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EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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OMB No 1545-0052

2017

Open to Public Inspection

C&E 946

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2017 or tax year beginning , and ending

Name of foundation: WILLIAM KNOX HOLT FOUNDATION. A Employer identification number: 74-6084245. B Telephone number: 210-601-3702. G Check all that apply: Initial return, Final return, Address change, etc. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$7,607,041. J Accounting method: Cash.

03/01

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SCANNED JAN 31 2019

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	353,226.	276,739.	276,739.
	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 8	3,412,376.	3,948,165.	5,189,149.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment, basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		3,203,090.	2,491,332.	2,141,053.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		100.	100.	100.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,968,792.	6,716,336.	7,607,041.
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 ▶ STATEMENT 11)	0.	26,076.		
23 Total liabilities (add lines 17 through 22)	0.	26,076.		
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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	6,968,792.	6,690,260.		
30 Total net assets or fund balances	6,968,792.	6,690,260.		
31 Total liabilities and net assets/fund balances	6,968,792.	6,716,336.		

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	6,968,792.
2 Enter amount from Part I, line 27a	2	-278,532.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,690,260.
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	6,690,260.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 1,741,860.		1,540,899.	200,961.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			200,961.

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	200,961.
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 doesn't 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))
2016	436,529.	6,866,764.	.063571
2015	438,740.	7,510,680.	.058415
2014	409,306.	7,739,073.	.052888
2013	180,742.	7,441,698.	.024288
2012	260,915.	7,229,773.	.036089

2 Total of line 1, column (d)	2	.235251
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.047050
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	7,187,469.
5 Multiply line 4 by line 3	5	338,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,077.
7 Add lines 5 and 6	7	340,247.
8 Enter qualifying distributions from Part XII, line 4 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.	8	380,242.

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

Table with 11 rows for excise tax calculations. Line 1: 2,077. Line 2: 0. Line 3: 2,077. Line 4: 0. Line 5: 2,077. Line 6a: 1,972. Line 6b: 0. Line 6c: 0. Line 6d: 0. Line 7: 1,972. Line 8: 0. Line 9: 105. Line 10: 0. Line 11: 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: Yes. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: TX, NV. Row 8b: Yes. Row 9: No. Row 10: No.

N/A

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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 ► <u>N/A</u>	X	
14 The books are in care of ► <u>CATHERINE N. COOKE</u> Telephone no. ► <u>210-601-3702</u> Located at ► <u>134 WYCKHAM RISE, SAN ANTONIO, TX</u> ZIP+4 ► <u>78209-5416</u>		
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	N/A
16 At any time during calendar year 2017, 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here	1b	X
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 2017?	1c	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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.) <u>N/A</u>	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. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2017?	4b	X

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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

1 List all officers, directors, trustees, and 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
RICHARD C. PERKINS 703 ELLEN LEE COURT BRYAN, TX 77802	DIRECTOR 0.50	31,000.	0.	0.
GEARY ATHERTON P.O. BOX 90070 SAN ANTONIO, TX 78209	DIRECTOR 0.50	31,000.	0.	0.
CATHERINE N. COOKE 134 WYCKHAM RISE SAN ANTONIO, TX 78209	DIRECTOR 0.50	31,000.	0.	0.
PETER ATHERTON 5507 CAPRICE DRIVE AUSTIN, TX 78731	DIRECTOR 0.50	31,000.	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
NONE		

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	
2	
3 All other program-related investments. See instructions.	

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	7,023,667.
b	Average of monthly cash balances	1b	273,256.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,296,923.
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	7,296,923.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,454.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,187,469.
6	Minimum investment return. Enter 5% of line 5	6	359,373.

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	359,373.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,077.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	357,296.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	357,296.
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	357,296.

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	380,242.
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	380,242.
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	2,077.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	378,165.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				357,296.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				8,185.
d From 2015				63,500.
e From 2016				94,011.
f Total of lines 3a through e	165,696.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 380,242.				
a Applied to 2016, but not more than line 2a			0.	
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 2017 distributable amount				357,296.
e Remaining amount distributed out of corpus	22,946.			
5 Excess distributions carryover applied to 2017 (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:	188,642.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	188,642.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				8,185.
c Excess from 2015				63,500.
d Excess from 2016				94,011.
e Excess from 2017				22,946.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
BRAZOS VALLEY MUSEUM OF NATURAL HISTORY C/O DEBORAH COWMAN, EXEC. DIR. 3232 BRIARCREST DR BRYAN, TX 77802	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	8,750.
CHILDREN'S MUSEUM OF BRAZOS VALLEY C/O JABOT COLVIN 4001 EAST 29TH STREET, SUITE 80 BRYAN, TX 77802	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	8,750.
COLORADO ROCKY MOUNTAIN SCHOOL C/O ELIZABETH MURPHY, DEV. MGR 500 HOLDEN WAY CARBONDALE, CO 81623	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	20,000.
HAGGIN MUSEUM C/O TOD RUHSTALLER 1201 NORTH PERSHING AVENUE STOCKTON, CA 95203	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
HILL COUNTRY SCIENCE MILL C/O RENEE WILLIAMS 101 SOUTH LADY BIRD LANE JOHNSON CITY, TX 78636	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				250,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

WILLIAM KNOX HOLT FOUNDATION

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		
b LONG TERM CAPITAL GAIN DISTRIBUTIONS	P		
c 366.7592 SHS OF EKLETIKOS	P	01/01/06	01/01/17
d 76.5955 SHS OF EKLETIKOS	P	01/01/06	04/01/17
e 179.1646 SHS OF EKLETIKOS	P	01/01/06	07/01/17
f 35.2990 SHS OF EKLETIKOS	P	01/01/06	10/01/17
g EKLETIKOS MASTER FUND LIQUIDATING TRUST	P		
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,082,685.		918,789.	163,896.
b 5,965.			5,965.
c 347,169.		347,169.	0.
d 72,400.		72,400.	0.
e 168,796.		168,796.	0.
f 33,745.		33,745.	0.
g 31,100.			31,100.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			163,896.
b			5,965.
c			0.
d			0.
e			0.
f			0.
g			31,100.
h			
i			
j			
k			
l			
m			
n			
o			

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	200,961.
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

WILLIAM KNOX HOLT FOUNDATION

74-6084245

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LAWRENCE HALL OF SCIENCE C/O SUSAN GREGORY, DEPUTY DIR. 1 CENTENNIAL DRIVE BERKELEY, CA 94720	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	50,000.
MONTEREY BAY AQUARIUM C/O MEGAN SNEDDEN 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	25,000.
RMCHS FOUNDATION 1901 RED ROCK DRIVE GALLUP, NM 87301	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	15,000.
SAN ANTONIO ACADEMY C/O JOHN WEBSTER, HEAD OF SCHOOL 117 EAST FRENCH PLACE SAN ANTONIO, TX 78212	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
SCHREINER UNIVERSITY C/O BETH BOURLAND, DIR. OF FOUND RELATIONS 2100 MEMORIAL BLVD KERRVILLE, TX 78028-5697	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
ST. MICHAEL'S EPISCOPAL SCHOOL C/O HELEN SPENCER 2500 SOUTH COLLEGE AVE BRYAN, TX 77801	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	5,000.
STANFORD UNIVERSITY 326 GALVEZ ST. STANFORD, CA 94305	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
THE DOSEUM C/O VANESSA HURD 2800 BROADWAY SAN ANTONIO, TX 78209	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	10,000.
WITTE MUSEUM C/O MARISE MCDERMOTT, PRES./CEO 3801 BROADWAY SAN ANTONIO, TX 78209	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	27,500.
UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVE STOCKTON, CA 95211	NONE	EXEMPT	TO FUND ORGANIZATION'S EXEMPT PURPOSE	20,000.
Total from continuation sheets				192,500.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES				PURCHASED		
	1,082,685.	918,789.	0.	0.	163,896.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
LONG TERM CAPITAL GAIN DISTRIBUTIONS				PURCHASED		
	5,965.	0.	0.	0.	5,965.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
366.7592 SHS OF EKLETIKOS				PURCHASED		01/01/17
	347,169.	406,070.	0.	0.	-58,901.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
76.5955 SHS OF EKLEKTIKOS	72,400.	84,805.	0.	PURCHASED	01/01/06	04/01/17
						-12,405.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
179.1646 SHS OF EKLEKTIKOS	168,796.	198,368.	0.	PURCHASED	01/01/06	07/01/17
						-29,572.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
35.2990 SHS OF EKLEKTIKOS	33,745.	39,083.	0.	PURCHASED	01/01/06	10/01/17
						-5,338.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EKLEKTIKOS MASTER FUND LIQUIDATING TRUST	31,100.	0.	0.	PURCHASED		
						31,100.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	94,745.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	4.	4.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	48,440.	0.	48,440.	48,440.	
MORGAN STANLEY	24,621.	0.	24,621.	24,621.	
TO PART I, LINE 4	73,061.	0.	73,061.	73,061.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM EKLEPTIKOS MASTER FUND LIQUIDATING TRUST	1,107.	901.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,644.	30,438.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,040.	3,520.		3,520.
TO FORM 990-PF, PG 1, LN 16B	7,040.	3,520.		3,520.

FORM 990-PF	TAXES	STATEMENT	6
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	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	639.	639.		0.
TO FORM 990-PF, PG 1, LN 18	639.	639.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT & BANK FEES	43,853.	43,853.		0.
INSURANCE	1,033.	0.		1,033.
OFFICE SUPPLIES	152.	0.		152.
POSTAGE AND DELIVERY FROM EKLETIKOS MASTER FUND LIQUIDATING TRUST	256.	0.		256.
	45,145.	45,145.		0.
TO FORM 990-PF, PG 1, LN 23	90,439.	88,998.		1,441.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	3,948,165.	5,189,149.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,948,165.	5,189,149.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EKLETIKOS MASTER FUND LIQUIDATING TRUST	COST	2,411,192.	2,062,290.
65.331 SHARES SKYBRIDGE MUL-AD SER G ADV	COST	80,140.	78,763.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,491,332.	2,141,053.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSIT-FRANCHISE TAX BOARD	100.	100.	100.
TO FORM 990-PF, PART II, LINE 15	100.	100.	100.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
UNSETTLED TRANSACTIONS	0.	26,076.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	26,076.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED ✓

WILLIAM KNOX HOLT FOUNDATION; ATTN: CATHERINE COOKE
P.O. BOX 90070
SAN ANTONIO, TX 78209

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

210-601-3702

N/A

FORM AND CONTENT OF APPLICATIONS

LETTER REQUEST STATING THE NAME OF THE ORGANIZATION, ADDRESS, PURPOSE OF GRANT AND BACKGROUND INFORMATION ON THE ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE FIELDS: EDUCATION, MEDICAL RESEARCH, SOCIAL SERVICES, ARTS & SCIENCES GEOGRAPHICAL AREAS: CALIFORNIA, TEXAS, COLORADO, AND NEW YORK

William Knox Holt Foundation
Fair Market Value of Securities
Form 990-PF, 12/31/17

SHARES	STOCKS	EOY BOOK	EOY FMV
1,183.000	ISHARES MSCI EAFE ETF	\$ 67,898.68	\$ 83,176.73
625.000	VANGUARD GROWTH ETF	\$ 86,176.44	\$ 87,906.25
260.000	VANGUARD MIDCAP GROWTH ETF	\$ 32,415.76	\$ 33,207.20
169.000	VANGUARD SM CAP VALUE ETF	\$ 21,550.83	\$ 22,439.82
848.000	VANGUARD VALUE ETF INDEX	\$ 86,179.19	\$ 90,159.36
1,405.111	COHEN & STEERS REAL EST SECS I	\$ 21,787.98	\$ 21,905.68
3,623.343	DRIEHAUS EMERG MKTS GROWTH FD	\$ 140,005.96	\$ 143,629.32
5,724.117	E V INCOME FUND OF BOSTON I	\$ 31,617.85	\$ 32,913.67
1,228.101	GUGGENHEIM MARCO OPPORT I	\$ 32,741.96	\$ 32,913.11
1,062.334	INVESCO EUROPEAN GROWTH Y	\$ 40,755.93	\$ 43,863.77
3,058.163	LEGG MASON BW GLB OPP BD INST	\$ 32,252.69	\$ 33,028.16
1,302.248	MATTHEW'S ASIAN INDIA INV	\$ 40,538.98	\$ 44,680.13
3,165.491	MATTHEW'S ASIAN JAPAN INV	\$ 69,341.31	\$ 76,351.64
7,203.656	METROPOLITAN WEST TOT RET BD I	\$ 77,553.95	\$ 76,790.97
805.827	T ROWE PRICE INTL DISCOVERY	\$ 42,894.52	\$ 57,544.11
1,354.383	T ROWE PRICE QM US SM CP GR EQ	\$ 33,415.80	\$ 47,254.42
3,252.461	TORTOISE MLP & PIPELINE INST	\$ 43,537.97	\$ 43,810.65
1,709.469	TWEEDY BROWN GLOBAL VALUE FD	\$ 47,484.95	\$ 48,702.77
1,425.474	WELLS FARGO SPECIAL MDCP VL I	\$ 44,480.92	\$ 54,624.16
2,881.140	WESTERN ASSET MARCO OPPORT I	\$ 33,564.98	\$ 33,017.86
2,577.440	THIRD AVE FOCUSED CREDIT INST	\$ 24,321.98	\$ 2,886.73
1,100.000	ABBVIE INC	\$ 65,035.84	\$ 106,381.00
590.000	ADOBE SYSTEMS INC	\$ 31,159.18	\$ 103,391.60
400.000	AIR PROD & CHEMICALS	\$ 54,747.95	\$ 65,632.00
1,100.000	AKAMI TECHNOLOGIES	\$ 56,980.14	\$ 71,544.00
40.000	ALPHABET INC - CLASS A	\$ 17,305.99	\$ 42,136.00
70.000	ALPHABET INC - CLASS C	\$ 34,604.29	\$ 73,248.00
100.000	AMAZON.COM INC	\$ 34,817.13	\$ 116,947.00
760.000	APPLE INC	\$ 61,840.26	\$ 128,614.80
3,000.000	BANK OF AMERICA CORP	\$ 68,318.03	\$ 88,560.00
400.000	BERKSHIRE HATHAWAY - CLASS B	\$ 56,091.70	\$ 79,288.00
800.000	CELGENE CORP	\$ 69,570.13	\$ 83,488.00
780.000	COCA COLA COMPANY	\$ 29,959.39	\$ 35,786.40
800.000	COLGATE-PALMOLIVE CO	\$ 49,957.40	\$ 60,360.00
1,000.000	COMERICA INCORPORATE	\$ 46,865.28	\$ 86,810.00
500.000	CULLEN FROST BANKERS	\$ 43,840.90	\$ 47,325.00
800.000	DANAHER CORP	\$ 49,221.64	\$ 74,256.00
450.000	ECOLAB INC	\$ 52,532.55	\$ 60,381.00
800.000	EOG RESOURCES	\$ 68,684.30	\$ 86,328.00
600.000	ESTEE LAUDERCO INC	\$ 65,691.93	\$ 76,344.00
1,400.000	F M C CORP	\$ 82,327.70	\$ 132,524.00
400.000	FACEBOOK INC - CLASS A	\$ 61,366.95	\$ 70,584.00

1,050.000	FORTIVE CORPORATION	\$ 50,963.40	\$ 75,967.50
770.000	FRANKLIN ELECTRIC CO	\$ 30,152.37	\$ 35,343.00
1,600.000	GLACIER BANCORP INC	\$ 40,741.74	\$ 63,024.00
480.000	HOME DEPOT INC	\$ 36,963.42	\$ 90,974.40
550.000	HONEYWELL INTL INC	\$ 61,616.83	\$ 84,348.00
800.000	JPMORGAN CHASE & CO	\$ 45,839.32	\$ 85,552.00
600.000	KIMBERLY-CLARK CORP	\$ 58,982.66	\$ 72,396.00
1,000.000	KIRBY CORPORATION	\$ 67,515.50	\$ 66,800.00
300.000	MARTIN MARIETTA MATR	\$ 28,921.93	\$ 66,312.00
1,200.000	MERCK & CO INC	\$ 72,491.50	\$ 67,524.00
1,200.000	MICROSOFT CORP	\$ 60,256.30	\$ 102,648.00
500.000	MOODY'S CORP	\$ 49,075.80	\$ 73,805.00
1,500.000	NATIONAL INSTRUMENTS	\$ 44,657.30	\$ 62,445.00
1,502.000	NEWELL BRANDS INC	\$ 60,640.62	\$ 46,411.80
800.000	NIKE INC - CLASS B	\$ 46,920.85	\$ 50,040.00
375.000	PEPSICO INCORPORATED	\$ 29,851.08	\$ 44,970.00
1,250.000	PERKINELMER INC	\$ 51,461.43	\$ 91,400.00
420.000	PIONEER NATURAL RES	\$ 55,628.01	\$ 72,597.00
2,675.000	RANGE RESOURCES CORP	\$ 95,962.95	\$ 45,635.50
600.000	ROCKWELL COLLINS INC	\$ 47,507.98	\$ 81,372.00
320.000	ROPER TECHNOLOGIES	\$ 47,471.82	\$ 82,880.00
1,000.000	S E I INVESTMENTS CO	\$ 62,503.25	\$ 71,860.00
750.000	SCHLUMBERGER LTD	\$ 65,199.09	\$ 50,542.50
420.000	THERMO FISHER SCNTFC	\$ 40,729.39	\$ 79,749.60
400.000	TIME WARNER INC	\$ 25,279.90	\$ 36,588.00
1,200.000	TRACTOR SUPPLY COMP	\$ 76,612.21	\$ 89,700.00
2,200.000	TRIMBLE INC	\$ 62,699.76	\$ 89,408.00
1,420.000	US BANCORP	\$ 55,722.01	\$ 76,083.60
700.000	UNION PACIFIC CORP	\$ 64,324.20	\$ 93,870.00
850.000	VISA INC - CLASS A	\$ 62,639.25	\$ 96,917.00
600.000	WALT DISNEY CO	\$ 53,228.00	\$ 64,506.00
450.000	WHIRLPOOL CORP	\$ 71,771.65	\$ 75,888.00
1,400.000	ZOETIS INC	\$ 72,396.46	\$ 100,856.00
		\$ 3,948,165.29	\$ 5,189,149.21