,574,529.			
e From 2014	13,353,731.			
f Total of lines 3a through e	91,437,596.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 10,724,316.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				302,876.
e Remaining amount distributed out of corpus	10,421,440.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	101,859,036.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	27,179,900.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	74,679,136.			
10 Analysis of line 9				
a Excess from 2011	17,566,653.			
b Excess from 2012	15,762,783.			
c Excess from 2013	17,574,529.			
d Excess from 2014	13,353,731.			
e Excess from 2015	10,421,440.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE**

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

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

**N/A**

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

**N/A**

c Any submission deadlines:

**N/A**

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

**N/A**

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
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)					
<i>a Paid during the year</i>					
SEE ATTACHED STATEMENT		N/A			9,911,373.
<b>Total</b>				<b>▶ 3a</b>	9,911,373.
<i>b Approved for future payment</i>					
NONE					
<b>Total</b>				<b>▶ 3b</b>	0.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2015**

Name of the organization

BP FOUNDATION INCORPORATED

Employer identification number

36-6046879

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization <b>BP FOUNDATION INCORPORATED</b>	Employer identification number <b>36-6046879</b>
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**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BP AMERICA INC.  501 WESTLAKE PARK BLVD.  HOUSTON, TX 77079-2604	\$ 5,700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BP FOUNDATION INCORPORATED</b>	Employer identification number <b>36-6046879</b>
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**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization <b>BP FOUNDATION INCORPORATED</b>	Employer identification number <b>36-6046879</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	818.	0.		818.
TO FM 990-PF, PG 1, LN 16A	818.	0.		818.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX FEES	14,250.	0.		14,250.
AUDIT FEES	23,260.	0.		23,260.
TO FORM 990-PF, PG 1, LN 16B	37,510.	0.		37,510.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	4,657.	4,657.		0.
CUSTODIAN FEE	22,350.	22,350.		0.
CONSULTING FEES	21,591.	0.		22,079.
TO FORM 990-PF, PG 1, LN 16C	48,598.	27,007.		22,079.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MATCHING GIFT ADMINISTRATION	204,098.	0.		193,725.
MISCELLANEOUS EXPENSE	11,455.	0.		16,297.
TO FORM 990-PF, PG 1, LN 23	215,553.	0.		210,022.

BP FOUNDATION INCORPORATED

36-6046879

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FORM 990-PF    OTHER INCREASES IN NET ASSETS OR FUND BALANCES    STATEMENT 5

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN FOR YEAR	6,358.
ADJUSTMENT FOR CASH BASIS CONTRIBUTIONS, GIFTS AND GRANTS PAID	195,650.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>202,008.</u>

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 6  
    TRUSTEES AND FOUNDATION MANAGERS

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NORMAN CHRISTIE 5-5A QUEEN'S PARK WEST, P.O. BOX 714 PORT OF SPAIN, TRINIDAD AND TOBAGO	CHAIRMAN AND DIRECTOR 0.50	0.	0.	0.
DON ELDRED 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	CHIEF FINANCIAL OFFICER AND DIRECTOR 0.50	0.	0.	0.
IRIS M. CROSS 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	EXECUTIVE DIRECTOR 20.00	132,918.	43,412.	0.
ANSHUL MATHUR BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI, INDIA 400051	DIRECTOR 0.50	0.	0.	0.
MARTA VASEL 501 WESTLAKE PARK BLVD., HOUSTON, TX 77079	DIRECTOR 0.50	0.	0.	0.
RAY C. DEMPSEY 1101 NEW YORK AVENUE, N.W., WASHINGTON, DC 20005	PRESIDENT AND DIRECTOR 0.50	0.	0.	0.
SHERRY L. STRASNER 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	ASSOCIATE DIRECTOR (RESIGNED 7/31/15) 40.00	214,596.	36,733.	0.
PATRICE HENRY 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	ASSOCIATE DIRECTOR 0.50	0.	0.	0.
LORI WITTLIN 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	GENERAL TAX OFFICER 0.50	0.	0.	0.
NIKE THORPE 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	CORPORATE SECRETARY 0.50	0.	0.	0.

BP FOUNDATION INCORPORATED

36-6046879

BRENDA H. PENNINGTON  
501 WESTLAKE PARK BLVD  
HOUSTON, TX 77079

ASSISTANT SECRETARY  
0.50

0. 0. 0.

MARK E. THOMPSON  
30 S. WACKER DRIVE  
CHICAGO, IL 60606

TREASURER  
0.50

0. 0. 0.

DONALD L. KETTERING  
30 S. WACKER DRIVE  
CHICAGO, IL 60606

ASSISTANT TREASURER  
0.50

0. 0. 0.

HANS BOAS  
501 WESTLAKE PARK BLVD  
HOUSTON, TX 77079

LEGAL COUNSEL  
0.50

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

347,514. 80,145. 0.

**Substantiation of Exercise of Expenditure Responsibility**

Organizations BP Foundation Incorporated  
 TIN 36-6046879  
 Tax Year Ended December 31, 2015

**Form 990-PF, Part VII-B, Line 5c**

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Georgia Red Cross Tbilisi, Georgia	\$2,314.35	7/30/2015	Matching grant (employee contributions) for the Tbilisi, Georgia flood relief effort	\$2,314.35	No	July - 2015	See footnote
Georgia Red Cross Tbilisi, Georgia	\$50,000.00	6/24/2015	Humanitarian aid for the Tbilisi, Georgia flood relief - disaster relief effort	\$50,000.00	No	Jan-2016	See footnote
Maecenata Management Munich, Germany	\$1,212,497.89	4 quarterly payments	Matching grants to 100's of schools, community, health and human service organizations	\$1,212,497.89	No	Reports to substantiate matching payout are received quarterly	See footnote
Paragon Charitable Trust Mumbai, India	\$46,858.00	10/7/15	In support of an educational initiative to train potential teachers focused on math and science and sourced from disadvantaged areas in India.	\$46,858.00	No	Aug-2015	See footnote

Footnote BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
United Way of India Mumbai, India	\$2,700 00	2/6/2015	Matching grant (employee contributions) for the 2014 Jammu and Kashmir floods disaster relief effort	\$2,700 00	No	Jan-2015	See footnote

Footnote BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made

**BP FOUNDATION INCORPORATED  
GRANTS AND CONTRIBUTIONS PAID  
YEAR ENDED DECEMBER 31, 2015**

**Domestic Grants and Contributions**

<u>Organization</u>	<u>City</u>	<u>State</u>	<u>Type of Charity</u>	<u>Amount</u>	<u>Foundation Status of Recipient</u>
American Red Cross - Northwest Region	Blaine	WA	Public	\$25,000 00	PC
American National Red Cross - State of TX and houston flood relief	Houston	TX	Public	\$100,000 00	PC
The American Red Cross - California Wildfires	La Palma	CA	Public	\$25,000 00	PC
The American Red Cross - Tornadoes in Dekalb and Ogle Counties	Chicago	IL	Public	\$10,000 00	PC
The American Red Cross of Central South Carolina - South Carolina Floods	Charleston	SC	Public	\$50,000 00	PC
JK Group	Princeton	NJ	Public	\$5,473,066 43	PC
National Action Council for Minorities in Engineering, Inc	White Plains	NY	Public	\$325,000 00	PC
International Federation of Red Cross and Red Crescent Societies at the United Nations, Inc	New York	NY	Public	\$29,440 00	PC
National Merit Scholarship Corporation	Evanston	IL	Public	\$373,245 00	PC
Charities Aid Foundation	Alexandria	VA	Public	\$2,136,250 83	PC
Houston Food Bank	Houston	TX	Public	\$25,000 00	PC
Rise International/Rise Angola	Northfield	IL	Public	\$25,000 00	PC
				\$8,597,002 26	
			Domestic Subtotal		

**International Grants and Contributions**

<u>Organization</u>	<u>City</u>	<u>Country</u>	<u>Type of Charity</u>	<u>Amount</u>	<u>Foundation Status of Recipient</u>
Maecenia Management	Munich	Germany	Public	\$1,212,497 89	NC
Paragon Charitable Trust	Mumbai	India	Public	\$46,858 00	NC
United Way of India	Mumbai	India	Public	\$2,700 00	NC
Georgia Red Cross Society - employee appeal	Tbilisi	Georgia	Public	\$2,314 35	NC
Georgia Red Cross Society - 2015 Tbilisi, Georgia flood relief	Tbilisi	Georgia	Public	\$50,000 00	NC
			International Subtotal	\$1,314,370 24	
			Grand Total	\$9,911,372 50	