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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

THE DALKYS FOUNDATION
1 SMITHDALE COURT
HOUSTON, TX 77024

A Employer identification number

03-0373301

B Telephone number (see instructions)

(713) 468-2859

C If exemption application is pending, check here. ► ☐**D** 1 Foreign organizations, check here. ► ☐2 Foreign organizations meeting the 85% test, check here and attach computation. ► ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here. ► ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

► \$ 807,080.

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule) . . .

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities . . .

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 183,632.

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) (attach schedule)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11 . . .

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 sch) SEE ST 2

c Other professional fees (attach sch) . . .

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STMT 3

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

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

25 Contributions, gifts, grants paid STMT 5

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

819 22

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	7,229.	5,050.	5,050.
	2 Savings and temporary cash investments	28,925.	30,451.	30,451.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	516,259.	478,652.	771,579.
	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)				
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)	552,413.	514,153.	807,080.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe) SEE STATEMENT 6		-518.	
	23 Total liabilities (add lines 17 through 22)	0.	-518.	
NET FUND ASSETS BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	552,413.	515,473.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	552,413.	515,473.	
	31 Total liabilities and net assets/fund balances (see instructions)	552,413.	514,955.	

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	552,413.
2 Enter amount from Part I, line 27a	2	-38,563.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	513,850.
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	513,850.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE STATEMENT 7				
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			
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) 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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	31,395.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8. </div>	3	-8,219.

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))
2015	102,485.	862,592.	0.118811
2014	103,488.	951,292.	0.108787
2013	114,662.	893,814.	0.128284
2012	107,287.	748,079.	0.143417
2011	111,459.	761,145.	0.146436

2 Total of line 1, column (d).	2	0.645735
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	0.129147
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	833,724.
5 Multiply line 4 by line 3	5	107,673.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	401.
7 Add lines 5 and 6	7	108,074.
8 Enter qualifying distributions from Part XII, line 4	8	79,025.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	802.
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	802.
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	802.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016.	6 a	1,320.	
b Exempt foreign organizations – tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868).	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,320.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	518.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 518. Refunded	11	0.	

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation.</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of LISA MILLER Telephone no. (713) 468-2859 Located at 1 SMITHDALE COURT HOUSTON TX ZIP + 4 77024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country N/A				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2016 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 2016.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
DAVID R. MILLER 1 SMITHDALE COURT HOUSTON, TX 77024	PRESIDENT 0	0.	0.	0.
LISA E. MILLER 1 SMITHDALE COURT HOUSTON, TX 77024	VICE PRESIDE 0	0.	0.	0.
GEORGE E. JOCHETZ 12323 RIP VAN WINKLE HOUSTON, TX 77024	VICE PRESIDE 0	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part 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	805,677.
b	Average of monthly cash balances	1b	40,743.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	846,420.
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	846,420.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	833,724.
6	Minimum investment return. Enter 5% of line 5	6	41,686.

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	41,686.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	802.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	802.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	40,884.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	40,884.
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	40,884.

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	79,025.
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	79,025.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,025.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				40,884.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	76,116.			
b From 2012	70,471.			
c From 2013	70,700.			
d From 2014	57,642.			
e From 2015	60,674.			
f Total of lines 3a through e	335,603.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 79,025.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				40,884.
e Remaining amount distributed out of corpus	38,141.			
5 Excess distributions carryover applied to 2016. (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	373,744.			
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 2015. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	76,116.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	297,628.			
10 Analysis of line 9:				
a Excess from 2012	70,471.			
b Excess from 2013	70,700.			
c Excess from 2014	57,642.			
d Excess from 2015	60,674.			
e Excess from 2016	38,141.			

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 2016, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

SEE STATEMENT 8

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XIV 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 Paid during the year				
Total				3 a
b Approved for future payment				
Total				3 b

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME...	\$ 369.		
TOTAL	\$ 369.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,693.	\$ 1,693.		
TOTAL	\$ 1,693.	\$ 1,693.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	\$ 228.	\$ 228.		
TOTAL	\$ 228.	\$ 228.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEE	\$ 7,268.	\$ 7,268.		
OFFICE SUPPLIES	28.	28.		
TOTAL	\$ 7,296.	\$ 7,296.	\$ 0.	\$ 0.

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**STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	ARCHWAY ACADEMY	
DONEE'S ADDRESS:	6221 MAIN SMILES HOUSTON TX 77030	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	EDUCATIONAL	
AMOUNT GIVEN:		\$ 550.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	CENTRAL TEXAS WATER COALITION	
DONEE'S ADDRESS:	2203 RR620 S. STE 135 PMB 253 LAKEWAY TX 78734	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	CHARITABLE	
AMOUNT GIVEN:		51,550.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	MEMORIAL ASSISTANCE MINISTRIES	
DONEE'S ADDRESS:	1625 BLALOCK ROAD HOUSTON TX 77080	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	CHARITABLE	
AMOUNT GIVEN:		11,100.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	NATIONAL MULTIPLE SCLEROSIS SOCIETY	
DONEE'S ADDRESS:	8111 N STADIUM DR STE 100 HOUSTON TX 77054	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	CHARITABLE	
AMOUNT GIVEN:		300.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	SPRING SPIRIT BASEBALL	
DONEE'S ADDRESS:	PO BOX 550549 HOUSTON TX 77255	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	CHARITABLE	
AMOUNT GIVEN:		8,500.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	ST JUDE CHILDREN'S RESEARCH HOSPITAL	
DONEE'S ADDRESS:	PO BVOX 810 MEMPHIS TN 38101	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	CHARITABLE	
AMOUNT GIVEN:		100.
CLASS OF ACTIVITY:	PUBLICLY SUPPORTED	
DONEE'S NAME:	WESLEY COMMUNITY CENTER	
DONEE'S ADDRESS:	1410 LEE STREET HOUSTON TX 77009	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	RELIGIOUS	
AMOUNT GIVEN:		2,100.

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**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S NAME:	AMERICAN CANCER SOCIETY	
DONEE'S ADDRESS:	2500 FONDREN STE 100	
	HOUSTON TX 77063	
AMOUNT GIVEN:		\$ 75.
DONEE'S NAME:	CIBOLO CONSERVEANCY	
DONEE'S ADDRESS:	25 SPRING CYPRESS RD	
	BOERNE TX 78006	
AMOUNT GIVEN:		250.
DONEE'S NAME:	EVANS SCHOLARSHIP FOUNDATION	
DONEE'S ADDRESS:	ONE BROAR RD	
	GOLF IL 60029	
AMOUNT GIVEN:		500.
DONEE'S NAME:	HOUSTON FOOD BANK	
DONEE'S ADDRESS:	535 PORTWALL STREET	
	HOUSTON TX 77029	
AMOUNT GIVEN:		1,000.
DONEE'S NAME:	JUNIOR LEAGUE OF HOUSTON	
DONEE'S ADDRESS:	PO BOX 54027	
	HOUSTON TX 77254	
AMOUNT GIVEN:		50.
DONEE'S NAME:	SIGHT INTO SOUND	
DONEE'S ADDRESS:	3935 ESSEX LANE	
	HOUSTON TX 77027	
AMOUNT GIVEN:		500.
DONEE'S NAME:	ST. MARTIN'S EPISCOPAL CHURCH	
DONEE'S ADDRESS:	717 SAGE RD	
	HOUSTON TX 77056	
AMOUNT GIVEN:		100.
DONEE'S NAME:	THE RISE SCHOOL OF HOUSTON	
DONEE'S ADDRESS:	5618 H MARK CROSWELL, JR STREET	
	HOUSTON TX 77021	
AMOUNT GIVEN:		1,000.
DONEE'S NAME:	WOODLANDS UNITED METHODIST CHURCH	
DONEE'S ADDRESS:	22500 LAKE WOODLANDS DR	
	THE WOODLANDS TX 77380	
AMOUNT GIVEN:		100.
DONEE'S NAME:	YOUNG LIFE	
DONEE'S ADDRESS:	PO BOX 520	
	COLORADO SPRINGS CO 80901	
AMOUNT GIVEN:		1,000.
DONEE'S NAME:	YOUTH DEVELOPMENT CENTER	
DONEE'S ADDRESS:	7725 SANDRA STREET	
	HOUSTON TX 77016	
AMOUNT GIVEN:		250.

TOTAL \$ 79,025.

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STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TOTAL \$ -518.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	BROOKFIELD INFRA PRT (RETURN OF CAPITAL)	PURCHASED	VARIOUS	6/30/2016
2	EATON CORP PLC	PURCHASED	VARIOUS	6/30/2016
3	BHP BILLINGTON LTD	PURCHASED	5/27/2015	1/14/2016
4	BROOKFIELD BUS PTR	PURCHASED	6/20/2016	6/28/2016
5	BROOKFIELD INFRA PRT	PURCHASED	9/02/2011	12/14/2016
6	BROOKFIELD INFRA PRT	PURCHASED	5/14/2013	9/15/2016
7	CAL MAINE FOODS INC	PURCHASED	5/16/2014	9/28/2016
8	CHICAGOBRIDGE & IORN	PURCHASED	5/27/2015	3/24/2016
9	CISCO SYSTEMS	PURCHASED	3/24/2016	12/05/2016
10	CVS HEALTH CORP	PURCHASED	3/24/2009	6/22/2016
11	FISERV INC	PURCHASED	3/24/2009	9/22/2016
12	GENERAL MILLS	PURCHASED	10/15/2008	12/14/2016
13	LAZARD LTD LP	PURCHASED	5/16/2014	6/22/2016
14	NEXTERA ENERGY INC	PURCHASED	10/15/2008	12/14/2016
15	NORDSTROM INC	PURCHASED	3/17/2011	3/24/2016
16	STERIS PLC F	PURCHASED	11/03/2015	3/24/2016
17	SYNTEL INC	PURCHASED	5/16/2014	3/24/2016
18	TELUS CORP	PURCHASED	9/02/2011	3/24/2016
19	WELLS FARGO	PURCHASED	2/17/2015	9/22/2016

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	9.		0.	9.				\$ 9.
2	171.		0.	171.				171.
3	3,237.		6,771.	-3,534.				-3,534.
4	272.		321.	-49.				-49.
5	11,800.		7,205.	4,595.				4,595.
6	17.		13.	4.				4.
7	20,138.		15,930.	4,208.				4,208.
8	7,422.		10,843.	-3,421.				-3,421.
9	7,368.		6,970.	398.				398.
10	14,069.		4,297.	9,772.				9,772.
11	10,219.		1,804.	8,415.				8,415.
12	12,726.		6,531.	6,195.				6,195.
13	10,072.		14,643.	-4,571.				-4,571.
14	11,846.		3,885.	7,961.				7,961.
15	11,092.		8,395.	2,697.				2,697.
16	20,695.		22,308.	-1,613.				-1,613.
17	11,635.		9,734.	1,901.				1,901.
18	12,492.		10,396.	2,096.				2,096.
19	18,352.		22,191.	-3,839.				-3,839.
							TOTAL \$	<u>31,395.</u>

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**STATEMENT 8
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

DAVID R. MILLER
LISA E. MILLER