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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*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 07-01-2016 , and ending 06-30-2017

Name of foundation
SAROFIM FOUNDATION

% FAYEZ SAROFIM

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 52830

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 770522830

A Employer identification number
23-7065248

B Telephone number (see instructions)
(713) 654-4484

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 36,582,044

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,067,888	1,067,888	1,067,888	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	780,642			
	b	Gross sales price for all assets on line 6a 1,325,378				
	7	Capital gain net income (from Part IV, line 2)		780,642		
	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	1,848,530	1,848,530	1,067,888	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	570	0	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,102	7,102	7,102	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,102	3,102	3,102	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,774	10,204	10,204	0
	25	Contributions, gifts, grants paid	1,562,000			1,562,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,572,774	10,204	10,204	1,562,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	275,756			
	b	**Net investment income** (if negative, enter -0-)		1,838,326		
	c	**Adjusted net income**(if negative, enter -0-)			1,057,684	

Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	104,430	7,689	7,689
	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)	8,403,506	8,745,360	36,541,592
	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 ▶)	16,255	32,763	32,763
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,524,191	8,785,812	36,582,044
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	8,524,191	8,785,812	
	30	**Total net assets or fund balances** (see instructions)	8,524,191	8,785,812	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,524,191	8,785,812	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	8,524,191
2	Enter amount from Part I, line 27a	2	275,756
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,799,947
5	Decreases not included in line 2 (itemize) ▶	5	14,135
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,785,812

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
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	See Additional Data Table			
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	780,642
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	1,508,999	32,612,579	0 04627
2014	1,552,115	32,318,258	0 048026
2013	1,523,211	31,264,364	0 04872
2012	820,458	28,563,986	0 028724
2011	750,407	25,233,334	0 029739

2	**Total** of line 1, column (d)	2	0 201479
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 040296
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	34,886,979
5	Multiply line 4 by line 3	5	1,405,806
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,383
7	Add lines 5 and 6	7	1,424,189
8	Enter qualifying distributions from Part XII, line 4	8	1,562,000

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	18,383
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	18,383
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	18,383
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,383		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	38,383
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	20,000
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 20,000 **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)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	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? *If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FAYEZ SAROFIM Telephone no ▶(713) 654-4484

Located at ▶TWO HOUSTON CTR 2907 HOUSTON TX ZIP+4 ▶770101083

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

		Line	Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 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? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? — 1b

Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?. — 1c No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions). — 2b

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).* — 3b

		Line	Yes	No
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)?	**5b**	
	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?.	**6b**	No
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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	**(e)** Expense account, other allowances
FAYEZ SAROFIM TWO HOUSTON CENTER SUITE 2907 HOUSTON, TX 770101083	TRUSTEE 0	0	0	0
CHRISTOPHER B SAROFIM TWO HOUSTON CENTER SUITE 2907 HOUSTON, TX 770101083	TRUSTEE 0	0	0	0
RAYE G WHITE TWO HOUSTON CENTER SUITE 2907 HOUSTON, TX 770101083	TRUSTEE 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	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000. . . . . ▶

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	
All other program-related investments See instructions	
3	
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	35,168,228
b	Average of monthly cash balances.		1b	250,025
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	35,418,253
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	35,418,253
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	531,274
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	34,886,979
6	**Minimum investment return.** Enter 5% of line 5.		6	1,744,349

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

1	Minimum investment return from Part X, line 6.			1	1,744,349
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	18,383		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	18,383
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	1,725,966
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	1,725,966
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	1,725,966

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	1,562,000
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	1,562,000
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	18,383
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,543,617

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,725,966
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,559,553	
b Total for prior years 2014 , 2013 , 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,562,000				
a Applied to 2015, but not more than line 2a			1,559,553	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				2,447
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				1,723,519
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. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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))

FAYEZ SAROFIM

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

NONE

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

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

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

FAYEZ SAROFIM
TWO HOUSTON CENTER SUITE 2907
HOUSTON, TX 77010
(713) 654-4484

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

UPON RECEIPT OF REQUEST, FOUNDATION REQUIRES APPLICANT TO FURNISH SPECIFIED INFORMATION SET FORTH IN A CHECKLIST IF THE REQUEST IS APPROVED, APPLICANT WILL ALSO HAVE TO EXECUTE A LETTER AGREEMENT THAT CONFIRMS USE OF GRANT FUNDS AND APPLICANT'S NON PRIVATE FOUNDATION STATUS

c Any submission deadlines

NO DEADLINE, BUT REQUESTS SHOULD BE SUBMITTED TAKING INTO ACCOUNT THE REQUIREMENT THAT THE APPLICANT

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

THE FOUNDATION WILL NOT MAKE GRANTS TO OTHER PRIVATE FOUNDATIONS, AND IT WILL NOT MAKE GRANTS TO SUPPORT SCHOLARSHIP PROGRAMS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,562,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	1,067,888	
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			18	780,642	
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). .				1,848,530	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,848,530

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
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
b 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
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 Here

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

****** | 2018-01-31 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
J DEL WALKER				P00568723
Firm's name ▶ Pannell Kerr Forster of Texas PC				Firm's EIN ▶
Firm's address ▶ 5847 San Felipe Suite 2600 Houston, TX 770573092				Phone no (713) 860-1400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
11,200 SHS GENERAL ELECTRIC CO		1986-10-23	2017-04-17
4,800 SHS GENERAL ELECTRIC CO		1987-01-08	2017-04-17
6,000 SHS GENERAL ELECTRIC CO		1988-03-14	2017-04-17
6,000 SHS GENERAL ELECTRIC CO		1988-12-13	2017-04-17
687 96 SHS SUPERVALU INC		1987-01-05	2017-04-17
229 04 SHS SUPERVALU INC		1992-01-03	2017-04-17
46 SHS AMERICAN INTL GROUP INC		1984-05-07	2017-06-19
185 SHS AMERICAN INTL GROUP INC		1985-09-10	2017-06-19
116 SHS AMERICAN INTL GROUP INC		1987-01-05	2017-06-19
1,000 SHS IBM		2000-02-09	2017-06-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
330,212		35,733	294,479
141,520		18,020	123,500
176,900		21,785	155,115
176,900		22,660	154,240
2,542		20,109	-17,567
949		6,695	-5,746
2,930		8,740	-5,810
11,782		48,271	-36,489
7,388		38,091	-30,703
154,488		118,400	36,088

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			294,479
			123,500
			155,115
			154,240
			-17,567
			-5,746
			-5,810
			-36,489
			-30,703
			36,088

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,500 SHS MARSH & MCLENNAN CO INC		1998-12-03	2017-06-19
2,000 SHS OCCIDENTAL PETROLEUM CORP		2009-11-19	2017-06-19
25 SHS AMERICAN INTL GROUP INC		2011-01-20	2017-06-19
98 SHS AMERICAN INTL GROUP INC		2011-01-20	2017-06-19
62 SHS AMERICAN INTL GROUP INC		2011-01-20	2017-06-19
725 SHS PROCTER & GAMBLE CO		1984-05-07	2017-06-28
KRAFT HEINZ CO - GAIN IN EXCESS OF BASIS			2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
119,819		43,472	76,347
123,446		157,596	-34,150
544		407	137
2,134		1,596	538
1,350		1,010	340
64,205		2,151	62,054
8,269			8,269

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			76,347
			-34,150
			137
			538
			340
			62,054
			8,269

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST GEORGE'S SCHOOL P O BOX 1910 NEWPORT, RI 028400190	NO RELATIONSHIP	PC	ANNUAL FUND	25,000
AMERICAN AUSTRALIAN ASSOCIATION 50 BROADWAY SUITE 2003 NEW YORK, NY 10004	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	25,000
HOUSTON COMPASS INC 1117 TEXAS AVE HOUSTON, TX 77002	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	30,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	75,000
KNOWLEDGE ARTS FOUNDATION DBA TEACH 2900 WESLAYAN HOUSTON, TX 77027	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	250,000
Total . . . . ▶ 3a				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	NO RELATIONSHIP	PC	PROGRAM SUPPORTED BY THE WALL STREET DECATHLON ($5,000) GENERAL CHARITABLE PURPOSES ($25,000)	30,000
THE MENIL COLLECTION 1515 BRANARD HOUSTON, TX 77006	NO RELATIONSHIP	PC	CAPITAL CAMPAIGN	200,000
SOCIETY OF ST VINCENT DE PAUL 2403 HOLCOMBE BLVD HOUSTON, TX 77021	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	18,000
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 770542307	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	24,000
SUSAN G KOMEN BREAST CANCER FOUNDATION 602 SAWYER ST SUITE 201 HOUSTON, TX 77007	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
Total . . . . ▶ **3a**				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LIGHTHOUSE FOR THE BLIND OF HOUSTON INC 3602 W DALLAS HOUSTON, TX 77019	NO RELATIONSHIP	PC	CAPITAL CAMPAIGN	15,000
HIS FATHER'S HEART MINISTRIES - HOUSTON 5715 NW CENTRAL DR SUITE F109 HOUSTON, TX 77092	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	25,000
MEMORIAL HERMANN FOUNDATION 909 FROSTWOOD SUITE 2100 HOUSTON, TX 77024	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	40,000
HOUSTON METHODIST HOSPITAL FOUNDATION 6565 FANNIN NO GB240 HOUSTON, TX 77030	NO RELATIONSHIP	PC	SOCIETY FOR LEADING MEDICINE	10,000
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE HOUSTON, TX 77002	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
Total . . . . ▶ **3a**				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF TX MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	NO RELATIONSHIP	GOV	GENERAL CHARITABLE PURPOSES	50,000
HARRIS COUNTY HOSPITAL DISTRICT FOUNDATION 2525 HOLLY HALL HOUSTON, TX 77054	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
ASPIRE TO WIN INC 2505 TRUXILLO ST HOUSTON, TX 77004	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
BARBARA BUSH HOUSTON LITERACY FOUNDATION 7887 SAN FELIPE 250 HOUSTON, TX 77063	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	5,000
HOUSTON PUBLIC MEDIA FOUNDATION 4343 ELGIN ST HOUSTON, TX 772040008	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	5,000
Total . . . . ▶ **3a**				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	25,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST NW SUITE 400 ATLANTA, GA 30303	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	25,000
TEXAS HEART INSTITUTE PO BOX 20345 HOUSTON, TX 77225	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
RIENZI GARDEN ENDOWMENT FUND PO BOX 6826 HOUSTON, TX 77265	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	5,000
HOUSTON GRAND OPERA ASSOCIATION INC 510 PRESTON HOUSTON, TX 77002	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	75,000
Total . . . 3a ▶				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FREE ENTERPRISE INSTITUTE 9600 LONG POINT HOUSTON, TX 77055	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	15,000
KIPP 10711 KIPP WAY DR HOUSTON, TX 77099	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 770047112	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	15,000
WHITNEY MUSEUM OF AMERICAN ART 99 GANSEVOORT STREET NEW YORK, NY 10014	NO RELATIONSHIP	PC	GENERAL CHARITABLE PURPOSES	10,000
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN ST HOUSTON, TX 77030	NO RELATIONSHIP	PC	RESEARCH AT TEXAS CHILDREN'S CANCER CENTER	500,000
Total . . . . ▶ **3a**				1,562,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HOUSTON METHODIST HOSPITAL 6565 FANNIN NO GB240 HOUSTON, TX 77030	NO RELATIONSHIP	PC	NEW CELL THERAPY LAB	5,000
Total . . . . ▶ 3a				1,562,000

TY 2016 Accounting Fees Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARER FEES	570			

TY 2016 All Other Program Related Investments Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Category	Amount
NONE	

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TY 2016 Depreciation Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

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TY 2016 Investments Corporate Stock Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS 3M COMPANY	24,609	416,380
5,000 SHS ABBOTT LABORATORIES	127,594	243,050
5,000 SHS ABBVIE INC	138,364	362,550
42,000 SHS ALTRIA GROUP INC	42,303	3,127,740
185 WTS AMERICAN INT'L GR		
347 SHS AMERICAN INTL GROUP IN		
8,000 SHS BANK AMERICA CORP.	320,357	194,080
12,000 SHS CHEVRON CORP	216,370	1,251,960
1,954 SHS CITIGROUP INC	209,001	130,684
3,000 SHS CHUBB LTD	332,423	436,140
72,000 SHS COCA-COLA CO.	140,520	3,229,200
8,000 SHS COCOCO PHILLIPS	231,794	351,680
25,840 EXXON MOBIL CORP.	743,669	2,086,063
5,000 SHS FACEBOOK INC	570,815	754,900
28,000 SHS GENERAL ELECTRIC CO		
22,000 SHS INTEL CORPORATION	394,794	742,280
2,000 SHS INTL BUSINESS MACHIN	248,834	307,660
10,000 SHS JPMORGAN CHASE CO	301,640	914,000
14,000 SHS JOHNSON & JOHNSON	274,575	1,852,060
5,000 SHS KELLOGG CO.	53,789	347,300
9,688 SHS KRAFT HEINZ CO	120	829,680
12,500 SHS MARSH & MCLENNAN CO	362,266	974,500
9,000 SHS MCDONALDS CORP	379,781	1,378,440
19,000 SHS MERCK & CO. INC.	170,178	1,217,710
14,000 SHS MICROSOFT CORP	917,109	965,020
29,065 SHS MONDELEZ INT'L INC	12,777	1,255,317
1,000 SHS OCCIDENTAL PETROLEUM	78,798	59,870
37,772 SHS PFIZER INC	232,301	1,268,761
42,000 SHS PHILLIP MORRIS INTL	96,396	4,932,900
4,000 SHS PHILLIPS 66	68,886	330,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
23,075 SHS PROCTER & GAMBLE	440,642	2,010,986
20,000 SHS ROCHE HOLDINGS LTD	351,271	637,500
5,200 SHS ROYAL DUTCH SHELL	78,201	276,588
160 SHS SMUCKER (JM) CO	692	18,933
917 SHS SUPERVALU INC		
200 SHS TIME INC	920	2,870
1,600 SHS TIME WARNER INC.	21,797	160,656
8,000 SHS TOTAL S A ADR	399,410	396,720
10,000 SHS WAL-MART STORES INC	124,125	756,800
12,000 SHS WALGREENS BOOTS ALL	64,913	939,720
6,000 SHS WALT DISNEY COMPANY	530,902	637,500
11,905 SHS ZOETIS INC	42,424	742,634

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TY 2016 Other Assets Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXCISE TAX	7,452	20,000	20,000
RECOVERABLE FOREIGN TAX	8,803	12,763	12,763

TY 2016 Other Decreases Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Description	Amount
RECHAR DIVIDEND	14,135

TY 2016 Other Expenses Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	3,102	3,102	3,102	

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TY 2016 Other Income Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK OF AM SECURITIES CL ACTION PROCEEDS			

TY 2016 Taxes Schedule

Name: SAROFIM FOUNDATION

EIN: 23-7065248

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDENDS	7,102	7,102	7,102	