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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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation STERLING FAMILY FOUNDATION		A Employer identification number 04-6995246
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (713) 960-1706
P.O. BOX 1837		
City or town, state or province, country, and ZIP or foreign postal code BELLAIRE, TX 77402-1837		
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		C If exemption application is pending, check here. <input type="checkbox"/> D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 7,790,152.		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	1.	1.		ATCH 1
	4 Dividends and interest from securities	139,870.	139,870.		ATCH 2
	5a Gross rents	93,174.	93,174.		
	b Net rental income or (loss)	34,058.			
	6a Net gain or (loss) from sale of assets not on line 10	172,952.			
	b Gross sales price for all assets on line 6a	1,407,048.			
	7 Capital gain net income (from Part IV, line 2)		172,952.		
	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) ATCH 3	61.	61.			
12 Total. Add lines 1 through 11	406,058.	406,058.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	27,095.	27,095.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	5,239.	5,239.		
	b Accounting fees (attach schedule) ATCH 5	661.	661.		
	c Other professional fees (attach schedule) [6]	38,330.	38,330.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [7]	43,975.	38,460.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	20,505.	20,505.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	135,805.	130,290.		
	25 Contributions, gifts, grants paid	383,300.			383,300.
26 Total expenses and disbursements. Add lines 24 and 25	519,105.	130,290.		383,300.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-113,047.				
b Net investment income (if negative, enter -0-)		275,768.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	143,689.	115,979.	115,979.
	2	Savings and temporary cash investments	1,195,148.	257,185.	257,185.
	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 ATCH 9	6,352.	837.	837.
	10a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) ATCH 10	4,635,533.	5,493,674.	5,362,811.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ 892,401. Less: accumulated depreciation (attach schedule) ▶	892,401.	892,401.	2,053,340.
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)	6,873,123.	6,760,076.	7,790,152.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	6,873,123.	6,760,076.	
	30	Total net assets or fund balances (see instructions)	6,873,123.	6,760,076.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,873,123.	6,760,076.	

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	6,873,123.
2	Enter amount from Part I, line 27a	2	-113,047.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,760,076.
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	6,760,076.

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.)
1 a SEE PART IV SCHEDULE					
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					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
a					
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	172,952.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	403,300.	7,173,002.	0.056225
2014	488,130.	7,497,333.	0.065107
2013	421,500.	7,295,236.	0.057777
2012	405,933.	6,877,983.	0.059019
2011	391,288.	6,582,700.	0.059442

2 Total of line 1, column (d)	2	0.297570
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	0.059514
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,734,892.
5 Multiply line 4 by line 3.	5	460,334.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,758.
7 Add lines 5 and 6.	7	463,092.
8 Enter qualifying distributions from Part XII, line 4. 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	8	383,300.

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 <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	5,515.
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	
3	Add lines 1 and 2	3	5,515.
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	5,515.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,352.
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	6,352.
8	Enter any penalty for underpayment of estimated tax Check here <input 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	837.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 837. Refunded <input type="checkbox"/>	11	

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
b 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
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?		
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) <input type="checkbox"/> 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 2016 or the taxable year beginning in 2016 (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).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address <input type="checkbox"/> NONE		
14 The books are in care of <input type="checkbox"/> JAY EPSTEIN Telephone no <input type="checkbox"/> 713-960-1706		
Located at <input type="checkbox"/> 2929 ALLEN PARKWAY, 20TH FLOOR HOUSTON, TX ZIP+4 <input type="checkbox"/> 77019-7100		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15		
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	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <input type="checkbox"/>		

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	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 <input type="checkbox"/>		
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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****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
ATCH 11		27,095.	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. ☐

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.

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form **990-PF** (2016)

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	5,286,402.
b	Average of monthly cash balances	1b	506,588.
c	Fair market value of all other assets (see instructions).	1c	2,059,692.
d	Total (add lines 1a, b, and c)	1d	7,852,682.
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	7,852,682.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	117,790.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,734,892.
6	Minimum investment return. Enter 5% of line 5	6	386,745.

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	386,745.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,515.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,515.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,230.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	381,230.
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	381,230.

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	383,300.
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	383,300.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	383,300.

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				381,230.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011	7,154.			
b From 2012	66,768.			
c From 2013	61,392.			
d From 2014	137,003.			
e From 2015	47,182.			
f Total of lines 3a through e	319,499.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>383,300.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				381,230.
e Remaining amount distributed out of corpus.	2,070.			
5 Excess distributions carryover applied to 2016 . (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	321,569.			
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 2015 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 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)	7,154.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	314,415.			
10 Analysis of line 9				
a Excess from 2012	66,768.			
b Excess from 2013	61,392.			
c Excess from 2014	137,003.			
d Excess from 2015	47,182.			
e Excess from 2016	2,070.			

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

NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 12

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

ATCH 13

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 14				
Total			▶ 3a	383,300.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14		1.	
4 Dividends and interest from securities			14		139,870.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property			16		34,058.	
6 Net rental income or (loss) from personal property. .						
7 Other investment income			15		61.	
8 Gain or (loss) from sales of assets other than inventory			18		172,952.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					346,942.	
13 Total. Add line 12, columns (b), (d), and (e)					13	346,942.

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date _____

CO-TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAURA SYKES, CPA

Preparer's signature

Date _____

9/1/17

Check ☐ self-employed

PTIN	
------	--

P00188050

Firm's name ► BDO USA, LLP

Firm's EIN ▶ 13-5381590

Firm's address ► 2929 ALLEN PARKWAY 20TH FLOOR
HOUSTON, TX

77019-7100

Phone no 713-960-1706

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				94,393.	
17,134.		1,926.702 SH RUSSELL MULTI STRATEGY PROPERTY TYPE: SECURITIES 19,015.				VARIOUS -1,881.	07/14/2016
7,133.		453.200 SH RUSSELL EMERGING MKTS PROPERTY TYPE: SECURITIES 6,163.				02/17/2016 970.	07/14/2016
32,729.		5,854.912 SH RUSSELL COMMOD STRATEGIES PROPERTY TYPE: SECURITIES 31,817.				02/17/2016 912.	07/14/2016
514,899.		42,551.86 SH RUSSELL US STRAT EQUITY PROPERTY TYPE: SECURITIES 478,785.				08/15/2012 36,114.	VAR 2016
16,431.		1,869.283 SH RUSSELL MULTI STRATEGY ALT PROPERTY TYPE: SECURITIES 18,525.				08/15/2012 -2,094.	02/17/2016
141,178.		15,875.686 SH RUSSELL MULTI STRATEGY ALT PROPERTY TYPE: SECURITIES 156,476.				VARIOUS -15,168.	07/14/2016
25,011.		830.027 SH RUSSELL EMERG MKTS PROPERTY TYPE: SECURITIES 22,004.				VARIOUS 3,007.	VAR 2016
578.		49.092 SH RUSSELL GLOBAL INFRA STRUCTURE PROPERTY TYPE: SECURITIES 569.				VARIOUS 9.	06/09/2016
68,121.		5,758.326 SH RUSSELL GLOBAL INFRA STRUCT PROPERTY TYPE: SECURITIES 66,797.				VARIOUS 1,324.	07/16/2016
32,536.		4,581.045 SH RUSSELL COMMODITY STRATEGIE PROPERTY TYPE: SECURITIES 31,464.				VARIOUS 1,072.	VAR 2016
73,629.		2,639.032 SH RUSSELL US SMALL CAP EQUITY PROPERTY TYPE: SECURITIES 68,552.				VARIOUS 5,077.	VAR 2016
		907.615 SH RUSSELL US SMALL CAP EQUITY				VARIOUS	12/08/2016

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29,080.		PROPERTY TYPE: SECURITIES 23,576.					5,504.	
		14,764.885 SH RUSSELL GLOBAL EQUITY PROPERTY TYPE: SECURITIES				P	12/28/2010	VAR 2016
146,859.		127,063.					19,796.	
		24.712 SH RUSSELL GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES				P	12/28/2010	06/09/2016
923.		751.					172.	
		613.950 SH RUSSELL GLOBAL INFRA STRUCTUR PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2016
50,923.		49,241.					1,682.	
		4,042.418 SH RUSSELL INTL DEV MKTS PROPERTY TYPE: SECURITIES				P	12/29/2010	VAR 2016
130,609.		109,761.					20,848.	
		911.095 SH RUSSELL US SMALL CAP EQUITY PROPERTY TYPE: SECURITIES				P	01/13/2014	06/09/2016
24,882.		23,667.					1,215.	
TOTAL GAIN(LOSS)							<u>172,952.</u>	

FEDERAL FOOTNOTES

FORM 990PF - NET RENTAL INCOME (BILLBOARDS/BLDG)

RENTAL INCOME \$ 93,174

EXPENSES:

PROPERTY TAXES	\$ 34,720	
LAND MAINTENANCE/MOWING	15,440	
LEGAL FEES	5,239	
INSURANCE	2,987	
UTILITY - DRAINAGE TAX	655	
LICENSES	75	59,116
	-----	-----
NET RENTAL INCOME		\$ 34,058
		=====

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

CLEAR CHANNEL OUTDOOR	64,742.
GLOBAL SIGNAL ACQS II LLC	14,650.
OUTFRONT MEDIA	8,109.
LAMAR MEDIA CORP	3,075.
OTHER RENTALS	2,598.
	<u>93,174.</u>

FEDERAL FOOTNOTESFORM 990PF - BALANCE SHEET - LINE 10B (MARKETABLE SECURITIES)

	SHARE PRICE ----- \$	UNITS -----	MARKET VALUE ----- \$
RUSSELL GLOBAL EQUITY FUND	9.93	52,607	522,379
RUSSELL MULTI STRATEGY FUND	9.65	23,190	223,783
RUSSELL STRATEGIC EQUITY FD	12.33	76,821	947,192
RUSSELL EMERGING MARKETS FD	15.79	21,514	339,713
RUSSELL GLOBAL REAL ESTATE FD	32.92	3,110	102,379
RUSSELL GLOBAL OPPORT CR FD	9.38	47,435	444,943
RUSSELL GLOBAL INFRAS. FUND	10.72	14,689	157,465
RUSSELL COMMODITY STRAT FUND	5.66	19,567	110,747
RUSSELL STRAT BOND FUND	10.53	163,372	1,720,312
RUSSELL INT'L DEVEL MKTS FD	33.60	15,196	510,574
RUSSELL US SMALL CAP FUND	31.31	9,049	283,324

TOTAL			5,362,811 =====

FEDERAL FOOTNOTESFORM 990PF - BALANCE SHEET - LINE 11 (LAND)

	COST	ACCUM	BOOK	FAIR MARKET
	BASIS	DEPREC.	VALUE	VALUE
	-----	-----	-----	-----
COLLINGSWORTH	313,139	-0-	313,139	276,000
ELDER	75,000	-0-	75,000	99,180
EUNICE	78,802	-0-	78,802	113,850
FLETCHER	60,000	-0-	60,000	1,243,000
SUL ROSS	81,750	-0-	81,750	52,300
MAJESTIC	75,000	-0-	75,000	28,800
CAGE	6,750	-0-	6,750	7,800
DWINNELL	75,000	-0-	75,000	49,400
EAST FREEWAY	35,710	-0-	35,710	59,100
FOREMAN	66,250	-0-	66,250	16,400
WILLIS	25,000	-0-	25,000	19,310
NORTH FREEWAY	-0-	-0-	-0-	88,200
	-----	-----	-----	-----
TOTALS	892,401	-0-	892,401	2,053,340
	=====	=====	=====	=====

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMPASS BANK	1.	1.
TOTAL	<u>1.</u>	<u>1.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PERSHING LLC	139,870.	139,870.
TOTAL	<u>139,870.</u>	<u>139,870.</u>

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
BILLBOARDS/BLDG	93,174.			93,174.
TOTALS	<u>93,174.</u>			<u>93,174.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME - SOUTHERN MGMT	61.	61.
TOTALS	<u>61.</u>	<u>61.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,239.	5,239.		
TOTALS	<u>5,239.</u>	<u>5,239.</u>		

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BDO USA, LLP	661.	661.		
TOTALS	<u>661.</u>	<u>661.</u>		

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	38,330.	38,330.
TOTALS	<u>38,330.</u>	<u>38,330.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROPERTY TAXES	34,720.	34,720.
DRAINAGE UTILITY TAXES	655.	655.
FOREIGN TAXES WITHHELD ON DIV	3,083.	3,083.
PRODUCTION TAXES - ROYALTIES	2.	2.
FEDERAL EXCISE TAX (2016)	5,515.	
TOTALS	<u>43,975.</u>	<u>38,460.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LAND MAINTENANCE/MOWING	15,440.	15,440.
LIABILITY INSURANCE	4,378.	4,378.
HIGHWAY DEPT LICENSES	75.	75.
BANK CHARGES	500.	500.
POSTAL BOX	82.	82.
STATE FILING FEES	30.	30.
TOTALS	<u>20,505.</u>	<u>20,505.</u>

ATTACHMENT 9FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAXES	837.	837.
TOTALS	<u>837.</u>	<u>837.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RUSSELL MUTUAL FUNDS (SCH ATT)	5,493,674.	5,362,811.
TOTALS	<u>5,493,674.</u>	<u>5,362,811.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DANIEL DOMINGUEZ 1200 SMITH ST 16TH FLR HOUSTON, TX 77002	TRUSTEE 1.00	14,779.		
JAY A. EPSTEIN P.O. BOX 2708 BELLAIRE, TX 77402	TRUSTEE 1.00	12,316.		
GRAND TOTALS		27,095.	0.	0.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DANIEL DOMINGUEZ AND JAY EPSTEIN
P.O. BOX 1837
BELLAIRE, TX 77402-1837
713-659-6551

ATTACHMENT 13

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER REQUESTING FUNDS OR ORAL PRESENTATION. INFORMATION SHOULD BE
SUPPLIED CONCERNING THE ORGANIZATION'S PURPOSE AND USE OF THE
REQUESTED FUNDS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRO FAMILIAR CRISTIANO 11000 DAIRY ASHFORD SUGARLAND, TX 77487	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	200,000
JEWISH FAMILY SERVICE P.O. BOX 20528 HOUSTON, TX 77225	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	125,000
SEVEN ACRES JEWISH SENIOR CARE SERVICES 6200 N. BRAESWOOD HOUSTON, TX 77074	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	30,000
FOUNDATION FOR THE RETARDED 3550 WEST DALLAS HOUSTON, TX 77019	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000
DR. MARNIE ROSE FOUNDATION, INC 5300 N. BRAESWOOD BLVD #4-350 HOUSTON, TX 77096	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,500
TEXAS EQUUSEARCH P O BOX 395 DICKINSON, TX 77539	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANIXTER CENTER 6610 NORTH CLARK ST CHICAGO, IL 60626	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000
ST. JUDE'S CHILDREN'S HOSPITAL P.O. BOX 50 MEMPHIS, TN 38101	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,000
MAKE-A-WISH FOUNDATION OF AMERICA 3550 NORTH CENTRAL AVE STE 300 PHOENIX, AZ 85012	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,500
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,000
AISHAL HOUSE 1955 UNIVERSITY BLVD HOUSTON, TX 77030	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000
JEWISH COMMUNITY CENTER 5601 SOUTH BRAESWOOD BLVD HOUSTON, TX 77096	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	600

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	5,000
TRUEFACED 1820 W NORTHERN AVE STE 130 PHOENIX, AZ 85021	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,500
THEATER UNDER THE STARS 800 BAGBY STE 200 HOUSTON, TX 77002	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,500.
HOPE MINISTRIES P O BOX 18120 ATLANTA, GA 30316	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,500
HIS MANSION MINISTRIES P.O BOX 40 HILLSBOROUGH, NH 03244	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,200
OPEN DOOR MISSION 5803 HARRISBURG BLVD HOUSTON, TX 77011	NONE PC		TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,000
TOTAL CONTRIBUTIONS PAID				<u>383,300</u>