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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	208,144	578,456	578,456
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,351,284	3,804,868	6,873,097
	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)			
	14	Land, buildings, and equipment basis ▶ 13,248 Less accumulated depreciation (attach schedule) ▶ 10,303	5,595	2,945	2,945
15	Other assets (describe ▶ _____)	4,167,804	4,128,652	4,128,652	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,732,827	8,514,921	11,583,150	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,732,827	8,514,921	
	30	Total net assets or fund balances (see instructions)	8,732,827	8,514,921	
31	Total liabilities and net assets/fund balances (see instructions) .	8,732,827	8,514,921		

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	8,732,827
2	Enter amount from Part I, line 27a	2	-204,051
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	8,528,776
5	Decreases not included in line 2 (itemize) ▶ _____	5	13,855
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,514,921

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 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 153 9398 SHS GS INVESTMENT PARTNERS	P	2008-01-01	
b ST HEDGENERGY PARTNERS LP, K-1	P		
c LT HEDGENERGY PARTNERS LP, K-1	P		
d ST MBA INVESTMENT FUND, LLC K-1	P		
e LT MBA INVESTMENT FUND, LLC K-1	P		

(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 822,409		544,620	277,789
b 163,407			163,407
c		191,494	-191,494
d		2,560	-2,560
e 10,055			10,055

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			277,789
b			163,407
c			-191,494
d			-2,560
e			10,055

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	257,197
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	402,701	10,088,480	0 039917
2014	561,815	11,663,965	0 048167
2013	572,790	11,653,946	0 04915
2012	514,375	11,594,862	0 044362
2011	480,449	10,832,342	0 044353

2 Total of line 1, column (d)	2	0 225949
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 04519
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,431,898
5 Multiply line 4 by line 3	5	471,417
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,981
7 Add lines 5 and 6	7	476,398
8 Enter qualifying distributions from Part XII, line 4	8	1,136,268

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b	1	4,981
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	4,981
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,981
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	10,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	5,019
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 5,019 Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► BKD LLP Telephone no ► (713) 499-4600			

Located at **►** 2800 POST OAK BLVD SUITE 3200 Houston TXZIP+4 **►** 77056

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PETER R CONEWAY 2247 Troon Road Houston, TX 77019	TRUSTEE 1 0	0	0	0
LYNN M CONEWAY 2247 Troon Road Houston, TX 77019	TRUSTEE 1 0	0	0	0
NATALIE CONEWAY 2247 Troon Road Houston, TX 77019	COO & CIO, TRUSTEE 40 0	118,300	36,339	0
CECILE CONEWAY 2247 Troon Road Houston, TX 77019	TRUSTEE 1 0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. ►

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	572,293
c	Fair market value of all other assets (see instructions).	1c	10,018,466
d	Total (add lines 1a, b, and c).	1d	10,590,759
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,590,759
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	158,861
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,431,898
6	Minimum investment return. Enter 5% of line 5.	6	521,595

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	521,595
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,981
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,981
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	516,614
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	516,614
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	516,614

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,136,268
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,136,268
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	4,981
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,131,287

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				516,614
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			496,012	
b Total for prior years 2014, 2013, 2012		145,543		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
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 ▶ \$ <u>1,136,268</u>				
a Applied to 2015, but not more than line 2a			496,012	
b Applied to undistributed income of prior years (Election required—see instructions).		145,543		
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				494,713
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.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				21,901
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				0
c Excess from 2014.				0
d Excess from 2015.				0
e Excess from 2016.				0

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

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

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

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

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

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

PETER R CONEWAY 2247 TROON ROAD

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	950,555
b <i>Approved for future payment</i> POINTS OF LIGHT FOUNDATION 600 MEANS STREET SUITE 210 ATLANTA, GA 30318	NONE	PC	CHARITABLE	15,000
GEORGE W BUSH FOUNDATION 2943 SMU BOULEVARD DALLAS, TX 75205	NONE	PC	CHARITABLE	80,000
SANTA FE OPERA FOUNDATION PO BOX 2408 SANTA FE, NM 87504	NONE	PC	CHARITABLE	10,000
Total			3b	105,000

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
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Form **990-PF** (2016)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE UNIVERSITY OF TEXAS P O BOX 13178 AUSTIN, TX 78711	NONE	PC	CHARITABLE	137,500
THE MUSEUM OF FINE ARTS P O BOX 6826 HOUSTON, TX 77265	NONE	PC	CHARITABLE	71,000
MD ANDERSON CANCER CENTER PO BOX 4470 HOUSTON, TX 772104470	NONE	PC	CHARITABLE	51,000
OPEN DOOR MISSION FOUNDATION 5803 HARRISBURG BLVD HOUSTON, TX 77011	NONE	PC	CHARITABLE	2,500
SANTA FE CHAMBER MUSIC FESTIVAL LTD P O BOC 2227 SANTA FE, NM 87504	NONE	PC	CHARITABLE	11,455
Total 				950,555
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SANTA FE OPERA FOUNDATION P O BOX 2408 SANTA FE, NM 87504	NONE	PC	CHARITABLE	15,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK RD HOUSTON, TX 77027	NONE	PC	CHARITABLE	130,000
UNTIED WAY OF GREATER HOUSTON P O BOX 3247 HOUSTON, TX 77253	NONE	PC	CHARITABLE	10,000
BARBARA BUSH HOUSTON LITERACY FOUNDATION 7887 SAN FELIPE SUITE 250 HOUSTON, TX 77063	NONE	PC	CHARITABLE	30,000
THE HOUSTON SYMPHONY 615 LOUISIANA SUITE 102 HOUSTON, TX 77002	NONE	PC	CHARITABLE	20,000
Total 				950,555
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GEORGE O'KEEFEE MUSEUM 217 JOHNSON STREET SANTA FE, NM 87501	NONE	PC	CHARITABLE	29,000
TEXAS PARKS & WILDLIFE FOUNDATION 2914 SWISS AVE DALLAS, TX 75204	NONE	PC	CHARITABLE	2,500
CAESAR KLEBURG WILDLIFE RESEARCH INSTITUTE 700 UNIVERSITY BOULEVARD MSC 218 KINGSVILLE, TX 783638202	NONE	PC	CHARITABLE	5,000
POINTS OF LIGHT FOUNDATION 600 MEANS STREET SUITE 210 ATLANTA, GA 30318	NONE	PC	CHARITABLE	15,000
GRAND TETON NATIONAL PARK FOUNDATION PO BOX 574 245 E SIMPSON AVE JACKSON, WY 83001	NONE	PC	CHARITABLE	30,000
Total ► 3a				950,555

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMITHSONIAN INSTITUTION 1000 JEFFERSON DRIVE SW-MRC 027 PO BOX 37012 WASHINGTON, DC 20013	NONE	PC	CHARITABLE	2,500
AMERICAN HEART ASSOCIATION INC 10060 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PC	CHARITABLE	10,000
GEORGE W BUSH FOUNDATION 2943 SMU BOULEVARD DALLAS, TX 75205	NONE	PC	CHARITABLE	90,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PC	CHARITABLE	10,000
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 772511892	NONE	PC	CHARITABLE	55,500
Total ▶ 3a				950,555

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DAMON RUNYON CANCER RESEARCH FOUNDATION 55 BROADWAY SUITE 302 NEW YORK, NY 10006	NONE	PC	CHARITABLE	2,600
HOUSTON PUBLIC MEDIA FOUNDATION PO BOX 3626 HOUSTON, TX 772533626	NONE	PC	CHARITABLE	5,000
HOUSTON METHODIST HOSPITAL FOUNDATION 1707 SUNSET BOULEVARD HOUSTON, TX 77005	NONE	PC	CHARITABLE	100,000
SOUTH MAIN BAPTIST CHURCH 4100 MAIN STREET HOUSTON, TX 77002	NONE	PC	CHARITABLE	55,000
THE LENSIC PERFROMING ARTS CENTER 211 WEST SAN FRANCISCO STREET SANTA FE, NM 87501	NONE	PC	CHARITABLE	1,500
Total ► 3a				950,555

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS HEART INSTITUTE 1101 BATES STREET C550J COOLEY BUILDING GREEN ELEVATORS HOUSTON, TX 77030	NONE	PC	CHARITABLE	5,000
HOUSTON WILDERNESS 550 WESCOTT STREET SUITE 305 HOUSTON, TX 77007	NONE	PC	CHARITABLE	5,000
CHRISTUS FOUNDATION PO BOX 1919 HOUSTON, TX 772511919	NONE	PC	CHARITABLE	5,000
MENTAL HEALTH AMERICA OF GREATER HOUSTON 2211 NORFOLK SUITE 810 HOUSTON, TX 77098	NONE	PC	CHARITABLE	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 2425 FOUNTAIN VIEW SUITE 280 HOUSTON, TX 77057	NONE	PC	CHARITABLE	5,000
Total ► 3a				950,555

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON ACHIEVEMENT PLACE 245 W 17TH STREET HOUSTON, TX 77008	NONE	PC	CHARITABLE	5,000
STANFORD GRADUATE SCHOOL OF BUSINESS 655 KNIGHT WAY STANFORD, CA 943057298	NONE	PC	CHARITABLE	5,000
MEN OF DISTINCTION OF GREATER HOUSTON PO BOX 130630 HOUSTON, TX 77219	NONE	PC	CHARITABLE	2,500
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA STREET SUITE 100 HOUSTON, TX 77002	NONE	PC	CHARITABLE	5,000
SHRINE CIRCUS 10319 SAGEGATE DRIVE HOUSTON, TX 77089	NONE	PC	CHARITABLE	1,000
Total ► 3a				950,555

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MENNINGER CLINIC 1000 LOUISIANA STREET SUITE 550 HOUSTON, TX 77002	NONE	PC	CHARITABLE	5,000
TEXAS EXES HOUSTON CHAPTER SCHOLARSHIP FUND PO BOX 271648 HOUSTON, TX 772771648	NONE	PC	CHARITABLE	5,000
THE ALLIANCE OF CARDIOVASCULAR RESEARCHERS 1800 WEST LOOP SOUTH SUITE 300 HOUSTON, TX 77027	NONE	PC	CHARITABLE	5,000
Total ▶ 3a				950,555

TY 2016 Accounting Fees Schedule**Name:** The Coneway Family Foundation**EIN:** 13-3188841

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,400	3,200		3,200

TY 2016 All Other Program Related Investments Schedule

Name: The Coneway Family Foundation
EIN: 13-3188841

Category	Amount
N/A	

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

TY 2016 Depreciation Schedule

Name: The Coneway Family Foundation

EIN: 13-3188841

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP COMPUTER	2013-06-21	8,665	5,055	SL	5	1,733			
DESKTOP COMPUTER	2013-07-01	4,583	2,598	SL	5	917			

TY 2016 General Explanation Attachment**Name:** The Coneway Family Foundation**EIN:** 13-3188841**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	PART XIII, LINE 4B	PART XIII, LINE 4B	THE ELECTION PERMITTING PRIVATE FOUNDATION TO AVOID EXCISE TAX FOR FAILURE TO DISTRIBUTE INCOME UNDER IRC SECTION 4942(H)(2) HAS BEEN SELECTED

TY 2016 Investments Corporate Stock Schedule

Name: The Coneway Family Foundation

EIN: 13-3188841

Name of Stock	End of Year Book Value	End of Year Fair Market Value
12,900 SHS ALTRIA GROUP, INC	54,649	925,963
915 SHS AUTOMATIC DATA PROCESS	26,702	95,608
275 SHS BROADRIDGE FINANCIAL S	3,934	19,234
305 SHS CDK GLOBAL INC CMN	3,863	19,828
4,500 SHS COBALT INTERNATIONAL	59,019	1,760
11,275 SHS COCA COLA COMPANY	115,516	486,516
600 SHS INTL BUSINESS MACHINES	47,508	96,174
52,600 SHS KINDER MORGAN INC C	1,725,973	1,085,138
3,460 SHS KRAFT FOOD GROUP INC	13,301	312,749
1,200 SHS MICROSOFT CORPORATIO	28,282	82,152
10,380 SHS MONDELEZ INTERNATIO	34,552	467,411
17,025 SHS PHILIP MORRIS INTL	311,918	1,887,051
1,297 SHS THE TRAVELERS COMPAN	16,770	157,793
830 SHS WAL MART STORES INC	25,719	62,399
26,990 SHS ENI ORDINARY SHARES	593,209	419,614
162,900 SHS EVERGRANDE REAL ES	96,614	174,037
3,710 SHS ROYAL DUTCH SHELL PL	244,358	193,625
1,600 SEVEN & I HOLDINGS CO LT	44,524	67,653
8,600 SHS SUMITOMO MITSUI FIN	358,457	318,392

TY 2016 Land, Etc. Schedule

Name: The Coneway Family Foundation

EIN: 13-3188841

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAPTOP COMPUTER	8,665	6,788	1,877	
DESKTOP COMPUTER	4,583	3,515	1,068	

TY 2016 Other Assets Schedule**Name:** The Coneway Family Foundation**EIN:** 13-3188841**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HEDGENERGY PARTNERS, L P	3,686,457	3,650,098	3,650,098
MBA INVESTMENT FUND LLC	243,515	252,780	252,780
GS INVESTMENT PARTNERS	237,832	225,774	225,774

TY 2016 Other Decreases Schedule

Name: The Coneway Family Foundation
EIN: 13-3188841

Description	Amount
BASIS ADJUSTMENT - GOLDMAN SACHS	13,855

TY 2016 Other Expenses Schedule**Name:** The Coneway Family Foundation**EIN:** 13-3188841**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	1,409			1,409
INSURANCE EXPENSE	26,465			26,465

TY 2016 Other Income Schedule**Name:** The Coneway Family Foundation**EIN:** 13-3188841**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HEDGENERGY PARTNERS LP K-1	-22,726	-22,726	
MBA INVESTMENT FUND LLC K-1	-2,906	-2,906	

TY 2016 Taxes Schedule**Name:** The Coneway Family Foundation**EIN:** 13-3188841

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	12,019			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization The Conway Family Foundation	Employer identification number 13-3188841

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 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 other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

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

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

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

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

Name of organization The Conway Family Foundation	Employer identification number 13-3188841
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER R CONEWAY 2247 TROON ROAD HOUSTON, TX 77019	\$ 446,178	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

13-3188841

Part II	Noncash Property
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(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
		\$	

Name of organization The Coneway Family Foundation	Employer identification number 13-3188841
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee