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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 7/01, 2015, and ending 6/30, 2016

Harry S. & Isabel C. Cameron Foundation
Bank of America, N.A., PO Box 831041
Dallas, TX 75283-1041

A	Employer identification number 74-6073312
B	Telephone number (see instructions) 800-357-7094
C	If exemption application is pending, check here <input type="checkbox"/>
D 1	Foreign organizations, check here <input type="checkbox"/>
2	Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), 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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **34,551,588.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule) . . .				
2	Chk <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	526,497.	526,497.		
5a	Gross rents	336,327.	336,327.		
b	Net rental income or (loss)	220,997.			
6a	Net gain or (loss) from sale of assets not on line 10	644,402.			
b	Gross sales price for all assets on line 6a	9,855,804.			
7	Capital gain net income (from Part IV, line 2)		644,402.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
	See Statement 1	44,860.	44,860.		
12	Total. Add lines 1 through 11	1,552,086.	1,552,086.		
13	Compensation of officers, directors, trustees, etc.	95,569.	57,341.		38,228.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) . . . See St. 2	8,423.			8,423.
c	Other prof fees (attach sch) . . . See St. 3	83,428.	53,428.		30,000.
17	Interest				
18	Taxes (attach schedule)(see instrs) . . . See Stmt. 4	35,780.	7,780.		
19	Depreciation (attach schedule) and depletion . . . See Stmt. 5	65,091.	65,091.		
20	Occupancy				
21	Travel, conferences, and meetings	749.			749.
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 6	9,774.	8,074.		1,700.
24	Total operating and administrative expenses. Add lines 13 through 23	298,814.	191,714.		79,100.
25	Contributions, gifts, grants paid Part XV	1,491,250.			1,491,250.
26	Total expenses and disbursements. Add lines 24 and 25	1,790,064.	191,714.		1,570,350.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-237,978.			
b	Net Investment Income (if negative, enter -0-)		1,360,372.		
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
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		396,098.	1,679,530.	1,679,727.
	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				
	10a	Investments — U.S. and state government obligations (attach schedule)	Statement 7...	3,277,272.	3,385,495.	3,446,142.
	b	Investments — corporate stock (attach schedule)		17,071,895.	14,853,397.	17,925,858.
	c	Investments — corporate bonds (attach schedule)		4,186,358.	4,714,439.	4,814,902.
	11	Investments — land, buildings, and equipment: basis	4,431,749.			
	Less: accumulated depreciation (attach schedule)	See Stmt. 8. ▶	1,053,878.	3,442,962.	3,377,871.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	Statement 9..	1,977,308.	2,093,423.	1,904,959.	
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)		30,351,893.	30,104,155.	34,551,588.	
LIABILITIES	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)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here			<input type="checkbox"/>		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here			<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		30,351,893.	30,104,155.	
	30	Total net assets or fund balances (see instructions)		30,351,893.	30,104,155.	
	31	Total liabilities and net assets/fund balances (see instructions)		30,351,893.	30,104,155.	

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	30,351,893.
2	Enter amount from Part I, line 27a	2	-237,978.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	30,113,915.
5	Decreases not included in line 2 (itemize)	5	9,760.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	30,104,155.

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)

1a Publicly - traded securities			
b Passthrough K-1 capital loss			
c Capital gain distributions			
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 9,341,545.		9,211,402.	130,143.
b -4,472.			-4,472.
c 518,731.			518,731.
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			130,143.
b			-4,472.
c			518,731.
d			
e			

2 Capital gain net income or (net capital loss).....	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	644,402.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.....		3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,771,189.	36,110,613.	0.049049
2013	1,233,558.	35,303,668.	0.034941
2012	1,329,298.	32,965,149.	0.040324
2011	1,523,668.	31,792,052.	0.047926
2010	1,985,216.	32,351,958.	0.061363

2 Total of line 1, column (d).	2	0.233603
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	0.046721
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	34,174,125.
5 Multiply line 4 by line 3	5	1,596,649.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,604.
7 Add lines 5 and 6	7	1,610,253.
8 Enter qualifying distributions from Part XII, line 4.	8	1,570,350.

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	27,207.
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	27,207.
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	27,207.
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6a	30,072.	
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	30,072.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,865.	
11 Enter the amount of line 10 to be. Credited to 2016 estimated tax Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col. (c), and Part XIV</i>	7	X
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?.... Website address..... <u>None</u>	13	X	
14	The books are in care of <u>Shantel Wilkins</u> Telephone no. <u>210-270-5468</u> Located at <u>300 Convent St, Fl 8 San Antonio TX</u> ZIP + 4 <u>78205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here		N/A	<input type="checkbox"/>
	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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u>None</u>			

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
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 checked="" type="checkbox"/> Yes <input 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)?	1 b	X
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?	1 c	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	2 b	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. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** See Statement 11

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
See Statement 12		95,569.	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 ☐ 0

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 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 (see instructions)

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	1 a	26,754,649.
b	Average of monthly cash balances	1 b	1,243,672.
c	Fair market value of all other assets (see instructions)	1 c	6,696,222.
d	Total (add lines 1a, b, and c)	1 d	34,694,543.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,694,543.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	520,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,174,125.
6	Minimum investment return. Enter 5% of line 5	6	1,708,706.

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

1	Minimum investment return from Part X, line 6	1	1,708,706.
2a	Tax on investment income for 2015 from Part VI, line 5	2 a	27,207.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	27,207.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,681,499.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,681,499.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,681,499.

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	1,570,350.
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	1,570,350.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,570,350.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,681,499.
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 __		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 420,070.				
b From 2011				
c From 2012				
d From 2013				
e From 2014				460.
f Total of lines 3a through e	420,530.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 1,570,350.				
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				1,570,350.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015	111,149.			111,149.
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5. ...	309,381.			
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 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) ...	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) ..	308,921.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	460.			
10 Analysis of line 9.				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	460.			
e Excess from 2015 ..				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 13

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a</i> Paid during the year See attached	N/A	PC	See attached	1,491,250.
Total			3 a	1,491,250.
<i>b</i> Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	526,497.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	220,997.	
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	644,402.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue:					
a	Income - Grosvenor Fund			14	25,123.	
b	Income - Skybridge Fund			14	15,706.	
c	K-1 Income			14	4,031.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,436,756.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,436,756.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Harry S. & Isabel C. Cameron Foundation

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income - Grosvenor Fund.	\$ 25,123.	\$ 25,123.	
Income - Skybridge Fund.....	15,706.	15,706.	
K-1 Income	4,031.	4,031.	
Total	\$ 44,860.	\$ 44,860.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation services	\$ 8,423.			\$ 8,423.
Total	\$ 8,423.	\$ 0.		\$ 8,423.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
External investment advisors	\$ 9,169.	\$ 9,169.		
Grants advisor.	30,000.			\$ 30,000.
Other investment fee.....	11.	11.		
Real estate property mgmt fees.	44,248.	44,248.		
Total	\$ 83,428.	\$ 53,428.		\$ 30,000.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax.....	\$ 28,000.			
Foreign tax.....	7,780.	\$ 7,780.		
Total	\$ 35,780.	\$ 7,780.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 19
Allocated Depreciation

<u>Date</u> <u>Acquired</u>	<u>Cost</u> <u>Basis</u>	<u>Prior Yr</u> <u>Depr</u>	<u>Method</u>	<u>Rate</u>	<u>Life</u>	<u>Current</u> <u>Yr Depr</u>	<u>Net Invest</u> <u>Income</u>	<u>Adjusted</u> <u>Net Income</u>
TX Veterans Memorial Bldg 10/19/99	2,538,549	988,786	S/L		39	65,091	65,091	0

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	<u>(a)</u> <u>Expenses</u> <u>per Books</u>	<u>(b) Net</u> <u>Investment</u> <u>Income</u>	<u>(c)</u> <u>Adjusted</u> <u>Net Income</u>	<u>(d)</u> <u>Charitable</u> <u>Purposes</u>
K-1 expenses	\$ 2,084.	\$ 2,084.		
Membership dues	1,700.			\$ 1,700.
Rental Expenses	5,990.	5,990.		
Total	<u>\$ 9,774.</u>	<u>\$ 8,074.</u>		<u>\$ 1,700.</u>

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation</u> <u>Method</u>	<u>Book</u> <u>Value</u>	<u>Fair Market</u> <u>Value</u>
US Government Obligations	Cost	\$ 3,385,495.	\$ 3,446,142.
Total		<u>\$ 3,385,495.</u>	<u>\$ 3,446,142.</u>

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum.</u> <u>Deprec.</u>	<u>Book</u> <u>Value</u>	<u>Fair Market</u> <u>Value</u>
Buildings	\$ 2,538,549.	\$ 1,053,878.	\$ 1,484,671.	\$ 2,238,142.
Land	1,893,200.		1,893,200.	2,541,858.
Total	<u>\$ 4,431,749.</u>	<u>\$ 1,053,878.</u>	<u>\$ 3,377,871.</u>	<u>\$ 4,780,000.</u>

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Skybridge Multi-Advisor Hedge Fd	Cost	\$ 825,791.	\$ 720,802.
Grosvenor Reg Multi-Strategy Fund	Cost	1,119,977.	1,022,885.
Excelsior Private Markets Fund III	Cost	126,998.	139,202.
PowerShares DB Agriculture Fund	Cost	20,657.	22,070.
Total		<u>\$ 2,093,423.</u>	<u>\$ 1,904,959.</u>

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Book/tax differences	\$ 9,760.
Total	<u>\$ 9,760.</u>

Statement 11
Form 990-PF, Part VIII
Compensation Explanation

U.S. Trust, Bank of America

Average hours per week devoted to position: The compensation shown on the return that is paid to Bank of America, N.A. as corporate trustee is not calculated based upon an hourly rate for time spent by the trustee; rather, Bank of America's compensation as corporate trustee is calculated using a market value fee schedule. The trust officer's time spent performing administrative responsibilities for this foundation averages one hour per week. In addition, time is spent by other staff members for record keeping, investment management, income collection, rendering statements and accountings, regulatory reporting, regulatory compliance, and tax services.

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
David W. Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	\$ 0.	\$ 0.	0.

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Statement 12 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>	
Sylvia Joan Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	\$ 0.	\$ 0.	\$ 0.	
Shirley Cameron Davis PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.	
Robin Davis Franks PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.	
Jean Marie Hale PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.	
Eva Davis Langley PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.	
Frances Cameron Miller PO Box 1939 Houston, TX 77251	Trustee 2.00	0.	0.	0.	
U.S. Trust, Bank of America PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	95,569.	0.	0.	
		Total	\$ 95,569.	\$ 0.	\$ 0.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	See attachment
Care Of:	See attachment
Street Address:	P.O. Box 1939
City, State, Zip Code:	Houston, TX 77251-1939
Telephone:	See attachment
E-Mail Address:	See attachment
Form and Content:	See attachment
Submission Deadlines:	See attachment
Restrictions on Awards:	See attachment

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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(2) Industry Sector Codes		CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap									
658 000	ABBOTT LABS Ticker ABT	002824100 HEA	\$25,865.98 39 310	\$0.00	\$22,933.16 34 853	\$2,932.82	\$584.32	2.64%	
275 000	ACTIVISION BLIZZARD INC Ticker ATVI	00507V109 IFT	10,898.25 39 630	0.00	10,656.47 38 751	241.78	71.50	0.65	
115 000	ADOBE SYS INC Ticker ADBE	00724F101 IFT	11,015.85 95 790	0.00	9,074.54 78 909	1,941.31	0.00	0.00	

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
85 000	ALEXION PHARMACEUTICALS INC Ticker ALXN	015351109 HEA	9,924 60 116 760	0 00	4,073 24 47 920	5,851 36	0 00	0 00
20 000	AMAZON COM INC Ticker AMZN	023135106 CND	14,312 40 715 620	0 00	2,456 29 122 815	11,856 11	0 00	0 00
302 000	AMERICAN EXPRESS CO Ticker AXP	025816109 FIN	18,349 52 60 760	87 58	24,105 80 79 821	-5,756 28	350 32	1 90
616 000	ARCHER DANIELS MIDLAND CO Ticker ADM	039483102 CNS	26,420 24 42 890	0 00	26,603 55 43 188	-183 31	739 20	2 79
40 000	BIOGEN IDEC INC Ticker BIIB	09062X103 HEA	9,672 80 241 820	0 00	3,561 24 89 031	6,111 56	0 00	0 00
214 000	BRISTOL MYERS SQUIBB CO Ticker BMY	110122108 HEA	15,739 70 73 550	81 32	10,403 83 48 616	5,335 87	325 28	2 06
103 000	CELGENE CORP Ticker CELG	151020104 HEA	10,158 89 98 630	0 00	2,717 53 26 384	7,441 36	0 00	0 00
143 000	CIGNA CORP Ticker CI	125509109 HEA	18,302 57 127 990	0 00	20,039 39 140 136	-1,736 82	5 72	0 03
437 000	CITIGROUP INC NEW COM Ticker C	172967424 FIN	18,524 43 42 390	0 00	18,979 34 43 431	-454 91	87 40	0 47
184 000	COGNIZANT TECHNOLOGY SOLUTIONS CLA Ticker CTSH	192446102 IFT	10,532 16 57 240	0 00	5,419 79 29 455	5,112 37	0 00	0 00
126,790 032	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES Ticker GSFTX	19765N245 OEQ	2,368,437 80 18 680	0 00	1,766,693 97 13 934	601,743 83	58,957 36	2 48
21,733 505	COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES Ticker NMIM X	19765H347 OEQ	459,011 63 21 120	0 00	450,000 00 20 705	9,011 63	7,411 13	1 61
14,740 935	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker UMLG X	19765Y688 OEQ	228,631 90 15 510	0 00	142,800 71 9 687	85,831 19	0 00	0 00

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
649 000	COMCAST CORP NEW CL A COM Ticker CMCSA	20030N101 CND	42,308 31 65 190	0 00	27,964 70 43 089	14,343 61	713 90	1 68
432 000	CVS HEALTH CORP Ticker CVS	126650100 CNS	41,359 68 95 740	0 00	29,607 81 68 537	11,751 87	734 40	1 77
426 000	DANAHER CORP DEL Ticker DHR	235851102 IND	43,026 00 101 000	68 16	31,550 56 74 062	11,475 44	272 64	0 63
238 000	DELPHI AUTOMOTIVE PLC JERSEY Ticker DLPH	627823106 IND	14,898 80 62 600	0 00	13,604 53 57 162	1,294 27	276 08	1 85
189 000	DU PONT E I DE NEMOURS & CO Ticker DD	263534109 MAT	12,247 20 64 800	0 00	12,858 99 68 037	-611 79	287 28	2 34
72 000	EDWARDS LIFESCIENCES CORP Ticker EW	28176E108 HEA	7,180 56 99 730	0 00	5,558 48 77 201	1,622 08	0 00	0 00
342 000	EOG RES INC Ticker EOG	26875P101 ENR	28,529 64 83 420	0 00	30,680 77 89 710	-2,151 13	229 14	0 80
110 000	FACEBOOK INC CL A COM Ticker FB	30303M102 IFT	12,570 80 114 280	0 00	2,267 19 20 611	10,303 61	0 00	0 00
316 000	FIDELITY NATL INFORMATION SVCS INC COM Ticker FIS	31620M106 FIN	23,282 88 73 680	0 00	15,262 52 48 299	8,020 36	328 64	1 41
126 000	FISERV INC Ticker FISV	337738108 IFT	13,699 98 108 730	0 00	13,352 25 105 970	347 73	0 00	0 00
536 000	GENERAL MLS INC Ticker GIS	370334104 CNS	38,227 52 71 320	0 00	26,793 14 49 987	11,434 38	1,029 12	2 69
250 000	GOLDMAN SACHS GROUP INC Ticker GS	38141G104 FIN	37,145 00 148 580	0 00	43,645 65 174 583	-6,500 65	650 00	1 75
262 000	HONEYWELL INTL INC Ticker HON	438516106 IND	30,475 84 116 320	0 00	22,705 65 86 663	7,770 19	623 56	2 04
284 000	ILLINOIS TOOL WKS INC Ticker ITW	452308109 IND	29,581 44 104 160	156 20	23,757 56 83 653	5,823 88	624 80	2 11

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
78 000	ILLUMINA INC Ticker: ILMN	452327109 HEA	10,949 64 140 380	0 00	11,327 08 145 219	-377 44	0 00	0 00
34 000	INTERCONTINENTAL EXCHANGE INC Ticker: ICE	45866F104 FIN	8,702 64 255 960	0 00	8,020 43 235 895	682 21	115 60	1 32
14,000 000	ISHARES S&P 500 GROWTH ETF Ticker: IVW	464287309 OEQ	1,632,120 00 116 580	0 00	1,338,158 24 95 583	293,961 76	26,334 00	1 61
7,000 000	ISHARES S&P 500 VALUE ETF Ticker: IVE	464287408 OEQ	650,300 00 92 900	0 00	445,237 57 63 605	205,062 43	15,449 00	2 37
1,240 000	J.P. MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	77,053 60 62 140	0 00	61,962 89 49 970	15,090 71	2,380 80	3 09
465 000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	56,404 50 121 300	0 00	23,045 40 49 560	33,359 10	1,488 00	2 63
367 000	JOHNSON CTLS INC Ticker: JCI	478366107 CND	16,243 42 44 260	106 43	15,782 88 43 005	460 54	425 72	2 62
770 000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	44,359 70 57 610	354 20	45,549 07 59 155	-1,189 37	1,416 80	3 19
711 000	METLIFE INC Ticker: MET	59156R108 FIN	28,319 13 39 830	0 00	28,158 21 39 604	160 92	1,137 60	4 01
100 000	MONSTER BEVERAGE CORP Ticker: MNST	61174X109 CNS	16,071 00 160 710	0 00	12,764 44 127 644	3,306 56	0 00	0 00
241 000	NIKE INC CL B Ticker: NKE	654106103 CND	13,303 20 55 200	38 56	11,528 83 47 837	1,774 37	154 24	1 15
238 000	NORTHROP GRUMMAN CORP Ticker: NOC	666807102 IND	52,902 64 222 280	0 00	36,883 08 154 971	16,019 56	856 80	1 62
377 000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	28,486 12 75 560	282 75	31,659 51 83 977	-3,173 39	1,131 00	3 97
1,134 000	PFIZER INC Ticker: PFE	717081103 HEA	39,928 14 35 210	0 00	32,997 37 29 098	6,930 77	1,360 80	3 40
720 000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	73,238 40 101,720	734 40	37,913 12 52 657	35,325 28	2,937 60	4 01

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
284 000	PNC FINL SVCS GROUP INC Ticker PNC	693475105 FIN	23,114 76 81 390	0 00	25,279 17 89 011	-2,164 41	579 36	2 50
472 000	PPG INDS INC Ticker PPG	693506107 MAT	49,158 80 104 150	0 00	51,128 38 108 323	-1,969 58	755 20	1.53
9 000	PRICELINE GROUP INC COM NEW Ticker PCLN	741503403 CND	11,235 69 1,248 410	0 00	1,978 61 219 846	9,257 08	0 00	0 00
189 000	PRUDENTIAL FINL INC Ticker PRU	744320102 FIN	13,483 26 71 340	0 00	15,199 76 80 422	-1,716 50	529 20	3 92
100 000	SALESFORCE COM INC Ticker CRM	79466L302 IFT	7,941 00 79 410	0 00	5,945 25 59 453	1,995.75	0 00	0 00
439 000	SCHLUMBERGER LTD CURACAO Ticker SLB	806857108 ENR	34,716 12 79 080	219 50	34,948 99 79 610	-232 87	878 00	2 52
176 000	SCHWAB CHARLES CORP NEW Ticker SCHW	808513105 FIN	4,454 56 25 310	0 00	5,098 83 28 971	-644 27	49 28	1 10
29 000	SHERWIN WILLIAMS CO Ticker SHW	824348106 CND	8,516 43 293 670	0 00	7,729 62 266 539	786 81	97 44	1.14
4,500 000	SPDR S&P 500 ETF TR UNIT SER1 Ticker SPY	78462F103 OEQ	942,637 50 209 475	4,852 99	609,701 93 135 489	332,935 57	19,678 50	2 08
252 000	SPROUTS FMRS MKT INC Ticker SFM	85208M102 CNS	5,770 80 22 900	0 00	6,974 90 27 678	-1,204 10	0 00	0 00
346 000	TARGET CORP Ticker TGT	87612E106 CND	24,157 72 69 820	0 00	22,640 48 65 435	1,517 24	830 40	3 43
767 000	TEXAS INSTRS INC Ticker TXN	882508104 IFT	48,052 55 62 650	0 00	38,393 78 50 057	9,658 77	1,165 84	2 42
188 000	THERMO FISHER SCIENTIFIC CORP Ticker TMO	883556102 HEA	27,778 88 147 760	28 20	17,707 06 94 186	10,071 82	112 80	0 40
190 000	TIME WARNER INC NEW COM Ticker TWX	887317303 CND	13,972 60 73 540	0 00	13,083 33 68 860	889 27	305 90	2 18

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
299 000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	35,592 96 119 040	0 00	11,852 61 39 641	23,740 35	801 32	2 25
190 000	UNION PAC CORP Ticker: UNP	907818108 IND	16,577 50 87 250	0 00	15,546 11 81 822	1,031 39	418 00	2 52
428 000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	43,891 40 102 550	0 00	46,726 30 109 174	-2,834 90	1,129 92	2 57
1,025 000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	41,338 25 40 330	261 38	43,693 97 42 628	-2,355 72	1,045 50	2 52
674 000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	37,636 16 55 840	0 00	32,059 84 47 567	5,576 32	1,523 24	4 04
143 000	VERTEX PHARMACEUTICALS INC Ticker: VRTX	92532F100 HEA	12,300 86 86 020	0 00	9,499 54 66 430	2,801 32	0 00	0 00
152 000	VISA INC CL A COM Ticker: V	92826C839 IFT	11,273 84 74 170	0 00	3,234 03 21 277	8,039 81	85 12	0 75
882 000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	41,745 06 47 330	0 00	38,346 54 43 477	3,398 52	1,340 64	3 21
218 000	XCEL ENERGY INC Ticker: XEL	98389B100 UTL	9,762 04 44 780	74 12	7,934 76 36 398	1,827 28	296 48	3 03
157 000	3M CO Ticker: MMM	88579Y101 IND	27,493 84 175 120	0 00	12,357 86 78 712	15,135 98	697 08	2 53
Total U.S. Large Cap			\$7,871,317 08	\$7,345 79	\$6,038,178 42	\$1,833,138 66	\$161,908 97	2.05%
U.S. Mid Cap								
81 000	ACUITY BRANDS INC Ticker: AYI	00508Y102 IND	\$20,084 76 247 960	\$0 00	\$10,634 00 131 284	\$9,450 76	\$42 12	0 21%
122 000	ALIGN TECHNOLOGY INC Ticker: ALGN	016255101 HEA	9,827 10 80 550	0 00	6,767 56 55 472	3,059 54	0 00	0 00
128 000	BALL CORP Ticker: BLL	058498106 MAT	9,253 12 72 290	0 00	9,015 95 70 437	237 17	66 56	0 71

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
134 000	BE AEROSPACE INC Ticker BEAV	073302101 IND	6,187 45 46 175	0 00	6,220 39 46 421	-32 94	112 56	1 81
151 000	BURLINGTON STORES INC Ticker BURL	122017106 CND	10,073 21 66 710	0 00	8,113 36 53 731	1,959 85	0 00	0 00
60 000	CARTER HLDGS INC Ticker CRI	146229109 CND	6,388 20 106 470	0 00	6,118 46 101 974	269 74	79 20	1 24
147 000	CHARLES RIV LABORATORIES INTL INC COM Ticker CRL	159864107 HEA	12,118 68 82 440	0 00	9,970 92 67 829	2,147 76	0 00	0 00
55,748 025	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES Ticker NMPAX	19765J608 OEQ	816,708 57 14 650	0 00	446,057 03 8 001	370,651.54	10,647 87	1 30
160 000	DEXCOM INC COM Ticker DXCM	252131107 HEA	12,692 80 79 330	0 00	10,922 10 68 263	1,770 70	0 00	0 00
70 000	DIAMONDBACK ENERGY INC Ticker FANG	25278X109 ENR	6,384 70 91 210	0 00	4,867 01 69 529	1,517 69	0 00	0 00
109 000	EURONET WORLDWIDE INC Ticker EEFT	298736109 IFT	7,541 71 69 190	0 00	5,316 19 48 772	2,225 52	0 00	0 00
160 000	F M C CORP COM NEW Ticker FMC	302491303 MAT	7,409 60 46 310	26 40	6,412 65 40 079	996 95	105 60	1 42
141 000	FLOWERVE CORP Ticker FLS	34354P105 IND	6,368 97 45 170	26 79	6,847 33 48 563	-478 36	107 16	1 68
320 000	FORTINET INC Ticker FTNT	34959E109 IFT	10,108 80 31 590	0 00	8,554 02 26 731	1,554 78	0 00	0 00
197,000	FORTUNE BRANDS HOME & SEC INC Ticker FBHS	34964C106 IND	11,420 09 57 970	0 00	9,930 98 50 411	1,489 11	126 08	1 10
216 000	GULFPORT ENERGY CORP NEW COM Ticker GPOR	402635304 ENR	6,752 16 31 260	0 00	6,500 59 30 095	251 57	0 00	0 00
1,600 000	ISHARES CORE S&P MID CAP ETF Ticker IJH	464287507 OEQ	239,024 00 149 390	0 00	158,708 52 99 193	80,315 48	3,766 40	1 57

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
39,158 508	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMIX	47803W406 OEQ	774,163 70 19 770	0 00	700,000 00 17.876	74,163 70	4,581 55	0 59
124 000	MANHATTAN ASSOCS INC Ticker: MANH	562750109 IFT	7,952 12 64 130	0 00	7,225 32 58 269	726 80	0 00	0 00
56 000	MARTIN MARIETTA MATLS INC Ticker: MLM	573284106 MAT	10,752 00 192 000	0 00	6,408 58 114 439	4,343 42	89 60	0 83
68 000	MIDDLEBY CORP Ticker: MIDD	596278101 IND	7,837 00 115 250	0 00	2,598 49 38 213	5,238 51	0 00	0 00
421 000	NASDAQ INC Ticker: NDAQ	631103108 FIN	27,226 07 64 670	0 00	16,100 72 38 244	11,125 35	538 88	1.97
75 000	PALO ALTO NETWORKS INC Ticker: PANW	697435105 IFT	9,198 00 122 640	0 00	9,660 53 128 807	-462 53	0 00	0 00
124 000	POOL CORP Ticker: POOL	73278L105 CND	11,659 72 94 030	0 00	6,563 33 52 930	5,096 39	153 76	1 31
221 000	SABRE CORP Ticker: SABR	78573M104 CND	5,920 59 26 790	0 00	6,210 10 28 100	-289 51	114 92	1 94
199 000	SERVICEMASTER GLOBAL HLDGS INC Ticker: SERV	81761R109 CND	7,920 20 39 800	0 00	7,566 93 38 025	353 27	0 00	0 00
185 000	SERVICENOW INC Ticker: NOW	81762P102 IFT	12,284 00 66 400	0 00	13,229 97 71.513	-945 97	0 00	0 00
190 000	SMUCKER J M CO NEW COM Ticker: SJM	832696405 CNS	28,957 90 152 410	0 00	24,600 67 129 477	4,357 23	509 20	1 75
228 000	SPLUNK INC Ticker: SPLK	848637104 IFT	12,353 04 54 180	0 00	10,914 38 47 870	1,438 66	0 00	0 00
71 000	SVB FINL GROUP Ticker: SIVB	78486Q101 FIN	6,756 36 95 160	0 00	6,853 70 96 531	-97 34	0 00	0 00
41 000	TELEFLEX INC Ticker: TFX	879369106 HEA	7,269 71 177 310	0 00	5,476 60 133 576	1,793 11	55 76	0 76
49 000	TRACTOR SUPPLY CO Ticker: TSCO	892356106 CND	4,467 82 91.180	0 00	2,245 18 45 820	2,222 64	47 04	1 05

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
94 000	TREEHOUSE FOODS INC Ticker THS	89469A104 CNS	9,649 10 102 650	0 00	7,816 06 83.150	1,833 04	0 00	0 00
316 000	TRIMBLE NAVIGATION LTD Ticker TRMB	896239100 IFT	7,697 76 24 360	0 00	7,406 99 23 440	290 77	0 00	0 00
351 000	VWR CORP Ticker VWR	91843L103 HEA	10,143 90 28 900	0 00	8,918 52 25 409	1,225 38	0 00	0 00
67 000	WATSCO INC Ticker WSO	942622200 IND	9,426 23 140 690	0 00	8,248 89 123 118	1,177 34	227 80	2 41
191 000	WHITEWAVE FOODS CO CL A COM Ticker WWAV	966244105 CNS	8,965 54 46 940	0 00	5,077 14 26 582	3,888 40	0 00	0 00
Total U.S. Mid Cap			\$2,178,944.68	\$53.19	\$1,584,079.16	\$594,865 52	\$21,372 06	0.98%
U.S. Small Cap								
76 000	ACADIA HEALTHCARE CO INC Ticker ACHC	00404A109 HEA	\$4,210 40 55 400	\$0 00	\$3,318 70 43 667	\$891 70	\$0 00	0 00%
218 000	ACI WORLDWIDE INC Ticker ACIW	004498101 IFT	4,253 18 19 510	0 00	2,866 30 13 148	1,386 88	0 00	0 00
318 000	AKORN INC Ticker AKRX	009728106 HEA	9,058 23 28 485	0 00	4,574 31 14 385	4,483 92	0 00	0 00
114 000	BANK OF THE OZARKS INC Ticker OZRK	063904106 FIN	4,277 28 37 520	0 00	4,527 03 39 711	-249 75	72 96	1 70
115 000	CANTEL MED CORP Ticker CMN	138098108 HEA	7,903 95 68 730	0 00	7,262 03 63 148	641 92	13 80	0 17
5,000 000	CEF ISHARES CORE S&P SMALL-CAP Ticker IJR	464287804 OEQ	591,050 00 116 210	0 00	416,519 64 83 304	164,530 36	8,165 00	1 40
105 000	COLUMBIA SPORTSWEAR CO Ticker COLM	198516106 CND	6,041 70 57 540	0 00	6,193 23 58 983	-151 53	71 40	1 18
8,025 778	EAGLE SM CAP GROWTH FUND CL I Ticker HSIX	269858304 OEQ	413,889 37 51 570	0 00	307,636 32 38 331	106,253 05	0 00	0 00

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap (cont)								
39 000	FAIR ISAAC CORP Ticker: FICO	303250104 IFT	4,407.39 113 010	0.00	3,431.58 87 989	975.81	3.12	0.07
217 000	FIRST CASH FINANCIAL SERVICES INC COM Ticker: FCFS	31942D107 FIN	11,138.61 51 330	0.00	10,025.20 46 199	1,113.41	108.50	0.97
229 000	FTI CONSULTING INC Ticker: FCN	302941109 IND	9,315.72 40 680	0.00	9,332.74 40 754	-17.02	0.00	0.00
135 000	GUIDEWIRE SOFTWARE INC Ticker: GWRE	40171V100 IFT	8,337.60 61 760	0.00	7,538.31 55 839	799.29	0.00	0.00
319 000	HEALTHCARE SVCS GROUP INC Ticker: HCSG	421906108 IND	13,200.22 41 380	0.00	9,661.90 30 288	3,538.32	232.87	1.76
308 000	HOME BANCSHARES INC Ticker: HOMB	436893200 FIN	6,095.32 19 790	0.00	6,877.62 22 330	-782.30	107.80	1.76
74 000	INTERCEPT PHARMACEUTICALS INC Ticker: ICPT	45845P108 HEA	10,558.32 142 680	0.00	11,800.34 159 464	-1,242.02	0.00	0.00
315 000	MATADOR RES CO Ticker: MTD	576485205 ENR	6,237.00 19 800	0.00	7,353.60 23 345	-1,116.60	0.00	0.00
92 000	MONRO MUFFLER BRAKE INC Ticker: MNRO	610236101 CND	5,847.52 63 560	0.00	6,146.25 66 807	-298.73	62.56	1.07
135 000	PDC ENERGY INC Ticker: PDCE	69327R101 ENR	7,777.35 57 610	0.00	8,281.59 61 345	-504.24	0.00	0.00
205 000	PRA HEALTH SCIENCES INC Ticker: PRAH	69354M108 HEA	8,560.80 41 760	0.00	8,960.08 43 708	-399.28	0.00	0.00
240 000	PRIVATEBANCORP INC Ticker: PVTB	742962103 FIN	10,567.20 44 030	0.00	9,529.95 39 708	1,037.25	9.60	0.09
282 000	TAKE-TWO INTERACTIVE SOFTWARE Ticker: TTWO	874054109 IFT	10,693.44 37 920	0.00	6,450.50 22 874	4,242.94	0.00	0.00
4,000 000	VANGUARD SMALL-CAP ETF Ticker: VB	922908751 OEQ	462,720.00 115 680	0.00	331,231.88 82 808	131,488.12	8,776.00	1.89
5,201,580	VICTORY SMALL CO OPPTY FUND CL I SHS Ticker: VSOIX	92646A815 OEQ	196,723.76 37 820	0.00	192,923.79 37 089	3,799.97	879.07	0.44

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap (cont)								
	Total U.S. Small Cap		\$1,802,864.36	\$0.00	\$1,382,442.89	\$420,421.47	\$18,502.68	1.02%
International Developed								
513,000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101 IFT	\$58,117.77 113.290	\$0.00	\$39,960.96 77.897	\$18,156.81	\$1,128.60	1.94%
173,000	AON PLC ISIN: GB00B5BT0K07 UNITED KINGDOM Ticker: AON	G0408V102 FIN	18,896.79 109.230	0.00	18,905.89 109.283	-9.10	228.36	1.20
23,899.196	ARTISAN INTERNATIONAL FUND Ticker: ARTIX	04314H204 OEQ	651,970.07 27.280	0.00	577,002.38 24.143	74,967.69	3,059.10	0.46
45,914.534	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881 OEQ	1,445,848.68 31.490	0.00	1,544,153.00 33.631	-98,304.32	12,672.41	0.87
283,000	CHUBB LTD SWITZERLAND Ticker: CB	H1467J104 FIN	36,990.93 130.710	195.27	28,179.54 99.574	8,811.39	781.08	2.11
6,644.675	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACINX	197199813 OEQ	254,956.18 38.370	0.00	192,153.24 28.918	62,802.94	3,441.94	1.35
175,000	CRITEO S.A. SPONSORED ADR FRANCE Ticker: CRTO	226718104 IFT	8,036.00 45.920	0.00	8,325.98 47.577	-289.98	0.00	0.00
10,000.000	DB X-TRACKERS MSCI EAFE HEDGED EQUITY FUND Ticker: DBEF	233051200 OEQ	249,900.00 24.990	0.00	277,055.00 27.706	-27,155.00	7,870.00	3.14
315,000	EATON CORP PLC IRELAND Ticker: ETN	G29183103 IND	18,814.95 59.730	0.00	19,780.52 62.795	-965.57	718.20	3.81
5,134.212	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAINX	411511306 OEQ	301,634.96 58.750	0.00	191,279.47 37.256	110,355.49	5,550.08	1.84

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)								
1,000 000	ISHARES CORE MSCI EAFE ETF Ticker IEFA	46432F842 OEQ	51,890 00 51 890	0 00	53,582 00 53 582	-1,692 00	1,426 00	2 74
10,500 000	ISHARES MSCI EAFE ETF Ticker EFA	464287465 OEQ	586,110 00 55 820	0 00	655,856 90 62 463	-69,746 90	17,671 50	3 01
460 000	MEDTRONIC PLC IRELAND Ticker MDT	G5960L103 HEA	39,914 20 86 770	0 00	34,736 47 75 514	5,177 73	791 20	1 98
73 000	MERCADOLIBRE INC Ticker MELI	58733R102 IFT	10,268 91 140 670	10 95	8,103 73 111 010	2,165 18	43 80	0 42
321 000	MOBILEYE NV NETHERLANDS Ticker MBLY	N51488117 CND	14,810 94 46 140	0 00	13,143 15 40 944	1,667 79	0 00	0 00
390 000	NESTLE SA SPONSORED ADR SWITZERLAND Ticker NSRGY	641069406 CNS	30,084 60 77 140	0 00	26,956 80 69.120	3,127 80	759 33	2 52
183 000	NOVO-NORDISK A S ADR DENMARK Ticker NVO	670100205 HEA	9,841 74 53 780	0 00	10,096 99 55 175	-255 25	127 92	1 30
6,868 132	OPPENHEIMER INTL GROWTH FUND CLY SHS Ticker OIGYX	68380L407 OEQ	240,384 62 35 000	0 00	250,000 00 36 400	-9,615 38	2,719 78	1 13
Total International Developed			\$4,028,471.34	\$206.22	\$3,949,272 02	\$79,199.32	\$58,989 30	1.46%
Emerging Markets								
166 000	ALIBABA GROUP HLDG LTD ADS CAYMAN ISLANDS Ticker BABA	01609W102 IFT	\$13,201 98 79 530	\$0 00	\$11,439 86 68 915	\$1,762 12	\$0 00	0 00%
23,201 856	COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES Ticker UMEMX	19765Y852 OEQ	218,793 50 9 430	0 00	200,000 00 8 620	18,793 50	0 00	0 00

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Emerging Markets (cont)								
9,000 000	ISHARES CORE MSCI EMERGING MKTS ETF Ticker IEMG	46434G103 OEQ	376,560 00 41 840	0 00	367,984 65 40 887	8,575 35	8,343 00	2 21
6,000 000	ISHARES MSCI EMERGING MARKETS ETF Ticker EEM	464287234 OEQ	206,160 00 34 360	0 00	240,887 24 40 148	-34,727 24	4,602 00	2 23
500 000	ISHARES MSCI INDIA ETF Ticker INDA	46429B598 OEQ	13,960 00 27 920	0 00	14,937 55 29 875	-977 55	184 50	1 32
51,662 005	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL Ticker LZEM X	52106N889 OEQ	790,945 30 15 310	0 00	730,918 78 14 148	60,026 52	11,933 92	1 50
	Total Emerging Markets		\$1,619,620.78	\$0 00	\$1,566,168 08	\$53,452.70	\$25,063 42	1.54%
Total Equities			\$17,501,218.24	\$7,605 20	\$14,520,140 57	\$2,981,077.67	\$285,836 43	1 63%

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<i>Units</i>	<i>Description</i>	<i>CUSIP Sector (2)</i>	<i>Market Value (1)/ Market Price</i>	<i>Accrued Income</i>	<i>Tax Cost/ Average Unit Cost</i>	<i>Unrealized Gain/Loss</i>	<i>Estimated Annual Income</i>	<i>Cur Yld/ YTM</i>
Public REITs								
195 000	CUBESMART INC REITS	229663109	\$6,021 60 30 880	\$40 95	\$5,251 40 26 930	\$770 20	\$163 80	2 72%
171 000	FIRST INDUSTRIAL REALTY TRUST	32054K103	4,757 22 27 820	32 49	4,202 80 24 578	554 42	129 96	2 73
5,161 962	PRUDENTIAL GLOBAL REAL ESTATE FUND CL Z	744336504	128,945 81 24 980	0 00	121,936 44 23 622	7,009 37	2,519 04	1 95
107 000	SOVRAN SELF STORAGE INC	84610H108	11,226 44 104 920	0 00	9,315 14 87 057	1,911 30	406 60	3 62
3,000 000	VANGUARD REIT ETF	922908553	266,010 00 88 670	0 00	192,550 49 64 183	73,459 51	10,599 00	3 98
Total Public REITs			\$416,961.07	\$73.44	\$333,256.27	\$83,704 80	\$13,818.40	3 31%
Total on Part II, Line 10b.			\$17,925,858		\$14,853,397			

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable								
75,000 000	2017 FORD MTR CR CO LLC UNSEC'D NT DTD 11/12/13 1.500% DUE 01/17/17 Moody's BAA2 S&P BBB	345397WN9	75,074 25 100 099	512 50	74,704 50 99 606	369 75	1,125 00	1 49 1 26

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	SUNTRUST BK ATLANTA GA UNSEC MEDIUM TERM SR BK NT DTD 01/24/14 1 350% DUE 02/15/17 CALL 01/15/17 @ 100.00 Moody's BAA1 S&P A-	86787EAP2	75,090 00 100 120	382 50	74,912 25 99 883	177 75	1,012 50	1 34 1 19
50,000 000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5 700% DUE 09/14/17 Moody's AA3 S&P AA-	459200GJ4	52,819 50 105 639	847 08	50,786 93 101 574	2,032 57	2,850 00	5 39 0 89
125,000 000	CITIGROUP INC UNSEC SR NT DTD 11/25/14 1 850% DUE 11/24/17 Moody's BAA1 S&P BBB+	172967JE2	125,688 75 100 551	237 67	124,828 75 99 863	860 00	2,312 50	1 84 1 40
75,000 000	FORD MTR CR CO LLC SR UNSEC NT DTD 06/06/14 1 724% DUE 12/06/17 Moody's BAA2 S&P BBB	345397WR0	75,159 75 100 213	89 79	74,982 00 99 976	177 75	1,293 00	1 72 1 57
50,000 000	UNITED TECHNOLOGIES CORP NT DTD 12/07/07 5 375% DUE 12/15/17 Moody's A3 S&P A-	913017BM0	53,147 00 106 294	119 44	53,283 72 106 567	-136 72	2,687.50	5 05 0 89
50,000 000	2018 HONEYWELL INTL INC SR UNSEC MTN DTD 02/29/08 5 300% DUE 03/01/18 Moody's A2 S&P A	438516AX4	53,552 00 107 104	883 33	50,807 12 101 614	2,744 88	2,650 00	4 94 0 84

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	ENTERPRISE PRODS OPER LLC SR UNSECD NT DTD 05/07/15 1 650% DUE 05/07/18 Moody's BAA1 S&P. BBB+	29379VBG7	75,063 00 100 084	185 62	74,931.75 99 909	131 25	1,237 50	1 64 1 51
75,000 000	ABBVIE INC UNSECD SR NT DTD 05/14/15 1 800% DUE 05/14/18 Moody's BAA2 S&P. A-	00287YAN9	75,526 50 100 702	176 25	75,532 81 100 710	-6 31	1,350 00	1 78 1 37
75,000 000	CELGENE CORP SR UNSECD NT DTD 08/12/15 2 125% DUE 08/15/18 Moody's BAA2 S&P. BBB+	151020AT1	76,121 25 101 495	602 08	75,974 25 101 299	147 00	1,593 75	2 09 1 38
50,000 000	DEERE JOHN CAP CORP MTN DTD 09/08/08 5 750% DUE 09/10/18 Moody's A2 S&P. A	24422EQV4	55,110 00 110 220	902 43	57,614 59 115 229	-2,504 59	2,875 00	5 21 0 97
75,000 000	REGIONS BK BIRMINGHAM ALA UNSECD SR NT 3/A2 CALL 08/14/18 @100 DTD 07/31/15 2 250% DUE 09/14/18 Moody's BAA3 S&P. BBB+	759187BL0	75,499 50 100 666	501 56	75,017 37 100 023	482 13	1,687 50	2 23 1 90
150,000 000	2019 ANHEUSER-BUSCH INBEV FIN INC SR UNSECD NT DTD 01/27/14 2.150% DUE 02/01/19 Moody's A3 S&P. A-	035242AE6	153,202 50 102 135	1,343 75	153,447 00 102 298	-244 50	3,225 00	2 10 1 22

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	MONDELEZ INTL INC SR UNSEC NT CALL 01/01/19 @100 DTD 01/16/14 2 250% DUE 02/01/19 Moody's BAA1 S&P BBB	609207AA3	76,635 75 102 181	703 13	76,414 50 101 886	221 25	1,687 50	2 20 1 22
75,000 000	MORGAN STANLEY UNSEC SR GMTN DTD 01/27/16 2 450% DUE 02/01/19 Moody's A3 S&P BBB+	61746BDX1	76,408 50 101 878	786 04	76,173 00 101 564	235 50	1,837 50	2 40 1 61
50,000 000	AT&T INC GLOBAL NT DTD 02/03/09 5 800% DUE 02/15/19 Moody's BAA1 S&P BBB+	00206RAR3	55,418 00 110 836	1,095 56	57,884 64 115 769	-2,466 64	2,900 00	5 23 1 50
75,000 000	CHEVRON CORP SR NT DTD 03/03/09 4 950% DUE 03/03/19 Moody's AA2 S&P AA-	166751AJ6	82,171 50 109 582	1,216 87	78,705 01 104 940	3,466 49	3,712 50	4 51 1 24
75,000 000	BANK NEW YORK INC MEDIUM TERM SR NT DTD 05/12/09 5 450% DUE 05/15/19 Moody's A1 S&P A	06406HBM0	83,372 25 111 163	522 29	84,722 15 112 963	-1,349 90	4,087 50	4 90 1 41
75,000 000	2020 BOEING CO SR UNSEC NT DTD 07/28/09 4 875% DUE 02/15/20 Moody's A2 S&P A	097023AZ8	84,328 50 112 438	1,381 24	85,092 70 113 457	-764 20	3,656 25	4 33 1 22
75,000 000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 5 000% DUE 04/15/20 Moody's A3 S&P A-	03523TAV0	83,915 25 111 887	791 67	83,397 57 111 197	517 68	3,750 00	4 46 1 65

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	TARGET CORP SR UNSECD NT DTD 07/16/10 3 875% DUE 07/15/20 Moody's A2 S&P A	87612EAV8	81,913 50 109 218	1,340 10	77,423 93 103 232	4,489 57	2,906 25	3 54 1 40
75,000 000	VERIZON COMMUNICATIONS INC SR UNSECD NT DTD 09/18/13 4 500% DUE 09/15/20 Moody's BAA1 S&P BBB+	92343VBQ6	83,247 00 110 996	993 75	83,172 75 110 897	74 25	3,375 00	4 05 1 70
75,000 000	MICROSOFT CORP SR NT DTD 09/27/10 3 000% DUE 10/01/20 Moody's AAA S&P AAA	594918AH7	80,126 25 106 835	562 49	78,800 08 105 067	1,326 17	2,250 00	2 80 1 31
75,000 000	2021 BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT DTD 01/11/11 4 250% DUE 01/15/21 Moody's AA2 S&P AA	084664BQ3	83,413 50 111 218	1,469 79	74,150 25 98 867	9,263 25	3,187 50	3 82 1 57
150,000 000	GOLDMAN SACHS GROUP INC UNSECD SR NT CALL 1/25/21 @100 DTD 02/25/16 2 875% DUE 02/25/21 Moody's A3 S&P BBB+	38143U8F1	153,783 00 102 522	1,509 37	153,052 50 102 035	730 50	4,312 50	2 80 2 19
75,000 000	HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100 DTD 03/31/11 4 400% DUE 04/01/21 Moody's A2 S&P A	437076AW2	84,559 50 112 746	825 00	82,037 50 109 383	2,522 00	3,300 00	3 90 1 51
75,000 000	WELLS FARGO & CO NEW MEDIUM TERM SR NT DTD 03/29/11 4 600% DUE 04/01/21 Moody's A2 S&P A	94974BEV8	83,809 50 111 746	862 50	83,343 69 111 125	465 81	3,450 00	4 11 1 88

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	INTEL CORP SR UNSEC NT DTD 09/19/11 3 300% DUE 10/01/21 Moody's A1 S&P A+	458140AJ9	81,309 75 108 413	618 74	79,403 98 105 872	1,905 77	2,475 00	3 04 1 53
75,000 000	GENERAL ELEC CAP CORP SR UNSEC MTN DTD 10/17/11 4 650% DUE 10/17/21 Moody's A1 S&P AA+	36962G5J9	85,887 75 114 517	716 87	76,572 97 102 097	9,314 78	3,487 50	4 06 1 67
75,000 000	2022 LOWES COS INC UNSEC SR NT CALL 1/15/22 @100 DTD 04/23/12 3 120% DUE 04/15/22 Moody's A3 S&P A-	548661CW5	80,175 00 106 900	494 00	78,424 84 104 566	1,750 16	2,340 00	2 91 1 77
75,000 000	BLACKROCK INC SR UNSEC NT DTD 05/25/12 3 375% DUE 06/01/22 Moody's A1 S&P AA-	09247XAJ0	81,486 00 108 648	210 94	78,083 25 104 111	3,402 75	2,531 25	3 10 1 74
75,000 000	COMCAST CORP NEW SR UNSEC NT DTD 07/02/12 3 125% DUE 07/15/22 Moody's A3 S&P A-	20030NBD2	80,196 75 106 929	1,080.72	77,639 42 103.519	2,557 33	2,343 75	2 92 1 79
75,000 000	JPMORGAN CHASE & CO SR UNSEC NT DTD 09/24/12 3 250% DUE 09/23/22 Moody's A3 S&P A-	46625HJE1	78,407 25 104 543	663 54	76,422 67 101 897	1,984 58	2,437 50	3 10 2 33

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
75,000 000	2023 ALLSTATE CORP SR UNSECD NT DTD 06/07/13 3 150% DUE 06/15/23 Moody's A3 S&P A-	020002AZ4	79,755 75 106 341	105 00	75,097 59 100 130	4,658 16	2,362 50	2 96 2 05
75,000 000	PROCTER & GAMBLE CO SR UNSECD NT DTD 08/13/13 3 100% DUE 08/15/23 Moody's AA3 S&P AA-	742718EB1	81,295 50 108 394	878 33	76,479 48 101 973	4,816 02	2,325 00	2 86 1 70
75,000 000	STATE STR CORP SR UNSECD NT DTD 11/19/13 3 700% DUE 11/20/23 Moody's A1 S&P A	857477AM5	82,583 25 110 111	316 04	75,943 55 101 258	6,639 70	2,775 00	3 36 2 03
75,000 000	CATERPILLAR FINL SVCS CORP SR UNSECD MTN DTD 11/26/13 3 750% DUE 11/24/23 Moody's A2 S&P A	14912L5X5	82,931 25 110 575	289 06	76,035 54 101 381	6,895 71	2,812 50	3 39 2 10
75,000 000	2024 U S BANCORP SR UNSECD MTN CALL 12/29/23 @100 DTD 01/30/14 3 700% DUE 01/30/24 Moody's A1 S&P A+	91159HHG8	82,500 75 110 001	1,163 96	75,785 72 101 048	6,715 03	2,775 00	3 36 2 13
75,000 000	ALPHABET INC UNSECD SR GLBL NT DTD 02/25/16 3 375% DUE 02/25/24 Moody's AA2 S&P AA	02079KAB3	82,612 50 110 150	885 94	81,633 00 108 844	979 50	2,531 25	3 06 1 86
75,000 000	ORACLE CORP SR UNSECD NT CALL 04/08/24 @100 DTD 07/08/14 3 400% DUE 07/08/24 Moody's A1 S&P AA-	68389XAU9	80,658 00 107 544	1,225 41	76,237 19 101 650	4,420 81	2,550 00	3 16 2 27

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
125,000 000	2025 MEDTRONIC INC UNSECD SR GBL NT DTD 03/15/15 3 500% DUE 03/15/25 Moody's A3 S&P A	585055BS4	136,266 25 109 013	1,288 19	129,632 96 103 706	6,633 29	4,375 00	3 21 2 19
75,000 000	VISA INC UNSECD SR NT CALL 09/14/25 @100 DTD 12/14/15 3 150% DUE 12/14/25 Moody's A1 S&P A+	92826CAD4	80,183 25 106 911	111 56	74,929 50 99 906	5,253 75	2,362 50	2 94 2 23
46,520 813	CMG ULTRA SHORT TERM BOND FUND	19765E823	419,152 53 9 010	291 73	418,222 11 8 990	930 42	2,465 60	0 58
14,001 629	METRO WEST T/R BD CL I	592905509	153,877 90 10 990	248 86	151,631 04 10 830	2,246 86	2,814 33	1 82

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
22,504 192	PRINCIPAL PFD SECS FUND INSTL CL	74253Q416	227,292 34 10 100	0 00	233,228 35 10 364	-5,936 01	11,387 12	5 01
	Total Investment Grade Taxable		\$7,718,177.43	\$50,122.16	\$7,588,091.15	\$130,086.28	\$245,147.16	3 17%
International Developed Bonds								
75,000 000	2023 SCHLUMBERGER INVT SA SR UNSECD NT CALL 9/1/23 @100 LUXEMBOURG DTD 12/03/13 3 650% DUE 12/01/23 Moody's: A1 S&P AA-	806854AH8	\$80,510 25 107 347	\$228 12	\$75,579 48 100 773	\$4,930 77	\$2,737 50	3 40% 2 33
23,290 920	PIMCO FOREIGN BD US\$HD INSTL	693390882	243,157 20 10 440	356 96	253,927 14 10 902	-10,769 94	4,029 33	1 65
	Total International Developed Bonds		\$323,667.45	\$585.08	\$329,506.62	-\$5,839.17	\$6,766.83	2 09%
Global High Yield Taxable								
19,661 086	PIMCO HIGH YIELD FD INSTL CL	693390841	\$167,709 06 8 530	\$782 78	\$182,336 69 9 274	-\$14,627 63	\$9,535 63	5 68%
	Total Global High Yield Taxable		\$167,709.06	\$782.78	\$182,336.69	-\$14,627.63	\$9,535.63	5 68%
Total Part II, Line 10c.			\$4,814,902		\$4,714,439			

HARRY S. & ISABEL C. CAMERON FOUNDATION

Grant Administrator: Diane Guiberteau – Phone # 713.303-1710 diane.guiberteau@gmail.com
Corporate Trustee: Shantel Wilkins – Phone # 210.270.5468 or shantel-2.wilkins@ustrust.com

GENERAL INFORMATION

The Foundation was created to promote compassionate giving that serves the needs of our community, be they religious, charitable, educational, scientific, literary and the arts, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Under the terms of the governing instrument, the following types of requests **cannot** be considered,

- Political organizations
- Individuals
- Seminars
- Scholarships for individuals
- Grants to organizations or programs involving abortions

APPLICATION INFORMATION

The Cameron Foundation Trustees meet four times each year. **Application deadlines are February 1** for the March meeting, **May 1** for the June meeting, **August 1** for the September meeting, and **October 15** for the November/December meeting. The Trustees consider all requests for grants that are within the stated purpose of the Foundation.

***Please note:** Any recipient of grant money is asked to sign and return an acknowledgement letter in compliance with Internal Revenue Service rules, per The Omnibus Budget Reconciliation Act of 1993.

APPLICATION PROCEDURE

Grant applicants are to prepare an application packet that includes the following information:

- ☐ One copy of your organization's 501(c)(3) IRS Determination Letter stating the exempt status from federal income tax.

And provide one original and **six (6) copies** of:

- ☐ Your grant request: A letter addressed to the Trustees, which outlines the purpose and amount of the request. Be specific about your request and its purpose. Is the grant request for general operating expenses or for a specific program?
- ☐ About your organization: A one-page or less history of your organization describing when it was founded, its purpose/mission statement, and the community it serves.
- ☐ Project budget: A budget outline for the program or project for which the grant is requested.
- ☐ Organizational budget: Your organization's revenue and expenses for the year for which you are requesting funding. Please detail your organization's total administrative costs.
- ☐ Other funding sources: Major contributors or matching grants.
- ☐ Board list: A list of your organization's Trustees or Board of Directors.
- ☐ Financial statements: Most recent audit or audited financial statement. If the financial statement is unaudited please provide a copy of the IRS Form 990.
- ☐ Signature of an authorized representative of the organization on the application. It is very important to include the correct contact information for the person requesting/responsible for the grant.
- ☐ Please **do not include** videos, DVDs, pamphlets, newspaper articles or magazine-like booklets.

Mail your packet by one of the above listed deadlines to:

Mailing address

Harry S. & Isabel C. Cameron Foundation
U. S. Trust, Bank of America
Attn: Elizabeth Leicht, 6th Floor
P. O. Box 1939
Houston, Texas 77251-1939

or

Physical Address

Harry S. & Isabel C. Cameron Foundation
U.S. Trust, Bank of America
Attn: Elizabeth Leicht, Trust Officer
700 Louisiana, 6th Floor
Houston, Texas 77002

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
3 A Bereavement Foundation 5330 Griggs Rd Ste D-108, Houston, TX 77021	PC	General Support	2,000
Adult Reading Center, Inc. 2246 Washington St, Pearland, TX 77581	PC	General Support	5,000
Amyotrophic Lateral Sclerosis Association 2251 Chenault Dr, Carrollton, TX 75006	PC	Walk to Defeat ALS	2,500
Archdiocese of Galveston/Houston 1700 San Jacinto, Houston, TX 77002	PC	General Support	28,500
Archdiocese of Galveston/Houston 1700 San Jacinto, Houston, TX 77002	PC	Regina Caeli Parish, St. Faustina Catholic Church	66,250
Arrow Child and Family Ministries 2929 FM 2920 Rd, Spring, TX 77388	PC	Adoption Program in Texas	15,000
Artreach Inc 1501 Cherry St, Philadelphia, PA 19102	PC	Mental & Physical Assistance through Art	5,000
Bay Area Turning Point, Inc Po Box 890929, Houston, TX 77289	PC	Harris County Community Plans	5,000
Bayou Preservation Association, Inc 2990 Richmond Ave Ste 500, Houston, TX 77098	PC	Support Bayou Preservation Program	9,500
Boys And Girls Clubs of San Benito Inc PO Box 443, San Benito, TX 78586	PC	General Support	5,000
Boys And Girls Country of Houston, Inc 18806 Roberts Rd, Hockley, TX 77447	PC	General Support	3,000
Bridgewood Farms Inc 11680 Rose Rd, Conroe, TX 77303	PC	New Sport Center	29,000
CanCare Inc 9575 Katy Freeway Ste 428, Houston TX 77024	PC	Hospital Visitation Program	2,500

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Casa de Esperanza Post Office Box 66581, Houston, TX 77266-6581	PC	Residential Program	8,000
Casa Juan Diego PO Box 70113, Houston, TX 77270-0113	PC	General Support	2,500
Catholic Charities 2900 Louisiana, Houston, TX 77006	PC	Villa Guadalupe Transitional Housing Program	44,000
Catholic Extension 150 South Wacker Drive, Ste 2000, Chicago, IL 60606	PC	Health Education for Pastoral Workers	2,000
Catholic New Creation Inc 11606 Ashworth St, Houston TX 77016	PC	Isaiah House and Providence House	8,500
Center for Hearing and Speech Foundation 3636 W Dallas St, Houston, TX 77019	PC	Jump Start to Listening Program	12,000
Central Texas Life Care 115 Warden Ln, San Marcos TX 78666	PC	Lifecare Ranch Program	2,500
Child Advocates Incorporated 2401 Portsmouth, Suite 210, Houston, TX 77098	PC	General Support	9,500
ChildBuilders 2425 Fountain View, Houston, TX 77057	PC	Primary Prevention Programs and Training	5000
Children at Risk Inc 2900 Wesleyan St Ste 400, Houston, TX 77027	PC	General Support	3000
Christ the Redeemer Catholic Church 991 Kilough Church Rd, Dawsonville, GA, 30534	PC	Books, Supplies, and toys	19,000
Clarity Child Guidance Center 8535 Tom Slick, San Antonio, TX 78229	PC	Day Care Mental Treatment Program	3,000
Community Family Centers 7524 Avenue E, Houston, TX 77012	PC	Educational Programs and Operations	10,650

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Comp-U-Dopt 1602 Airline Dr, Houston TX 77009	PC	General Support	10,000
Country Line Baptist Church PO Box 338, Jenkinsburg, GA 30234	PC	Cemetery Care, General Support	2,000
Covenant House Texas 1111 Lovett Blvd, Houston, TX 77006	PC	General Support	10,000
CRC Partners. Inc 1515 Hughes Rd, Dickinson, TX 77539	PC	Equipment and infrastructure Improvements	2,000
Cristo Rey Jesuit College Preparatory School 6700 Mount Carmel Street Houston, Texas 77087	PC	For Use in Math and Science Programs/Textbooks	50,000
Crossroads School, Inc. 5822 Dolores, Houston, TX 77057	PC	General Support	10,000
DBSA Greater Houston 16202 Elmwood Park Ct, Houston, TX 77059	PC	General Support	3,000
DePelchin Children's Center 4950 Memorial Dr, Houston, TX 77007	PC	Transitional Living Program	3,000
Discover Fitness Foundation 747 N Shepherd Dr Ste 400, Houston, TX 77007	PC	Gymnastics instruction for Low income Families	1,500
Dominican Sisters of Mary 6501 Almeda, Houston, TX 77021-2095	PC	Convent Expansion	58,000
El Centro de Corazon PO Box 230209, Houston, TX 77223-0209	PC	General Support	2,500
Epiphany Community Health Outreach Services 9600 S Gessner Dr Bldg E, Houston TX 77071	PC	General Support	3,000
Equestrian Order of the Holy 2121 Sage Road, Suite 230, Houston, TX 77056	PC	Supporting Christians in the Holy Land	1,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Escape Family Resource Center 1721 Pech Rd Ste 300, Houston, TX 77055	PC	General Support	10,000
Familypoint Resources 650 W Bough Lan Ste 150 PMB148, Houston, TX 77024	PC	Out-of-School Time Programs	5,000
Girlstart 1400 W Anderson Ln, Austin, TX 78757	PC	Stem Education Summer Program	5,000
Guadalupe Regional Middle School Endowment 1214 Lincoln St, Brownsville, TX 78521	PC	Scholarship Assistance Program	5,000
Halo House Foundation 4010 Blue Bonnet Blvd, Houston TX 77025	PC	Blood Cancer Family Support	20,000
Have Shears Will Travel 1723 Red Oak Ter, Kingwood TX 77339	PC	Mobile Hair Salon	5,000
Heroic Media Foundation (legal name Majella Cares) 11615 Angus Rd Ste 102, Austin, TX 78759	PC	Media Outreach	15,000
His Grace Foundation PO Box 722, Tomball TX 77377	PC	General Support	9,000
Holy Name Retreat Center 430 Bunker Hill Road, Houston, TX 77024	PC	General Support	10,000
Hope and Healing Center & Institute 717 Sage Rd, Houston, TX 77056	PC	General Support	10,000
Hope For Youth, Inc 201 Dixon Ave, Amityville, NY, 11701	PC	Support Summer Youth Leadership Camp	2,500
Houston Achievement Place 245 W. 17th Street, Houston, TX 77008	PC	Foster Care Program	6,000
Houston Arboretum and Nature Center 4501 Woodway Dr, Houston, TX 77024	PC	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Houston Compass Inc 1117 Texas St, Houston TX 77002	PC	General Support	5,000
Houston Council on Alcoholism and Drug Recovery Po Box 2768, Houston, TX 77252	PC	Speaker Series	1,500
Houston Eye Associates Foundation 7155 Old Katy Rd, Ste N100, Houston, TX 77024	PC	Children in Need of Eye Prosthetics	4,500
Houston Food Bank 535 Portwall St, Houston TX 77029	PC	General Support	5,000
Houston-Harris County Immunization Registry Inc. PO Box 5168, Katy, TX 77491	PC	Support of Immunization Best Practices and Advocacy	2,000
Houston Hospice 1905 Holcombe Blvd, Houston, TX 77030	PC	General Support	11,000
Houston Museum of Natural Science 5555 Hermann Park Dr, Houston, TX 77030	PC	General Support	3,000
Humble Area Assistance Ministries PO Box 14051, Humble, TX 77347	PC	General Support	3,000
I Am Waters Foundation, Inc 3262 Westheimer Rd Box 229, Houston, TX 77098	PC	General Support	2,500
Incarnate Word Academy 2788 Normandy Dr, Saint Louis, MO, 63121	PC	The Word Annual Fund	15,000
Interfaith Caring Ministries Inc 151 Park Ave, League City, TX 77573	PC	Emergency Rent Program	2,000
Interfaith CarePartners 701 N Post Oak Rd Ste 330, Houston, TX 77024	PC	Care Team Program	5,000
Leukemia & Lymphoma Society 3 International Dr Ste 200, Rye Brook, NY 10573	PC	Patient Services	10,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Literacy Advance of Houston, Inc 2424 Wilcrest, Houston, TX 77042	PC	General Support	2,500
Lifeshouse of Houston Inc PO Box 27127, Houston, TX 77227-7127	PC	Residential Housing Program	10,000
Lord of the Streets Episcopal Church 3401 Fannin St, Houston TX 77004	PC	General Support	2,000
Magdalene Home Inc 7363 Rockpoint Ln, Tyler, TX 75703	PC	Maternity Home and Adoption Cost Assistance	10,000
Magnificat House 3300 Caroline St, Houston TX 77004	PC	Loaves and Fishes Soup Kitchen	7,500
Memorial Hall School 2501 Central Pkwy A-19, Houston, TX 77092	PC	General Support	3,000
Memorial Hermann Foundation 929 Gessner Drive, Ste 2650, Houston, TX 77024	PC	Serenity Garden Project	850
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	PC	Serenity Garden Project	7,500
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	PC	Ride for Recovery	2,500
Mental Health America 2211 Norfolk, Suite 810, Houston, TX 77098	PC	Education and Training Program	2,500
Missions of Yahweh 10247 Algiers, Houston, TX 77041	PC	Sister Gay Childrens Home Operations	4,500
Montgomery County Food Bank 1300 S Frazier St Ste 310, Conroe, TX 77301	PC	Mobile Pantry	16,000
Museum of Printing Histroy 1324 W Clay St, Houston, TX 77019	PC	Educational Youth Tour Programs	2,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Northwest Assistance Ministries 15555 Kuykendahl Rd, Houston, TX 77090	PC	Children's Clinic	12,000
Operation Military Embrace Inc 21307 Cypress Rosehill Rd, Tomball, TX 77377	PC	Support of Injured Service Personnel	7,000
Palmer Drug Abuse Program-Houston, Inc 840 Gessner Rd Ste 1300, Houston, TX 77024	PC	General Support	2,000
Panther Creek Inspiration Ranch Inc PO Box 130001, Spring, TX 77393-0001	PC	General Support	10,000
Pathways for Little Feet 8 Greenway Plz, Ste 1000, Houston, TX 77046	PC	Assistance Given to Families Adopting Children	5,000
Peckerwood Gardens Conservation Foundation Inc 20571 FM 359 Rd, Hempstead, TX 77445	PC	General Support	2,000
Proyecto Desarrollo Humano PO Box 1017, Penitas, TX 78576-1017	PC	Thrift Store Construction	17,000
PTSD Foundation of America PO Box 690748, Houston, TX 77269	PC	Camp Hope	5,000
Rebuilding Together Houston PO Box 15315, Houston TX 77220	PC	General Support	5,000
Resource And Crisis Center Of Galveston County 1802 Broadway, Galveston, TX 77550	PC	Victim's Services Program	7,500
Ronald McDonald House of Houston, Inc 1907 Holcombe Blvd, Houston, TX 77030	PC	General Support	5,000
Sacred Heart Church El Paso 602 S Oregon St, El Paso, TX 79901	PC	General Support	7,500
San Jose Clinic 2615 Fannin, Houston, TX 77002	PC	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Santa Fe Communications. Inc 1126 S 70Th St Ste N601, Milwaukee, WI, 53214	PC	Support of TV Mass	7,000
Search Homeless Services 2015 Congress St, Houston TX 77002	PC	General Support	2,000
Seniors Assistance Fund Inc PO Box 300961, Houston TX 77230	PC	General Support	6,000
Shelter Providers of Houston Inc 9511 W Sam Houston Pkwy N, Houston, TX 77064	PC	General Support	5,000
Sight Into Sound (Taping For The Blind Inc) 3935 Essex Lane, Houston, TX 77027	PC	General Support	7,500
SIRE Inc 11211 Katy Freeway Suite 660, Houston TX 77079	PC	Tuition Assistance Program	4,000
Social Motion Inc 10694 Haddington Ste G, Houston TX 77043	PC	General Support	5,000
Society of St. Vincent de Paul 2403 Holcombe Blvd, Houston, TX 77021	PC	Purchase Chromebooks for Classrooms	2,000
Southwest Diabetic Foundation PO Box 918, Gainesville TX 76241	PC	Camp Sweeney's Financial Assistance	2,000
Spay-Neuter Assistance Program Inc PO Box 70286, Houston, TX 77270	PC	Houston Mobile Clinic	8,000
Spaulding for Children 8582 Katy Frwy, Ste 100, Houston, TX 77024	PC	Special Needs Adoption Program	2,500
St. Christopher Catholic School 900 W Christopher Street, West Covina, CA 91790	PC	Tuition Assistance	10,000
St. Dominic Village 2401 Holcombe Blvd, Houston, TX 77021	PC	Computer/Medication Cart	10,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
St. James House of Baytown 5800 W Baker Rd, Baytown, TX 77520	PC	Support of Phase I for Capital and Renovation	5,500
St. John Paul the Great Catholic High School 17700 Dominican Dr, Dumfires, VA 22026	PC	Student Study Lounge	3,000
St. John XXIII, Inc 1800 W Grand Pkwy, Katy, TX 77449	PC	General Support	50,000
St. Laurence Catholic School 2630 Austin Pkwy, Sugar Land, TX 77479	PC	General Support	4,000
St. Luke's United Methodist Church of Houston Inc PO Box 22013, Houston TX 77227	PC	Nick Finnegan Counseling Center	2,000
St. Mary of the Immaculate Conception Catholic Church 816 Park Avenue, La Porte TX 77574	PC	Rosary Hall	13,000
St. Mary's Catholic Center 603 Church St., College Station, TX 77840	PC	On-Campus Missionary Program	7,500
St. Mary's Seminary 9845 Memorial Drive, Houston, TX 77024	PC	General Support	25,000
St. Thomas High School 4500 Memorial Dr, Houston, TX 77007	PC	General Support	100,000
St. Vincent De Paul Ministry of Stanislaus Catholic Ch 2020 Standiford Avenue, Modesto, CA 95350	PC	Computer Science Class	10,000
Strake Jesuit College Preparatory, Inc 8900 Bellaire Boulevard, Houston, TX 77036	PC	Building Fund	100,000
Sts. Simon And Jude School 6321 N. 27Th Avenue, Phoenix, AZ, 85017	PC	Resource Library	2,000
Teach For America Houston 4669 Southwest Freeway Suite 600, Houston, TX 77027	PC	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Texana Center 4910 Airport Ave Ste D, Rosenberg, TX 77471	PC	Autism Support Programs	5,000
Texas Center for the Missing PO Box 420148, Houston, TX 77242	PC	General Support	2,500
Texas Right to Life Committee Educational Fund 9800 Centre Pkwy Ste 200, Houston, TX 77036	PC	Dr. Joseph Graham Fellowship	6,000
The Monarch School 2815 Rosefield Dr, Houston TX 77080	PC	Tuition Assistance	3,000
The Rose 12700 N Featherwood Dr Ste 260, Houston, TX 77034	PC	Ultrasound Equipment Software Upgrades	1,000
The Salvation Army 1500 Austin St, Houston, TX 77002	PC	Montgomery County Emergency Shelter	75,000
The Wheelhouse, Inc. P. O. Box 920, Deer Park, TX 77536	PC	General Support/Motorcycle Rally	7,500
The Women's Home 607 Westheimer Rd, Houston, TX 77006	PC	Treatment and Transitional Housing Program	3,000
Therapy Pet Pals 3930 Bee Caves Rd, Ste C, W Lake Hills, TX 78746	PC	General Support	4,000
Trees For Houston PO Box 270477, Houston, TX 77277-0477	PC	General Support	2,500
Turning Point Center 1701 Jacquelyn Dr, Houston TX 77055	PC	Passenger Van	36,000
Undies for Everyone 1700 Bissonnet St, Houston TX 77005	PC	Clothing for Disadvantaged Children	10,000
University Catholic Center Austin Texas 2010 University Ave, Austin, TX 78705	PC	General Support	13,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
University of Texas Health Science Center Houston 7000 Fannin, Suite 1200, Houston, Texas 77030	PC	Cameron Fellowship, Community Outreach	75,000
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd Rm 7, Bellaire, TX 77401	PC	General Support	4,000
Virtuosi of Houston 2121 Kirby Dr, Houston TX 77019	PC	Music & Education Performance Programs	10,500
Vita Living, Inc 3300 S Gessner, Houston, TX 77063	PC	General Support	5,000
Warren Center Inc 320 Custer Rd, Richardson TX 75080	PC	Early Childhood Intervention Program	3,000
Wellsprings Village, Inc PO Box 311017, Houston, TX 77231	PC	General Support	5,000
Women's Resource 730 N Post Oak Rd, Ste 204, Houston, TX 77024	PC	Books and Supplies	3,000
Writers in the Schools 1523 W Main St, Houston TX 77006	PC	WITS Programs	10,000
Young Audiences Inc of Houston 4550 Post Oak Place Dr, Ste 230, Houston, TX 77027	PC	Healing Arts Programs	7,500
GRAND TOTAL			<u><u>\$1,491,250</u></u>