

TEXAS HURRICANE HARVEY

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 THE CLAYTON FUND, INC.
C/O CHASE BANK OF TEXAS
Number and street (or P O box number if mail is not delivered to street address) Room/suite
712 MAIN STREET, 11TH FLOOR NORTH
City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77002

A Employer identification number
76-0285764

B Telephone number (see instructions)
(713) 216-0733

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,082,209.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	628,374.	628,374.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,324,283.			
	b Gross sales price for all assets on line 6a 13,220,552.				
	7 Capital gain net income (from Part IV, line 2)		1,324,283.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 2	104,794.	18,798.		
	12 Total. Add lines 1 through 11	2,057,451.	1,971,455.		
	13 Compensation of officers, directors, trustees, etc.	157,713.	108,003.		49,710.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 3	58,468.	54,960.		3,508.
	c Other professional fees (attach schedule) [4]	152,090.	152,090.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	25,454.	9,336.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	35,309.	35,309.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	429,034.	359,698.		53,218.
	25 Contributions, gifts, grants paid	2,285,000.			2,285,000.
	26 Total expenses and disbursements. Add lines 24 and 25	2,714,034.	359,698.	0.	2,338,218.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-656,583.			
	b Net investment income (if negative, enter -0-)		1,611,757.		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	1,266,936.	3,233,658.	3,233,658.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) [7]	3,923,298.	3,834,617.	3,816,192.	
	b	Investments - corporate stock (attach schedule) ATCH 8	24,634,709.	23,300,086.	30,547,450.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	3,585,527.	2,422,517.	2,432,682.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 10)	88,347.	52,227.	52,227.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,498,817.	32,843,105.	40,082,209.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 11)	117.			
23	Total liabilities (add lines 17 through 22)	117.	0.			
Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted	33,498,700.	32,843,105.		
	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)	33,498,700.	32,843,105.	
	31	Total liabilities and net assets/fund balances (see instructions)	33,498,817.	32,843,105.		

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	33,498,700.
2	Enter amount from Part I, line 27a	2	-656,583.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	988.
4	Add lines 1, 2, and 3	4	32,843,105.
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	32,843,105.

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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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any			
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	1,324,283.	
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,990,847.	41,358,905.	0.048136
2014	2,186,906.	44,264,660.	0.049405
2013	1,997,112.	40,950,687.	0.048769
2012	1,909,510.	38,020,573.	0.050223
2011	1,960,176.	37,824,777.	0.051823
2 Total of line 1, column (d)			2 0.248356
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 0.049671
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 39,340,555.
5 Multiply line 4 by line 3.			5 1,954,085.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 16,118.
7 Add lines 5 and 6.			7 1,970,203.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,338,218.

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)	1	16,118.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
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	16,118.
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	16,118.
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16,019.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	16,019.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	99.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>CHASE BANK OF TEXAS</u> Telephone no. <u>713-216-0733</u> Located at <u>712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX</u> ZIP+4 <u>77002</u>		
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. <u>15</u>		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16	X

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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? If "Yes," list the years <u></u> ☐ Yes ☒ No 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) <u></u> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>	2b	X
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ 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	(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 13		157,713.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 14		152,090.
Total number of others receiving over \$50,000 for professional services		2

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 NO DIRECT CHARITABLE ACTIVITIES	
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 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	38,697,690.
b	Average of monthly cash balances	1b	1,241,960.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	39,939,650.
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	39,939,650.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	599,095.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,340,555.
6	Minimum investment return. Enter 5% of line 5	6	1,967,028.

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

1	Minimum investment return from Part X, line 6	1	1,967,028.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,118.
b	Income tax for 2016. (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	16,118.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,950,910.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,950,910.
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	1,950,910.

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	2,338,218.
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	2,338,218.
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	16,118.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,322,100.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,950,910.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016.				
a From 2011				
b From 2012 41,735.				
c From 2013 28,061.				
d From 2014 23,079.				
e From 2015				
f Total of lines 3a through e	92,875.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,338,218.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				1,950,910.
e Remaining amount distributed out of corpus.	387,308.			
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	480,183.			
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	480,183.			
10 Analysis of line 9				
a Excess from 2012 41,735.				
b Excess from 2013 28,061.				
c Excess from 2014 23,079.				
d Excess from 2015				
e Excess from 2016 387,309.				

Form 990-PF (2016)

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

NOT APPLICABLE

1 a 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)

2 a 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))

N/A

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

N/A

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

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

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

ATCH 15

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

SEE ATTACHMENT 15

c Any submission deadlines

SEE ATTACHMENT 15

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

SEE ATTACHMENT 15

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 16				
Total			▶ 3a	2,285,000.
b Approved for future payment ATCH 17				
Total			▶ 3b	25,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .					
4	Dividends and interest from securities			14	628,374.	
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	211110	-1,647.	01	18,798.	
8	Gain or (loss) from sales of assets other than inventory	211110	87,643.	18	1,324,283.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		85,996.		1,971,455.	
13	Total. Add line 12, columns (b), (d), and (e)					2,057,451.

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

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

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

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

Sign Here  12-19-17 **BY** Anur K. Mehta, Vice President
 Signature of officer or trustee Date Title JP Morgan Chase Bank, N.A.
 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
	JANA KIRKSEY	<i>Jana Kirksey</i>	12/13/17		P01261744
	Firm's name	Firm's EIN			
	Firm's address	Firm's EIN			
	2800 POST OAK BLVD., STE 3200	44-0160260			
	HOUSTON, TX 77056	Phone no 713-499-4600			

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				35,837.	
2,884,355.		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 2,362,838.				521,517.	VARIOUS
54,689.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 56,687.				-1,998.	VARIOUS
1,228,479.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 1,256,450.				-27,971.	VARIOUS
507,559.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 485,479.				22,080.	VARIOUS
3,400,480.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 3,014,438.				386,042.	VARIOUS
136,019.		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES 130,646.				5,373.	VARIOUS
926,571.		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES 725,980.				200,591.	VARIOUS
20,214.		SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES 215,377.				-195,163.	VARIOUS
302,075.		SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES 288,564.				13,511.	VARIOUS
764,262.		SEE ATTACHMENT D-6 PROPERTY TYPE: SECURITIES 733,877.				30,385.	VARIOUS
1,683,025.		SEE ATTACHMENT D-6 PROPERTY TYPE: SECURITIES 1,410,601.				272,424.	VARIOUS
		SEE ATTACHMENT D-7					VARIOUS

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)	
193,986.		PROPERTY TYPE: SECURITIES 204,176.					-10,190.	
		SEE ATTACHMENT D-8				P	VARIOUS	VARIOUS
234,783.		PROPERTY TYPE: SECURITIES 215,162.					19,621.	
		SEE ATTACHMENT D-8				P	VARIOUS	VARIOUS
768,082.		PROPERTY TYPE: SECURITIES 708,351.					59,731.	
		MAGELLAN MIDSTREAM PTRS LP - RECLASS ORD				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES 20,520.					-20,520.	
		PLAINS ALL AMERICAN PIPELINE, LP - RECLA				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES 67,123.					-67,123.	
		BLACKSTONE GROUP, LP - BASIS ADJUSTMENT				P	VARIOUS	VARIOUS
1,594.		PROPERTY TYPE: SECURITIES					1,594.	
		MAGELLAN MIDSTREAM PTRS LP - BASIS ADJUS				P	VARIOUS	VARIOUS
11,498.		PROPERTY TYPE: SECURITIES					11,498.	
		PLAINS ALL AMERICAN PIPELINE, LP - BASIS				P	VARIOUS	VARIOUS
67,044.		PROPERTY TYPE: SECURITIES					67,044.	
TOTAL GAIN (LOSS)							<u>1,324,283.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMERCIAL BONDS AND U. S. INSTRUMENTS	123,054.	123,054.
DIVIDENDS	505,320.	505,320.
TOTAL	<u>628,374.</u>	<u>628,374.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	6,801.	8,448.
MISCELLANEOUS INCOME	10,350.	10,350.
SALE OF PTPS - ORDINARY PORTION	87,643.	
TOTALS	<u>104,794.</u>	<u>18,798.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	58,468.	54,960.		3,508.
TOTALS	<u>58,468.</u>	<u>54,960.</u>		<u>3,508.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT COUNSELING	152,090.	152,090.
TOTALS	<u>152,090.</u>	<u>152,090.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	16,118.	
FOREIGN TAXES	9,336.	9,336.
TOTALS	<u>25,454.</u>	<u>9,336.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMORTIZATION	10,869.	10,869.
INSURANCE EXPENSE	23,664.	23,664.
MISCELLANEOUS	776.	776.
TOTALS	<u>35,309.</u>	<u>35,309.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

SEE STATEMENT 7-1

3,834,617.	3,816,192.
------------	------------

US OBLIGATIONS TOTAL

<u>3,834,617.</u>	<u>3,816,192.</u>
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FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 8-1	23,300,086.	30,547,450.
TOTALS	<u>23,300,086.</u>	<u>30,547,450.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 9-1	2,422,517.	2,432,682.
TOTALS	<u>2,422,517.</u>	<u>2,432,682.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST RECEIVABLE	43,462.	43,462.
FEDERAL EXCISE TAX RECEIVABLE	8,765.	8,765.
TOTALS	<u>52,227.</u>	<u>52,227.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

FEDERAL EXCISE TAX PAYABLE

TOTALS

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BASIS ADJUSTMENTS

988.

TOTAL

988.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM GARWOOD 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	PRESIDENT 1.00	10,000.		
WILLIAM BAKER 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	VICE PRES 1.00	10,000.		
CHASE BANK OF TEXAS - HOUSTON 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	SEC/TREAS 1.00	125,713.		
BURDINE C JOHNSON 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	TRUSTEE 1.00	12,000.		
GRAND TOTALS		157,713.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CYPRESS ASSET MANAGEMENT, INC. 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	INVESTMENT MANAGER	87,322.
BROWN INVESTMENT ADVISORY 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	INVESTMENT MANAGER	64,768.
TOTAL COMPENSATION		<u>152,090.</u>

ATTACHMENT 15FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DEAN THEISS - TRUST OFFICER
712 MAIN STREET, 11TH FLOOR NORTH
HOUSTON, TX 77002
713-216-0733

MELINDA DILL - TRUST ADMINISTRATOR
712 MAIN STREET, 11TH FLOOR NORTH
HOUSTON, TX 77002
713-216-0733

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BOYS & GIRLS HARBOR, INC P O BOX 848 HOUSTON, TX 77024	NONE PC		CHARITABLE	25,000.
COMMUNITIES IN SCHOOL HOUSTON, INC 2150 W. 18TH STREET HOUSTON, TX 77008	NONE PC		CHARITABLE	30,000.
TEENSMART INTERNATIONAL 4110 LANDRESS PARK DR NW MORRISVILLE, NC 27560	NONE PC		CHARITABLE	45,000.
SPARK P.O. BOX 1562 HOUSTON, TX 77251	NONE PC		CHARITABLE	5,000.
RESTORE AMERICA'S ESTUARIES 3801 NORTH FAIRFAX DRIVE, SUITE 53 ARLINGTON, VA 22203	NONE PC		CHARITABLE	15,000
SPAULDING FOR CHILDREN 8582 KATY FREEWAY STE 100 HOUSTON, TX 77024	NONE PC		CHARITABLE	35,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TEACH FOR AMERICA 600 JEFFERSON SUITE 1030 HOUSTON, TX 77002	NONE PC	CHARITABLE	15,000.
WORLD NEIGHBORS 4127 NW 122 STREET OKLAHOMA CITY, OK 73120	NONE PC	CHARITABLE	65,000
CHESAPEAKE BAY FOUNDATION 162 PRINCE GEORGE STREET ANNAPOLIS, MD 21401	NONE PC	CHARITABLE	100,000.
SAN MIGUEL - CASA, INC 2418 HARRIS BLVD. AUSTIN, TX 78703	NONE PC	CHARITABLE	70,000
CARITAS OF AUSTIN PO BOX 1947 AUSTIN, TX 78752	NONE PC	CHARITABLE	5,000.
AVANCE INC 4281 DACOMA ST HOUSTON, TX 77092	NONE PC	CHARITABLE	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 WEST 33RD STREET NEW YORK, NY 10001	NONE PC		CHARITABLE	120,000.
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	NONE PC		CHARITABLE	10,000.
SMALL STEPS NURTURING CENTER 1709 DEPELCHIN HOUSTON, TX 77007	NONE PC		CHARITABLE	5,000.
WRITERS IN THE SCHOOLS 1523 W MAIN HOUSTON, TX 77006	NONE PC		CHARITABLE	15,000.
AMERICAN FESTIVAL FOR THE ARTS 1718 LUBBOCK ST STE A HOUSTON, TX 77007	NONE PC		CHARITABLE	5,000
PLANNED PARENTHOOD OF CAMERON & WILLACY COUNTIES 104 BABCOCK RD SAN ANTONIO, TX 78201	NONE PC		CHARITABLE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUBS OF AUSTIN & TRAVIS COUNTY, INC. 5407 NORTH INTERSTATE 35 SUITE 400 AUSTIN, TX 78723	NONE PC		CHARITABLE	15,000.
PLANNED PARENTHOOD GULF COAST INC. 4600 GULF FREEWAY HOUSTON, TX 77023	NONE PC		CHARITABLE	200,000
BAYOU PRESERVATION ASSOCIATION, INC. P.O. BOX 131563 HOUSTON, TX 77219	NONE PC		CHARITABLE	5,000.
BRIDGE OVER TROUBLED WATERS, INC. P O. BOX 3488 PASADENA, TX 77501	NONE PC		CHARITABLE	25,000
THE CENTER SERVING PERSONS WITH MENTAL RETARDATION 3550 WEST DALLAS HOUSTON, TX 77019	NONE PC		CHARITABLE	10,000.
REASONING MIND, INC. 2000 BERING DRIVE, SUITE 300 HOUSTON, TX 77057	NONE PC		CHARITABLE	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
URBAN HARVEST INC. 2311 CANAL STREET HOUSTON, TX 77003	NONE PC		CHARITABLE	10,000.
BOYS AND GIRLS COUNTRY OF HOUSTON INC 18006 ROBERTS ROAD HOCKLEY, TX 77447	NONE PC		CHARITABLE	10,000.
CAREER AND RECOVERY RESOURCES, INC 2525 SAN JACINTO HOUSTON, TX 77002	NONE PC		CHARITABLE	20,000.
CHAUCER DRIVE STUDY CENTER INC 5505 CHAUCER DR HOUSTON, TX 77005	NONE PC		CHARITABLE	30,000
JOHNS HOPKINS UNIVERSITY 3910 KESWICK ROAD, SUITE N2100 BALTIMORE, MD 21211	NONE PC		CHARITABLE	50,000.
SOUTHWORE FOUNDATION INC. 2011 SHERIDAN ST HOUSTON, TX 77030	NONE PC		CHARITABLE	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASIA SOCIETY TEXAS CENTER 1370 SOUTHMORE BLVD HOUSTON, TX 77004	NONE PC	CHARITABLE	20,000.
ENGENDERHEALTH INC 440 NINTH AVENYE NEW YORK, NY 10001	NONE PC	CHARITABLE	15,000.
NEW HOPE HOUSING, INC. 1117 TEXAS AVE HOUSTON, TX 77002	NONE PC	CHARITABLE	5,000.
WOMENS & MENS HEALTH SERVICES OF COASTAL BEND 3536 HOLLY ROAD CORPUS CHRISTI, TX 78415	NONE PC	CHARITABLE	40,000.
ANNUNCIATION ORTHODOX SCHOOL 3511 YORKUM BLVD HOUSTON, TX 77006	NONE PC	CHARITABLE	40,000.
APPROPRIATE DEVELOPMENT TECHNOLOGY, INC. 3310 W. FUQUA HOUSTON, TX 77045	NONE PC	CHARITABLE	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	NONE PC		CHARITABLE	25,000
EL HOGAR MINISTRIES INC 21 CUMMINGS PARK STE 238 WOBBURN, MA 01801	NONE PC		CHARITABLE	15,000.
GALVESTON BAY FOUNDATION 1100 HERCULES AVENUE SUITE 200 HOUSTON, TX 77058	NONE PC		CHARITABLE	10,000.
HOLY CROSS CHAPEL 4400 W ARKANSAS LN ARLINGTON, TX 76016	NONE PC		CHARITABLE	5,000.
JUNG CENTER 5200 MONTROSE BLVD HOUSTON, TX 77006	NONE PC		CHARITABLE	5,000.
MURRAY HILL INSTITUTE TEXAS INC 1959 UNIVERSITY BLVD HOUSTON, TX 77030	NONE PC		CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY 4300 E PAISANO DRIVE EL PASO, TX 79905	NONE PC		CHARITABLE	100,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER OF HOUST 7000 FANNIN STE 1200 HOUSTON, TX 77030	NONE PC		CHARITABLE	15,000.
WILLIAM MARSH RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 77251	NONE PC		CHARITABLE	25,000
WOMEN'S HOME 607 WESTHEIMER HOUSTON, TX 77006	NONE PC		CHARITABLE	7,500.
CONSERVATION FUND 1655 N. FORT MYER DRIVE, TE 1300 ARLINGTON, VA 22209	NONE PC		CHARITABLE	5,000.
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NONE PC		CHARITABLE	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 - (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCESS ESPERANZA CLINICS INC 916 E HACKBERRY AVE MCALLEN, TX 78501	NONE PC	CHARITABLE	50,000.
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE ST. STE 200 HOUSTON, TX 77002	NONE PC	CHARITABLE	5,000.
SARAH'S HOUSE 2209 LIBERTY HEIGHTS AVE BALTIMORE, MD 21217	NONE PC	CHARITABLE	15,000.
COLLABORATIVE FOR CHILDREN 1111 NORTH LOOP WEST, STE 600 HOUSTON, TX 77008	NONE PC	CHARITABLE	15,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY HOUSTON, TX 77024	NONE PC	CHARITABLE	100,000.
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 77054	NONE PC	CHARITABLE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS EDUCATION WORKS 1511 BUTLERCREST ST HOUSTON, TX 77080	NONE PC		CHARITABLE	45,000.
COLLAGE THE ART FOR CANCER 4899 MONTROSE BLVD APT 1303 HOUSTON, TX 77006	NONE PC		CHARITABLE	2,500.
NATIONAL SAILING HALL OF FAME MUSEUM 69 PRINCE GEORGE ST ANNAPOLIS, MD 21401	NONE PC		CHARITABLE	40,000.
THE ROSE 12700 N. FEATHERWOOD DR STE 260 HOUSTON, TX 77034	NONE PC		CHARITABLE	30,000
UNIVERSITY OF HOUSTON 4543 POST OAK PLACE DR. STE 250 HOUSTON, TX 77027	NONE PC		CHARITABLE	10,000.
WITHERSPOON INSTITUTE INC 16 STOCKTON ST PRINCETON, NJ 08540	NONE PC		CHARITABLE	100,000.

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

ATTACHMENT 16 - (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BEACON 1212 PRAIRIE STREET HOUSTON, TX 77002	NONE PC		CHARITABLE	5,000.
CULLINAN PARK CONSERVANCY P O BOX 422 SUGARLAND, TX 77487	NONE PC		CHARITABLE	10,000.
DA CAMERA OF HOUSTON 1427 BRANARD HOUSTON, TX 77006	NONE PC		CHARITABLE	5,000.
DISCOVERU 5065 WESTHEIMER RD STE 1130 HOUSTON, TX 77056	NONE PC		CHARITABLE	5,000.
ENDOW 6160 S SYRACUSE WAY, STE B110 GREENWOOD VILLAGE, CO 80111	NONE PC		CHARITABLE	20,000.
HOPE AND HEALING CENTER & INSTITUTE 717 SAGE RD HOUSTON, TX 77056	NONE PC		CHARITABLE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON AREA WOMEN'S CENTER, INC 1010 WAUGH DR HOUSTON, TX 77019	NONE PC	CHARITABLE	10,000.
KIPP, INC. 10711 KIPP WAY HOUSTON, TX 77099	NONE PC	CHARITABLE	25,000.
PRINCETON UNIVERSITY 701 CARNEGIE CTR. STE 445 PRINCETON, NJ 08540	NONE PC	CHARITABLE	150,000.
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON, TX 77092	NONE PC	CHARITABLE	150,000.
YELLOWSTONE ACADEMY 3000 TRULLEY HOUSTON, TX 77004	NONE PC	CHARITABLE	5,000
TOTAL CONTRIBUTIONS PAID			<u>2,285,000.</u>

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

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

JUNG CENTER

5200 MONTROSE BLVD

HOUSTON, TX 77006

NONE

PC

CHARITABLE

5,000.

UNIVERSITY OF HOUSTON (ARTE PUBLICO)

4543 POST OAK PLACE DR. STE 250

HOUSTON, TX 77027

NONE

PC

CHARITABLE

20,000.

TOTAL CONTRIBUTIONS APPROVED

25,000.