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## Return of Private Foundation

## or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

Name of foundation <b>Zorich Family Foundation</b>		A Employer identification number 76-0664404
Number and street (or P O box number if mail is not delivered to street address) <b>1100 Louisiana Street</b>		Room/suite 4900
City or town, state or province, country, and ZIP or foreign postal code <b>Houston TX 77002</b>		
G 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		C If exemption application is pending, check here. ► <input type="checkbox"/>
H Check type of organization <input 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		D 1 Foreign organizations, check here . . . . . ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 40,530,272.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ► <input type="checkbox"/>

**Part II Analysis of Revenue and Expenses****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)	16,000,000.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	17,401.	17,401.	17,401.	
4 Dividends and interest from securities	498,071.	498,071.	498,071.	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	1,248,441.			
b Gross sales price for all assets on line 6a . . . . . 6,461,208.				
7 Capital gain net income (from Part IV, line 2)		1,248,442.		
8 Net short-term capital gain			0.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	37,284.			
See Line 11 Stmt				
12 Total Add lines 1 through 11. . . . .	17,801,197.	1,763,914.	515,472.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch.)	6,440.			
c Other professional fees (attach sch.) I-16C Stmt.	143,358.	128,358.		
17 Interest	15,697.			
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	36,583.			
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	51,717.			
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	253,795.	128,358.		
25 Contributions, gifts, grants paid	3,077,246.			3,077,246.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	3,331,041.	128,358.		3,077,246.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	14,470,156.			
b Net investment income (if negative, enter -0-).		1,635,556.		
c Adjusted net income (if negative, enter -0-)			515,472.	

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ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch.)	6,440.			
c Other professional fees (attach sch.) I-16C Stmt.	143,358.	128,358.		
17 Interest	15,697.			
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	36,583.			
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c Adjusted net income (if negative, enter -0-)			515,472.	

<b>Part III</b> 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
	1 Cash — non-interest-bearing . . . . .	1,093,312.	4,949,629.	4,949,629.
	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) . . . . .	2,500.	830.	830.
	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 . . . . .			
<b>A S S E T S</b>	10a Investments — U S and state government obligations (attach schedule) . . . . .			
	b Investments — corporate stock (attach schedule) . L-10b. Stmt . . . . .	859,832.	2,339,431.	2,455,941.
	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) . L-13 Stmt . . . . .	24,561,334.	32,573,021.	33,123,872.
	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) . . . . .	26,516,978.	39,862,911.	40,530,272.
<b>L I A B I L I T I E S</b>	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) . . . . .			
	Foundations that follow SFAS 117, check here . ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
<b>N F E U T N D A S B S A E L T A S N C O E R S</b>	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 . . . . .	26,516,978.	39,862,911.	
	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) . . . . .	26,516,978.	39,862,911.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	26,516,978.	39,862,911.	

**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	26,516,978.
2 Enter amount from Part I, line 27a . . . . .	2	14,470,156.
3 Other increases not included in line 2 (itemize) . . . . ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	40,987,134.
5 Decreases not included in line 2 (itemize) . . . . ► See Other Decreases Stmt	5	1,124,223.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	39,862,911.

**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.)
1a See Statement Attached				Various	12/31/16
b Capital Gain Distributions				Various	12/31/16
c Partnership Short Term Capital Gains				Various	12/31/16
d Partnership Long Term Capital Loss				Various	12/31/16
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 6,025,469.		5,212,767.	812,702.		
b 370,567.		0.	370,567.		
c 65,690.		0.	65,690.		
d -517.		0.	-517.		
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.	812,702.		
b 0.	0.	0.	370,567.		
c 0.	0.	0.	65,690.		
d			-517.		
e					
2 Capital gain net income or (net capital loss) . . .	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,248,442.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	-246,516.	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .					

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,402,449.	27,041,711.	0.088842
2014	2,293,064.	25,698,875.	0.089228
2013	1,385,060.	19,231,240.	0.072021
2012	1,264,301.	16,284,908.	0.077636
2011	1,344,216.	14,016,952.	0.095899
2 Total of line 1, column (d) . . . . .		2	0.423626
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	0.084725
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5. . . . .		4	31,919,269.
5 Multiply line 4 by line 3 . . . . .		5	2,704,360.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		6	16,356.
7 Add lines 5 and 6. . . . .		7	2,720,716.
8 Enter qualifying distributions from Part XII, line 4 . . . . .		8	3,077,246.

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)	1	16,356.
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 . . . . .	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) . . . . .	3	16,356.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	16,356.
6	<b>Credits/Payments</b>		
a	2016 estimated tax paid and 2015 overpayment credited to 2016 . . . . .	6 a	36,511.
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	0.
d	Backup withholding erroneously withheld . . . . .	6 d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	36,511.
8	Enter any penalty for underpayment of estimated tax Check here <input 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	20,155.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax . . . . . ► 20,155. Refunded . . . . .	11	

**Part VII** **Statements Regarding Activities**

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? . . . . .	Yes	No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		X
1 c	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		
2	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		
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? . . . . .		
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 . . . . .		
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)**

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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12		X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13		X	
Website address . . . . . ► N/A			
14	The books are in care of ► Robert L. Zorich Telephone no ► (713) 659-6100		
Located at ► 1100 Louisiana, Ste 4900 Houston, TX ZIP + 4 ► 77002			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	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.			
1 a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1 b			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1 c			
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))	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3 b			
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4 a			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4 b			

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**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

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)

a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . 6b X

If 'Yes' to 6b, file Form 8870

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? . . . . . 7 b X

## Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees.

## 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
Robert L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Barbara L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Bret A. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	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		

**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.

1	<u>N/A</u>	
2		0.
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

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

All other program-related investments See instructions

-----

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**Total.** Add lines 1 through 3

BAA

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Form 990-PF (2016)

**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	27,997,999.
b Average of monthly cash balances . . . . .	1 b	4,407,350.
c Fair market value of all other assets (see instructions) . . . . .	1 c	0.
d Total (add lines 1a, b, and c) . . . . .	1 d	32,405,349.
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	32,405,349.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	4	486,080.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4. . . . .	5	31,919,269.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	1,595,963.

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

1 Minimum investment return from Part X, line 6 . . . . .	1	1,595,963.
2a Tax on investment income for 2016 from Part VI, line 5 . . . . .	2 a	16,356.
b Income tax for 2016 (This does not include the tax from Part VI) . . . . .	2 b	
c Add lines 2a and 2b . . . . .	2 c	16,356.
3 Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	1,579,607.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	
5 Add lines 3 and 4 . . . . .	5	1,579,607.
6 Deduction from distributable amount (see instructions) . . . . .	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,579,607.

**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	3,077,246.
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	3,077,246.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) . . . . .	5	16,356.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6	3,060,890.

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 . . . . .				1,579,607.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only . . . . .			0.	
b Total for prior years 20 ____ 20 ____ 20 ____				
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . . 660,602.				
b From 2012 . . . . . 496,686.				
c From 2013 . . . . . 483,514.				
d From 2014 . . . . . 1,057,380.				
e From 2015 . . . . . 1,100,081.				
f Total of lines 3a through e . . . . . 3,798,263.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 3,077,246.				
a Applied to 2015, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required — see instructions) . . . . .				
c Treated as distributions out of corpus (Election required — see instructions) . . . . .				
d Applied to 2016 distributable amount . . . . .				1,579,607.
e Remaining amount distributed out of corpus . . . . . 1,497,639.				
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 . . . . .		5,295,902.		
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 . . . . .				
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 . . . . .				0.
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) . . . . .		660,602.		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .		4,635,300.		
10 Analysis of line 9				
a Excess from 2012 . . . . . 496,686.				
b Excess from 2013 . . . . . 483,514.				
c Excess from 2014 . . . . . 1,057,380.				
d Excess from 2015 . . . . . 1,100,081.				
e Excess from 2016 . . . . . 1,497,639.				

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

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

**b** 85% of line 2a . . . . .

**c** Qualifying distributions from Part XII, line 4 for each year listed . . . . .

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

**e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c . . . . .

**3 Complete 3a, b, or c for the**

alternative test relied upon

a Assets alternative test – enter

**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 XVI** 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))

Robert L. and Barbara Zorich

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement Attached				3,077,246.
<b>Total</b>				► 3a 3,077,246.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## 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	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies . . .</b>					
<b>2</b>	<b>Membership dues and assessments . . . . .</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments . . . . .</b>			14	17,401.	
<b>4</b>	<b>Dividends and interest from securities . . . . .</b>			14	498,071.	
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
<b>6</b>	<b>Net rental income or (loss) from personal property . . . . .</b>					
<b>7</b>	<b>Other investment income . . . . .</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory . . . . .</b>			18	1,248,441.	
<b>9</b>	<b>Net income or (loss) from special events . . . . .</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory . . . . .</b>					
<b>11</b>	<b>Other revenue</b>					
a						
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e) . . . . .</b>				1,763,913.	
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e) . . . . .</b>				13	1,763,913.

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
N/A	



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

OMB No 1545-0047

**Schedule of Contributors****2016**

► 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](http://www.irs.gov/form990).

Name of the organization

Zorich Family Foundation

Employer identification number

76-0664404

Organization type (check one)

Filers of:

Form 990 or 990-EZ

## Section:

501(c)( ) (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 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 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

Zorich Family Foundation

Employer identification number

76-0664404

**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	Robert L and Barbara L Zorich 9025 Sandringham Dr. Houston TX 77024	\$ 12,101,413	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Robert L and Barbara L Zorich 9025 Sandringham Dr. Houston TX 77024	\$ 3,898,588	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions )

Name of organization

Employer identification number

Zorich Family Foundation

76-0664404

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	29,140.28 Blackrock Global Allocation Fund	\$ 532,393.	11/04/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	11,044.05 First Eagle SoGen Global Fund	\$ 616,037.	11/04/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	21,942.14 FPA Crescent Fund	\$ 699,077.	11/04/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	56,597.00 Hallmark Financial Services Inc.	\$ 568,800.	11/04/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	22,575.00 Independent Bank Group Inc.	\$ 1,045,223.	11/04/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	22,430.91 IVA Worldwide Fund	\$ 381,774.	11/04/16

BAA

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

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**Name of organization**

**Employer identification number**

Zorich Family Foundation

76-0664404

**Part II. Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	3,281.00 TriState Capital Holdings, Inc	\$ 55,285.	11/04/16
(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
-	-	\$	-
(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
-	-	\$	-

**BAA**

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

**Miscellaneous Statement**Quid Pro Quo

During the year the foundation made grants to several recipients resulting in a \$830 quid pro quo benefit to the trustees. The quid pro quo was identified during the preparation of the 2016 Form 990-PF and will be reimbursed as soon as practical.

Total

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

## Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Partnership Ordinary Loss	-105,605.		
Partnership Nontaxable Distributions	41,192.		
Partnership Section 751 Gain	101,697.		
Total	<u>37,284.</u>		

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

## Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Tax -990-PF 2015	6,000.			
Federal Tax -990-PF 2016	30,000.			
Foreign Tax	583.			
Total	<u>36,583.</u>			

## 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
Partnership Expenses	51,683.			
Partnership Nondeductible Expense	34.			
Total	<u>51,717.</u>			

## Form 990-PF, Page 2, Part III, Line 5

## Other Decreases Stmt

Excess Value Over Cost of Grant Received	<u>1,022,842.</u>
PTP Income Not Recorded on Books	<u>96,659.</u>
Correction to investment cost basis	<u>4,722.</u>
Total	<u>1,124,223.</u>

## 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 type="checkbox"/> Business . <input type="checkbox"/> Brynley Zorich Todd 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.

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

Continued

## 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 type="checkbox"/> Business <input type="checkbox"/> Robert M. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.

Total

0. 0. 0.

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
RGT Advisors	Investment Fees	115,455.	115,455.		
Excellence in Giving	Philanthropic Advice	15,000.			
Charles Schwab	Account investment Fees	12,903.	12,903.		
Total		143,358.	128,358.		

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 Statement Attached		2,339,431.	2,455,941.
Total		2,339,431.	2,455,941.

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

Line 13 - Investments - Other:		End of Year	
		Book Value	Fair Market Value
See Statement Attached		32,573,021.	33,123,872.
Total		32,573,021.	33,123,872.

**Supporting Statement of:**

Form 990-PF, p2/Line 10b(a)

Description	Amount
See Statement Attached	859,832.
Total	<u>859,832.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 13(a)

Description	Amount
See Statement Attached	24,561,334.
Total	<u>24,561,334.</u>

**Supporting Statement of:**

Net Gain or Loss From Sale of Assets/Cost or other basis-1

Description	Amount
Original Cost	5,313,143.
Less PTP Basis Adjustment	-201,107.
Plus Section 571 Gain Reported on Form 4797	101,697.
Less Disallowed Wash Sale Loss	-966.
Total	<u>5,212,767.</u>

Name	Employer Identification Number
Zorich Family Foundation	76-0664404
<b>Asset Information:</b>	
Description of Property . . . . . See Statement Attached	
Date Acquired . . . . .	Various How Acquired . . . Purchased
Date Sold . . . . .	Various Name of Buyer . . .
Sales Price . . . . .	6,025,469. Cost or other basis (do not reduce by depreciation) . . . 5,212,767.
Sales Expense . . . . .	Valuation Method . . .
Total Gain (Loss) . . . . .	812,702. Accumulation Depreciation . . .
Description of Property . . . . . Capital Gain Distributions	
Date Acquired . . . . .	Various How Acquired . . . Purchased
Date Sold . . . . .	Various Name of Buyer . . .
Sales Price . . . . .	370,567. Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . . . .	Valuation Method . . .
Total Gain (Loss) . . . . .	370,567. Accumulation Depreciation . . .
Description of Property . . . . . Partnership Short Term Capital Gains	
Date Acquired . . . . .	Various How Acquired . . . Purchased
Date Sold . . . . .	Various Name of Buyer . . .
Sales Price . . . . .	65,690. Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . . . .	Valuation Method . . .
Total Gain (Loss) . . . . .	65,690. Accumulation Depreciation . . .
Description of Property . . . . . Partnership Long Term Capital Gains	
Date Acquired . . . . .	Various How Acquired . . . Purchased
Date Sold . . . . .	Various Name of Buyer . . .
Sales Price . . . . .	-518. Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . . . .	Valuation Method . . .
Total Gain (Loss) . . . . .	-518. 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 . . .

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
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## Form 990-PF, Page 2, Part II, Line 10, b

357 0000	Advance Auto Parts		57,626 15	60,375 84
162 0000	Alphabet, Inc		117,726 63	128,376 90
348 0000	Berkshire Hathaway	27,130 71	44,939 42	56,717 04
4,335 0000	Cisco Systems Inc		127,221 85	131,003 70
2,279 0000	Coca Cola Company		94,035 61	94,487 34
1,432 0000	Copart Inc		73,817 85	79,347 12
1,543 0000	Crown Holdings Inc		79,387 40	81,115 51
3,670 0000	Danone	45,013 16	45,013 16	46,168 60
618 0000	Deckers Outdoors Corp		36,540 30	34,231.00
459 0000	Delphi Automotive PLC		31,622 18	30,913 65
3,041.0000	Ebay Inc		77,103 85	90,287 29
1,140 0000	Express Scripts Hldg	45,129 40	88,256 19	78,420.60
198.0000	Fairfax Financial HL F	45,268 89	92,309 36	96,366 60
1,380 0000	General Motors Co		43,399 93	48,079 20
1,175 0000	Intel Corp	45,048 69	34,504 77	42,617 25
800 0000	JC Penney Co Inc		7,720 22	7,312 80
634.0000	Johnson & Johnson	45,129 01	61,098 63	73,043 14
630.0000	JPMorgan Chase & Co	45,355.47	38,724 83	54,362 70
1,570 0000	Level 3 Communications		76,102 14	88,485.20
2,926 0000	Liberty Global Inc		87,338 73	85,272 97
282 0000	Madison Square Gardens		48,950 62	48,365 82
710.0000	Merck & Co Inc		36,005 92	41,797.70
1,075.0000	Microsoft Corp	45,167 63	45,167 63	66,800 50
841 0000	Molson Coors Brewing		84,095 95	81,837 71
1,234 0000	Motorola A Solutions		96,969 34	102,286 26
3,286 0000	Pfizer Incorporated		111,116.33	106,729 28
0 0000	Plains GP Hldgs LP	249,056 26		
923 0000	Proctor & Gamble		77,753.19	77,605 85
5,180 0000	Resolute Forest Prod	36,184 80	44,582 82	27,713 00
976 0000	Skyworks Solutions		63,644 62	72,868.16
1,510 0000	SPX Corp	9,529.78	20,144.45	35,817 20
1,735.0000	SPX Flow Incorpora	26,663 83	54,636.57	55,624 10
0 0000	Targa Resources Corp	105,096.65		
3,380 0000	Vodafone Group	45,008.53	105,637.46	82,573.40
1,251 0000	Walgreens Bots Ali		103,408 96	103,532.76
705 0000	Wal-mart Stores Inc	45,049 34	45,049.34	48,729 60
1,806 0000	Zoetis Inc.		87,778.73	96,675 18
<b>Total Line 10, b</b>		<b>859,832.15</b>	<b>2,339,431.13</b>	<b>2,455,940.98</b>

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
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## Form 990-PF, Page 2, Part II, Line 13 - Mutual Funds

61,188 2190	Advisory Resarch Intl	691,702.73	700,496.59	684,084.29
29,156.1490	Artisan Intl Small Cap	647,556.00	680,443.97	577,291.75
160,694 1440	Dodge & Cox Global Stk	1,862,073.42	1,915,357.23	1,913,867.26
162,980 0950	Dodge & Cox Income Fund	1,439,982.00	2,245,611.30	2,214,899.49
228,687 2800	Doubleline Total Return	1,433,219.00	2,491,308.39	2,428,658.91
76,104 8690	Dryfus Active Income Fund		760,667.24	774,747.57
72,165 6060	Eagle MLP Strategy Fubd I		583,163.21	638,665.51
24,630 1550	First Eagle Global Fund	1,112,468.86	1,169,901.25	1,336,432.21
98,291 1890	Frontier MFG Global Plus		1,001,009.01	999,621.49
25,749 8850	Harbor International	1,707,640.19	2,247,427.63	2,037,377.77
0 0000	Homestead Small Company	716,476.32		
114,000 0000	Ishares Gold ETF	822,920.95	822,920.50	1,263,120.00
88,600 3190	IVA Worldwide FD CL I	982,088.54	1,322,259.71	1,523,040.00
47,815.5390	Longleaf Partners Small Cap Fund	888,793.34	1,429,181.60	1,314,449.17
28,025.3730	Oakmark Intl Fd Class I	569,753.60	579,038.70	636,175.97
33,221.3590	Oakmark Select Fund	902,622.69	1,369,071.13	1,429,847.29
127,291 3670	Pimco Investment Grade	1,386,010.76	1,291,335.73	1,299,644.86
39,999 3300	Primecap Odyssey Growth	395,248.00	1,133,909.22	1,145,580.90
20,135 0000	SPDR Gold Shares ETF	2,213,002.90	2,213,002.90	2,206,997.35
60,487 1980	Stone Ridge Alt Lending		630,115.54	619,388.91
108,518 3200	Stone Ridge Reinsurance	700,020.00	1,100,035.00	1,100,375.76
142,917 7520	Templeton Global Bond	1,473,681.93	1,773,696.93	1,709,296.31
24,389.9920	Tweedy Browne Global	643,433.00	643,433.00	610,725.40
	<b>Total Line 13 - Mutual Funds</b>	<b>20,588,694.23</b>	<b>28,103,385.78</b>	<b>28,464,288.17</b>

## Form 990-PF, Page 2, Part II, Line 13 - Private Partnerships

0 0000	Caymus Energy Fund	574,214.00	1,279,588.00	1,348,007.17
	Enterprise Products LP	497,801.36		
	Growth Capital QP Diversified Fund, LP	923,174.00	1,710,047.00	1,911,487.00
0 0000	Plains All American LP	249,150.19		
0 0000	Targa Resources Ptnr LP	248,300.20		
	Titan Masters International Fund, Ltd	1,480,000.00	1,480,000.00	1,400,089.17
	<b>Total Line 13 - Private Placements</b>	<b>3,972,639.75</b>	<b>4,469,635.00</b>	<b>4,659,583.34</b>
	<b>Grand Total Line 13</b>	<b>24,561,333.98</b>	<b>32,573,020.78</b>	<b>33,123,871.51</b>
	<b>GRAND TOTAL ALL INVESTMENTS</b>	<b>25,421,166.13</b>	<b>34,912,451.91</b>	<b>35,579,812.49</b>

Quantity	Description	How Acquired		Date Acquired	Date Sold	Proceeds	Cost	PTP Basis Adjustment	Wash Sale Adjustment	Gain/(Loss)
		P-Purchased	D-Donated							
<b>Short-Term Capital Gains and Losses</b>										
56 00	ADVANCE AUTO PARTS	P		7/6/2016	8/2/2016	9,321 17	9,019 22			301 95
61 00	ADVANCE AUTO PARTS	P		11/18/2016	12/12/2016	10,550 96	9,929 12			621 84
16 00	ALLERGAN PLC F	P		7/27/2016	11/11/2016	3,334 02	4,150 91			(816 89)
295 00	ALLERGAN PLC F	P	Various	11/15/2016		57,477 60	70,436 81			(12,959 21)
22 00	ALPHABET INC CLASS A	P		7/6/2016	9/8/2016	17,693 62	15,589 36			2,104 26
14 00	ALPHABET INC CLASS A	P		7/6/2016	9/29/2016	11,284 78	9,920 50			1,364 28
34 00	ALPHABET INC CLASS A	P		11/18/2016	12/15/2016	27,942 80	26,499 20			1,443 60
1,436 00	BUCKEYE PARTNERS LP LP	P		2/18/2016	9/19/2016	99,908 33	85,925 27	(691 00)		14,674 06
248 00	COPART INC	P		7/6/2016	10/27/2016	12,807 05	12,261 75			545 30
30 00	DECKERS OUTDOOR CORP	P		7/6/2016	8/24/2016	2,023 96	1,729 71			294 25
83 00	DELPHI AUTOMOTVE PLC F	P		8/25/2016	10/19/2016	5,387 43	5,654 80		267 37	0 00
120 00	EBAY INC	P		7/6/2016	7/21/2016	3,604 77	2,857 51			747 26
114 00	KELLOGG COMPANY	P		7/6/2016	7/14/2016	9,681 84	9,418 67			263 17
69 00	KELLOGG COMPANY	P		7/6/2016	7/15/2016	5,912 31	5,700 78			211 53
364 00	KELLOGG COMPANY	P		7/6/2016	7/29/2016	29,810 28	30,073 66			(263 38)
118 00	KELLOGG COMPANY	P		7/6/2016	7/21/2016	9,717 23	9,749 16			(31 93)
0 52	LIBERTY GLOBAL INC F	P		5/17/2016	7/1/2016	16 85	19 66			(2 81)
84 00	MADISON SQUARE GARDE CLASS A	P		7/6/2016	10/20/2016	13,777 55	14,333 17		555 62	0 00
1,357 00	MAGELLAN MIDSTREAM P LP	P		2/18/2016	9/19/2016	93,249 17	88,313 37	1,581 00		3,354 80
83 00	MALLINCKRODT PUB F	P		7/6/2016	11/17/2016	4,593 35	5,147 14			(553 79)
812 00	NORWEGIAN CRUISE LIN F	P	Various	9/2/2016		28,762 53	32,562 81			(3,800 28)
560 00	PENTAIR PLC F	P		2/4/2016	6/14/2016	33,081 95	26,186 83			6,895 12
8,924 00	PLAINS GP HLDGS L P CLASS A	P		4/2/2015	2/18/2016	66,062 12	240,926 50	(12,979 79)		(161,884 59)
73 00	SKYWORKS SOLUTIONS	P	Various	10/26/2016		5,708 94	4,314 27			1,394 67
85 00	SKYWORKS SOLUTIONS	P	Various	10/3/2016		6,401 59	5,427 87			973 72
0 44	TARGA RESOURCES CORP	P		2/17/2016	2/18/2016	9 25	7 59			1 66
6,062 00	TARGA RESOURCES PTNR	P		4/2/2015	2/17/2016	64,833 09	248,300 20	(12,150 34)		(171,316 77)
390 00	UNION PACIFIC CORP	P		7/6/2016	8/5/2016	36,591 31	33,990.99			2,600 32
222 00	ZOETIS INC CLASS A	P	Various	9/8/2016		11,474 97	10,659 70			815 27
296 00	ZOETIS INC CLASS A	P	Various	8/10/2016		15,029 64	14,212 94			816 70
<b>Total Short-Term Capital Gains and Losses</b>						<b>696,050.46</b>	<b>1,033,319.47</b>	<b>(24,240.12)</b>	<b>822.99</b>	<b>(312,205 90)</b>
<b>Long-Term Capital Gains and Losses</b>										
29,140 28	BLACKROCK GLOBAL ALLOCATION	D	Various	11/17/2016		536,457 55	524,262 65			12,194 90
15,277 00	ENTERPRISE PRODUCTS LP	P		4/2/2015	9/19/2016	410,324 85	497,801 36	(56,371 00)		(31,105 51)
9,213 19	FIRST EAGLE GLOBAL FUND CL A	P	Various	12/20/2016		500,000 00	475,944 65			24,055 35
21,942 13	FPA CRESCENT FUND INST CL SHARES	D		8/30/2012	11/17/2016	732,852 14	620,551 08			112,301 06
15,450 00	HALLMARK FINL SVCS	D		1/30/2006	11/21/2016	164,625 21	117,883 50			46,741 71
3,578 00	HALLMARK FINL SVCS	D		1/30/2006	11/28/2016	37,834 30	27,300 14			10,534 16
5,142 00	HALLMARK FINL SVCS	D		1/30/2006	11/22/2016	53,454 31	39,233 46			14,220 85
3,578 00	HALLMARK FINL SVCS	D		1/30/2006	11/29/2016	38,137 71	27,300 14			10,837 57
4,087 00	HALLMARK FINL SVCS	D		1/30/2006	11/30/2016	44,171 56	31,183 81			12,987 75
16,561 00	HALLMARK FINL SVCS	D	Various	11/18/2016		187,006 37	158,613 50			28,392 87
8,201 00	HALLMARK FINL SVCS	D	Various	11/17/2016		92,535 85	82,185 65			10,350 20
22,726 69	HOMESTEAD SMALL COMPANY STOCK FD	P	Various	5/16/2016		807,464 22	716,476 32			90,987 90
6,380 00	INDEPENDENT BK GROUP	D		10/13/2008	11/17/2016	339,085 49	94,675 53			244,409 96
16,195 00	INDEPENDENT BK GROUP	D		10/13/2008	11/18/2016	857,134 22	240,324 47			616,809 75
1,200 00	INTEL CORP	P		9/1/2015	10/17/2016	44,771 35	33,472 71			11,298 64
395 00	JPMORGAN CHASE & CO	P		9/1/2015	11/11/2016	30,275 49	24,311 70			5,963 79
145 00	JPMORGAN CHASE & CO	P		9/1/2015	12/5/2016	12,010 12	8,924 54			3,085 58
9,863 41	PIMCO INVESTMENT GRADE CORP BD	P	Various	12/2/2016		100,000 00	108,183 24		143 24	(8,040 00)
5,103 00	PLAINS ALL AMERICAN LP	P		4/2/2015	8/15/2016	149,774 59	249,150 19	(7,422 21)		(91,953 39)
5,676 00	TARGA RESOURCES CORP	D	Various	2/18/2016		129,431 55	163,362 24	(11,376 66)		(22,554 03)
3,281 00	TRISTATE CAPITAL HLD	D		12/31/2007	11/17/2016	62,071 81	38,682 99			23,388 82
										0 00
<b>Total Long-Term Capital Gains and Losses</b>						<b>5,329,418.69</b>	<b>4,279,823.87</b>	<b>(75,169.88)</b>	<b>143.24</b>	<b>1,124,907.94</b>
<b>Total All Capital Gains and Losses</b>										
						<b>6,025,469.15</b>	<b>5,313,143.34</b>	<b>(99,410.00)</b>	<b>966.23</b>	<b>812,702.04</b>

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
1 <b>Action Institute</b> 98 E Fulton Street Grand Rapids, MI 49503	N/A	Public Charity	Unrestricted use by Action Institute	Person or Business 5,000.00
2 <b>Adams Camp</b> 6767 South Spruce St , Suite 102 Centennial, CO 80112	N/A	Public Charity	Unrestricted use by Adams Camp	Person or Business 7,500.00
3 <b>Alley Theatre</b> 615 Texas Avenue Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Alley Theatre	Person or Business 20,000.00
4 <b>American Heart Association</b> 10060 Buffalo Speedway Houston, Texas 77054	N/A	Public Charity	Unrestricted use by American Heart Association	Person or Business 9,500.00
5 <b>Amschwand Sarcoma Cancer Foundation</b> 2726 Bissonnet Street, Suite 240-314 Houston, Texas 77005	N/A	Public Charity	Unrestricted use by Amschwand Sarcoma Cancer Foundation	Person or Business 2,250.00
6 <b>Baton Rouge Area Foundation</b> 100 North Street Suite 900 Baton Rouge, Louisiana 70802	N/A	Public Charity	Unrestricted use by Baton Rouge Area Foundation	Person or Business 1,000.00
7 <b>Beacon</b> 1117 Texas Avenue Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Beacon	Person or Business 10,000.00
8 <b>Big Brother Big Sister</b> 450 E John Carpenter Freeway Suite 300 Irving, Texas 75062	N/A	Public Charity	Unrestricted use by Big Brother Big Sister	Person or Business 14,500.00
9 <b>Boy Scouts of America/Sam Houston Council</b> P O Box 924528 Houston, Texas 77292-4528	N/A	Public Charity	Unrestricted use by Boys and Girls Country	Person or Business 5,000.00
10 <b>Boys and Girls Country</b> 18806 Roberts Road Hockley, Texas 77447	N/A	Public Charity	Unrestricted use by Boys and Girls Harbor	Person or Business 10,000.00
11 <b>Bridges to Life</b> P O Box 19039 Houston, Texas 77224-9039	N/A	Public Charity	Unrestricted use by Bridges to Life	Person or Business 25,000.00
12 <b>CanCare</b> 9575 Katy Freeway, Ste 428 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by CanCare	Person or Business 35,000.00
13 <b>Center for Hearing and Speech</b> 3636 West Dallas Street Houston, Texas 77019	N/A	Public Charity	Unrestricted use by Center for Hearing and Speech	Person or Business 1,520.00
14 <b>Child Advocates</b> 2401 Portsmouth St., Suite 210 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Child Advocates	Person or Business 15,000.00
15 <b>Children's Museum of Houston</b> 1500 Binz Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Children's Museum of Houston	Person or Business 15,300.00

Page 11, Form 990-PF, Part XV, Line 3a

Line	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	
					Amount	
16	<b>Covenant House Texas</b> 1111 Lovett Boulevard Houston, Texas 77006		N/A	Public Charity	Unrestricted use by Covenant House Texas	Person or Business 5,000.00
17	<b>Cystic Fibrosis Foundation</b> 50 Briar Hollow Lane, Ste 310W Houston, Texas 77027		N/A	Public Charity	Unrestricted use by Cystic Fibrosis Foundation	Person or Business 39,975.00
18	<b>Dana Farber</b> 10 Brookline Place West, 6th Floor Brookline, Massachusetts 02445-7226		N/A	Public Charity	Unrestricted use by Dana Farber	Person or Business 9,000.00
19	<b>DePelchin Children's Center</b> 4950 Memorial Drive Houston, Texas 77007		N/A	Public Charity	Unrestricted use by DePelchin Children's Center	Person or Business 5,000.00
20	<b>Fabretto Children's Foundation</b> 325 Commerce Street Alexandria, VA 22314		N/A	Public Charity	Unrestricted use by Fabretto Children's Foundation	Person or Business 1,800.00
21	<b>Feinstein Institute for Medical Research</b> 2000 Marcus Ave New Hyde Park, New York 11042		N/A	Public Charity	Unrestricted use by Feinstein Institute for Medical Research	Person or Business 6,250.00
22	<b>Folds of Honor</b> 5800 North patriot Drive Owasso, Oklahoma 74055		N/A	Public Charity	Unrestricted use by Folds of Honor	Person or Business 4,167.00
23	<b>Freedom Place</b> 2929 FM 2920 Road Spring, Texas 77388		N/A	Public Charity	Unrestricted use by Freedom Place	Person or Business 9,000.00
24	<b>Holy Spirit Episcopal Church</b> 12535 Perthshire Road Houston, Texas 77024		N/A	Public Charity	Unrestricted use by Holy Spirit Episcopal Church	Person or Business 100,000.00
25	<b>Hope and Healing Center &amp; Institute</b> 717 Sage Road Houston, Texas 77056		N/A	Public Charity	Unrestricted use by Hope and Healing Center & Institute	Person or Business 59,950.00
26	<b>Houston Ballet</b> 601 Preston Street Houston, Texas 77002		N/A	Public Charity	Unrestricted use by Houston Ballet	Person or Business 2,250.00
27	<b>Houston Methodist Hospital</b> 6565 Fannin Street Houston, Texas 77030		N/A	Public Charity	Unrestricted use by Houston Methodist Hospital	Person or Business 5,000.00
28	<b>Houston Livestock Show and Rodeo</b> 8334 Fannin St. Houston, Texas 77054		N/A	Public Charity	Unrestricted use by Houston Livestock Show and Rodeo	Person or Business 3,000.00
29	<b>Houston Symphony</b> 615 Louisiana St , Suite 102 Houston, Texas 77002		N/A	Public Charity	Unrestricted use by Houston Symphony	Person or Business 1,250.00
30	<b>Lord of the Streets</b> 3401 Fannin Houston, Texas 77004		N/A	Public Charity	Unrestricted use by Lord of the Streets	Person or Business 10,000.00

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	
				Amount	
31 <b>Marine Corps Scholarship Foundation</b> 909 N. Washington St , Suite 400 Alexandria, VA 22314	N/A	Public Charity	Unrestricted use by Marine Corps Scholarship Foundation	Person or Business 200,000.00	<input checked="" type="checkbox"/>
32 <b>MD Anderson Hospital</b> Unit 0705 PO Box 301439 Houston, Texas 77230-1439	N/A	Public Charity	Unrestricted use by MD Anderson Hospital	Person or Business 25,000.00	<input checked="" type="checkbox"/>
33 <b>Memorial Assistance Ministries</b> 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business 101,000.00	<input checked="" type="checkbox"/>
34 <b>Methodist Hospital Foundation</b> 1707 Sunset Blvd. Houston, Texas 77005	N/A	Public Charity	Unrestricted use by Methodist Hospital Foundation	Person or Business 500.00	<input checked="" type="checkbox"/>
35 <b>Memorial Hermann Foundation</b> 9401 Southwest Freeway, Ste 401 Houston, Texas 77074	N/A	Public Charity	Unrestricted use by Memorial Hermann Foundation	Person or Business 10,000.00	<input checked="" type="checkbox"/>
36 <b>Northwest Assistance Ministries</b> 15555 Kuykendahl Rd Houston, Texas 77090	N/A	Public Charity	Unrestricted use by Northwest Assistance Ministries	Person or Business 600.00	<input checked="" type="checkbox"/>
37 <b>Naval War College Foundation, Inc</b> 686 Cushing Road Newport, RI 02841-1213	N/A	Public Charity	Unrestricted use by Naval War College Foundation, Inc	Person or Business 1,000.00	<input checked="" type="checkbox"/>
38 <b>One Goal</b> 14400 Memorial Drive Houston, Texas 77079	N/A	Public Charity	Unrestricted use by One Goal	Person or Business 50,000.00	<input checked="" type="checkbox"/>
39 <b>Opportunity International</b> 550 West Van Buren St Ste 200 Chicago, IL 60607	N/A	Public Charity	Unrestricted use by Opportunity International	Person or Business 10,000.00	<input checked="" type="checkbox"/>
40 <b>Palmer Drug Abuse Program</b> 850 Gessner, Suite 1300 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Palmer Drug Abuse Program	Person or Business 2,500.00	<input checked="" type="checkbox"/>
41 <b>Random Acts of Flowers</b> 3500 Workman Road Suite 101A Knoxville, TN 37921	N/A	Public Charity	Unrestricted use by Random Acts of Flowers	Person or Business 9,000.00	<input checked="" type="checkbox"/>
42 <b>Sight Into Sound</b> 3935 Essex Lane Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Sight Into Sound	Person or Business 5,000.00	<input checked="" type="checkbox"/>
43 <b>Sigma Chi Foundation</b> 1714 Hinman Avenue Evanston, IL 60201-0469	N/A	Public Charity	Unrestricted use by Sigma Chi Foundation	Person or Business 10,000.00	<input checked="" type="checkbox"/>
44 <b>Small Steps</b> 1709 DePelchin Houston, Texas 77007	N/A	Public Charity	Unrestricted use by Small Steps	Person or Business 25,000.00	<input checked="" type="checkbox"/>
45 <b>Smile Train</b> 41 Madson Ave , 28th Floor New York, NY 10010	N/A	Public Charity	Unrestricted use by Smile Train	Person or Business 300.00	<input checked="" type="checkbox"/>

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	
				Amount	
46 <b>Society for the Performing Arts</b> 615 Louisiana Suite 100 Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Society for the Performing Arts	Person or Business	X 5,000.00
47 <b>Spaulding for Children</b> 6925 Portwest Drive No 110 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Spaulding for Children	Person or Business	X 900.00
48 <b>Spring Spirit Baseball</b> P O Box 550549 Houston, Texas 77255	N/A	Public Charity	Unrestricted use by Spring Spirit Baseball	Person or Business	X 8,334.00
49 <b>St. Francis Episcopal School</b> 335 Piney Point Road Houston, Texas 77063	N/A	Public Charity	Unrestricted use by St. Francis Episcopal School	Person or Business	X 7,600.00
50 <b>St. John's Cathedral</b> P.O Box 153 Knoxville, TN 37901	N/A	Public Charity	Unrestricted use by St. John's Cathedral	Person or Business	X 30,000.00
51 <b>St. Martin's Episcopal Church</b> 717 Sage Rd Houston, Texas 77056-2199	N/A	Public Charity	Unrestricted use by St. Martin's Episcopal Church	Person or Business	X 858,000.00
52 <b>Star of Hope</b> 6897 Ardmore Street Houston, Texas 77054	N/A	Public Charity	Unrestricted use by Star of Hope	Person or Business	X 333,000.00
53 <b>Stoney Creek Ranch</b> 510 Bering Ste 100 Houston, Texas 77057	N/A	Public Charity	Unrestricted use by Stoney Creek Ranch	Person or Business	X 10,000.00
54 <b>Teach for America</b> 2 Greenway Plaza Suite 500 Houston, Texas 77046	N/A	Public Charity	Unrestricted use by Teach for America	Person or Business	X 10,000.00
55 <b>Texas Children's Hospital</b> 6621 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Texas Children's Hospital	Person or Business	X 500,000.00
56 <b>The Broach Foundation</b> 2726 Bissonnet Street, Suite 240-602 Houston, Texas 77005	N/A	Public Charity	Unrestricted use by The Broach Foundation	Person or Business	X 12,500.00
57 <b>The Center Foundation</b> 300 West State Street Media, PA 19063	N/A	Public Charity	Unrestricted use by The Center Foundation	Person or Business	X 10,000.00
58 <b>The Children's Fund</b> 5773 Woodway Drive No 189 Houston, Texas 77057	N/A	Public Charity	Unrestricted use by The Children's Fund	Person or Business	X 4,000.00
59 <b>The UCSB Foundation</b> University of California Santa Barbara, CA 93106-1130	N/A	Public Charity	Unrestricted use by The UCSB Foundation	Person or Business	X 100,000.00
60 <b>The Woods Project</b> 2700 Southwest Freeway Suite A Houston, Texas 77098	N/A	Public Charity	Unrestricted use by The Woods Project	Person or Business	X 5,000.00

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	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
61	<b>United Way of Greater Houston</b> 50 Waugh Dr. Houston, Texas 77007	N/A	Public Charity	Unrestricted use by United Way of Greater Houston	Person or Business 45,000.00
62	<b>Vail Veterans Program</b> P O Box 6473 Vail, Colorado 81658	N/A	Public Charity	Unrestricted use by Vail Veterans Program	Person or Business 5,000.00
63	<b>Webb School of Knoxville</b> 9800 Webb School Drive Knoxville, TN 37923	N/A	Public Charity	Unrestricted use by Webb School of Knoxville	Person or Business 800 00
64	<b>Will Erwin Headache Research Foundation</b> 609 Main Street, Suite 2350 Houston, Texas 77002		Public Charity	Unrestricted use by Will Erwin Headache Research Foundation	Person or Business 9,000 00
65	<b>WorkFaith Connection</b> 1500 North Post Oak Rd , Ste 150 Houston, Texas 77055	N/A	Public Charity	Unrestricted use by WorkFaith Connection	Person or Business 200,000.00
66	<b>Yellowstone Academy</b> 3000 Trulley St Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Yellowstone Academy	Person or Business 10,000 00
67	<b>Youth Hope</b> 6411 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Youth Hope	Person or Business 15,000 00
68	<b>Young Life</b> 900 town & country Lane Suite 302 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Young Life	Person or Business 10,000 00

Total

3,077,246.00