

Form **990-PF****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 separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

NOV 1, 2016

and ending

OCT 31, 2017

Name of foundation

THE ELKINS FOUNDATION

A Employer identification number

74-6051746

Number and street (or P.O. box number if mail is not delivered to street address)

1001 FANNIN

Room/suite

1333

B Telephone number

713-652-2020

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

HOUSTON, TX 77002

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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 ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 246,787,579. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)**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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	3,540,031.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	105,919.	105,919.		STATEMENT 1
4 Dividends and interest from securities	6,046,526.	6,046,526.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,029,063.			
b Gross sales price for all assets on line 6a	98,211,785.			
7 Capital gain net income (from Part IV, line 2)		11,029,063.		
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)				
11 Other income	298,382.	334,856.		STATEMENT 3
12 Total. Add lines 1 through 11	21,019,921.	17,516,364.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	32,435.	16,218.		16,218.
c Other professional fees	920,760.	800,822.		119,938.
17 Interest				
18 Taxes	118,196.	55,196.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	15,656.	15,656.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	1,087,047.	887,892.		136,156.
25 Contributions, gifts, grants paid	10,580,000.			10,580,000.
26 Total expenses and disbursements. Add lines 24 and 25	11,667,047.	887,892.		10,716,156.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	9,352,874.			
b Net investment income (if negative, enter -0-)		16,628,472.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		18,237,406.	12,341,744.	12,341,744.
	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				
	7	Other notes and loans receivable				
		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				
	b	Investments - corporate stock	STMT 9	145,956,839.	163,673,544.	218,136,542.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation				
12		Investments - mortgage loans				
13		Investments - other	STMT 10	16,762,122.	15,711,477.	16,309,293.
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		180,956,367.	191,726,765.	246,787,579.
Net Assets or Fund Balances	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				
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		20,083,230.	20,083,230.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		160,873,137.	171,643,535.	
30	Total net assets or fund balances		180,956,367.	191,726,765.		
31	Total liabilities and net assets/fund balances		180,956,367.	191,726,765.		

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	180,956,367.
2	Enter amount from Part I, line 27a	2	9,352,874.
3	Other increases not included in line 2 (itemize) OTHER ADJUSTMENTS	3	1,417,524.
4	Add lines 1, 2, and 3	4	191,726,765.
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	191,726,765.

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PASSTHROUGH K-1 CAPITAL GAIN	P	VARIOUS	VARIOUS
c SEC 731 GAIN FOR ONEOK PARTNERS LP	P	VARIOUS	VARIOUS
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 97,799,391.		87,182,722.	10,616,669.
b 255,284.			255,284.
c 157,110.			157,110.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			10,616,669.
b			255,284.
c			157,110.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	11,029,063.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	10,661,625.	220,868,046.	.048271
2014	11,999,168.	214,373,590.	.055973
2013	9,961,595.	228,275,373.	.043639
2012	8,900,000.	206,485,310.	.043102
2011	3,738,000.	181,315,558.	.020616

2 Total of line 1, column (d)	2	.211601
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	.042320
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	236,663,393.
5 Multiply line 4 by line 3	5	10,015,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	166,285.
7 Add lines 5 and 6	7	10,181,880.
8 Enter qualifying distributions from Part XII, line 4	8	10,716,156.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	166,285.
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	166,285.
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	166,285.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	218,538.	
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	218,538.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52,253.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► HOUSTON TRUST COMPANY Telephone no. ► 713-651-9400 Located at ► 1001 FANNIN ST, STE 700 HOUSTON, TX, HOUSTON, TX ZIP+4 ► 77002		
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		N/A
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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	N/A	
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA A. ELKINS	VICE PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
ELISE E. JOSEPH	PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
LESLIE E. SASSER	VICE PRESIDENT & TRUSTEE			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.
LARRY MEDFORD	SECRETARY & TREASURER			
1001 FANNIN, STE. 1333				
HOUSTON, TX 77002	2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HOUSTON TRUST COMPANY		
1001 FANNIN, SUITE 700, HOUSTON, TX 77002	INVESTMENT MNGMT	829,584.
AVALON ADVISORS, LLC - 2929 ALLEN PARKWAY, SUITE 3000, HOUSTON, TX 77019	INVESTMENT MNGMT	89,658.
Total number of others receiving over \$50,000 for professional services		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	214,744,616.
b	Average of monthly cash balances	1b	19,454,783.
c	Fair market value of all other assets	1c	6,068,005.
d	Total (add lines 1a, b, and c)	1d	240,267,404.
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	240,267,404.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,604,011.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	236,663,393.
6	Minimum investment return. Enter 5% of line 5	6	11,833,170.

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	11,833,170.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	166,285.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	166,285.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,666,885.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,666,885.
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	11,666,885.

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	10,716,156.
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	10,716,156.
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	5	166,285.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,549,871.

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)

74-6051746

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	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2016				11,666,885.
a Enter amount for 2015 only			10,278,847.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 10,716,156.				
a Applied to 2015, but not more than line 2a			10,278,847.	
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	0.			
e Remaining amount distributed out of corpus	0.			437,309.
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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.		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.			11,229,576.
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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).)

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 e-mail address of the person to whom applications should be addressed:

LARRY MEDFORD C/O PARAFFINE MANAGEMENT
1001 FANNIN, SUITE 1333, HOUSTON, TX 77002

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

SUBMITTED IN WRITING STATING PURPOSE OF REQUEST

- c Any submission deadlines:**

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

GENERALLY LIMITED TO HOUSTON AREA FOR CHARITABLE, RELIGIOUS, SCIENTIFIC & EDUCATIONAL PURPOSES

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 STATEMENT XV-1				10,580,000.
Total			▶ 3a	10,580,000.
b Approved for future payment SEE STATEMENT XV-2				11,540,000.
Total			▶ 3b	11,540,000.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	105,919.		
4 Dividends and interest from securities			14	6,046,526.		
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	525990	-36,474.	14	334,856.		
8 Gain or (loss) from sales of assets other than inventory			18	11,029,063.		
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)		-36,474.		17,516,364.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	17,479,890.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

[illegible]

- 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
N/A		

**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.

Kristin L. McLaughlin
Signature of officer or trustee

02/20/18
Date

Secretary and Treasurer

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

RINDA CORBIN

Preparer's signature

Randa Corbin

Date _____

02/19/18

Check ☐ if
self-employed

PTIN

P00747421

Firm's name ► DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ► 1111 BAGBY STREET, SUITE 4500
HOUSTON, TX 77002

Phone no. 713-982-2000

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

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

OMB No 1545-0047

2016

Name of the organization

THE ELKINS FOUNDATION

Employer identification number

74-6051746

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE ELKINS FOUNDATION**74-6051746****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	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 559,681.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	\$ 2,980,350.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

74-6051746

Part II

[illegible]

Name of organization

Employer identification number

THE ELKINS FOUNDATION**74-6051746****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	105,919.	105,919.	
TOTAL TO PART I, LINE 3	105,919.	105,919.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	6,046,526.	0.	6,046,526.	6,046,526.	
TO PART I, LINE 4	6,046,526.	0.	6,046,526.	6,046,526.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS	295,045.	295,045.	
MISC. - LITIGATION PROCEEDS	3,641.	3,641.	
INTEREST INCOME FROM MUTUAL FUNDS	14,902.	14,902.	
UBTI FROM PARTNERSHIPS	-36,474.	0.	
FOREIGN TAX REFUND	21,268.	21,268.	
TOTAL TO FORM 990-PF, PART I, LINE 11	298,382.	334,856.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,435.	16,218.		16,218.
TO FORM 990-PF, PG 1, LN 16B	32,435.	16,218.		16,218.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	829,584.	711,164.		118,420.
INVESTMENT MANAGEMENT FEE	89,658.	89,658.		0.
CONSULTING FEE	1,518.	0.		1,518.
TO FORM 990-PF, PG 1, LN 16C	920,760.	800,822.		119,938.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	55,196.	55,196.		0.
TAXES	63,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	118,196.	55,196.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEE	15,656.	15,656.		0.
TO FORM 990-PF, PG 1, LN 23	15,656.	15,656.		0.

FORM 990-PF	OTHER FUNDS		STATEMENT 8	
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
ENDOWMENT FUND	160,873,137.	171,643,535.		
TOTAL TO FORM 990-PF, PART II, LINE 29	160,873,137.	171,643,535.		

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK- SEE STMT I FOR DETAIL	155,015,672.	208,721,385.
UNIT INVESTMENT TRUSTS- SEE STMT I FOR DETAIL	0.	0.
PREFERRED STOCK- SEE STMT I FOR DETAIL	172,821.	176,444.
MUTUAL FUNDS- SEE STMT I FOR DETAIL	8,485,051.	9,238,713.
TOTAL TO FORM 990-PF, PART II, LINE 10B	163,673,544.	218,136,542.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSELY HELD SECURITIES- SEE STMT I FOR DETAIL	COST	15,711,477.	16,309,293.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,711,477.	16,309,293.

STATEMENT XV-1
THE ELKINS FOUNDATION

EIN: 74-6051746

TAX YEAR ENDING 10/31/2017

STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
A D PLAYERS 2710 W ALABAMA HOUSTON, TX 77098 ATTN MS IRBY BAIR	N/A	PC	EDUCATIONAL SUPPORT 4TH INSTALMENT	\$100,000
BARBARA BUSH HOUSTON LITERACY FOUNDATION 7887 SAN FELIPE, SUITE 250 HOUSTON, TX 77063 ATTN MS CARRIE H EICKENROHT	N/A	PC	CHARITABLE CELEBRATION OF READING EVENT	\$30,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, SUITE 143A HOUSTON, TX 77030-3411 ATTN DR PAUL E KLOTMAN	N/A	PC	CHARITABLE SUPPORT OF EDUCATION CENTER AND CARE CLINIC	\$600,000
BIG BROTHERS BIG SISTERS 500 DALLAS STREET, SUITE 2900 HOUSTON TX 77002 ATTN MR PAUL R DEWEY	N/A	PC	CHARITABLE CAMPAIGN FUND	\$50,000
BOYS AND GIRLS CLUBS 2411 CANAL ST HOUSTON, TX 77003	NA	PC	CHARITABLE SUPPORT OF EDUCATION CENTER	\$5,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LN HOUSTON, TX 77019	NA	PC	CHARITABLE DATA MGT SOFTWARE	\$7,500
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE ST HOUSTON, TX 77002	NA	PC	CHARITABLE HURRICAN HARVEY RELIEF	\$250,000
CANDLELIGHTERS CHILDHOOD CANCER 12919 SOUTHWEST FREEWAY SUITE 100 STAFFORD, TX 77477	NA	PC	CHARITABLE CAMP CLIFF	\$20,000
THE CENTER FOUNDATION 3550 WEST DALLAS STREET HOUSTON, TX 77019 ATTN MS EVA T AGUIRRE	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE PERSUIT CAPITAL CAMPAIGN	\$50,000
CHERISH OUR CHILDREN INTERNATIONAL 9 WOODSBOROUGH CIR HOUSTON, TX 77055	NA	PC	CHARITABLE SUPPORT FOR EXPANSION	\$5 000
CHRISTIAN COMMUNITY SERVICE CENTER 3230 MERCER ST HOUSTON, TX 77027	NA	PC	CHARITABLE BUILDING	\$125,000
CONNECT COMMUNITY 4405 CRENSHAW RD PASADENA, TX 77504	NA	PC	CHARITABLE SUPPORT OF EXPANSION	\$50 000
COVENANT HOUSE TEXAS 1111 LOVETT BOULEVARD HOUSTON, TX 77006 MS SAMANTHA COATS	N/A	PC	CHARITABLE SUPPORT FOR RUNAWAY AND HOMELESS YOUTH	\$25,000
CROHN'S & COLITIS 5120 WOODWAY, SUITE 8008 HOUSTON, TX 77056 ATTN MS JENNIFER CONAWAY	N/A	PC	CHARITABLE SUPPORT FOR CAMP OASIS PROGRAM	\$15 000

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2017

EIN: 74-6051746

STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
DEPELCHIN CHILDRENS CENTER 201 SHEPHERD DR HOUSTON, TX 77007	NA	PC	CHARITABLE SUPPORT FOR FOSTER CARE RECRUITMENT AND TRAINING PROGRAM	\$10,000
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302 ATTN MS PEGGY HANEY	N/A	PC	EDUCATIONAL SUPPORT 1ST INSTALLMENT FOR LEAD THE WAY CAPITAL CAMPAIGN	\$100,000
GALVESTON BAY FOUNDATION 1100 HERCULES AVE #200 HOUSTON, TX 77058	NA	PC	CHARITABLE CHARTING THE COURSE	\$100,000
GATEWAY ACADEMY 3721 DACOMA ST HOUSTON, TX 77092	NA	PC	CHARITABLE YOUNG ADULTS WITH DISABILITIES	\$10,000
GLENWOOD CEMETERY FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007 ATTN MR WILLIAM P CONNOR	N/A	PC	CHARITABLE SUPPORT IMPROVEMENTS	\$10,000
GRACEWOOD 1617 ELMVIEW DR HOUSTON, TX 77080	NA	PC	CHARITABLE SUPPORT FOR THE NEXT STEP CAPITAL CAMPAIGN	\$50,000
GREATER HOUSTON 5120 WOODDAY DR #6000 HOUSTON, TX 77056	NA	PC	CHARITABLE HURRICAN HARVEY RELIEF	\$50 000
HERMANN PARK CONSERVANCY 1700 HERMANN DRIVE HOUSTON, TX 77004 ATTN MS DOREEN STOLLER	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR CLUBHOUSE RESTORATION	\$150,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINA STREET HOUSTON, TX 77004 ATTN MS KELLY J ZUNIGA	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT	\$50,000
HOPE LODGE HOUSTON 6301 RICHMOND AVENUE HOUSTON, TX 77057 ATTN MS BETTI GUZMAN	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DRIVE HOUSTON, TX 77024 ATTN MS DEBORAH MARKEY	N/A	PC	CHARITABLE IMPLEMENTATION OF NEW MASTER PLAN	\$250,000
HOUSTON BOTANIC GARDEN 3701 KIRBY DR #992 HOUSTON, TX 77098	NA	PC	CHARITABLE SUPPORT OF PHASE I OF HOUSTON BOTANIC GARDEN'S VISIONARY MASTER PLAN	\$200,000
HOUSTON EAR RESEARCH FOUNDATION 7737 SOUTHWEST FREEWAY, SUITE 630 HOUSTON, TX 77074 ATTN DR G WALTER MCREYNOLDS	N/A	PC	CHARITABLE SUPPORT	\$25,000
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON, TX 77029 ATTN MR BRIAN GREENE	N/A	PC	CHARITABLE SUPPORT OF ROOM TO CHANGE INITIATIVE	\$100 000

STATEMENT XV-1

THE ELKINS FOUNDATION

TAX YEAR ENDING 10/31/2017

EIN: 74-6051746

STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION STATUS		PURPOSE	AMOUNT
HOUSTON GOLF ASSOCIATION 5810 WILSON RD HUMBLE, TX 77396	NA	PC	CHARITABLE SUPPORT FOR CAMPAIGN TO RESTORE GUS WORTHAM GOLF PARK COURSE	\$100,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030 ATTN MR JOEL A BARTSCH	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE WIESS ENERGY HALL	\$1,000,000
HOUSTON PARKS BOARD 300 NORTH POST OAK LANE HOUSTON, TX 77024 ATTN MS ROKSAN OKAN-VICK	N/A	PC	CHARITABLE CAPITAL CAMPAIGN IN SUPPORT BAYOU GREENWAYS 2020 PROJECT	\$250 000
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024 ATTN MS PATRICIA MERCER	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR THE MORE THAN SHELTER CAMPAIGN	\$100,000
HOUSTON SYMPHONY 615 LOUISIANA ST #102 HOUSTON, TX 77002	NA	PC	CHARITABLE SUPPORT FOR ONGOING INNOVATION AND MULTIMEDIA PRESENTATIONS	\$100,000
HOUSTON ZOO 6200 HERMANN PARK DR HOUSTON, TX 77030	NA	PC	CHARITABLE SUPPORT OF THE KEEPING OUR WORLD WIDE CENTENNIAL CAMPAIGN	\$300,000
INCLUDING KIDS INC 18401 TIMBER FOREST DR ATASCOCITA, TX 77346	NA	PC	CHARITABLE SUPPORT OF THE BUILDING A PATHWAY TO INCLUSION CAPITAL CAMPAIGN	\$10 000
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099 ATTN MS SEHBA ALI	N/A	PC	EDUCATION SUPPORT 1ST INSTALLMENT FOR KIPPING POINT GROWTH CAMPAIGN	\$250,000
THE MENIL COLLECTION 1515 BRANARD HOUSTON TX 77006 ATTN MS JEAN ELLIS	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$400,000
THE MENNINGER CLINIC 12301 MAIN STREET HOUSTON, TX 77035 ATTN DR C EDWARD COFFEY	N/A	PC	CHARITABLE SUPPORT FOR CONSTRUCTION OF THE RESEARCH AND OUTPATIENT CENTER	\$200 000
THE METHODIST HOSPITAL FOUNDATION 6565 FANNIN STREET, SUITE D200 HOUSTON, TX 77030 ATTN DR MARC L BLOOM	N/A	PC	CHARITABLE SUPPORT OF THE ELKINS FAMILY DISTINGUISHED CHAIR IN CARDIAC HEALTH	\$400,000
THE MUSEUM OF FINE ARTS P O BOX 6826 HOUSTON, TX 77265-6826 ATTN MR GARY TINTEROW, DIRECTOR	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$1,000,000
THE NEHEMIAH CENTER 5015 FANNIN ST HOUSTON, TX 77004	NA	PC	CHARITABLE SUPPORT OF THE AFTER-SCHOOL ENRICHMENT PROGRAM	\$5,000
NEIGHBORHOOD CENTER, INC P O BOX 271389 HOUSTON, TX 77277-1389 ATTN MS ANGELA BLANCHARD	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT FOR BUILDING NEIGHBORHOODS THAT WORK	\$250,000

STATEMENT XV-1
THE ELKINS FOUNDATION
TAX YEAR ENDING 10/31/2017

EIN: 74-6051746

STATEMENT XV-1 - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION STATUS		PURPOSE	AMOUNT
NEIGHBORS IN ACTION 7927 FLAXMAN ST HOUSTON, TX 77029	NA	PC	CHARITABLE SUPPORT FOR CAPITAL CAMPAIGN	\$100,000
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKENDAHL ROAD HOUSTON, TX 77090 ATTN MS CAROLE LITTLE	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$20,000
PRESBYTERIAN SCHOOL 5300 MAIN STREET HOUSTON, TX 77004 ATTN DR. MARK A CARLETON	N/A	PC	CHARITABLE SUPPORT 1ST INSTALLMENT	\$250 000
PRINCETON UNIVERISTY 91 PROSPECT AVENUE PRINCETON, NJ 08540 ATTN DR ALAN NAIDOFF	N/A	PC	EDUCATIONAL SUPPORT OF MOLECULAR BIOLOGY DEPARTMENT	\$400,000
PRO-VISION INC 4590 WILMINGTON ST HOUSTON, TX 77051	NA	PC	CHARITABLE SUPPORT FOR CAPITAL CAMPAIGN TO EXPAND FACILITIES	\$125,000
REBUILDING TOGETHER HOUSTON 104 N GREENWOOD ST #100 HOUSTON, TX 77011	NA	PC	CHARITABLE SUPPORT FOR HOME REPAIR PROGRAMS	\$10 000
RETINA RESEARCH FOUNDATION 1977 BUTLER BOULEVARD HOUSTON, TX 77030 ATTN DR ALICE MCPHERSON	N/A	PC	CHARITABLE SUPPORT FOR PURCHASE OF RESEARCH EQUIPMENT	\$5 000
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251 ATTN DR DAVID W LEEBRON	N/A	PC	CHARITABLE SUPPORT FOR MOODY CENTER FOR THE ARTS	\$400,000
SAN JACINTO MUSEUM OF HISTORY I MONUMENT CIR LA PORTE, TX 77571	NA	PC	CHARITABLE SUPPORT FOR CRITICAL INFRASTRUCTURE UPGRADES AND EDUCATIONAL PROGRAMS	\$10,000
SERENITY RETREAT 953 MEMORY LANE BELLVILLE, TX 77418 ATTN REV KATHY EASON	N/A	PC	CHARITABLE SUPPORT OF RETREAT EXPANSION	\$50 000
SMALL STEPS NURTURING CENTER 2902 JENSEN DR HOUSTON, TX 77026	NA	PC	CHARITABLE SUPPORT FOR IMPLEMENTATION OF THE TRIPLE POSITIVE PARENTING PROGRAM	\$7,500
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019-5897 ATTN MR MARK DESJARDINS, HEADMASTER	N/A	PC	EDUCATIONAL CAPITAL CAMPAIGN	\$200,000
ST LUKE'S UNITED METHODIST CHURCH P O BOX 22013 HOUSTON, TX 77227 ATTN DR. THOMAS J PACE III	N/A	PC	CHARITABLE SUPPORT OF THE CAPITAL CAMPAIGN	\$200,000
STAGES REPERATORY THEATRE 3201 ALLEN PARKWAY, SUITE 101 HOUSTON, TX 77227 ATTN MR. MARK D A FOLKES	N/A	PC	CHARITABLE SUPPORT OF CAPITAL CAMPAIGN	\$250,000

STATEMENT XV-I

EIN: 74-6051746

THE ELKINS FOUNDATION

TAX YEAR ENDING 10/31/2017

STATEMENT XV-I - PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
TEXAS CHILDREN'S HOSPITAL 1919 SOUTH BRAESWOOD BLVD, SUITE 5214 HOUSTON, TX 77030 ATTN MR MARK A WALLACE	N/A	PC	CHARITABLE CONSTRUCTION OF NEW PEDIATRIC TOWER	\$1,000,000
TEXAS HEART INSTITUTE P O BOX 20345 HOUSTON, TX 77225-0345 ATTN DR JAMES T WILLERSON	N/A	PC	CHARITABLE SUPPORT OF INVESTIGATION OF SUDDEN CARDIAC DEATH OF STUDENTS	\$125,000
TEXAS MEDICAL CENTER LIBRARY 1133 JOHN FREEMAN BOULEVARD HOUSTON, TX 77030 ATTN DR STEPHANIE FULTON	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
TREES FOR HOUSTON P O BOX 270477 HOUSTON, TX 77277 ATTN MR BARRY WARD	N/A	PC	CHARITABLE TREE PLANTING AND MAINTENANCE	\$20,000
TUTS 800 BAGBY, SUITE 200 HOUSTON, TX 77002 ATTN MS ISABEL M NART	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$125,000
UTHEALTH CHILDRENS LEARNING 7000 FANNIN ST #2300 HOUSTON, TX 77030	NA	PC	CHARITABLE SUPPORT FOR FURTHER DEVELOPMENT OF CLI AN ONLINE INSTRUCTIONAL SUPPORT SYSTEM	\$100,000
UNITED WAY OF THE TEXAS GULF COAST P O BOX 924507 HOUSTON, TX 77292-4507 ATTN MS DOROTHY M ABLES	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
THE WATERMILL CENTER 115 WEST 29TH STREET, 10TH FLOOR NEW YORK, NY 10001 ATTN MR ROBERT WILSON	N/A	PC	CHARITABLE CAPITAL CAMPAIGN	\$25,000
WILL ERWIN HEADACHE 6411 FANNIN ST HOUSTON, TX 77030	NA	PC	CHARITABLE SUPPORT FOR RESEARCH CENTER TO FIND A CURE FOR DEBILITATING HEADACHES	\$10,000
WOMENS FUND 5433 WESTHEIMER RD SUITE 924 HOUSTON, TX 77056	NA	PC	CHARITABLE SUPPORT OF THE ADOLESCENT GIRLS OUTREACH PROGRAM	\$5,000
WONDERWORKS P O BOX 667550 HOUSTON, TX 77266-7550 ATTN MR DREXEL TURNER	N/A	PC	CHARITABLE SUPPORT OF HIRING NEW STAFF	\$25,000
YELLOWSTONE ACADEMY 3000 TRULLEY ST HOUSTON, TX 77004	NA	PC	EDUCATIONAL SUPPORT OF THE TECHNOLOGY INITIATIVE	\$15,000

TOTAL GRANTS AND CONTRIBUTIONS

\$10,580,000

THE ELKINS FOUNDATION
GRANTS & CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
STATEMENT XV-2
PART XV, LINE 3b

EIN: 74-6051746

	Total Original Pledge	Pledge Remaining
A. D. Players	500,000	-
Baylor College of Medicine	3,000,000	-
Big Brothers Big Sisters	100,000	-
Center Foundation	250,000	150,000
Covenant House Texas	50,000	-
Episcopal High School	500,000	300,000
Glennwood Cemetery Foundation	50,000	30,000
Hermann Park Conservancy	300,000	-
Holocaust Museum Houston	250,000	150,000
Hope Lodge Houston	500,000	-
Houston Arboretum	1,000,000	-
Houston Ear Research Foundation	100,000	50,000
Houston Food Bank	500,000	300,000
Houston Museum of Natural Science	5,000,000	3,000,000
Houston Parks Board	1,000,000	-
Houston SPCA	500,000	300,000
KIPP Houston	500,000	-
Menil Collection	2,000,000	1,600,000
Menninger Clinic	1,000,000	-
Methodist Hospital Foundation	2,000,000	-
Museum of Fine Arts	5,000,000	1,000,000
Neighborhood Centers	500,000	-
Northwest Assistance Ministries	100,000	20,000
Presbyterian School	500,000	-
Princeton University	2,000,000	1,200,000
Rice University	2,000,000	1,200,000
Serenity Retreat	100,000	-
St. John's School	2,000,000	-
St. Luke's United Methodist Church	2,000,000	-
Stages Repertory Theatre	500,000	-
Texas Children's Hospital	5,000,000	2,000,000
Texas Heart Institute	250,000	-
Texas Medical Center Library	400,000	200,000
Trees for Houston	100,000	40,000
TUTS	250,000	-
Watermill Center	50,000	-
Wonderworks	50,000	-

Totals \$ 39,900,000 \$ 11,540,000