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

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015, or tax year beginning

, 2015, and ending

Name of foundation THE BOOKOUT FAMILY FOUNDATION		A Employer identification number 76-0508684		
		B Telephone number (see instructions) (713) 241-1924		
Number and street (or P O box number if mail is not delivered to street address) 3620 WILLOWICK ROAD		C If exemption application is pending, check here. ► <input type="checkbox"/>		
City or town, state or province, country, and ZIP or foreign postal code HOUSTON TX 77019		D 1 Foreign organizations, check here ► <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 5,270,549.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)	477,923.		
	2 Ck ► <input 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	50,186.	50,186.	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	62,349.	L-6a Stmt	
	b Gross sales price for all assets on line 6a	1,141,022.		
	7 Capital gain net income (from Part IV, line 2)		62,349.	
	8 Net short-term capital gain			
	9 Income modifications			
	10 a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
See Line 11 Stmt	115,311.	113,449.	RECEIVED	
12 Total. Add lines 1 through 11.	705,769.	225,984.	10	
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc			11/17/2016
	14 Other employee salaries and wages			11/17/2016
	15 Pension plans, employee benefits			11/17/2016
	16 a Legal fees (attach schedule)			11/17/2016
	b Accounting fees (attach sch) . . L-16b Stmt	1,600.	1,600.	11/17/2016
	c Other prof fees (attach sch) . . L-16c Stmt	26,397.	26,397.	11/17/2016
	17 Interest			11/17/2016
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	34,579.	2,624.	11/17/2016
	19 Depreciation (attach schedule) and depletion			11/17/2016
	20 Occupancy			11/17/2016
	21 Travel, conferences, and meetings			11/17/2016
	22 Printing and publications			11/17/2016
	23 Other expenses (attach schedule)			11/17/2016
	INVESTMENT EXPENSES FROM PARTNERSHIPS	8,919.	8,919.	11/17/2016
24 Total operating and administrative expenses. Add lines 13 through 23	71,495.	39,540.	11/17/2016	
25 Contributions, gifts, grants paid	282,237.		282,237.	
26 Total expenses and disbursements Add lines 24 and 25	353,732.	39,540.	282,237.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	352,037.			
b Net investment income (if negative, enter -0-)		186,444.		
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing	97,055.	338,892.	338,892.
	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 sch) . ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	334.	0.	0.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) . L-10b. Stmt	4,233,297.	4,533,030.	4,324,726.
	c	Investments – corporate bonds (attach schedule)			
L I A B I L I T I E S	11	Investments – land, buildings, and equipment: basis			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) . L-13. Stmt	616,967.	336,203.	606,931.
	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)	4,947,653.	5,208,125.	5,270,549.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
N F E U T N D A S B S A E L A S N C O E R S		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►	X		
	27	Capital stock, trust principal, or current funds	6,777,805.	7,167,539.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,830,152.	-1,959,414.	
	30	Total net assets or fund balances (see instructions)	4,947,653.	5,208,125.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,947,653.	5,208,125.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,947,653.
2	Enter amount from Part I, line 27a	2	352,037.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	1,534.
4	Add lines 1, 2, and 3	4	5,301,224.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	93,099.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,208,125.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 233.94 ARTISAN INTERNATIONAL FUND INV DE DISCRETION EXERCISED		P	05/19/14	05/29/15
b 297.50 OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I DE DISCRETION EXERCISED		P	05/19/14	05/29/15
c 347.22 ARTISAN INTERNATIONAL FUND INV DE DISCRETION EXERCISED		P	05/19/14	11/13/15
d 1,973.68 GS MLP ENERGY INFRASTRUCTURE I		P	05/19/14	11/13/15
e See Columns (a) thru (d)				
(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 7,500.		7,081.	419.	
b 7,500.		7,943.	-443.	
c 10,000.		10,407.	-407.	
d 15,000.		21,204.	-6,204.	
e See Columns (e) thru (h)		1,032,038.	68,984.	
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			419.	
b			-443.	
c			-407.	
d			-6,204.	
e See Columns (i) thru (l)			68,984.	
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	62,349.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	49,821.
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

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	858,196.	5,280,337.	0.162527
2013	461,849.	2,083,890.	0.221628
2012	549,601.	1,817,906.	0.302326
2011	210,857.	2,091,824.	0.100801
2010	351,515.	2,418,311.	0.145356
2 Total of line 1, column (d)		2	0.932638
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	0.186528
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	4,952,312.
5 Multiply line 4 by line 3		5	923,745.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,864.
7 Add lines 5 and 6		7	925,609.
8 Enter qualifying distributions from Part XII, line 4		8	282,237.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter	(attach copy of letter if necessary – see Instrs)
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 3,729.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 3,729.
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 3,729.
6 Credits/Payments	
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a 0.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c
d Backup withholding erroneously withheld	6 d
7 Total credits and payments. Add lines 6a through 6d	7 0.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 82.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 3,811.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 0.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax . . . ► 0. Refunded . . . ► 11	11

Part VII-A Statements Regarding Activities

1 a 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 a <input checked="" type="checkbox"/> X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1 b <input checked="" type="checkbox"/> X
c Did the foundation file Form 1120-POL for this year?	1 c <input checked="" type="checkbox"/> X
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?	2 <input checked="" type="checkbox"/> X
<i>If 'Yes,' attach a detailed description of the activities.</i>	
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 <input checked="" type="checkbox"/> X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a <input checked="" type="checkbox"/> X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b <input checked="" type="checkbox"/> X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5 <input checked="" type="checkbox"/> X
<i>If 'Yes,' attach the statement required by General Instruction T</i>	
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 <input checked="" type="checkbox"/> 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 XIV	7 <input checked="" type="checkbox"/> X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . ►	
TX – Texas	
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	8 b <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10 <input checked="" type="checkbox"/> X

Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14	Telephone no. ► (713) 241-1924	
Located at ► 3620 WILLOWICK ROAD HOUSTON TX ZIP + 4 ► 77019		
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	Yes	No
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? ► <input type="checkbox"/>		
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

	Yes	No
1 a 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)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
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.)		
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 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

5 a 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 Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes NoIf 'Yes,' attach the statement required by *Regulations section 53.4945-5(d)*6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b

6 b

X

7 b

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
JOHN F. BOOKOUT, III 3620 WILLOWICK ROAD HOUSTON, TX 77019	PRESIDENT 0.00	0.	0.	0.
ANN BOOKOUT 3620 WILLOWICK ROAD HOUSTON, TX 77019	SECRETARY 0.00	0.	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

None

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	None	

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	

BAA

Form 990-PF (2015)

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	1 a	4,931,658.
b	Average of monthly cash balances	1 b	96,070.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	5,027,728.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,027,728.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	75,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,952,312.
6	Minimum Investment return. Enter 5% of line 5	6	247,616.

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	247,616.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a	3,729.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	3,729.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	243,887.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	243,887.
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	243,887.

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	1 a	282,237.
b	Program-related investments – total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	282,237.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	282,237.

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				243,887.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				0.
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2015				
a From 2010 230,599.				
b From 2011 106,726.				
c From 2012 459,230.				
d From 2013 358,462.				
e From 2014 626,133.				
f Total of lines 3a through e 1,781,150.				
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 282,237.				
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				243,887.
e Remaining amount distributed out of corpus 38,350.				
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 1,819,500.				
b Prior years' undistributed income. Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions 0.				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount — see instructions 0.				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) 230,599.				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a 1,588,901.				
10 Analysis of line 9:				
a Excess from 2011 106,726.				
b Excess from 2012 459,230.				
c Excess from 2013 358,462.				
d Excess from 2014 626,133.				
e Excess from 2015 38,350.				

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Form 990-PF (2015)

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				
Arrow Child & Family Ministries 2929 FM 2920 Rd				
SPRING TX 77388		PUBLIC	EXEMPT FUNCTION	1,600.
BOY SCOUTS OF AMERICA - SAM HOUSTON AREA COUNCIL PO BOX 924528				
HOUSTON TX 77292		PUBLIC	EXEMPT FUNCTION	1,100.
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, MS: BCM160				
HOUSTON TX 77030		PUBLIC	EXEMPT FUNCTION	150.
CASA DE ESPERANZA PO BOX 66581				
HOUSTON TX 77266		PUBLIC	EXEMPT FUNCTION	500.
HOUSTON SYMPHONY 615 LOUISIANA, STE. 102				
HOUSTON TX 77002		PUBLIC	EXEMPT FUNCTION	2,725.
Assistance League Of Houston 1902 Commonwealth Street				
HOUSTON TX 77006		PUBLIC	EXEMPT FUNCTION	150.
Bayou Bend Collection and Gardens PO Box 6826				
Houston TX 77265		PUBLIC	EXEMPT FUNCTION	7,500.
MOUNT VERNON LADIES' ASSOCIATION PO BOX 110				
MOUNT VERNON VA 22121		PUBLIC	EXEMPT FUNCTION	10,500.
MUSEUM OF FINE ARTS, HOUSTON 1001 BISSONET				
HOUSTON TX 77005		PUBLIC	EXEMPT FUNCTION	129,000.
See Line 3a statement				129,012.
Total			► 3a	282,237.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion 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	50,186.	
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 . . .			18	62,349.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a CAPITAL GAIN/LOSS FROM PARTNERSHIPS			18	99,475.	
b ORDINARY GAIN/LOSS FROM PARTNERSHIPS			14	1,977.	
c OTHER INCOME/LOSS FROM PARTNERSHIPS			14	2,400.	
d EXCESS DISTRIBUTION FROM PARTNERSHIP			14	11,574.	
e NET SECTION 1231 GAIN/(LOSS) FROM PARTNERSHIPS			14	-115.	
12 Subtotal. Add columns (b), (d), and (e)				227,846.	
13 Total. Add line 12, columns (b), (d), and (e)				13	227,846.

(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.)
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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	1 a (1)	X
(2) Other assets	1 a (2)	X

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

2 a 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	<p>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</p>  <p>John Becker</p> <p>Signature of officer or trustee</p>		
	06/08/16	►	PRESIDENT
	Date		Title
	<input type="checkbox"/> May the IRS discuss this return with the preparer shown below (see instructions)?		

Signature of officer or trustee		Date	Title		Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	► <u>Non-Paid Preparer</u>			Firm's EIN ►	
	Firm's address	► _____			Phone no _____	

BAA

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2015

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE BOOKOUT FAMILY FOUNDATION

Employer identification number

76-0508684

Organization type (check one)

Fillers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

THE BOOKOUT FAMILY FOUNDATION

Employer identification number

76-0508684

Part II **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John F. Bookout, III 3620 Willowick Road Houston TX 77019	\$ 326,923	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	John F. Bookout, III 3620 Willowick Road Houston TX 77019	\$ 151,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)

Name of organization

THE BOOKOUT FAMILY FOUNDATION

Employer identification number

76-0508684

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8828.607 Shrs PARNASSUS CORE EQUITY FD-INS	\$ 326,923.	12/31/15
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name THE BOOKOUT FAMILY FOUNDATION	Employer Identification Number 76-0508684
Asset Information:	
Description of Property:	GS 014-99097-2
Date Acquired:	05/20/14 How Acquired Purchased
Date Sold:	05/22/15 Name of Buyer:
Sales Price:	284,360. Cost or other basis (do not reduce by depreciation) 275,597.
Sales Expense:	Valuation Method:
Total Gain (Loss):	8,763. Accumulation Depreciation:
Description of Property:	GS 014-99097-2
Date Acquired:	05/20/14 How Acquired: Purchased
Date Sold:	01/21/15 Name of Buyer:
Sales Price:	756,820. Cost or other basis (do not reduce by depreciation) 706,875.
Sales Expense:	Valuation Method:
Total Gain (Loss):	49,945. Accumulation Depreciation:
Description of Property:	GS 014-99098-0
Date Acquired:	05/19/14 How Acquired: Purchased
Date Sold:	05/29/15 Name of Buyer:
Sales Price:	85,000. Cost or other basis (do not reduce by depreciation) 95,077.
Sales Expense:	Valuation Method:
Total Gain (Loss):	-10,077. Accumulation Depreciation:
Description of Property:	GS 014-99098-0
Date Acquired:	05/19/14 How Acquired: Purchased
Date Sold:	02/10/15 Name of Buyer:
Sales Price:	1,000. Cost or other basis (do not reduce by depreciation) 1,124.
Sales Expense:	Valuation Method:
Total Gain (Loss):	-124. Accumulation Depreciation:
Description of Property: OAKMARK INTL CAPITAL GAIN DISTRIBUTION	
Date Acquired:	05/19/14 How Acquired: Purchased
Date Sold:	12/17/15 Name of Buyer:
Sales Price:	13,842. Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	13,842. Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
CAPITAL GAIN/ (LOSS) FROM PARTNERSHIPS	99,475.	99,475.	
ORDINARY INCOME/ (LOSS) FROM PARTNERSHIPS	1,977.		
OTHER INCOME/ (LOSS) FROM PARTNERSHIPS	2,400.	2,400.	
EXCESS DISTRIBUTION FROM PARTNERSHIP	11,574.	11,574.	
NET SECTION 1231 GAIN/ (LOSS) FROM PARTNERSHIPS	-115.		
Total	<u>115,311.</u>	<u>113,449.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES WITHHELD	2,624.	2,624.		
INVESTMENT INCOME TAX	31,955.			
Total	<u>34,579.</u>	<u>2,624.</u>		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

<u>NONDIVIDEND DISTRIBUTION</u>	<u>1,531.</u>
<u>TAX FREE DIVIDEND</u>	<u>3.</u>
Total	<u>1,534.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

<u>DISALLOWED LOSSES</u>	<u>4,909.</u>
<u>FMV>BV OF CONTRIBUTIONS RECEIVED</u>	<u>88,190.</u>
Total	<u>93,099.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
877.96 OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I	P	05/19/14	11/13/15
1,092.18 OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I	P	05/19/14	12/07/15
42.09 OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I	P	05/19/14	02/10/15
GS Acct 014-99097-2 Summary LT	P	05/20/14	05/22/15
GS Acct 014-99097-2 Summary ST	P	04/20/15	12/15/15
OAKMARK INTL CAPITAL GAIN DISTRIBUTION	P	05/19/14	12/17/15

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
20,000.		23,442.	-3,442.
25,000.		25,000.	0.
1,000.		1,124.	-124.
284,360.		275,597.	8,763.
756,820.		706,875.	49,945.
13,842.		0.	13,842.
Total		1,032,038.	68,984.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-3,442.
			0.
			-124.
			8,763.
			49,945.
			13,842.
Total			68,984.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
				Amount
Name and address (home or business)				
<u>Houston Methodist Hospital Foundation</u> PO Box 4384 HOUSTON TX 77210				Person or Business <input checked="" type="checkbox"/> X 1,000.
<u>Bayou City Fellowship</u> 9597 Jones Rd. #351 Houston TX 77065		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> X 2,200.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- da- tion status of re- cipi- ent	Purpose of grant or contribution	Person or Business Checkbox
				Amount
a Paid during the year				
March of Dimes 3000 Weslayan, Suite 100 HOUSTON TX 77027		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 1,000.
Bering Omega Community Health Services 2150 West 18th St, Suite 300 RMA Houston TX 77008		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
THE SALVATION ARMY 1500 AUSTIN ST HOUSTON TX 77002		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 54,167.
TEXAS CHILDREN'S HOSPITAL PO BOX 300630 SUITE 5214 HOUSTON TX 77230		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
THETA CHARITY ANTIQUES 4212 SAN FELIPE, PMB 345 HOUSTON TX 77027		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
Girl Scouts 3110 Southwest Fwy Houston TX 77098		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 400.
St John's The Devine Episcopal Church 2450 River Oaks Blvd Houston TX 77019		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 51,750.
Greater Houston Community Foundation 5120 Woodway Dr # 6000 Houston TX 77056		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 50.
HCHD Foundation 2525 Holly Hall, Suite 292 Houston TX 77054		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
Houston Botanic Garden 3701 Kirby Drive, Suite 992 Houston TX 77098		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 1,000.
Medical Bridges, Inc. PO Box 300245 Houston TX 77230		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 1,000.
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston TX 77024		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 200.
MS 150 Ride 8111 N. Stadium Drive, Suite 100 Houston TX 77054		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
The Health Museum 1515 Hermann Dr Houston TX 77004		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 1,000.
The Immunization Partnership 3000 Richmond Avenue, Suite 200B Houston TX 77098		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- da- tion status of re- cipi- ent	Purpose of grant or contribution	Person or Business Checkbox
				Amount
a Paid during the year				
The John and Melissa Shue Foundation 303 Mulberry Drive, Suite 300 Mechanicsburg PA 17050				Person or Business <input checked="" type="checkbox"/> 1,000.
The Junior League of Houston Sustaining Club 1811 Briar Oaks Lane Houston TX 77027		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 45.
The National Kidney Foundation 4801 Woodway Drive, Suite 300 East Houston TX 77056		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 250.
The Shepherd Society P.O. Box 1892 Houston TX 77251		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 350.
The University Of TX At Austin P.O. Box 7458 Austin TX 78713		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 500.
The Women's Home 607 Westheimer Rd Houston TX 77006		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 350.
TMC Library 1133 John Freeman Blvd Houston TX 77030		PUBLIC	EXEMPT FUNCTION	Person or Business <input checked="" type="checkbox"/> 250.

Total

129,012.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KATHRYN P PELTIER PC	Tax Consulting and Preparation	1,600.	1,600.		
Total		<u>1,600.</u>	<u>1,600.</u>		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GS 014-99096-4	INVESTMENT FEES	3,848.	3,848.		
GS 014-99097-2	INVESTMENT FEES	22,549.	22,549.		
Total		<u>26,397.</u>	<u>26,397.</u>		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Publicly Traded Securities	4,533,030.	4,324,726.
Total	<u>4,533,030.</u>	<u>4,324,726.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in Partnerships	336,203.	606,931.
Total	<u>336,203.</u>	<u>606,931.</u>