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EXTENDED TO NOVEMBER 15, 2016
Return of Private Foundation

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

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OMB No. 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation HARRIS & ELIZA KEMPNER FUND, INC.		A Employer identification number 76-0680130
Number and street (or P.O. box number if mail is not delivered to street address) 2201 MARKET SUITE #1250	Room/suite	B Telephone number 409-762-1603
City or town, state or province, country, and ZIP or foreign postal code GALVESTON, TX 77550-1529		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <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, col. (c), line 16) \$ 46,499,861. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		82,838.	82,838.		STATEMENT 1
4 Dividends and interest from securities		1,076,754.	1,076,754.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,174,340.			
b Gross sales price for all assets on line 6a		6,752,231.			
7 Capital gain net income (from Part IV, line 2)			1,174,340.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		92,630.	68,965.		STATEMENT 3
12 Total. Add lines 1 through 11		2,426,562.	2,402,897.		
13 Compensation of officers, directors, trustees, etc		117,066.	0.		117,066.
14 Other employee salaries and wages		72,243.	0.		72,243.
15 Pension plans, employee benefits		18,328.	0.		18,328.
16a Legal fees STMT 4		211.	0.		211.
b Accounting fees STMT 5		55,096.	0.		35,396.
c Other professional fees STMT 6		232,404.	0.		2,215.
17 Interest					
18 Taxes STMT 7		49,126.	11,802.		14,593.
19 Depreciation and depletion					
20 Occupancy		10,542.	0.		10,542.
21 Travel, conferences, and meetings		10,410.	0.		10,410.
22 Printing and publications		162.	0.		162.
23 Other expenses STMT 8		456,354.	132,783.		69,500.
24 Total operating and administrative expenses. Add lines 13 through 23		1,021,942.	394,474.		350,666.
25 Contributions, gifts, grants paid		2,071,297.			2,071,297.
26 Total expenses and disbursements. Add lines 24 and 25		3,093,239.	394,474.		2,421,963.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-666,677.			
b Net investment income (if negative, enter -0-)			2,008,423.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	221,973.	855,014.	855,014.
	2 Savings and temporary cash investments	4,681,397.	2,622,515.	2,622,515.
	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			
	7 Other notes and loans receivable ▶ 262,952.			
	Less: allowance for doubtful accounts ▶ 0.	186,351.	262,952.	262,952.
	8 Inventories for sale or use		38,194.	38,194.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	4,406,253.	4,654,524.	4,813,170.
	b Investments - corporate stock STMT 10	27,936,910.	29,015,978.	31,327,608.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	6,114,561.	5,853,724.	6,546,902.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	459,415.	33,506.	33,506.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	44,006,860.	43,336,407.	46,499,861.	
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			
	22 Other liabilities (describe ▶ STATEMENT 13)	3,776.	0.	
23 Total liabilities (add lines 17 through 22)	3,776.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	44,003,084.	43,336,407.		
30 Total net assets or fund balances	44,003,084.	43,336,407.		
31 Total liabilities and net assets/fund balances	44,006,860.	43,336,407.		

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	44,003,084.
2 Enter amount from Part I, line 27a	2	-666,677.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,336,407.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,336,407.

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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 SHORT-TERM UBS			
b LONG-TERM UBS			
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 909,487.		989,824.	-80,337.
b 5,842,744.		4,588,067.	1,254,677.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-80,337.
b			1,254,677.
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	1,174,340.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,326,121.	50,470,353.	.046089
2013	2,187,661.	44,769,476.	.048865
2012	1,965,181.	41,324,159.	.047555
2011	2,013,965.	40,602,323.	.049602
2010	1,632,460.	37,485,728.	.043549

2 Total of line 1, column (d)	2	.235660
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	.047132
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	49,002,698.
5 Multiply line 4 by line 3	5	2,309,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,084.
7 Add lines 5 and 6	7	2,329,679.
8 Enter qualifying distributions from Part XII, line 4	8	2,421,963.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	20,084.
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	20,084.
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	20,084.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	57,600.	
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	57,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
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	37,514.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 37,514. Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.KEMPNERFUND.ORG	X	
14 The books are in care of ANNE BRASIER Telephone no. 409-762-1603 Located at 2201 MARKET STREET SUITE 1250, GALVESTON, TX ZIP+4 77550-1529		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15	N/A	
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(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	N/A	
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?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ 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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		117,066.	11,225.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRETTE M HOWARD - 2201 MARKET SUITE 1250, GALVESTON, TX 77550	GRANTS ADMINISTRATOR	71,486.	7,103.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KEMPNER CAPITAL MANAGEMENT 2201 MARKET 12TH FLOOR, GALVESTON, TX 77550	PORTFOLIO MANAG	68,963.
WESTEND ADVISORS 4064 COLONY RD #130, CHARLOTTE, NC 28211	PORTFOLIO MANAG	62,730.
NEUBERGER BERMAN 1980 POST OAK BLVD #2125, HOUSTON, TX 77056	PORTFOLIO MANAG	50,538.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	46,907,979.
b	Average of monthly cash balances	1b	2,840,953.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,748,932.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	49,748,932.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	746,234.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,002,698.
6	Minimum investment return. Enter 5% of line 5	6	2,450,135.

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	2,450,135.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	20,084.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	1,320.
c	Add lines 2a and 2b	2c	21,404.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,428,731.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,428,731.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,428,731.

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	2,421,963.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,421,963.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	20,084.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,401,879.

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				2,428,731.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	19,301.			
c From 2012				
d From 2013	24,248.			
e From 2014				
f Total of lines 3a through e	43,549.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 2,421,963.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				2,421,963.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	6,768.			6,768.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	36,781.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	36,781.			
10 Analysis of line 9:				
a Excess from 2011	12,533.			
b Excess from 2012				
c Excess from 2013	24,248.			
d Excess from 2014				
e Excess from 2015				

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				
VARIOUS- ALL RECIPIENTS 501(C)(3) VARIOUS GALVESTON, TX 77551	NONE	501(C)(3)	SEE SCHEDULE 1 ATTACHED	2,071,297.
Total			3a	2,071,297.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[illegible]


- 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
N/A		

**Sign
Here**

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


Signature of officer or trustee


Date _____

**EXECUTIVE
DIRECTOR**

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
ANN S. MASEL, CPA		11/07/16		P00758150
Firm's name ► HAM, LANGSTON & BREZINA, LLP			Firm's EIN ► 76-0448495	
Firm's address ► 1011 TREMONT STREET GALVESTON, TX 77550			Phone no. 409-765-9311	

Schedule 1 - Grants and Contributions paid during the year

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
January 2015					
Anti-Defamation League <i>No Place for Hate Schools Initiative</i>	11832 92550	1/21/2015	\$10,000 00		16990 No Place for Hate Schools Initiative in GISD schools
Comp-U-Dept <i>Computer Adoption Session</i>	11860 177270	1/5/2015	\$12,500 00		16965 Computer Adoption Sessions in GISD
Family Promise of Yellowstone Valley <i>Capital campaign to renovate building in downtown Billings</i>	11876 197,000	1/12/2015	\$25,000 00		16980 Capital Campaign
Galveston Arts Center <i>Operations</i>	11862 29164	1/5/2015	\$30,000 00		16958 Operations
Galveston Historical Foundation <i>\$25,000 for Heritage Preservation Challenge and \$75,000 for Hendley Green, an urban park located on the Strand</i>	11836 415,000	1/5/2015	\$100,000 00		16970 Heritage Preservation Challenge and Hendley Green
Galveston ISD Educational Foundation <i>Operations and programs</i>	11837 16,322	1/12/2015	\$40,000 00		16981 Operations and Programs
Galveston Island Tree Conservancy <i>Arborist for Galveston Reforestation</i>	11883 25000	1/6/2015	\$21,000 00		16975 Arborist for Galveston Reforestation
Galveston Urban Ministries <i>Toward construction of new facility</i>	11857 100,000	1/5/2015	\$20,000 00		16969 Construction Expenses of New Facility
The Grand 1894 Opera House <i>Operations 2014-2015 Performing Arts Season</i>	11871 1122113	1/5/2015	\$50,000 00		16959 Operations 2014-2015 Performing
Greater Caribbean Energy & Environment Foundation <i>Restore seagrasses in Galveston Bay and create underwater and shoreline learning park</i>	11640 85000	1/5/2015	\$16,600 00		16966 Restoration of Seagrasses in Galveston Bay
Houston Children's Chorus, Inc. <i>Week long summer music camp</i>	11884 13500	1/5/2015	\$3,500 00		16960 Week-Long Summer Music Camp
Junior Achievement of Southeast Texas, Inc. <i>Programs for students in Galveston ISD</i>	11639 3448651	1/5/2015	\$6,500 00		16961 Programs for Students in GISD
KickStart Kids <i>Central Middle School KickStart Program</i>	11838 50,566	1/12/2015	\$13,000 00		16982 Central Middle School Program
Lutheran Music Academy of Galveston <i>Scholarships and Operations for Fanfare! Lutheran Music Academy which provides after school classes in music, art and drama for Galveston-area children</i>	11839 45,600	1/5/2015	\$20,000 00		16962 Scholarships and Operations for Fanfare!
NIA Cultural Center <i>Continued support of Freedom School</i>	11870 13,600	1/12/2015	\$30,000 00		16983 Operations Freedom School
O'Connell College Preparatory School <i>Guardian Angel Program</i>	11861 195,000	1/5/2015	\$9,500 00		16964 Guardian Angel Program
Rosenberg Library <i>Assist with replacing lighting with more efficient fixtures and bulbs</i>	11619	1/5/2015	\$10,000 00	Green Project	16954 Green Grant
Rosenberg Library <i>Capital Phase VI of facility Renovation</i>	11840 1185259	1/5/2015	\$75,000 00		16953 Phase VI of Facility renovation
Satori, Inc. <i>Scholarships</i>	11843 0	1/5/2015	\$7,500 00		16968
St. Vincent's House <i>Operations for Preschool and Hope Academy</i>	11841 180000	1/5/2015	\$25,000 00		16967 Operations for Preschool and Hope
Texas A&M University at Galveston	11842	1/5/2015	\$7,500 00		16957

Sixth Grade Field Trip Program	3500				Sixth Grade Field Trip Program
Turtle Island Restoration Network	11881	1/6/2015	\$6,000 00		16979
Texas Sea Turtle Recovery Campaign	85000				Texas Sea Turtle Recovery Campaign
Seeding Galveston	11874	2/3/2015	\$20,000 00		17008
Operations	4000				Develop urban gardens in Galveston
Galveston Island Tree Conservancy	11883	3/16/2015	\$21,000 00		17054
Arborist for Galveston Reforestation	25000				Arborist for Galveston Reforestation
NAMI Gulf Coast	11680	4/23/2015	\$18,000 00		17103
Operations	277608				Operations
Surfrider Foundation Galveston Chapter	12220	4/6/2015	\$12,395 00	Green Project	17091
Green Project - Bring the Bag Campaign					Bring the Bag Campaign
Advocacy Center for Children of Galveston County	12123	5/11/2015	\$10,000 00		17118
Forensic Interviews Assist with specialized interviews of children who are alleged victims of child abuse					Forensic Interviews
Alcohol Drug Abuse Women's Center	12198	5/12/2015	\$35,000 00		17143
Operations					Operations
American Red Cross - Greater Houston Chapter	12165	5/11/2015	\$10,000 00		17119
Funding for Disaster Cycle Services and Preparedness					Disaster Cycle Services and Preparedness
Bering Omega Community Service	12168	5/18/2015	\$5,000 00		17155
Oral Health and Wellness Program for Galveston County residents					Oral Health and Wellness Program
Boys and Girls Clubs of Greater Houston, Inc.	12167	5/12/2015	\$50,000 00		17136
Operations - Johnny Mitchell Club on the Island					Operations Johnny Mitchell Club
Catholic Charities	12166	5/28/2015	\$10,000 00		17167
Case Management - Galveston Basic Needs					Case Management - Galveston Basic Needs
Christus Foundation for Health Care	12179	5/11/2015	\$15,000 00		17120
Operations Our Daily Bread					Operations Our Daily Bread
Communities In Schools - City of Galveston	12212	5/11/2015	\$10,000 00		17121
Operations					Operations
Congregation B'nai Israel	12124	5/6/2015	\$30,000 00		17115
Replacement of HVAC System					Replacement of HVAC System
DePelchin Children's Center	12170	5/11/2015	\$15,000 00		17122
Continued support of "Parenting Help - group classes for Galveston Island parents at moderate risk of child maltreatment					Parenting Help - group classes for Galveston Island parents
D'Feet Breast Cancer	12171	5/12/2015	\$15,000 00		17137
Support for Case Manager who will provide breast cancer education, screening, diagnostic, case management and patient navigation to low-income, uninsured women in Galveston					Case Manager
Family Service Center Of Galveston County	12172	5/11/2015	\$70,000 00		17124
Prevention and Early Intervention Programming for Youth					School-Based Counseling Services
Foster Kids Charity	12125	5/20/2015	\$5,985 00		17164
Assist with the establishment of a Donation Center that will serve Kinship and foster families & their children as well as child welfare agencies					Donation Center
Galveston Arts Center	11692	5/18/2015	\$125,000 00		17154
Challenge Grant to rehab Strand Street facility	0				Matching Grant to rehab Strand Street
Galveston County Mutual Assistance Partnership	12174	5/26/2015	\$40,000 00		17165
Operations					Operations
Galveston County Adoption Day Foundation	12213	5/5/2015	\$2,000 00		17110
Adoption Celebration					Adoption Celebration

Galveston County Food Bank <i>Operations</i>	12178	5/12/2015	\$11,045 00	17138 Operations
Galveston Island Meals on Wheels, Inc. <i>Operations</i>	12199	5/12/2015	\$15,000 00	17139 Operations
Galveston Island Swim Team <i>Salary of learn-to-swim coach and to subsidize monthly swim fees of children</i>	12176	5/26/2015	\$4,500 00	17166 Salary and Monthly Swim Fees
Galveston Urban Ministries <i>Operations Expansion of programs and hiring more staff</i>	12177	5/12/2015	\$20,000 00	17140 Expansion of Services
Galveston West Beach Lions <i>Purchase of two Spot Vision Screeners that replaces the "wall eye chart"</i>	12173	5/28/2015	\$7,700 00	17168 Purchase of a Spot Vision Screeners
Gulf Coast Big Brothers-Big Sisters, Inc. <i>Mentoring Children Affected by Incarceration</i>	12163	5/12/2015	\$15,000 00	17117 Mentoring Children Affected by Incarceration
Independence Villiage <i>Transportation expenses for residents to daily activities</i>	12181	5/18/2015	\$10,000 00	17152 Transportation Expenses for Residents
Jane's Due Process, Inc. <i>Outreach and marketing of services to pregnant teens in Texas</i>	12182	5/11/2015	\$3,500 00	17126 Outreach and Marketing Services
Jane's Due Process, Inc. <i>Outreach and marketing of services to pregnant teens in Texas</i>	12182	5/20/2015	\$1,500 00	17162 Outreach and Marketing Services
Libbie's Place <i>Salary of Part-Time Social Worker</i>	12183	5/11/2015	\$5,000 00	17127 Salary of part-time social worker
The Luke Society <i>Purchase of one year of antibiotics</i>	12184	5/18/2015	\$15,000 00	17156 Purchase Antibiotics
Planned Parenthood Gulf Coast <i>Operations Galveston County Clinic</i>	12187	5/11/2015	\$20,000 00	17130 Operations Galveston County Clinic
Prevent Blindness Texas <i>Expansion of Healthy Eyes program (screening program for the uninsured)</i>	12185	5/18/2015	\$10,000 00	17157 Healthy Eyes Program
Project Graduation, Inc. <i>Chemical free graduation celebration at Ball High School</i>	12186	5/4/2015	\$1,500 00	17106 Chemical free graduation celebration at Ball High School
Resource and Crisis Center <i>Operations</i>	12188	5/11/2015	\$35,000 00	17132 Operations
The Rose <i>Breast Cancer Diagnosis and Access to Care for Underserved Galveston County Women</i>	12189	5/4/2015	\$2,500 00	17107 Services to Underserved Women
Samaritan Women at the Well <i>Operations for transitional housing at 3 facilities</i>	12192	5/11/2015	\$12,000 00	17133 Operations for Transitional Housing
Shriners Hospitals for Children <i>Tissue Bank</i>	12193	5/20/2015	\$15,000 00	17163 Operations Tissue Bank
Southwestern Diabetic Foundation/Camp Sweeney <i>Campership for a Galveston diabetic child to attend Camp Sweeney (facility that provides a practical, hands-on sife-style management of diabetes</i>	12195	5/4/2015	\$2,300 00	17108 Campership for a Galveston Diabetic Child
St. Vincent's House <i>Operations Direct Human Services</i>	12191	5/18/2015	\$35,000 00	17160 Operations
Sunshine Center, Inc. <i>Support for full-time program support coordinator</i>	12190	5/18/2015	\$19,000 00	17158 Program Support Coordinator
Tahirih Justice Center <i>Operations</i>	12196	5/11/2015	\$10,000 00	17135 Operations

Teen Health Center Telepsychiatry Services	12202	5/18/2015	\$43,000 00		17153 Telepsychiatry Services
Galveston Island Park Board of Trustees Beach Park Recycling Program	12260	6/11/2015	\$13,500 00	Green Project	17186 Beach Park Recycle Program
Galveston Urban Ministries Recycling Program at Frost Bank	12253	6/3/2015	\$1,125 00	Green Project	17176 Recycling Program at Frost Bank
The Mary Moody Northern Endowment State of the City Seminar	12262	6/11/2015	\$540 00		17187 State of the City Seminar
Galveston Island Meals on Wheels, Inc.	12317	8/26/2015	\$500 00	Director Discretion	17240
The Galveston Symphony Orchestra	12315	8/26/2015	\$1,000 00	Director Discretion	17241 Operations
The Grand 1894 Opera House	12316	8/26/2015	\$500 00	Director Discretion	17242 Operations
The Luke Society	12318	8/26/2015	\$500 00	Director Discretion	17243 IHO Dr and Mrs Zaunbrecher
Galveston Bay Area Chapter of the Texas Master Naturalists, Inc. Texas Monofilament Recovery and Recycling Program-Galveston Island	12332	10/5/2015	\$5,000 00	Green Project	17258 Monofilament Recovery and Recycling Program-Galveston Island
Galveston Historical Foundation Kempner Park Maintenance	12403	10/19/2015	\$16,321 00	Kempner Park Fund	17276 Kempner Park
Galveston Historical Foundation Kempner Park Maintenance	12403	10/19/2015	\$16,321 00	Kempner Park Fund	17276 Kempner Park
The Grand 1894 Opera House Memorial Jennifer Ezell	12428	10/29/2015	\$1,063 00	Jennifer Ezell	17296 Memorial Jennifer Ezell
Ron Clark Academy Memorial Jennifer E Ezell - scholarships	12418	10/27/2015	\$7,900 00		17295 Scholarships
Classical Guitar Alive Pilot episode of NPR American Classical filmed in Bishop's Palace	11882 54,100	11/2/2015	\$10,000 00		17299 Pilot episode filmed in Bishop's Palace
The University of Texas Medical Branch Memorial Jeane B Kempner Fellowships	12412	11/18/2015	\$315,996 00	Jeane B Kempner Fund	17369 Fellowships. Jeane B. Kempner
African Children's Haven	12520	12/1/2015	\$1,000 00	Director Discretion	17387 Operations
African Children's Haven	12535	12/7/2015	\$1,000 00	Director Discretion	17391 Operations
Carnegie Center for Literacy and Learning	12533	12/7/2015	\$1,000 00	Director Discretion	17392 Operations
Child Advocates of Fort Bend County	12547	12/9/2015	\$500 00	Director Discretion	17411 Operations
Congregation Beth Aaron	12529	12/7/2015	\$1,000 00	Director Discretion	17393 Building Fund
Downtown Revitalization Committee	12526	12/7/2015	\$1,000 00	Director Discretion	17394 Operations or Special Events
Family Promise of Yellowstone Valley	12537	12/7/2015	\$1,000 00	Director Discretion	17402 Capital Campaign
Family Promise of Yellowstone Valley	12537	12/7/2015	\$2,000 00	Director Discretion	17403 Operations

Galveston Arts Center	12519	12/1/2015	\$1,000 00	Director Discretion	17389 Clint Wilhour Endowment for Exhibits
Galveston Arts Center	12543	12/9/2015	\$3,000 00	Director Discretion	17410 Operations
Galveston Island Nature Tourism Council	12527	12/7/2015	\$1,000 00	Director Discretion	17395 Education Center at East End Lagoon
Georgetown Day School	12516	12/1/2015	\$3,000 00	Director Discretion	17384 Director Discretion - Unrestricted
Georgia Sea Turtle Center	12545	12/9/2015	\$500 00	Director Discretion	17412 Operations
Global Heritage Fund	12551	12/9/2015	\$3,000 00	Director Discretion	17417 Operations
The Grand 1894 Opera House	12532	12/7/2015	\$2,000 00	Director Discretion	17396 Lyda K. Quinn for the Performing Arts and Operations
Island Etc	12524	12/7/2015	\$3,000 00	Director Discretion	17397 IMO Maurie Smith
Jane's Due Process, Inc.	12549	12/9/2015	\$500 00	Director Discretion	17413 Operations
La Leche League International	12528	12/7/2015	\$1,000 00	Director Discretion	17398
Planned Parenthood South Texas	12552	12/10/2015	\$3,000 00		17421 Unrestricted
The Rose	12548	12/9/2015	\$500 00		17414 Operations
Satori, Inc.	12521	12/1/2015	\$1,000 00	Director Discretion	17390 Operations
Texas Lyceum	12517	12/1/2015	\$3,000 00		17385 2016 event in Galveston
The Toy Chest	12531	12/7/2015	\$1,000 00		17399
Widecast	12544	12/9/2015	\$500 00		17415 Operations
Willow Waterhole Greenspace Conservancy, Inc.	12550	12/9/2015	\$500 00		17416 Operations
American Farmland Trust	12079	1/12/2015	\$100 00		16984
Divine Canines Grant for Match [8951]	12072	1/6/2015	\$500 00		16972 Unrestricted
FotoFest Inc. Grant for Match [8955]	12074	1/6/2015	\$2,000 00		16976 Unrestricted
Friends of Texas Wildlife Grant for Match [8950]	12073	1/6/2015	\$125 00		16973 IHO Mike and Sandy Louth
The Grand 1894 Opera House Grant for Match [8960]	12083	1/21/2015	\$947 00		16987 Unrestricted
Humane Society of Whitley County Grant for Match [8952]	12071	1/6/2015	\$250 00		16974 IMO Bon Zumbrun
Kids4Kids Grant for Match [8953]	12075	1/6/2015	\$500 00		16977 Unrestricted
The Leukemia & Lymphoma Society Grant for Match [8959]	12084	1/21/2015	\$125 00		16986 Unrestricted (IHO Jim Red & Little
Round Top-Carmine Education Foundation	12076	1/6/2015	\$1,000 00		16978

<i>Grant for Match [8954]</i>					Unrestricted
Southwest School of Art & Craft <i>Grant for Match [8963]</i>	12089	1/28/2015	\$500 00	16997	Unrestricted
Texas Biomedical Research Institute <i>Grant for Match [8961]</i>	12091	1/28/2015	\$1,000 00	16998	Unrestricted
The University of Texas Medical Branch <i>Grant for Match [8957]</i>	12077	1/12/2015	\$100 00	16985	2015 GCSEF
The University of Texas Medical Branch <i>Grant for Match [8964]</i>	12093	1/28/2015	\$500 00	17001	President's Cabinet
World Monuments Fund <i>Grant for Match [8962]</i>	12090	1/28/2015	\$5,000 00	16999	Unrestricted
American Red Cross - Greater Houston Chapter <i>Grant for Match [8974]</i>	12104	2/9/2015	\$100 00	17014	Unrestricted
Bay Area Habitat for Humanity - Houston, Inc. <i>Grant for Match [8986]</i>	12122	2/25/2015	\$100 00	17033	Unrestricted
Boys and Girls Clubs of San Antonio <i>Grant for Match [8972]</i>	12105	2/9/2015	\$1,250 00	17015	Unrestricted
Communities in Schools Houston, Inc. <i>Grant for Match [8973]</i>	12106	2/9/2015	\$250 00	17016	Unrestricted
Congregation B'nai Israel <i>Grant for Match [8983]</i>	12116	2/12/2015	\$1,500 00	17028	Unrestricted
Doctors Without Borders USA, Inc. <i>Grant for Match [8977]</i>	12107	2/9/2015	\$200 00	17017	Unrestricted
Galveston Academic Excellence Booster Club <i>Grant for Match [8984]</i>	12119	2/17/2015	\$100 00	17031	IHO Karen Brasier
Galveston Art League <i>Grant for Match [8968]</i>	12101	2/9/2015	\$250 00	17009	Unrestricted
Galveston Arts Center <i>Grant for Match [8967]</i>	12102	2/9/2015	\$100 00	17010	Unrestricted
Galveston ISD Educational Foundation <i>Grant for Match [8966]</i>	12097	2/2/2015	\$100 00	17004	Unrestricted
Galveston Island Nature Tourism Council <i>Grant for Match [8969]</i>	12103	2/9/2015	\$300 00	17013	Unrestricted
Houston Area Women's Center <i>Grant for Match [8981]</i>	12113	2/9/2015	\$250 00	17023	Unrestricted
Houston Food Bank <i>Grant for Match [8971]</i>	12108	2/9/2015	\$200 00	17019	Unrestricted
Houston Grand Opera <i>Grant for Match [8979]</i>	12115	2/9/2015	\$250 00	17024	Unrestricted
Houston Public Media Foundation <i>Grant for Match [8980]</i>	12114	2/9/2015	\$1,200 00	17025	Unrestricted
Justin Siena High School <i>Grant for Match [8965]</i>	12094	2/2/2015	\$2,500 00	17006	Unrestricted
Montana State University Foundation, Inc. <i>Grant for Match [8982]</i>	12117	2/12/2015	\$100 00	17026	WWAMI
Monte Vista Historical Association <i>Grant for Match [8985]</i>	12118	2/17/2015	\$100 00	17030	Unrestricted
Planned Parenthood Gulf Coast <i>Grant for Match [8976]</i>	12110	2/9/2015	\$650 00	17020	Unrestricted
San Antonio Symphony <i>Grant for Match [8987]</i>	12121	2/25/2015	\$100 00	17034	Unrestricted
Spring Branch Baseball Program <i>Grant for Match [8978]</i>	12111	2/9/2015	\$100 00	17021	Unrestricted
United Way of Greater Houston <i>Grant for Match [8975]</i>	12112	2/9/2015	\$700 00	17022	Unrestricted

AIDS Coalition of Coastal Texas, Inc. <i>Grant for Match [9008]</i>	12130	3/16/2015	\$500 00	17040 IHO Victor Lang
Alley Theater <i>Grant for Match [9023]</i>	12131	3/16/2015	\$100 00	17041 Unrestricted
Amigos De Las Americas <i>Grant for Match [9021]</i>	12132	3/16/2015	\$100 00	17042 Unrestricted
Amnesty International, USA <i>Grant for Match [9022]</i>	12133	3/16/2015	\$100 00	17043 Unrestricted
Brady Center to Prevent Gun Violence <i>Grant for Match [9012]</i>	12134	3/16/2015	\$100 00	17044 Unrestricted
The Center for Hearing and Speech <i>Grant for Match [9020]</i>	12135	3/16/2015	\$100 00	17045 Unrestricted
Child Advocates Inc. <i>Grant for Match [8994]</i>	12136	3/16/2015	\$100 00	17046 Unrestricted
The Children's Assessment Center <i>Grant for Match [8992]</i>	12137	3/16/2015	\$100 00	17047 Unrestricted
The Chinquapin School <i>Grant for Match [8991]</i>	12138	3/16/2015	\$150 00	17048 Unrestricted
City of Galveston <i>Grant for Match [9024]</i>	12139	3/16/2015	\$500 00	17049 Community Swimming Pool
Contemporary Arts Museum Houston <i>Grant for Match [8989]</i>	12129	3/5/2015	\$10,000 00	17039 Unrestricted
Family Service Center of Greater Houston <i>Grant for Match [9001]</i>	12140	3/16/2015	\$100 00	17050 Unrestricted
Friends of Houston Public Library <i>Grant for Match [9013]</i>	12141	3/16/2015	\$100 00	17051 Unrestricted
Galveston Bay Foundation <i>Grant for Match [9011]</i>	12142	3/16/2015	\$100 00	17052 Unrestricted
Galveston Historical Foundation <i>Grant for Match [9006]</i>	12143	3/16/2015	\$100 00	17053 Unrestricted
The Grand 1894 Opera House <i>Grant for Match [9007]</i>	12144	3/16/2015	\$500 00	17055 Unrestricted
Houston Habitat for Humanity <i>Grant for Match [9018]</i>	12145	3/16/2015	\$150 00	17056 Unrestricted
Harris County Hospital District Foundation <i>Grant for Match [8997]</i>	12146	3/16/2015	\$200 00	17057 Unrestricted
Hermann Park Conservancy <i>Grant for Match [9015]</i>	12147	3/16/2015	\$100 00	17058 Unrestricted
Houston Achievement Place <i>Grant for Match [8995]</i>	12148	3/16/2015	\$100 00	17059 Unrestricted
Houston Center for Literacy <i>Grant for Match [9005]</i>	12149	3/16/2015	\$100 00	17060 Unrestricted
Houston Hospice <i>Grant for Match [8996]</i>	12150	3/16/2015	\$100 00	17061 Unrestricted
Houston Museum of Natural Science <i>Grant for Match [9003]</i>	12151	3/16/2015	\$100 00	17062 Unrestricted
Houston Parks Board <i>Grant for Match [8990]</i>	12152	3/16/2015	\$100 00	17063 Gulfton Skate Park
Houston Public Media Foundation 03/23/2015	12209	3/24/2015	\$100 00	17078 03/23/2015
Houston Symphony <i>Grant for Match [9010]</i>	12153	3/16/2015	\$100 00	17064 Unrestricted
Inprint, Inc. <i>Grant for Match [9004]</i>	12154	3/16/2015	\$100.00	17065 Unrestricted
Museum of Fine Arts Houston	12155	3/16/2015	\$250 00	17066

<i>Grant for Match [9000]</i>				Unrestricted
National Multiple Sclerosis Society <i>Grant for Match [8988]</i>	12128	3/5/2015	\$250 00	17038 Olivier Logette
National Parks Conservation Association <i>Grant for Match [9014]</i>	12156	3/16/2015	\$100 00	17067 Unrestricted
Planned Parenthood Federation of America, Inc. <i>Grant for Match [9002]</i>	12157	3/16/2015	\$100 00	17068 Unrestricted
Rosenberg Library <i>03/23/2015</i>	12210	3/24/2015	\$150 00	17081 Unrestricted
Safe Passage <i>Grant for Match [9019]</i>	12158	3/16/2015	\$100 00	17069 Unrestricted
Star of Hope Mission <i>Grant for Match [9017]</i>	12159	3/16/2015	\$100 00	17070 Unrestricted
Trees for Houston <i>Grant for Match [8999]</i>	12160	3/16/2015	\$100 00	17071 Unrestricted
Valley Zoological Society <i>Grant for Match [9016]</i>	12161	3/16/2015	\$250 00	17072 Unrestricted
Women's International Network for Guatemalan Solutions <i>Grant for Match [8998]</i>	12162	3/16/2015	\$300 00	17073 Unrestricted
African Children's Haven <i>Grant for Match [9044]</i>	12240	4/13/2015	\$100 00	17093 Grant for Match [9044]
Bridges to Life <i>Grant for Match [9029]</i>	12214	4/1/2015	\$100 00	17082 Unrestricted
Child Advocates of Fort Bend County <i>Grant for Match [9043]</i>	12238	4/1/2015	\$250 00	17083 Grant for Match [9043]
City of Galveston <i>04/13/2015</i>	12222	4/13/2015	\$5,025 00	17096 Swimming Pool
Galveston ISD Educational Foundation <i>Grant for Match [9030]</i>	12216	4/1/2015	\$50 00	17084 Unrestricted
Galveston Island Humane Society, Inc. <i>Grant for Match [9036]</i>	12226	4/23/2015	\$300 00	17102 Grant for Match [9036]
Gulf Coast Big Brothers-Big Sisters, Inc. <i>Grant for Match [9037]</i>	12227	4/1/2015	\$100 00	17085 Unretricted
Nau Center for Texas Cultural Heritage <i>Grant for Match [8930]</i>	12041	4/10/2015	(\$100 00)	1045 Project Cancelled
Resolve <i>Grant for Match [9045]</i>	12241	4/13/2015	\$250 00	17095 Grant for Match [9045]
San Juan Preservation Trust <i>Grant for Match [9035]</i>	12223	4/16/2015	\$150 00	17099 Unrestricted
Satori, Inc. <i>Grant for Match [9031]</i>	12217	4/1/2015	\$250 00	17086 Unrestricted
Skagit Land Trust <i>Grant for Match [9032]</i>	12218	4/1/2015	\$1,000 00	17088 Unrestricted
The Artist Boat, Inc. <i>Grant for Match [9028]</i>	12211	5/18/2015	\$250 00	17161 Unrestricted
Classical Guitlar Alive <i>Grant for Match [9054]</i>	12258	5/6/2015	\$1,250 00	17116 American Classic
Downtown Revitalization Committee <i>Grant for Match [9042]</i>	12237	5/12/2015	\$250 00	17144 Grant for Match [9042]
Justin Siena High School <i>Grant for Match [9047]</i>	12246	5/4/2015	\$4,100 00	17105 Unrestricted
Literacy San Antonio <i>Grant for Match [9038]</i>	12233	5/11/2015	\$500 00	17128 Annual Fund
The Midtown Arts and Theater Center Houston	12249	5/4/2015	\$1,000 00	17112

<i>Grant for Match [9049]</i>				<i>Grant for Match [9049]</i>
Old Central Cultural Center <i>Grant for Match [9039]</i>	12234	5/11/2015	\$100 00	17129 <i>Grant for Match [9039]</i>
Planned Parenthood South Texas <i>Grant for Match [9041]</i>	12236	5/11/2015	\$2,500 00	17131 Annual Fund
San Antonio Academy <i>Grant for Match [9040]</i>	12235	5/11/2015	\$250 00	17134 SA Reads Program (IHO Liz
Alzheimer's Association <i>Grant for Match [9055]</i>	12271	6/25/2015	\$50 00	17194 <i>Grant for Match [9055]</i>
Family Promise of Yellowstone Valley <i>Grant for Match [9058]</i>	12272	6/29/2015	\$1,028 17	17198 <i>Grant for Match [9058]</i>
Family Promise of Yellowstone Valley <i>Grant for Match [9057]</i>	12273	6/29/2015	\$1,028 17	17197 <i>Grant for Match [9057]</i>
Family Promise of Yellowstone Valley <i>Grant for Match [9056]</i>	12274	6/29/2015	\$1,028 17	17196 <i>Grant for Match [9056]</i>
Galveston County Food Bank <i>Grant for Match [9052]</i>	12256	6/8/2015	\$50 00	17185 IMO Dave Zumbrun
Juvenile Diabetes Research Foundation <i>Grant for Match [9059]</i>	12275	6/29/2015	\$150 00	17200 Unrestricted
Museum of Fine Arts Houston <i>Grant for Match [9051]</i>	12250	6/2/2015	\$750 00	17175 Unrestricted
Planned Parenthood Gulf Coast <i>Grant for Match [9050]</i>	12251	6/2/2015	\$500 00	17174 Unrestricted
St. John's School <i>Grant for Match [9046]</i>	12245	6/1/2015	\$3,000 00	17173 Unrestricted
Yes Prep Public Schools <i>Grant for Match [9060]</i>	12277	7/1/2015	\$1,000 00	17202 Unrestricted
Barth Syndrome Foundation, Inc. <i>Grant for Match [9079]</i>	12299	8/26/2015	\$3,000 00	17223 Unrestricted
Bayou Preservation Association, Inc. <i>Grant for Match [9078]</i>	12300	8/26/2015	\$100 00	17224 Unrestricted
Bering Omega Community Service <i>Grant for Match [9081]</i>	12301	8/26/2015	\$100 00	17225 Unrestricted
CanCare of Houston <i>Grant for Match [9077]</i>	12302	8/26/2015	\$100 00	17226 Unrestricted
Congregation B'nai Israel <i>Grant for Match [9069]</i>	12284	8/11/2015	\$250 00	17203 IMO Lynn Cantini
Downtown Revitalization Committee <i>Grant for Match [9064]</i>	12285	8/11/2015	\$500 00	17204 Unrestricted
Episcopal Diocese of West Texas <i>Grant for Match [9089]</i>	12303	8/26/2015	\$200 00	17227 Unrestricted
Galveston Arts Center <i>Grant for Match [9072]</i>	12286	8/11/2015	\$1,000 00	17205 IHO Keith Bassett
Galveston College Foundation <i>Grant for Match [9063]</i>	12287	8/11/2015	\$1,000 00	17206 IMO Lynn Cantini
Galveston County Food Bank <i>Grant for Match [9070]</i>	12288	8/11/2015	\$500 00	17207 <i>Grant for Match [9070]</i>
Galveston Historical Foundation <i>Grant for Match [9066]</i>	12289	8/11/2015	\$1,000 00	17208 IMO Lynn Cantini
Galveston ISD Educational Foundation <i>Grant for Match [9073]</i>	12296	8/12/2015	\$1,000 00	17221 IMO Lynn Cantini
Galveston Island Humane Society, Inc. <i>Grant for Match [9065]</i>	12290	8/11/2015	\$100 00	17209 Unrestricted
Galveston Island Meals on Wheels, Inc. <i>Grant for Match [9071]</i>	12291	8/11/2015	\$1,000 00	17210 IMO Lynn Cantini

The Galveston Symphony Orchestra <i>Grant for Match [9061]</i>	12292	8/11/2015	\$1,000 00	17211 IMO Lynn Cantini
The Grand 1894 Opera House <i>Grant for Match [9068]</i>	12293	8/11/2015	\$1,000 00	17212 IMO Lynn Cantini
Houston SPCA <i>Grant for Match [9074]</i>	12304	8/26/2015	\$100 00	17229 Unrestricted
The Luke Society <i>Grant for Match [9067]</i>	12294	8/11/2015	\$750 00	17214 IMO Lynn Cantini -Turning Point
Memorial Park Conservancy, Inc. <i>Grant for Match [9082]</i>	12306	8/26/2015	\$100 00	17231 Unrestricted
Menil Foundation <i>Grant for Match [9084]</i>	12307	8/26/2015	\$100 00	17232 Unrestricted
Neighborhood Centers, Inc. <i>Grant for Match [9080]</i>	12308	8/26/2015	\$100 00	17233 Unrestricted
Neuhaus Education Center <i>Grant for Match [9076]</i>	12309	8/26/2015	\$100 00	17234 Unrestricted
Preservstion Houston <i>Grant for Match [9088]</i>	12310	8/26/2015	\$100 00	17235 Unrestricted
Salvation Army - Greater Houston <i>Grant for Match [9085]</i>	12311	8/26/2015	\$100 00	17236 Unrestricted
Scenic Texas, Inc. <i>Grant for Match [9086]</i>	12312	8/26/2015	\$100 00	17237 Unrestricted
Stages, Inc. <i>Grant for Match [9075]</i>	12313	8/26/2015	\$100 00	17238 Unrestricted
The University of Texas Health Science Center <i>Grant for Match [9062]</i>	12295	8/11/2015	\$50 00	17215 Unrestricted
Young Men's Christian Association of Greater Houston <i>Grant for Match [9087]</i>	12314	8/26/2015	\$125 00	17239 Operation BackPack
Adventure Cycling Association <i>Grant for Match [9097]</i>	12328	9/22/2015	\$200 00	17256 Unrestricted
American Foundation for Suicide Prevention <i>Grant for Match [9091]</i>	12319	9/14/2015	\$350 00	17244 Unrestricted
City of Galveston <i>Grant for Match [9094]</i>	12326	9/21/2015	\$1,100 00	17252 Community Swimming Pool
Evelyn's Park Conservancy <i>Grant for Match [9092]</i>	12320	9/14/2015	\$500 00	17245 Unrestricted
Galveston Island Oktoberfest, Inc. <i>Grant for Match [9093]</i>	12325	9/21/2015	\$250 00	17253 IMO George Haussinger
The Grand 1894 Opera House <i>Grant for Match [9095]</i>	12327	9/21/2015	\$500 00	17254 Daisy's Friends
Lady Bird Johnson Wildflower Center <i>Grant for Match [9083]</i>	12305	9/14/2015	\$100 00	17246 Unrestricted
Menil Foundation <i>Grant for Match [9096]</i>	12329	9/22/2015	\$445 00	17257 Unrestricted
Richmond Oilers <i>Grant for Match [9090]</i>	12321	9/14/2015	\$250 00	17247 Unrestricted
African Children's Haven <i>Grant for Match [9106]</i>	12344	10/9/2015	\$4,000 00	17268 Unrestricted
American Farmland Trust <i>Grant for Match [9105]</i>	12345	10/9/2015	\$100 00	17269 Unrestricted
THE BETH YESHURUN DAY SCHOOL <i>Grant for Match [9102]</i>	12343	10/9/2015	\$100 00	17270 Unrestricted
Children's Tumor Foundation <i>Grant for Match [9118]</i>	12422	10/27/2015	\$1,000 00	17291 Unrestricted

Doctors Without Borders USA, Inc. <i>Grant for Match [9120]</i>	12420	10/27/2015	\$2,500 00	17293 Syrian Refugee Relief
Faith in Practice <i>Grant for Match [9117]</i>	12423	10/27/2015	\$1,000 00	17290 Peter & Nancy Thompson, PID 2142
Galveston Arts Center <i>Grant for Match [9111]</i>	12416	10/26/2015	\$250 00	17284 IHO Robert and Susan Lynch
Galveston College Foundation <i>Grant for Match [9108]</i>	12407	10/19/2015	\$500 00	17275 Unrestricted
Galveston Island Humane Society, Inc. <i>Grant for Match [9110]</i>	12408	10/19/2015	\$250 00	17280 Unrestricted
The Galveston Symphony Orchestra <i>Grant for Match [9107]</i>	12353	10/13/2015	\$300.00	17274 Unrestricted
The Grand 1894 Opera House <i>Grant for Match [9100]</i>	12337	10/5/2015	\$2,500 00	17264 Unrestricted
The Harris School <i>Grant for Match [9098]</i>	12335	10/5/2015	\$1,000 00	17259 Operations
Houston Public Media Foundation <i>Grant for Match [9104]</i>	12346	10/9/2015	\$100 00	17272 Unrestricted
Island Etc <i>Grant for Match [9103]</i>	12341	10/9/2015	\$3,500 00	17266 Unrestricted
Khan Academy Inc <i>Grant for Match [9116]</i>	12424	10/27/2015	\$500 00	17289 Unrestricted
Parent Teacher Organization of Northampton High School <i>Grant for Match [9121]</i>	12419	10/27/2015	\$3,500 00	17294 Technology Fund, English and Math
Planned Parenthood Gulf Coast <i>Grant for Match [9113]</i>	12417	10/26/2015	\$200 00	17286 Unrestricted
Rosenberg Library <i>Grant for Match [9109]</i>	12406	10/19/2015	\$1,000 00	17278 Michael Doherty's retirement
Servicenet, Inc. <i>Grant for Match [9115]</i>	12425	10/27/2015	\$1,000 00	17288 Shelter Sunday
St. John's School <i>Grant for Match [9099]</i>	12336	10/5/2015	\$1,250 00	17263 Unrestricted
Texas Cultural Trust Councils <i>Grant for Match [9112]</i>	12415	10/26/2015	\$2,500 00	17285 Texas Women for the Arts
Trustees of the Forbes Library <i>Grant for Match [9119]</i>	12421	10/27/2015	\$500 00	17292 Unrestricted
United Way of Weld County <i>Grant for Match [9114]</i>	12426	10/27/2015	\$7,500 00	17287 Unrestricted
Woodley House, Inc. <i>Grant for Match [9101]</i>	12338	10/5/2015	\$5,000 00	17265 Unrestricted
Anti-Defamation League <i>Grant for Match [9170]</i>	12494	11/17/2015	\$300 00	17337 Unrestricted
Ashoka Innovators for the Public <i>Grant for Match [9122]</i>	12429	11/2/2015	\$5,000 00	17297 Richard H Ullman Endowment
Boys and Girls Clubs of Greater Houston, Inc. <i>Grant for Match [9164]</i>	12446	11/17/2015	\$1,500 00	17315 Unrestricted
Boys and Girls Clubs of Greater Houston, Inc. <i>Grant for Match [9178]</i>	12484	11/17/2015	\$1,000 00	17328 Johnny Mitchell Club
ChildFund International <i>Grant for Match [9156]</i>	12447	11/17/2015	\$400 00	17345 Unrestricted
Contemporary Arts Museum Houston <i>Grant for Match [9150]</i>	12448	11/17/2015	\$750 00	17346 Unrestricted
DC Central Kitchen <i>Grant for Match [9144]</i>	12479	11/17/2015	\$500 00	17347 Unrestricted

Environmental Defense Fund <i>Grant for Match [9136]</i>	12444	11/11/2015	\$10,000 00	17313 Unrestricted
Environmental Defense Fund <i>Grant for Match [9139]</i>	12450	11/17/2015	\$10,000 00	17348 Unrestricted
The Essalen Institute <i>Grant for Match [9172]</i>	12489	11/17/2015	\$1,000 00	17338 Unrestricted
Faith in Practice <i>Grant for Match [9190]</i>	12507	11/23/2015	\$2,500 00	17375 Grant for Match [9190]
Food Bank of Contra Costa & Solano Counties <i>Grant for Match [9191]</i>	12508	11/23/2015	\$5,000 00	17376 Grant for Match [9191]
FotoFest Inc. <i>Grant for Match [9131]</i>	12441	11/5/2015	\$200 00	17307 Unrestricted
Friends of Jay Vanderpool, Inc. <i>Grant for Match [9165]</i>	12451	11/17/2015	\$500 00	17316 Unrestricted
Galveston Arts Center <i>Grant for Match [9162]</i>	12452	11/17/2015	\$500 00	17317 Unrestricted
Galveston Historical Foundation <i>Grant for Match [9169]</i>	12453	11/17/2015	\$500 00	17318 Unrestricted
Galveston ISD Educational Foundation <i>Grant for Match [9168]</i>	12454	11/17/2015	\$500 00	17319 Unrestricted
Galveston Island Nature Tourism Council <i>Grant for Match [9187]</i>	12499	11/18/2015	\$500 00	17364 East End Lagoon
Galveston Sustainable Communities Alliance <i>Grant for Match [9167]</i>	12455	11/17/2015	\$500 00	17320 Unrestricted
Galveston Sustainable Communities Alliance <i>Grant for Match [9185]</i>	12500	11/18/2015	\$150 00	17365 Grant for Match [9185]
Garden Club of Houston <i>Grant for Match [9152]</i>	12456	11/17/2015	\$1,000 00	17349 Unrestricted
GLIDE <i>Grant for Match [9141]</i>	12457	11/17/2015	\$1,000 00	17350 Unrestricted
The Grand 1894 Opera House <i>Grant for Match [9163]</i>	12458	11/17/2015	\$500 00	17321 Unrestricted
The Grand 1894 Opera House <i>Grant for Match [9186]</i>	12501	11/18/2015	\$250 00	17366 Grant for Match [9186]
Harris County Hospital District Foundation <i>Grant for Match [9146]</i>	12459	11/18/2015	\$300 00	17351 Unrestricted
Haven for Hope <i>Grant for Match [9171]</i>	12490	11/17/2015	\$1,000 00	17339 Unrestricted
Heifer International <i>Grant for Match [9177]</i>	12485	11/17/2015	\$1,000 00	17335 Unrestricted
Houston Parks Board <i>Grant for Match [9154]</i>	12460	11/18/2015	\$250 00	17352 Unrestricted
Island Etc <i>Grant for Match [9158]</i>	12461	11/17/2015	\$500 00	17322 Unrestricted
The Jesse Tree <i>Grant for Match [9157]</i>	12462	11/17/2015	\$1,500 00	17323 Unrestricted
Kids4Kids <i>Grant for Match [9133]</i>	12439	11/5/2015	\$200 00	17308 Unrestricted
Kids4Kids <i>Grant for Match [9145]</i>	12491	11/17/2015	\$250 00	17340 Unrestricted
La Leche League International <i>Grant for Match [9176]</i>	12486	11/17/2015	\$5,000 00	17334 Unrestricted
MedStar Washington Hospital Center <i>Grant for Match [9140]</i>	12464	11/18/2015	\$2,500 00	17353 Unrestricted
Michael J. Fox Foundation for Parkinson's	12445	11/11/2015	\$5,000 00	17314

Research
Grant for Match [9135]

IMO Richard H Ullman

Museum of Fine Arts Houston <i>Grant for Match [9147]</i>	12465	11/18/2015	\$100 00	17354 Unrestricted
National Multiple Sclerosis Society <i>Grant for Match [9124]</i>	12436	11/4/2015	\$100 00	17302 Unrestricted
One Body Village, Inc. <i>Grant for Match [9189]</i>	12504	11/23/2015	\$100 00	17371 IHO Mark Kingston
Planned Parenthood Gulf Coast <i>Grant for Match [9148]</i>	12466	11/18/2015	\$1,000 00	17356 Unrestricted
Planned Parenthood of Metropolitan Washington <i>Grant for Match [9173]</i>	12493	11/17/2015	\$1,000 00	17341 Unrestricted
Planned Parenthood of Metropolitan Washington <i>Grant for Match [9174]</i>	12492	11/23/2015	\$5,000 00	17372 Unrestricted
Point Reyes National Seashore Association <i>Grant for Match [9142]</i>	12468	11/18/2015	\$1,000 00	17357 Unrestricted
Resource and Crisis Center <i>Grant for Match [9160]</i>	12469	11/17/2015	\$1,500 00	17324 Unrestricted
Rosenberg Library <i>Grant for Match [9161]</i>	12470	11/17/2015	\$1,000 00	17325 Unrestricted
San Antonio Academy <i>Grant for Match [9130]</i>	12442	11/5/2015	\$250 00	17309 Unrestricted
San Antonio Botanical Garden <i>Grant for Match [9181]</i>	12481	11/17/2015	\$50 00	17333 IHO Mr and Mrs Herb Stumberg
San Antonio Symphony <i>Grant for Match [9180]</i>	12482	11/17/2015	\$50 00	17332 IMO Joe Tye
San Francisco Public Health Foundation <i>Grant for Match [9137]</i>	12471	11/18/2015	\$2,000 00	17358 Unrestricted
Satori, Inc. <i>Grant for Match [9159]</i>	12472	11/17/2015	\$500 00	17326 Unrestricted
Second Mile Mission Center <i>Grant for Match [9123]</i>	12437	11/4/2015	\$100 00	17303 Unrestricted
Sepsis Alliance <i>Grant for Match [9192]</i>	12509	11/23/2015	\$2,000 00	17377 Grant for Match [9192]
Servicenet, Inc. <i>Grant for Match [9126]</i>	12434	11/4/2015	\$125 00	17304 Shelter Sunday
SMART Family Literacy, Inc. <i>Grant for Match [9166]</i>	12473	11/17/2015	\$500 00	17327 Unrestricted
St. John's School <i>Grant for Match [9153]</i>	12474	11/18/2015	\$3,000 00	17359 Unrestricted
St. Mary's Hall <i>Grant for Match [9132]</i>	12440	11/5/2015	\$750 00	17310 Unrestricted
Texas Heart Institute <i>Grant for Match [9151]</i>	12475	11/18/2015	\$1,000 00	17360 Unrestricted
The American Society for the Royal Botanic Gardens, Kew <i>Grant for Match [9183]</i>	12502	11/18/2015	\$5,000 00	17367 Grant for Match [9183]
Trinity Episcopal School <i>Grant for Match [9184]</i>	12503	11/18/2015	\$100 00	17368 Grant for Match [9184]
UNICEF <i>Grant for Match [9127]</i>	12433	11/4/2015	\$125 00	17305 Unrestricted
United Way of Galveston <i>Grant for Match [9175]</i>	12487	11/17/2015	\$2,000 00	17331 Unrestricted
The University of Texas MD Anderson Cancer Center <i>Grant for Match [9182]</i>	12480	11/17/2015	\$50 00	17330 Mary and Oliver Heard Ovarian Cancer

University of Texas Medical Branch - School of Nursing Grant for Match [9179]	12483	11/17/2015	\$1,000 00	17329 Unrestricted
UNLV - School of Law Grant for Match [9188]	12505	11/23/2015	\$10,000 00	17374 Law Annul Fund
Urban Harvest Grant for Match [9134]	12438	11/5/2015	\$500 00	17311 Unrestricted
Woodley House, Inc. Grant for Match [9125]	12435	11/4/2015	\$5,000 00	17306 Capital Campaign Expenses
Woodley House, Inc. Grant for Match [9138]	12476	11/18/2015	\$5,000 00	17361 Unrestricted
Wounded Warrior Project Grant for Match [9129]	12443	11/5/2015	\$105 00	17312 Unrestricted
Yellowstone Academy Grant for Match [9149]	12477	11/18/2015	\$250 00	17362 Unrestricted
Zero to Three Grant for Match [9143]	12478	11/18/2015	\$500 00	17363 Unrestricted
Better Parks for Galveston Grant for Match [9210]	12561	12/14/2015	\$525 00	17427 Walking Trails Signs
Big Cat Rescue, Corp. Grant for Match [9198]	12510	12/1/2015	\$2,000 00	17378 Unrestricted
Boulder Country Day School Grant for Match [9194]	12511	12/1/2015	\$3,000 00	17379 Unrestricted
Center for Holocaust and Humanity Education Grant for Match [9201]	12538	12/8/2015	\$2,000 00	17405 Rescue in the Philippines
Community Partners Grant for Match [9195]	12512	12/1/2015	\$1,000 00	17380 Unrestricted
Congregation Beth Aaron Grant for Match [9200]	12539	12/8/2015	\$2,000 00	17406 Donor Board
Divine Canines Grant for Match [9211]	12562	12/14/2015	\$500 00	17429 Unrestricted
Faith in Practice Grant for Match [9193]	12513	12/1/2015	\$1,500 00	17381 Unrestricted
Family Promise of Yellowstone Valley Grant for Match [9202]	12540	12/8/2015	\$2,000 00	17407 Capital Campaign
Family Service of Billings Foundation, Inc. Grant for Match [9203]	12541	12/8/2015	\$2,000 00	17408 Grant for Match [9203]
Friendship Bridge Grant for Match [9197]	12514	12/1/2015	\$1,000 00	17382 Unrestricted
Galveston Foundation Grant for Match [9205]	12555	12/10/2015	\$5,000 00	17418 Thompson Green Space
Global Heritage Fund Grant for Match [9208]	12559	12/10/2015	\$5,000 00	17423 Unrestricted
Island Etc Grant for Match [9206]	12554	12/10/2015	\$3,500 00	17419 Unrestricted
La Leche League International Grant for Match [9204]	12542	12/8/2015	\$2,000 00	17409 Grant for Match [9204]
Planned Parenthood South Texas Grant for Match [9199]	12522	12/1/2015	\$2,500 00	17388 Unrestricted
St. Paul School Grant for Match [9207]	12560	12/10/2015	\$2,500 00	17424 Unrestricted
The Susan Komen Breast Cancer Foundation Grant for Match [9209]	12558	12/10/2015	\$250 00	17426 Unrestricted
Thorne Nature Experience Grant for Match [9196]	12515	12/1/2015	\$500 00	17383 Unrestricted

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	82,838.	82,838.	
TOTAL TO PART I, LINE 3	82,838.	82,838.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	1,076,754.	0.	1,076,754.	1,076,754.	
TO PART I, LINE 4	1,076,754.	0.	1,076,754.	1,076,754.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	49,821.	49,821.	
OTHER INC	1,900.	0.	
K-1 PORTFOLIO INC/LOSS	11,243.	11,243.	
BLACKSTONE MINERALS CO K-1	3,808.	0.	
BLACKSTONE MINERALS LP K-1	5,994.	0.	
EXCHANGES/SPIN-OFFS	7,584.	7,584.	
TEXAS MUTUAL	317.	317.	
LITIGATION INCOME	11,963.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	92,630.	68,965.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	211.	0.		211.
TO FM 990-PF, PG 1, LN 16A	211.	0.		211.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL AUDIT	19,700.	19,700.		0.
ACCOUNTING & TAX PREP	35,396.	0.		35,396.
TO FORM 990-PF, PG 1, LN 16B	55,096.	19,700.		35,396.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENSION ADMIN	2,215.	0.		2,215.
FROST BANK - CUSTODIAL FEES	1,544.	1,544.		0.
KEMPNER CAPITAL MGMT - PORTFOLIO MGN	68,963.	68,963.		0.
NEUBERGER BERMAN - PORTFOLIO MGN	50,538.	50,538.		0.
WESTEND ADVISORS - PORTFOLIO MGN	62,730.	62,730.		0.
CLEARBRIDGE - PORTFOLIO MGN	38,346.	38,346.		0.
BRECKINRIDGE - PORTFOLIO MGN	8,068.	8,068.		0.
TO FORM 990-PF, PG 1, LN 16C	232,404.	230,189.		2,215.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE & UBIT TAXES	22,731.	0.		0.
FOREIGN TAXES ON SECURITIES	11,802.	11,802.		0.
PAYROLL TAXES	14,593.	0.		14,593.
TO FORM 990-PF, PG 1, LN 18	49,126.	11,802.		14,593.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SOFTWARE & SERVICES	9,452.	0.		9,452.
ENTERTAINMENT	611.	0.		611.
INSURANCE	38,565.	0.		38,565.
LEASED OFFICE EQUIPMENT	6,087.	0.		6,087.
MEMBERSHIP FEES	5,015.	0.		5,015.
MISCELLANEOUS	264.	0.		264.
NON-DEDUCTIBLE ITEMS FROM K-1'S	253,446.	0.		0.
OFFICE EQUIPMENT/FURNITURE	1,850.	0.		1,850.
OFFICE SUPPLIES	1,469.	0.		1,469.
OTHER INVESTMENT EXPENSE K-1'S	123,596.	123,596.		0.
PARKING	2,209.	0.		2,209.
REGISTRATION FEES	2,845.	0.		2,845.
OTHER INVESTMENT EXPENSE (UBS)	9,187.	9,187.		0.
STUDENT LOAN ADMIN FEE	1,133.	0.		1,133.
TAX FEES	625.	0.		0.
TO FORM 990-PF, PG 1, LN 23	456,354.	132,783.		69,500.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT & FIXED INCOME BONDS	X		4,654,524.	4,813,170.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,654,524.	4,813,170.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,654,524.	4,813,170.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	29,015,978.	31,327,608.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,015,978.	31,327,608.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	5,853,724.	6,546,902.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,853,724.	6,546,902.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP DISTRIBUTION RECEIVABLE	110,022.	0.	0.
UNSETTLED TRANSACTIONS PROCEEDS RECEI	349,395.	33,503.	33,503.
ROUNDING	-2.	3.	3.
TO FORM 990-PF, PART II, LINE 15	459,415.	33,506.	33,506.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
EXCISE & UBIT TAXES PAYABLE	3,776.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	3,776.	0.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE BRASIER 2201 MARKET SUITE 1250 GALVESTON, TX 77550	EXEXECUTIVE DIRECTOR 40.00	117,066.	11,225.	0.
LYDA ANN Q THOMAS 2201 MARKET SUITE 1250 GALVESTON, TX 77550	HON DIRECTOR 4.00	0.	0.	0.
ARMIN CANTINI 2201 MARKET SUITE 1250 GALVESTON, TX 77550	SECRETARY 4.00	0.	0.	0.
ROBERT L K LYNCH 2201 MARKET SUITE 1250 GALVESTON, TX 77550	PRESIDENT 10.00	0.	0.	0.
BARBARA W SASSER 2201 MARKET SUITE 1250 GALVESTON, TX 77550	HON DIRECTOR 4.00	0.	0.	0.
VICTORIA MARCHAND 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
DANIEL K THORNE 2201 MARKET SUITE 1250 GALVESTON, TX 77550	VICE PRESIDENT 4.00	0.	0.	0.
RANDALL T KEMPNER 2201 MARKET SUITE 1250 GALVESTON, TX 77550	TREASURER 4.00	0.	0.	0.

HARRIS & ELIZA KEMPNER FUND, INC.

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LISA ALLEN 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
ANDY MYTELKA 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
BROOKE THOMPSON 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
CAROL ROBERTS 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
CARROLL GOLDSTONE 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.
HETTA T KEMPNER 2201 MARKET SUITE 1250 GALVESTON, TX 77550	DIRECTOR 4.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	117,066.	11,225.	0.
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FORM 990-PF	OTHER REVENUE	STATEMENT	15
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OTHER INC			01	1,900.	
K-1 PORTFOLIO INC/LOSS			14	11,243.	
BLACKSTONE MINERALS CO K-1	211110	3,808.			
BLACKSTONE MINERALS LP K-1	211110	5,994.			
EXCHANGES/SPIN-OFFS			14	7,584.	
TEXAS MUTUAL			14	317.	
LITIGATION INCOME			01	11,963.	
TOTAL TO FORM 990-PF, PG 12, LN 11		9,802.		33,007.	