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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 10-01-2015, and ending 09-30-2016

Name of foundation HUMPHREYS FOUNDATION		A Employer identification number 74-6061381
Number and street (or P O box number if mail is not delivered to street address) PO BOX 550	Room/suite	B Telephone number (see instructions) (936) 336-3321
City or town, state or province, country, and ZIP or foreign postal code LIBERTY, TX 77575		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,672,722	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	67	67		
4	Dividends and interest from securities	465,956	465,956		
5a	Gross rents	379	379		
b	Net rental income or (loss) <u>379</u>				
6a	Net gain or (loss) from sale of assets not on line 10	142,863			
b	Gross sales price for all assets on line 6a <u>1,100,000</u>				
7	Capital gain net income (from Part IV, line 2)		142,863		
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)	68,654	68,654		
12	Total. Add lines 1 through 11	677,919	677,919		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	6,750	5,750		1,000
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	6,209	6,209		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	35,418	17,709		17,709
24	Total operating and administrative expenses. Add lines 13 through 23	48,377	29,668		18,709
25	Contributions, gifts, grants paid	1,190,000			1,190,000
26	Total expenses and disbursements. Add lines 24 and 25	1,238,377	29,668		1,208,709
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-560,458			
b	Net investment income (if negative, enter -0-)		648,251		
c	Adjusted net income (if negative, enter -0-)				

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	25	25	25
	2 Savings and temporary cash investments	145,936	73,659	73,659
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ 169,659 Less accumulated depreciation (attach schedule) ▶ _____	169,659	169,659	1,001,740
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	17,850,447	17,359,266	22,588,795
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	13,555	8,721	8,503	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,179,622	17,611,330	23,672,722	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	15,690,316	15,122,024	
	25 Temporarily restricted			
	26 Permanently restricted	2,489,306	2,489,306	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	18,179,622	17,611,330		
31 Total liabilities and net assets/fund balances (see instructions)	18,179,622	17,611,330		

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	18,179,622
2	Enter amount from Part I, line 27a	2	-560,458
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	17,619,164
5	Decreases not included in line 2 (itemize) ▶ _____	5	7,834
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,611,330

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1 a	6311 682 Sh Vanguard Index Fd	P	2013-06-27	2016-01-22
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 1,100,000		957,137	142,863
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			142,863
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	142,863
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

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
 If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,259,898	22,893,740	000 055032
2013	1,098,283	21,200,621	000 051804
2012	982,638	18,720,765	000 052489
2011	828,822	17,442,299	000 047518
2010	813,928	16,636,083	000 048925

2	Total of line 1, column (d).	2	000 255768
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	000 051154
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	22,386,312
5	Multiply line 4 by line 3.	5	1,145,149
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,483
7	Add lines 5 and 6.	7	1,151,632
8	Enter qualifying distributions from Part XII, line 4.	8	1,208,709

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits. Total tax due is 2,020 and overpayment is 2,020.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Questions cover political activities, unrelated business income, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>DORIS PETERS</u> Telephone no ▶ <u>(936) 336-3321</u> Located at ▶ <u>1914 MYRTLE STREET LIBERTY TX</u> ZIP+4 ▶ <u>77575</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	15		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 No

b 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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LINDA BERTMAN PO BOX 572071 HOUSTON, TX 77257	P 000 00	0		
ROBERT WALL 315 TEAKWOOD LANE HOUSTON, TX 77024	VP, T 000 00	0		
LOUIS B PAINE 173 SAGE ROAD HOUSTON, TX 77056	VP, S 000 00	0		

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See instructions	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	21,632,395
b	Average of monthly cash balances.	1b	93,085
c	Fair market value of all other assets (see instructions).	1c	1,001,740
d	Total (add lines 1a, b, and c).	1d	22,727,220
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	22,727,220
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	340,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,386,312
6	Minimum investment return. Enter 5% of line 5.	6	1,119,316

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	1,119,316
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	6,483
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,483
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,112,833
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,112,833
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	1,112,833

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,208,709
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,208,709
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	6,483
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,202,226

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				1,112,833
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.			15,750	
e From 2014.			130,879	
f Total of lines 3a through e.	146,629			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>1,208,709</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				1,112,833
e Remaining amount distributed out of corpus	95,876			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	242,505			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	242,505			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.			15,750	
d Excess from 2014.			130,879	
e Excess from 2015.			95,876	

Part XV Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,190,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
AD Players 2710 W Alabama Houston, TX 77098	None	PC	Production of Barefoot in the Park, Little Women, Snow White	75,000
Alley Theatre 615 Texas Ave Houston, TX 77002	None	PC	Artistic Enhancement and Performance of All the Way	325,000
Cantare Houston PO Box 667457 Houston, TX 77266	None	PC	Production of CATARE Cabaret	10,000
Center for the Performing Arts at the Woodlands 27220 Glen Loch Drive The Woodlands, TX 77381	None	PC	Production of Pinkalicious, The Musical	10,000
Da Camera Chamber Music and Jazz 1427 Branard Houston, TX 77006	None	PC	Production of The Marcel Proust Project	10,000
The Ensemble Theatre 3535 Main Street Houston, TX 77002	None	PC	Production of Fences	10,000
Express Children's Theatre PO Box 980817 Houston, TX 77098	None	PC	Production of Santas Rockin Reindeer	5,000
The Gilbert & Sullivan Society of Houston PO Box 741267 Houston, TX 77274	None	PC	Production of Princess Ida	4,000
The Grand 1894 Opera House 2020 Post Office Galveston, TX 77550	None	PC	Production of Joseph and the Amazing Technicolor Dreamcoat	15,000
Houston Ballet PO Box 130487 Houston, TX 77219	None	PC	Production of Sleeping Beauty	20,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	None	PC	Production of The Marriage of Figaro and The Little Prince	200,000
Houston Masterworks Chorus 4119 Montrose Blvd Houston, TX 77006	None	PC	Production of Stabat Mater and Part Credo	10,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	None	PC	Production of The Cosmos, an HD Odyssey	75,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	None	PC	Production of Working	25,000
Miller Outdoor Theatre PO Box 66267 Houston, TX 77266	None	PC	Production of Miller Presents	10,000
Total ▶ 3a				1,190,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Opera in the Heights PO Box 7887 Houston, TX 77270	None	PC	Production of La Cenerentola	7,000
Shepherd School of Music PO Box 1892 Houston, TX 77251	None	GOV	Production costs and voice scholarships	25,000
Society for the Performing Arts 615 Louisiana Houston, TX 77002	None	PC	Production of INTENSO and Blue Man Group	60,000
Stages Repertory Theatre 3201 Allen Parkway Suite 101 Houston, TX 77002	None	PC	Production of Miss Teen and Big Fish	75,000
Theater LaB Houston 1706 Alamo Houston, TX 77007	None	PC	Production of Sondheim on Sondheim	20,000
Theatre Under the Stars 4235 San Felipe Houston, TX 77006	None	PC	Production of A Gentleman's Guide	170,000
The Valley Players p o Box 1063 Liberty, TX 77575	None	PC	Production costs	24,000
Young Audiences of Houston 1310 McDuffie Suite 22 Houston, TX 77019	None	PC	Performances in Liberty ISD	5,000
Total			▶ 3a	1,190,000

TY 2015 Accounting Fees Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIGGINS SMITH, CPAs	6,750	5,750		1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 15000290

Software Version: 15.3.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
6311 682 Sh Vanguard Index Fd	2013-06	P	2016-01		1,100,000	957,137			142,863	

TY 2015 General Explanation Attachment

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 15000290

Software Version: 15.3.0.0

TY 2015 Investments - Land Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 15000290

Software Version: 15.3.0.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A-34, Und. 1/4 int. - 5 acres	188		188	1,000
1/8 int. in 87.5 ac.	1,094		1,094	5,900
A-159, 0.14 acre	10		10	
undivided interest in 66.9 acres	32,935		32,935	514,840
Producing Mineral and Royalty Interests	77,223		77,223	420,000
Non-Producing Mineral/Royalty Interests	58,209		58,209	60,000

TY 2015 Investments - Other Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Vanguard Institutional Index Fund	AT COST	17,359,266	22,588,795

TY 2015 Legal Fees Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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TY 2015 Other Assets Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARGCA Patronage Equity	218	218	
Prepaid Federal Income Tax	13,337	8,503	8,503

TY 2015 Other Decreases Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Description	Amount
Year Ended 9/30/2015 Federal Excise Tax Paid	7,834

TY 2015 Other Expenses Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	808	404		404
Telephone	2,289	1,145		1,144
Management Fees	27,600	13,800		13,800
Office Rent	4,020	2,010		2,010
Office Expense	701	350		351

TY 2015 Other Income Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY and LEASE RENTAL INCOME	68,654	68,654	

TY 2015 Taxes Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 15000290**Software Version:** 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate tax not included in line 20	6,209	6,209		

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2016

FORM 990-PF SCHEDULE

PART XV, PAGE 10 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

GUIDELINES FOR WRITING A GRANT REQUEST

Grants are restricted to the **PRODUCTION COSTS ONLY** of plays and performances in the field of dramatic arts

- I Brief Statement summarizing grant requests
 - a Name of the specific project for which grant is requested
 - b Funds on hand or pledged and any matching grants
 - c Specific amount of requested grant
 - d List of scheduled performances

- II Background information on organization requesting funds
 - a Name and purpose of organization
 - b Financial information
 - 1 Current operating budget
 - 2 Copy of latest tax return
 - c An I R S statement indicating the type of exempt classification the organization holds and all subsequent communication concerning exempt status
 - d Statement from administrator that no funds granted to the organization will be used for prohibited activities
 - e List of Board of Directors and Artistic Director (No resumes please)

- III Please be as brief and precise as possible and submit ONE copy of your request

- IV Do Not Send any press releases, play bills, magazines, etc

- V Grant requests must be received between July 1st and August 15th each year in order to be considered at our annual Trustees meeting held in September All approved grants will be funded during our fiscal year, October 1 through September 30, of each year

Mail requests to The Humphreys Foundation
 P O Box 550
 Liberty, Texas 77575

Please review carefully as any grant request not complying with these guidelines will not be considered for approval

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2016

FORM 990-PF SCHEDULE

PART XV, PAGE 10 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

STATEMENT REGARDING
NEW CONDITION ON FOUNDATION GRANTS
TO COLLEGES AND UNIVERSITIES

Taxpayer The Humphreys Foundation

Employer ID Number 74-6061381

Attachment To Form 990-PF for Fiscal Year Ended September 30, 2016

The Humphreys Foundation (the "Foundation") makes some of its grants to colleges and universities which, in turn, use the grant money to award scholarships to students studying drama or dance under the supervision of the grantee educational institutions. The Foundation does not participate in the selection of the ultimate student recipients of the scholarships, nor is there any agreement whereby the Foundation may cause the selection of an individual grantee by a college or university.

The Trustees of the Foundation recently decided to impose a condition on grants to colleges and universities that any scholarships awarded by the colleges and universities will be made only to students who are citizens of the United States, unless the Foundation's written approval of a waiver of this condition is obtained. This condition is to be effective commencing with grants made to colleges and universities for the 1988-1989 school year.