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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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

NOV 1, 2015

, and ending

OCT 31, 2016

Name of foundation

THE ELKINS FOUNDATION

A Employer identification number

74-6051746

Number and street (or P.O. box number if mail is not delivered to street address)

1001 FANNIN

Room/suite

1333

B Telephone number

713-652-2020

City or town, state or province, country, and ZIP or foreign postal code

HOUSTON, TX 77002

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 226,893,947.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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

23,540,031.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

27,000.

26,987.

STATEMENT 1

4 Dividends and interest from securities

5,911,751.

5,911,751.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

45,163.

RECEIVED

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 47,567,899.

45,163.

FEB 16 2017

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

398,947.

446,280.

STATEMENT 3

12 Total. Add lines 1 through 11

29,922,892.

6,430,181.

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 4

38,130.

19,065.

19,065.

c Other professional fees

STMT 5

834,967.

721,042.

113,926.

17 Interest

18 Taxes

STMT 6

363,360.

38,360.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

10,104.

10,104.

24 Total operating and administrative expenses. Add lines 13 through 23

1,246,561.

788,571.

132,991.

25 Contributions, gifts, grants paid

10,585,050.

10,585,050.

26 Total expenses and disbursements. Add lines 24 and 25

11,831,611.

788,571.

10,718,041.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

18,091,281.

b Net investment income (if negative, enter -0-)

5,641,610.

c Adjusted net income (if negative, enter -0-)

N/A

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

SCANNED FEB 23 2017

Revenue

Operating and Administrative Expenses

5646

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,074.		
	2 Savings and temporary cash investments	4,127,821.	18,237,406.	18,237,406.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	140,166,007.	145,956,839.	190,216,094.
	c Investments - corporate bonds	70,000.		
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		17,401,866.	16,762,122.	18,440,447.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		161,767,768.	180,956,367.	226,893,947.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	20,083,230.	20,083,230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	141,684,538.	160,873,137.	
	30 Total net assets or fund balances	161,767,768.	180,956,367.	STATEMENT 8
	31 Total liabilities and net assets/fund balances	161,767,768.	180,956,367.	

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	161,767,768.
2 Enter amount from Part I, line 27a	2	18,091,281.
3 Other increases not included in line 2 (itemize) ▶ OTHER ADJUSTMENTS	3	1,097,318.
4 Add lines 1, 2, and 3	4	180,956,367.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	180,956,367.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PASSTHROUGH K-1 CAPITAL GAIN	P	VARIOUS	VARIOUS
c 375 SHS BLACK STONE CLASS B PREF INTEREST LP	P	VARIOUS	12/24/15
d SEC 731 GAIN FOR ONEOK PARTNERS LP	P	VARIOUS	12/31/15
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 47,572,724.		47,147,736.	424,988.
b -613,693.			-613,693.
c 375,000.		375,000.	0.
d 233,868.			233,868.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			424,988.
b			-613,693.
c			0.
d			233,868.
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	45,163.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	11,999,168.	214,373,590.	.055973
2013	9,961,595.	228,275,373.	.043639
2012	8,900,000.	206,485,310.	.043102
2011	3,738,000.	181,315,558.	.020616
2010	2,794,500.	74,897,955.	.037311

2 Total of line 1, column (d)	2	.200641
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	.040128
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	220,868,046.
5 Multiply line 4 by line 3	5	8,862,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56,416.
7 Add lines 5 and 6	7	8,919,409.
8 Enter qualifying distributions from Part XII, line 4	8	10,718,041.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	56,416.
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	56,416.
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	56,416.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	211,954.	
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	211,954.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	155,538.	
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► HOUSTON TRUST COMPANY Telephone no. ► 713-651-9400 Located at ► 1001 FANNIN ST, STE 700 HOUSTON, TX, HOUSTON, TX ZIP+4 ► 77002		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	X	

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA A. ELKINS	VICE PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
ELISE E. JOSEPH	PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
LESLIE E. SASSER	VICE PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
LARRY MEDFORD	SECRETARY & TREASURER			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form 990-PF (2015)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HOUSTON TRUST COMPANY		
1001 FANNIN, SUITE 700, HOUSTON, TX 77002	INVESTMENT MNGMT	678,283.
AVALON ADVISORS, LLC - 2929 ALLEN PARKWAY, SUITE 3000, HOUSTON, TX 77019	INVESTMENT MNGMT	118,737.

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
		0.
2		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

Form 990-PF (2015)

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	197,027,389.
b	Average of monthly cash balances	1b	20,570,590.
c	Fair market value of all other assets	1c	6,633,540.
d	Total (add lines 1a, b, and c)	1d	224,231,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	224,231,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,363,473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	220,868,046.
6	Minimum investment return. Enter 5% of line 5	6	11,043,402.

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	11,043,402.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	56,416.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56,416.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,986,986.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,986,986.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,986,986.

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	10,718,041.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,718,041.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	56,416.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,661,625.

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				10,986,986.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			10,009,902.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 10,718,041.				
a Applied to 2014, but not more than line 2a			10,009,902.	
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				708,139.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				10,278,847.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
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)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2015

Name of the organization

THE ELKINS FOUNDATION

Employer identification number

74-6051746

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

THE ELKINS FOUNDATION

74-6051746

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 609,791.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 2,930,240.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	ESTATE OF JAMES A. ELKINS, JR. 1001 FANNIN, SUITE 1333 HOUSTON, TX 77002	\$ 20,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

74-6051746

Part II

[illegible]

Name of organization

Employer identification number

THE ELKINS FOUNDATION**74-6051746**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	27,000.	26,987.	
TOTAL TO PART I, LINE 3	27,000.	26,987.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	5,911,751.	0.	5,911,751.	5,911,751.	
TO PART I, LINE 4	5,911,751.	0.	5,911,751.	5,911,751.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS	386,150.	386,150.	
MISC. - LITIGATION PROCEEDS	199.	199.	
INTEREST INCOME FROM MUTUAL FUNDS	16,807.	16,807.	
UBTI FROM PARTNERSHIPS	-78,664.	0.	
TAX REFUND	74,455.	43,124.	
TOTAL TO FORM 990-PF, PART I, LINE 11	398,947.	446,280.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,130.	19,065.		19,065.
TO FORM 990-PF, PG 1, LN 16B	38,130.	19,065.		19,065.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	678,283.	569,426.		108,858.
INVESTMENT MANAGEMENT FEE	151,616.	151,616.		0.
CONSULTING FEE	5,068.	0.		5,068.
TO FORM 990-PF, PG 1, LN 16C	834,967.	721,042.		113,926.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	38,360.	38,360.		0.
TAXES	325,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	363,360.	38,360.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEE	10,104.	10,104.		0.
TO FORM 990-PF, PG 1, LN 23	10,104.	10,104.		0.

FORM 990-PF

OTHER FUNDS

STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	141,684,538.	160,873,137.
TOTAL TO FORM 990-PF, PART II, LINE 29	141,684,538.	160,873,137.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK- SEE STMT I FOR DETAIL	143,609,707.	187,549,261.
UNIT INVESTMENT TRUSTS- SEE STMT I FOR DETAIL	51,648.	127,530.
PREFERRED STOCK- SEE STMT I FOR DETAIL	99,497.	105,358.
MUTUAL FUNDS- SEE STMT I FOR DETAIL	2,195,987.	2,433,945.
TOTAL TO FORM 990-PF, PART II, LINE 10B	145,956,839.	190,216,094.

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
CLOSELY HELD SECURITIES- SEE STMT I FOR DETAIL	COST	16,762,122.	18,440,447.	
TOTAL TO FORM 990-PF, PART II, LINE 13		16,762,122.	18,440,447.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 11
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EXPLANATION

FOR THE TAXABLE YEAR ENDING OCTOBER 31, 2016, THE FOUNDATION MADE A DISTRIBUTION TO THE HOUSTON COMMUNITY FOUNDATION, A DONOR ADVISED FUND EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. DONOR ADVISED FUNDS HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. THE FOUNDATION HAS MADE RECOMMENDATIONS FOR GRANTS TO BE MADE BY THE DONOR ADVISED FUND TO PUBLIC CHARITIES FOR CHARITABLE PURPOSES SIMILAR TO THE GRANTS MADE DIRECTLY BY THE FOUNDATION.

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 3

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
CASH EQUIVALENTS							
18237405.59	SEI DAILY INCOME GOV'T II FUND #33	18237405.59	1.00	1.00	18237405.59	32061.37	0.18
	TOTAL CASH EQUIVALENTS	18237405.59			18237405.59	32061.37	0.18
COMMON STOCK							
3293	AARONS INC	81225.14	24.67	24.71	81370.03	329.30	0.40
19950	ABBOTT LABORATORIES	632904.03	31.72	39.24	782838.00	20748.00	2.65
19249	ABBVIE INC	728481.38	37.85	55.78	1073709.22	43887.72	4.09
107.8	ADIENT PLC	5021.86	46.58	45.51	4905.98	0.00	0.00
4785	ADOBE SYS INC	277761.69	58.05	107.51	514435.35	0.00	0.00
206	ADVANSIX INC	1680.13	8.16	15.96	3287.76	0.00	0.00
1450	AERCAP HOLDINGS NV	57331.70	39.54	41.11	59609.50	0.00	0.00
3520	AETNA INC	160122.15	45.49	107.35	377872.00	3520.00	0.93
1331	AFLAC INC	90853.38	68.26	68.87	91665.97	2289.32	2.50
1400	AIR PRODUCTS & CHEMICALS INC	129523.76	92.52	133.42	186788.00	4816.00	2.58
4980	AKAMAI TECHNOLOGIES INC	297917.41	59.82	69.47	345960.60	0.00	0.00
2980	ALASKA AIR GROUP INC	169224.07	56.79	72.22	215215.60	3278.00	1.52
1000	ALEXANDRIA REAL ESTATE EQUITIES INC REAL ESTATE INVESTMENT TRUST	111927.00	111.93	107.81	107810.00	3200.00	2.97
2383	ALLEGION PLC	108475.37	45.52	63.84	152130.72	1143.84	0.75
212	ALLERGAN PLC	30530.12	144.01	208.94	44295.28	0.00	0.00
7105	ALLIANZ SE SPONSORED AMERICAN DEPOSITORY RECEIPT	103689.29	14.59	15.53	110340.65	4348.26	3.94
1196	ALPHABET INC CL A	527790.06	441.30	809.90	958640.40	0.00	0.00
1475	ALPHABET INC CL C	894761.98	606.62	784.54	1157196.50	0.00	0.00

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 4

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
54261	ALTRIA GROUP INC	955729.97	17.61	66.12	3587737.32	132396.84	3.69
1520	AMADEUS IT GROUP S.A. UNSPONSORED AMERICAN DEPOSITORY RECEIPT	66068.93	43.47	47.28	71865.60	922.64	1.28
972	AMAZON.COM INC	362654.12	373.10	789.82	767705.04	0.00	0.00
8411	AMERICAN EAGLE OUTFITTERS INC	103481.38	12.30	17.04	143323.44	4205.50	2.93
8100	AMERICAN EXPRESS CO	623043.63	76.92	66.42	538002.00	10368.00	1.93
6665	AMERICAN INTERNATIONAL GROUP	245158.57	36.78	61.70	411230.50	8531.20	2.07
862	AMERICAN TOWER CORP REAL ESTATE INVESTMENT TRUST	93866.34	108.89	117.19	101017.78	1896.40	1.88
60	AMERIPRISE FINANCIAL INC.	1280.92	21.35	88.39	5303.40	180.00	3.39
3397	AMGEN INC	422850.44	124.48	141.16	479520.52	13588.00	2.83
7600	ANADARKO PETE CORP	429873.05	56.56	59.44	451744.00	1520.00	0.34
5200	ANHEUSER BUSCH INBEV SPONSORED AMERICAN DEPOSITORY RECEIPT	594680.08	114.36	115.49	606548.00	16785.60	2.80
1740	ANTHEM INC	190533.56	109.50	121.86	212036.40	4524.00	2.13
1650	APACHE CORPORATION	95868.39	58.10	59.48	98142.00	1650.00	1.68
21808	APPLE INC	911712.75	41.81	113.54	2476080.32	49722.24	2.01
2939	APPLIED MATERIALS INCORPORATED	86206.31	29.33	29.08	85466.12	1175.60	1.38
1230	ARKEMA SA SPONSORED AMERICAN DEPOSITORY RECEIPT	113544.44	92.31	94.70	116487.15	2207.85	1.90
10000	ASAHI GLASS COMPANY LTD UNSPONSORED AMERICAN DEPOSITORY RECEIPT	66213.00	6.62	6.88	68800.00	1590.00	2.31
4200	ASML HOLDING N.V. AMERICAN DEPOSITORY RECEIPT	411954.48	98.08	105.62	443604.00	4313.40	0.97
16377	AT & T INC	555413.98	33.91	36.79	603509.83	32098.92	5.33
4100	ATLAS CORPCO AB SPONSORED AMERICAN DEPOSITORY RECEIPT	69043.18	16.84	26.24	107584.00	2193.50	2.04
6207	ATOS ORIGIN SA UNSPONSORED AMERICAN DEPOSITORY RECEIPT	124325.59	20.03	20.71	128546.97	1055.19	0.82

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 5

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
1425	AUTOMATIC DATA PROCESSING INC	52295.03	36.70	87.06	124060.50	3021.00	2.44
4550	AXA AMERICAN DEPOSITORY RECEIPT	115391.99	25.36	22.59	102784.50	2893.10	2.81
2450	BAKER HUGHES INC	115770.69	47.25	55.40	135730.00	1656.00	1.23
2170	BALL CORP	89587.80	41.28	77.07	167241.90	1128.40	0.67
16605	BANK AMER CORP	291477.34	17.55	16.50	273982.50	4981.50	1.82
1817	BANK MONTREAL QUEBEC	115543.03	63.59	63.60	115561.20	4829.59	4.18
4100	BAYERISCHE MOTOREN WERKE SPONSORED AMERICAN DEPOSITORY RECEIPT	88942.54	21.69	29.04	119064.00	3448.10	2.90
3795	BB&T CORPORATION	147372.26	38.83	39.20	148764.00	4554.00	3.06
502	BECTON DICKINSON	82535.02	164.41	167.91	84290.82	1325.28	1.57
2742	BED BATH & BEYOND INC	119117.25	43.44	40.42	110831.64	1371.00	1.24
3828	BERKSHIRE HATHAWAY INC-CL B	285964.11	74.70	144.30	552380.40	0.00	0.00
2779	BLACKROCK INC CLASS A	576913.95	207.60	341.24	948305.96	25455.64	2.68
1760	BOC HONG KONG HOLDINGS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	103318.80	58.70	70.87	124731.20	8703.20	6.98
1856	BOEING CO	241288.17	130.00	142.43	264350.08	8092.16	3.06
4776	BRISTOL-MYERS SQUIBB CO	217442.94	45.53	50.91	243146.16	7259.52	2.99
1025	BRITISH AMERN TOB PLC SPNS ADR	46707.10	45.57	114.89	117762.25	4450.55	3.78
572	BROADCOM LTD	94172.76	164.64	170.28	97400.16	1166.88	1.20
2558	BROWN FORMAN CORP CLASS B	119100.86	46.56	46.17	118102.86	1739.44	1.47
7330	BT GROUP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	100462.99	13.71	23.14	169616.20	6589.67	3.89
11680	CABOT OIL & GAS CORP	265989.31	22.77	20.88	243878.40	934.40	0.38
3900	CANADIAN NATURAL RESOURCES	82327.38	21.11	31.71	123669.00	2745.60	2.22
2950	CANADIAN PACIFIC RAILWAY LTD	349866.92	118.60	142.96	421732.00	4407.30	1.05

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 6

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
2785	CAPGEMINI SA UNSPONSORED AMERICAN DEPOSITORY RECEIPT	124588.71	44.74	41.28	114878.73	1623.66	1.41
2320	CAPITAL ONE FINANCIAL	101154.42	43.60	74.04	171772.80	3712.00	2.16
2090	CARNIVAL CORP	102759.24	49.17	49.10	102619.00	2926.00	2.85
924	CATERPILLAR INC	77887.56	84.29	83.46	77117.04	2845.92	3.69
8807	CELGENE CORP	679390.35	77.14	102.18	898899.26	0.00	0.00
10850	CEMEX SAB DE CV SPONSORED AMERICAN DEPOSITORY RECEIPT	88227.69	8.13	8.68	94178.00	0.00	0.00
7350	CENCOSUD SA SPONSORED AMERICAN DEPOSITORY RECEIPT	60395.34	8.22	9.89	72691.50	394.33	0.54
6296	CENTERPOINT ENERGY INC	116537.70	18.51	22.80	143548.80	6484.88	4.52
2879	CERNER CORP	169971.89	59.04	58.58	168651.82	0.00	0.00
6270	CF INDUSTRIES HOLDINGS INC	164770.43	26.28	24.01	150542.70	7524.00	5.00
1450	CHECK POINT SOFTWARE TECH LT ORD	32947.72	22.72	84.56	122612.00	0.00	0.00
8605	CHEVRON CORPORATION	826210.28	96.02	104.75	901373.75	37173.60	4.12
9962	CHUBB LTD	1032627.42	103.66	127.00	1265174.00	27495.12	2.17
7810	CIA SANEAMIENTO BASICO DE SPONSORED AMERICAN DEPOSITORY RECEIPT	57269.17	7.33	10.52	82161.20	0.00	0.00
1140	CIMAREX ENERGY CO	127324.47	111.69	129.13	147208.20	364.80	0.25
1339	CINCINNATI FINANCIAL CORP	82232.14	61.41	70.78	94774.42	2570.88	2.71
18212	CISCO SYSTEMS INC	380414.90	20.89	30.68	558744.16	18940.48	3.39
3099	CMS ENERGY CORP	109409.01	35.30	42.15	130622.85	3842.76	2.94
64647	COCA COLA CO	1531965.04	23.70	42.40	2741032.80	90505.80	3.30
3500	COLGATE PALMOLIVE CO	206874.74	59.11	71.36	249760.00	5460.00	2.19
12174	COMCAST CORP-CL A	540172.30	44.37	61.82	752596.68	13391.40	1.78
5700	COMERICA INC	216431.46	37.97	52.09	296913.00	5244.00	1.77
3300	CONOCOPHILLIPS	161442.62	48.92	43.45	143385.00	3300.00	2.30

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 7

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
1900	CONSTELLATION BRANDS INC	286364.29	150.72	167.12	317528.00	3040.00	0.96
478	COSTCO WHOLESALE CORP NEW	77434.08	162.00	147.87	70681.86	860.40	1.22
1000	CRACKER BARREL OLD COUNTRY STORE INC	165464.53	165.46	138.00	138000.00	4600.00	3.33
1405	CROWN CASTLE INTL CORP REAL ESTATE INVESTMENT TRUST	128769.52	91.65	90.99	127840.95	5339.00	4.18
4960	CULLEN FROST BANKERS INC	309886.48	62.48	75.99	376910.40	10713.60	2.84
516	CURTISS WRIGHT CORP	331.60	0.64	89.62	46243.92	268.32	0.58
2680	CVS HEALTH CORP	145327.58	54.23	84.10	225388.00	4556.00	2.02
12300	DAIWA SECURITIES GROUP INC SPONSORED AMERICAN DEPOSITORY RECEIPT	93035.66	7.56	5.91	72693.00	2177.10	2.99
4103	DANAHER CORP	219384.93	53.47	78.55	322290.65	2051.50	0.64
2650	DBS GROUP HLDGS LTD SPONSD AMERICAN DEPOSITORY RECEIPT	101759.91	38.40	43.18	114427.00	4780.32	4.18
2000	DENTSPLY SIRONA INC	73069.80	36.53	57.57	115140.00	620.00	0.54
4300	DEVON ENERGY CORPORATION NEW	254645.37	59.22	37.89	162927.00	1032.00	0.63
1900	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	121595.36	64.00	107.53	204307.00	5920.93	2.90
1129	DISCOVER FINL SVCS	65762.50	58.25	56.33	63596.57	1354.80	2.13
13768	DISNEY WALT CO	1150544.93	83.57	92.69	1276155.92	19550.56	1.53
1098	DOLLAR GENERAL CORP	69514.38	63.31	69.09	75860.82	1098.00	1.45
3667	DOMINION RES INC VA NEW	231224.34	63.06	75.20	275758.40	10267.60	3.72
6504	DOW CHEMICAL CO	331993.05	51.04	53.81	349980.24	11967.36	3.42
4239	DU PONT E I DE NEMOURS & CO	233904.26	55.18	68.79	291600.81	6443.28	2.21
4025	DUKE ENERGY CORP	278400.14	69.17	80.02	322080.50	13765.50	4.27
10000	DYNAGAS LNG PARTNERS LP EXCHANGE TRADED PARTNERSHIP	176567.63	17.66	14.27	142700.00	16900.00	11.84
1918	EATON CORP PLC	104388.68	54.43	63.77	122310.86	4373.04	3.58

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 8

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
477	ECOLAB INC	58351.42	122.33	114.17	54459.09	667.80	1.23
1579	EDWARDS LIFSCIENCES CORP	155499.76	98.48	95.22	150352.38	0.00	0.00
2080	ELECTRONIC ARTS INC	155704.91	74.86	78.52	163321.60	0.00	0.00
3320	EMBOTELLADORA ANDINA SA SPONSORED AMERICAN DEPOSITORY RECEIPT	69852.80	21.04	24.08	79945.60	1709.80	2.14
2180	EMCOR GROUP INC	102521.91	47.03	60.46	131802.80	697.60	0.53
5756	ENBRIDGE ENERGY MANAGEMENT LLC	48196.62	8.37	24.42	140561.52	0.00	0.00
20000	ENDURO ROYALTY TR	278895.29	13.94	3.60	72000.00	5220.00	7.25
2150	ENERGEN CORP	154982.88	72.09	50.13	107779.50	0.00	0.00
4748	EOG RESOURCES INC	312376.21	65.79	90.42	429314.16	3181.16	0.74
1184	EPR PROPERTIES REAL ESTATE INVESTMENT TRUST	63270.81	53.44	72.72	86100.48	4546.56	5.28
2100	EQT CORPORATION	132796.86	63.24	66.00	138600.00	252.00	0.18
8133	ESTEE LAUDER COMPANIES-CL A	461242.55	56.71	87.13	708628.29	9759.60	1.38
1024556	EXXON MOBIL CORP	70012737.10	68.33	83.32	85366005.92	3073668.00	3.60
12655	FACEBOOK INC-A	1142472.34	90.28	130.99	1657678.45	0.00	0.00
15000	FIAT CHRYSLER AUTOMOBILES NV	131845.76	8.79	7.32	109800.00	0.00	0.00
1460	FIDELITY NATL INFORMATION SERVICES	103359.53	70.79	73.92	107923.20	1518.40	1.41
23200	FIRST PACIFIC CO LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	88895.73	3.83	3.72	86304.00	1647.43	1.91
1575	FORTIVE CORP	48793.23	30.98	51.05	80403.75	441.00	0.55
3300	FRANKLIN ELECTRIC CO INC	98021.88	29.70	36.45	120285.00	1320.00	1.10
300	FRESENIUS MED CARE AG & CO SPONSORED AMERICAN DEPOSITORY RECEIPT	7424.90	24.75	40.58	12174.00	93.90	0.77
6720	FUJII HEAVY INDUS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	125170.04	18.63	19.44	130636.80	1915.20	1.47
3124	GARMIN LTD	116694.21	37.35	48.36	151076.64	6372.96	4.22

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 9

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
800	GENERAL DYNAMICS CORP	106616.64	133.27	150.74	120592.00	2432.00	2.02
24166	GENERAL ELECTRIC COMPANY	585027.33	24.21	29.10	703230.60	22232.72	3.16
1358	GENERAL MILLS INC	77361.47	56.97	61.98	84168.84	2607.36	3.10
2129	GENERAL MOTORS CO	68000.87	31.94	31.60	67276.40	3236.08	4.81
4169	GILEAD SCIENCES INC	406962.81	97.62	73.63	306963.47	7837.72	2.55
7500	GLACIER BANCORP INC	197210.15	26.29	28.26	211950.00	6000.00	2.83
4392	GLAXO SMITHKLINE SPONSORED AMERICAN DEPOSITORY RECEIPT	182811.40	41.62	40.01	175723.92	9078.26	5.17
10000	GOLAR LNG PARTNERS LP EXCHANGE TRADED PARTNERSHIP	245886.05	24.59	20.56	205600.00	23100.00	11.24
838	GRANITE CONSTRUCTION INC	41254.15	49.23	49.16	41196.08	435.76	1.06
6990	HANESBRANDS INC	39856.61	5.70	25.70	179643.00	3075.60	1.71
5170	HARTFORD FINL SVCS GROUP INC	169925.40	32.87	44.11	228048.70	4756.40	2.09
1002	HASBRO INC	81086.25	80.92	83.41	83576.82	2044.08	2.45
4650	HESS CORPORATION	246128.50	52.93	47.97	223060.50	4650.00	2.08
4363	HEWLETT PACKARD ENTERPRISE COMPANY	85000.68	19.48	22.47	98036.61	959.86	0.98
6380	HOME DEPOT INC	324545.13	50.87	122.01	778423.80	17608.80	2.26
6188	HONEYWELL INTERNATIONAL INC	419920.87	67.86	109.68	678699.84	16460.08	2.43
1250	HUNTINGTON INGALLS INDUSTRIES INC	151731.27	121.39	161.36	201700.00	2500.00	1.24
3570	IBERDROLA SPONSORED AMERICAN DEPOSITORY RECEIPT	99082.84	27.75	27.22	97175.40	3398.64	3.50
14085	ING GROEP N V-SPONSORED AMERICAN DEPOSITORY RECEIPT	188445.09	13.38	13.11	184654.35	8417.82	4.56
3180	INGERSOLL-RAND PLC	169546.41	53.32	67.29	213982.20	5088.00	2.38
16144	INTEL CORP	393372.46	24.37	34.87	562941.28	16789.76	2.98
1800	INTERCONTINENTAL EXCHANGE INC	414709.74	230.39	270.39	486702.00	30600.00	6.29

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 10

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
2307	INTERNATIONAL BUSINESS MACHINES CORP	374710.53	162.42	153.69	354562.83	12919.20	3.64
7913	INTERNATIONAL PAPER CO	317633.16	40.14	45.03	356322.39	14639.05	4.11
300	INTUITIVE SURGICAL INC	170091.42	566.97	672.08	201624.00	0.00	0.00
5311	ISHARES CORE S&P SMALL-CAP ETF	294966.98	55.54	118.67	630256.37	8646.31	1.37
3250	JAPAN AIRLINES CO LTD UNSPONSORED AMERICAN DEPOSITORY RECEIPT	58052.48	17.86	15.00	48750.00	1400.75	2.87
1000	JM SMUCKER CO/THE-NEW COM	154081.80	154.08	131.31	131310.00	3000.00	2.28
7198	JOHNSON & JOHNSON	433010.44	60.16	115.99	834896.02	23033.60	2.76
1078	JOHNSON CONTROLS INTERNATIONAL PLC	51862.58	48.11	40.32	43464.96	926.00	2.13
25750	JP MORGAN CHASE & CO	1124718.81	43.68	69.26	1783445.00	49440.00	2.77
3760	KBC GROUP NV UNSPONSORED AMERICAN DEPOSITORY RECEIPT	122545.11	32.59	30.45	114492.00	1349.84	1.18
6128	KIMBERLY CLARK CORPORATION	527571.83	86.09	114.41	701104.48	22551.04	3.22
15760	KINDER MORGAN INC	492753.01	31.27	20.43	321976.80	7880.00	2.45
6300	KINGFISHER PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	56157.57	8.91	9.03	56889.00	1600.20	2.81
1950	KIRBY CORP	109400.40	56.10	58.95	114952.50	0.00	0.00
9832	KRAFT HEINZ CO	397684.89	40.45	88.95	874556.40	23596.80	2.70
7540	LAMAR ADVERTISING CO-A REAL ESTATE INVESTMENT TRUST	404819.29	53.69	63.45	478413.00	22921.60	4.79
2210	LEAR CORP	209132.42	94.63	122.78	271343.80	2652.00	0.98
2650	LILLY ELI & CO	113168.25	42.70	73.84	195676.00	5406.00	2.76
1648	LOCKHEED MARTIN CORP	266483.24	161.70	246.38	406034.24	11997.44	2.95
3600	LONZA GROUP AG UNSPONSORED AMERICAN DEPOSITORY RECEIPT	28678.32	7.97	18.85	67878.00	817.20	1.20
2940	LOWES COS INC	161286.93	54.86	66.65	195951.00	4116.00	2.10
1284	MACQUARIE INFRASTRUCTURE CO LLC	99722.92	77.67	81.81	105044.04	6420.00	6.11

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 11

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
1051	MACY'S INC	40178.15	38.23	36.49	38350.99	1587.01	4.14
4300	MAGNA INTERNATIONAL INC CL A	158544.99	36.87	41.05	176515.00	4300.00	2.44
13100	MARATHON OIL CORP	270487.10	20.65	13.18	172658.00	2620.00	1.52
1850	MARTIN MARIETTA MATLS INC	170438.40	92.13	185.38	342953.00	3108.00	0.91
4584	MATTEL INC	120503.70	26.29	31.53	144533.52	6967.68	4.82
2840	MAXIM INTEGRATED PRODS INC	82400.05	29.01	39.63	112549.20	3748.80	3.33
5868	MCDONALDS CORP	456923.52	77.87	112.57	660560.76	22063.68	3.34
590	MCKESSON CORP	94685.86	160.48	127.17	75030.30	660.80	0.88
4883	MEDTRONIC PLC	373154.19	76.42	82.02	400503.66	8398.76	2.10
18920	MERCK & CO INC	841171.71	44.46	58.72	1110982.40	34812.80	3.13
2065	METLIFE INC	95887.49	46.43	46.96	96972.40	3304.00	3.41
4403	MICHELIN (CGDE) UNSPONSORED AMERICAN DEPOSITORY RECEIPT	77823.91	17.68	21.56	94928.68	2131.05	2.24
13460	MICRON TECHNOLOGY INC	193234.96	14.36	17.16	230973.60	0.00	0.00
39094	MICROSOFT CORP	1590045.28	40.67	59.92	2342512.48	60986.64	2.60
663	MIDDLEBY CORP	81606.35	123.09	112.11	74328.93	0.00	0.00
22842	MONDELEZ INTERNATIONAL INC	370637.03	16.23	44.94	1026519.48	17359.92	1.69
1150	MONSANTO CO NEW	98416.31	85.58	100.77	115885.50	2484.00	2.14
619	MOODY'S CORP	66264.76	107.05	100.52	62221.88	916.12	1.47
2409	MORGAN STANLEY	77195.93	32.04	33.57	80870.13	1927.20	2.38
2968	NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	192549.41	64.88	65.42	194166.56	9340.30	4.81
4560	NATIONAL INSTRS CORP	128577.38	28.20	28.09	128090.40	3648.00	2.85
2748	NATIONAL RETAIL PROPERTIES INC REAL ESTATE INVESTMENT TRUST	97427.59	35.45	45.62	125363.76	5001.36	3.99
19790	NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT	612189.62	30.93	72.64	1437644.55	34961.07	2.43

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 12

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
7001	NEWELL BRANDS INC	237395.63	33.91	48.02	336188.02	5320.76	1.58
3800	NEWFIELD EXPL CO	98582.72	25.94	40.59	154242.00	0.00	0.00
1978	NEXTERA ENERGY INC	241056.99	121.87	128.00	253184.00	6883.44	2.72
8535	NIKE INC CLASS B	490061.08	57.42	50.18	428286.30	5462.40	1.28
1310	NIPPON TELEGRAPH & TELEPHN SPONSORED AMERICAN DEPOSITORY RECEIPT	55975.12	42.73	44.39	58150.90	1155.42	1.99
5275	NISSAN MOTOR LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	93803.50	17.78	20.31	107135.25	3228.30	3.01
4500	NOBLE ENERGY INC	132831.90	29.52	34.47	155115.00	1800.00	1.16
900	NORFOLK SOUTHERN CORPORATION	45273.44	50.30	93.00	83700.00	2124.00	2.54
1210	NOVARTIS AG SPONSORED ADR AMERICAN DEPOSITORY RECEIPT	46209.98	38.19	71.02	85934.20	2786.33	3.24
7500	NOVO NORDISK AS SPONSORD AMERICAN DEPOSITORY RECEIPT	145409.73	19.39	35.54	266550.00	7725.00	2.90
15000	NRG YIELD INC CL C	264285.89	17.62	15.40	231000.00	13650.00	5.91
1279	NUVASIVE INC	81260.11	63.53	59.73	76394.67	0.00	0.00
1010	NXP SEMICONDUCTORS	64387.50	63.75	100.00	101000.00	0.00	0.00
9326	OCCIDENTAL PETE CORP	666403.08	71.46	72.91	679958.66	28351.04	4.17
805	OMNICOM GROUP INC	67922.26	84.38	79.82	64255.10	1771.00	2.76
3000	ONEOK INC	147898.50	49.30	48.43	145290.00	7380.00	5.08
10715	ORACLE CORP NAME CHANGED 6/1/95 FROM ORACLE SYSTEMS CORP	427098.17	39.86	38.42	411670.30	6429.00	1.56
8590	ORANGE SPONSORED AMERICAN DEPOSITORY RECEIPT	128238.03	14.93	15.70	134863.00	3702.29	2.75
2685	ORIX CORP SPONSORED AMERICAN DEPOSITORY RECEIPT	131414.42	48.94	79.18	212598.30	4728.29	2.22
2093	PAYCHEX INC	94320.86	45.06	55.20	115533.60	3851.12	3.33

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 13

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
1900	PDC ENERGY INC	93436.70	49.18	61.33	116527.00	0.00	0.00
6615	PEOPLES UNITED FINANCIAL, INC	100394.18	15.18	16.24	107427.60	4498.20	4.19
13290	PEPSICO INC	652462.01	49.09	107.20	1424688.00	40002.90	2.81
39476	PFIZER INC	1119792.50	28.37	31.71	1251783.96	47371.20	3.78
87768	PHILIP MORRIS INTERNATIONAL	3264147.18	37.19	96.44	8464345.92	365114.88	4.31
2741	PIONEER NATURAL RESOURCES CO	356104.56	129.92	179.02	490693.82	219.28	0.04
1500	PNC FINANCIAL SERVICES GROUP	82972.60	55.32	95.60	143400.00	3300.00	2.30
1679	PRAXAIR INC	118397.92	70.52	117.06	196543.74	5037.00	2.56
158	PRICELINE GROUP INC	195585.87	1237.89	1474.23	232928.34	0.00	0.00
14079	PROCTER & GAMBLE CO	806486.11	57.28	86.80	1222057.20	37703.56	3.09
10230	PROSIEBENSAT 1 MEDIA AG UNSPONSORED AMERICAN DEPOSITORY RECEIPT	127854.17	12.50	10.73	109767.90	3314.52	3.02
1120	PRUDENTIAL FINL INC	46807.19	41.79	84.79	94964.80	3136.00	3.30
500	PUBLIC STORAGE INC REAL ESTATE INVESTMENT TRUST	127285.92	254.57	213.72	106860.00	3600.00	3.37
3500	QEP RESOURCES INC	68404.12	19.54	16.07	56245.00	0.00	0.00
5240	QUALCOMM INC	264050.25	50.39	68.72	360092.80	11108.80	3.08
3738	RACKSPACE HOSTING INC	83191.32	22.26	31.94	119391.72	0.00	0.00
3500	RANGE RESOURCES CORP	174831.31	49.95	33.79	118265.00	280.00	0.24
884	RAYTHEON COMPANY	114802.69	129.87	136.61	120763.24	2590.12	2.14
1100	REGENERON PHARMACEUTICALS INC	166453.87	151.32	345.02	379522.00	0.00	0.00
2180	REYNOLDS AMERICAN INC	42832.54	19.65	55.08	120074.40	4011.20	3.34
1460	RIO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT	75645.23	51.81	34.85	50881.00	2208.25	4.34
11840	ROCHE HLDG LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	289826.11	24.48	28.67	339512.00	13375.03	3.94
970	ROCKWELL AUTOMATION INC	108297.42	111.65	119.72	116128.40	2813.00	2.42

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 14

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
1600	ROCKWELL COLLINS	78233.44	48.90	84.32	134912.00	2112.00	1.57
1050	ROPER TECHNOLOGIES INC	111700.98	106.38	173.31	181975.50	1260.00	0.69
1051	ROSS STORES INC	67914.25	64.62	62.54	65729.54	567.54	0.86
4250	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	264008.87	62.12	49.81	211692.50	13583.00	6.42
2566	ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	130747.70	50.95	52.31	134227.46	9648.16	7.19
2262	S&P GLOBAL INC	91466.72	40.44	121.85	275624.70	3257.28	1.18
8500	SABRE CORP	199187.57	23.43	25.83	219555.00	4420.00	2.01
6752	SCHLUMBERGER LTD	522045.28	77.32	78.23	528208.96	13504.00	2.56
10000	SEADRILL LIMITED	349477.20	34.95	2.13	21300.00	0.00	0.00
4250	SEKISUI HOUSE SPONSORED AMERICAN DEPOSITORY RECEIPT	59904.60	14.10	16.47	69997.50	1895.50	2.71
6280	SEVEN & I HOLDINGS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	107538.34	17.12	20.85	130938.00	1613.96	1.23
970	SHIRE PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	90889.53	93.70	168.64	163580.80	779.88	0.48
1290	SIEMENS A G SPONSORED AMERICAN DEPOSITORY RECEIPT	136636.19	105.92	113.65	146608.50	3621.03	2.47
1011	SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	189094.44	187.04	185.96	188005.56	6571.50	3.50
1305	SL GREEN REALTY CORP REAL ESTATE INVESTMENT TRUST	142060.56	108.86	98.22	128177.10	3758.40	2.93
3617	SOUTHERN COMPANY	191559.67	52.96	51.57	186528.69	8102.08	4.34
2194	SOUTHWEST AIRLINES COMPANY	33366.35	15.21	40.05	87869.70	877.60	1.00
1697	SPIRIT AIRLINES INC	72672.84	42.82	47.93	81337.21	0.00	0.00
15959	STAPLES INC	130791.41	8.20	7.40	118096.60	7660.32	6.49
1050	STARBUCKS CORP	40886.63	38.94	53.07	55723.50	840.00	1.51

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 15

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
5800	STATE STREET CORP	421320.70	72.64	70.21	407218.00	8816.00	2.16
30000	STELLUS CAPITAL INVESTMENT CORP	450000.00	15.00	10.90	327000.00	40800.00	12.48
30000	SUMITOMO MITSUI FINL GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	238878.00	7.96	6.88	206400.00	6900.00	3.34
3120	SUNCOR ENERGY INC	87706.30	28.11	30.02	93662.40	2736.24	2.92
8887	SUNTRUST BANKS INC	272532.12	30.67	45.23	401959.01	9242.48	2.30
8250	SUPERIOR ENERGY SERVICES INC	134888.63	16.35	14.16	116820.00	2640.00	2.26
2770	SWEDBANK AB SPONSORED AMERICAN DEPOSITORY RECEIPT	50345.58	18.18	23.44	64928.80	3013.76	4.64
3228	SYSICO CORP	143287.14	44.39	48.12	155331.36	4002.72	2.58
2278	T-MOBILE US INC	104618.29	45.93	49.73	113284.94	0.00	0.00
5065	TARGA RESOURCES	499561.20	98.63	43.90	222353.50	18436.60	8.29
2300	TARGET CORP	118334.20	51.45	68.73	158079.00	5520.00	3.49
6360	TECHTRONIC INDS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	66176.92	10.41	18.47	117501.00	1558.20	1.33
5591	TEXAS INSTRUMENTS INC	227779.04	40.74	70.85	396122.35	11182.00	2.82
2613	THERMO FISHER SCIENTIFIC INC	175555.57	67.19	147.03	384189.39	1567.80	0.41
3600	TIME WARNER INC	183657.85	51.02	88.99	320364.00	5796.00	1.81
869	TJX COS INC NEW	67953.07	78.20	73.75	64088.75	903.76	1.41
3558	TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	130210.14	36.60	47.74	169858.92	8140.70	4.79
3000	TRACTOR SUPPLY CO	155723.00	51.91	62.63	187890.00	2880.00	1.53
980	TRANSIDGM GROUP INC	44152.53	45.05	272.46	267010.80	0.00	0.00
3600	TRIMBLE INC	72859.50	20.24	27.64	99504.00	0.00	0.00
1538	TUPPERWARE BRANDS CORPORATION	98160.05	63.82	59.52	91541.76	4183.36	4.57
6000	TWENTY-FIRST CENTURY FOX INC CL A	195254.82	32.54	26.27	157620.00	2160.00	1.37
8711	UNION PACIFIC CORP	662445.07	76.05	88.18	768135.98	19164.20	2.49

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 16

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
1869	UNITED PARCEL SERVICE INC	189032.11	101.14	107.76	201403.44	5831.28	2.90
4337	UNITED TECHNOLOGIES CORP	324007.65	74.71	102.20	443241.40	11449.68	2.58
648	UNITED THERAPEUTICS CORP DEL	81593.96	125.92	120.07	77805.36	0.00	0.00
1377	UNITEDHEALTH GROUP INC	180523.61	131.10	141.33	194611.41	3442.50	1.77
6888	US BANCORP	230859.48	33.52	44.76	308306.88	7714.56	2.50
8168	UTILITIES SELECT SECTOR SPDR	268042.41	32.82	49.43	403744.24	13403.69	3.32
4400	V.F. CORP	178004.02	40.46	54.21	238524.00	7392.00	3.10
4740	VALEO SA-SPONSORED AMERICAN DEPOSITORY RECEIPT	40056.79	8.45	28.82	136606.80	2208.84	1.62
3100	VANTIV INC CL A	112893.65	36.42	58.36	180916.00	0.00	0.00
1385	VARIAN MEDICAL SYSTEMS INC	112644.47	81.33	90.73	125661.05	0.00	0.00
1000	VENTAS INC	59032.94	59.03	67.75	67750.00	2920.00	4.31
13236	VERIZON COMMUNICATIONS	554189.14	41.87	48.10	636651.60	30575.16	4.80
700	VERSUM MATERIALS INC	11537.54	16.48	22.70	15890.00	0.00	0.00
12449	VISA INC	877066.51	70.45	82.51	1027166.99	8216.34	0.80
2235	VISTEON CORP	181710.26	81.30	70.61	157813.35	0.00	0.00
4710	VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	153106.99	32.51	27.84	131126.40	7116.81	5.43
10625	VOLVO AB B SHS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	108888.19	10.25	10.65	113156.25	2953.75	2.61
2502	WAL MART STORES INC	158336.82	63.28	70.02	175190.04	5004.00	2.86
8612	WALGREENS BOOTS ALLIANCE INC	257925.66	29.95	82.73	712470.76	12918.00	1.81
2650	WASTE CONNECTIONS INC	173969.87	65.65	75.21	199306.50	1908.00	0.96
23130	WEATHERFORD INTERNATIONAL PLC	167750.82	7.25	4.82	111486.60	0.00	0.00
2522	WEINGARTEN REALTY INVESTORS	87352.77	34.64	36.21	91321.62	3682.12	4.03
26640	WELLS FARGO & CO NEW	1046399.24	39.28	46.01	1225706.40	40492.80	3.30

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 17

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
1000	WELLTOWER INC REAL ESTATE INVESTMENT TRUST	75078.82	75.08	68.53	68530.00	3440.00	5.02
1100	WHIRLPOOL CORPORATION	203619.79	185.11	149.82	164802.00	4400.00	2.67
13500	WILLIAMS COMPANIES INC	324820.40	24.06	29.20	394200.00	10800.00	2.74
7300	WPX ENERGY	68971.46	9.45	10.86	79278.00	0.00	0.00
9391	ZOETIS INC	244167.90	26.00	47.80	448889.80	3568.58	0.79
7000	ZURICH INSURANCE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	194240.20	27.75	26.18	183260.00	12264.00	6.69
832	3M CO	125260.26	150.55	165.30	137529.60	3694.08	2.69
	TOTAL COMMON STOCK	143609707.12			187549260.70	5711831.75	3.05
	PREFERRED STOCKS						
781	ALLSTATE CORP 6.625% PREFERRED SERIES E CALLABLE	20148.85	25.80	27.16	21211.96	1293.34	6.10
1144	BANK OF AMERICA 6.625% PREFERRED SERIES W CALLABLE	29678.92	25.94	27.27	31196.88	1894.46	6.07
1178	CAPITAL ONE FINANCIAL CO 6.250% PREFERRED SERIES C CALLABLE	29233.43	24.82	26.56	31287.68	1841.21	5.88
790	JPMORGAN CHASE & CO 6.700% PREFERRED SERIES T CALLABLE	20435.32	25.87	27.42	21661.80	1323.25	6.11
	TOTAL PREFERRED STOCKS	99496.52			105358.32	6352.26	6.03

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 18

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
MUTUAL FUNDS							
25000	EATON VANCE TAX-MANAGED DIVERSIFIED EQUITY INCOME FUND	218685.00	8.75	10.29	257250.00	25300.00	9.83
1454	ISHARES IBOX \$ HIGH YIELD CORPORATE BOND ETF	131998.62	90.78	86.02	125073.08	6870.15	5.49
861	ISHARES IBOX INV GRD CORP BOND ETF	99856.53	115.98	120.98	104163.78	3392.34	3.26
4820	ISHARES S&P PREF STK ETF	187174.98	38.83	38.95	187739.00	10811.26	5.76
2000	POWERSHARES QQQ TRUST	93618.00	46.81	116.99	233980.00	2482.00	1.06
15000	ROYCE VALUE TRUST, INC.	212200.37	14.15	11.94	179100.00	16800.00	9.38
1940	VANGUARD FTSE EMERGING MARKETS ETF	68537.68	35.33	37.75	73235.00	1724.66	2.35
24306.28	VANGUARD SMALL-CAP VALUE INDEX FUND	1042444.34	42.89	46.13	1121248.79	21778.43	1.94
3370	WISDOMTREE JAPAN HEDGED EQUITY FUND	141471.63	41.98	45.15	152155.50	2968.97	1.95
TOTAL MUTUAL FUNDS		2195987.15			2433945.15	92127.81	3.79
UNIT INVESTMENT TRUSTS							
600	SPDR S&P 500 ETF TRUST	51648.00	86.08	212.55	127530.00	2553.20	2.08
TOTAL UNIT INVESTMENT TRUSTS		51648.00			127530.00	2553.20	2.08
CLOSELY HELD SECURITIES							
1	ALLIANCEBERNSTEIN MULTI-MANAGER HEDGE FUND PORTFOLIO, LTD ORIGINAL COMMITMENT \$2,000,000.00 REMAINING COMMITMENT \$0	2000000.00	2000000.00	1949194.00	1949194.00	0.00	0.00
170931	BLACK STONE MINERALS L.P. - SUBORDINATED UNITS	2990286.69	17.49	11.21	1916136.51	0.00	0.00
145503	BLACK STONE MINERALS LP EXCHANGE TRADED PARTNERSHIP	3840417.45	26.39	17.51	2547757.53	167328.45	6.57
20000	BLACKSTONE GROUP LP	556784.89	27.84	25.03	500600.00	33200.00	6.63

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 19

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD. AT MKT
EXCHANGE TRADED PARTNERSHIP							
3000	CRESTWOOD EQUITY PARTNERS LP EXCHANGE TRADED PARTNERSHIP	193830.28	64.61	20.00	60000.00	7200.00	12.00
4000	DCP MIDSTREAM PARTNERS LP EXCHANGE TRADED PARTNERSHIP	195019.82	48.75	33.35	133400.00	12480.00	9.36
5000	ENERGY TRANSFER PARTNERS LP	233524.62	46.70	34.98	174900.00	21100.00	12.06
181615	ENTERPRISE PRODS PARTNERS LP	2492090.17	13.72	25.24	4583962.60	294216.30	6.42
1	KENMONT CAPITAL PARTNERS (K2 CP) OMPLPRIVATE EQUITY PARTNERS ORIGINAL COMMITMENT \$1,500,000.00 REMAINING COMMITMENT \$140,985.20	124642.58	124642.58	124642.58	124642.58	0.00	0.00
27500	MAGELLAN MIDSTREAM PARTNERS LP	573318.25	20.85	67.23	1848825.00	92125.00	4.98
54226	ONEOK PARTNERS LP	1156087.11	21.32	39.74	2154941.24	171354.16	7.95
1	PARKSIDE CAPITAL LAND FUND II, LTD. ORIGINAL COMMITMENT \$500,000 REMAINING COMMITMENT \$375,000	124997.00	124997.00	124997.00	124997.00	0.00	0.00
1	PARKSIDE NEC GRAND PARKWAY/II-10, LTD ORIGINAL COMMITMENT \$500,000 REMAINING COMMITMENT \$0	500000.00	500000.00	500000.00	500000.00	0.00	0.00
8000	PLAINS ALL AMERICAN PIPELINE LP	177340.00	22.17	30.36	242880.00	17600.00	7.25
10000	SUNOCO LP EXCHANGE TRADED PARTNERSHIP	291719.75	29.17	28.49	284900.00	33020.00	11.59
1333	WILLIAMS PARTNERS LP EXCHANGE TRADED PARTNERSHIP	66501.53	49.89	35.82	47748.06	4532.20	9.49
1	WINSTON HEDGED EQUITY FUND LTD ORIGINAL COMMITMENT \$1,000,000	1245562.05	1245562.05	1245562.05	1245562.05	0.00	0.00
TOTAL CLOSELY HELD SECURITIES		16762122.19			18440446.57	854156.11	4.63

HOUSTON TRUST COMPANY

1001 Fannin, Suite 700, Houston, TX 77002

THE ELKINS FOUNDATION
3137512

ASSET STATEMENT
AS OF 10/31/16

PAGE 20

PAR VALUE/ SHARES	DESCRIPTION	TAX COST	UNIT COST	MARKET PRICE	MARKET VALUE	EST. ANNUAL INCOME	% YLD AT MKT
	TOTAL ASSETS	180956366.57			226893946.33	6699182.50	2.95
	CASH	0.00			0.00		
	TOTAL	180956366.57			226893946.33	6699182.50	2.95

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
A D PLAYERS 2710 W ALABAMA HOUSTON, TX 77098 ATTN MS IRBY BAIR	N/A	PC	EDUCATIONAL SUPPORT 4TH INSTALMENT	\$100,000
AMAZING PLACE 3735 DREXEL DRIVE HOUSTON, TX 77027 ATTN MS TRACEY BROWN	N/A	PC	CHARITABLE SUPPORT FOR PARTICIPANTS AND CAREGIVERS	\$10,000
ARCHWAY ACADEMY 6221 MAIN STREET HOUSTON, TX 77030 ATTN MS BROOKE W HUDSON	N/A	PC	EDUCATIONAL SUPPORT OF EDUCATION FOR TEENS RECOVERING FROM ADDICTION	\$10,000
BARBARA BUSH HOUSTON LITERACY FOUNDATION 7887 SAN FELIPE, SUITE 250 HOUSTON, TX 77063 ATTN MS CARRIE H EICKENROHT	N/A	PC	CHARITABLE CELEBRATION OF READING EVENT	\$30,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, SUITE 143A HOUSTON, TX 77030-3411 ATTN DR PAUL E KLOTMAN	N/A	PC	CHARITABLE SUPPORT OF EDUCATION CENTER AND CARE CLINIC	\$600,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, SUITE 143A HOUSTON, TX 77030-3411 ATTN DR PAUL E KLOTMAN	N/A	PC	CHARITABLE SUPPORT OF DR. HOTEZ AND ZIKA SURVEILLANCE WORK	\$80,000
BAYOU PRESERVATION ASSOCIATION 2990 RICHMOND AVENUE, #500 HOUSTON, TX 77098 ATTN MS KATHARINE C LORD	N/A	PC	CHARITABLE SUPPORT OF WATERSHED EXPLORERS PROGRAM	\$10,000
BEST BUDDIES TEXAS 6212 NORTH MAIN, UNIT CC HOUSTON, TX 77009 ATTN MS ARDEN STONE	N/A	PC	CHARITABLE SUPPORT OF FRIENDSHIP PROGRAM	\$5,000
BIG BROTHERS BIG SISTERS 500 DALLAS STREET, SUITE 2900 HOUSTON, TX 77002 ATTN MR PAUL R DEWEY	N/A	PC	CHARITABLE CAMPAIGN FUND	\$50,000
THE CENTER FOUNDATION 3550 WEST DALLAS STREET HOUSTON, TX 77019 ATTN MS EVA T AGUIRRE	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE PERSUIT CAPITAL CAMPAIGN	\$50,000
CHILD ADVOCATES, INC 3701 KIRBY DRIVE, SUITE 400 HOUSTON, TX 77098 ATTN MS SONYA GALVAN	N/A	PC	CHARITABLE SUPPORT OF TRANSITION TO A LARGER SPACE	\$25,000

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
CHILDREN'S ASSESSMENT CENTER 2500 BOLSOVER STREET HOUSTON, TX 77005 ATTN MS ELAINE STOLTE	N/A	PC	CHARITABLE SUPPORT OF PHASE II OF RESTORING HOPE CAMPAIGN	\$30,000
CITY WIDE CLUB OF AMERICA - HOUSTON P O BOX 8446 HOUSTON, TX 77288-8446 ATTN DR LEROY WOODARD	N/A	PC	CHARITABLE SUPPORT OF ALFRESCO LEADERSHIP CAMP PROGRAM	\$5,000
COMPASSIONATE TOUCH, INC 1415 SOUTHMORE BOULEVARD HOUSTON, TX 77004 ATTN MS ROSA WINFREY	N/A	PC	CHARITABLE SUPPORT OF LODGING AND PARKING ASSISTANCE FOR PATIENTS	\$10,000
COVENANT HOUSE TEXAS 1111 LOVETT BOULEVARD HOUSTON, TX 77006 MS SAMANTHA COATS	N/A	PC	CHARITABLE SUPPORT FOR RUNAWAY AND HOMELESS YOUTH	\$25,000
CROHN'S & COLITIS 5120 WOODWAY, SUITE 8008 HOUSTON, TX 77056 ATTN MS JENNIFER CONAWAY	N/A	PC	CHARITABLE SUPPORT	\$15,000
EASTER SEALS HOUSTON 4500 BISSONNET, SUITE 340 BELLAIRE, TX 77401-3006 ATTN MS ELISE COLEMAN HOUGH	N/A	PC	CHARITABLE SUPPORT OF PHASE II OF CAROLINE SCHOOL OPERATING CAMPAIGN	\$25,000
ENSEMBLE THEATRE 3535 MAIN STREET HOUSTON, TX 77002 ATTN MS JANETTE COSLEY	N/A	PC	CHARITABLE SUPPORT FOR NEW SIGNAGE	\$25,000
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302 ATTN MS PEGGY HANEY	N/A	PC	EDUCATIONAL SUPPORT 1ST INSTALLMENT FOR LEAD THE WAY CAPITAL CAMPAIGN	\$100,000
GLENWOOD CEMETERY FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007 ATTN MR. WILLIAM P CONNOR	N/A	PC	CHARITABLE SUPPORT IMPROVEMENTS	\$10,000
GRACE AFTER FIRE P O BOX 218604 HOUSTON, TX 77218 ATTN MS JEA WILLIAMS	N/A	PC	CHARITABLE SUPPORT OF WOMEN VETERANS	\$25,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE, SUITE 6000 HOUSTON, TX 77056 ATTN MR. DAVID JONES	N/A	PC	CHARITABLE GENERAL SUPPORT	\$2,550

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
HARC 3701 BRIARPARK DRIVE, SUITE 310 HOUSTON, TX 77042 ATTN MS TASMINA DHANANI	N/A	PC	CHARITABLE SUPPORT OF HARC HORIZONS NEW CAMPUS CAMPAIGN	\$20,000
HAVE SHEARS WILL TRAVEL 3007 WOODLAND HILLS DRIVE KINGWOOD, TX 77339 ATTN MS BARBARA GOODSON	N/A	PC	CHARITABLE SUPPORT FOR MOBILE HAIR SALON	\$10,000
HERMANN PARK CONSERVANCY 1700 HERMANN DRIVE HOUSTON, TX 77004 ATTN MS DOREEN STOLLER	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR CLUBHOUSE RESTORATION	\$150,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINA STREET HOUSTON, TX 77004 ATTN MS KELLY J ZUNIGA	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT	\$50,000
HOPE LODGE HOUSTON 6301 RICHMOND AVENUE HOUSTON, TX 77057 ATTN MS BETTI GUZMAN	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
HOUSTON ACHIEVEMENT PLACE 245 W 17TH STREET HOUSTON, TX 77008 ATTN MR. PAUL GILFORD	N/A	PC	CHARITABLE SUPPORT OF NEW ROOF AND REPAIRS	\$10,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DRIVE HOUSTON, TX 77024 ATTN MS DEBORAH MARKEY	N/A	PC	CHARITABLE IMPLEMENTATION OF NEW MASTER PLAN	\$250,000
HOUSTON ARTISTS FUND 2900 WESLAYAN STREET, SUITE 200 HOUSTON, TX 77027 ATTN MR. WILLIAM MIDDLETON	N/A	PC	CHARITABLE SUPPORT OF MENIL BIOGRAPHY	\$10,000
HOUSTON EAR RESEARCH FOUNDATION 7737 SOUTHWEST FREEWAY, SUITE 630 HOUSTON, TX 77074 ATTN DR. G WALTER MCREYNOLDS	N/A	PC	CHARITABLE SUPPORT	\$25,000
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON, TX 77029 ATTN MR. BRIAN GREENE	N/A	PC	CHARITABLE SUPPORT OF ROOM TO CHANGE INITIATIVE	\$100,000
HOUSTON FURNITURE BANK 2100 HUSSION STREET HOUSTON, TX 77003 ATTN MR. OLI MUHAMMED	N/A	PC	CHARITABLE EMERGENCY OPERATING FUNDS	\$10,000
HOUSTON HOSPICE 1905 HOLCOMBE BOULEVARD HOUSTON, TX 77030-4123 ATTN MS CYNTHIA A. NORDT	N/A	PC	CHARITABLE SUPPORT	\$30,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030 ATTN MR. JOEL A. BARTSCH	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE WIESS ENERGY HALL	\$1,000,000

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
HOUSTON PARKS BOARD 300 NORTH POST OAK LANE HOUSTON, TX 77024 ATTN MS ROKSAN OKAN-VICK	N/A	PC	CHARITABLE CAPITAL CAMPAIGN IN SUPPORT BAYOU GREENWAYS 2020 PROJECT	\$250,000
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024 ATTN MS PATRICIA MERCER	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE MORE THAN SHELTER CAMPAIGN	\$100,000
HUCKLEBERRY PARK 7500 BRAES BOULEVARD HOUSTON, TX 77025 ATTN MS SARAH P CHAFFIN	N/A	PC	CHARITABLE SUPPORT OF SPARK PARK AND GREEN SPACE	\$20,000
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099 ATTN MS SEHBA ALI	N/A	PC	EDUCATION SUPPORT 1ST INSTALLMENT FOR KIPPING POINT GROWTH CAMPAIGN	\$250,000
THE MENIL COLLECTION 1515 BRANARD HOUSTON, TX 77006 ATTN MS JEAN ELLIS	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$450,000
THE MENNINGER CLINIC 12301 MAIN STREET HOUSTON, TX 77035 ATTN DR C EDWARD COFFEY	N/A	PC	CHARITABLE SUPPORT FOR CONSTRUCTION OF THE RESEARCH AND OUTPATIENT CENTER	\$200,000
THE METHODIST HOSPITAL FOUNDATION 6565 FANNIN STREET SUITE D200 HOUSTON, TX 77030 ATTN DR. MARC L BLOOM	N/A	PC	CHARITABLE SUPPORT OF THE ELKINS FAMILY DISTINGUISHED CHAIR IN CARDIAC HEALTH	\$400,000
THE MUSEUM OF FINE ARTS P O BOX 6826 HOUSTON, TX 77265-6826 ATTN MR. GARY TINTEROW, DIRECTOR	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$1,000,000
NEIGHBORHOOD CENTER, INC P O BOX 271389 HOUSTON, TX 77277-1389 ATTN MS ANGELA BLANCHARD	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR BUILDING NEIGHBORHOODS THAT WORK	\$250,000
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL HOUSTON, TX 77027 ATTN MS MARY ELIZABETH MAGNESS HAND	N/A	PC	CHARITABLE SUPPORT OF UPDATES FOR COUNSELING ROOM	\$15,000
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKEND AHL ROAD HOUSTON, TX 77090 ATTN MS CAROLE LITTLE	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$20,000
PRESBYTERIAN SCHOOL 5300 MAIN STREET HOUSTON, TX 77004 ATTN DR. MARK A. CARLETON	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT	\$250,000
PRINCETON UNIVERISTY 91 PROSPECT AVENUE PRINCETON, NJ 08540 ATTN DR. ALAN NAIDOFF	N/A	PC	EDUCATIONAL SUPPORT OF MOLECULAR BIOLOGY DEPARTMENT	\$400,000

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
REASONING MIND INC 2000 BERING DRIVE, SUITE 300 HOUSTON, TX 77057 ATTN ALEXANDER R. KHACHATRYAN	N/A	PC	CHARITABLE SUPPORT OF TEXAS MISSION TO MARS CAMPAIGN	\$100,000
RETINA RESEARCH FOUNDATION 1977 BUTLER BOULEVARD HOUSTON, TX 77030 ATTN DR. ALICE MCPHERSON	N/A	PC	CHARITABLE SUPPORT FOR PURCHASE OF RESEARCH EQUIPMENT	\$5,000
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251 ATTN DR. DAVID W LEEBRON	N/A	PC	CHARITABLE SUPPORT FOR MOODY CENTER FOR THE ARTS	\$400,000
SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002 ATTN MS LINDA D MCREYNOLDS	N/A	PC	CHARITABLE SUPPORT FOR CAPITAL CAMPAIGN	\$100,000
SEMINARY OF THE SOUTHWEST 501 EAST 32ND STREET AUSTIN, TX 78705 ATTN MS TARA ELGIN HOLLEY	N/A	PC	EDUCATIONAL SUPPORT OF SCHOLARSHIP INITIATIVE	\$50,000
SERENITY RETREAT 953 MEMORY LANE BELLVILLE, TX 77418 ATTN REV KATHY EASON	N/A	PC	CHARITABLE SUPPORT OF RETREAT EXPANSION	\$50,000
SIRE THERAPEUTIC HORSEMANSHIP 24161 SPRING DRIVE HOCKLEY, TX 77477 ATTN MS CLAUDIA GEE VASSAR	N/A	PC	CHARITABLE SUPPORT OF BUILDING BARN	\$10,000
SPRINGSPIRIT BASEBALL 8526 PITNER ROAD HOUSTON, TX 77080 ATTN MS ALISON YOUNG	N/A	PC	CHARITABLE SUPPORT OF CAPITAL IMPROVEMENTS	\$50,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019-5897 ATTN MR. MARK DESJARDINS, HEADMASTER	N/A	PC	EDUCATIONAL CAPITAL CAMPAIGN	\$300,000
ST LUKE'S UNITED METHODIST CHURCH P O BOX 22013 HOUSTON, TX 77227 ATTN DR. THOMAS J PACE III	N/A	PC	CHARITABLE SUPPORT OF THE CAPITAL CAMPAIGN	\$400,000
STAGES REPERATORY THEATRE 3201 ALLEN PARKWAY, SUITE 101 HOUSTON, TX 77227 ATTN MR. MARK D A. FOLKES	N/A	PC	CHARITABLE SUPPORT OF CAPITAL CAMPAIGN	\$250,000
STRAKE JESUIT COLLEGE PREPARATORY 8900 BELLAIRE BOULEVARD HOUSTON, TX 77036 ATTN FR. DANIEL K. LAHART, SJ	N/A	PC	CHARITABLE NEW SCIENCE AND ENGINEERING BUILDING	\$25,000
TEXAS CENTER FOR THE MISSING 3311 RICHMOND, SUITE 315 HOUSTON, TX 77098 ATTN MS BETH ALBERTS	N/A	PC	CHARITABLE SUPPORT OF CHILD ID KITS	\$2,500

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2016
STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

EIN: 74-6051746

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
TEXAS CHILDREN'S HOSPITAL 1919 SOUTH BRAESWOOD BLVD , SUITE 5214 HOUSTON, TX 77030 ATTN MR. MARK A. WALLACE	N/A	PC	CHARITABLE CONSTRUCTION OF NEW PEDIATRIC TOWER	\$1,000,000
TEXAS HEART INSTITUTE P O BOX 20345 HOUSTON, TX 77225-0345 ATTN DR. JAMES T WILLERSON	N/A	PC	CHARITABLE SUPPORT OF INVESTIGATION OF SUDDEN CARDIAC DEATH OF STUDENTS	\$125,000
TEXAS MEDICAL CENTER LIBRARY 1133 JOHN FREEMAN BOULEVARD HOUSTON, TX 77030 ATTN DR. STEPHANIE FULTON	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
TEXAS WAR MEMORIAL 3706 CRAWFORD STREET AUSTIN, TX 78731 ATTN MR. JOSEPH BEATTY	N/A	PC	CHARITABLE SUPPORT OF LIBERTY MONUMENT	\$50,000
TREES FOR HOUSTON P O BOX 270477 HOUSTON, TX 77277 ATTN MR. BARRY WARD	N/A	PC	CHARITABLE TREE PLANTING AND MAINTENANCE	\$20,000
TUTS 800 BAGBY, SUITE 200 HOUSTON, TX 77002 ATTN MS ISABEL M NART	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$125,000
UNITED WAY OF THE TEXAS GULF COAST P O BOX 924507 HOUSTON, TX 77292-4507 ATTN MS DOROTHY M ABLES	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BOULEVARD HOUSTON, TX 77006 ATTN DR. ROBERT IVANY	N/A	PC	CHARITABLE SUPPORT OF THE CENTER FOR SCIENCE AND HEALTH	\$600,000
URBAN HARVEST 2311 CANAL STREET, SUITE 200 HOUSTON, TX 77003 ATTN MS LIBBY KENNEDY	N/A	PC	CHARITABLE SUPPORT OF FRESH START GET GROWING	\$10,000
THE WATERMILL CENTER 115 WEST 29TH STREET, 10TH FLOOR NEW YORK, NY 10001 ATTN MR. ROBERT WILSON	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$25,000
WONDERWORKS P O BOX 667550 HOUSTON, TX 77266-7550 ATTN MR. DREXEL TURNER	N/A	PC	CHARITABLE SUPPORT OF HIRING NEW STAFF	\$25,000
YMCA OF GREATER HOUSTON 2600 NORTH LOOP WEST, SUITE 300 HOUSTON, TX 77092 ATTN MR. RICH BYRD	N/A	PC	CHARITABLE SUPPORT OF SPORTS FOR ALL CAPITAL CAMPAIGN	\$50,000
TOTAL GRANTS AND CONTRIBUTIONS				\$10,585,050

THE ELKINS FOUNDATION
GRANTS & CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
STATEMENT XV-2
PART XV, LINE 3b

EIN: 74-6051746

	Total Original Pledge	Pledge Remaining
A. D. Players	\$500,000	\$100,000
Baylor College of Medicine	\$3,000,000	\$600,000
Big Brothers Big Sisters	\$100,000	\$50,000
Center Foundation	\$250,000	\$200,000
Covenant House Texas	\$50,000	\$25,000
Episcopal High School	\$500,000	\$400,000
Glennwood Cemetery Foundation	\$50,000	\$40,000
Hermann Park Conservancy	\$300,000	\$150,000
Holocaust Museum Houston	\$250,000	\$200,000
Hope Lodge Houston	\$500,000	\$100,000
Houston Arboretum	\$1,000,000	\$250,000
Houston Ear Research Foundation	\$100,000	\$75,000
Houston Food Bank	\$500,000	\$400,000
Houston Museum of Natural Science	\$5,000,000	\$4,000,000
Houston Parks Board	\$1,000,000	\$250,000
Houston SPCA	\$500,000	\$400,000
KIPP Houston	\$500,000	\$250,000
Menil Collection	\$2,000,000	\$2,000,000
Menninger Clinic	\$1,000,000	\$200,000
Methodist Hospital Foundation	\$2,000,000	\$400,000
Museum of Fine Arts	\$5,000,000	\$2,000,000
Neighborhood Centers	\$500,000	\$250,000
Northwest Assistance Ministries	\$100,000	\$40,000
Presbyterian School	\$500,000	\$250,000
Princeton University	\$2,000,000	\$1,600,000
Rice University	\$2,000,000	\$1,600,000
Serenity Retreat	\$100,000	\$50,000
St. John's School	\$2,000,000	\$200,000
St. Luke's United Methodist Church	\$2,000,000	\$200,000
Stages Repertory Theatre	\$500,000	\$250,000
Texas Children's Hospital	\$5,000,000	\$3,000,000
Texas Heart Institute	\$250,000	\$125,000
Texas Medical Center Library	\$400,000	\$300,000
Trees for Houston	\$100,000	\$60,000
TUTS	\$250,000	\$125,000
Watermill Center	\$50,000	\$25,000
Wonderworks	\$50,000	\$25,000

Totals	\$39,900,000	\$20,190,000
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