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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection**For calendar year 2016 or tax year beginning , 2016, and ending**

Name of foundation Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.		A Employer identification number 76-0435413
Number and street (or P.O. box number if mail is not delivered to street address) 8811 Westheimer	Room/suite 208	B Telephone number (see instructions) (713) 334-6777
City or town, state or province, country, and ZIP or foreign postal code Houston TX 77063		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 17,623,138.	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)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,000,000.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		168.	168.		
4 Dividends and interest from securities		173,491.	173,491.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		204,441.	15,641,516.		
b Gross sales price for all assets on line 6a		825,373.			
7 Capital gain net income (from Part IV, line 2)			204,573.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
See Line 11 Stmt		319,169.	320,906.		
12 Total. Add lines 1 through 11.		2,697,269.	699,138.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits.					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch.) L-16b Stmt.		1,216.	608.		608.
c Other professional fees (attach sch.) L-16c Stmt.		60,227.	60,227.		0.
17 Interest					
18 Taxes (attach schedule) (see Instrs) See Line 18 Stmt		10,118.	3,118.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		43,658.	42,900.		750.
24 Total operating and administrative expenses Add lines 13 through 23		115,219.	106,853.		1,358.
25 Contributions, gifts, grants paid		622,700.			622,700.
26 Total expenses and disbursements Add lines 24 and 25		737,919.	106,853.		624,058.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,959,350.			
b Net investment income (if negative, enter -0-)			592,285.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	2,176,330.	1,609,501.	1,609,501.
	2 Savings and temporary cash investments	307,367.	583,274.	583,274.
	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 sch)			
	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) . L-10b Stmt	5,623,437.	6,191,603.	7,114,452.
	c Investments — corporate bonds (attach schedule) . L-10c Stmt	184,107.	130,779.	133,051.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) . L-13 Stmt	5,747,330.	7,482,764.	8,182,860.	
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).	14,038,571.	15,997,921.	17,623,138.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)				
FUND ASSET BALANCES	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	14,038,571.	15,997,921.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,038,571.	15,997,921.	
31 Total liabilities and net assets/fund balances (see instructions)	14,038,571.	15,997,921.		

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	14,038,571.
2 Enter amount from Part I, line 27a	2	1,959,350.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	15,997,921.
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	15,997,921.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo. day, yr.)	(d) Date sold (mo. day, yr.)
1 a Publicly traded securities	P	various	various
b Passthrough K-1 Capital Gain	P		
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 825,373.		750,325.	75,048.
b			129,525.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 0.	0.	0.	75,048.
b 0.	0.	0.	129,525.
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	204,573.
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.

(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	453,147.	13,191,711.	0.034351
2014	457,233.	12,851,807.	0.035577
2013	437,337.	12,231,664.	0.035755
2012	398,228.	8,388,852.	0.047471
2011	286,783.	6,926,533.	0.041404

2 Total of line 1, column (d)	2	0.194558
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	0.038912
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	14,480,593.
5 Multiply line 4 by line 3	5	563,469.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,923.
7 Add lines 5 and 6	7	569,392.
8 Enter qualifying distributions from Part XII, line 4	8	624,058.

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)

1 a 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	5,923.
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	0.
3 Add lines 1 and 2		3	5,923.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,923.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	10,126.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	10,126.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	13.	
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	4,190.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	4,190.	Refunded

Part VII A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address None		
14 The books are in care of <u>Gordon Rose</u> Telephone no <u>(713) 334-6777</u>		
Located at <u>8811 Westheimer Ste 208</u> <u>Houston</u> <u>TX</u> ZIP + 4 <u>77063</u>		
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 <u>15</u>		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	Yes	No
1 a 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? <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)? <input type="checkbox"/>	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b	X

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

5 a 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)?

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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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

7 a 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?

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
Patricia West Houck 8811 Westheimer Ste 208 Houston TX 77063	Pres/Asst Sec 1.00	0.	0.	0.
Mary Elizabeth Houck Moore 8811 Westheimer Ste 208 Houston TX 77063	VP/Asst Sec 1.00	0.	0.	0.
Gordon B Rose 8811 Westheimer Ste 208 Houston TX 77063	VP/Treasurer 15.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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 ☐ None

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 ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
Total number of others receiving over \$50,000 for professional services ▶		None

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.

Organizations and other beneficiaries served; conferences convened; research papers produced, etc.	
1	
2	
3	
4	

Part X-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

1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	7,035,406.
b Average of monthly cash balances	1 b	905,121.
c Fair market value of all other assets (see instructions)	1 c	6,760,583.
d Total (add lines 1a, b, and c)	1 d	14,701,110.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	14,701,110.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	220,517.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,480,593.
6 Minimum investment return. Enter 5% of line 5	6	724,030.

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	724,030.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	5,923.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	5,923.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	718,107.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	718,107.
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	718,107.

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	1 a	624,058.
b Program-related investments — total from Part IX-B.	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	624,058.
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	5,923.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	618,135.

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				718,107.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			622,663.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	0.			
b From 2012	0.			
c From 2013	0.			
d From 2014	0.			
e From 2015	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 624,058.				
a Applied to 2015, but not more than line 2a			622,663.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				1,395.
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))	0.			0.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				716,712.
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)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012	0.			
b Excess from 2013	0.			
c Excess from 2014	0.			
d Excess from 2015	0.			
e Excess from 2016	0.			

BAA

Form 990-PF (2016)

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

☐ 4942(j)(5)

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

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 foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

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

Recipient	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)				
<i>a Paid during the year</i>				
See attached list	None	PC		622,700.
Total			3 a	622,700.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					
	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	168.	
4 Dividends and interest from securities			14	173,491.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . .	525990	-132.	18	204,573.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PFIC Distributions			14	151,655.	
b Partnership pass through	525990	-1,749.	14	169,263.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-1,881.		699,150.	
13 Total. Add line 12, columns (b), (d), and (e)					13 697,269.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.

76-0435413

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:☐ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 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 33-1/3% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.

76-0435413

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOUCK MANAGEMENT TRUST 8811 WESTHEIMER RD SUITE 208 Houston TX 77063	\$ 2,000,000.	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)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

Name

Employer Identification Number

Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.

76-0435413

Asset Information:

Description of Property Publicly Traded Securities

Date Acquired . Various How Acquired . . . Purchased

Date Sold . . . Various Name of Buyer . . . Various

Sales Price . . . 825,373. Cost or other basis (do not reduce by depreciation) . . . 750,325.

Sales Expense . . . Valuation Method

Total Gain (Loss) . . . 75,048. Accumulation Depreciation . . .

Description of Property Pass through K-1 Capital Gain

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . 129,525. Accumulation Depreciation . . .

Description of Property Pass through K-1 Capital Gain - UBTI

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . -132. Accumulation Depreciation . . .

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) . . . Accumulation Depreciation . . .

Additional Information

Form 990-PF, Page 5, Part VII-A, Line 12 Statement

Explanation of Distribution to Donor Advised Fund

During the tax year, the Foundation treated a distribution to Fidelity Charitable, a donor advised fund over which the Foundation had advisory privileges, as a qualifying distribution. Donor advised funds are exempt under IRC Section 501(c)(3), must be organized and operated exclusively for one or more of the charitable purposes described in Section 170(c)(2)(B), and have sole discretion over the funds distributed to them. The Foundation has made recommendations for grants to be made by the donor advised fund to public charities for charitable purposes similar to the type of grants made directly by the Foundation.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PFIC Distributions	151,655.	151,655.	
Partnership pass through	167,514.	169,251.	
Total	319,169.	320,906.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign taxes paid	3,118.	3,118.		
Federal excise taxes	7,000.			
Total	10,118.	3,118.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	750.	0.		750.
Passthrough K-1 expenses	42,908.	42,900.		
Total	43,658.	42,900.		750.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Dunham F Jewett 8811 Westheimer Ste 208 Houston TX 77063 Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/>	Secretary			
	1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Blazek and Vetterling	Tax Compliance	1,216.	608.		608.
Total		<u>1,216.</u>	<u>608.</u>		<u>608.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Investment Management	6,518.	6,518.		0.
United Capital Adv	Investment Management	30,987.	30,987.		0.
Alliance Bernstein	Investment Management	16,222.	16,222.		0.
Morgan Stanley	Investment Management	6,500.	6,500.		0.
Total		<u>60,227.</u>	<u>60,227.</u>		<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attachment to Part II line 10	6,191,603.	7,114,452.
Total	<u>6,191,603.</u>	<u>7,114,452.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attachment to Part II line 10	130,779.	133,051.
Total	<u>130,779.</u>	<u>133,051.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Alliance Bernstein European Opp Series-DBT	1,375,160.	1,425,743.
Alliance Bernstein Fin Srvs Opp Caymen Fund LP	403,269.	513,482.
Alliance Bernstein Global Research Ins - DBT	1,067,359.	1,124,494.
Hawkins Investment Partnership LP	2,054,061.	2,191,549.
MS Blackstone Real Estate Debt Strat	427,549.	411,248.
Tiger Accelerator Caymen Fund LP	342,570.	413,775.
Oaktree Strategic Income Caymen Feeder Fund	819,000.	817,642.
Stanley Partners Fund LP	993,796.	1,284,927.
Total	<u>7,482,764.</u>	<u>8,182,860.</u>

Harvey R. Houck, Jr. and Patricia W. Houck Foundation
2016 Form 990 PF

Part XV - Grants and Contributions Paid During the Year

Name of Organization	Type	Purpose	Amount
Assist the Officer Foundation 1412 Griffin St East Dallas, TX 75215	PC	General support	5,000
Astraea Foundation Inc 116 East 16th St, 7th Floor New York, NY 10003	PC	General support	10,000
Back 2 Basics Ministry PO Box 132902 The Woodlands, TX 77393	PC	General support	2,500
Buffalo Bayou Partnership 1019 Commerce St, Ste 200 Houston, TX 77002	PC	General support	5,000
Children at Risk 2900 Wesleyan, Ste 400 Houston, TX 77027	PC	General support	35,700
Corporate Accountability International 10 Milk St, Suite 610 Boston, MA 02108	PC	General support	5,000
DBSA Greater Houston PO Box 27607 Houston, TX 77227	PC	General support	5,000
Escape Family Resource Center 2410 Hamilton St. Houston, TX 77004	PC	General support	7,000
Fidelity Charitable Gift Fund 200 Seaport Blvd Boston, MA 02210	PC	General support	15,000
First Unitarian Church of Dallas 4015 Normandy Dallas, TX 75205	PC	North Dallas Shared Ministries support	20,000
Genesys Works 14400 Memorial Dr Ste 200 Houston, TX 77079	PC	General support	50,000
Goodwill Industries of Houston 1140 West Loop North Houston, TX 77055	PC	VETS program	100,000
Hermann Park Conservancy 6201 A Hermann Park Dr Houston, TX 77030	PC	General support	5,000
Hope & Healing Center and Institute 717 Sage Rd Houston, TX 77056	PC	General support	50,000
Houston Arboretum & Nature Center 4501 Woodway Dr Houston, TX 77024	PC	General support	2,500

Harvey R. Houck, Jr. and Patricia W. Houck Foundation
2016 Form 990 PF

Part XV - Grants and Contributions Paid During the Year

Name of Organization	Type	Purpose	Amount
Houston Area Women's Center Inc 1010 Waugh Dr Houston, TX 77019	PC	General support	25,000
Houston Botanic Garden PO Box 27510 Houston, TX 77227-7510	PC	General support	2,500
Houston Food Bank 535 Portwall St Houston, TX 77029	PC	General support	2,500
Houston Jazz Orchestra 819 Lovett Blvd Houston, TX 77006	PC	General support	2,500
Houston Park Boards 300 N Post Oak Ln Houston, TX 77024	PC	General support	5,000
Houston Youth Symphony 2400 Augusta Dr, Ste 235 Houston, TX 77057	PC	General support	5,000
Houston Zoo 6200 Hermann Park Dr Houston, TX 77030	PC	General support	2,500
Human Rights Initiative of N. Texas Inc 2801 Swiss Ave Dallas, TX 75204	PC	General support	10,000
Match Midtown Arts & Theater Center Houston 3333 W Alabama St, Ste 110 Houston, TX 77090-1728	PC	General support	5,000
Memorial Park Conservancy, Inc 7575 N. Picnic Ln Houston, TX 77007	PC	General support	5,000
Menil Foundation, Inc 1533 Sul Ross St Houston, TX 77006	PC	General support	5,000
Mental Health America of Greater Houston, Inc 2211 Norfolk, Ste 810 Houston, TX 77098	PC	Veterans Health	5,000
Mothers Against Police Brutality 1851 Fuller Dr Dallas, TX 75228	PC	General support	5,000
National Multiple Sclerosis Society 8111 N. Stadium Dr, Ste 100 Houston, TX 77054-1844	PC	General support	250
Planned Parenthood of Greater Texas 7424 North Greenville Ave, Suite 211 Dallas, TX 75231	PC	General support	5,000

Harvey R. Houck, Jr. and Patricia W. Houck Foundation
2016 Form 990 PF

Part XV - Grants and Contributions Paid During the Year

Name of Organization	Type	Purpose	Amount
Refugee & Immigrant Center for Education & Legal Services 1305 N Flores St San Antonio, TX 78212	PC	General support	5,000
Share All Our Blessings PO Box 521 Islamorada, FL 33036	PC	General support	100,000
Simmons Center for Cancer Research E-181 BNSN Provo, UT 84602	PC	Cancer Research Fellowship	8,000
Spring Woods High School Band Booster Association 2045 Gessner Rd Houston, TX 77080	PC	General support	2,500
Spring Woods Theater Company 9119 Western Dr Houston, TX 77080	PC	General support	1,750
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	PC	General support	5,000
St Edwards University 3001 South Congress Ave Austin, TX 78704-6489	PC	Scholarships	5,000
Texas Freedom Network Education Fund PO Box 1624 Austin, TX 78767	PC	General support	5,000
Texas Organizing Project Education Fund PO Box 120296 San Antonio, TX 78212	PC	General support	50,000
The Center Houston 3350 West Dallas St Houston, TX 77019	PC	General support	2,500
The Shepherd Society Rice University The Shepherd School of Music MS 532 PO Box 1892 Houston, TX 77251-1892	PC	General support	2,500
Trees For Houston PO Box 270477 Houston, TX 77227	PC	General support	2,500
UNIVERSITY OF TEXAS DALLAS 800 W. Campbell Rd, GR41 Richardson, TX 75080	GOV	Center for Children and Family	30,000
Total Grants & Contributions			<u>622,700</u>

STATEMENT - SUPPORTING DETAIL FOR PART II, LINE 10

COST BASIS FOR PART II BALANCE SHEET

FIDELITY INVESTMENTS #8904	MSSB MACKAY #1158	MSSB FAYEZ #1160	MSSB ATANTA #1161	TD AMERITRADE #7634	US CAPITAL ADVISORS #4839	TOTAL Part II	COST BASIS
	0	8,290	139,547	3,702,011	2,131,786	6,191,603	0 Part II line 10a col(b)
	80,051	209,969			50,728	130,779	Part II line 10b col(b)
							Part II line 10c col(b)

Investments- US & State Government
Investments- Corporate Stock
Investments- Corporate Bonds

FMV FOR PART II BALANCE SHEET

FIDELITY INVESTMENT #8904	MSSB MACKAY #1158	MSSB FAYEZ #1160	MSSB ATANTA #1161	TD AMERITRADE #7634	US CAPITAL ADVISORS #4839	TOTAL Part II	FMV
	0	7,804	226,321	3,413,248	3,140,600	7,114,452	0 Part II line 10a col(c)
	82,612	326,479			50,439	133,051	Part II line 10b col(c)
							Part II line 10c col(c)

Investments- US & State Government
Investments- Corporate Stock
Investments- Corporate Bonds