

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

Name of foundation The Tapeats Fund		A Employer identification number 76-0412011	
% Foundation Source			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,095,150		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

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)	200,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,405	1,405		
	4 Dividends and interest from securities	178,692	178,692		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,367			
	b Gross sales price for all assets on line 6a 2,800,849				
	7 Capital gain net income (from Part IV, line 2)		138,367		
	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)	99,526	134,260		
	12 Total. Add lines 1 through 11	617,990	452,724		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	49,236	35,969		13,267
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,186			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	27,439			27,439
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	156,644	83,427		72,757
	24 Total operating and administrative expenses. Add lines 13 through 23	247,505	119,396		113,463
	25 Contributions, gifts, grants paid	873,000			873,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,120,505	119,396		986,463
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-502,515			
	b Net investment income (if negative, enter -0-)		333,328		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	431,357	557,419	557,419
	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)	293,640	394,453	400,396
	b	Investments—corporate stock (attach schedule)	5,045,515	4,634,517	5,250,462
	c	Investments—corporate bonds (attach schedule)	1,443,907	1,079,296	1,085,822
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,762,581	6,808,800	8,801,051
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,977,000	13,474,485	16,095,150	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,977,000	13,474,485	
30	Total net assets or fund balances (see instructions)	13,977,000	13,474,485		
31	Total liabilities and net assets/fund balances (see instructions) .	13,977,000	13,474,485		

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	13,977,000
2	Enter amount from Part I, line 27a	2	-502,515
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,474,485
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	13,474,485

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 Publicly-traded Securities			
b Passthrough K1 Capital Gain/(Loss)			
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 2,800,849		2,695,050	105,799
b			32,568
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			105,799
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	138,367
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	784,337	16,461,134	0 047648
2014	719,366	16,186,650	0 044442
2013	715,341	15,091,133	0 047401
2012	727,900	13,312,299	0 054679
2011	708,644	13,215,439	0 053622
2 Total of line 1, column (d)			2 0 247792
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 049558
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 16,096,872
5 Multiply line 4 by line 3			5 797,729
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,333
7 Add lines 5 and 6			7 801,062
8 Enter qualifying distributions from Part XII, line 4			8 986,463

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,333
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	3,333
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,333
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,026
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	12,026
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	8,693
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 3,400 Refunded ▶	11	5,293

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► Foundation Source Telephone no ► (800) 839-1754			

Located at ► 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ► 198091377

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>			
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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b	No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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
Foundation Source 55 Walls Drive 3RD FLOOR Fairfield, CT 06824	Administrative	69,366
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

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	7,125,815
b	Average of monthly cash balances.	1b	415,136
c	Fair market value of all other assets (see instructions).	1c	8,801,051
d	Total (add lines 1a, b, and c).	1d	16,342,002
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	0
3	Subtract line 2 from line 1d.	3	16,342,002
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	245,130
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	16,096,872
6	Minimum investment return. Enter 5% of line 5.	6	804,844

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	804,844
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,333
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,333
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	801,511
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	801,511
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	801,511

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	986,463
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	986,463
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	3,333
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	983,130

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				801,511
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			369,207	
b Total for prior years 2014, 2013, 2012				
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 ▶ \$ <u>986,463</u>				
a Applied to 2015, but not more than line 2a			369,207	
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.				617,256
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				184,255
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.	0			

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	873,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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)
---------------	--

Form **990-PF** (2016)

Part XVII

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

[illegible]

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

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

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P01345770
Firm's name ► Foundation Source				Firm's EIN ►
Firm's address ► One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
David R Graham	Trustee 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Laurel A Graham	Executive VP / Trustee 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Robert H Graham	Pres / Treas / Trustee 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Spencer R Graham	Trustee 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Whitney G Mixon	Trustee 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Margaret Worden	Executive Dir / Sec 20 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				


Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).


Laurel A Graham
Robert H Graham

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BAYOU PRESERVATION ASSOCIATION INC 2990 RICHMOND AVE STE 500 HOUSTON, TX 77098	N/A	PC	General & Unrestricted	2,500
BOS PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PC	General Operating Support	10,000
BRIARWOOD-BROOKWOOD INC 1752 FM 1489 BROOKSHIRE, TX 77423	N/A	PC	General & Unrestricted	2,500
BRIGHTER DAYS HORSE REFUGE INC 682 KRAUSE RD PIPE CREEK, TX 78063	N/A	PC	General & Unrestricted	5,000
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE ST STE 200 HOUSTON, TX 77002	N/A	PC	General & Unrestricted	5,000
Total ▶ 3a				873,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP ARANZASU INC 5420 FM 1781 ROCKPORT, TX 78382	N/A	PC	General & Unrestricted	2,500
CAMP FOR ALL FOUNDATION 10500 NW FWY STE 220 HOUSTON, TX 77092	N/A	PC	Camp For All Equestrian Program	5,000
CASA DE ESPERANZA DE LOS NINOS INCORPORATED PO BOX 66581 HOUSTON, TX 77266	N/A	PC	Residential Program	2,500
CHILDRENS MUSEUM INC 1500 BINZ ST HOUSTON, TX 77004	N/A	PC	Children's Museum of Houston - General Operating sUPPORT	5,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	N/A	PC	Operating Fund	10,000
Total 				873,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITIZEN SCHOOLS INC 308 CONGRESS ST 5TH FL BOSTON, MA 02210	N/A	PC	Closing Opportunity and Achievement Gaps for Houston Middle School Students	2,500
COLLABORATIVE FOR CHILDREN 1111 N LOOP W STE 600 HOUSTON, TX 77008	N/A	PC	General & Unrestricted	10,000
CRISTO REY JESUIT HIGH SCHOOL OF HOUSTON INC 6700 MOUNT CARMEL ST HOUSTON, TX 77087	N/A	PC	General & Unrestricted	10,000
DEFY VENTURES INC 5 PENN PLZ 19TH FLR NEW YORK, NY 10001	N/A	PC	General & Unrestricted	5,000
DOG TAG BREWING FOUNDATION 2042 STADIUM DR STE 2 BOZEMAN, MT 59715	N/A	PC	General & Unrestricted	3,750
Total 				873,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE ST HOUSTON, TX 77098	N/A	PC	Thumbs Up Program	5,000
FOUNDATION FOR TEEN HEALTH 1504 TAUB LOOP HOUSTON, TX 77030	N/A	PC	General & Unrestricted	5,000
GALVESTON BAY FOUNDATION 1100 HERCULES AVE STE 200 HOUSTON, TX 77058	N/A	PC	General & Unrestricted	2,500
GARY SINISE FOUNDATION PO BOX 50008 STUDIO CITY, CA 91614	N/A	PC	General & Unrestricted	8,000
GEORGETOWN PROJECT PO BOX 957 GEORGETOWN, TX 78627	N/A	PC	General & Unrestricted	12,500
Total ▶ 3a				873,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEIFER INTERNATIONAL FOUNDATION 1 WORLD AVE LITTLE ROCK, AR 72202	N/A	PC	General & Unrestricted	12,500
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	N/A	PC	General & Unrestricted	2,500
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A	PC	General & Unrestricted	10,000
HOUSTON LIVESTOCK SHOW & RODEO INC 8334 NRG PARK HOUSTON, TX 77054	N/A	PC	Educational - Scholarship Fund	18,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON, TX 77024	N/A	PC	Operations Support	5,000
Total ► 3a				873,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO A 900 PORTWAY DR HOUSTON, TX 77024	N/A	PC	General & Unrestricted	50,000
HOUSTON WILDERNESS INC 550 WESTCOTT ST STE 305 HOUSTON, TX 77007	N/A	PC	Operations in support of Houston Wilderness' Slate of initiatives	2,500
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON, TX 77030	N/A	PC	Rwanda's East African Crowned Cranes, "Madagascar Community Health" Program to protect lemurs in the Maromizah, Community Reserve, and Manombo Protected Areas, Conservation Education Programming, and Houston Zoo Conservation Education Teens Program Gorillas in the Virunga Conservation Heritage - Turambe in Rwanda, and \$10,000 for the Houston Zoo Conservation Education Teens Program	40,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON, TX 77030	N/A	PC	Charitable Event	10,000
KIPP INC 10711 KIPP WAY DR HOUSTON, TX 77099	N/A	PC	KIPP Through College Project	10,000
Total 3a				873,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARBRIDGE FOUNDATION INC PO BOX 2250 MANCHACA, TX 78652	N/A	PC	to purchase nursing supplies and nursing education for the Nursing Department at the Villa	10,000
MEDICAL BRIDGES INC 2706 MAGNET ST HOUSTON, TX 77054	N/A	PC	General & Unrestricted	10,000
MERCURY ONE INC 350 E ROYAL LN STE 119 IRVING, TX 75039	N/A	PC	Nazarene Fund	9,000
MIKEROWEWORKS FOUNDATION 10960 WILSHIRE BLVD 5TH FL LOS ANGELES, CA 90024	N/A	PC	General & Unrestricted	8,000
MONTANA LAND RELIANCE PO BOX 355 HELENA, MT 59624	N/A	PC	Reints Ranch Project	5,000
Total ▶ 3a				873,000

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNTAINS AND PLAINS INSTITUTE FOR LIFELONG LEARNI 155 W HARVARD ST STE 202 FORT COLLINS, CO 80525	N/A	PC	General & Unrestricted	7,500
NORAS GIFT FOUNDATION INC 8300 EL RIO ST HOUSTON, TX 77054	N/A	PC	General & Unrestricted	5,000
P4L 1800 W LOOP S STE 1875 HOUSTON, TX 77027	N/A	PC	Lemonade Day Houston Project	2,500
PANTHERA CORPORATION 8 W 40TH ST 18TH FL NEW YORK, NY 10018	N/A	PC	Puma Conservation - A North- South Approach Project	10,000
PATHWAYS FOR LITTLE FEET 9 GREENWAY PLZ STE 3150 HOUSTON, TX 77046	N/A	PC	Pathways Perpetual Family Fund and the Institute for Post- Adoptive Care	5,000
Total ▶ 3a				873,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PATRIOT PAWS SERVICE DOGS 254 RANCH TRL ROCKWALL, TX 75032	N/A	PC	General & Unrestricted	5,000
PEREGRINE FUND INC 5668 W FLYING HAWK LN BOISE, ID 83709	N/A	PC	General & Unrestricted	5,000
PERIWINKLE FOUNDATION 3400 BISSONNET ST STE 185 HOUSTON, TX 77005	N/A	PC	General & Unrestricted	2,500
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A	PC	Houston Division	5,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A	PC	Central Texas Division	10,000
Total 3a				873,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A	PC	Houston Division	5,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A	PC	Central Texas Division	200,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON, TX 77092	N/A	PC	General & Unrestricted	15,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON, TX 77092	N/A	PC	Matching Grant Campaign	10,000
PROJECT GRAD HOUSTON 3000 RICHMOND AVE STE 400 HOUSTON, TX 77098	N/A	PC	Project GRAD Houston	2,500
Total ▶ 3a				873,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PTSD FOUNDATION OF AMERICA PO BOX 690748 HOUSTON, TX 77269	N/A	PC	General & Unrestricted	5,000
RANCH HANDS RESCUE 8827 HWY 377 S ARGYLE, TX 76226	N/A	PC	Capacity Building for RHR Mental Health Counseling Program and General Operations Support for the Animals and Animal Sanctuary Project	20,000
SCENIC TEXAS INC 5615 KIRBY DR STE 645 HOUSTON, TX 77005	N/A	PC	The Streetscape Enhancement Program	2,500
SMALL STEPS NURTURING CENTER 2902 JENSEN DR HOUSTON, TX 77026	N/A	PC	General & Unrestricted	5,000
SPARK PO BOX 1562 HOUSTON, TX 77251	N/A	PC	Park Construction Project	2,500
Total 				873,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	N/A	PC	Breakthrough Houston Operating Support	10,000
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN, NH 03603	N/A	PC	SCA Programs in Houston and Montana	5,000
TEACH FOR AMERICA HOUSTON 4669 SW FREEWAY STE 600 HOUSTON, TX 77027	N/A	PC	General & Unrestricted	20,000
TEAM RUBICON 6171 CENTURY BLVD STE 310 LOS ANGELES, CA 90045	N/A	PC	General & Unrestricted	3,750
TEXAS CHILDRENS HOSPITAL 1919 S BRAESWOOD BLVD STE 5214 HOUSTON, TX 77030	N/A	PC	Vannie Cook Cancer Clinic in McAllen, TX	10,000
Total 				873,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MONARCH SCHOOL INC 2815 ROSEFIELD DR HOUSTON, TX 77080	N/A	PC	General & Unrestricted	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A	GOV	College of Fine Arts - Visual Arts Center and Landmarks Program	10,000
UNIVERSITY OF CALIFORNIA - UC DAVIS SCHOOL OF VETE ONE SHIELDS AVE DAVIS, CA 95616	N/A	PC	Gorilla Doctors Project	15,000
W OSCAR NEUHAUS MEMORIAL FOUNDATION 4433 BISSONNET ST BELLAIRE, TX 77401	N/A	PC	Engaging Families for Reading Success Project	5,000
WARRIORS & QUIET WATERS FOUNDATION 1087 STONERIDGE DR STE 1 BOZEMAN, MT 59718	N/A	PC	General & Unrestricted	5,000
Total ▶ 3a				873,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILD SKIES RAPTOR CENTER PO BOX 3676 MISSOULA, MT 59806	N/A	PC	General & Unrestricted	7,500
WILDLIFE CONSERVATION NETWORK INC 209 MISSISSIPPI ST SAN FRANCISCO, CA 94107	N/A	PC	Cheetah Conservation Botswana, Elephant Crisis Fund, Ethiopian Wolf Conservation Program, Painted Dog Conservation, Niassa Lion Project, Snow Leopard Conservancy and Tigris Foundation	110,000
WOODS PROJECT INC 2700 SW FREEWAY STE A HOUSTON, TX 77098	N/A	PC	General & Unrestricted	10,000
YELLOWSTONE ACADEMY INC 3000 TRULLEY ST HOUSTON, TX 77004	N/A	PC	General & Unrestricted	5,000
YES PREP PUBLIC SCHOOLS INC 5515 S LOOP E STE B HOUSTON, TX 77033	N/A	PC	Redefine Possible Campaign	10,000
Total ► 3a				873,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: The Tapeats Fund

EIN: 76-0412011

TY 2016 Investments Corporate Bonds Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC GLBL NT - 3.000% - 02	75,223	74,268
BERKSHIRE HATHAWAY FIN CORP -	156,207	157,865
BLACKROCK INC FR - 3.375% - 06	76,829	77,756
CISCO SYSTEMS INC - 3.625% - 0	103,130	104,382
COMCAST CORP - 3.600% - 03/01/	76,249	77,389
COMCAST CORP BOND - 2.850% - 0	76,268	74,805
DU PONT E I DE NEMOURS - 6.000	170,161	159,398
INTEL CORP NOTE - 3.300% - 10/	49,968	51,959
PFIZER INC NT - 3.400% - 05/15	100,452	103,363
PRAXAIR INC NT - 2.200% - 08/1	45,819	48,850
WAL MART STORES INC - 3.250% -	51,045	52,111
WELLS FARGO - 5.625% - 12/11/2	97,945	103,676

TY 2016 Investments Corporate Stock Schedule

Name: The Tapeats Fund
EIN: 76-0412011

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC	10,385	32,243
ALLERGAN PLC	42,185	32,552
ALLIANCE DATA SYSTEM CORP	3,611	14,624
ALPHABET INC CL A	6,029	17,434
ALPHABET INC CL C	35,926	56,343
AMAZON COM	32,142	62,989
AMERICAN EXPRESS CO	25,852	26,150
AMERICAN TOWER REIT INC	28,313	27,054
ANADARKO PETROLEUM CORP	29,466	33,052
APPLE INC	16,852	32,893
AUTOMATIC DATA PROCESSING INC	21,188	50,259
BLACKROCK INC	16,451	27,779
BOEING CO	12,395	25,999
CAPITAL ONE FINANCIAL CORP	16,600	22,944
CIGNA	17,215	16,674
CISCO SYSTEMS INC	20,381	30,250
CITIGROUP INC	17,097	23,178
COLGATE-PALMOLIVE COMPANY	24,223	24,278
COMCAST CORP	22,910	41,154
CVS CAREMARK CORP	11,943	23,515
DANAHER CORP	10,450	27,322
DELL TECHNOLOGIES INC	6,136	7,146
DOLLAR GENERAL CORP	15,101	24,443
EOG RESOURCES INC	13,063	16,075
EXPRESS SCRIPTS HOLDING CO	18,618	25,108
FIDELITY NATIONAL INFORMATION	6,968	20,120
FISERV INC	4,876	25,826
FORTIVE CORPORATION	3,394	9,385
GENERAL ELECTRIC CO	30,722	38,236
HOME DEPOT INC	17,629	30,570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	22,166	31,913
JP MORGAN CHASE	16,294	43,749
KINDER MORGAN INC	22,405	23,112
MACY'S INC	20,670	14,324
MATTHEWS PACIFIC TIGER FUND I	231,430	291,635
MCKESSON CORP	18,425	13,905
MEDTRONIC PLC	32,935	30,486
MERCK & CO INC	11,945	24,078
MICROSOFT CORP	25,133	52,322
NEXTERA ENERGY, INC	17,524	19,591
OAKMARK GLOBAL SELECT FUND CLA	563,855	624,791
OMNICOM GROUP	14,580	17,618
ORACLE CORP	17,438	32,490
PEPSICO INC	22,293	28,878
PIONEER NAT RES CO	7,694	8,103
PRAXAIR INC	14,133	23,555
PRUDENTIAL FINCL INC	26,806	32,363
PRUDENTIAL HIGH YIELD FUND, IN	458,704	475,161
QUALCOMM INC	26,877	27,058
RIDGEWORTH FDS SEIX FLOATING R	701,960	683,311
SIMON PPTY GROUP INC	15,839	18,833
STRYKER CORPORATION	12,879	30,791
THERMO FISHER SCIENTIFIC INC	18,471	19,754
TJX COMPANIES INC	10,171	14,350
TWEEDY BROWNE GLOBAL VALUE FUN	995,603	967,811
UNION PACIFIC	17,932	23,432
UNITED TECHNOLOGIES CORP	12,264	22,911
UNITEDHEALTH GROUP INC	6,889	41,610
US BANCORP	24,231	33,750
V F CORP	6,951	13,978

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC	29,006	36,747
VULCAN VALUE PARTNERS SMALL CA	626,972	620,019
WALGREENS BOOTS ALLIANCE	22,770	22,593
WELLS FARGO & CO	23,151	39,845

TY 2016 Investments Government Obligations Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**US Government Securities - End
of Year Book Value:**

394,453

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

400,396

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

TY 2016 Investments - Other Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND		1,049,514	1,441,650
COUGAR INVESTMENT FUND LLC.		236,500	260,724
LIGHTHOUSE DIVERSIFIED FD LTD		750,000	1,016,542
MBA INVT FUND, LLC (GROWTH)		3,265,290	4,331,196
MBA INVT FUND, LLC (VALUE)		970,227	1,154,248
MBA INVT, LLC (ENDOWMENT)		37,269	41,062
PRISMA SPECTRUM FUND LTD.		500,000	555,629

TY 2016 Other Expenses Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	69,366			69,366
Bank Charges	5	5		
Foundation Dues & Memberships	1,750			1,750
Indemnification Insurance	1,641			1,641
K-1 Exp AT MLP FUND	33,483	33,023		
K-1 Exp COUGAR INVESTMENT FUND	1,493	1,493		
K-1 EXP MBA INVT FUND, GROWTH	38,465	38,465		
K-1 EXP MBA INVT FUND, VALUE	10,059	10,059		
K-1 EXP MBA INVT,LLC ENDOWMENT	382	382		

TY 2016 Other Income Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss AT MLP FUND	2,347	38,917	
K-1 Inc/Loss COUGAR INVESTMENT FUND LLC	5,317	5,317	
K-1 Inc/Loss MBA INVT FUND, LLC (GROWTH)	61,859	61,859	
K-1 Inc/Loss MBA INVT FUND, LLC (VALUE)	27,002	27,002	
K-1 Inc/Loss MBA INVT, LLC (ENDOWMENT)	1,008	1,008	
Class Action Lawsuit Proceeds	157	157	
Federal Tax Refund	1,836		

TY 2016 Other Professional Fees Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	35,969	35,969		
PROFESSIONAL MGMT SERVICES	13,267			13,267

TY 2016 Taxes Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	10,100			
990-PF Extension for 2015	4,086			

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization The Tapeats Fund	Employer identification number 76-0412011

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization The Tapeats Fund	Employer identification number 76-0412011
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Graham Robert H 11 Greenway Plaza Houston, TX 77046	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

76-0412011

Part II	Noncash Property
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(a) No.from Part I	(b) Description of noncash property given <small>(see instructions) Use duplicate copies of Part II if additional space is needed</small>	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	 	\$ 	

Name of organization The Tapeats Fund	Employer identification number 76-0412011
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Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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