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2016

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Form 990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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

Name of foundation  
THE WHALLEY FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code  
HOUSTON, TX 77024

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 14,036,892

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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

A Employer identification number

26-2291525

B Telephone number (see instructions)

(832) 594-6499

C If exemption application is pending, check here

☐

D 1. Foreign organizations, check here

☐

2. Foreign organizations meeting the 85% test, check here and attach computation

☐

E If private foundation status was terminated under section 507(b)(1)(A), check here

☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

☐

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) )

Revenue

Operating and Administrative Expenses

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

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

3 Interest on savings and temporary cash investments . . . . .

4 Dividends and interest from securities . . . . .

5a Gross rents . . . . .

b Net rental income or (loss) \_\_\_\_\_

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

b Gross sales price for all assets on line 6a \_\_\_\_\_ 102,147

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

8 Net short-term capital gain . . . . .

9 Income modifications . . . . .

10a Gross sales less returns and allowances \_\_\_\_\_

b Less Cost of goods sold . . . . .

c Gross profit or (loss) (attach schedule) . . . . .

11 Other income (attach schedule) . . . . .

12 **Total.** Add lines 1 through 11 . . . . .

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages . . . . .

15 Pension plans, employee benefits . . . . .

16a Legal fees (attach schedule) . . . . .

b Accounting fees (attach schedule) . . . . .

c Other professional fees (attach schedule) . . . . .

17 Interest . . . . .

18 Taxes (attach schedule) (see instructions) . . . . .

19 Depreciation (attach schedule) and depletion . . . . .

20 Occupancy . . . . .

21 Travel, conferences, and meetings . . . . .

22 Printing and publications . . . . .

23 Other expenses (attach schedule) . . . . .

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

25 Contributions, gifts, grants paid . . . . .

26 **Total expenses and disbursements.** Add lines 24 and 25

27 Subtract line 26 from line 12

a **Excess of revenue over expenses and disbursements**

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

533,032

533,032

60,266

60,266

1

1

593,299

593,299

8,050

150

68

13,087

233

157

21,588

5,315

2,782,000

2,803,588

5,315

587,984

0

2,782,000

2,782,000

-2,210,289

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

| 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<br>(a) Book Value                                                                                               | End of year<br>(b) Book Value (c) Fair Market Value |            |           |
| Assets                      | 1                                                                                                                                            | Cash—non-interest-bearing . . . . .                                                                                               |                                                     |            |           |
|                             | 2                                                                                                                                            | Savings and temporary cash investments . . . . .                                                                                  | 7,800,023                                           | 5,776,826  | 5,776,826 |
|                             | 3                                                                                                                                            | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                                                     |            |           |
|                             | 4                                                                                                                                            | Pledges receivable ▶ _____<br>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) ▶ _____<br>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) . . . . .                                                                           | 3,637,565                                           | 3,595,684  | 4,810,723 |
|                             | c                                                                                                                                            | Investments—corporate bonds (attach schedule) . . . . .                                                                           | 148,655                                             | 148,655    | 164,736   |
|                             | 11                                                                                                                                           | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                                                     |            |           |
|                             | 12                                                                                                                                           | Investments—mortgage loans . . . . .                                                                                              |                                                     |            |           |
|                             | 13                                                                                                                                           | Investments—other (attach schedule) . . . . .                                                                                     | 3,447,860                                           | 3,303,346  | 3,276,424 |
|                             | 14                                                                                                                                           | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                                                     |            |           |
| 15                          | Other assets (describe ▶ _____)                                                                                                              | 8,880                                                                                                                             | 8,183                                               | 8,183      |           |
| 16                          | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                                            | 15,042,983                                                                                                                        | 12,832,694                                          | 14,036,892 |           |
| 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                                                                                                                                           | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                      |                                                     | 0          |           |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                                   |                                                     |            |           |
|                             | 24                                                                                                                                           | Unrestricted . . . . .                                                                                                            |                                                     |            |           |
|                             | 25                                                                                                                                           | Temporarily restricted . . . . .                                                                                                  |                                                     |            |           |
|                             | 26                                                                                                                                           | Permanently restricted . . . . .                                                                                                  |                                                     |            |           |
|                             | <b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/><br><b>and complete lines 27 through 31.</b>   |                                                                                                                                   |                                                     |            |           |
|                             | 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                                                                  | 15,042,983                                          | 12,832,694 |           |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                        | 15,042,983                                                                                                                        | 12,832,694                                          |            |           |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) .                                                                   | 15,042,983                                                                                                                        | 12,832,694                                          |            |           |

| 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 | 15,042,983 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                             | 2 | -2,210,289 |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                 | 3 |            |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                          | 4 | 12,832,694 |
| 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 | 12,832,694 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a)<br>List and describe the kind(s) of property sold (e.g., real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo, day, yr) | (d)<br>Date sold<br>(mo, day, yr) |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|---------------------------------------|-----------------------------------|
| <b>1 a</b> 4,000 SHS COLUMBIA PIPELINE GROUP INC                                                                                        | P                                               | 2010-07-22                            | 2016-07-01                        |
| <b>b</b> ENERGY TRANSFER PARTNERS                                                                                                       | P                                               | 2010-01-01                            | 2016-12-31                        |
| <b>c</b> SUNOCO, LP                                                                                                                     | P                                               | 2010-01-01                            | 2016-12-31                        |
| <b>d</b>                                                                                                                                |                                                 |                                       |                                   |
| <b>e</b>                                                                                                                                |                                                 |                                       |                                   |

  

| (e)<br>Gross sales price | (f)<br>Depreciation allowed<br>(or allowable) | (g)<br>Cost or other basis<br>plus expense of sale | (h)<br>Gain or (loss)<br>(e) plus (f) minus (g) |
|--------------------------|-----------------------------------------------|----------------------------------------------------|-------------------------------------------------|
| <b>a</b> 102,000         |                                               | 41,881                                             | 60,119                                          |
| <b>b</b> 145             |                                               |                                                    | 145                                             |
| <b>c</b> 2               |                                               |                                                    | 2                                               |
| <b>d</b>                 |                                               |                                                    |                                                 |
| <b>e</b>                 |                                               |                                                    |                                                 |

  

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                         |                                                  | (i)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i)<br>F M V as of 12/31/69                                                                 | (j)<br>Adjusted basis<br>as of 12/31/69 | (k)<br>Excess of col (i)<br>over col (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                         |                                                  | 60,119                                                                                          |
| <b>b</b>                                                                                    |                                         |                                                  | 145                                                                                             |
| <b>c</b>                                                                                    |                                         |                                                  | 2                                                                                               |
| <b>d</b>                                                                                    |                                         |                                                  |                                                                                                 |
| <b>e</b>                                                                                    |                                         |                                                  |                                                                                                 |

  

|                                                                                                                                                                                                         |                                                                                     |          |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|--------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                                  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b> | 60,266 |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 |                                                                                     | <b>3</b> |        |

**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)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2015                                                                 | 1,762,350                                | 11,762,226                                   | 0.14983                                                   |
| 2014                                                                 | 943,900                                  | 5,966,801                                    | 0.15819                                                   |
| 2013                                                                 | 1,191,200                                | 6,091,511                                    | 0.19555                                                   |
| 2012                                                                 | 1,888,000                                | 6,447,258                                    | 0.29284                                                   |
| 2011                                                                 | 1,132,000                                | 5,793,853                                    | 0.19538                                                   |

  

|                                                                                                                                                                                        |          |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                   | <b>2</b> | 0.991791   |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years | <b>3</b> | 0.198358   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5                                                                                                  | <b>4</b> | 14,390,382 |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                     | <b>5</b> | 2,854,447  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                    | <b>6</b> | 5,880      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                             | <b>7</b> | 2,860,327  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                          | <b>8</b> | 2,782,000  |

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)**

|           |                                                                                                                                                                                                                                   |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |           |        |
| <b>b</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 . . . . .                                                                         | <b>1</b>  | 11,760 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                            |           |        |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>2</b>  |        |
| <b>3</b>  | Add lines 1 and 2. . . . .                                                                                                                                                                                                        | <b>3</b>  | 11,760 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       | <b>4</b>  |        |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                          | <b>5</b>  | 11,760 |
| <b>6</b>  | Credits/Payments                                                                                                                                                                                                                  |           |        |
| <b>a</b>  | 2016 estimated tax payments and 2015 overpayment credited to 2016                                                                                                                                                                 | <b>6a</b> | 8,183  |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                                                                                     | <b>6b</b> |        |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                     | <b>6c</b> |        |
| <b>d</b>  | Backup withholding erroneously withheld . . . . .                                                                                                                                                                                 | <b>6d</b> |        |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                                                                                                      | <b>7</b>  | 8,183  |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                          | <b>8</b>  |        |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶                                                                                                                           | <b>9</b>  | 3,577  |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ▶                                                                                                               | <b>10</b> |        |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ <b>Refunded</b> ▶                                                                                                                                       | <b>11</b> |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                  | Yes       | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>1a</b> 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? . . . . .                                                                                                                                                                         | <b>1a</b> | No  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .<br><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> | <b>1b</b> | No  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                   | <b>1c</b> | No  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____                                                                                                                                                                             |           |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____                                                                                                                                                                                                         |           |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities</i>                                                                                                                                                                           | <b>2</b>  | No  |
| <b>3</b> 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> . . . . .                                                                                                             | <b>3</b>  | No  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                  | <b>4a</b> | Yes |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                       | <b>4b</b> | Yes |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T</i>                                                                                                                                                                     | <b>5</b>  | No  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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? . . . . .             | <b>6</b>  | Yes |
| <b>7</b> 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> . . . . .                                                                                                                                                                                                       | <b>7</b>  | Yes |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions)<br>▶ _____                                                                                                                                                                                                                                          |           |     |
| <b>b</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> .                                                                                                                                    | <b>8b</b> | Yes |
| <b>9</b> 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)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                | <b>9</b>  | No  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .                                                                                                                                                                                                    | <b>10</b> | No  |

**Part VII-A Statements Regarding Activities** (continued)

|           |                                                                                                                                                                                                    |           |            |           |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| <b>11</b> | 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). . . . .   | <b>11</b> |            | <b>No</b> |
| <b>12</b> | 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) . . . . . | <b>12</b> |            | <b>No</b> |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>                                                   | <b>13</b> | <b>Yes</b> |           |
| <b>14</b> | The books are in care of ► <u>MARY WHALLEY</u> Telephone no ► <u>(832) 594-6499</u>                                                                                                                |           |            |           |

Located at ► 5 CARSEY LANE HOUSTON TX ZIP+4 ► 77024

|           |                                                                                                                                                                                           |                          |            |           |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------|-----------|
| <b>15</b> | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .                                                                       | <input type="checkbox"/> |            |           |
|           | and enter the amount of tax-exempt interest received or accrued during the year . . . . .                                                                                                 | ► <b>15</b>              |            |           |
| <b>16</b> | 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? | <b>16</b>                | <b>Yes</b> | <b>No</b> |
|           | 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 ►       |                          |            |           |

**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.**

|           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |           |                                                                     |           |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------|-----------|
| <b>1a</b> | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                       |           | <b>Yes</b>                                                          | <b>No</b> |
|           | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |           |                                                                     |           |
|           | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                       |           |                                                                     |           |
|           | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |           |                                                                     |           |
|           | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                 |           |                                                                     |           |
|           | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                        |           |                                                                     |           |
|           | (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>  | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . .                                                                                                                                                                                                                                                                    | <b>1b</b> |                                                                     | <b>No</b> |
|           | Organizations relying on a current notice regarding disaster assistance check here. . . . .                                                                                                                                                                                                                                                                                                                                                                                                              |           |                                                                     |           |
| <b>c</b>  | 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? . . . . .                                                                                                                                                                                                                                                                                                        | <b>1c</b> |                                                                     | <b>No</b> |
| <b>2</b>  | 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))                                                                                                                                                                                                                                                                                                                            |           |                                                                     |           |
| <b>a</b>  | 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>b</b>  | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .                                                                                                                                                                           | <b>2b</b> |                                                                     | <b>No</b> |
| <b>c</b>  | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                  |           |                                                                     |           |
| <b>3a</b> | 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>b</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) . . . . . | <b>3b</b> |                                                                     | <b>No</b> |
| <b>4a</b> | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                          | <b>4a</b> |                                                                     | <b>No</b> |
| <b>b</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?                                                                                                                                                                                                                                                                        | <b>4b</b> |                                                                     | <b>No</b> |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |    |    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|
| <b>5a</b> During the year did the foundation pay or incur any amount to<br><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br>Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>c</b> 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? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br>If "Yes," attach the statement required by Regulations section 53.4945–5(d) | 5b | No |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br>If "Yes" to 6b, file Form 8870                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 6b | No |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 7b | 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                                                                                                                                             | Title, and average hours per week<br>(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 |
| LAWRENCE G WHALLEY<br>5 CARSEY LANE<br>HOUSTON, TX 77024                                                                                                         | President<br>0 00                                            | 0                                         |                                                                       |                                       |
| MARY WHALLEY<br>5 CARSEY LANE<br>HOUSTON, TX 77024                                                                                                               | Vice Pres<br>0 00                                            | 0                                         |                                                                       |                                       |
| ELIZABETH M TAYLOR<br>9415 BRAEWICK DRIVE<br>HOUSTON, TX 77096                                                                                                   | Vice Pres<br>0 00                                            | 0                                         |                                                                       |                                       |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."                                     |                                                              |                                           |                                                                       |                                       |
| (a) Name and address of each employee paid more than \$50,000                                                                                                    | Title, and average hours per week<br>(b) devoted to position | (c) Compensation                          | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| NONE                                                                                                                                                             |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
|                                                                                                                                                                  |                                                              |                                           |                                                                       |                                       |
| <b>Total</b> number of other employees paid over \$50,000. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> |                                                              |                                           |                                                                       |                                       |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

| (a) Name and address of each person paid more than \$50,000                         | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                                |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
|                                                                                     |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . . ▶ |                     |                  |

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

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

**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 |
|------------------------------------------------------------------------------------------------------------------|--------|
| <b>1</b>                                                                                                         |        |
| <b>2</b>                                                                                                         |        |
| All other program-related investments. See instructions.                                                         |        |
| <b>3</b>                                                                                                         |        |
| Total. Add lines 1 through 3 . . . . . ▶                                                                         |        |

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

|          |                                                                                                              |           |            |
|----------|--------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes   |           |            |
| <b>a</b> | Average monthly fair market value of securities.                                                             | <b>1a</b> | 8,426,959  |
| <b>b</b> | Average of monthly cash balances.                                                                            | <b>1b</b> | 6,174,122  |
| <b>c</b> | Fair market value of all other assets (see instructions).                                                    | <b>1c</b> | 8,444      |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c).                                                                       | <b>1d</b> | 14,609,525 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).   | <b>1e</b> | 0          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets.                                                        | <b>2</b>  |            |
| <b>3</b> | Subtract line 2 from line 1d.                                                                                | <b>3</b>  | 14,609,525 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).   | <b>4</b>  | 219,143    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4. | <b>5</b>  | 14,390,382 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5.                                                        | <b>6</b>  | 719,519    |

**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.)

|           |                                                                                                            |           |         |
|-----------|------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6.                                                             | <b>1</b>  | 719,519 |
| <b>2a</b> | Tax on investment income for 2016 from Part VI, line 5.                                                    | <b>2a</b> | 11,760  |
| <b>b</b>  | Income tax for 2016 (This does not include the tax from Part VI).                                          | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b.                                                                                       | <b>2c</b> | 11,760  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1.                                     | <b>3</b>  | 707,759 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions.                                                 | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4.                                                                                         | <b>5</b>  | 707,759 |
| <b>6</b>  | Deduction from distributable amount (see instructions).                                                    | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 707,759 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                       |           |           |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                             |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.                                                                          | <b>1a</b> | 2,782,000 |
| <b>b</b> | Program-related investments—total from Part IX-B.                                                                                                     | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.                                            | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                   |           |           |
| <b>a</b> | Suitability test (prior IRS approval required).                                                                                                       | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule).                                                                                                | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.                                    | <b>4</b>  | 2,782,000 |
| <b>5</b> | 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). | <b>5</b>  |           |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.                                                                                | <b>6</b>  | 2,782,000 |

**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)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2016 from Part XI, line 7                                                                                                                                |               |                            |             | 707,759     |
| <b>2</b> Undistributed income, if any, as of the end of 2016                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2015 only. . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2016                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2011. . . . .                                                                                                                                                                | 853,597       |                            |             |             |
| <b>b</b> From 2012. . . . .                                                                                                                                                                | 1,574,846     |                            |             |             |
| <b>c</b> From 2013. . . . .                                                                                                                                                                | 896,095       |                            |             |             |
| <b>d</b> From 2014. . . . .                                                                                                                                                                | 654,415       |                            |             |             |
| <b>e</b> From 2015. . . . .                                                                                                                                                                | 1,182,386     |                            |             |             |
| <b>f</b> <b>Total</b> of lines 3a through e. . . . .                                                                                                                                       | 5,161,339     |                            |             |             |
| <b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,782,000</u>                                                                                                     |               |                            |             |             |
| <b>a</b> Applied to 2015, but not more than line 2a                                                                                                                                        |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| <b>d</b> Applied to 2016 distributable amount. . . . .                                                                                                                                     |               |                            |             | 707,759     |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                                        | 2,074,241     |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2016<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                              |               |                            |             |             |
| <b>6</b> <b>Enter the net total of each column as indicated below:</b>                                                                                                                     |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 7,235,580     |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| <b>c</b> 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. . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| <b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            |             |             |
| <b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .                                                               |               |                            |             | 0           |
| <b>7</b> 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). . . . .       |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .                                                                              | 853,597       |                            |             |             |
| <b>9</b> <b>Excess distributions carryover to 2017.</b><br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                   | 6,381,983     |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2012. . . . .                                                                                                                                                         | 1,574,846     |                            |             |             |
| <b>b</b> Excess from 2013. . . . .                                                                                                                                                         | 896,095       |                            |             |             |
| <b>c</b> Excess from 2014. . . . .                                                                                                                                                         | 654,415       |                            |             |             |
| <b>d</b> Excess from 2015. . . . .                                                                                                                                                         | 1,182,386     |                            |             |             |
| <b>e</b> Excess from 2016. . . . .                                                                                                                                                         | 2,074,241     |                            |             |             |

**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)

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

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

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                               |                                                                                                                    |                                      |                                     |           |
| <b>a</b> <i>Paid during the year</i><br>See Additional Data Table |                                                                                                                    |                                      |                                     |           |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3a</b>                           | 2,782,000 |
| <b>b</b> <i>Approved for future payment</i>                       |                                                                                                                    |                                      |                                     |           |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3b</b>                           |           |

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

| Line No. | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Form **990-PF** (2016)

## Part XVII

- 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 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |

**Sign  
Here**

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.

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

**Paid  
Preparer  
Use Only**

|                                                                        |                      |      |                                                 |                         |
|------------------------------------------------------------------------|----------------------|------|-------------------------------------------------|-------------------------|
| Print/Type preparer's name<br><br>MICHAEL W OSGOOD                     | Preparer's Signature | Date | Check if self-employed <input type="checkbox"/> | PTIN<br><br>P01065556   |
| Firm's name ► Osgood & Associates PC                                   |                      |      |                                                 | Firm's EIN ►            |
| Firm's address ► 12 Greenway Plaza Suite 1100<br><br>Houston, TX 77046 |                      |      |                                                 | Phone no (713) 425-4949 |

**Form 990PF Part XV Line 1a - 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).**

|                    |
|--------------------|
| LAWRENCE G WHALLEY |
| MARY WHALLEY       |

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 BRIARWOOD SCHOOL<br>12207 WHITTINGTON DRIVE<br>HOUSTON, TX 77077               | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 40,000    |
| ST CECILIA CATHOLIC CHURCH<br>11720 JOAN OF ARC<br>HOUSTON, TX 77024               | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 212,000   |
| THE KINKAID SCHOOL<br>201 KINKAID SCHOOL DRIVE<br>HOUSTON, TX 77024                | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 1,000     |
| ARCHDIOCESE OF GALVESTON-HOUSTON<br>1700 SAN JACINTO STREET<br>HOUSTON, TX 77001   | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 15,000    |
| AUTISM RESCUE ANGELS<br>22106 CLARADON POINT LANE<br>KATY, TX 77450                | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 20,000    |
| TEXAS CHILDREN'S HOSPITAL<br>PO BOX 300630<br>HOUSTON, TX 77230                    | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 125,000   |
| THE JUNIOR LEAGUE OF HOUSTON INC<br>1811 BRIAR OAKS LANE<br>HOUSTON, TX 77027      | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| ST JUDE CHILDREN'S HOSPITAL<br>262 DANNY THOMAS PLACE<br>MEMPHIS, TN 38105         | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 50,000    |
| CASA DE ESPERANZA PO BOX 66581<br>HOUSTON, TX 77266                                | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| ASSOCIATION OF GRADUATES USMA<br>698 MILLS ROAD<br>WEST POINT, NY 10996            | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 250,000   |
| CYSTIC FIBROSIS FOUNDATION<br>50 BRIAR HOLLOW LN STE 250 EAST<br>HOUSTON, TX 77027 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 20,500    |
| DARTMOUTH COLLEGE<br>6066 DEVELOPMENT OFFICE<br>HANOVER, NH 03755                  | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 30,000    |
| MARCH OF DIMES<br>3000 WESLAYAN STE 100<br>HOUSTON, TX 77027                       | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 25,000    |
| STAR OF HOPE 6897 ARDMORE<br>HOUSTON, TX 77054                                     | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 50,000    |
| HOUSTON HOSPICE<br>1905 HOLCOMBE BLVD<br>HOUSTON, TX 77030                         | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| Total . . . . . ►<br>3a                                                            |                                                                                                           |                                |                                  | 2,782,000 |

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                                                                 |                                                                                                           |                                |                                  |           |
| KIDS ACROSS AMERICA<br>2036 TIMBERLAKE ROAD<br>BRANSON, MO 65616                       | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| THE BROOKWOOD COMMUNITY<br>1752 FM 1489<br>BROOKSHIRE, TX 77423                        | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 20,000    |
| KIDS MEALS 330 GARDEN OAKS BLVD<br>HOUSTON, TX 77018                                   | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| ASCENSION EPISCOPAL CHURCH<br>2525 SEAGLER ROAD<br>HOUSTON, TX 77042                   | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 500       |
| MEMORIAL HERMANN FOUNDATION<br>929 GESSNER STE 2650<br>HOUSTON, TX 77024               | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| SOCIETY FOR THE PERFORMING ARTS<br>615 LOUISIANA ST STE 100<br>HOUSTON, TX 77002       | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| TELLURIDE ADAPTIVE SPORTS PROGRAM<br>PO BOX 2254<br>TELLURIDE, CO 81435                | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| CLAYTON DABNEY FOR KIDS WITH CANCER<br>11 GREENWAY PLAZA STE 3175<br>HOUSTON, TX 77046 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 2,500     |
| WEST POINT FUND 698 MILLS ROAD<br>WEST POINT, NY 10996                                 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 2,000     |
| COVENANT HOUSE 1111 LOVETT BLVD<br>HOUSTON, TX 77006                                   | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 20,000    |
| CAMP JOHN MARC<br>2929 cARLISLE STREET STE 355<br>DALLAS, TX 75204                     | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| AMERICAN RED CROSS<br>2700 SOUTHWEST FREEWAY<br>HOUSTON, TX 77098                      | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 150,000   |
| CANCER CRACKDOWN<br>1754 WOODRUFF RD 127<br>GREENVILLE, SC 29607                       | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 500       |
| NAVY SEAL WARRIOR FUND<br>PO BOX 5965<br>VIRGINIA BEACH, VA 23471                      | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| SEARCH 2505 Fannin<br>Houston, TX 77002                                                | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 140,000   |
| Total . . . . . ►<br>3a                                                                |                                                                                                           |                                |                                  | 2,782,000 |

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                                                           |                                                                                                           |                                |                                  |           |
| SPRING SPIRIT BASEBALL<br>5120 WOODWAY SUITE 6002<br>HOUSTON, TX 77056           | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 20,000    |
| WILLIAMS SCHOOL<br>6201 BONHOMME SUITE 168N<br>HOUSTON, TX 77036                 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| ZHANJIANG KIDS ORGANIZATION<br>20355 CARROLL ROAD<br>ROCKBRIDGE, OH 43149        | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 15,000    |
| ST JOHN XXIII COLLEGE PREPARATORY<br>1800 WEST GRAND PARKWAY N<br>KATY, TX 77449 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| TEACH 2900 WESLAYAN STE 375<br>HOUSTON, TX 77227                                 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 10,000    |
| CAMP FOR ALL<br>10500 NW FREEWAY STE 220<br>HOUSTON, TX 77092                    | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| KEEP HOUSTON BEAUTIFUL<br>3000 RICHMOND AVE STE 350<br>HOUSTON, TX 77098         | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| CHILD ADVOCATE<br>2401 PORTSMOUTH STE 210<br>HOUSTON, TX 77098                   | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| HOUSTON FOOD BANK<br>535 PORTWALL STREET<br>HOUSTON, TX 77029                    | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 50,000    |
| LYNN UNIVERSITY<br>3601 N MILITARY TRAIL<br>BOCA RATON, FL 33431                 | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 50,000    |
| LELAND STANFORD JUNIOR UNIVERSITY<br>450 SERRA MALL<br>STANFORD, CA 94305        | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 200,000   |
| MD ANDERSON CANCER CENTER<br>6655 TRAVIS ST 650<br>HOUSTON, TX 77030             | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 50,000    |
| LATIN WOMEN'S INITIATIVE<br>4306 YOAKUM BLVD STE 320<br>HOUSTON, TX 77006        | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 5,000     |
| BEARESOURCES FOR CPS KIDS<br>2223 WEST LOOP SOUTH<br>HOUSTON, TX 77027           | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 15,000    |
| GOOD STEWARD GLOBAL INITIATIVE<br>535 PORTWALL ST<br>HOUSTON, TX 77029           | NONE                                                                                                      | PC                             | FUND PROGRAMS                    | 12,000    |
| Total . . . . . ►<br>3a                                                          |                                                                                                           |                                |                                  | 2,782,000 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                                                                        |                                                                                                                    |                                      |                                     |           |
| <b>a</b> <i>Paid during the year</i>                                                                       |                                                                                                                    |                                      |                                     |           |
| CRISTO REY JESUIT<br>6700 MOUNT CARMEL ST<br>HOUSTON, TX 77087                                             | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 1,020,000 |
| CHILDREN'S MUSEUM OF HOUSTON<br>1500 BINZ ST<br>HOUSTON, TX 77004                                          | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 1,000     |
| DRESS FOR SUCCESS<br>3310 EASTSIDE STREET<br>HOUSTON, TX 77098                                             | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 5,000     |
| EASTER SEALS 4500 BISSONNET ST<br>BELLAIRE, TX 77401                                                       | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 25,000    |
| MEMORIAL ASSISTANCE MINISTRIES<br>1625 BLALOCK RD<br>HOUSTON, TX 77080                                     | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 10,000    |
| ST PATRICK'S CHURCH PO BOX 398<br>TELLURIDE, CO 81435                                                      | NONE                                                                                                               | PC                                   | FUND PROGRAMS                       | 10,000    |
| <b>Total</b> . . . . .  |                                                                                                                    |                                      |                                     | 2,782,000 |
| <b>3a</b>                                                                                                  |                                                                                                                    |                                      |                                     |           |

**TY 2016 Accounting Fees Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0

| Category             | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|----------------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PREPARATION FEES | 8,050  | 0                        | 0                      | 0                                           |

**TY 2016 Investments Corporate Bonds Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0

| <b>Name of Bond</b>                     | <b>End of Year Book Value</b> | <b>End of Year Fair Market Value</b> |
|-----------------------------------------|-------------------------------|--------------------------------------|
| INGERSOLL-RAND GLOBAL 6.75% DUE 8/15/18 | 97,093                        | 108,028                              |
| JEFFERIES GROUP INC NTS 8.5%            | 51,562                        | 56,708                               |

# **TY 2016 Investments Corporate Stock Schedule**

**Name:** THE WHALLEY FOUNDATION

**EIN:** 26-2291525

**Software ID:** 16000303

**Software Version:** 2016v3.0

| Name of Stock                 | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| BRISTOL MYERS SQUIBB CO       | 263,951                | 584,400                       |
| DUKE ENERGY HOLDING CORP NEW  | 208,882                | 310,480                       |
| ENERPLUS RESOURCES FD TR UNIT | 56,762                 | 23,700                        |
| SOUTHERN CO                   | 172,111                | 245,950                       |
| TOTAL S.A. FRANCE SPON ADR    | 123,307                | 127,425                       |
| VERIZON COMMUNICATIONS INC    | 271,349                | 357,646                       |
| ASTRAZENECA PLC SPON ADR      | 131,156                | 136,600                       |
| ROYAL DUTCH SHELL PLC CL A    | 265,317                | 271,900                       |
| NISOURCE, INC.                | 23,453                 | 88,560                        |
| PFIZER, INC.                  | 72,774                 | 162,400                       |
| PINNACLE WEST CAP CORP        | 193,601                | 390,150                       |
| SPECTRA ENERGY CORP           | 108,985                | 205,450                       |
| BANK OF AMERICA               | 143,874                | 221,000                       |
| AT&T INC                      | 255,641                | 318,975                       |
| BHP BILLITON LTD SPON ADR     | 205,051                | 157,432                       |
| COLUMBIA PIPELINE GROUP INC   |                        |                               |
| DOW CHEMICAL                  | 203,007                | 257,490                       |
| KINDER MORGAN INC             | 255,453                | 126,331                       |
| KRAFT HEINZ CO                | 204,904                | 270,692                       |
| LOCKHEED MARTIN CORP          | 215,738                | 274,934                       |
| PAYCHEX INC                   | 204,528                | 261,784                       |
| SOUTH32 LTD SPON ADR          | 15,840                 | 17,424                        |

**TY 2016 Investments - Other Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0

| Category/ Item                           | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|------------------------------------------|-----------------------|------------|-------------------------------|
| TALF PARTNERS I, L.P.                    | AT COST               | 167,827    | 227,764                       |
| BLACKROCK CAP & INCOME                   | AT COST               | 227,445    | 251,359                       |
| BLACKROCK ENHANCED EQUITY DIVIDTRUST     | AT COST               | 119,068    | 135,877                       |
| BLACKROCK RESOURCES & COMMODITIES STRGY  | AT COST               | 68,639     | 48,354                        |
| ENTERPRISE PRODUCTS PARTNER LP           | AT COST               | 230,534    | 200,096                       |
| BANK OF AMER CORP 6.5% PREFERRED CLBL    | AT COST               | 256,005    | 255,200                       |
| CUSTOMERS BANCORP INC 7% PREFERRED CLBL  | AT COST               | 202,805    | 208,320                       |
| JPMORGAN CHASE & CO 6.125% PREFERRED CLB | AT COST               | 250,605    | 253,500                       |
| SOUTHERN COMPANY 6.25% JR SB 2015A       | AT COST               | 250,000    | 261,000                       |
| WELLS FARGO & CO 6% PREFERRED CLBL       | AT COST               | 200,000    | 200,560                       |
| EATON VANCE TAX ADVANTAGED GLOBAL DV INC | AT COST               | 177,410    | 140,700                       |
| DEUTSCHE BANK AG LONDON NTS B/E          | AT COST               | 249,320    | 249,458                       |
| ENERGY TRANSFER PARTNERS LP              | AT COST               | 203,688    | 200,536                       |
| CAPITAL ONE FINCL CORP 6%                | AT COST               | 200,000    | 199,200                       |
| PUBLIC STORAGE 5.4% PREFERRED CLBL       | AT COST               | 250,000    | 226,300                       |
| THE SOUTHERN COMPANY 5.25%               | AT COST               | 250,000    | 218,200                       |

**TY 2016 Other Assets Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0**Other Assets Schedule**

| Description                | Beginning of Year -<br>Book Value | End of Year - Book<br>Value | End of Year - Fair<br>Market Value |
|----------------------------|-----------------------------------|-----------------------------|------------------------------------|
| FEDERAL INCOME TAX DEPOSIT | 8,880                             | 8,183                       | 8,183                              |

**TY 2016 Other Expenses Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

| Description          | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|----------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| ADR FEES             | 157                                  | 157                      |                        |                                             |
| BANK SERVICE CHARGES | 76                                   |                          |                        |                                             |

**TY 2016 Other Income Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

| Description     | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|-----------------|-----------------------------------|--------------------------|---------------------|
| ROYALTIES - ETP | 1                                 | 1                        |                     |

**TY 2016 Other Professional Fees Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0

| Category                | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|-------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT ACCOUNT FEES | 150    | 150                      | 0                      | 0                                           |

**TY 2016 Taxes Schedule****Name:** THE WHALLEY FOUNDATION**EIN:** 26-2291525**Software ID:** 16000303**Software Version:** 2016v3.0

| Category             | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|----------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FEDERAL INCOME TAXES | 8,147  |                          |                        |                                             |
| FOREIGN TAXES        | 4,940  | 4,940                    |                        |                                             |