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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation	A Employer identification number
GREATER TEXAS FOUNDATION	74-2158821
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
6100 FOUNDATION PLACE DRIVE	(979) 779-6100
City or town, state or province, country, and ZIP or foreign postal code	C If exemption application is pending, check here ▶ ☐
BRYAN, TX 77807	

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 301,866,820.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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 ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,163,231.	2,163,231.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,243,728.			
b	Gross sales price for all assets on line 6a 23,270,634.				
7	Capital gain net income (from Part IV, line 2)		1,243,728.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	7,326,072.	7,036,361.		
12	**Total.** Add lines 1 through 11	10,733,031.	10,443,320.	0.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	261,333.	26,133.		235,200.
14	Other employee salaries and wages	705,399.	70,540.		659,525.
15	Pension plans, employee benefits	181,827.	18,183.		163,644.
16a	Legal fees (attach schedule) ATCH 2	25,672.	25,672.		
b	Accounting fees (attach schedule) ATCH 3	149,689.	74,844.		67,569.
c	Other professional fees (attach schedule) [4]	812,324.	466,072.		338,576.
17	Interest	1,065,966.	1,005,771.		60,195.
18	Taxes (attach schedule) (see instructions) [5]	278,407.			
19	Depreciation (attach schedule) and depletion	193,397.			
20	Occupancy	104,913.	10,491.		96,598.
21	Travel, conferences, and meetings	173,948.	8,263.		165,574.
22	Printing and publications	15,022.	1,502.		13,519.
23	Other expenses (attach schedule) ATCH 6	165,835.	11,850.		151,817.
24	**Total operating and administrative expenses.** Add lines 13 through 23	4,133,732.	1,719,261.		1,952,217.
25	Contributions, gifts, grants paid	5,677,367.			5,150,386.
26	**Total expenses and disbursements** Add lines 24 and 25	9,811,099.	1,719,261.	0.	7,102,603.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	921,932.			
b	**Net investment income** (if negative, enter -0-)		8,724,059.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,520,493.	9,127,668.	9,127,668.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	2,685,871.		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	85,627.	72,527.	72,527.
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	115,181,663.	114,024,535.	114,024,535.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	99,874,525.	108,519,455.	108,519,455.
	14	Land, buildings, and equipment basis ▶ 8,790,641.			ATCH 9
		Less accumulated depreciation (attach schedule) ▶ 1,069,352.	7,908,705.	7,721,289.	7,721,289.
	15	Other assets (describe ▶ ATCH 10)	73,229,578.	62,401,346.	62,401,346.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	305,486,463.	301,866,820.	301,866,820.
Liabilities	17	Accounts payable and accrued expenses	368,660.	375,327.	
	18	Grants payable	6,000,187.	6,527,168.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	62,822,017.	54,370,361.	ATCH 11
	22	Other liabilities (describe ▶ ATCH 12)	45,914.	133,677.	
	23	Total liabilities (add lines 17 through 22)	69,236,778.	61,406,533.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	236,249,685.	240,460,287.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here 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)	236,249,685.	240,460,287.	
	31	Total liabilities and net assets/fund balances (see instructions)	305,486,463.	301,866,820.	

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	236,249,685.
2	Enter amount from Part I, line 27a	2	921,932.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	3,288,670.
4	Add lines 1, 2, and 3	4	240,460,287.
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	240,460,287.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,243,728.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015			
2014			
2013			
2012			
2011			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	174,481.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	174,481.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	174,481.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 164,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 82,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	246,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	923.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	70,596.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 70,596. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 21	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX, TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ATCH 14	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GREATERTEXASFOUNDATION.ORG

14 The books are in care of ▶ AMBER BASS Telephone no ▶ (979)779-6100

Located at ▶ 6100 FOUNDATION PLACE DRIVE BRYAN, TX ZIP+4 ▶ 77807

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	

See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ IRELAND

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: X

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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		457,309.	25,314.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		398,350.	39,880.	3,000.

Total number of other employees paid over $50,000 . . . . . ▶ 0.

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
ATCH 17		822,631.

Total number of others receiving over $50,000 for professional services ▶ 0.

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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	112,294,535.
b	Average of monthly cash balances	1b	9,776,863.
c	Fair market value of all other assets (see instructions)	1c	111,401,454.
d	**Total** (add lines 1a, b, and c)	1d	233,472,852.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	233,472,852.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,502,093.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	229,970,759.
6	**Minimum investment return.** Enter 5% of line 5	6	11,498,538.

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	11,498,538.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	174,481.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	174,481.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	11,324,057.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11,324,057.
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	11,324,057.

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	7,102,603.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,102,603.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,102,603.

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				0.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 7,102,603.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 18				
Total ▶ 3a				5,150,386.
b *Approved for future payment*				
ATCH 19				
Total ▶ 3b				2,507,718.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,163,231.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,243,728.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 20					7,326,072.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,406,959.	7,326,072.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 10,733,031.

(See worksheet in line 13 instructions to verify calculations.)

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

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.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

SUE C. MCMILLIN | 11/6/17 | PRESIDENT & CEO

Signature of officer or trustee — Date — Title

Sue C McMillin

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHANIE L STEWART	Stephanie Stewart	11/1/2017		P01646944

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102 — Phone no 405-239-6411

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		REALIZED GAIN ON SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
22089929.		22026906.					63,023.	
		CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,180,705.							1,180,705.	
TOTAL GAIN(LOSS)							1,243,728.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PRI INCOME - STUDENT LOANS, NET	1,967,575.	1,967,575.	
PARTNERSHIP INCOME	5,059,932.	5,017,994.	
GRANT RECOVERY	247,773.		
OTHER INCOME	50,792.	50,792.	
TOTALS	7,326,072.	7,036,361.	

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	25,672.	25,672.		
TOTALS	25,672.	25,672.		

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		149,689.	74,844.		67,569.
	TOTALS	149,689.	74,844.		67,569.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	428,404.	428,404.		
IT SERVICES	10,150.			10,150.
CONSULTING FEES	373,770.	37,608.		328,426.
TOTALS	812,324.	466,012.		338,576.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EXCISE TAXES	164,000.			
INCOME TAXES	113,290.			
OTHER TAXES PAID	1,117.			
TOTALS	278,407.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE	45,051.	4,505.		40,546.
OFFICE EXPENSES	73,452.	7,345.		66,107.
CONVENING EXPENSE	47,332.			45,164.
TOTALS	165,835.	11,850.		151,817.

GREATER TEXAS FOUNDATION

74-2158821

ATTACHMENT 7

FORM 990-PF, PART II - CORPORATE STOCK

	ENDING BOOK VALUE	ENDING FMV
DODGE & COX INCOME FD	9,330,805	9,330,805
METROPOLITAN WEST FDS	13,412,510	13,412,510
PIMCO FDS PAC INVT MGMT SER	9,630,905	9,630,905
ARTISAN PTRNS FDS INC	7,396,518	7,396,518
DFA INVT DIMENSIONS GROUP IN	3,140,318	3,140,318
DFA INVT DIMENSIONS GROUP IN	10,389,103	10,389,103
DODGE & COX FDS	7,601,293	7,601,293
GMO TR	9,919,113	9,919,113
IVA FIDUCIARY TR	8,366,033	8,366,033
LAUDUS TR	2,798,462	2,798,462
LAZARD FDS INC	3,969,922	3,969,922
MAINSTAY FDS TR	7,199,558	7,199,558
TCW FDS INC	7,200,749	7,200,749
VANGUARD INDEX FDS	13,669,266	13,669,266
TOTAL	**114,024,535**	**114,024,535**

GREATER TEXAS FOUNDATION

74-2158821

ATTACHMENT 8

FORM 990-PF, PART II - OTHER INVESTMENTS

	ENDING BOOK VALUE	ENDING FMV
GTF LIMITED LIABILITY ALTERNATIVE INVESTMENTS		
ABRAMS CAPITAL	5,761,648	5,761,648
AG REALTY PARTNERS FUND VII	234,231	234,231
ANCHORAGE	3,942,577	3,942,577
BAIN	1,406,717	1,406,717
GNDI HOLDINGS WITH BAIN	402,931	402,931
CENTERBRIDGE	2,514,818	2,514,818
DAVIDSON KEMPNER INSTITUTIONAL PARNTER	8,424,820	8,424,820
DENHAM	1,460,102	1,460,102
ELLIOTT	1,097,532	1,097,532
ENCAP ENERGY IV	1	1
ENCAP ENERGY IX	2,611,826	2,611,826
ENCAP ENERGY V	4,393	4,393
ENCAP ENERGY VI	200,696	200,696
ENCAP ENERGY VII	251,655	251,655
ENCAP ENERGY VIII	586,772	586,772
ENCAP ENERGY X	946,280	946,280
MASON	4,672,212	4,672,212
MERIT ENERGY PARTNERS F-1, LP	18,925	18,925
MERIT ENERGY PARTNERS G	459,116	459,116
MERIT ENERGY PARTNERS H	1,635,295	1,635,295
MERIT ENERGY PARTNERS I	2,148,195	2,148,195
MERIT ENERGY PARTNERS J	243,083	243,083
NATURAL GAS PARTNERS IX	357,741	357,741
NATURAL GAS PARTNERS VIII	102,297	102,297
NATURAL GAS PARTNERS XI	1,230,984	1,230,984
OCM OPPORTUNITIES FUND	1,018	1,018
OZ OVERSEAS FUND	65,796	65,796
PARK STREET CAPITAL PRIVATE EQUITY VII	2,532,994	2,532,994
SENATOR	3,259,751	3,259,751
REALTY ASSOCIATES FUND VII	2,238	2,238
REALTY ASSOCIATES VIII	1,270,129	1,270,129
VALUEACT ALLCAP INTERNATIONAL	9,228,690	9,228,690
VARDE INVESTMENT PARTNERS	7,354,665	7,354,665
YORK INSTITUTIONAL PARTNERS	5,479,190	5,479,190
BROOKSIDE	539,736	539,736
EMMINENCE	5,181,507	5,181,507
HIGHFIELD	7,668,442	7,668,442
HOPELITE	3,974,759	3,974,759
KENSICO	5,000,000	5,000,000
CANTILLON	16,010,267	16,010,267
	108,284,029	108,284,029
GTF MUTUAL FUNDS ALTERNATIVE INVESTMENTS		
TIFF V US	235,426	235,426
GRAND TOTAL	**108,519,455**	**108,519,455**

GREATER TEXAS FOUNDATION

74-2158821

ATTACHMENT 9

FORM 990-PF, PART II - LAND, BUILDINGS, AND EQUIPMENT

PROPERTY AND EQUIPMENT	BALANCE AS OF 12/31/2015	ADDITIONS	RETIREMENTS	BALANCE AS OF 12/31/2016
PROPERTY AND EQUIPMENT NOT BEING DEPRECIATED:				
LAND AND IMPROVEMENTS	3,441,198	-	-	3,441,198
CONSTRUCTION IN PROCESS	-	-	-	-
TOTAL PROPERTY AND EQUIPMENT NOT BEING	-	-	-	
DEPRECIATED	3,441,198	-	-	3,441,198
OTHER PROPERTY AND EQUIPMENT				
PROPERTY, PLANT & EQUIPMENT	112,416	5,980	15,247	103,149
LEASEHOLD IMPROVEMENTS	-	-	-	-
FURNITURE, ART & ACCESSORIES (NEW BUILD)	392,431	-	-	392,431
BUILDING (MOVED FROM CONST IN PROGRESS)	4,853,863	-	-	4,853,863
TOTAL OTHER PROPERTY AND EQUIPMENT	5,358,710	5,980	15,247	5,349,443
LESS: ACCUMULATED DEPRECIATION				
PROPERTY, PLANT & EQUIPMENT	89,380	12,768	15,247	86,901
LEASEHOLD IMPROVEMENTS	-	-	-	-
FURNITURE, ART & ACCESSORIES (NEW BUILD)	247,680	56,171	-	303,851
BUILDING	554,142	124,458	-	678,600
TOTAL ACCUMULATED DEPRECIATION	891,202	193,397	15,247	1,069,352
TOTAL PROPERTY AND EQUIPMENT, NET	7,908,706	(187,417)	-	7,721,289

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRI: STUDENT LOAN NOTES RECEIVABLE	72,247,026.	61,353,803.	61,353,803.
PRI: INTEREST RECEIVABLE - STUDENT LOANS	982,552.	1,047,543.	1,047,543.
TOTALS	73,229,578.	62,401,346.	62,401,346.

ATTACHMENT 11

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: STATE STREET BANK AND TRUST
ORIGINAL AMOUNT: 204,000.
INTEREST RATE: 30 DAY LIBOR + 95 BPS
DATE OF NOTE: 05/01/2006
MATURITY DATE: 05/01/2022
REPAYMENT TERMS: PRINCIPAL IS PAID WITH PRINCIPAL PAYMENTS RECEIVED FROM BORROWERS. INTEREST IS PAID FROM INTEREST PAYMENTS RECEIVED FROM BORROWERS.
SECURITY PROVIDED: STUDENT LOANS
PURPOSE OF LOAN: STUDENT LOAN PORTFOLIO

ENDING BALANCE DUE .... 51,289,111.

LENDER: THE BANK AND TRUST
ORIGINAL AMOUNT: 3,697,500.
INTEREST RATE: TARGET FED FUNDS + 1.5% WITH A FLOOR OF 1.75%
DATE OF NOTE: 05/06/2015
MATURITY DATE: 04/23/2025
REPAYMENT TERMS: $30,858.93/MONTH
SECURITY PROVIDED: BUILDING
PURPOSE OF LOAN: FINANCE BUILDING

ENDING BALANCE DUE .... 3,081,250.

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 54,370,361.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
INTEREST PAYABLE ON STATE STREET FINANCING	45,914.	133,677.
TOTALS	45,914.	133,677.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		3,288,670.
	TOTAL	3,288,670.

ATTACHMENT 14

FORM 990PF, PART VII-A, LINE 11A CONTROLLED ENTITY STATEMENT

CONTROLLED ENTITY'S NAME:	GREATER TEXAS SERVICES, INC.
CONTROLLED ENTITY'S ADDRESS:	6100 FOUNDATION PLACE DRIVE
CITY, STATE & ZIP:	BRYAN, TX 77807
EIN:	74-2471210

GREATER TEXAS SERVICES, INC. IS NOT AN EXCESS BUSINESS HOLDING WITH RESPECT TO GREATER TEXAS FOUNDATION.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. J. MALON SOUTHERLAND 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CHAIRMAN 5.98	29,333.	0.	0.
DR. SAMUEL GILLESPIE 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	VICE PRESIDENT 8.10	28,000.	0.	0.
MRS. JUDY N. HOLT 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SECRETARY 2.38	41,719.	0.	0.
DR. DONALD THOMPSON 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 3.52	24,000.	0.	0.
MR. A.D. JAMES, JR. 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 5.61	0.	0.	0.
DR. TERRY JONES 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.40	24,000.	0.	0.

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. JOHN MOSS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 7.38	28,000.	0.	0.
DR. ALONZO SOSA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 4.74	28,000.	0.	0.
MR. BILL YOUNGKIN 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 1.99	24,000.	0.	0.
MR. RALPH RUSHING 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 4.95	28,000.	0.	0.
DR. AUBREY W. ROSSER 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	PRESIDENT 30.77	202,257.	25,314.	0.
	GRAND TOTALS	457,309.	25,314.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
AMBER BASS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CONTROLLER 32.00	103,000.	10,300.	600.
CAROL MILLER 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	GRANT MANAGER 40.00	94,800.	9,480.	600.
LESLIE GURROLA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	STRATEGY MANAGER 40.00	83,983.	8,600.	600.
JUDY BROCK 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	OFFICE MANAGER 40.00	64,000.	6,400.	600.
ERIN ARNOLD 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	ACCOUNTANT 30.00	52,567.	5,100.	600.
	TOTAL COMPENSATION	398,350.	39,880.	3,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PRODIGY ASSET MANAGEMENT, LLC 14100 CRAWFORD STREET BOYS TOWN, NE 68010-7520	INVESTMENT MANAGER	425,237.
NELNET 121 SOUTH 13TH STREET, STE. 201 LINCOLN, NE 68508	LOAN SERVICING	192,686.
KPMG, LLP P.O. BOX 120001 DALLAS, TX 75312	AUDIT & TAX	136,015.
STEZALA CONSULTING, LLC 447 E. WATERFORD AVENUE MILWAUKEE, WI 53207	CONSULTING	68,693.
	TOTAL COMPENSATION	822,631.

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

Organization Legal Name	Organization Address	Organization City	Organization State	Organization Zip	2016 Grants Paid	Relationship Status	Foundation Status of Recipient	Purpose of Grant or Contribution
Achieving the Dream, Inc	8403 Colesville Road, Suite 450	Silver Spring	MD	20910	$ 25,000	NONE	PC	To support a leadership symposia
Altarum Institute	3520 Green Court, STE 300	Ann Arbor	MI	48105-1566	$ 50,000	NONE	PC	To support research for an Issue Brief on Texas
Catch the Next, Inc	582 Ocean Avenue, Suite A	West Haven	CT	06516-0978	$ 260 000	NONE	PC	To support the Puente model in Texas
College For All Texans Foundation	1200 E Anderson Lane	Austin	TX	78752 1706	$ 50,000	NONE	PC	To support research on dual credit programs in Texas
College for All Texans Foundation	1200 E Anderson Lane	Austin	TX	78752 1706	$ 91,800	NONE	PC	To support a Texas Institution offering Texas Affordable Baccalaureates (TAB)
College Forward	P O Box 142308	Austin	TX	78714	$ 150,000	NONE	PC	To support the development of College Forward's core programs for use by school districts and postsecondary institutions
Communities Foundation of Texas, Inc (dba Educate Texas)	5500 Caruth Haven Lane	Dallas	TX	75225 8146	$ 14,400	NONE	PC	To create a scholarship fund for graduates of the Northwest Early College High School
Communities Foundation of Texas, Inc (dba Educate Texas)	5500 Caruth Haven Lane	Dallas	TX	75225-8146	$ 250,000	NONE	PC	To support a multi year collective impact initiative in the Rio Grande Valley
Communities Foundation of Texas, Inc (dba Educate Texas)	5500 Caruth Haven Lane	Dallas	TX	75225 8146	$ 200,000	NONE	PC	To support activities related to the West Texas rural partnership
E3 Alliance	5930 Middle Fiskville Road, NO 507	Austin	TX	78752-4390	$ 16,000	NONE	PC	To support a two phased research initiative
E3 Alliance	5930 Middle Fiskville Road, NO 507	Austin	TX	78752 4390	$ 291,144	NONE	PC	To support Pathways of Promise 2 0 (PoP2) which will build a systematic approach to support broader and more equitable educational pathways
EduGuide	321 North Pine Street	Lansing	MI	48933-1023	$ 150,000	NONE	PC	To support a program that will build student grit and other non-cognitive skills which research shows critically impact persistence
Excelencia in Education, Inc	1156 15th Street NW, Suite 1001	Washington	DC	20005	$ 5,000	NONE	PC	To support consulting services for the Latino Student Success Funders Group
Excelencia in Education, Inc	1156 15th Street NW, Suite 1001	Washington	DC	20005	$ 200,000	NONE	PC	To support a project that will address the Latino transfer experience
FSG, Inc	500 Boylston Street, STE 600	Boston	MA	02116 3791	$ 2,500	NONE	PC	To support the Champions for Change workshop in San Antonio, Texas
Grantmakers for Education	851 SW 6th Avenue, Suite 350	Portland	OR	97204	$ 1 750	NONE	PC	2016 membership support for Grantmakers for Education
Grants Managers Network, Inc	1666 K Street, NW Suite 440	Washington	DC	20006	$ 2 000	NONE	PC	To support the 2016 Grants Managers Network membership
Grants Managers Network, Inc	1666 K Street, NW Suite 440	Washington	DC	20006	$ 900	NONE	PC	To support the 2017 membership dues for the Grants Managers Network
Intercultural Development Research Association	5815 Callaghan Rord, STE 101	San Antonio	TX	78228-1102	$ 200 000	NONE	PC	To support a mixed-method study of the implementation of HB5
Iowa State University Foundation	PO BOX 2230	Ames	IA	50010 2230	$ 2 500	NONE	PC	To support a need based scholarship at Iowa State University
Jobs for the Future, Inc	88 Broad Street, FL 8	Boston	MA	02110-3407	$ 2,500	NONE	PC	To support the report production for the documentation of the 61st credit problem as worked out in El Paso
KIPP, Inc	10711 KIPP Way	Houston	TX	77099 2675	$ 5 000	NONE	PC	To support the second phase of United for College Success
KIPP, Inc	10711 KIPP Way	Houston	TX	77099 2675	$ 62 500	NONE	PC	To support Phase III of United for College Success
Lee College Foundation, Inc	909 Decker Drive	Baytown	TX	77520-4441	$ 200,000	NONE	PC	To support the development of the Lee College Dual Credit Institute
Lone Star College System	5000 Research Forest Drive	The Woodlands	TX	77381-4356	$ 25,000	NONE	GOV	This project will support Texas's completion agenda
Pharr San Juan Alamo Independent School District	PO Box 1150	Pharr	TX	78577-0345	$ 125,000	NONE	GOV	To support the College for All Initiative
Sam Houston State University	Box 2537	Huntsville	TX	77341 2537	$ 1,000	NONE	GOV	To provide need based scholarship support
Sul Ross State University	Box C-100	Alpine	TX	79832	$ 75,000	NONE	GOV	To support the implementation of a mentoring program
Texas A&M Foundation	401 George Bush Drive	College Station	TX	77840 2811	$ 10,000	NONE	PC	To support Opportunity Award Scholarships at Texas A&M University
Texas A&M University	1265 TAMU	College Station	TX	77843-6000	$ 210,000	NONE	GOV	To support a scholarship and retention program for Early College High School graduates
Texas A&M University	1265 TAMU	College Station	TX	77843 6000	$ 70,000	NONE	GOV	To support a full-time college adviser at each of the two Bryan High Schools for two years
Texas A&M University-Commerce	P O Box 3011	Commerce	TX	75429-3011	$ 29,964	NONE	GOV	To support research - Project DREAM which focuses on supporting teachers working with students from diverse backgrounds in rural east Texas
Texas A&M University-Commerce Foundation	P O Box 3425	Commerce	TX	75429 3425	$ 10 000	NONE	PC	To provide scholarships for transfer students with financial needs
Texas A&M University-San Antonio	One University Way	San Antonio	TX	78224	$ 100,000	NONE	GOV	To support need-based scholarships at Texas A&M University San Antonio
Texas Community College Education Initiative	1304 San Antonio Street, STE 201	Austin	TX	78701 1686	$ 250,000	NONE	PC	To support the planning and implementing of a Board of Trustees Institute
Texas Community College Education Initiative	1304 San Antonio Street, STE 201	Austin	TX	78701 1686	$ 150 000	NONE	PC	To support the Texas Pathways Project
Texas Community College Education Initiative	1304 San Antonio Street, STE 201	Austin	TX	78701 1686	$ 150 000	NONE	PC	To support a new center within the Texas Association of Community Colleges whose sole focus is student success
Texas Education Agency	1701 N Congress Avenue	Austin	TX	78701	$ 100,000	NONE	GOV	To support the development of an agency wide operational plan
Texas State University	601 University Drive	San Marcos	TX	78666-4684	$ 30,000	NONE	GOV	To support research which will examine how middle school Mexican-origin students identify with their academics
Texas Tribune, Inc	823 Congress Ave , Ste 1400	Austin	TX	78701	$ 50,000	NONE	PC	To support the renewal of data analysis and presentation of the Higher Ed Outcomes Explorer
The Aspen Institute, Inc	1 Dupont Circle NW	Washington	DC	20036	$ 75,000	NONE	PC	To support the Austin Opportunity Youth Collaborative
The Aspen Institute, Inc	1 Dupont Circle NW	Washington	DC	20036	$ 150,000	NONE	PC	To support the strengthening of the community college presidency by improving both presidential hiring and professional development
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193	Arlington	TX	76019-0193	$ 12 800	NONE	GOV	To support research which aims to study pre service teachers in their field experience and early careers
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193	Arlington	TX	76019-0193	$ 16,891	NONE	GOV	To support research that examines the academic and social experiences of Latino students enrolled in engineering programs
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193	Arlington	TX	76019-0193	$ 18,166	NONE	GOV	To support research that examines how students transfer pathways, early academic momentum and course taking patterns affect degree attainment
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 26,488	NONE	GOV	To support an annual symposium to convene stakeholders invested in solving higher education inequity issues
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 30,000	NONE	GOV	To support a research study that will examine where community college students in Texas decide to pursue postsecondary education
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 30,000	NONE	GOV	To support the developent of an integrative model of the psychological threats and experiences that could affect individuals as they transition to college
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 2,500	NONE	GOV	To support a need based scholarship at The University of Texas at Austin
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 30,000	NONE	GOV	To support a study that examines the extent to which transfer policies in Texas higher education provide the stepping stone to a bachelor's degree

The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 24,612	NONE	GOV	To support research which studies the effect of mathematics performance on post-secondary preparation, access, and persistence
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 100 000	NONE	GOV	To support the replication of the UTeach at The University of Texas at Brownsville and The University of Texas Pan American
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 50,000	NONE	GOV	To support research that will document the Survey of Entering Student Engagement (SENSE) validity
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 20,000	NONE	GOV	To support a statewide Consortium that will enhance the participation and success of Hispanic and African American males within Texas colleges and universities
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 100,000	NONE	GOV	To support a project that will advance 15 small, rural colleges institutional capacity to use a variety of data to build an increasingly powerful culture of evidence
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 85,607	NONE	GOV	To support The New Mathways Project which aims to improve completion rates and success for developmental math students
The University of Texas at Dallas	800 W Campbell Rd , AD 13	Richardson	TX	75080-3021	$ 18,746	NONE	GOV	To support research which examines the effect of college quality on the educational and labor market outcomes of low socio economic status students
The University of Texas at El Paso	500 West University Avenue	El Paso	TX	79968 0569	$ 29,938	NONE	GOV	To support a three year ethnographic study
The University of Texas at El Paso	500 West University Avenue	El Paso	TX	79968 0569	$ 65,000	NONE	GOV	Support for Region XIX accelerated ECHS students to Baccalaureate completion and graduate school
The University of Texas Rio Grande Valley	1201 W University Dr EITTB 1 210	Edinburg	TX	78539	$ 2,500	NONE	GOV	To support need based scholarships in the College of *Education at The University of Texas* Rio Grande Valley
The University of Texas Rio Grande Valley	1201 W University Dr EITTB 1 210	Edinburg	TX	78539	$ 15,410	NONE	GOV	To support a Convening that will focus on bringing together a regional team to share best practices and lessons learned in transitioning ECHS graduates to four year institutions
The University of Texas Rio Grande Valley	1201 W University Dr EITTB 1 210	Edinburg	TX	78539	$ 165,000	NONE	GOV	A scholarship and retention program for Texas early college high school graduates
Tyler Junior College Foundation	PO Box 9020	Tyler	TX	75711	$ 10,000	NONE	PC	To support scholarships at Tyler Junior College
University of Houston	4800 Calhoun Rd	Houston	TX	77004	$ 165,000	NONE	GOV	A scholarship and retention program for Texas early college high school graduates
University of Houston	4800 Calhoun Rd	Houston	TX	77004	$ 28,770	NONE	GOV	This research project examines the academic momentum and success of community college students in the Houston Metropolitan Area
University of North Texas Foundation	1155 Union Circle #311250	Denton	TX	76203-5017	$ 9,000	NONE	PC	The purpose of this regional convening is on ensuring success for all early college graduates
WGU Texas	221 West Sixth Street, Suite 1050	Austin	TX	78701	$ 100 000	NONE	PC	This matching grant will support need-based scholarships to selected students at Western Governors University-Texas
WGU Texas	221 West Sixth Street, Suite 1050	Austin	TX	78701	$ 150 000	NONE	PC	To support a project that aims to significantly increase access to online, competency based degree programs that address key workforce needs in *rural areas of Texas*
				TOTAL	$ 5,150,386			

ATTACHMENT 18

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Organization Legal Name	Organization Address	Organization City	Organization State	Organization Zip	Contributions Approved for Future Payment	Relationship Status	Foundation Status of Recipient	Purpose of Grant or Contribution
Catch the Next Inc.	582 Ocean Avenue Suite A	West Haven	CT	06516-0978	$ 282 750	NONE	PC	To support the Puente model in Texas
College For All Texans Foundation	1200 E Anderson Lane	Austin	TX	78752 1706	$ 225 000	NONE	PC	To support research on dual credit programs in Texas
College for All Texans Foundation	1200 E Anderson Lane	Austin	TX	78752 1706	$ 91 800	NONE	PC	To support a Texas Institution offering Texas Affordable Baccalaureates (TAB)
E3 Alliance	5930 Middle Fiskville Road NO 507	Austin	TX	78752-4390	$ 292,848	NONE	PC	To support Pathways of Promise 2 0 (PoP2) which will build a systematic approach to support broader and more equitable educational pathways
EduGuide	321 North Pine Street	Lansing	MI	48933 1023	$ 240 000	NONE	PC	To support a program that will build student grit and other non-cognitive skills which research shows critically impact persistence
Excelencia in Education, Inc	1156 15th Street NW, Suite 1001	Washington	DC	20005	$ 85,990	NONE	PC	To support a project that will address the Latino transfer experience
Intercultural Development Research Association	5815 Callaghan Rord, STE 101	San Antonio	TX	78228 1102	$ 118,000	NONE	PC	To support a mixed method study of the implementation of HB5
KIPP, Inc	10711 KIPP Way	Houston	TX	77099 2675	$ 209,000	NONE	PC	To support Phase III of United for College Success
Texas A&M University-Commerce	P O Box 3011	Commerce	TX	75429 3011	$ 59,769	NONE	GOV	To support research Project DREAM which focuses on supporting teachers working with students from diverse backgrounds in rural east Texas
Texas Community College Education Initiative	1304 San Antonio Street, STE 201	Austin	TX	78701-1686	$ 99,032	NONE	PC	To support the Texas Pathways Project
Texas Tribune, Inc	823 Congress Ave , Ste 1400	Austin	TX	78701	$ 150,000	NONE	PC	To support the renewal of data analysis and presentation of the Higher Ed Outcomes Explorer
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193	Arlington	TX	76019-0193	$ 50 197	NONE	GOV	To support research that examines how students transfer pathways early academic momentum, and course taking patterns affect degree attainment
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 25,000	NONE	GOV	To support an annual symposium to convene stakeholders invested in solving higher education inequity issues
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 60 000	NONE	GOV	To support the developent of an integrative model of the psychological threats and experiences that could affect individuals as they transition to college
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 60 000	NONE	GOV	To support a study that examines the extent to which transfer policies in Texas higher education provide the stepping stone to a bachelor s degree
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 100 000	NONE	GOV	To support research that will document the Survey of Entering Student Engagement (SENSE) validity
The University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78705	$ 33 332	NONE	GOV	To support a project that will advance 15 small rural colleges' institutional capacity to use a variety of data to build an increasingly powerful culture of evidence
The University of Texas at El Paso	500 West University Avenue	El Paso	TX	79968-0569	$ 325 000	NONE	GOV	Support for Region XIX accelerated ECHS students to Baccalaureate completion and graduate school
				TOTAL	$ 2,507,718			

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PRI INCOME - STUDENT LOANS, NET			14		1,967,575.
PARTNERSHIP INCOME			01		5,059,932.
GRANT RECOVERY			01		247,773.
OTHER INCOME			01		50,792.
TOTALS					7,326,072.