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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 12-01-2015, and ending 11-30-2016

Name of foundation OVERLAKE FOUNDATION INC		A Employer identification number 75-1793068
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2549	Room/suite	B Telephone number (see instructions) (361) 573-4383
City or town, state or province, country, and ZIP or foreign postal code VICTORIA, TX 77902		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,798,974	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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	36	36	36	
4	Dividends and interest from securities	180,993	180,993	180,993	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	328,626			
b	Gross sales price for all assets on line 6a 778,006				
7	Capital gain net income (from Part IV, line 2)		328,626		
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)				
12	Total. Add lines 1 through 11	509,655	509,655	181,029	
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	7,160	7,160	7,160	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	19	19	19	
24	Total operating and administrative expenses. Add lines 13 through 23	7,179	7,179	7,179	0
25	Contributions, gifts, grants paid	444,321			444,321
26	Total expenses and disbursements. Add lines 24 and 25	451,500	7,179	7,179	444,321
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	58,155			
b	Net investment income (if negative, enter -0-)		502,476		
c	Adjusted net income (if negative, enter -0-)			173,850	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	191,297	259,309	259,309
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,137,285	6,131,755	8,539,665
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,328,582	6,391,064	8,798,974	
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 ▶ _____)	-3,802	525	
	23 Total liabilities (add lines 17 through 22)	-3,802	525	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,309,652	2,309,652	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	4,022,732	4,080,887		
30 Total net assets or fund balances (see instructions)	6,332,384	6,390,539		
31 Total liabilities and net assets/fund balances (see instructions)	6,328,582	6,391,064		

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 6,332,384
2	Enter amount from Part I, line 27a	2 58,155
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 6,390,539
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,390,539

Part IV Capital Gains and Losses for Tax on Investment Income

(a) 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 See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	328,626
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	433,429	8,976,376	0.048286
2013	401,548	8,922,642	0.045003
2012	323,000	8,210,709	0.039339
2011	412,253	7,403,877	0.055681
2010	259,384	7,411,008	0.035000

2 Total of line 1, column (d).	2	0.223309
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044662
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	8,582,613
5 Multiply line 4 by line 3.	5	383,317
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,025
7 Add lines 5 and 6.	7	388,342
8 Enter qualifying distributions from Part XII, line 4.	8	444,321

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 and payments. Total tax due is 525.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political activities, unrelated business income, and substantial contributors.

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>THOMAS L KELLER</u> Telephone no ▶ <u>(361) 573-4383</u> Located at ▶ <u>101 S MAIN STE 300 VICTORIA TX</u> ZIP+4 ▶ <u>77901</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		
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____			
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 **5b**

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 **6b** **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 **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
STEVEN C ANDERSON PO BOX 2549 VICTORIA, TX 77902	PRESIDENT 1 00	0	0	0
MICHAEL S ANDERSON PO BOX 2549 VICTORIA, TX 77902	VP, ASST TRES 1 00	0	0	0
DONALD J MALOUF 8115 PRESTON ROAD DALLAS, TX 75225	VP, ASST SECR 1 00	0	0	0
THOMAS L KELLER PO BOX 2549 VICTORIA, TX 77902	SECRY, TREAS 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	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
NONE				

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
NONE		

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	
2	
3	
4	

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

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

Total. Add lines 1 through 3 ▶

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	8,360,768
b	Average of monthly cash balances.	1b	352,545
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,713,313
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	8,713,313
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	130,700
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,582,613
6	Minimum investment return. Enter 5% of line 5.	6	429,131

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	429,131
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	5,025
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,025
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	424,106
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	424,106
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	424,106

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	444,321
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	444,321
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	5,025
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	439,296

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				424,106
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			444,321	
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.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>444,321</u>				
a Applied to 2014, but not more than line 2a			444,321	
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.				
e Remaining amount distributed out of corpus				
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				
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.				424,106
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.				
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)

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

THOMAS L KELLER
 P O BOX 2549
 VICTORIA, TX 77902
 (361) 573-4383

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

ALL DISTRIBUTIONS BY THE FOUNDATION HAVE BEEN MADE TO CHARITABLE, RELIGIOUS OR EDUCATIONAL ORGANIZATIONS IF THE FOUNDATION ADOPTS A GRANT, SCHOLARSHIP, FELLOWSHIP OR LOAN PROGRAM, IT WILL DEVELOP APPROPRIATE FORMS AND PROCEDURES AT THAT TIME

c Any submission deadlines

AS STATED ABOVE

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

AS STATED ABOVE

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	444,321
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VANGUARD TOTAL INTL STOCK INDEX ADM	P	2006-03-23	2016-10-31
VANGUARD TOTAL BOND MARKET INDEX ADM	P	2006-04-25	2016-02-18
VANGUARD DIVERSIFIED EQUITY FUND	P	2006-03-23	2016-10-31
VANGUARD INTER-TERM INVT GRADE ADM	P	2006-04-25	2016-02-18
VANGUARD SHORT TERM INVT GRADE ADM	P	2006-04-25	2016-02-18
VANGUARD TOTAL STOCK MARKET INDEX AD	P	2002-07-26	2016-02-18
VANGUARD TOTAL STOCK MARKET INDEX AD	P	2002-07-26	2016-10-31
DEUTSCHE /SCUDDER LITIGATION	P	2005-01-01	2016-10-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
25,000		23,390	1,610
143,030		131,904	11,126
35,000		24,159	10,841
51,290		50,327	963
82,310		81,859	451
225,100		109,499	115,601
65,000		28,242	36,758
28			28

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

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	
			1,610
			11,126
			10,841
			963
			451
			115,601
			36,758
			28

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>				
CAREITY FOUNDATION PO BOX 126038 FORT WORTH, TX 76126	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
CHRIST KITCHEN PO BOX 3391 VICTORIA, TX 77903	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
COMMUNITY ACTION COMMITTEE PO BOX 3607 VICTORIA, TX 77903	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
CRISTA MINISTRIES 19303 FREMOND AVE N SEATTLE, WA 98133	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
FANNIN VOLUNTEER FIRE DEPT PO BOX 8 FANNIN, TX 77960	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,250
FOOD BANK OF GOLDEN CRESCENT PO BOX 5085 VICTORIA, TX 77903	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
GOLDEN CRESCENT CASA PO BOX 1627 VICTORIA, TX 77902	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
GRACE HOUSE MINISTRIES 1708 BETHEL ROAD WEATHERFORD, TX 76086	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
MEYERSVILLE VOLUNTEER FIRE DEPT PO BOX 3 MEYERSVILLE, TX 77974	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,500
MICHELLE LYNN HOLSEY FOUNDATION PO BOX 652 CROCKETT, TX 75835	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	10,000
MID-COAST FAMILY SERVICES 120 S MAIN STREET VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
MISSION VALLEY VOLUNTEER FIRE DEPT 34 REINECKE ROAD VICTORIA, TX 77905	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,500
NORTHSIDE BAPTIST CHURCH 910 N MAIN STREET WEATHERFORD, TX 76086	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	80,071
OASIS FOUNDATION 630 JE WOODY ROAD SPRINGTOWN, TX 76082	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
QUAIL CREEK VOLUNTEER FIRE DEPT 408 CHUKAR DRIVE VICTORIA, TX 77905	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,500
Total				444,321

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>				
RAISEN VOLUNTEER FIRE DEPT 10842 US HWY 59 SOUTH VICTORIA, TX 77905	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,250
REFUGIO COUNTY ELDERLY SERVICES PO BOX 193 REFUGIO, TX 78377	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
RIDING THERAPY CENTER PO BOX 462 NURSERY, TX 779760462	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
SCHROEDER VOLUNTEER FIRE DEPT 13012 FM 622 VICTORIA, TX 77905	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,250
SOUTHERN METHODIST UNIVERSITY PO BOX 750116 DALLAS, TX 75275	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	50,000
STARS & STRIDES 228 SANDPIPER DRIVE WEATHERFORD, TX 76088	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	37,500
TEXAS A&M UNIVERSITY 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,500
TURNING POINT 10007 RIVERFORD ROAD LAKESIDE, CA 92040	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	200,000
VICTORIA CHRISTIAN ASSISTANCE PO BOX 1786 VICTORIA, TX 77902	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
VICTORIA COUNTY SENIOR CITIZENS 4009 HALSEY VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
YMCA GOLDEN CRESCENT 1806 N NIMITZ VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	3,000
Total ▶ 3a				444,321

TY 2015 Investments - Other Schedule**Name:** OVERLAKE FOUNDATION INC**EIN:** 75-1793068

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR INTERNATIONAL FUND	FMV	651,432	710,860
VANGUARD DIVERSIFIED EQUITY INV	FMV	1,240,714	1,871,714
VANGUARD INTERM TERM INV GRADE	FMV	462,994	465,645
VANGUARD SHORT TERM INV GRADE	FMV	737,755	740,438
VANGUARD TOTAL BOND MKT IDX	FMV	1,165,402	1,203,443
VANGUARD TOTAL INTL STOCK IDX	FMV	704,492	737,379
VANGUARD TOTAL STOCK MKT IDX	FMV	1,168,966	2,810,186

TY 2015 Other Expenses Schedule**Name:** OVERLAKE FOUNDATION INC**EIN:** 75-1793068

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE OVERHEAD	19	19	19	

TY 2015 Other Liabilities Schedule**Name:** OVERLAKE FOUNDATION INC**EIN:** 75-1793068

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX	-3,802	525

TY 2015 Taxes Schedule**Name:** OVERLAKE FOUNDATION INC**EIN:** 75-1793068

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	5,025	5,025	5,025	
FOREIGN TAX	2,135	2,135	2,135	