

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2016

Open to Public Inspection

▶ 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.

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

Name of foundation The Frill Foundation		A Employer identification number 31-1505628
Number and street (or P.O. box number if mail is not delivered to street address) 5120 Woodway Drive 6000	Room/suite	B Telephone number (see instructions) (713) 333-2200
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77056		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,351,097	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,363	6,363		
	4 Dividends and interest from securities	89,877	89,877		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,955			
	b Gross sales price for all assets on line 6a 137,440				
	7 Capital gain net income (from Part IV, line 2)		15,955		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	49,318	84,385	0		
12 Total. Add lines 1 through 11	161,513	196,580	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,500	750	0	750
	c Other professional fees (attach schedule)	37,265	18,632	0	18,633
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,067	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,092	7,046	0	7,046
	24 Total operating and administrative expenses. Add lines 13 through 23	53,924	26,428	0	26,429
	25 Contributions, gifts, grants paid	220,000			220,000
26 Total expenses and disbursements. Add lines 24 and 25	273,924	26,428	0	246,429	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-112,411				
b Net investment income (if negative, enter -0-)		170,152			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	20,884	13,225	13,225
	2 Savings and temporary cash investments	291,503	101,979	101,979
	3 Accounts receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____	0	0	0
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____		0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____ 0			
	Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	60,262	50,932	44,307
	b Investments—corporate stock (attach schedule)	1,827,189	1,986,318	4,336,871
	c Investments—corporate bonds (attach schedule)	39,263	23,558	29,065
	11 Investments—land, buildings, and equipment basis ▶ _____ 0			
Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1,155,208	1,105,886	825,650	
14 Land, buildings, and equipment basis ▶ _____ 0				
Less accumulated depreciation (attach schedule) ▶ 0	0		0	
15 Other assets (describe ▶ _____)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,394,309	3,281,898	5,351,097	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable.			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule).	0	0	
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,394,309	3,281,898	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	3,394,309	3,281,898		
31 Total liabilities and net assets/fund balances (see instructions) .	3,394,309	3,281,898		

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	3,394,309
2 Enter amount from Part I, line 27a		2	-112,411
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	3,281,898
5 Decreases not included in line 2 (itemize) ▶ _____		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	3,281,898

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 137,440		121,485	15,955
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a		0	15,955
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	15,955
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part Yes No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	308,016	5,392,944	0.057115
2014	330,150	5,782,271	0.057097
2013	285,703	5,243,845	0.054483
2012	250,386	4,610,990	0.054302
2011	254,193	4,485,623	0.056668

2 Total of line 1, column (d)	2	0.279665
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055933
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,040,659
5 Multiply line 4 by line 3	5	281,939
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,702
7 Add lines 5 and 6	7	283,641
8 Enter qualifying distributions from Part XII, line 4	8	246,429

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)

Table with 11 rows for excise tax calculation. Includes sub-tables for 6a-6d (Credits/Payments) and 7-11 (Total credits and tax due). Values include 3,403 and 2,000.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' boxes. Questions cover political activities, tax returns, and asset reporting.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 5120 Woodway Drive Suite 6000 Houston TX ZIP+4 77056

Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK R LUMMIS II 5120 Woodway Drive Houston, TX 77056	PRESIDENT/TREASURER 0 000	0	0	0
PALMER BRADLEY LUMMIS 5120 Woodway Drive Houston, TX 77056	VP/ASST SECRETARY 0 000	0	0	0
RANSOM C LUMMIS 5120 Woodway Drive Houston, TX 77056	VP/SECRETARY 0 000	0	0	0
WILLIAM R LUMMIS JR 5120 Woodway Drive Houston, TX 77056	VP/ASST SECRETARY 0 000	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000. Yes No 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,082,983
b	Average of monthly cash balances.	1b	34,437
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,117,420
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,117,420
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,761
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,040,659
6	Minimum investment return. Enter 5% of line 5.	6	252,033

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

1	Minimum investment return from Part X, line 6.	1	252,033
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,403
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,403
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	248,630
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	248,630
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	248,630

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	246,429
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	246,429
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	246,429

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				248,630
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	34,636			
b From 2012.	27,386			
c From 2013.	30,015			
d From 2014.	46,060			
e From 2015.	42,103			
f Total of lines 3a through e.	180,200			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>246,429</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				246,429
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	2,201			2,201
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	177,999			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	32,435			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	145,564			
10 Analysis of line 9				
a Excess from 2012.	27,386			
b Excess from 2013.	30,015			
c Excess from 2014.	46,060			
d Excess from 2015.	42,103			
e Excess from 2016.	0			

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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a	0	0			0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0			0

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
LYDIA HICKEY
5120 WOODWAY DRIVE STE 6000
HOUSTON, TX 77056
(713) 333-2200

b The form in which applications should be submitted and information and materials they should include
WRITTEN FORM WITH DESCRIPTION OF CHARITY, TAX-EXEMPT STATUS AND MISSION STATEMENTS

c Any submission deadlines
OCTOBER 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				220,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Barth Syndrome Foundation 2005 Palmer Avenue 1033 Larchmont, NY 10538	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	10,000
Baylor College of Medicine Office of Philanthropy and Alumni R elations PO Box 4976 MSC 800 hOUSTON, TX 77210	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	25,000
Dietert Claim Senior Citizens Center Inc 451 Guadalupe Street Kerrville, TX 78028	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	20,000
Episcopal High School Advancement Office 1200 North Quake r Lane Alexandria, VA 22302	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	30,000
Gill Children's Services 555 Hemphill Street Suite 200 Fort Worth, TX 76104	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,500
Total 3a				220,000

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 <i>Paid during the year</i>				
Hope and Healing Center & Institute 717 Sage Road Houston, TX 77056	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	10,000
Kerr County United Way PO Box 290561 Kerrville, TX 78029	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	20,000
KIPP Inc Development Office 10711 KIPP Way HOUSTON, TX 77099	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000
Mothers Milk Bank of North Texas 600 West Magnolia Avenue Fort Worth, TX 76104	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	7,000
PelotonU 500 East St Johns Avenue Suite 1460 AUSTIN, TX 78752	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000
Total ▶ 3a				220,000

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 <i>Paid during the year</i>				
Rector and Visitors - Univ of Virginia Office of University Advancement PO Box 400331 Charlottesville, VA 229044807	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	25,000
Texas Ballet Theater Fort Worth Administrative Office S tudios 1540 Mall Circle Fort Worth, TX 76116	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,500
The Beacon of Downtown - Houston 1117 Texas Avenue HOUSTON, TX 77002	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000
The University of Texas Health Science Center at Houston Office of Development PO Box 1321 HOUSTON, TX 772511321	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000
Trinity Valley School 7500 Dutch Branch Road FORT WORTH, TX 76132	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	10,000
Total ▶				220,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
United Way of Greater Houston 50 Waugh Drive HOUSTON, TX 77007	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	25,000
Van Cliburn Foundation 201 Main Street Suite 100 FORT WORTH, TX 76102	UNRELATED	PF	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	7,000
Total 				220,000
3a				

TY 2016 Accounting Fees Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,500	750		750

TY 2016 Investments Corporate Bonds Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT D-2	23,558	29,065

TY 2016 Investments Corporate Stock Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT D-2	1,986,318	4,336,871

TY 2016 Investments Government Obligations Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0**US Government Securities - End
of Year Book Value:**

0

**US Government Securities - End
of Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

50,932

**State & Local Government
Securities - End of Year Fair
Market Value:**

44,307

TY 2016 Investments - Other Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PRIVATE EQUITIES - SEE STATEMENT D-2	AT COST	1,007,686	745,895
ALTERNATIVE INVESTMENTS - SEE STATEMENT D-2	AT COST	98,200	79,755

TY 2016 Other Expenses Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION ADMINISTRATIVE FEES	14,000	7,000		7,000
BANK SERVICE FEES	31	16		15
POSTAGE AND SHIPPING	61	30		31

TY 2016 Other Income Schedule

Name: The Frill Foundation

EIN: 31-1505628

Software ID: 16000421

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACK STONE MINERALS CO LP - ORDINARY INCOME FROM SCH K-1	0	-9,829	
BLACK STONE MINERALS CO LP - ROYALTY INCOME FROM SCH K-1	94,214	94,214	
BLACK STONE MINERALS CO LP - ROYALTY INCOME - BOOK INCOME	-44,896	0	

TY 2016 Other Professional Fees Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	37,265	18,632		18,633

TY 2016 Taxes Schedule**Name:** The Frill Foundation**EIN:** 31-1505628**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEC 4940 EXCISE TAX	1,067	0		0

L U M M I S

ASSET MANAGEMENT I, L.P.

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2016

The Furr Foundation

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
CDK Global Inc	11/05/2003	01/08/2016	216,000	9,648.99	2,728.46	6,920.53
Compass Minerals Intl	01/29/2013	09/12/2016	350,000	25,289.09	25,121.45	167.64
Compass Minerals Intl	07/30/2013	09/12/2016	350,000	25,289.09	25,103.95	185.14
			700,000	50,578.18	50,225.40	352.78
Cullen Frost Bankers	07/16/2003	02/25/2016	500,000	23,606.27	17,383.55	6,220.72
Cullen Frost Bankers	06/07/2007	02/25/2016	500,000	23,606.25	26,109.95	(2,503.70)
			1,000,000	47,212.52	43,493.50	3,717.02
Ene Cnty N Y Tob 06/01/2028 6.00%	08/10/2009	06/01/2016	20,000,000	20,000.00	15,705.00	4,295.00
Garza Cnty Tex Pu 10/01/2020 6.20%	03/29/2012	10/03/2016	5,000,000	5,000.00	5,003.12	(3.12)
Tobacco Settlement 06/01/2023 6.50%	12/07/2009	06/01/2016	5,000,000	5,000.00	4,327.50	672.50

L U M M I S

ASSET MANAGEMENT, L.P.

Portfolio Holdings

As of 12 31 2016
12 30 2016 Prices

The Firl Foundation

Description	Trade Date	Quantity	Cost Basis	Current Value	Symbol	Weight
Private Equities						
Black Stone Subordinated	04 17 2008	31.435 0000	571.358 16	295.174 65	BSMSUB	5 5%
Blackstone Minerals Company	04 17 2008	24.000 0000	436.328 18	450.720 00	BSM	8 4%
			1,007.686 34	745.894 65		14 0%
Domestic Equities						
Abbott Labs	07 15 2005	3.000 0000	80.618 16	115.230 00	ABT	2 2%
Allergan Inc	04 19 2016	550 0000	123.235 59	115.505 50	AGN	2 2%
American International Group	10 25 2012	1.850 0000	64.554 12	120.823 50	AIG	2 3%
Ameren Tower Corp Class A	12 04 2002	4.075 0000	1.670 75	430.646 00	AMT	8 1%
Apple Computer Inc	01 26 2010	2.800 0000	85.463 90	324.296 00	AAPL	6 1%
Automatic Data Processing Corp	11 05 2003	650 0000	18.915 15	66.807 00	ADP	1 3%
Bemis Co Inc	12 04 2003	2.600 0000	64.941 32	124.332 00	BMS	2 3%
Berkshire Hathaway Cl B	11 23 2005	1.500 0000	104.586 69	244.470 00	BRKB	4 6%
Charter Financial Cp New	09 26 2013	2.400 0000	25.966 87	40.008 00	CHFN	0 7%
Coca Cola Co	12 04 2002	3.050 0000	73.946 45	126.453 00	KO	2 4%
Conocophillips	05 22 2003	1.750 0000	40.028 87	87.745 00	COP	1 6%
Dollar General Corp	12 03 2015	1.000 0000	70.632 35	74.070 00	DG	1 4%
First Financial Bancshares, Inc	02 07 2003	1.998 0000	14.295 63	90.309 60	FFIN	1 7%
FMC Corp New	01 09 2015	1.300 0000	76.406 25	73.528 00	FMC	1 4%
General Dynamics Corp	01 22 2003	1.500 0000	52.445 34	258.990 00	GD	4 9%
Greenhill & Co Inc	04 09 2012	1.635 0000	63.012 30	45.289 50	GHL	0 8%
Johnson & Johnson	12 04 2002	2.200 0000	120.417 00	253.462 00	JNJ	4 7%
Matador Resources Co	02 28 2012	7.300 0000	73.880 90	188.048 00	MTDR	3 5%
Microsoft Corp	05 23 2006	4.500 0000	122.313 80	279.630 00	MSFT	5 2%
Oracle Corp	07 01 2013	1.725 0000	56.489 43	66.326 25	ORCL	1 2%
PepsiCo Incorporated	12 04 2002	1.750 0000	73.893 90	183.102 50	PEP	3 4%
Procter & Gamble Co	12 04 2002	1.200 0000	45.411 13	100.896 00	PG	1 9%
Rockwell Collins Inc	08 27 2008	1.000 0000	51.566 55	92.760 00	COL	1 7%
Ross Stores Inc	07 03 2014	1.050 0000	35.393 95	68.880 00	ROST	1 3%
Schlumberger Ltd	12 04 2002	1.400 0000	35.206 93	117.530 00	SLB	2 2%
Target Corporation	12 04 2002	2.000 0000	73.695 25	144.460 00	TGT	2 7%
The Charles Schwab Corp	01 12 2012	2.000 0000	24.888 15	78.940 00	SCHW	1 5%
Thermo Fisher Scientific	11 15 2006	1.250 0000	55.292 11	176.375 00	TMO	3 3%
Tribune Media Co	03 18 2016	965 0000	37.326 18	33.755 70	TRCO	0 6%
Verit Inc	09 10 2015	7.850 0000	61.792 80	66.411 00	VER	1 2%
Wpx Energy Inc	05 14 2013	5.000 0000	94.334 85	72.850 00	WPX	1 4%
			1,922.622 67	4,261.929 55		79 8%
Foreign Equities						
Lancashire Holdings Ord	10 02 2009	8.750 0000	63.695 04	74.941 13	LCSHF	1 4%
Fixed Income - Taxable						
Erie Cnty N Y Tob	08 10 2009	30.000 0000	23.557 50	29.064 60	295095BF9	0 5%
06 01 2028 6 00%				150 00		
Accrued Interest						

Portfolio HoldingsAs of 12 31 2016
12 30 2016 Prices

The FRII Foundation

<u>Description</u>	<u>Trade Date</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Current Value</u>	<u>Symbol</u>	<u>Weight</u>
Fixed Income - Taxable						
Garza Cnty Tex Pu 12-28-17 Average Life 10 01 2020 6 20%	03 29 2012	20.000 0000	20,012 50	9,082 40	367080AT5	0 2%
Accrued Interest				310 00		
Tobacco Settlement 06 01 2023 6 50%	12 07 2009	30.000 0000	25,965 00	30,218 70	888805AP3	0 6%
Accrued Interest				162 50		
Van Buren Cnty Ark 11 01 2035 6 00%	09 17 2010	5.000 0000	4,954 16	5,005 75	920603CF2	0 1%
Accrued Interest				50 00		
			<u>74,489 16</u>	<u>74,043 95</u>		<u>1 4%</u>
Alternatives						
Aqr Mgd Futures Strat Fd	03 19 2015	8.659 6420	98,200 00	79,755 30	AQMNX	1 5%
Cash						
Schwab Government Money Fund			101,978 61	101,978 61	SWGXX	1 9%
<hr/>						
Total Accrued Interest				<u>672 50</u>		
				<u>5,338,543 19</u>		<u>100 0%</u>

	Book Value	FMV
Cash	101,978.61	101,978.61
Private Equities	1,007,686.34	745,894.65
Corporate Stock	1,986,317.71	4,336,870.68
Corporate Bond Fund	23,557.50	29,064.60
Municipal Bonds	50,931.66	44,306.85
Alternative Investments	<u>98,200.00</u>	<u>79,755.30</u>
	3,268,671.82	5,337,870.69