Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: THE SUSAN VAUGHAN FOUNDATION, INC.	A Employer identification number: 76-0285765
Number and street (or P O box number if mail is not delivered to street address): 600 JEFFERSON STREET, SUITE 300 — Room/suite:	B Telephone number (see instructions): (713) 216-3447
City or town, state or province, country, and ZIP or foreign postal code: HOUSTON, TX 77002	C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 24,131,422.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	472,654.	472,654.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	758,205.			
b	Gross sales price for all assets on line 6a 9,731,427.				
7	Capital gain net income (from Part IV, line 2)		758,205.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	168,316.	5,180.		
12	**Total.** Add lines 1 through 11	1,399,175.	1,236,039.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	130,538.	39,015.		91,523.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	5,774.	4,330.		1,443.
b	Accounting fees (attach schedule) ATCH 4	30,787.	23,090.		7,697.
c	Other professional fees (attach schedule) [5]	208,183.	208,183.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	15,700.	5,233.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	15,974.	15,974.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	406,956.	295,825.		100,663.
25	Contributions, gifts, grants paid	1,468,473.			1,468,473.
26	**Total expenses and disbursements** Add lines 24 and 25	1,875,429.	295,825.	0.	1,569,136.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-476,254.			
b	**Net investment income** (if negative, enter -0-)		940,214.		
c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,729,786.	1,388,164.	1,388,164.
	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 ATCH 8	4,465.	4,465.	4,465.
	10a	Investments - U S and state government obligations (attach schedule)[9]	1,034,049.	2,193,796.	2,191,454.
	b	Investments - corporate stock (attach schedule) ATCH 10	13,156,021.	13,372,362.	17,400,600.
	c	Investments - corporate bonds (attach schedule) ATCH 11	4,646,333.	3,080,392.	3,079,971.
	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 ▶ ATCH 12)	19,019.	66,768.	66,768.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	20,589,673.	20,105,947.	24,131,422.
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 ▶)	5,359.		
	23	Total liabilities (add lines 17 through 22)	5,359.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	20,584,314.	20,105,947.	
	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	Total net assets or fund balances (see instructions)	20,584,314.	20,105,947.	
	31	Total liabilities and net assets/fund balances (see instructions)	20,589,673.	20,105,947.	

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	20,584,314.
2	Enter amount from Part I, line 27a	2	-476,254.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,108,060.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	2,113.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,105,947.

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	758,205.
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	0.

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	1,164,161.	26,228,189.	0.044386
2013	1,270,902.	25,957,050.	0.048962
2012	1,301,987.	23,427,349.	0.055576
2011	1,238,136.	23,278,792.	0.053187
2010	816,339.	22,150,067.	0.036855

2	**Total** of line 1, column (d)	2	0.238966
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	0.047793
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	26,717,871.
5	Multiply line 4 by line 3	5	1,276,927.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,402.
7	Add lines 5 and 6	7	1,286,329.
8	Enter qualifying distributions from Part XII, line 4	8	1,569,136.

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 ▶ ☐ 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	1	9,402.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,402.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,402.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 44,641.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	44,641.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	35,239.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 35,239. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
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	X	
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LEGACY TRUST COMPANY Telephone no ▶ 713-216-3447

Located at ▶ 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX ZIP+4 ▶ 77002

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

			Yes	No
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?	16	X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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*) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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))			
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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)*	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)*

			Yes	No
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		
	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		X
	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		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		130,538.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 PROVIDE GRANTS TO SUPPORT RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THIS IS THE ONLY ACTIVITY OF THE FOUNDATION.	
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 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments See instructions	
3 NONE	
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	25,233,919.
b	Average of monthly cash balances	1b	1,861,084.
c	Fair market value of all other assets (see instructions)	1c	29,739.
d	**Total** (add lines 1a, b, and c)	1d	27,124,742.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	27,124,742.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	406,871.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,717,871.
6	**Minimum investment return.** Enter 5% of line 5	6	1,335,894.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,335,894.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	9,402.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,326,492.
4	Recoveries of amounts treated as qualifying distributions			4	100,000.
5	Add lines 3 and 4			5	1,426,492.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,426,492.

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	1,569,136.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,569,136.
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	9,402.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,559,734.

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					1,426,492.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only					
b Total for prior years 20 13 ,20 12 ,20 11					
3 Excess distributions carryover, if any, to 2015					
a From 2010					
b From 2011	11,507.				
c From 2012	135,896.				
d From 2013	12,345.				
e From 2014					
f **Total** of lines 3a through e		159,748.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,569,136.					
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)					
d Applied to 2015 distributable amount					1,426,492.
e Remaining amount distributed out of corpus		142,644.			
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		302,392.			
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 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					
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		302,392.			
10 Analysis of line 9					
a Excess from 2011	11,507.				
b Excess from 2012	135,896.				
c Excess from 2013	12,345.				
d Excess from 2014					
e Excess from 2015	142,644.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a 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))

SUSAN MCASHAN

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

ATCH 15

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

APPLICATIONS ARE IN LETTER FORM

c Any submission deadlines

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . ▶ **3a**				1,468,473.
b *Approved for future payment*				
ATCH 17				
Total . . . . ▶ **3b**				300,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	472,654.	
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	211110	50,492.	18	758,205.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18		12,644.		105,180.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		63,136.		1,336,039.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,399,175.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THE CORPORATION SHALL BE OPERATED EXCLUSIVELY FOR SUCH PURPOSES, AND NO PART OF ITS NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL, NO SUBSTANTIAL PART OF ITS ACTIVITIES SHALL BE CARRYING ON PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND IT SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), A POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] | 11.10.16 | ▶ Vice President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
M P GERICH	[signature]	11-9-16		P00226776
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 2800 POST OAK BLVD., STE 3200 HOUSTON, TX 77056			Phone no 713-499-4600	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
37,701.		35,178.					2,523.	
		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
885,834.		561,105.					324,729.	
		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,284,405.		1,295,392.					-10,987.	
		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,412,414.		2,383,669.					28,745.	
		SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
689,406.		797,081.					-107,675.	
		SEE ATTACHMENT D-6 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,149,194.		774,946.					374,248.	
		SEE ATTACHMENT D-7 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
741,616.		811,696.					-70,080.	
		SEE ATTACHMENT D-8 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,488,542.		2,263,663.					224,879.	
		PTP BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
42,315.							42,315.	
		MPLX (FKA MARKWEST) - RECLASS ORDINARY P PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		27,883.					-27,883.	
		ENTERPRISE PRODUCTS - RECLASS ORDINARY P PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		4,454.					-4,454.	
		PLAINS ALL AMERICAN - RECLASS ORDINARY P PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		8,264.					-8,264.	

THE SUSAN VAUGHAN FOUNDATION, INC. 76-0285765

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MAGELLAN MIDSTREAM - RECLASS ORDINARY PO				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
		9,891.					-9,891.	
TOTAL GAIN(LOSS)							758,205.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMERCIAL BONDS AND U.S. INSTRUMENTS	107,661.	107,661.
DIVIDENDS	364,993.	364,993.
TOTAL	472,654.	472,654.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	1,308.	1,308.
PARTNERSHIP LOSS	16,516.	3,872.
GRANT RECOVERIES	100,000.	
SALE OF PTPS - ORDINARY PORTION	50,492.	
TOTALS	168,316.	5,180.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	5,774.	4,330.		1,443.
TOTALS	5,774.	4,330.		1,443.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX ACCOUNTING	30,787.	23,090.		7,697.
TOTALS	30,787.	23,090.		7,697.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CYPRESS MANAGEMENT-INVESTMENT	43,752.	43,752.
JO HAMBRO MGT-INVESTMENT	89,169.	89,169.
FROST-INVESTMENT	20,671.	20,671.
CUSTODY FEE	23,377.	23,377.
LUTHER KING CAPITAL-INVESTMENT	31,214.	31,214.
TOTALS	208,183.	208,183.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,233.	5,233.
FEDERAL EXCISE TAX EXPENSE	10,467.	
TOTALS	15,700.	5,233.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INSURANCE	11,103.	11,103.
BOARD EXPENSE/TRAVEL	4,712.	4,712.
MISC EXPENSE	159.	159.
TOTALS	15,974.	15,974.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID INSURANCE	4,465.	4,465.
TOTALS	4,465.	4,465.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 9-1	2,193,796.	2,191,454.
US OBLIGATIONS TOTAL	2,193,796.	2,191,454.

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2015

		Market	Cost		
	U. S. GOVERNMENT BONDS & NOTES				
250000	UNITED STATES TREASURY NOTES DTD 03/15/2013 0.375% 03/15/2016	250,057.50	249,952.01	937.50	0.37
1000000	UNITED STATES TREASURY NOTES DTD 08/15/2015 2.000% 08/15/2025	975,040.00	994,453.13	20,000.00	2.05
	MORTGAGE SECURITIES				
191580.57	FED HOME LOAN MTGE CORP POOL #1N1417 30 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2007 VAR CPN 02/01/2037 NON CALLABLE	201,433.56	204,242.86	3,973.38	1.97

		Market	Cost		
	FEDERAL AGENCIES				
100000	FEDERAL FARM CREDIT BANK DTD 01/09/2007 4.875% 01/17/2017 NON CALLABLE	104,048.00	98,677.37	4,875.00	4.69
300000	FEDERAL HOME LOAN BANK DTD 08/06/2015 2.625% 03/14/2025 NON CALLABLE	299,769.00	303,375.00	7,875.00	2.63
100000	FEDERAL NATIONAL MORTGAGE ASSN DTD 04/16/2007 5.000% 05/11/2017 NON CALLABLE	105,379.00	99,595.46	5,000.00	4.74
150000	FEDERAL NATIONAL MORTGAGE ASSN DTD 06/08/2007 5.375% 06/12/2017 NON CALLABLE	159,312.00	150,055.46	8,062.50	5.06

The Susan Vaughan Foundation, Inc.
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		Market	Cost		
	GOVERMENT CMO'S AND REMICS ------------------------------				
128.79	FEDERAL HOME LOAN MORTGAGE CORP CMO SER 3378 CL ME DTD 10/01/2007 5.500% 01/15/2023 NON CALLABLE	129.99	129.16	7.08	5.45
45902.8	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2007 2.625% 07/15/2017	47,944.10	48,589.40	1,204.95	2.51
47175.6	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 01/15/2007 2.375% 01/15/2017	48,340.84	44,726.39	1,120.42	2.32
	Grand Total	**$2,191,453.99**	**$2,193,796.24**		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 10-1	4,511,689.	7,347,132.
SEE STATEMENT 10-2	6,449,798.	7,249,688.
SEE STATEMENT 10-3	2,410,875.	2,803,780.
TOTALS	13,372,362.	17,400,600.

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U. S. EQUITIES				
	U.S. COMMON STOCK				
80	ALPHABET INC CL A	62,240.80	34,259.52	0.00	0.00
80	ALPHABET INC CL C	60,710.40	34,255.24	0.00	0.00
550	AMAZON COM INC COM	371,739.50	53,015.50	0.00	0.00

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
700	AMERICAN EXPRESS CO	48,685.00	62,389.12	812.00	1.67
550	ANADARKO PETE CORP	26,719.00	40,969.01	594.00	2.22
2500	ANALOG DEVICES INC	138,300.00	40,110.90	4,000.00	2.89
2000	APPLE INC	210,520.00	58,341.71	4,160.00	1.98
300	BECTON DICKINSON & CO	46,227.00	42,559.77	792.00	1.71
70	BIOGEN INC	21,444.50	27,168.39	0.00	0.00
1150	BRISTOL MYERS SQUIBB CO	79,108.50	40,894.00	1,748.00	2.21
450	CARDINAL HEALTH INC	40,171.50	38,547.24	696.60	1.73
600	CHEVRON CORPORATION	53,976.00	31,359.00	2,568.00	4.76
700	COCA COLA CO	30,072.00	23,179.31	924.00	3.07
1000	COLGATE PALMOLIVE CO	66,620.00	43,819.73	1,520.00	2.28
300	COSTCO WHOLESALE CORP	48,450.00	42,749.50	480.00	0.99
550	CVS HEALTH CORP	53,773.50	53,796.08	935.00	1.74
500	DANAHER CORP	46,440.00	42,773.55	270.00	0.58

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
350	DEERE & CO	26,694.50	27,454.65	840.00	3.15
1550	DISNEY WALT CO	162,874.00	101,515.68	2,201.00	1.35
1600	DU PONT E I DE NEMOURS & CO	106,560.00	69,907.54	2,432.00	2.28
800	EASTMAN CHEMICAL CO	54,008.00	61,614.99	1,472.00	2.73
1500	EMERSON ELEC CO	71,745.00	52,969.00	2,850.00	3.97
500	EOG RESOURCES INC	35,395.00	23,998.35	335.00	0.95
1000	EXXON MOBIL CORP	77,950.00	39,129.20	2,920.00	3.75
475	FEDEX CORP COM	70,770.25	83,213.71	475.00	0.67
200	GENERAL DYNAMICS CORP	27,472.00	29,246.00	552.00	2.01
5800	GENERAL ELEC CO	180,670.00	193,227.40	5,336.00	2.95
1100	GENERAL MLS INC	63,426.00	42,777.84	1,936.00	3.05
1150	GILEAD SCIENCES INC	116,368.50	95,688.25	1,978.00	1.70
700	HOME DEPOT INC	92,575.00	53,560.50	1,652.00	1.78

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
2600	HONEYWELL INTL INC	269,282.00	119,043.00	6,188.00	2.30
1300	J.P. MORGAN CHASE & CO	85,839.00	60,204.00	2,288.00	2.67
1900	JOHNSON & JOHNSON	195,168.00	81,460.73	5,700.00	2.92
1200	JOHNSON CTLS INC	47,388.00	49,316.80	1,392.00	2.94
400	KIMBERLY CLARK CORP	50,920.00	44,018.75	1,408.00	2.77
1000	KINDER MORGAN INC	14,920.00	35,683.50	2,040.00	13.67
550	KRAFT HEINZ CO	40,018.00	22,198.38	1,265.00	3.16
1600	LILLY ELI & CO	134,816.00	66,274.95	3,264.00	2.42
200	LOCKHEED MARTIN CORP	43,430.00	45,284.34	1,320.00	3.04
1100	LOWES COS INC	83,644.00	41,780.68	1,232.00	1.47
300	MCKESSON CORP	59,169.00	61,996.41	336.00	0.57
1450	MERCK & CO INC	76,589.00	58,528.26	2,668.00	3.48
1900	MONDELEZ INTERNATIONAL INC	85,196.00	47,721.77	1,292.00	1.52

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
2600	NIKE INC-CLASS B	162,500.00	70,046.19	1,664.00	1.02
1000	OCCIDENTAL PETE CORP	67,610.00	75,468.18	3,000.00	4.44
2200	PEPSICO INC	219,824.00	95,068.50	6,182.00	2.81
2800	PFIZER INC	90,384.00	77,226.17	3,360.00	3.72
1300	PNC FINANCIAL SERVICES GROUP	123,903.00	56,425.50	2,652.00	2.14
1850	PROCTER & GAMBLE CO	146,908.50	63,413.42	4,906.20	3.34
1950	QUALCOMM INC	97,470.75	52,078.44	3,744.00	3.84
300	RALPH LAUREN CORP	33,444.00	48,710.00	600.00	1.79
600	RAYTHEON CO COM NEW	74,718.00	67,514.20	1,608.00	2.15
150	REGENERON PHARMACEUTICALS INC	81,430.50	60,596.00	0.00	0.00
1100	SYSCO CORP	45,100.00	44,827.28	1,364.00	3.02
860	TIME WARNER INC	55,616.20	59,883.20	1,204.00	2.16
1000	UNION PAC CORP	78,200.00	56,381.01	2,200.00	2.81

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1000	UNITED PARCEL SERVICE INC	96,230.00	72,574.00	2,920.00	3.03
1100	UNITED TECHNOLOGIES CORP	105,677.00	89,871.18	2,816.00	2.66
1200	V.F. CORP	74,700.00	47,886.50	1,776.00	2.38
1250	VERIZON COMMUNICATIONS	57,775.00	54,990.81	2,825.00	4.89
600	WALGREENS BOOTS ALLIANCE INC	51,093.00	45,715.68	864.00	1.69
2700	WELLS FARGO & CO NEW	146,772.00	98,619.49	4,050.00	2.76
1400	WEYERHAEUSER CO	41,972.00	43,271.32	1,736.00	4.14
1100	WILLIAMS COS INC	28,270.00	35,749.00	2,816.00	9.96
1850	XILINX INC	86,894.50	48,912.85	2,294.00	2.64
1750	YAHOO INC	58,205.00	48,017.03	0.00	0.00
1700	YUM! BRANDS	124,185.00	85,215.18	3,128.00	2.52
700	ZOETIS INC	33,544.00	22,162.00	266.00	0.79
250	3M CO	37,660.00	39,313.68	1,025.00	2.72

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	5,898,171.40	3,877,939.06	133,871.80	2.27
	TOTAL U. S. EQUITIES	5,898,171.40	3,877,939.06	133,871.80	2.27
	FOREIGN EQUITIES				
	FOREIGN COMMON STOCK				
400	ANHEUSER BUSCH INBEV SPONSORED AMERICAN DEPOSITORY RECEIPT	50,000.00	39,323.32	1,289.60	2.58
2700	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	150,876.00	61,661.19	2,543.40	1.69
1850	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	201,779.50	99,682.00	6,315.92	3.13
1200	EATON CORP PLC	62,448.00	69,061.99	2,640.00	4.23
500	MEDTRONIC PLC	38,460.00	37,557.50	760.00	1.98
2400	NESTLE S A SPONSORED ADR REPSTG REG SH	178,608.00	97,587.34	4,584.00	2.57

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1650	NOVARTIS AG SPONSORED ADR	141,966.00	79,146.80	3,727.35	2.63
1550	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	66,107.50	55,524.71	1,684.85	2.55
	TOTAL	890,245.00	539,544.85	23,545.12	2.64
	TOTAL FOREIGN EQUITIES	890,245.00	539,544.85	23,545.12	2.64
	EQUITY INVESTMENTS-PARTNERSHIP				
	U.S. STOCK-PARTNERSHIPS				
2000	BLACKSTONE GROUP LP EXCHANGE TRADED PARTNERSHIP	58,480.00	51,806.41	5,800.00	9.92
12200	ENTERPRISE PRODS PARTNERS LP COM UNIT	312,076.00	106,521.58	18,788.00	6.02
1750	MAGELLAN MIDSTREAM PARTNERS LP EXCHANGE TRADED PARTNERSHIP	118,860.00	51,471.02	5,337.50	4.49

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
3000	PLAINS ALL AMERICAN PIPELINE LP EXCHANGE TRADED PARTNERSHIP	69,300.00	67,697.65	8,400.00	12.12
	TOTAL	558,716.00	277,496.66	38,325.50	6.86
	TOTAL EQUITY INVESTMENTS-PARTNERSHIP	558,716.00	277,496.66	38,325.50	6.86

Total Equities	7,347,132.40	4,694,980.57
Partnership Basis Adjustment		(183,291.22)
Grand Total	**7,347,132.40**	**4,511,689.35**

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Security	Shares	Cost Basis	FMV
Alcatel Lucent	45,500.00	150,588.19	180,351.09
Assa Abloy 'B'	13,968 00	238,898 61	294,368.18
Atlantia	6,300.00	165,657.34	167,618.19
British American Tabacco	3,600.00	215,644.70	200,056.83
Cap Gemini	2,500.00	153,781 85	232,395.80
Carrefour	9,207.00	208,291.80	266,458 67
Centrica Plc Ord	71,000.00	273,470.72	228,196.18
CK Hutchison Holdings	14,000 00	207,609.46	188,934.78
CyberAgent Inc	3,900.00	218,320.45	163,127.23
Danske Bank	10,600 00	256,388.11	285,695.42
E. ON SE	13,378.00	220,892.36	129,749.53
East Japan Railway	3,100.00	210,191.27	295,162.41
Fresenius Medical Care AG	3,200 00	226,460.38	270,117.76
Great Eagle Holdings	55,000.00	190,112.90	179,529.33
Husgvarna AB Series B	25,560 00	157,521 68	169,467 15
IG Group Holddings Plc Ord	19,000.00	230,258.42	224,694 78
International Consolidated Airline Ord	27,000.00	84,958 82	242,909 10
Jardine Matheson US	5,000 00	264,688.09	243,650.00
KDDI Corporation	10,400.00	267,199.11	272,765.16
Keyence Corporation	500.00	127,821.93	278,905 40
Koninklijke DSM	3,100.00	174,766.67	155,800.75
Koninklijke Philips	8,100.00	232,892.59	207,240.58
Lloyds Banking Group Plc Ord	280,281.00	180,631 12	301,805 48
Lonza Group Ltd	2,029.00	186,231.08	330,317.97
Orange	17,000 00	286,249.87	285,873.98
Pandora A/S	2,000.00	179,315.28	253,806.60
Samsonite International SA	72,000.00	139,422.54	216,441.54
Securitas AB Series B SEK1	18,994 00	209,806 31	292,345.51
SES SA Global FDR	7,300.00	254,003.09	202,746.33
Singapore Telecommunications	50,000.00	129,412 36	129,484 19
Vivendi SA	8,900.00	216,333.61	191,948.07
Vodafone Group Ord	51,500.00	191,976.93	167,723.47
Grand Total	**863,917.00**	**6,449,797.66**	**7,249,687.46**

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		Market	Cost		
935	ACADIA HEALTHCARE	58,400.10	43,457.09	0.00	0.00
3140	ACI WORLDWIDE INC	67,196.00	42,629.99	0.00	0.00
320	ACUITY BRANDS INC	74,816.00	23,225.69	166.40	0.22
2105	AKORN INC	78,537.55	28,425.45	0.00	0.00
540	ALIGN TECHNOLOGY INC	35,559.00	29,274.05	0.00	0.00
615	BALL CORP COM	44,728.95	44,049.50	319.80	0.71

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		Market	Cost		
1940	BANCORPSOUTH INC	46,540.60	45,818.62	776.00	1.67
1200	BANK OF THE OZARKS	59,352.00	46,562.21	696.00	1.17
870	BURLINGTON STORES INC	37,323.00	47,332.52	0.00	0.00
885	CHARLES RIV LABORATORIES INTL INC	71,145.15	62,243.76	0.00	0.00
1255	CIENA CORP	25,965.95	20,025.10	0.00	0.00
1670	CUBESMART REAL ESTATE INVESTMENT TRUST	51,135.40	44,883.32	1,402.80	2.74
800	DEXCOM	65,520.00	33,956.53	0.00	0.00
845	DIAMONDBACK ENERGY INC	56,530.50	59,612.92	0.00	0.00
2765	E TRADE FINANCIAL CORP	81,954.60	39,739.97	0.00	0.00
1150	EURONET WORLDWIDE INC	83,294.50	59,166.33	0.00	0.00
2155	EXACT SCIENCES	19,890.65	53,688.14	0.00	0.00
630	FAIR ISAAC CORP	59,333.40	54,961.74	50.40	0.08
2095	FORTINET INC	65,301.15	56,062.62	0.00	0.00
1235	FORTUNE BRANDS HOME & SECURITY, INC	68,542.50	62,482.58	790.40	1.15

		Market	Cost		
1625	FTI CONSULTING INC	56,322.50	67,201.56	0.00	0.00
1940	HEALTHCARE SVCS GROUP INC	67,647.80	58,949.01	1,396.80	2.06
815	HEXCEL CORP	37,856.75	20,153.56	326.00	0.86
2435	INFINERA CORP COM	44,122.20	50,853.82	0.00	0.00
300	JONES LANG LASALLE INC	47,958.00	34,883.70	174.00	0.36
1320	KENNEDY-WILSON HOLDINGS INC.	31,785.60	36,107.42	633.60	1.99
2915	LA QUINTA HOLDINGS INC	39,673.15	59,106.52	0.00	0.00
1515	LASALLE HOTEL PROPERTIES REAL ESTATE INVESTMENT TRUST	38,117.40	46,623.58	2,727.00	7.15
895	LENNAR CORP-CL A	43,774.45	41,360.66	143.20	0.33
570	LITHIA MOTORS INC-CLASS A	60,801.90	48,145.72	456.00	0.75
865	MANHATTAN ASSOCIATES INC	57,237.05	52,475.57	0.00	0.00
485	MARTIN MARIETTA MATLS INC	66,241.30	57,411.42	776.00	1.17
1450	MATADOR RESOURCES CO	28,666.50	36,483.04	0.00	0.00
1705	MEMORIAL RESOURCE DEVELOPMENT	27,535.75	33,749.68	0.00	0.00

		Market	Cost		
490	MIDDLEBY CORP	52,856.30	18,131.05	0.00	0.00
545	MONRO MUFFLER BRAKE INC	36,089.90	38,216.36	327.00	0.91
985	PERKINELMER INC	52,766.45	44,043.90	275.80	0.52
775	POOL CORPORATION	62,604.50	41,736.02	806.00	1.29
1470	PRIVATEBANCORP INC	60,299.40	58,320.61	58.80	0.10
4100	RAMBUS INC	47,519.00	50,207.86	0.00	0.00
420	SIGNATURE BANK	64,415.40	58,845.83	0.00	0.00
660	SOVRAN SELF STORAGE INC REAL ESTATE INVESTMENT TRUST	70,824.60	57,314.11	2,244.00	3.17
1830	TAKE-TWO INTERACTIVE SOFTWARE INC	63,757.20	42,293.28	0.00	0.00
2405	TEGNA INC	61,375.60	65,134.27	1,346.80	2.19
865	TEXAS CAPITAL BANCSHARES	42,748.30	43,784.60	0.00	0.00
505	TRACTOR SUPPLY CO	43,177.50	22,311.51	404.00	0.94
640	TREEHOUSE FOODS	50,214.40	54,482.55	0.00	0.00
285	ULTA SALON COSMETICS & FRAG INC	52,725.00	28,309.39	0.00	0.00
2250	VWR CORP	63,697.50	58,109.37	0.00	0.00

		Market	Cost		
460	WATSCO INC	53,879.80	57,391.98	1,288.00	2.39
925	WHITEWAVE FOODS COMPANY	35,991.75	27,036.45	0.00	0.00
380	CORE LABORATORIES N V COM	41,321.20	46,035.52	836.00	2.02
1230	CRITEO SA SPONSORED AMERICAN DEPOSITORY RECEIPT	48,708.00	58,065.60	0.00	0.00
	Grand Total	**$2,803,779.15**	**$2,410,873.65**		

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 11-1	3,080,392.	3,079,971.
TOTALS	3,080,392.	3,079,971.

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		Market	Cost		
95440.81	CPS AUTO TRUST ASSET BCKD SEC SER 2015-A CL A DTD 03/25/2015 1.530% 07/15/2019 CALLABLE 144A PRIVATE PLACEMENT	94,747.91	95,437.36	1,460.24	1.54
79787.88	FIRST INVESTORS AUTO OWNER TRUST ASSET BCKD SEC SER 2014-2A CL A2 DTD 08/14/2014 0.860% 08/15/2018 NON CALLABLE 144A PRIVATE PLACEMENT	79,692.93	79,782.90	686.18	0.86
250000	NELNET STUDENT LOAN TRUST ASSET BCKD SEC SER 2013-3A CL B DTD 04/30/2013 VAR CPN 07/25/2047 CALLABLE 144A PRIVATE PLACEMENT	229,690.00	227,978.53	4,804.00	2.09
59862.98	SLM STUDENT LOAN TRUST ASSET BCKD SEC SER 2012-A CL A1 DTD 02/09/2012 VAR CPN 08/15/2025 NON CALLABLE 144A PRIVATE PLACEMENT	60,001.86	59,862.98	1,036.23	1.73
250000	SMART TRUST	251,172.50	250,000.00	2,542.50	1.01

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		Market	Cost		
	ASSET BCKD SEC SER 2012-4US CL A4B DTD 10/11/2012 VAR CPN 08/14/2018 NON CALLABLE				
265000	AMERICAN EXPR CENTURION MEDIUM TERM NOTE DTD 06/12/2007 5.950% 06/12/2017 NON CALLABLE	280,290.50	304,492.95	15,767.50	5.63
250000	APPLE INC DTD 05/03/2013 1.000% 05/03/2018 NON CALLABLE	247,970.00	249,010.00	2,500.00	1.01
250000	GOLDMAN SACHS GROUP INC DTD 02/07/2011 3.625% 02/07/2016 NON CALLABLE	250,635.00	249,343.00	9,062.50	3.62
250000	IBM CORP DTD 10/30/1995 7.000% 10/30/2025 NON CALLABLE	320,655.00	326,750.00	17,500.00	5.46
250000	JOHN DEERE CAPITAL CORP	249,825.00	250,000.00	1,052.50	0.42

		Market	Cost		
	MEDIUM TERM NOTE DTD 06/12/2014 VAR CPN 04/12/2016 NON CALLABLE				
250000	NATIONAL CITY BANK MEDIUM TERM NOTE DTD 06/07/2007 VAR CPN 06/07/2017 NON CALLABLE	248,430.00	236,760.00	2,055.00	0.83
200000	ORACLE CORP DTD 07/15/2011 3.875% 07/15/2020 NON CALLABLE	213,734.00	214,797.40	7,750.00	3.63
300000	PHILIP MORRIS INTL INC DTD 08/11/2015 3.375% 08/11/2025 CALLABLE	303,588.00	303,456.00	10,125.00	3.34
250000	WACHOVIA CORP DTD 10/23/2006 VAR CPN 10/15/2016 NON CALLABLE	249,537.50	232,720.50	1,727.50	0.69
	Grand Total	**$3,079,970.20**	**$3,080,391.62**		

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST RECEIVABLE	31,529.	31,529.
FEDERAL EXCISE TAX RECEIVABLE	35,239.	35,239.
TOTALS	66,768.	66,768.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BASIS ADJUSTMENT		2,113.
	TOTAL	2,113.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN CLAYTON GARWOOD LEGACY TRUST COMPANY 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	19,000.	0.	0.
DUNCAN E OSBORNE LEGACY TRUST COMPANY 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0.	0.
ELIZABETH B OSBORNE LEGACY TRUST COMPANY 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0.	0.
LEGACY TRUST COMPANY - HOUSTON LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	SEC/TREAS 1.00	66,538.	0.	0.
GEORGE PETERKIN LEGACY TRUST COMPANY 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0.	0.
	GRAND TOTALS	130,538.	0.	0.

ATTACHMENT 15

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LEGACY TRUST COMPANY
600 JEFFERSON STREET, SUITE 300
HOUSTON, TX 77002
713-651-8800

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONTEMPORARY ARTS MUSEUM OF HOUSTON 5216 MONTROSE HOUSTON, TX 77006	NONE PC	PROGRAM SUPPORT	10,000.
ST. STEPHEN'S EPISCOPAL SCHOOL P O BOX 1868 AUSTIN, TX 78768	NONE PC	EDUCATION	100,000.
COMMUNITIES IN SCHOOLS HOUSTON, INC. 2150 W 18TH ST STE 100 HOUSTON, TX 77008	NONE PC	CHARITABLE	10,000.
URBAN HARVEST P O. BOX 980460 HOUSTON, TX 77098	NONE PC	CHARITABLE	10,000
HOUSTON PARKS BOARD 2001 KIRBY, STE 814 HOUSTON, TX 77019	NONE PC	CHARITABLE	55,000.
RICE DESIGN ALLIANCE P.O BOX 1892 HOUSTON, TX 77251	NONE PC	CHARITABLE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INPRINT, INC 1524 SUL ROSS HOUSTON, TX 77006	NONE PC	CHARITABLE	7,500.
CHINATI FOUNDATION P O. BOX 1135 MARFA, TX 79843	NONE PC	CHARITABLE	40,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE PC	CHARITABLE	5,000.
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	NONE PC	CHARITABLE	25,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST STE 200 HOUSTON, TX 77002	NONE PC	CHARITABLE	25,000.
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	NONE PC	CHARITABLE	125,000

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE SUITE 230 HOUSTON, TX 77098	NONE PC	CHARITABLE	5,000.
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	NONE PC	SOCIAL SERVICE	100,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK RD HOUSTON, TX 77027	NONE PC	CHARITABLE	150,000.
RICE GALLERY 6100 MAIN STREET HOUSTON, TX 77005	NONE PC	ARTS/EDUCATION	3,000
WORKSHOP HOUSTON P.O BOX 88365 ATTN BENJAMIN MASON HOUSTON, TX 77288	NONE PC	CHARITABLE	30,000.
HOUSTON WILDERNESS INC 550 WESTCOTT ST. SUITE 305 HOUSTON, TX 77007	NONE PC	CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT ROW HOUSES P O BOX 1011 HOUSTON, TX 77251	NONE PC	CHARITABLE	5,000.
SCENIC HOUSTON 3015 RICHMOND AVENUE, SUITE 220 HOUSTON, TX 77098	NONE PC	CHARITABLE	40,000.
SUSTAINABLE FOOD CENTER INC 2921 E. 17TH STREET, BUILDING C AUSTIN, TX 78702	NONE PC	CHARITABLE	10,000.
BAYOU PRESERVATION ASSOCIATION P O. BOX 131563 HOUSTON, TX 77219	NONE PC	CHARITABLE	10,000
CAMP FIRE CENTRAL TEXAS P O BOX 303040 AUSTIN, TX 78703	NONE PC	CHARITABLE	3,000
CHINQUAPIN SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	NONE PC	CHARITABLE	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMALL STEPS NURTURING CENTER 2902 JENSON DRIVE HOUSTON, TX 77026	NONE PC	CHARITABLE	5,000.
ST THOMAS HIGH SCHOOL 4500 MEMORIAL DR. HOUSTON, TX 77007	NONE PC	CHARITABLE	5,000
UNIVERSITY OF HOUSTON - COLLEGE OF ARCHITECTURE 212 M D. ANDERSON LIBRARY HOUSTON, TX 77204	NONE PC	CHARITABLE	10,000.
MINDPOP 5511 PARKCREST DR SUITE 207 AUSTIN, TX 78731	NONE PC	CHARITABLE	10,000.
YOUNG AUDIENCES HOUSTON 4500 POST OAK DR. SUITE 230 HOUSTON, TX 77027	NONE PC	CHARITABLE	5,000.
CONSERVATION HISTORY ASSN OF TEXAS 1304 MARIPOSA DR. AUSTIN, TX 78704	NONE PC	PROGRAM SUPPORT	6,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE, SUITE 206 DALLAS, TX 75231	NONE PC	CHARITABLE	20,000
ASIA SOCIETY TEXAS CENTER 1370 SOUTHMORE BOULEVARD HOUSTON, TX 77004	NONE PC	CHARITABLE	25,000
BERKSHIRE HISTORY SOCIETY AT ARROWHEAD PO BOX 1437 PITTSFIELD, MA 01202	NONE PC	CHARITABLE	25,000
HOUSTON BOTANIC GARDEN 3701 KIRBY DR STE 992 HOUSTON, TX 77098	NONE PC	CHARITABLE	50,000
EAST END FOUNDATION PO BOX 163 ALTON, IL 62002	NONE PC	CHARITABLE	5,000
EL CENTRO DEL CORAZON 7037 CAPITOL ST HOUSTON, TX 77011	NONE PC	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EPISCOPAL HIGH SCHOOL 4650 BISSONNET ST BELLAIRE, TX 77401	NONE PC	CHARITABLE	5,000.
GALVESTON ARTS CENTER INC 2127 STRAND ST GALVESTON, TX 77550	NONE PC	CHARITABLE	50,000.
HILL COUNTRY CONSERVANCY, INC. PO BOX 163125 AUSTIN, TX 78716	NONE PC	CHARITABLE	10,000
HOUSTON ACHIEVEMENT PLACE 245 WEST 17TH STREET HOUSTON, TX 77008	NONE PC	CHARITABLE	5,000
HOUSTON PUBLIC LIBRARY FOUNDATION INC PO BOX 2105 HOUSTON, TX 77252	NONE PC	CHARITABLE	18,973.
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO A 900 PORTWAY DR HOUSTON, TX 77024	NONE PC	CHARITABLE	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSION SQUASH OF HOUSTON 1436 DIAN STREET HOUSTON, TX 77008	NONE PC	CHARITABLE	5,000
ORAN ROBERTS ELEMENTARY SCHOOL PTO 6000 GREENBRIAR ST HOUSTON, TX 77030	NONE PC	CHARITABLE	25,000
PECKERWOOD GARDENS CONSERVATION FOUNDATION INC 20571 FM 359 RD HEMPSTEAD, TX 77445	NONE PC	CHARITABLE	20,000.
WILLIAM MARSH RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251	NONE PC	CHARITABLE	10,000.
SALVATION ARMY NORTHERN DIVISION HQ 1500 AUSTIN STREET HOUSTON, TX 77002	NONE PC	CHARITABLE	200,000
SPARK PROGRAM INC 223 W. JACKSON BLVD SUITE 520 CHICAGO, IL 60606	NONE PC	CHARITABLE	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USEFUL WILD PLANTS OF TEXAS 2612 SWEENEY LN AUSTIN, TX 78723	NONE PC	CHARITABLE	10,000
THE WOMEN'S HOME 607 WESTHEIMER HOUSTON, TX 77006	NONE PC	CHARITABLE	20,000
HOUSTON ARCHITECTURE FOUNDATION 315 CAPITOL ST STE 120 HOUSTON, TX 77002	NONE PC	CHARITABLE	10,000.
HERMANN PARK CONSERVANCY 6201 A HERMANN PARK DRIVE HOUSTON, TX 77030	NONE PC	CHARITABLE	10,000.
		TOTAL CONTRIBUTIONS PAID	1,468,473.

ATTACHMENT 16

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY HOUSTON, TX 77024	NONE PC	CHARITABLE	300,000.
		TOTAL CONTRIBUTIONS APPROVED	300,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	211110	12,644.	01	3,872.	
MISCELLANEOUS INCOME	211110		01	1,308.	
GRANT RECOVERIES	211110		01	100,000.	
TOTALS		12,644.		105,180.	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2015

Purchase Date	Security	Quote/Price	Shares	Cost Basis	Date Sold	Proceeds	Sold	Gain/(Loss)	
5/15/2014	Mitsui & Co	15 33	12,600 00	193,134 19	4/10/2015	165,592 03	193,134 19	(27,542 16)	ST
1/5/2015	EasyJet				6/2/2015	123,279 65	132,522 85	(9,243 20)	ST
7/9/2014	Bangkok Bank THB10	6 24	9,000 00	56,197 89	6/5/2015	48,036 02	56,197 89	(8,161 87)	ST
5/7/2014	Norsk Hydro ASA	5 49	17,760 00	97,566 88	4/23/2015	89,696 87	97,566 88	(7,870 01)	ST
11/20/2014	Aryzta AG	83 84	324 00	27,162 61	3/16/2015	22,160 23	27,162 61	(5,002 38)	ST
11/19/2014	Aryzta AG	83 96	252 00	21,159 11	3/16/2015	17,235 74	21,159 11	(3,923 37)	ST
11/19/2014	Aryzta AG	83 92	246 00	20,643 50	3/16/2015	16,825 36	20,643 50	(3,818 14)	ST
11/18/2014	Aryzta AG	82 86	217 00	17,981 62	3/16/2015	14,841 88	17,981 62	(3,139 74)	ST
11/18/2014	Aryzta AG	82 92	198 00	16,417 23	3/16/2015	13,542 36	16,417 23	(2,874 87)	ST
5/7/2014	Norsk Hydro ASA	5 49	5,263 00	28,912 98	4/23/2015	26,669 13	28,912 98	(2,243 85)	ST
11/21/2014	Aryzta AG	84 55	135 00	11,413 86	3/16/2015	9,233 43	11,413 86	(2,180 43)	ST
11/21/2014	Aryzta AG	84 47	117 00	9,883 21	3/16/2015	8,002 31	9,883 21	(1,880 90)	ST
11/20/2014	Aryzta AG	84 02	111 00	9,326 51	3/16/2015	7,591 93	9,326 51	(1,734 58)	ST
5/7/2014	Norsk Hydro ASA	5 49	21,221 00	116,580 33	1/5/2015	116,014 07	116,580 33	(566 26)	ST
9/2/2014	Fresenius Medical Care AG	70 77	746 00	52,793 58	4/17/2015	62,894 84	52,793 58	10,101 26	ST
						741,615 85	811,696 35	(70,080 49)	

The Susan Vaughan Foundation, Inc.
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Purchase Date	Security	Quote/Price	Shares	Cost Basis	Date Sold	Proceeds	Sold	Gain/(Loss)	
7/30/2014	Hitachi NPV	8 00	26,000 00	207,890 35	9/25/2015	132,261 14	207,890 35	(75,629 21)	LT
3/11/2013	Bangkok Bank THB10	7 58	21,000 00	159,250 23	6/5/2015	112,084 06	159,250 23	(47,166 17)	LT
7/3/2012	Hang Lung Properties	3 50703026	38,000 00	133,267 15	2/12/2015	106,899 67	133,267 15	(26,367 48)	LT
2/7/2014	SES SA Global FDR	33 99059488	2,800 00	95,173 67	7/30/2015	85,570 01	95,173 67	(9,603 66)	LT
3/17/2014	Adecco SA CHF1	84 33	947 00	79,857 61	5/11/2015	73,554 94	79,857 61	(6,302 68)	LT
7/8/2013	TF1 - TV Francaise	12 65	2,663 00	33,691 53	12/9/2015	31,407 46	33,691 53	(2,284 07)	LT
2/7/2014	SES SA Global FDR	33 99059488	589 00	20,020 46	7/30/2015	18,143 13	20,020 46	(1,877 33)	LT
7/4/2013	TF1 - TV Francaise	12 29	4,421 00	54,337 38	12/8/2015	53,304 82	54,337 38	(1,032 56)	LT
3/17/2014	Adecco SA CHF1	84 33	167 00	14,082 60	5/11/2015	13,093 27	14,082 60	(989 33)	LT
7/5/2013	TF1 - TV Francaise	12 43	2,387 00	29,671 04	12/8/2015	28,780 50	29,671 04	(890 54)	LT
7/3/2013	TF1 - TV Francaise	12 12	6,316 00	76,574 28	12/8/2015	76,153 19	76,574 28	(421 09)	LT
7/8/2013	TF1 - TV Francaise	12 65	240 00	3,036 41	12/8/2015	2,893 72	3,036 41	(142 69)	LT
10/18/2013	Siam Cement Co THB1	11 71877581	589 00	6,902 36	12/11/2015	7,014 83	6,902 36	112 47	LT
10/24/2013	Husgvarna AB Series B	6 16	828 00	5,102 82	1/15/2015	5,614 21	5,102 82	511 39	LT
10/18/2013	Siam Cement Co THB1	11 71877581	2,800 00	32,812 57	12/11/2015	33,347 25	32,812 57	534 68	LT
10/24/2013	Husgvarna AB Series B	6 16	1,033 00	6,366 19	1/15/2015	6,941 96	6,366 19	575 77	LT
8/29/2013	Keppel REIT	-	1,280 00	-	1/8/2015	1,161 44	-	1,161 44	LT
10/18/2013	Siam Cement Co THB1	11 71877581	9,011 00	105,597 89	12/11/2015	107,318 61	105,597 89	1,720 72	LT
7/30/2012	Canon Inc	32 14615349	4,300 00	138,228 46	3/13/2015	141,548 04	138,228 46	3,319 58	LT
6/20/2013	Adecco SA CHF1	56 47	258 00	14,570 55	5/11/2015	20,039 25	14,570 55	5,468 71	LT
4/4/2013	EDF	20 45	1,397 00	28,572 64	1/8/2015	35,293 91	28,572 64	6,721 27	LT
1/14/2014	Danske Bank	23 65	3,097 00	73,236 07	11/26/2015	80,936 23	73,236 07	7,700 16	LT
4/4/2013	EDF	20 45	1,862 00	38,083 22	1/7/2015	47,175 95	38,083 22	9,092 73	LT
4/4/2013	EDF	20 45	1,940 00	39,678 54	1/7/2015	49,284 75	39,678 54	9,606 21	LT
12/20/2012	Bridgestone Corporation	25 75600000	1,400 00	36,058 40	8/27/2015	46,749 64	36,058 40	10,691 24	LT
4/4/2013	EDF	20 45	2,328 00	47,614 25	1/8/2015	58,757 40	47,614 25	11,143 15	LT
9/19/2013	Cap Gemini	61 51	439 00	27,004 09	9/22/2015	39,066 66	27,004 09	12,062 57	LT
6/20/2013	Adecco SA CHF1	56 47	611 00	34,506 22	5/11/2015	47,577 79	34,506 22	13,071 57	LT
5/2/2014	Toyota Motor Company	54 93	3,900 00	214,209 04	9/25/2015	230,175 15	214,209 04	15,966 11	LT
1/2/2013	International Consolidated Airline Ord	3 15	4,139 00	13,023 87	4/16/2015	35,011 47	13,023 87	21,987 60	LT
7/20/2012	Shin-Etsu Chemical	53 70511200	2,500 00	134,262 78	3/13/2015	165,008 69	134,262 78	30,745 91	LT
7/2/2012	Bridgestone Corporation	22 98129286	5,600 00	128,695 24	8/27/2015	186,998 54	128,695 24	58,303 30	LT
12/9/2013	Nippon Telegraph & Telephone Corp	50 54	7,200 00	181,938 82	7/17/2015	267,692 55	181,938 82	85,753 73	LT
1/2/2013	International Consolidated Airline Ord	3 15	16,000 00	50,345 97	9/22/2015	141,681 79	50,345 97	91,335 82	LT
						2,488,542 03	2,263,662 68	224,879 35	