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

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

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

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

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

Name of foundation HELMLE-SHAW FOUNDATION		<b>A Employer identification number</b> 76-0420414	
Number and street (or P O box number if mail is not delivered to street address) 2603 BAYSHORE DRIVE	Room/suite	<b>B Telephone number (see instructions)</b> (713) 782-7730	
City or town, state or province, country, and ZIP or foreign postal code BACLIFF, TX 77518		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,100,020		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	92,564	92,564		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-129,762			
	<b>b</b> Gross sales price for all assets on line 6a	424,641			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	12,795	0			
<b>12 Total.</b> Add lines 1 through 11	-24,403	92,564			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	8,818	0		8,818
	<b>c</b> Other professional fees (attach schedule)	14,788	14,788		0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,773	699		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	25,379	15,487		8,818
	<b>25</b> Contributions, gifts, grants paid	168,150			166,286
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	193,529	15,487		175,104	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-217,932				
<b>b Net investment income</b> (if negative, enter -0-)		77,077			
<b>c Adjusted net income</b> (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 . . . . .	80,199	77,822	77,822
	2	Savings and temporary cash investments . . . . .			
	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)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,592,665	1,711,415	2,462,726
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	855,036	520,731	559,472
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,527,900	2,309,968	3,100,020	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .	38,425	38,425	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	38,425	38,425	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	2,489,475	2,271,543		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,489,475	2,271,543		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	2,527,900	2,309,968		

**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	2,489,475
2	Enter amount from Part I, line 27a . . . . .	2	-217,932
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	2,271,543
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,271,543

**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 )
<b>1 a</b> ST COVERED SECURITIES	P	2016-01-01	2016-12-31
<b>b</b> LT COVERED SECURITIES	P	2015-12-31	2016-12-31
<b>c</b> LT NON COVERED SECURITIES	P	2015-12-31	2016-12-31
<b>d</b> MORGAN STANLEY	P	2015-12-31	2016-12-31
<b>e</b>			

(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)
<b>a</b> 257,601		272,359	-14,758
<b>b</b> 139,061		210,040	-70,979
<b>c</b> 25,528		72,004	-46,476
<b>d</b> 2,451			2,451
<b>e</b>			

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	
<b>a</b>			-14,758
<b>b</b>			-70,979
<b>c</b>			-46,476
<b>d</b>			2,451
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	-129,762
<b>3</b> 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	<b>3</b>	

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

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

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

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

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

(a) 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	162,288	3,160,929	0 051342
2014	143,883	3,426,103	0 041996
2013	155,938	2,888,209	0 053991
2012	146,725	3,171,893	0 046258
2011	129,003	3,006,299	0 042911

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 236498
<b>3</b> 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	<b>3</b>	0 047300
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	3,023,071
<b>5</b> Multiply line 4 by line 3	<b>5</b>	142,991
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	771
<b>7</b> Add lines 5 and 6	<b>7</b>	143,762
<b>8</b> 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	<b>8</b>	175,104

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due/overpayment. Includes sub-tables 6a-6d for credits.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' boxes. Questions cover political activities, unrelated business income, and substantial contributors.

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 N/A 13 Yes
14 The books are in care of JUDITH HELMLE SHAW Telephone no (713) 782-7730
Located at 2603 BAYSHORE DR BACLIFF TX ZIP+4 77518
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here . . . . . 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? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c 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? Yes 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? 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 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))?  Yes  No

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

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

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

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

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

**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
ROY C SHAW JR 2603 BAYSHORE DR BACLIFF, TX 77518	PRESIDENT 1 00	0	0	0
JUDITH HELMLE SHAW 2603 BAYSHORE DR BACLIFF, TX 77518	SECRETARY/TREASURER 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ▶		0

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

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

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
<b>1</b>		
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total.</b> Add lines 1 through 3 . . . . . ▶		0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	2,908,656
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	160,452
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	3,069,108
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	3,069,108
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	46,037
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	3,023,071
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	151,154

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	151,154
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	771
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	771
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	150,383
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	150,383
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	150,383

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	175,104
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	175,104
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	771
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	174,333

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				150,383
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			155,966	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>175,104</u>				
<b>a</b> Applied to 2015, but not more than line 2a			155,966	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				19,138
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				131,245
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

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

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

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

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

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

**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

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**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  
ROY C SHAW JR  
2603 BAYSHORE DR  
BACLIFF, TX 77518  
(713) 787-7730

**b** The form in which applications should be submitted and information and materials they should include  
LETTER OF REQUEST FROM SOLICITOR DETAILING NEED FOR FUNDS

**c** Any submission deadlines  
NONE

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			▶ <b>3a</b>	168,150
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			▶ <b>3b</b>	0





**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).**

ROY C SHAW JR

JUDITH HELMLE SHAW

**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)				
<b>a</b> <i>Paid during the year</i>				
80'S PLACE - UNA NOTTE IN LTALIA GALA 2 COUTURE TICKETS 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
COLLEGE OF CHARLESTON 66 GEORGE ST CHARLESTON, SC 29424	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,500
GALVESTON HISTORICAL FOUNDATION 502 20TH STREET GALVESTON ISLAND, TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	7,000
GALVESTON ISLAND RAILROAD MUSEUM 2602 SANTA FE PLACE GALVESTON ISLAND, TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
GRAND 1894 OPERA HOUSE 2020 POSTOFFICE STREET GALVESTON ISLAND, TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	9,000
<b>Total</b> . . . . . <b>3a</b>				168,150

**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)				
<b>a</b> <i>Paid during the year</i>				
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	1,000
HOUSTON LIVESTOCK SHOW & RODEO PO BOX 20070 HOUSTON, TX 772250070	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	11,650
JUNIOR ACHIEVEMENT OF SOUTHEAST TEXAS 2115 E GOVERNORS CIR HOUSTON, TX 77092	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	5,000
LAKE CITY COMMUNNITY ART BUILDING FUND PO BOX 876 LAKE CITY, CO 81235	NONE	PUBLIC CHARITY	BUILDING FUND	3,000
LAKE FORK CONSERVANCY IN COLORADO 206 SILVER ST LAKE CITY, CO 81235	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	5,000
<b>Total</b> . . . . . <b>3a</b>				168,150

**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)				
<b>a</b> <i>Paid during the year</i>				
MAKE A WISH FOUNDATION 4742 N 24TH ST SUITE 400 PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
METHODIST HOSPITAL 1707 SUNSET BLVD HOUSTON, TX 77005	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	7,000
MUSUEM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 772656826	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	14,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 8111 N STADIUM DR STE 100 HOUSTON, TX 77054	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	15,000
NATIONAL TAY-SACHS & ALLIED DISEASES ASSOCIATION INC 2001 BEACON STREET SUITE 204 BOSTON, MA 02135	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				168,150

**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)				
<b>a</b> <i>Paid during the year</i>				
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 772511892	NONE	EDUCATIONAL	SCHOLARSHIP FUND	9,000
ST THOMAS EPISCOPAL SCHOOL & CHURCH 4900 JACKWOOD HOUSTON, TX 77096	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	13,000
TEXAS A&M UNIVERSITY MS 4250 COLLEGE STATION, TX 778434250	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	1,500
TEXAS CHILDREN'S HOSPITAL PO BOX 300630 STE 5214 HOUSTON, TX 772300630	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
THE HERITAGE SOCIETY AT SAM HOUSTON PARK 1100 BAGBY STREET HOUSTON, TX 77002	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				168,150

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)				
<b>a</b> <i>Paid during the year</i>				
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 782127200	NONE	EDUCATIONAL	SCHOLARSHIP FUND	3,500
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BLVD GALVESTON, TX 77555	NONE	EDUCATIONAL	SUPPORT OF THE INSTITUTION	36,000
OAK CLIFF CEMETERY 10455 N CENTRAL EXPRESSWAY DALLAS, TX 75231	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	10,000
JUDY'S MISSION OVARION CANCER P O BOX 70163 HOUSTON, TX 77270	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,500
SMU LIABRARY - BYWATERS COLLECTION 6100 HILLCREST AVENUE DALLAS, TX 75275	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	3,000
<b>Total</b> . . . . . <b>3a</b>				168,150

**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)				
<b>a</b> <i>Paid during the year</i>				
MD ANDERSON - JUDITH LIEBENTHAL ROBINSON FOUNDATION PO BOX 70163 HOUSTON, TX 77270	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
LAKE CITY MEDICAL CENTRE 3239 NW YORK DR LAKE CITY, FL 32055	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				168,150

**TY 2016 Accounting Fees Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	8,818	0		8,818

**TY 2016 Investments Corporate Stock Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
824 SHS CHEVRON CORP	30,411	96,985
1,334 SHS BRISTOL MYERS SQUIBB	60,223	77,959
44 SHS DOW CHEMICAL	1,401	2,518
2,740 SHS EXXON MOBIL	84,127	247,312
10,500 SHS GENERAL ELECTRIC CO	224,800	316,000
423 SHS IBM	27,961	70,214
4,277 SHS KAYNE MLP INV	101,236	103,324
3,400 PROCTER & GAMBLE	129,315	285,872
1,472 SHS PUBLIC SVC ENTERPRISE	21,321	64,591
800 SHS PLUM CREEK TIMBER	0	0
66 SHS 3M COMPANY	3,227	11,786
180 SHS AIR PROD & CHEM	10,834	25,888
200 SHS ALTRIA GP	2,595	13,524
440 SHS COCA COLA	9,508	18,242
140 SHS COLGATE PALMOLIVE	4,322	9,162
360 SHS DARDEN RESTAURANTS	10,599	26,179
380 SHS GENL MILLS	9,888	23,473
200 SHS PEPSICO	9,900	20,926
400 SHS UNTD TECHNOLOGIES	32,014	43,848
360 SHS WASTE MANAGEMENT	9,698	25,528
4500 SHS WISDOMTREE	230,226	208,800
5,000 SHS GAMCO NATURAL RES	0	0
3,500 SHS KEMPER CORP DEL COM	108,391	155,050
5,000 SHS CLEARBRIDGE ENERGY MLP TOT RET	78,560	63,900
1,400 SHS COSTAMARE INC	0	0
500 SHS CENTURYLINK INC	0	0
1,500 SHS ABBOT LABORATORIES	64,272	57,615
700 SHS VERIZON COMMUNICATIONS	34,023	37,366
1,200 SHS CISCO SYS INC (CISCO)	30,978	36,264
120 SHS FOUR CORNERS PPTY TR INC	2,216	3,673

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 SHS KINDER MORGAN INCORP	41,554	39,349
290 SHS MEDTRONIC PLC SHS	29,738	29,917
700 SHS MICROSOFT CORP	30,420	43,498
200 SHS UNITEDHEALTH GP INC	24,220	32,008
230 SHS WALGREENS BOOTS ALLIANCE INC	29,498	28,966
VERSUM MATERIALS	1,017	2,526
WEYERHAEUSER CO	22,792	38,515
ISHARE CORE US AGGREGATE	100,041	99,415
ISHARES IBOXX INVEST GR COR BD	100,089	102,533

**TY 2016 Investments - Other Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MSSB - MUTUAL FUNDS	AT COST	319,204	315,218
700 SHS WISDOM TREE INTL SM CAP DIV	AT COST	40,397	42,014
600 SHS WISDOM TREE MID CAP DIV	AT COST	39,659	56,628
1100 SHS WISDOM TREE SMALL CAP DIV FUND	AT COST	62,271	90,992
2,000 SHS WISDOM TREE TRUST EMRG MKT	AT COST	0	0
1,000 SHS WISDOMTREE EURO SM CAP DIV ETF	AT COST	59,200	54,620

**TY 2016 Other Income Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN STANLEY SMITH BARNEY	12,795		12,795

**TY 2016 Other Professional Fees Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT FEES	14,788	14,788		0

**TY 2016 Taxes Schedule****Name:** HELMLE-SHAW FOUNDATION**EIN:** 76-0420414

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL EXCISE TAXES	882	0		0
FOREIGN TAXES	699	699		0
FEDERAL EXCISE TAXES - INTEREST & PENALTIES	192	0		0