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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation John D and Allie Lea Orton Foundation CO Michael Blain		A Employer identification number 45-6781856	
Number and street (or P O box number if mail is not delivered to street address) 2200 Post Oak Blvd Floor 19		Room/suite	B Telephone number (see instructions) (713) 831-5791
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77056			
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,094,602		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)			

Part I Analysis of Revenue and Expenses		Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
		(a)	(b)	(c)	(d) (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				
	4 Dividends and interest from securities	32,365	32,365	32,365	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	189,677			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		191,658		
	8 Net short-term capital gain			2,206	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total.Add lines 1 through 11	222,042	224,023	34,571	
	13 Compensation of officers, directors, trustees, etc	23,902	20,902		3,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	4,065			4,065
	b Accounting fees (attach schedule).	3,462	1,731		1,731
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	31,429	22,633		8,796
	25 Contributions, gifts, grants paid	60,500			60,500
	26 Total expenses and disbursements.Add lines 24 and 25	91,929	22,633		69,296
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	130,113			
	b Net investment income (if negative, enter -0-)		201,390		
	c Adjusted net income(if negative, enter -0-)			34,571	

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	18,891	19,621	19,621
	2	Savings and temporary cash investments			
	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)	915,723	1,047,149	1,074,981
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	934,614	1,066,770	1,094,602	
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	934,614	1,066,770	
	25	Temporarily restricted			
	26	Permanently restricted			
	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)	934,614	1,066,770	
	31	Total liabilities and net assets/fund balances(see instructions)	934,614	1,066,770	

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	934,614
2	Enter amount from Part I, line 27a	2	130,113
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,043
4	Add lines 1, 2, and 3	4	1,066,770
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,066,770

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) 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	191,658
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	2,206

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))
2014	54,165		
2013	28,377	1,053,241	0 02694
2012			
2011			
2010			

2	Total of line 1, column (d).	2	0 026943
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 013472
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,132,880
5	Multiply line 4 by line 3.	5	15,262
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,014
7	Add lines 5 and 6.	7	17,276
8	Enter qualifying distributions from Part XII, line 4.	8	69,296

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 ☐ 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 ☒ and enter 1% of Part I, line 27b

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

764

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.

8

Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☐ **Refunded** ☐

1	2,014
2	
3	2,014
4	
5	2,014
6a	764
6b	
6c	
6d	
7	764
8	
9	1,250
10	
11	

Part VII-A

Statements 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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
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.

1b

No

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

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? *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

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

No

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

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?

6

No

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)
☒ 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? *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 2015 or the taxable year beginning in 2015 (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? Website address ▶N/A	13	Yes	
14	The books are in care of ▶Michael Blain Telephone no ▶(713) 831-5791 Located at ▶2200 Post Oak Blvd Floor 19 Houston TX ZIP+4 ▶77056			
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 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 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			
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		No
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? <input type="checkbox"/>	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 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 ▶ 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). <input type="checkbox"/>	2b		No
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) <input type="checkbox"/>	3b		No
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 2015?	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))?

☐ 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)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Kenneth Cummings 2605 Seventh Street Texas City, TX 77590	Co-Trustee 0 00	1,500		
Rodney Koenig 1301 McKinney Ste 5100 Houston, TX 770103095	Co-Trustee 0 00	1,500		
BBVA Compass Bank 2200 Post Oak Blvd 19th Floor Houston, TX 77056	Fnd Mgr 0 00	20,902		
Donald G Cummings 600 Hobbs Road Apt 911 League City, TX 77573	Co-Trustee 0 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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
NONE		

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	
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	1,130,876
b	Average of monthly cash balances.	1b	19,256
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,150,132
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	
3	Subtract line 2 from line 1d.	3	1,150,132
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,252
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,132,880
6	Minimum investment return. Enter 5% of line 5.	6	56,644

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	56,644
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	2,014
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,014
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	54,630
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	54,630
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	54,630

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	69,296
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	69,296
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	2,014
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	67,282

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				54,630
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.	6,884			
f Total of lines 3a through e.	6,884			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 69,296				
a Applied to 2014, 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).	0			
d Applied to 2015 distributable amount.				54,630
e Remaining amount distributed out of corpus	14,666			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,550			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	21,550			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.	6,884			
e Excess from 2015.	14,666			

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

4942(1)(3) or \sqcup 4942(1)(5)

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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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

Michael Blain
2001 Kirby Dr 4th Floor
Houston, TX 77019
(713) 831-5791
michael.blain@bbva.com

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

Written request, including Internal Revenue Service 501(c)(3) designation, most recent Form 990 and current Financial Statements

c Any submission deadlines

No

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

Awards are limited to Religious, Charitable or Educational in nature

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	60,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . .			14	32,365	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					189,677
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				32,365	189,677
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		222,042

[illegible]

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
4 0000 AT&T Inc	P	2012-07-16	2015-06-12
106 0000 AT&T Inc	P	2012-05-17	2015-06-12
96 0000 AT&T Inc	P	2012-07-16	2015-10-29
18 0000 AT&T Inc	P	2012-10-19	2015-10-29
14 0000 AT&T Inc	P	2012-11-07	2015-10-29
35 0000 AT&T Inc	P	2013-03-13	2015-10-29
89 0000 ABBOTT Laboratories	P	2012-07-16	2015-10-29
48 0000 ABBOTT Laboratories	P	2012-10-19	2015-10-29
75 0000 Allstate Corp	P	2012-05-17	2015-06-12
117 0000 Allstate Corp	P	2012-05-17	2015-10-29

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)
139		142	-3
3,675		3,542	133
3,202		3,407	-205
600		640	-40
467		477	-10
1,167		1,284	-117
4,002		2,797	1,205
2,158		1,529	629
5,043		2,471	2,572
7,312		3,854	3,458

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	
			-3
			133
			-205
			-40
			-10
			-117
			1,205
			629
			2,572
			3,458

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
17 0000 Alphabet Inc	P	2015-06-12	2015-10-29
32 0000 American Express	P	2012-05-17	2015-06-12
13 0000 Amgen Inc	P	2012-07-16	2015-06-12
45 0000 Amgen Inc	P	2012-10-19	2015-06-12
2 000 Amgen Inc	P	2012-10-19	2015-10-29
40 0000 Amgen Inc	P	2012-11-07	2015-10-29
15 0000 Amgen Inc	P	2013-03-13	2015-10-29
126 0000 Apple Computers Inc	P	2012-05-17	2015-06-12
46 0000 Bank of New York Mellon Corp	P	2012-07-16	2015-06-12
91 0000 Bank of New York Mellon Corp	P	2012-10-19	2015-06-12

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
12,554		9,294	3,260
2,538		1,802	736
2,032		1,007	1,025
7,034		3,925	3,109
327		174	153
6,541		3,426	3,115
2,453		1,368	1,085
16,059		9,612	6,447
2,007		1,005	1,002
3,970		2,257	1,713

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			3,260
			736
			1,025
			3,109
			153
			3,115
			1,085
			6,447
			1,002
			1,713

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
63 0000 Bank of New York Mellon Corp	P	2012-10-19	2015-10-29
139 0000 Bank of New York Mellon Corp	P	2012-11-07	2015-10-29
57 0000 Bank of New York Mellon Corp	P	2013-03-13	2013-10-29
10 0000 Secton Dickinson & Co	P	2012-05-17	2015-06-12
40 0000 Secton Dickinson & Co	P	2012-07-16	2015-06-12
8 0000 Secton Dickinson & Co	P	2012-07-16	2015-10-29
46 0000 Secton Dickinson & Co	P	2001-10-19	2015-10-29
21 0000 Secton Dickinson & Co	P	2013-03-13	2015-10-29
76 0000 Boston Properties Inc	P	2015-06-12	2015-10-29
76 0000 CVS Corp Com	P	2012-10-19	2015-06-12

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)
2,682		1,563	1,119
5,916		3,359	2,557
2,426		1,643	783
1,398		750	648
5,594		2,980	2,614
1,148		596	552
6,599		3,488	3,111
3,013		1,898	1,115
9,309		9,576	-267
7,772		3,518	4,254

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	
			1,119
			2,557
			783
			648
			2,614
			552
			3,111
			1,115
			-267
			4,254

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
73 0000 CVS Corp Com	P	2012-05-17	2015-06-12
5 0000 CVS Corp Com	P	2012-05-17	2015-10-29
2 0000 CVS Corp Com	P	2012-07-16	2015-10-29
19 0000 CVS Corp Com	P	2012-11-07	2015-10-29
53 0000 Caterpillar Inc	P	2012-05-17	2015-06-12
68 0000 Caterpillar Inc	P	2012-05-17	2015-10-29
4000 The Chemours Co	P	2015-06-12	2015-07-14
1000 The Chemours Co	P	2015-06-12	2015-07-24
6 0000 The Chemours Co	P	2015-06-12	2015-10-29
35 0000 Chevron Texaco	P	2012-05-17	2015-06-12

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)
7,465		3,304	4,161
518		226	292
207		96	111
1,970		889	1,081
4,646		4,676	-30
4,881		6,000	-1,119
5		7	-2
40		101	-61
3,492		3,541	-49

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	
			4,161
			292
			111
			1,081
			-30
			-1,119
			-2
			-61
			-49

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
10 0000 Chevron Texaco	P	2012-10-19	2015-06-12
48 0000 Chubb Corporation	P	2012-05-17	2015-06-12
23 0000 Chubb Corporation	P	2012-07-16	2015-06-12
26 0000 Chubb Corporation	P	2012-07-16	2015-10-29
44 0000 Chubb Corporation	P	2012-10-19	2015-10-29
11 0000 Chubb Corporation	P	2012-11-07	2015-10-29
17 0000 Chubb Corporation	P	2013-03-13	2015-10-29
115 0000 Cisco Systems Inc	P	2012-05-17	2015-06-17
89 0000 Cisco Systems Inc	P	2012-07-16	2015-06-17
105 0000 Cisco Systems Inc	P	2012-07-16	2015-10-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
998		1,136	-138
4,665		3,441	1,224
2,235		1,638	597
3,396		1,852	1,544
5,747		3,530	2,217
1,437		824	613
2,221		1,452	769
3,318		1,923	1,395
2,568		1,448	1,120
3,042		1,709	1,333

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-138
			1,224
			597
			1,544
			2,217
			613
			769
			1,395
			1,120
			1,333

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
92 0000 COCA COLA CO	P	2012-05-17	2015-06-12
5 0000 COCA COLA CO	P	2012-07-16	2015-06-12
54 0000 COCA COLA CO	P	2012-10-19	2015-06-12
60 0000 Consolidated Edison Inc	P	2012-05-17	2015-10-29
16 0000 Consolidated Edison Inc	P	2012-10-19	2015-10-29
49 0000 Consolidated Edison Inc	P	2012-11-07	2015-10-29
18 0000 Consolidated Edison Inc	P	2013-03-13	2015-10-29
455 0000 Corning Inc	P	2012-05-17	2015-06-12
62 0000 Corning Inc	P	2012-10-19	2015-06-12
156 0000 Corning Inc	P	2012-10-19	2015-10-29

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)
3,669		3,483	186
199		191	8
2,153		2,026	127
3,910		3,516	394
1,043		968	75
3,193		2,774	419
1,173		1,061	112
9,386		5,876	3,510
1,279		844	435
2,926		2,122	804

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	
			186
			8
			127
			394
			75
			419
			112
			3,510
			435
			804

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
108 0000 Corning Inc	P	2013-03-13	2015-10-29
62 0000 Deere & Co	P	2012-05-17	2015-06-12
79 0000 Deere & Co	P	2012-05-17	2015-10-29
78 0000 Walt Disney	P	2012-05-17	2015-06-12
17 0000 Walt Disney	P	2012-07-16	2015-06-12
77 0000 Walt Disney	P	2012-07-16	2015-10-29
5 0000 Walt Disney	P	2013-03-13	2015-10-29
90 0000 Du Pont E I De Nemours & Co	P	2013-10-28	2015-06-17
75/0000 Emerson Electric Co	P	2012-05-17	2015-06-17
37 0000 Emerson Electric Co	P	2012-07-16	2015-06-17

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)
2,026		1,375	651
5,735		4,539	1,196
6,195		5,784	411
8,561		3,483	5,078
1,866		815	1,051
8,849		3,693	5,156
575		286	289
6,250		5,549	701
4,366		3,485	881
2,154		1,663	491

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	
			651
			1,196
			411
			5,078
			1,051
			5,156
			289
			701
			881
			491

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
59 0000 Emerson Electric Co	P	2012-07-16	2015-10-29
65 0000 Exxon Mobil Corp	P	2012-05-17	2015-06-12
11 0000 Exxon Mobil Corp	P	2012-07-16	2015-06-12
9 0000 Exxon Mobil Corp	P	2012-10-19	2015-06-12
185 0000 General Electric	P	2012-05-17	2015-06-12
35 0000 General Electric	P	2012-07-16	2015-06-12
25 0000 Gilead Sciences Inc	P	2015-06-12	2015-10-29
68 0000 Hess Corp	P	2012-05-17	2015-06-12
12 0000 Hess Corp	P	2012-05-17	2015-10-29
61 0000 Hess Corp	P	2012-11-07	2015-10-29

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)
2,787		2,651	136
5,453		5,354	99
923		938	-15
755		829	-74
5,052		3,527	1,525
956		686	270
2,757		2,934	-177
4,572		3,093	1,479
690		546	144
3,505		3,233	272

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	
			136
			99
			-15
			-74
			1,525
			270
			-177
			1,479
			144
			272

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
133 0000 Intel Corp	P	2012-11-07	2015-06-12
91 0000 Intel Corp	P	2012-07-16	2015-06-12
119 0000 Intel Corp	P	2012-07-16	2015-10-29
30 0000 International Buiness Machines Corp	P	2012-07-16	2015-06-12
7 0000 International Buiness Machines Corp	P	2012-11-19	2015-06-12
26 0000 International Buiness Machines Corp	P	2012-10-19	2015-10-29
148 0000 Ishares Russell Midcap	P	2013-07-31	2015-10-29
158 0000 Ishares North American Tech	P	2012-07-16	2015-06-12
97 00000 Ishares Russell 2000 grwth Index	P	2013-07-31	2015-10-29
321 0000 Ishares Dow Jones US Reginal Banks	P	2013-10-28	2015-06-12

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)
4,160		2,803	1,357
2,846		2,304	542
4,066		3,012	1,054
5,008		5,551	-543
1,169		1,358	-189
3,635		5,043	-1,408
24,416		20,293	4,123
16,851		10,037	6,814
11,296		10,074	1,222
11,946		10,103	1,843

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	
			1,357
			542
			1,054
			-543
			-189
			-1,408
			4,123
			6,814
			1,222
			1,843

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
37 0000 JP Morgan Chase	P	2012-05-17	2015-06-12
55 0000 Johnson & Johnson	P	2012-05-17	2015-06-12
34 0000 Johnson & Johnson	P	2012-10-19	2015-06-12
130 0000 Kinder Morgan Inc	P	2015-10-29	2015-12-17
62 0000 Kroger Co	P	2013-10-28	2015-06-12
286 0000 Kroger Co	P	2013-10-28	2015-10-29
14 0000 Lowes Co INc	P	2012-05-17	2015-06-12
131 0000 Lowes Co INc	P	2012-07-16	2015-06-12
25 0000 Lowes Co INc	P	2012-10-19	2015-06-12
8 0000 Lowes Co INc	P	2012-10-19	2015-10-29

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)
2,522		1,272	1,250
5,403		3,508	1,895
3,340		2,449	891
1,965		3,551	-1,586
4,436		2,694	1,742
10,752		6,214	4,538
970		401	569
9,074		3,399	5,675
1,732		815	917
586		261	325

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	
			1,250
			1,895
			891
			-1,586
			1,742
			4,538
			569
			5,675
			917
			325

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
50 0000 Lowes Co INc	P	2013-03-13	2015-10-29
212 0000 USX-Marathon Group	P	2012-05-17	2015-10-29
39 0000 McDonalds	P	2012-05-17	2015-06-12
19 0000 McDonalds	P	2012-10-19	2015-10-29
32 0000 McDonalds	P	2012-10-19	2015-10-29
40 0000 McDonalds	P	2012-11-07	2015-10-29
18 0000 McDonalds	P	2013-03-13	2015-10-29
88 0000 Merck & Co	P	2012-11-07	2015-06-12
145 0000 Metlife Inc	P	2012-05-17	2015-06-12
79 0000 Metlife Inc	P	2012-05-17	2015-10-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,662		1,965	1,697
3,813		5,195	-1,382
3,705		3,504	201
1,805		1,691	114
3,583		2,849	734
4,478		3,493	985
2,015		1,784	231
5,096		3,918	1,178
8,064		4,504	3,560
4,018		2,454	1,564

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,697
			-1,382
			201
			114
			734
			985
			231
			1,178
			3,560
			1,564

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
57 0000 Merck & Co	P	2012-11-07	2015-10-29
111 0000 MetLife Inc	P	2013-03-13	2015-10-29
28 0000 Monsanto Co	P	2012-07-16	2015-10-29
38 0000 Monsanto Co	P	2012-11-07	2015-10-29
10 0000 Monsanto Co	P	2013-03-13	2015-10-29
66 0000 Nike Inc	P	2013-10-28	2015-10-29
59 0000 Northrop Grumman Corp	P	2012-05-17	2015-06-12
16 0000 Northrop Grumman Corp	P	2012-07-16	2015-06-12
49 0000 Northrop Grumman Corp	P	2012-07-16	2015-10-29
11 0000 Northrop Grumman Corp	P	2013-03-13	2015-10-29

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)
3,139		2,538	601
5,645		4,406	1,239
2,616		2,399	217
3,550		3,327	223
934		1,044	-110
8,600		4,989	3,611
9,474		3,478	5,996
2,569		1,018	1,551
9,372		3,117	6,255
2,104		736	1,368

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	
			601
			1,239
			217
			223
			-110
			3,611
			5,996
			1,551
			6,255
			1,368

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
131 0000 Oracle Corp	P	2012-05-17	2015-06-12
5 0000 Oracle Corp	P	2012-07-16	2015-06-12
21 0000 Oracle Corp	P	2012-07-16	2015-10-29
65 0000 Oracle Corp	P	2012-10-19	2015-10-29
51 0000 Pepsico Inc	P	2012-05-17	2015-10-29
15 0000 Pepsico Inc	P	2012-07-16	2015-10-29
40 0000 Pepsico Inc	P	2012-11-07	2015-10-29
16 0000 Pepsico Inc	P	2013-03-13	2015-10-29
155 0000 Pfizer Inc	P	2012-05-17	2015-06-12
50 0000 Pfizer Inc	P	2012-07-16	2015-06-12

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)
5,797		3,468	2,329
221		148	73
813		623	190
2,516		1,990	526
5,235		3,514	1,721
1,540		1,057	483
4,106		2,773	1,333
1,642		1,230	412
5,288		3,527	1,761
1,706		1,161	545

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	
			2,329
			73
			190
			526
			1,721
			483
			1,333
			412
			1,761
			545

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
55 0000 Procter & Gamble Co	P	2012-05-17	2015-10-29
13 0000 Procter & Gamble Co	P	2012-07-16	2015-10-29
51 0000 Procter & Gamble Co	P	2012-10-19	2015-10-29
24 0000 Procter & Gamble Co	P	2013-03-13	2015-10-29
53 0000 Qualcomm Inc	P	2012-05-17	2015-06-12
864 0000 Financial Sector SPDR	P	2012-05-17	2015-06-12
58 0000 Southern Co	P	2012-07-16	2015-06-12
11 0000 Southern Co	P	2012-07-16	2015-10-29
68 0000 Southern Co	P	2012-11-07	2015-10-29
20 0000 Southern Co	P	2013-03-13	2015-10-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,219		3,530	689
997		845	152
3,912		3,503	409
1,841		1,840	1
3,544		3,041	503
21,562		12,178	9,384
2,452		2,757	-305
492		523	-31
3,039		2,928	111
894		906	-12

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			689
			152
			409
			1
			503
			9,384
			-305
			-31
			111
			-12

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
152 0000 Southwest Airlines Co	P	2015-06-12	2015-10-29
68 0000 Stryker Corp	P	2012-05-17	2015-06-12
3 0000 Stryker Corp	P	2012-07-16	2015-06-12
109 0000 Stryker Corp	P	2012-07-16	2015-10-29
64 0000 Target Corp	P	2012-05-17	2015-06-12
10 0000 Target Corp	P	2012-07-16	2015-06-12
6 0000 Target Corp	P	2012-07-16	2015-10-29
56 0000 Target Corp	P	2012-10-19	2015-10-29
51 0000 Target Corp	P	2013-03-13	2015-10-29
39 0000 3M Co	P	2012-05-17	2015-06-12

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)
6,934		5,357	1,577
6,519		3,485	3,034
288		159	129
10,502		5,776	4,726
5,093		3,531	1,562
796		618	178
451		371	80
4,214		3,477	737
3,837		3,420	417
6,169		3,300	2,869

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	
			1,577
			3,034
			129
			4,726
			1,562
			178
			80
			737
			417
			2,869

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
48 0000 United Technologies Corp	P	2012-07-16	2015-06-12
25 0000 United Technologies Corp	P	2013-03-13	2015-06-12
65 0000 Valero Energy	P	2012-05-17	2015-06-12
121 0000 Valero Energy	P	2012-05-17	2015-10-29
858 0000 Vanguard Inter Term Bd ETF	P	2012-05-17	2015-06-12
397 0000 Vanguard Inter Term Bd ETF	P	2012-07-16	2015-06-12
27 0000 Vanguard Inter Term Bd ETF	P	2012-10-19	2015-06-12
86 0000 Verizon Communications	P	2012-05-17	2015-10-29
6 0000 Verizon Communications	P	2012-07-16	2015-10-29
7 0000 Verizon Communications	P	2012-10-19	2015-10-29

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)
5,642		3,527	2,115
2,939		2,328	611
3,807		1,297	2,510
7,925		2,414	5,511
71,791		75,901	-4,110
33,218		35,696	-2,478
2,259		2,433	-174
3,965		3,557	408
277		272	5
323		317	6

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	
			2,115
			611
			2,510
			5,511
			-4,110
			-2,478
			-174
			408
			5
			6

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
80 0000 Verizon Communications	P	2013-03-13	2015-10-29
42 0000 Wal Mart Stores	P	2012-07-16	2015-06-12
10 0000 Wal Mart Stores	P	2012-11-07	2015-06-12
94 0000 YUM Brands Inc	P	2012-07-16	2015-06-12
41 0000 YUM Brands Inc	P	2012-07-16	2015-10-29
47 0000 YUM Brands Inc	P	2013-03-13	2015-10-29
50 0000 Accenture Plc	P	2012-05-17	2015-06-12
58 0000 Accenture Plc	P	2012-07-16	2015-06-12
3 0000 Accenture Plc	P	2012-07-16	2015-10-29
88 0000 Accenture Plc	P	2001-10-19	2015-10-29

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)
3,688		3,831	-143
3,041		3,067	-26
724		734	-10
8,576		6,063	2,513
2,964		2,645	319
3,398		3,261	137
4,824		2,938	1,886
5,596		3,368	2,228
323		174	149
9,471		5,991	3,480

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	
			-143
			-26
			-10
			2,513
			319
			137
			1,886
			2,228
			149
			3,480

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
198 0000 Invesco Limited	P	2015-06-12	2015-10-29
107 0000 Noble Corporation	P	2012-05-17	2015-06-17
44 0000 Noble Corporation	P	2012-04-16	2015-06-17
3 0000 Noble Corporation	P	2012-07-16	2015-06-17
68 0000 Noble Corporation	P	2012-07-16	2015-10-29
16 0000 Noble Corporation	P	2013-03-13	2015-10-29
44 0000 Noble Corporation	P	2012-07-11	2015-10-29
107 0000 Noble Corporation	P	2012-05-12	2015-10-29
36 0000 Paragon Offshore	P	2012-05-17	2015-06-12
38 0000 Paragon Offshore	P	2012-07-16	2015-06-12

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,501		7,822	-1,321
1,730		3,091	-1,361
711		1,331	-620
48		91	-43
890		2,057	-1,167
209		502	-293
576		1,344	-768
1,400		3,121	-1,721
60		434	-374
63		489	-426

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,321
			-1,361
			-620
			-43
			-1,167
			-293
			-768
			-1,721
			-374
			-426

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
5 0000 Paragon Offshore	P	2013-03-13	2015-06-12
Wash Sale			

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
8		66	-58
			1,981

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-58

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>				
Main Street Theater 2540 Times Blvd Houston,TX 77005	Co-Trustee on Board	501(3)(c)	Educational	5,000
Round Top Festival Insitute P O Box 89 Round Top,TX 78954	none	501(3)(c)	Educational	7,500
Bach Society 2353 Rice Boulevard Houston,TX 77005	Co-Trustee on Board	501(3)(c)	Educational & Cultural	2,500
CT Church 9701 Almeda Genoa Houston,TX 77075	none	501(3)(c)	Charity	5,000
Gilbert Sullivan Society P O Box 741267 Houston,TX 77274	none	501(3)(c)	Educational	2,500
Houston Brass Band P O Box 981011 Houston,TX 77098	none	501(3)(c)	Educational	2,500
Houston Early Music P O Box 271193 Houston,TX 77277	none	501(3)(c)	Educational	2,000
Texas City 1st Assembly of God 2121 6th Street North Texas City,TX 77590	none	501(3)(c)	Charity	5,000
The English-Speaking Union P O Box 22012 Houston,TX 77027	none	501(3)(c)	Charity	2,500
University of Houston- Religious St 233 McElhinney Hall Houston,TX 77204	none	501(3)(c)	Educational	5,000
Revels Houston P O Box 66829-6829 Houston,TX 77266	none	501(c)(3)	To assist in increased costs for the 25th anniversary Show-English Medieval- Renaissance Revels	2,000
Midshipman's Foundation 6908 Bayridge Terrace Austin,TX 78759	Co-Trustee is President	501(c)(3)	To Provide scholarships to help undergraduate students	5,000
Berry College P O Box 490069 Mount Berry, GA 30149	none	501(c)(3)	Educational	5,000
Camp For All 10500 NW Freeway Ste 220 Houston,TX 77092	none	501(c)(3)	Educational	5,000
Houston Aboretum Nature Center 4501 Woodway Drive Houston,TX 77024	none	501(3)(c)	Education in protecting native plants and animals in the heart of Houston, TX	4,000
Total			3a	60,500

TY 2015 Accounting Fees Schedule

Name: John D and Allie Lea Orton Foundation
CO Michael Blain

EIN: 45-6781856

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CPA	3,462	1,731	0	1,731

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Co	7,872	11,147
Abbott Laboratories	1,852	2,560
Accenture PLC- CI A		
Allstate Corp		
American Express	6,751	8,137
Amgen Incorporated		
Apple Inc	13,658	22,105
AT&T Inc		
Bank of America	2,756	6,513
Bank of New York Mellon Corp		
Becton Dickson		
Caterpillar Incorp		
Chevron	12,845	11,065
Chubb Corp		
Cisco Systems Incorp	2,539	4,236
Coca Cola	10,645	11,857
ConocoPhillips	6,995	6,070
Consolidated Edison Inc		
Corning Incorporated		
CVS Health Corporation	3,359	6,648
Deere & Co		
Emerson Electric		
Exxonmobil	16,747	14,811
Financial Select Sector		
General Electric	7,248	10,591
Hess Corp		
Intel Corp	4,623	6,683
Inter'l Business Machines	5,980	4,129
Ishares North America Tech		
Johnson & Johnson	6,622	9,347

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JPMorgan Chase	5,613	10,631
Lowe's Companies	2,516	4,867
Marathon Oil Corp		
McDonald's Corp		
Merck & Co	4,766	5,652
Metlife Inc		
Monsanto Co		
Noble Corporation		
Northrop Grumman Corp		
Oracle Corp	5,720	5,589
Pepsico Inc		
Pfizer Incorporated	7,718	9,813
Procter & Gamble		
Qualcomm Inc	7,513	6,898
Southern Company		
Stryker Corp		
Target Corp		
Walt Disney Co	4,009	7,356
United Technologies Corp	8,502	9,031
Valero Energy		
Vanguard Intermediate-Term Bond		
Verizon Communications		
Wal-Mart Stores	6,115	5,088
Yum! Brands		
Wells Fargo Advantage		
Ishares Russell Mid-Cap ETF	86,106	99,952
Ishares Russell 2000 ETF	93,885	101,808
E.I. Du Pont	6,523	6,793
Ishares US Regional Banks ETF		
Kroger Company		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Nike Incorporated	3,553	5,875
Paragon Offshore PLC		
Abbvie Inc	4,118	4,502
Allergan	3,744	3,750
Alphabet Inc Class A	4,374	6,224
Alphabet Inc Class C	3,573	3,794
Altria Corp	6,569	6,228
Amazon Com	7,495	8,111
American International	3,739	3,656
Apple Inc		
Baird Short Term Bond Fund	73,936	73,174
Berkshire Hathaway	12,110	11,620
Biogen Inc	3,250	3,370
Blackrock Inc	4,542	4,427
Boeing Company	4,402	4,338
Calvert Short Term Duration	24,046	23,631
Celgene Corp	3,962	3,713
Chemours	16	5
Comcast	7,048	6,320
Costco Wholesale	6,132	6,298
EMC Corporation	3,991	3,903
EXpress Scripts	5,778	5,769
Facebook Inc	5,538	5,547
Ford Motor Co	4,671	4,467
Gilead Securities	5,751	4,958
Goldman Sachs Grp	4,761	4,506
Home Depot	8,987	9,654
Honeywell Inter'l	15,726	15,846
Ishares Coehn & Steers	30,445	32,551
Ishares MSCI EAFE	129,912	116,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Ishares MSCI Emerging Mkts	65,407	53,435
Kinder Morgan	273	149
Janus Flexible Fund F-1	62,430	61,299
Lockhead Martin	2,637	2,606
Mastercard	5,455	5,257
Medtronic PLC	10,218	10,615
Microsoft	12,094	12,538
Mondelez Internationa;	3,397	3,318
Occidental Petroluem	3,885	3,516
Osterweis Strategic Income Fund	25,709	24,095
Philip Morris Inter'l	6,651	6,593
Priceline Group	4,240	3,825
Schlumberger Ltd	6,305	5,580
Starbucks	6,818	6,543
Time Warner	2,792	2,393
Twenty-First Century Fox	2,524	2,254
U.S. Bancorp	7,361	7,297
Union Pacific	6,359	5,474
United PARcel Service	6,875	6,447
UnItedHealth Grp	8,131	7,882
Vanguard Short Term Treasury	9,694	9,622
Visa Inc	6,187	6,126
Walgreens Boots	3,288	3,236
Wells Fargo	13,237	13,046
Wells Fargo Adv Hi Inc	23,535	19,721

TY 2015 Legal Fees Schedule

Name: John D and Allie Lea Orton Foundation
CO Michael Blain

EIN: 45-6781856

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Norton Rose	4,065	0	0	4,065

TY 2015 Other Increases Schedule

Name: John D and Allie Lea Orton Foundation
CO Michael Blain

EIN: 45-6781856

Software ID: 15000324

Software Version: 2015v2.0

Description	Amount
Prior Period adj	62
wash sales not included on return but included for books	1,981