



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE WOODFOREST CHARITABLE FOUNDATION		A Employer identification number 20-2516951	
Number and street (or P O box number if mail is not delivered to street address) 21 WATERWAY AVENUE NO 550		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code THE WOODLANDS, TX 77380		B Telephone number (see instructions) (832) 375-2543	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 46,905,901		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	6,879,861			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	140,052	153,232		
	4 Dividends and interest from securities	542,435	622,319		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,096,655			
	b Gross sales price for all assets on line 6a 15,714,254				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	361,992	210,082		
	12 Total. Add lines 1 through 11	6,827,685	985,633		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,500	7,750		7,750
	c Other professional fees (attach schedule)	228,693	230,174		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,774	5,353		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,224	7,111		12,113
	24 Total operating and administrative expenses. Add lines 13 through 23	269,191	250,388		19,863
	25 Contributions, gifts, grants paid	1,702,500			1,697,583
	26 Total expenses and disbursements. Add lines 24 and 25	1,971,691	250,388		1,717,446
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,855,994			
	b Net investment income (if negative, enter -0-)		735,245		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,797,247	8,001,930	8,001,930
	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)	35,225,067	36,618,157	38,903,971
	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)	42,022,314	44,620,087	46,905,901	
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 ▶ _____)	395,676	299,407	
	23	Total liabilities (add lines 17 through 22)	395,676	299,407	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	41,626,638	44,320,680	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	41,626,638	44,320,680		
31	Total liabilities and net assets/fund balances (see instructions) .	42,022,314	44,620,087		

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	41,626,638
2	Enter amount from Part I, line 27a	2	4,855,994
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	46,482,632
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,161,952
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	44,320,680

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a 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) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-458,031
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))
2015	1,495,593	35,752,538	0 041832
2014	1,456,560	31,937,946	0 045606
2013	825,159	25,473,622	0 032393
2012	790,658	17,783,423	0 044460
2011	542,280	13,537,039	0 040059
2 Total of line 1, column (d)			2 0 204350
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 040870
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 39,607,509
5 Multiply line 4 by line 3			5 1,618,759
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,352
7 Add lines 5 and 6			7 1,626,111
8 Enter qualifying distributions from Part XII, line 4			8 1,717,446

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,352
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	7,352
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	7,352
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,240
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	18,240
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	10,888
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 10,888 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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>	5	No
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?	6	Yes
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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, VA, NC, OH, PA, WV, IL, MD, AL, SC, NY, KY, MS, LA, GA, FL, IN		
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> .	8b	Yes
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>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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 WWW.WOODFORESTCHARITABLEFOUNDATION.ORG	13	Yes	
14	The books are in care of VICKI RICHMOND Telephone no (832) 375-2543			

Located at **21 WATERWAY AVENUE SUITE 550 THE WOODLANDS TX** ZIP+4 **77380**

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 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? 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 checked="" type="checkbox"/> Yes <input 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"/> 1b			No
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"/> 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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). <input type="checkbox"/> 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 ▶ 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 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"/> 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 2016?	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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Additional Data Table				

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. ☐ Yes ☒ No

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.		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	32,558,664
b	Average of monthly cash balances.	1b	7,652,005
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	40,210,669
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	40,210,669
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	603,160
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	39,607,509
6	Minimum investment return. Enter 5% of line 5.	6	1,980,375

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,980,375
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,352
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,352
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,973,023
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,973,023
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,973,023

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,717,446
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,717,446
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	7,352
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,710,094

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				1,973,023
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,055,983	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,717,446</u>				
a Applied to 2015, but not more than line 2a			1,055,983	
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.				661,463
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				1,311,560
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).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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	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 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 email 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 XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,697,033
b <i>Approved for future payment</i>				
Total			3b	0

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	140,052	
4 Dividends and interest from securities. . . .			14	542,435	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			18	217,692	
8 Gain or (loss) from sales of assets other than inventory			18	-1,096,655	
9 Net income or (loss) from special events			01	144,300	
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). .		0		-52,176	0
13 Total. Add line 12, columns (b), (d), and (e).			13		-52,176

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name LORI MORALES	Preparer's Signature	Date 2017-05-09	Check if self-employed ▶ <input type="checkbox"/>	PTIN P01427561
Firm's name ▶ CALVETTI FERGUSON				Firm's EIN ▶ 13-4255527
Firm's address ▶ 1201 LOUISIANA STE 800 HOUSTON, TX 77002				Phone no (713) 957-2300

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GOLDMAN SACHS 637-7	P		
GOLDMAN SACHS 637-7	P		
GOLDMAN SACHS 778-2	P		
GOLDMAN SACHS 778-2	P		
GOLDMAN SACHS 779-0	P		
GOLDMAN SACHS 779-0	P		
GOLDMAN SACHS 784-0	P		
GOLDMAN SACHS 784-0	P		
GOLDMAN SACHS 785-7	P		
GOLDMAN SACHS 785-7	P		

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)
2,025		2,000	25
459,120		462,000	-2,880
255,045		246,915	8,130
731,277		598,097	133,180
141,500		150,988	-9,488
371,129		374,042	-2,913
10,162		9,854	308
198,077		219,123	-21,046
32,658		31,880	778
275,751		290,608	-14,857

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			25
			-2,880
			8,130
			133,180
			-9,488
			-2,913
			308
			-21,046
			778
			-14,857

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GOLDMAN SACHS 786-5	P		
GOLDMAN SACHS 791-5	P		
GOLDMAN SACHS 791-5	P		
GOLDMAN SACHS 792-3	P		
GOLDMAN SACHS 792-3	P		
GOLDMAN SACHS 855-6	P		
GOLDMAN SACHS 855-6	P		
RAYMOND JAMES	P		
RAYMOND JAMES	P		
60 SHS ANTERO MIDSTREAM PARTNERS	P		

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)
1,540,938		1,904,398	-363,460
3,858,401		3,755,936	102,465
779,491		740,338	39,153
167,645		115,966	51,679
421,907		371,168	50,739
925,905		979,603	-53,698
21			21
1,826,678		1,931,515	-104,837
3,303,462		3,987,854	-684,392
39			39

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	
			-363,460
			102,465
			39,153
			51,679
			50,739
			-53,698
			21
			-104,837
			-684,392
			39

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1450 SHS ANTERO MIDSTREAM PARTNERS	P		
306 SHS ATLAS RESOURCE PARTNERS	P		
184 SHS BUCKEYE PARTNERS	P		
624 SHS BUCKEYE PARTNERS	P		
1625 SHS CSI COMPRESSCO	P		
403 SHS DCP MIDSTREAM PARTNERS	P		
653 SHS DCP MIDSTREAM PARTNERS	P		
2142 SHS ENERGY TRANSFER EQUITY	P		
1234 SHS ENERGY TRANSFER PARTNERS	P		
6435 SHS ENTERPRISE PRODUCTS PARTNERS	P		

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)
2,347			2,347
3,499			3,499
1,257			1,257
12,857			12,857
8,923			8,923
858			858
9,865			9,865
11,289			11,289
9,779			9,779
71,766			71,766

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	
			2,347
			3,499
			1,257
			12,857
			8,923
			858
			9,865
			11,289
			9,779
			71,766

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
406 SHS EQT GP HOLDINGS	P		
579 SHS EQT MIDSTREAM PARTNERS	P		
1036 SHS GENESIS ENERGY	P		
274 SHS MAGELLAN MIDSTREAM PARTNERS	P		
429 SHS MAGELLAN MIDSTREAM PARTNERS	P		
341 SHS MPLX, LP	P		
505 SHS MPLX, LP	P		
371 SHS PHILLIPS 66 PARTNERS	P		
1199 SHS PLAINS ALL AMERICAN PIPELINE	P		
809 SHS SHELL MIDSTREAM PARTNERS	P		

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)
1,149			1,149
4,899			4,899
21,248			21,248
1,669			1,669
5,584			5,584
864			864
11,358			11,358
2,106			2,106
13,760			13,760
1,503			1,503

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	
			1,149
			4,899
			21,248
			1,669
			5,584
			864
			11,358
			2,106
			13,760
			1,503

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
351 SHS SHELL MIDSTREAM PARTNERS	P		
837 SHS SUMMIT MIDSTREAM PARTNERS	P		
1674 SHS SUNOCO LOGISTICS PARTNERS	P		
1180 SHS TARGA RESOURCES PARTNERS	P		
1180 SHS TARGA RESOURCES PARTNERS	P		
55 SHS TESORO LOGISTICS	P		
900 SHS TESORO LOGISTICS	P		
80 SHS VALERO ENERGY PARTNERS	P		
324 SHS VALERO ENERGY PARTNERS	P		
700 SHS WESTERN GAS PARTNERS	P		

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)
884			884
10,341			10,341
24,961			24,961
38			38
11,540			11,540
462			462
16,207			16,207
202			202
962			962
13,571			13,571

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	
			884
			10,341
			24,961
			38
			11,540
			462
			16,207
			202
			962
			13,571

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
881 SHS WESTERN REFINING LOGISTICS	P		
1167 SHS WILLIAMS PARTNERS	P		
CAPITAL GAINS DIVIDENDS	P		

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)
5,449			5,449
29,759			29,759
102,067			102,067

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	
			5,449
			29,759
			102,067

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ROBERT E MARLING JR	PRESIDENT 2 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
KIM MARLING	EXECUTIVE VICE PRESIDENT 30 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
VICKI RICHMOND	TREASURER/SECRETARY 10 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
DR DAVID GOTTLIEB	DIRECTOR 10 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
CHARLES MARLING	DIRECTOR 10 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
GEORGE SOWERS	DIRECTOR 10 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				
BRITTNEY MARLING	ADVISORY DIRECTOR 10 00	0	0	0
21 WATERWAY AVENUE SUITE 550 THE WOODLANDS, TX 77380				

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 Paid during the year				
ACTS - ACTION IN COMMUNITY THROUGH SERVICE PO BOX 740169 DUMFRIES, VA 22026	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
AKRON - CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON, OH 443072234	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,750
ANGEL REACH 1107 N SAN JACINTO STREET CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
ASSISTANCE LEAGUE OF MONTGOMERY COUNTY 126 N SAN JACINTO CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	50,000
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
BAY AREA FOOD BANK - ALABAMA 5248 MOBILE SOUTH STREET THEODORE, AL 36582	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,350
BAY AREA FOOD BANK - FLORIDA 5248 MOBILE SOUTH STREET THEODORE, AL 36582	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	6,000
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA, VA 244820937	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,500
BOYS AND GIRLS COUNTRY OF HOUSTON INC 18806 ROBERTS ROAD HOCKLEY, TX 77447	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	25,000
BRIARWOOD SCHOOL 12207 WHITTINGTON DRIVE HOUSTON, TX 77077	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
BRIDGEWOOD FARMS INC 11680 ROSE ROAD CONROE, TX 77303	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
CALHOUN COUNTY COMMUNITY MINISTRIES 331 ALCOA DR PORT LAVACA, TX 779793603	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	750
CAPITAL AREA FOOD BANK - AUSTIN 8201 S CONGRESS AVENUE AUSTIN, TX 78745	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,800
CAPITAL AREA FOOD BANK - MARYLAND 645 TAYLOR STREET NE WASHINGTON, DC 20017	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,430
CASA CHILD ADVOCATES OF MONTGOMERY COUNTY 412 W PHILLIPS STREET STE 107 CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
Total ►				1,697,033
3a				

Form 990FP 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 Paid during the year				
CENTRAL ILLINOIS FOOD BANK PO BOX 8228 2000 EAST MOFFAT SPRINGFIELD, IL 62791	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,000
CENTRAL PENNSYLVANIA FOOD BANK 3908 COREY ROAD HARRISBURG, PA 171095929	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,100
CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	8,250
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE RT 322 DOWNINGTON, PA 19335	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,105
CHILDREN'S MIRACLE NETWORK 1919 S BRAESWOOD MC 4-4483 HOUSTON, TX 77030	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,500
CHILDREN'S SAFE HARBOR 1519 ODDFELLOW STREET CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	510,000
CLEMSON COMMUNITY CARE INC 105 ANDERSON HWY CLEMSON, PA 29631	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	600
CLEVELAND FOOD BANK 15500 SOUTH WATERLOO ROAD CLEVELAND, OH 44110	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,700
COMMON GROUNDS MINISTRIES 2190 ROUTE 600 SWIFTWATER, PA 17043	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	550
COMMUNITY FOODBANK OF CENTRAL ALABAMA 107 WALTER DAVIS DRIVE BIRMINGHAM, AL 35209	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,000
COMMUNITY HARVEST FOOD BANK OF NE INDIANA PO BOX 10967 FORT WAYNE, IN 46855	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,750
CUMBERLAND INTERFAITH HOSPITALITY OF FAYETTEVILLE PO BOX 481 FAYETTEVILLE, NC 28302	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
DAILY BREAD MINISTRIES INC PO BOX 2344 GREER, SC 29650	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,050
DARE TO CARE FOOD BANK - INDIANA 5803 FERN VALLEY ROAD LOUISVILLE, KY 40228	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,325
DEARBORN COUNTY CLEARING HOUSE FOR EMERGENCY AID INC PO BOX 478 AURORA, IN 470010478	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	625
Total ►				1,697,033
3a				

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 Paid during the year				
EAST TEXAS FOOD BANK 3201 ROBERTSON ROAD TYLER, TX 75701	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	13,000
EASTERN ILLINOIS FOOD BANK 2405 NORTH SHORE DRIVE URBANA, IL 618027221	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,800
EMERGENCY MINISTRIES 26602 KEITH STREET SUITE B SPRING, TX 77373	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
FACING HUNGER FOODBANK 1327 7TH AVENUE HUNTINGTON, WV 25701	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,250
FAMILIES MOVING FORWARD 300 N QUEEN ST DURHAM, NC 27701	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY CRISIS CENTER PO BOX 736 BASTROP, TX 78602	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF ACADIANA PO BOX 2984 LAFAYETTE, LA 70502	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF ANDERSON COUNTY 204 E HIGHLAND AVE ANDERSON, SC 29621	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BALDWIN COUNTY 20511 COUNTY ROAD 36 SUMMERDALE, AL 36580	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF BEAUFORT COUNTY 181 BLUFFTON ROAD BUILDING D101 BLUFFTON, SC 29910	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF BERKS COUNTY 325 N 5TH STREET READING, PA 19601	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BIRMINGHAM PO BOX 531233 BIRMINGHAM, AL 35253	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF BRISTOL PO BOX 302 BRISTON, TN 37620	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF CARBON COUNTY 167 S 3RD ST LEHINGTON, PA 18235	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF CARTERET COUNTY 3502 ELM STREET PO BOX 2013 MOREHEAD CITY, NC 28557	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
Total ►				1,697,033
3a				

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 Paid during the year				
FAMILY PROMISE OF CHICAGO PO BOX 484 GLENCOE, IL 60022	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF COASTAL ALABAMA 1260 DAUPHIN STREET MOBILE, AL 36604	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF COLLIN COUNTY PO BOX 1601 ALLENTOWN, TX 75013	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,500
FAMILY PROMISE OF FULTONDEKALB 1978 MOUNT VERNON RD DUNWOODY, GA 30338	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF GASTON COUNTY PO BOX 67 GASTONIA, NC 28053	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,000
FAMILY PROMISE OF GREATER CLEVELAND 3470 EAST 152ND STREET CLEVELAND, OH 44120	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF GREATER INDIANAPOLIS 1850 N ARSENAL INDIANAPOLIS, IN 46218	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF GREATER LAFAYETTE PO BOX 825 LAFAYETTE, IN 47902	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF GREATER ROANOAKE 37 EAST CLAY STREET SALEM, VA 24153	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF GWINNETT PO BOX 464971 LAWRENCEVILLE, GA 30042	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF HARRISBURG CAPITAL 524 HUMMEL AVENUE LEMOYNE, PA 17043	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
FAMILY PROMISE OF IRVING PO BOX 177516 IRVING, TX 75017	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	6,000
FAMILY PROMISE OF JACKSONVILLE PO BOX 40363 JACKSONVILLE, FL 32203	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF LAKE HOUSTON 111 SOUTH AVENUE G HUMBLE, TX 77338	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,000
FAMILY PROMISE OF LEE COUNTY 2302 WOODLAND AVENUE SANFORD, NC 27330	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
Total ►				1,697,033
3a				

Form 990FP 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 Paid during the year				
FAMILY PROMISE OF LIMAALLEN COUNTY 129 SOUTH PIERCE ST LIMA, OH 45801	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF LORAIN COUNTY PO BOX 179 ELYRIA, OH 44036	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF MONROE COUNTY 1274 N NINTH STREET STROUDSBURD, PA 18360	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF MONTGOMERY COUNTY PO BOX 692 CONROE, TX 77305	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
FAMILY PROMISE OF MONTGOMERY PO BOX 36 MONTGOMERY, AL 36101	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,000
FAMILY PROMISE OF MOORE COUNTY PO BOX 1173 ABERDEEN, NC 28315	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF OUACHITA PO BOX 8277 MONROE, LA 71211	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF PICKENS COUNTY 111 HILLCREST EASLEY, SC 29640	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF SOUTHWESTERN PA 297 EAST BEAU ST WASHINGTON, PA 15301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF SUMMIT COUNTY 77 WEST MILLER AVENUE AKRON, OH 44301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
FAMILY PROMISE OF W NEW YORK 75 HICKORY ST BUFFALO, NY 14204	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FAMILY PROMISE OF YORK COUNTY 404 EAST MAIN STREET ROCK HILL, SC 29730	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
FEEDING AMERICA - KENTUCKY'S HEARTLAND PO BOX 313 PETERSON DRIVE ELIZABETHTOWN, KY 42702	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,550
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD RICHMOND, VA 23227	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,500
FOOD BANK OF ALBERMARLE PO BOX 1704 ELIZABETH CITY, NC 279061704	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,400
Total ►				1,697,033
3a				

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 Paid during the year				
FOOD BANK OF CENTRAL & EASTERN NC INC 3808 TARHEEL DRIVE RALEIGH, NC 27609	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	25,200
FOOD BANK OF CENTRAL LOUISIANA 3223 BALDWIN AVENUE ALEXANDRIA, LA 71301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	425
FOOD BANK OF CENTRAL NY 6970 SCHUYLER ROAD EAST SYRACUSE, NY 13057	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,130
FOOD BANK OF NORTH ALABAMA 2000 B VERNON AVE SW HUNTSVILLE, AL 35805	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,700
FOOD BANK OF NORTHEAST LOUISIANA 4600 CENTRAL AVENUE MONROE, LA 71203	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,250
FOOD BANK OF NORTHERN INDIANA 702 S CHAPIN STREET SOUTH BEND, IN 46601	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,375
FOOD BANK OF NORTHWEST INDIANA 2248 W 35TH AVENUE GARY, IN 46408	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,875
FOOD BANK OF NORTHWEST LOUISIANA 2307 TEXAS AVENUE SHREVEPORT, LA 71103	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	425
FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,750
FOOD BANK OF THE GOLDEN CRESCENT 3809 EAST RIO GRANDE STREET VICTORIA, TX 779011727	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
FOOD BANK OF VIRGINIA PENINSULA 9912 HOSIER STREET NEWPORT NEWS, VA 23601	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,750
FOOD BANK OF WESTERN NY 91 HOLT STREET BUFFALO, NY 14206	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,920
FOOD FINDERS FOOD BANK INC 50 OLYMPIA CT LAFAYETTE, IN 479095182	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,250
FOODLINK INC 936 EXCHANGE ST ROCHESTER, NY 14608	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,650
FORT BEND FAMILY PROMISE 1424 FM 1092 MISSOURI CITY, TX 77459	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,500
Total ►				1,697,033
3a				

Form 990FP 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 Paid during the year				
FOUNDATION OF THE HOMELESS PO BOX 28006 AUSTIN, TX 78755	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,000
FREDERICKSBURG AREA FOOD BANK 3631 LEE HILL DRIVE FREDERICKSBURG, VA 22408	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,250
FREESTORE FOOD BANK 1141 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,250
GLEANERS FOOD BANK OF INDIANA 3737 WALDEMERE AVENUE INDIANAPOLIS, IN 46241	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	6,250
GOD'S PANTRY FOOD BANK 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,000
GOLDEN HARVEST FOOD BANK 13 ENTERPRISE AVENUE AIKEN, SC 29803	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,450
GOOD NEIGHBOR CUPBOARD 313 SOUTH TOWER ST SUITE 113 ANDERSON, SC 29624	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,200
GOSHEN INTERFIATH HOSPITALITY NETWORK 105 SOUTH THIRD STREET GOSHEN, IN 46528	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
GREATER BATON ROUGE FOOD BANK 5546 CHOCTAW DRIVE BATON ROUGE, LA 70805	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	830
GREATER BERKS FOOD BANK 1011 TUCKERTON COURT READING, PA 19605	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,200
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60174	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	800
GREATER PITTSBURGH COMMUNITY FOOD BANK 1 NORTH LINDEN STREET DUQUESNE, PA 15110	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,400
GREENVILLE AREA IHN PO BOX 2083 GREENVILLE, SC 29602	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,000
HABITAT FOR HUMANITY 2938 BROWN ROAD MARSHALL, TX 756725373	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	60,000
HARVEST HOPE FOOD BANK 2220 SHOP ROAD COLUMBIA, SC 29202	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,850
Total ►				1,697,033
3a				

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 Paid during the year				
HARVEST TEXARKANA 3120 E 19TH STREET TEXARKANA, TX 71854	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,200
HEALING SPECIES TEXAS 115 SPRINGS EDGE MONTGOMERY, TX 77356	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
HELPING A HERO 101 VERA KING FARRIS DRIVE GALLOWAY, NJ 08205	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	25,000
HIGH PLAINS FOOD BANK PO BOX 31803 AMARILLO, TX 791201803	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	350
HOOSIER HILLS FOOD BANK 617 N FAIRVIEW STREET BLOOMINGTON, IN 47404	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,250
HOPE ALLIANCE 1011 GATTIS SCHOOL RD 106 ROUND ROCK, TX 78664	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
HOUSE OF AMOS 8030 BOONE ROAD HOUSTON, TX 77072	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	750
HOUSTON FOOD BANK 3811 EASTEX FREEWAY HOUSTON, TX 77026	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	20,000
HUMBLE AREA ASSISTANCE MINISTRIES 1204 1ST STREET E HUMBLE, TX 77338	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,500
IHN OF GREATER CINCINNATI 990 NAUSSAU STREET CINCINNATI, OH 45206	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
IHN OF GREEN COUNTY 124 S DETROIT STREET XENIA, OH 45385	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
IHN OF WARREN COUNTY 203 E WARREN STREET LEBANON, OH 45036	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
INTERFAITH OF THE WOODLANDS 4242 INTERFAITH WAY THE WOODLANDS, TX 77381	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	20,000
ISAIAH 58 809 SCURRY STREET BIG SPRING, TX 79720	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	350
JUST NEIGHBOR'S FAITH HOSPITALITY NETWORK 2925 EAST STATE BOULEVARD FT WAYNE, IN 46805	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
Total ► 3a				1,697,033

Form 990FP 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>				
KEYSTONE OPPORTUNITY CENTER 104 N MAIN ST SOUDERTON, PA 18964	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
LONE STAR FAMILY HEALTH CENTER 605 SOUTH CONROE MEDICAL CENTER CONROE, TX 77304	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,500
LONGVIEW INTERFAITH HOSPITALITY NETWORK 700 N EDITH ST LONGVIEW, TX 75601	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
LOWCOUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON, SC 29405	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,050
LOWER VALLEY COOPERATIVE MINISTRIES PO BOX 201 SPRINGDALE, PA 15144	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,100
LUTHERAN SOCIAL SERVICES OF NE FLORIDA 4615 PHILLIPS HIGHWAY JACSONVILLE, FL 32207	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 288052445	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,800
MARCH OF DIMES HOUSTON 5420 DASHWOOD DR 302 HOUSTON, TX 77081	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
MARYLAND FOOD BANK - EASTERN SHORE 28500 OWENS BRANCH RD PO BOX 804 SALISBURY, MD 218030804	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,300
MARYLAND FOOD BANK 2200 HALETHROPE FARMS ROAD BALTIMORE, MD 21227	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
MD ANDERSON CANCER RESEARCH 7007 BERTNER AVE HOUSTON, TX 77030	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
MEALS ON WHEELS MONTGOMERY COUNTY 1202 CALLAHAN CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
MID-OHIO FOODBANK 3960 BROOKHAM DRIVE GROVE CITY, OH 43123	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,500
MID-SOUTH FOOD BANK 239 DUDLEY STREET MEMPHIS, TN 38104	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	12,000
MISSION 2540 PO BOX 20771 AMARILLO, TX 79114	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	350
Total ► 3a				1,697,033

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 Paid during the year				
MISSISSIPPI FOOD NETWORK PO BOX 411 JACKSON, MS 39205	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	8,000
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 361082107	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,700
MONTGOMERY COUNTY EMERGENCY ASSISTANCE 1022 MCCALL AVENUE CONROE, TX 773012228	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	48,000
MONTGOMERY COUNTY WOMEN'S CENTER 1600 LAKE FRONT CIRCLE THE WOODLANDS, TX 77387	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
MONTGOMERY COUNTY YOUTH SERVICES PO BOX 1316 CONROE, TX 77305	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	30,000
MOUNTAINEER FOOD BANK 484 ENTERPRISE DRIVE GASSAWAY, WV 22624	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,300
NORTH CHANNEL ASSISTANCE MINISTRIES 13837 1/2 BONHAM HOUSTON, TX 77015	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	12,500
NORTH COUNTY YMCA 10245 OWEN DRIVE CONROE, TX 77304	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
NORTH TEXAS FOOD BANK 4500 COCKRELL HILL ROAD DALLAS, TX 752362028	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	9,450
NORTHERN ILLINOIS FOOD BANK 6000 INDUSTRIAL DRIVE ST CHARLES, IL 60174	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	12,800
NORTHWEST ASSISTANCE MINISTRIES IHN OF NW HOUSTON 15555 KUYKENDAHL RD HOUSTON, TX 77090	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
PANTHER CREEK INSPIRATION RANCH 25902 GLEN LOCH DRIVE THE WOODLANDS, TX 77380	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	15,000
PEARLAND NEIGHBORHOOD CENTER 2335 N TEXAS AVE PEARLAND, TX 77581	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,500
PEORIA AREA FOOD BANK 721 WEST MCBEAN STREET PEORIA, IL 61605	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,600
PHILABUNDANCE INC 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,100
Total ► 3a				1,697,033

Form 990FP 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 Paid during the year				
REGIONAL FOOD BANK OF NORTHEASTER NY 965 ALBANY-SHAKER ROAD LATHAM, NY 12110	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,060
RIVER BEND FOOD BANK 309 12TH STREET MOLINE, IL 61265	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,600
ROCHESTER AREA INTERFAITH HOSPITAL NETWORK 34 MEIGS STREET ROCHESTER, NY 14607	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
SALVATION ARMY 304 AVENUE E CONROE, TX 77301	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	148,813
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 W SAN ANTONIO, TX 78227	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,700
SECOND HARVEST FOOD BANK OF CLARK CHAMPAIGN & LOGAN COUNTIES 701 E COLUMBIA STREET SPRINGFIELD, OH 45503	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,650
SECOND HARVEST FOOD BANK OF EAST CENTRAL INDIANA 6621 N OLD SR 3 MUNCIE, IN 47303	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,500
SECOND HARVEST FOOD BANK OF GREATER NO AND ACADIANA 215 E PINHOOK RD LAFAYETTE, LA 70501	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
SECOND HARVEST FOOD BANK OF METROLINA NC 500 - B SPRATT STREET CHARLOTTE, NC 28206	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,650
SECOND HARVEST FOOD BANK OF METROLINA SC 500 - B SPRATT STREET CHARLOTTE, NC 28206	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	13,300
SECOND HARVEST FOOD BANK OF NORTH CENTRAL OHIO 7445 DEER TAIL LANE LORAIN, OH 44053	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,650
SECOND HARVEST FOOD BANK OF NORTHWEST NC INC 3655 REED STREET WINSTONSALEM, NC 271075428	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	17,500
SECOND HARVEST FOOD BANK OF NW PENNSYLVANIA 1507 GRIMM DRIVE ERIE, PA 16501	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,200
SECOND HARVEST FOOD BANK OF SOUTHEAST NC 406 DEEP CREEK ROAD FAYETTEVILLE, NC 28312	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,100
SECOND HARVEST FOOD BANK OF THE LEHIGH VALLEY AND NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,600
Total ► 3a				1,697,033

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 Paid during the year				
SECOND HARVEST FOOD BANK OF THE MAHONING VALLEY 2805 SALT SPRINGS ROAD YOUNGSTOWN, OH 44509	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	2,150
SHARED HARVEST FOOD BANK 5901 DIXIE HIGHWAY FAIRFIELD, OH 450144207	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,650
SHEPHERD'S STAFF MINISTRIESINC 76 BAY CREEK ROAD LOGANVILLE, GA 30052	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	625
SOCIETY OF SAMARITANS 31355 FRIENDSHIP DR 500 MAGNOLIA, TX 77355	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
SOUTHEAST TEXAS FOOD BANK PO BOX 21012 BEAUMONT, TX 77705	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,000
SPARTANBURG IHN 899 S PINE STREET SPARTANBURG, SC 29302	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
SPECIAL ANGELS OF THE WOODLANDS 230 SPRING HILL DRIVE SUITE 325 SPRING, TX 773863712	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
ST ANNE SCHOOL FOUNDATION 2120 WESTHEIMER HOUSTON, TX 77098	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
ST JOHN XXIII 1800 W GRAND PKWY N KATY, TX 77449	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
ST LOUIS AREA FOOD BANK 70 CORPORATE WOODS DRIVE ST LOUIS, MO 63044	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,800
TAMINA COMMUNITY CENTER 18955 MAIN STREET CONROE, TX 77385	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	5,000
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,550
TERRE HAUTE CATHOLIC CHURCH FOOD BANK 2931 OHIO BOULEVARD TERRE HAUTE, IN 47803	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,875
THE ARBOR SCHOOL 1635 BLALOCK HOUSTON, TX 77080	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
THE BEEVILLE VINEYARD INC 210 NORTH MONROE BEEVILLE, TX 78102	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
Total ► 3a				1,697,033

Form 990FP 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 Paid during the year				
THE COMMUNITY CLINIC 101 PINE MANOR DR CONROE, TX 77385	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	7,500
THE FOOD BANK INC 427 WASHINGTON STREET DAYTON, OH 45402	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,700
THE ROSE 12700 NORTH FEATHERWOOD STE 260 HOUSTON, TX 77034	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	20,000
THE STOREHOUSE 4307 ALPHA ROAD DALLAS, TX 75244	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	500
TOLEDO FOOD BANK 24 EAST WOODRUFF AVENUE TOLEDO, OH 436045263	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	6,400
TOMAGWA CLINIC 13414 MEDICAL COMPLEX DR 1 TOMBALL, TX 77375	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	60,000
TRI-STATE FOOD BANK - KENTUCKY 801 EAST MICHIGAN STREET EVANSVILLE, KY 47711	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	900
TRI-STATE FOOD BANK - ILLINOIS 801 EAST MICHIGAN STREET EVANSVILLE, IN 47711	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	800
TRI-STATE FOOD BANK - INDIANA 801 EAST MICHIGAN STREET EVANSVILLE, IN 47711	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	4,375
WAKE IHN 903 METHOD ROAD RALEIGH, NC 27606	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	8,000
WAYNE COUNTY PANTRY PROGRAM 323 TENTH STREET HONESDALE, PA 18405	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	550
WEINBERG REGIONAL FOOD BANK 165 AMBER LANE PO BOX 1127 WILKESBARRE, PA 187031127	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,600
WEST ALABAMA FOOD BANK PO BOX 805 BORTHPORT, AL 35476	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	670
WEST OHIO FOOD BANK 1380 EAST KIBBY STREET LIM, OH 458021566	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	3,700
WESTMORELAND COUNTY FOOD BANK 101 DEVONSHIRE DRIVE DELMONT, PA 156261607	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	1,100
Total ► 3a				1,697,033

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>				
YOUTH-REACH HOUSTON POBOX 9631 HOUSTON, TX 77213	NONE	PUBLIC	SUPPORT GENERAL PROGRAMS	10,000
Total <div>▶</div> 3a				1,697,033

TY 2016 Accounting Fees Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	15,500	7,750		7,750

TY 2016 Investments Corporate Stock Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK INVESTMENTS	36,618,157	38,903,971

TY 2016 Other Decreases Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Description	Amount
PRIOR YEAR UNREALIZED GAIN	2,161,952

TY 2016 Other Expenses Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,265	1,632		1,633
FILING FEES	1,934	967		967
POSTAGE AND SHIPPING	211	105		106
FUNDRAISING	5,000	0		5,000
OTHER EXPENSE	96	48		48
CREDIT CARD FEES	8,718	4,359		4,359

TY 2016 Other Income Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VARIOUS INVESTMENT ACTIVITIES	217,692	210,082	217,692
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	144,300		144,300

TY 2016 Other Liabilities Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Beginning of Year - Book Value	End of Year - Book Value
CHARITY COMMITMENT	395,676	299,407

TY 2016 Other Professional Fees Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	228,693	230,174		0

TY 2016 Taxes Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2016 FEDERAL EXCISE TAX DUE	5,774	0		0
1099 - FOREIGN TAXES PAID	0	5,353		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016

Name of the organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Employer identification number

20-2516951

Part II	Noncash Property
---------	------------------

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
---	---

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

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

Additional Data

Software ID:
Software Version:
EIN: 20-2516951
Name: THE WOODFOREST CHARITABLE FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	FIRST DATA CORPORATION AKA TELECHECK SERVICES	\$ 13,519	Person <input checked="" type="checkbox"/>
	5251 WESTHEIMER		Payroll <input type="checkbox"/>
	HOUSTON, TX 77056		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>2</u>	GEORGE SOWERS	\$ 9,800	Person <input checked="" type="checkbox"/>
	25 VILLAGE HILL DR		Payroll <input type="checkbox"/>
	CONROE, TX 77304		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>3</u>	INSTITUTIONAL INSURANCE GROUP	\$ 13,560	Person <input checked="" type="checkbox"/>
	18 SHIPYARD DRIVE		Payroll <input type="checkbox"/>
	HINGHAM, MA 02043		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>4</u>	MICHAEL VICKI RICHMOND	\$ 15,800	Person <input checked="" type="checkbox"/>
	59 N ROYAL FERN		Payroll <input type="checkbox"/>
	THE WOODLANDS, TX 77380		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>5</u>	MR MRS JOE GILLEN	\$ 5,800	Person <input checked="" type="checkbox"/>
	2658 SHADY ACRES LANDING		Payroll <input type="checkbox"/>
	HOUSTON, TX 77008		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>6</u>	ROBERT KIM MARLING	\$ 63,800	Person <input checked="" type="checkbox"/>
	30 S TRANQUIL PATH		Payroll <input checked="" type="checkbox"/>
	THE WOODLANDS, TX 77380		Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	SMITH SOUTHERN EQUIPMENT	\$ 13,560	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	6113 87TH STREET		
	LUBBOCK, TX 79424		
<u>8</u>	THE J BEARD COMPANY	\$ 13,560	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	25231 GROGANS MILL RD STE 225		
	THE WOODLANDS, TX 77380		
<u>9</u>	UNITED HEALTHCARE	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1333 WEST LOOP S SUITE 1100		
	HOUSTON, TX 77027		
<u>10</u>	GRANT THORNTON	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	700 MILAM STREET		
	HOUSTON, TX 77002		
<u>11</u>	TOMMY WILLIAMS	\$ 51,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	PO BOX 591		
	NAVASOTA, TX 77868		
<u>12</u>	TRITON SYSTEMS OF DELAWARE LLC	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	21405 B STREET		
	LONG BEACH, MS 39560		

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>13</u>	ALVAREZ AND MARSAL	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	700 LOUISIANA STREET SUITE 900		
	HOUSTON, TX 77002		
<u>14</u>	OFFICE MAX	\$ 23,260	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	6355 CLARA ROAD STE 100		
	HOUSTON, TX 77041		
<u>15</u>	OMNIVEX	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	3300 HIGHWAY 7 SUITE 501		
	CONCORD, ONTARIOL4K4M3CA		
<u>16</u>	WOODFOREST NATIONAL BANK	\$ 5,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1330 LAKE ROBBINS DRIVE		
	THE WOODLANDS, TX 77380		
<u>17</u>	CURTIS 1000	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	987 AUTUMN OAK CIRCLE		
	CONCORD, CA 94521		
<u>18</u>	GREENPAGES INC	\$ 13,560	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	PO BOX 9001		
	KITTERY, ME 03904		

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>19</u>	HARLAND CLARKE	<u>\$ 13,560</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	16206 BONTURA STREET		
	CYPRESS, TX 77429		
<u>20</u>	HITACHI DATA SYSTEMS CORP	<u>\$ 6,760</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	2500 CITY WEST		
	HOUSTON, TX 77042		
<u>21</u>	MIRAND RESPONSE SYSTEMS INC	<u>\$ 23,260</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	16211 PARK TEN PLACE		
	HOUSTON, TX 77084		
<u>22</u>	PINNACLE FINANCIAL STRATEGIES	<u>\$ 23,260</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1235 NORTH LOOP WEST		
	HOUSTON, TX 77008		
<u>23</u>	RENOVATIONS UNLIMITED	<u>\$ 13,560</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	901 HWY 90A		
	RICHMOND, TX 77046		
<u>24</u>	SHI INTERNATIONAL	<u>\$ 6,760</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1301 SOUTH MO-PAC EXPRESWAY		
	AUSTIN, TX 78746		

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>25</u>	SLI	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	10200 OLD KATY RD		
	HOUSTON, TX 77043		
<u>26</u>	TELIGISTICS INC	\$ 23,260	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	550 CLUB DRIVE		
	MONTGOMERY, TX 77316		
<u>27</u>	US BANK	\$ 13,560	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	461 FIFTH AVENUE		
	NEW YORK, NY 10017		
<u>28</u>	XEROXACS	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	2312 W EAGLE FEATHER RD		
	PHOENIX, AZ 85085		
<u>29</u>	FIDELITY INFORMATION SERVICES LLC	\$ 23,260	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	5917A DOLORES ST		
	HOUSTON, TX 77057		
<u>30</u>	MERCHANT CHOICE PAYMENT SOLUTIONS	\$ 60,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	25231 GROGANS MILL RD		
	THE WOODLANDS, TX 77380		

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	JP MORGAN	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	420 THROCKMORTON		
	FTWORTH, TX 76102		
32	KRONOS	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	600 EAST LAS COLINAS BLVD		
	IRVING, TX 75039		
33	DISCOVER FINANCIAL SERVICES	\$ 23,260	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1301 MCKINNEY		
	HOUSTON, TX 77010		
34	RIDENOUR HIENTON & LEWIS PLLC	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	12807 JONES RD		
	HOUSTON, TX 77070		
35	PERFORMANCE TRUST	\$ 6,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	5615 KIRBY DRIVE 630		
	HOUSTON, TX 77005		
36	DAN SPENCE	\$ 13,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	88 W GRAND REGENCY CIRCLE		
	THE WOODLANDS, TX 77382		

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>37</u>	DAVE ROBERTS	<u>\$ 13,050</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	1836 SPIRIT OF TEXAS WAY		
	CONROE, TX 77301		