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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

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

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 07-01-2016 , and ending 06-30-2017**

<p>Name of foundation PETRELLO FAMILY FOUNDATION</p> <p>Number and street (or P O box number if mail is not delivered to street address) 515 WEST GREENS ROAD SUITE 1200</p> <p>City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77067</p> <p>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</p> <p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,157,524</p>		<p>A Employer identification number 01-0559509</p> <p>B Telephone number (see instructions) (281) 775-8035</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p>Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</p>		<p>(a) Revenue and expenses per books</p> <p>945,395</p> <p>93,342</p> <p>93,342</p> <p>0</p> <p>0</p> <p>1,038,737</p> <p>93,342</p> <p>93,342</p> <p>0</p> <p>0</p> <p>2,400</p> <p>2,400</p> <p>14,397</p> <p>14,397</p> <p>2,014</p> <p>2,014</p> <p>19,240</p> <p>19,240</p> <p>1,047,213</p> <p>1,047,213</p> <p>1,066,453</p> <p>19,240</p> <p>19,240</p> <p>0</p>	<p>(b) Net investment income</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>2,400</p> <p>2,400</p> <p>14,397</p> <p>14,397</p> <p>2,014</p> <p>2,014</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p>	<p>(c) Adjusted net income</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>2,400</p> <p>2,400</p> <p>14,397</p> <p>14,397</p> <p>2,014</p> <p>2,014</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p> <p>19,240</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>93,342</p> <p>0</p>
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
Operating and Administrative Expenses	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	93,342	93,342	93,342	
Operating and Administrative Expenses	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,038,737	93,342	93,342	
13 Compensation of officers, directors, trustees, etc	0	0	0		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	2,400	2,400	2,400		
c Other professional fees (attach schedule)	429	429	429		
17 Interest	14,397	14,397	14,397		
18 Taxes (attach schedule) (see instructions)	2,014	2,014	2,014		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.	19,240	19,240	19,240		
Add lines 13 through 23			0		
25 Contributions, gifts, grants paid	1,047,213		1,047,213		
26 Total expenses and disbursements. Add lines 24 and 25	1,066,453	19,240	19,240		
27 Subtract line 26 from line 12	-27,716				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		74,102			
c Adjusted net income (if negative, enter -0-)			74,102		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	5,187,050	6,132,445	4,157,524	
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 ►				
	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)	5,187,050	6,132,445	4,157,524	
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)	771,889	1,745,000		
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)	771,889	1,745,000		
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
27	Capital stock, trust principal, or current funds	0	0		
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	1,230,178	1,230,178		
30	Total net assets or fund balances (see instructions)	4,415,161	4,387,445		
31	Total liabilities and net assets/fund balances (see instructions)	5,187,050	6,132,445		

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	4,415,161
2	Enter amount from Part I, line 27a	2	-27,716
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	4,387,445
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,387,445

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.)
1a					
(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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2		
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					

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

 Yes No

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

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	833,954	356,738	2.337721
2014	797,152	8,917,042	0.089396
2013	976,630	8,566,744	0.114002
2012	641,482	6,642,996	0.096565
2011	1,588,347	4,479,964	0.354545
2 Total of line 1, column (d)			2.992229
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			0.598446
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			165,111
5 Multiply line 4 by line 3			98,810
6 Enter 1% of net investment income (1% of Part I, line 27b)			741
7 Add lines 5 and 6			99,551
8 Enter qualifying distributions from Part XIII, line 4			1,047,213

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	741
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	741
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	741
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	23
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	764
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	Refunded	11

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	<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>			
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 ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
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, DE			
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	Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►NONE	13	Yes
14	The books are in care of ►ANTHONY G PETRELLO	Telephone no ►(281) 775-8035	
Located at ►515 W GREENS RD SUITE 1200 HOUSTON TX			ZIP+4 ►770674531
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	<input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)? Organizations relying on a current notice regarding disaster assistance check here.	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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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? If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

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	(e) Expense account, other allowances
ANTHONY G PETRELLO 515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067	DIRECTOR 0 00	0	0	0
CYNTHIA A PETRELLO 515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067	DIRECTOR 0 00	0	0	0

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	167,625
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	167,625
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	167,625
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,514
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	165,111
6	Minimum investment return. Enter 5% of line 5.	6	8,256

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

1	Minimum investment return from Part X, line 6.	1	8,256
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	741
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	741
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,515
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	7,515
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,515

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	1,047,213
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,047,213
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	741
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,046,472
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				7,515
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	1,364,854			
b From 2012.	318,394			
c From 2013.	552,290			
d From 2014.	354,181			
e From 2015.	818,089			
f Total of lines 3a through e.	3,407,808			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 1,047,213			0	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.			7,515	
e Remaining amount distributed out of corpus	1,039,698			
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	4,447,506			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				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)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	1,364,854			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,082,652			
10 Analysis of line 9				
a Excess from 2012.	318,394			
b Excess from 2013.	552,290			
c Excess from 2014.	354,181			
d Excess from 2015.	818,089			
e Excess from 2016.	1,039,698			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	93,342	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		93,342	
13 Total. Add line 12, columns (b), (d), and (e).			13		93,342

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

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

Sign Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign
Here**

* * * * *

2017-08-11

* * * * *

May the IRS discuss this return
with the preparer shown below
(see instr)? Yes No

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name GREGORY O BRATCHER	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P01058294
	Firm's name ► BENTLEY BRATCHER & ASSOCIATES PC				Firm's EIN ► 20-2733640
	Firm's address ► 515 WEST GREENS ROAD SUITE 710 HOUSTON, TX 770674525				Phone no (281) 875-8181

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

ANTHONY G PETRELLO

CYNTHIA A PETRELLO

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 Paid during the year				
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	NONE		TO SUPPORT ARTISTIC ENDEAVORS	25,000
ARS LYRICA HOUSTON 4807 SAN FELIPE HOUSTON, TX 77056	NONE		TO SUPPORT ARTISTIC ENDEAVORS	2,400
ASIA SOCIETY TEXAS CENTER 1370 SOUTHMORE BOULEVARD HOUSTON, TX 77080	NONE		TO PROMOTE ASIAN CULTURE	10,000
BAYOU BEND COLLECTION AND GARDEN 6003 MEMORIAL DR HOUSTON, TX 77265	NONE		TO SUPPORT LOCAL FINE ARTS	5,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOUSTON, TX 77447	NONE		TO SUPPORT THE LIVES OF CHILDREN FROM FAMILIES IN CRISIS	1,000
Total			►	1,047,213
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 Paid during the year				
BRAXTON DAVIES REED FOUNDATION 919 MILAM STREET HOUSTON, TX 77002	NONE		TO SUPPORT CHILDRENS' PROJECTS	5,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 212 HOUSTON, TX 77002	NONE		TO SUPPORT BUFFALO BAYOU BECOME ONE OF HOUSTON'S ICONIC GREEN SPACE	20,000
CAMP ARANZAZU 5420 FARM TO MARKET RD 1781 ROCKPORT, TX 78382	NONE		TO SUPPORT CHILDREN AND ADULTS WITH SPECIAL NEEDS AND CHRONIC ILLNESSES	5,400
CHATTANOOGA BOYS CHOIR 700 B PINE STREET CHATTANOOGA, TN 37402	NONE		TO SUPPORT THE ARTS	5,000
CHILDRENS LEARNING INSTITUTE 7000 FANNIN ST STE 2300 HOUSTON, TX 77030	NONE		TO PROVIDE CLINICAL AND EDUCATIONAL PROGRAMS COVERING EARLY CHILDHOOD THROUGH LATE TEENS	40,000
Total ►				1,047,213
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 Paid during the year				
CROHNS & COLITIS FOUNDATION OF AMERICA 5120 WOODWAY DR HOUSTON, TX 77056	NONE		TO SUPPORT MEDICAL RESEARCH	2,500
CLAYTON DABNEY FOR KIDS WITH CANCER 6500 GREENVILLE AVENUE 342 DALLAS, TX 75206	NONE		PROVIDES ASSISTANCE TO NEEDY FAMILIES WITH CHILDREN IN THE LAST STAGES OF TERMINAL CANCER	2,500
CRIME STOPPERS OF HOUSTON 3001 MAIN STREET STE 2 HOUSTON, TX 77002	NONE		TO PROMOTE PUBLIC SAFETY IN THE GREATER HOUSTON AREA	1,500
COALITION TO SUPPORT AMERICAN HEROES 552 FORT EVANS ROAD STE 300 LEESBURG, VA 20176	NONE		TO SUPPORT WOUNDED VETERANS AND THEIR FAMILIES RECOVER FROM INJURIES AND ILLNESSES	1,000
DEPELCHIN CHILDREN'S CENTER 495 MEMORIAL DR HOUSTON, TX 77007	NONE		TO SUPPORT SERVES MOST VULNERABLE CHILDREN AND FAMILIES IN TEXAS TO BREAK CYCLES OF ABUSE AND NEGLECT	10,000
Total			►	1,047,213
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 Paid during the year				
DIOCESAN SERVICES FUND 1700 SAN JACINTO ST HOUSTON, TX 77002	NONE		TO SUPPORT MULTIPLE MINISTRIES OF THE ARCHDIOCESE OF GALVESTON- HOUSTON	2,000
FORD'S THEATRE SOCIETY 511 10TH STREET NW WASHINGTON, DC 20004	NONE		TO SUPPORT THE ARTS	725
FRANCISCAN LIFE CENTER 271 FINCH AVENUE MERIDEN, CT 06451	NONE		PROVIDES COUNSELING AND EDUCATION SERVICES	33,400
GASTON LENOTRE SCHOLARSHIP 7070 ALENSBY STREET HOUSTON, TX 77022	NONE		TO SUPPORT DESERVING STUDENTS WHO ARE INTERESTED IN JOINING CULINARY ARTS	2,500
GERMAN AMERICAN ELEMENTARY SCHOOL 3516 MT VERNON ST HOUSTON, TX 77006	NONE		TO SUPPORT EDUCATION	3,000
Total				1,047,213
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 Paid during the year				
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN STREET HOUSTON, TX 77002	NONE		TO ADVANCE EDUCATION ABOUT THE PROCESS, PRODUCT AND HISTORY OF CRAFT	10,000
HERMANN PARK CONSERVANCY 1700 HERMANN DR HOUSTON, TX 77004	NONE		TO SUPPORT IMPROVEMENT OF HERMANN PARK	50,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE STREET HOUSTON, TX 77004	NONE		TO SUPPORT THE HOLOCAUST MUSEUM	7,500
HOUSTON CINEMA ARTS SOCIETY 4409 MONTROSE BLVD STE 150 HOUSTON, TX 77006	NONE		TO SUPPORT ARTISTIC ENDEAVORS	8,800
HOUSTON DOWNTOWN IMPROVEMENT 912 PRAIRIE STE 250 HOUSTON, TX 77002	NONE		TO PROMOTE LITERARY ARTS	7,500
Total ►				1,047,213
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 Paid during the year				
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 77002	NONE		TO SUPPORT ARTISTIC ENDEAVORS	149,650
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DR HOUSTON, TX 77030	NONE		TO SUPPORT THE SCIENCES	1,516
HOUSTON SYMPHONY 615 LOUISIANA STE 102 HOUSTON, TX 77002	NONE		TO SUPPORT THE PERFORMING ARTS	60,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR HOUSTON, TX 10118	NONE		DEFENDS THE RIGHTS OF PEOPLE WORLDWIDE, SPOTLIGHTING ABUSES AND BRINGING PERPETRATORS TO JUSTICE	1,000
INPRINT POETS & WRITERS 1520 WEST MAIN HOUSTON, TX 77006	NONE		TO SUPPORT THE NATION'S TOP EMERGING WRITERS IN RENOWNED CREATIVE WRITING PROGRAMS	3,000
Total ►				1,047,213
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 Paid during the year				
LADY CAVALIER DIAMOND CLUB PO BOX 8373 THE WOODLANDS, TX 77387	NONE		TO SUPPORT SPORTS	500
MARCH OF DIMES 3000 WESLEYAN STE 100 HOUSTON, TX 77027	NONE		FOR SUPPORT OF HEALTH & RESEARCH	10,000
MD ANDERSON 1220 HOLCOMBE BOULEVARD HOUSTON, TX 77030	NONE		TO PROMOTE MEDICAL RESEARCH	10,000
MERCURY 3400 MAIN ST STE 295 HOUSTON, TX 77002	NONE		TO SERVE THE COMMUNITY BY CELEBRATING THE POWER OF MUSIC	45,500
MILLER OUTDOOR THEATER 6000 HERMANN PARK DR HOUSTON, TX 77030	NONE		TO SUPPORT AN OUTDOOR THEATER FOR THE PERFORMING ARTS IN HOUSTON	17,960
Total ►				1,047,213
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 Paid during the year				
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	NONE		TO SUPPORT ARTISTIC ENDEAVORS	14,400
NATIONAL MULTIPLE SCLEROSIS 8111 N STADIUM SR 100 HOUSTON, TX 77054	NONE		TO SUPPORT MEDICAL RESEARCH	638
NEWARK ACADEMY 91 S ORANGE AVENUE LIVINGSTON, NJ 07039	NONE		TO SUPPORT EDUCATION	200,000
PARALYZED VETERANS OF AMERICA 2656 S LOOP W 130 HOUSTON, TX 77054	NONE		TO BETTER THE LIVES OF VETERANS WITH DISABILITIES AND INJURIES	100
PRELUDE MUSIC FOUNDATION 3701 W ALABAMA STE 210 HOUSTON, TX 77027	NONE		TO TRANSFORM LIVES OF CHILDREN THRUH MUSIC	25,000
Total			►	1,047,213
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 Paid during the year				
RECIPE FOR SUCCESS 4400 YUPON STREET HOUSTON, TX 77006	NONE		TO COMBAT CHILDHOOD OBESITY BY EDUCATING CHILDREN AND MOBILIZING THE COMMUNITY TO PROVIDE HEALTHIER DIETS	10,000
ROTHKO CHAPEL 3900 YUPON STREET HOUSTON, TX 77006	NONE		TO SUPPORT THE ARTS	10,000
SACRED HEART HIGH SCHOOL 2111 GRIFFIN AVE LOS ANGELES, CA 90031	NONE		TO SUPPORT EDUCATION	18,000
SHEPHERDS OF YOUTH 90 FLORHAM PARK NEW JERSEY, NJ 07932	NONE		TO PROMOTE EDUCATION EXCELLENCE	2,000
SPECIAL CHEERS 12570 CLAY RD HOUSTON, TX 77041	NONE		TO SUPPORT CHILDREN AND YOUNG ADULTS WITH PHYSICAL AND MENTAL CHALLENGES THROUGH FUNCTIONAL THERAPY	20,000
Total				1,047,213
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 Paid during the year				
THE BROOKWOOD COMMUNITY 1752 FM 1489 RD BROOKSHIRE, TX 77423	NONE		TO SUPPORT THOSE WITH DISABILITIES	25,000
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77019	NONE		TO SERVE PERSONS WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	5,000
THE LEUKEMIA & LYMPHOMA SOCIETY 5433 WESTHEIMER RD 330 HOUSTON, TX 77056	NONE		TO SUPPORT HEALTH RESEARCH	500
THE MENNINGER CLINIC 12301 MAIN ST HOUSTON, TX 77035	NONE		TO SUPPORT PEOPLE FACING MENTAL ILLNESSES	25,650
TIRR FAMILY POST OAK DR 222 HOUSTON, TX 77027	NONE		TO SUPPORT MEDICAL RESEARCH	1,000
Total			►	1,047,213
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)				
<i>a Paid during the year</i>				
SALVATION ARMY WOMENS AUXILLIARY 2403 CAROLINE STREET HOUSTON, TX 77002	NONE		TO SUPPORT UNDERPRIVILEGED MEMBERS OF SOCIETY	6,000
SHANTA FOUNDATION PO BOX 1603 DURANGO, CO 81302	NONE		TO SUPPORT UNDERPRIVILEGED MEMERS OF SOCIETY	6,000
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN ST HOUSTON, TX 77030	NONE		TO SUPPORT TEXAS CHILDREN'S HOSPITAL	56,014
THE ACTORS FUND 729 SEVENTH AVENUE NEW YORK, NY 10019	NONE		TO SUPPORT THE PERFORMING ARTS	1,000
THE HOBBY CENTER FOUNDATION 800 BAGBY STREET HOUSTON, TX 77002	NONE		TO SUPPORT THE PERFORMING ARTS	14,370
Total			►	1,047,213
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 Paid during the year				
THE JUNG CENTER 5200 MONTROSE BLVD HOUSTON, TX 77006	NONE		TO SUPPORT THE ARTS	5,000
THE PERIWINKLE FOUNDATION 3400 BISSONNET STREET 185 HOUSTON, TX 77005	NONE		TO SUPPORT THE CHILDREN AND FAMILIES WHO ARE CHALLENGED BY CANCER AND OTHER LIFE THREATENING ILLNESSES	4,290
THE RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	NONE		TO SUPPORT THE EARLY EDUCATION OF INFANTS	1,900
US FUND FOR UNICEF 125 MAIDEN LANE NEW JERSEY, NJ 10038	NONE		TO HELP AND PROTECT THE WORLD'S MOST VULNERABLE CHILDREN	7,500
UT HEALTH 7000 FANNIN ST 1200 HOUSTON, TX 77030	NONE		TO SUPPORT MEDICAL RESEARCH	25,000
Total			►	1,047,213
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)				
<i>a Paid during the year</i>				
VETERANS OF FOREIGN WARS 406 W 34TH ST KANSAS CITY, MO 64111	NONE		TO SUPPORT VETERANS OF FOREIGN WARS OF THE UNITED STATES	2,000
Total			►	1,047,213
3a				

TY 2016 Accounting Fees Schedule

Name: PETRELLO FAMILY FOUNDATION**EIN:** 01-0559509

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	2,400	2,400	2,400	0

TY 2016 Investments Corporate Stock Schedule

Name: PETRELLO FAMILY FOUNDATION

EIN: 01-0559509

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEATHERFORD INTL LTD NEW	311,445	77,400
NATIONAL OILWELL VARCO, INC.	305,168	473,183
EXXON MOBILE CORP	288,574	267,620
NABORS INDUSTRIES LTD	5,227,258	3,339,321

TY 2016 Mortgages and Notes Payable Schedule

Name: PETRELLO FAMILY FOUNDATION**EIN:** 01-0559509**Total Mortgage Amount:**

Item No.	1
Lender's Name	MORGAN STANLEY PRIVATE WEALTH MANAGEMENT
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	
Balance Due	1,745,000
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	0.700000000000
Security Provided by Borrower	STOCKS
Purpose of Loan	MARGIN LOAN
Description of Lender Consideration	STOCKS & BONDS
Consideration FMV	2412524

TY 2016 Other Professional Fees Schedule

Name: PETRELLO FAMILY FOUNDATION**EIN:** 01-0559509

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	429	429	429	0

TY 2016 Substantial Contributors

Schedule

Name: PETRELLO FAMILY FOUNDATION

EIN: 01-0559509

Name	Address
ANTHONY G CYNTHIA A PETRELLO	515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067

TY 2016 Taxes Schedule

Name: PETRELLO FAMILY FOUNDATION**EIN:** 01-0559509

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
U S TREASURY - INCOME TAXES	2,014	2,014	2,014	0

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

OMB No 1545-0047

► 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
www.irs.gov/form990

2016
Name of the organization
 PETRELLO FAMILY FOUNDATION

Employer identification number
 01-0559509
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

Form 990-PF

527 political organization
 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 PETRELLO FAMILY FOUNDATION		Employer identification number 01-0559509	
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	ANTHONY G PETRELLO	\$ 945,395	Person <input type="checkbox"/>
	515 W GREENS RD SUITE 1200		Payroll <input type="checkbox"/>
	HOUSTON, TX 77067		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization
PETRELLO FAMILY FOUNDATION

Employer identification number

01-0559509

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
1	NABORS INDUSTRIES LTD NEW STOCKS (QUANTITY 100,000)	\$ 945 395	2016-12-31
(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 PETRELLO FAMILY FOUNDATION		Employer identification number 01-0559509	
Part III <i>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.) ► \$ _____</i> Use duplicate copies of Part III if additional space is needed			
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee