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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: HILDEBRAND FOUNDATION

A Employer identification number: 76-0699250

Number and street (or P O box number if mail is not delivered to street address): 1111 TRAVIS ST. Room/suite

B Telephone number: 713-655-6300

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 change

D 1. Foreign organizations, check here ▶

2 Foreign organizations meeting the 85% test, check here and attach computation ▶

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 159,319,913.

J Accounting method. X Cash / Accrual / Other (specify) (Part I, column (d) must be on cash basis.)

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

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ X if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities	3,648,576.	3,640,279.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,368,910.			
	b Gross sales price for all assets on line 6a 65,809,355.				
	7 Capital gain net income (from Part IV, line 2)		4,368,910.		
	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	2,399.	2,399.		STATEMENT 3
	12 **Total** Add lines 1 through 11	8,019,888.	8,011,591.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	28,926.	0.		28,926.
	b Accounting fees STMT 5	15,790.	7,895.		7,895.
	c Other professional fees STMT 6	595,706.	364,015.		231,691.
	17 Interest				
	18 Taxes STMT 7	161,838.	16,838.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	1,994.	1,578.		416.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	804,254.	390,326.		268,928.
	25 Contributions, gifts, grants paid	10,145,916.			10,070,916.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,950,170.	390,326.		10,339,844.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,930,282.			
	b **Net investment income** (if negative, enter -0-)		7,621,265.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,111,020.	6,476,323.	6,476,323.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 70,820. Less allowance for doubtful accounts ▶	31,395.	70,820.	
	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 ▶	60,000.	0.	0.
	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 11	128,367,817.	124,954,822.	152,843,590.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	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)	133,570,232.	131,501,965.	159,319,913.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ FEES PAYABLE)	0.	10,534.	
	23 Total liabilities (add lines 17 through 22)	0.	10,534.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	133,570,232.	131,491,431.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	133,570,232.	131,491,431.	
	31 Total liabilities and net assets/fund balances	133,570,232.	131,501,965.	

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	133,570,232.
2	Enter amount from Part I, line 27a	2	-2,930,282.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	851,481.
4	Add lines 1, 2, and 3	4	131,491,431.
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	131,491,431.

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	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTION	P		
c	SECURITY LITIGATION	P		
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	65,800,313.		61,440,445.	4,359,868.
b	1,668.			1,668.
c	7,374.			7,374.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				4,359,868.
b				1,668.
c				7,374.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 4,368,910.

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 X 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	13,086,333.	146,465,476.	.089348
2015	7,947,847.	153,117,850.	.051907
2014	10,475,471.	153,117,927.	.068414
2013	28,237,908.	154,713,697.	.182517
2012	9,204,832.	78,334,986.	.117506

2	**Total** of line 1, column (d)	2	.509692
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	.101938
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	150,760,975.
5	Multiply line 4 by line 3	5	15,368,272.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	76,213.
7	Add lines 5 and 6	7	15,444,485.
8	Enter qualifying distributions from Part XII, line 4	8	10,339,844.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ and enter 1% of Part I, line 27b			1	152,425.
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	152,425.
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	152,425.
6	Credits/Payments.				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	160,742.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments Add lines 6a through 6d			7	160,742.
8	Enter any **penalty** for underpayment of estimated tax Check here X if Form 2220 is attached			8	0.
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	8,317.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 8,317. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	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	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	11		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 SEE STATEMENT 12	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DOUG KELLY Telephone no ▶713-655-6300

Located at ▶1111 TRAVIS ST., 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 ▶ | 15 | N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ 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? Yes X 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) N/A	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? Yes X 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.) N/A	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))?	Yes X 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 X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes X No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	X 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 X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b		X
Organizations relying on a current notice regarding disaster assistance, check here	▶ X			
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? SEE STATEMENT 13	X 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 X 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 X 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, 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
JEFFERY D HILDEBRAND 1111 TRAVIS ST. HOUSTON, TX 77002	PRESIDENT 4.00	0.	0.	0.
MELINDA B HILDEBRAND 1111 TRAVIS ST. HOUSTON, TX 77002	VICE PRESIDENT 5.00	0.	0.	0.
JEAN-PAUL BUDINGER 1111 TRAVIS ST. HOUSTON, TX 77002	DIRECTOR 1.00	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

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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
HILCORP VENTURES, INC. 1111 TRAVIS, HOUSTON, TX 77002	ACCOUNTING/MANAGEMENT	272,463.
AVALON ADVISORS LLC - 2929 ALLEN PARKWAY, SUITE 3000, HOUSTON, TX 77019	ADVISORY	239,462.

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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	149,344,372.
b	Average of monthly cash balances	1b	3,712,455.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	153,056,827.
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	153,056,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,295,852.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	150,760,975.
6	**Minimum investment return.** Enter 5% of line 5	6	7,538,049.

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	7,538,049.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 152,425.		
b	Income tax for 2017. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	152,425.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	7,385,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,385,624.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	7,385,624.

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	10,339,844.
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	10,339,844.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	10,339,844.

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				7,385,624.
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 5,549,031.				
b From 2013 20,631,615.				
c From 2014 2,964,312.				
d From 2015 399,790.				
e From 2016 5,963,810.				
f **Total** of lines 3a through e	35,508,558.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 10,339,844.				
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				7,385,624.
e Remaining amount distributed out of corpus	2,954,220.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,462,778.			
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	5,549,031.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	32,913,747.			
10 Analysis of line 9:				
a Excess from 2013 20,631,615.				
b Excess from 2014 2,964,312.				
c Excess from 2015 399,790.				
d Excess from 2016 5,963,810.				
e Excess from 2017 2,954,220.				

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	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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).)

SEE STATEMENT 14

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 15

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				
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002		PUBLIC CHARITY	EXTENDED ENGAGEMENT CAPITAL CAMPAIGN	100,000.
AMAZING PLACE 3735 DREXEL DRIVE HOUSTON, TX 77027		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ARCHDIOCESE OF GALVESTON-HOUSTON 1700 SAN JACINTO HOUSTON, TX 77002		PUBLIC CHARITY	CARDINAL'S CIRCLE - SUPPORTING INNER CITY CATHOLIC SCHOOLS	5,000.
AUSTIN COUNTY FAIR P.O. BOX 141 BELLVILLE, TX 77418		PUBLIC CHARITY	GENERAL SUPPORT	8,672.
BRIDGE OVER TROUBLED WATERS P.O. BOX 3488 PASADENA, TX 77501		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	10,145,916.
b Approved for future payment				
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002		PUBLIC CHARITY	EXTENDED ENGAGEMENT CAPITAL CAMPAIGN	225,000.
BROOKWOOD COMMUNITY 1752 FM 1489 RD. BROOKSHIRE, TX 77423		PUBLIC CHARITY	BROOKWOOD & BEYOND CAPITAL CAMPAIGN	275,000.
COUNCIL ON RECOVERY P.O. BOX 2768 HOUSTON, TX 77252		PUBLIC CHARITY	PROGRAM SUPPORT	719,132.
Total SEE CONTINUATION SHEET(S)			▶ 3b	49,334,966.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion 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	3.	
4 Dividends and interest from securities			14	3,648,576.	
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			14	2,399.	
8 Gain or (loss) from sales of assets other than inventory			18	4,368,910.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		8,019,888.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 8,019,888.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes X 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

Signature of officer or trustee: [signature] Date: 9/5/18 Title: VICE PRESIDENT

May the IRS discuss this return with the preparer shown below? See instr X Yes No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
JONATHAN D. ADINOLFI	Jonath D. Adinolfi	8/3/18		P00848630

Firm's name ▶ RSM US LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1330 POST OAK BLVD, SUITE 2400 HOUSTON, TX 77056 — Phone no. 713.625.3500

Form 990-PF (2017)

723622 01-03-18

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
BNY MONEY MARKET	3.	3.	
TOTAL TO PART I, LINE 3	3.	3.	

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
BNY 8000-DIVIDENDS	1,105,663.	0.	1,105,663.	1,105,663.	
BNY 8010-DIVIDENDS	73,996.	0.	73,996.	73,996.	
BNY 8010-INTEREST	917,783.	0.	917,783.	917,783.	
BNY 8010-OID	37,002.	0.	37,002.	37,002.	
BNY 8010-OID AMORT	-21,336.	0.	-21,336.	-21,336.	
BNY 8010-TAX AMORT	-141,448.	0.	-141,448.	-141,448.	
BNY 8020-DIVIDENDS	379,878.	0.	379,878.	379,878.	
BNY 8030-DIVIDENDS	4,295.	0.	4,295.	4,295.	
BNY 8030-INTEREST	567,149.	0.	567,149.	567,149.	
BNY 8030-OID	3,741.	0.	3,741.	3,741.	
BNY 8030-OID AMORT	-1,008.	0.	-1,008.	-1,008.	
BNY 8030-T/E AMORT	-11,032.	0.	-11,032.	0.	
BNY 8030-T/E OID	19,329.	0.	19,329.	0.	
BNY 8030-TAX AMORT	-99,828.	0.	-99,828.	-99,828.	
BNY 8040-DIVIDENDS	814,392.	0.	814,392.	814,392.	
TO PART I, LINE 4	3,648,576.	0.	3,648,576.	3,640,279.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED MARKET DISCOUNT	2,399.	2,399.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,399.	2,399.	

FORM 990-PF	LEGAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	28,926.	0.		28,926.
TO FM 990-PF, PG 1, LN 16A	28,926.	0.		28,926.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,790.	7,895.		7,895.
TO FORM 990-PF, PG 1, LN 16B	15,790.	7,895.		7,895.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	323,243.	323,243.		0.
MANAGEMENT/ADMIN FEES	272,463.	40,772.		231,691.
TO FORM 990-PF, PG 1, LN 16C	595,706.	364,015.		231,691.

FORM 990-PF	TAXES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	16,838.	16,838.		0.
EXCISE TAX	145,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	161,838.	16,838.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	416.	0.		416.
BANK FEES	1,578.	1,578.		0.
TO FORM 990-PF, PG 1, LN 23	1,994.	1,578.		416.

FOOTNOTES STATEMENT 9

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
NET ASSET ADJUSTMENT - SECURITIES DONATION	851,481.
TOTAL TO FORM 990-PF, PART III, LINE 3	851,481.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON #8000	35,940,489.	54,295,022.
BNY MELLON #8010	35,372,466.	35,712,224.
BNY MELLON #8020	7,777,379.	9,944,813.
BNY MELLON #8030	13,544,336.	13,773,518.
BNY MELLON #8040	32,320,152.	39,118,013.
TOTAL TO FORM 990-PF, PART II, LINE 10B	124,954,822.	152,843,590.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT STATEMENT 12

EXPLANATION

THE FOUNDATION MADE A DISTRIBUTION TO THE GREATER HOUSTON COMMUNITY FOUNDATION DONOR ADVISED FUND (HILDEBRAND FUND). THE DONOR ADVISED FUND MAKES CONTRIBUTIONS ONLY TO PUBLIC CHARITIES FOR RELIGIOUS, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES OR FOR THE PREVENTION OF CRUELTY TO CHILDREN AND ANIMALS AS DESCRIBED IN SECTION 170(C)(2)(B).

THE DISQUALIFIED PERSONS MAY MAKE RECOMMENDATIONS ONLY AS TO RECIPIENT ORGANIZATIONS.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 13

GRANTEE'S NAME

GREG AND HILDA FOUNDATION

GRANTEE'S ADDRESS

1333 WEST LOOP S., STE. 1600
HOUSTON, TX 77027

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
75,000.	10/05/17	75,000.

PURPOSE OF GRANT

HURRICANE RELIEF FOR PUERTO RICO.

DATES OF REPORTS BY GRANTEE

2/8/2018

ANY DIVERSION BY GRANTEE

NO

FORM.990-PF PART XV - LINE 1A STATEMENT 14

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JEFFERY D HILDEBRAND
MELINDA B HILDEBRAND

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS ADMINISTRATOR C/O CAROL DEASON
1111 TRAVIS ST.
HOUSTON, TX 77002

TELEPHONE NUMBER

713-965-9177

FORM AND CONTENT OF APPLICATIONS

CHARITIES SHOULD INITIALLY SUBMIT A LETTER OF INQUIRY, ON THE CHARITY'S LETTERHEAD, STATING THE MISSION OF THE CHARITY, THE AMOUNT OF THE DONATION THEY ARE SEEKING AS WELL AS THE PURPOSE THE DONATION WILL SERVE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

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
BROOKWOOD COMMUNITY 1752 FM 1489 RD. BROOKSHIRE, TX 77423		PUBLIC CHARITY	BROOKWOOD & BEYOND CAPITAL CAMPAIGN	125,000.
CAMP ARANZAZU 8945 LONG POINT RD., STE. 200 HOUSTON, TX 77055		PUBLIC CHARITY	UNLIMITED HORIZONS CAPITAL CAMPAIGN	25,000.
CARE PARTNERS 701 N. POST OAK RD., STE. 300 HOUSTON, TX 77024		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	15,000.
CARITAS DE PUERTO RICO 201 CALLE SAN JORGE SAN JUAN, PR 00902		PUBLIC CHARITY	SUPPORT ONGOING DISASTER RECOVERY	100,000.
CATHEDRAL HEALTH MINISTRIES DBA THE BEACON 1117 TEXAS REVENUE HOUSTON, TX 77002		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
CATHOLIC CHARITIES 2900 LOUISIANA STREET HOUSTON, TX 77006		PUBLIC CHARITY	UNRESTRICTED OPERATING EXPENSES	155,000.
CATHOLIC RELIEF SERVICES P.O. BOX 17526 BALTIMORE, MD 21298-8180		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CHAUCER DRIVE STUDY CENTER 5505 CHAUCER DR HOUSTON, TX 77005		PUBLIC CHARITY	EXPANSION PROJECT	56,250.
COALITION FOR THE HOMELESS 2000 CRAWFORD, STE. 700 HOUSTON, TX 77002-9000		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
COLORADO COUNTY FAIR ASSOCIATION P.O. BOX 506 COLUMBUS, TX 79834		PUBLIC CHARITY	GENERAL SUPPORT	8,902.
Total from continuation sheets				9,997,244.

723631
04-01-17

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
COLUMBUS FFA 105 CARDINAL LN. COLUMBUS, TX 78934		PUBLIC CHARITY	GENERAL SUPPORT	8,691.
COUNCIL ON RECOVERY P.O. BOX 2768 HOUSTON, TX 77252		PUBLIC CHARITY	PROGRAM SUPPORT	431,480.
CRISTO REY JESUIT 6700 MOUNT CARMEL ST. HOUSTON, TX 77087		PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
EAST WEST MINISTRIES INTERNATIONAL 2001 W. PLANO PARKWAY, STE. 300 PLANO, TX 75075		PUBLIC CHARITY	IGNITE A MOVEMENT CAMPAIGN	10,000.
ECHOS 9600 GESSNER BLDG. E HOUSTON, TX 77071-1002		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
EPISCOPAL HIGH SCHOOL ENDOWMENT 4650 BISSONNET ST. BELLAIRE, TX 77401		PUBLIC CHARITY	ENDOWMENT	1,001,123.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET ST. BELLAIRE, TX 77401		PUBLIC CHARITY	LEAD THE WAY CAPITAL CAMPAIGN	80,050.
FAMILY LEGACY MISSIONS INTERNATIONAL 5005 W. ROYAL LANE, SUITE 252 IRVING, TX 75063		PUBLIC CHARITY	SPONSORSHIP FOR CHILDREN	12,000.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 132589 SPRING, TX 77393		PUBLIC CHARITY	INVESTMENT CAPITAL, SCHOLARSHIPS, ADVANCEMENT POSITION	200,000.
FORGE FOR FAMILIES 3435 DIXIE DRIVE HOUSTON, TX 77021		PUBLIC CHARITY	OPERATING EXPENSES	15,000.
Total from continuation sheets				

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
FORT BEND FAMILY PROMISE 4645 CARTWRIGHT RD. MISSOURI CITY, TX 77459		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	10,000.
GRACE CHURCH OF NWA P.O. BOX 1234 SEARCY, AR 72145		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
GRACEWOOD 1617 ELMVIEW HOUSTON, TX 77080		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	100,000.
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE, SUITE 6000 HOUSTON, TX 77056		PUBLIC CHARITY	UNRESTRICTED OPERATING EXPENSES	1,230,000.
GREG AND HILDA FOUNDATION 1333 WEST LOOP SOUTH, STE. 1600 HOUSTON, TX 77027		PRIVATE FOUNDATION	PUERTO RICO HURRICANE RECOVERY EFFORTS	75,000.
HIS FATHER'S HEART MINISTRIES 5715 NORTHWEST CENTRAL DR., STE. F-109 HOUSTON, TX 77092		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
HOUSTON ARBORETUM AND NATURE CENTER 4501 WOODWAY DR. HOUSTON, TX 77024		PUBLIC CHARITY	CAPITAL CAMPAIGN	333,333.
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN RD. HOUSTON, TX 77074		PUBLIC CHARITY	HARVEY RELIEF FUND	5,000.
HOUSTON COALITION FOR LIFE P.O. BOX 301094 HOUSTON, TX 77230		PUBLIC CHARITY	GENERAL SUPPORT	35,000.
HOUSTON PARKS BOARD 300 N POST OAK LN. HOUSTON, TX 77024		PUBLIC CHARITY	$8.1MM BAYOU GREENWAY 2020 PROJECT/$900K HOGG BIRD SANCTUARY	2,014,213.
Total from continuation sheets				

723631
04-01-17

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
HOUSTON POLICE FOUNDATION P.O. BOX 346 HOUSTON, TX 77001-0346		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	3,500.
HUMBLE AREA ASSISTANCE MINISTRIES P.O. BOX 14051 HUMBLE, TX 77347		PUBLIC CHARITY	SENIOR SERVICES PROGRAM	10,000.
HYDE PARK SCHOOL 11400 N. MOPAC EXPRESSWAY AUSTIN, TX 78759		PUBLIC CHARITY	HIGH SCHOOL FINANCIAL AID PROGRAM	10,000.
INCARNATE WORD ACADEMY 609 CRAWFORD ST. HOUSTON, TX 77002		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	17,000.
INNER CITY CATHOLIC SCHOOLS P.O. BOX 4343, DEPT 116 HOUSTON, TX 77210		PUBLIC CHARITY	THE CARDINAL'S CIRCLE MEMBERSHIP	10,000.
INTERNATIONAL JUSTICE MISSION P.O. BOX 58147 WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
KATY ISD LIVESTOCK SHOW 6301 S. STADIUM LANE KATY, TX 77494		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	9,700.
KRIST SAMARITAN CENTER 16441 SPACE CENTER BLVD., STE. C100 HOUSTON, TX 77058		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
L.I.F.E. HOUSTON 2002 S. WAYSIDE, STE. 113 HOUSTON, TX 77023		PUBLIC CHARITY	EVENT SUPPORT	5,000.
LIFEHOUSE OF HOUSTON P.O. BOX 27127 HOUSTON, TX 77227		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	26,500.
Total from continuation sheets				

723631
04-01-17

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
LIVING WATER INTERNATIONAL 4001 GREENBRIAR DR. STAFFORD, TX 77477-3922		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	50,000.
LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN ST. HOUSTON, TX 77004		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	25,000.
MAGNIFICAT HOUSES 3300 CAROLINE STREET HOUSTON, TX 77004		PUBLIC CHARITY	HOUSING RESTORATION PROJECT	30,000.
MEMORIAL ASSISTANCE MINISTRIES 1625 BLALOCK RD. HOUSTON, TX 77080		PUBLIC CHARITY	CHAMPIONS FOR FAMILIES MEMBERSHIP PROGRAM	30,000.
MEXICO MEDICAL MISSION 1302 WAUGH DRIVE, STE. 685 HOUSTON, TX 77019		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
MISSION OF YAHWEH 10247 ALGIERS RD. HOUSTON, TX 77041		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000.
MUSEUM OF FINE ARTS, HOUSTON P.O. BOX 6826 HOUSTON, TX 77265-6826		PUBLIC CHARITY	CAMPUS REDEVELOPMENT CAMPAIGN	1,000,000.
NEHEMIAH CENTER 5015 FANNIN ST. HOUSTON, TX 77004		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	5,000.
NEIGHBORS IN ACTION 7927 FLAXMAN HOUSTON, TX 77029		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NEW HOPE HOUSING, INC. 1117 TEXAS AVE. HOUSTON, TX 77002		PUBLIC CHARITY	CAPITAL CAMPAIGNS	250,000.
Total from continuation sheets				

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
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL HOUSTON, TX 77027		PUBLIC CHARITY	EVENT SPONSORSHIP	10,000.
ONE AMERICAN APPEAL ONE MIRAMONT BLVD. BRYAN, TX 77802		PUBLIC CHARITY	HURRICANES HARVEY & IRMA RELIEF	2,500.
PATHWAYS FOR LITTLE FEET 9 GREENWAY PLAZA, STE. 3150 HOUSTON, TX 77046		PUBLIC CHARITY	PERPETUAL FAMILY FUND	5,000.
PINE COVE CHRISTIAN CAMP P.O. BOX 9000 TYLER, TX 75711		PUBLIC CHARITY	EVENT SUPPORT	25,000.
PRISON ENTREPRENEURSHIP PROGRAM P.O. BOX 926274 HOUSTON, TX 77292-6274		PUBLIC CHARITY	WORKFORCE TRAINING AND ENTREPRENEURSHIP DEVELOPMENT PROGRAM	20,000.
PRO-VISION 4590 WILMINGTON ST. HOUSTON, TX 77051		PUBLIC CHARITY	MANHOOD DEVELOPMENT PROGRAM	10,000.
RIVER OAKS COUNTRY CLUB HURRICANE RELIEF FUND 1600 RIVER OAKS, BLVD. HOUSTON, TX 77019		NC	HURRICANE RELIEF FUND	5,000.
ROYAL FFA LIVESTOCK SHOW P.O. BOX 816 PATTISON, TX 77466		PUBLIC CHARITY	GENERAL SUPPORT	16,302.
SEAM MINISTRIES P.O. BOX 267 SOUTH HOUSTON, TX 77587-0267		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	20,000.
SEARCH HOMELESS SERVICES 2505 FANNIN ST. HOUSTON, TX 77002		PUBLIC CHARITY	OF COURSE WE CAN CAMPAIGN	150,000.
Total from continuation sheets				

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
SERENITY RETREAT FOR HEALING AND SPIRITUAL RENEWAL 785 MARESH ROAD BELLVILLE, TX 77418		PUBLIC CHARITY	GENERAL SUPPORT	50,000.
SMALL STEPS NURTURING CENTER 2902 JENSEN DR. HOUSTON, TX 77026		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	15,000.
SNOWDROP FOUNDATION 7155 OLD KATY RD., STE. N270 HOUSTON, TX 77024		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,000.
SOUTHMORE FOUNDATION 2011 SHERIDAN ST. HOUSTON, TX 77030		PUBLIC CHARITY	SHERIDAN STUDY CENTER EXPANSION PROJECT	56,250.
ST. ANNE CATHOLIC CHURCH 2140 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	OPERATING EXPENSES	10,000.
ST. ANNE CATHOLIC SCHOOL 2120 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	OPERATING EXPENSES	5,000.
ST. DOMINIC VILLAGE 2401 HOLCOMBE BLVD. HOUSTON, TX 77021		PUBLIC CHARITY	HURRICANE HARVEY RELIEF	5,000.
ST. MARY CATHOLIC CHURCH 533 E. MAIN STREET ASPEN, CO 81611		PUBLIC CHARITY	CAPITAL CAMPAIGN	210,000.
ST. MARY'S CATHOLIC CENTER TEXAS A&M 603 CHURCH AVE. COLLEGE STATION, TX 77840		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
ST. MICHAEL CATHOLIC CHURCH 1801 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	OPERATING EXPENSES	10,000.
Total from continuation sheets				

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
ST. MICHAEL CATHOLIC SCHOOL 1833 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	SPIRIT OF ST. MICHAEL ANNUAL FUND	5,000.
ST. THERESA CATHOLIC CHURCH 6622 HASKELL HOUSTON, TX 77007		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
ST. THOMAS HIGH SCHOOL 4500 MEMORIAL DR. HOUSTON, TX 77007		PUBLIC CHARITY	4500 FOREVER CAPITAL CAMPAIGN	400,000.
STAR OF HOPE MISSION 4848 LOOP CENTRAL DRIVE, STE. 500 HOUSTON, TX 77081-2356		PUBLIC CHARITY	PROGRAM SPONSORSHIP	210,000.
THE WOMEN'S HOME 607 WESTHEIMER RD. HOUSTON, TX 77006		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
TOUCHDOWN CLUB OF HOUSTON 8106 BO JACK DRIVE HOUSTON, TX 77040		PUBLIC CHARITY	FUNDRAISING SPONSORSHIP	10,000.
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR. HOUSTON, TX 77007		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
UNIVERSITY CATHOLIC CENTER 2010 UNIVERSITY AVE. AUSTIN, TX 78705		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
UNIVERSITY OF ST. THOMAS 3800 MONTROSE BLVD. HOUSTON, TX 77006		PUBLIC CHARITY	THE HURRICAN HARVEY RELIEF FUND	5,000.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	PA ENDOWMENT	20,000.
Total from continuation sheets				

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
UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER P.O. BOX 4319 HOUSTON, TX 77210-4319		PUBLIC CHARITY	HURRICANE HARVEY RELIEF	5,000.
VITA-LIVING, INC. 3300 S. GESSNER RD. STE. 150 HOUSTON, TX 77063		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
VOLUNTEERS OF AMERICA TEXAS 300 E. MIDWAY DRIVE EULESS, TX 76039		PUBLIC CHARITY	RESTRICTED GRANT FOR YALE EMPOWERMENT CENTER	5,000.
WALLER COUNTY FAIR ASSOCIATION P.O. BOX 911 HEMPSTEAD, TX 77445		PUBLIC CHARITY	GENERAL SUPPORT	8,950.
WELLSPRINGS VILLAGE, INC. P.O. BOX 311017 HOUSTON, TX 77231		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
WORKFAITH CONNECTION 4555 DACOMA STREET, STE. 200 HOUSTON, TX 77092		PUBLIC CHARITY	GENERAL OPERATING EXPENSES	250,000.
YELLOWSTONE ACADEMY 3000 TRULLEY STREET HOUSTON, TX 77030		PUBLIC CHARITY	EVENT SPONSORSHIP	12,000.
YOUNG LIFE HOUSTON SOUTHWEST 1931 LEXINGTON STREET HOUSTON, TX 77098-4219		PUBLIC CHARITY	EMMA STOLLE SPONSORSHIP	10,000.
YWAM EL PASO JUAREZ 4444 EDGAR PARK AVENUE EL PASO, TX 79904		PUBLIC CHARITY	SUPPORT FOR GIACOMO & MARJOLEIN COGHI	5,000.
YWAM SAN DIEGO/BAJA 100 W. 35TH ST., STE. R NATIONAL CITY, CA 91950		PUBLIC CHARITY	GENERAL SUPPORT	350,000.
Total from continuation sheets				

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
YWAM SHIPS KONA 4444 EDGAR PARK AVENUE EL PASO, TX 79904		PUBLIC CHARITY	SUPPORT FOR BRETT & KAREN CURTIS	15,000.
YWAM 4444 EDGAR PARK AVENUE EL PASO, TX 79904		PUBLIC CHARITY	SUPPORT FOR PEDRO & ROLANDO, HOMES OF HOPE LEADERS	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
EPISCOPAL HIGH SCHOOL ENDOWMENT 4650 BISSONNET ST. BELLAIRE, TX 77401		PUBLIC CHARITY	ENDOWMENT	6,500,000.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET ST. BELLAIRE, TX 77401		PUBLIC CHARITY	PROGRAM SPONSORSHIP	25,000.
GLENWOOD CEMETERY 2525 WASHINGTION AVE. HOUSTON, TX 77007		PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
HOUSTON ARBORETUM AND NATURE CENTER 4501 WOODWAY DR. HOUSTON, TX 77024		PUBLIC CHARITY	CAPITAL CAMPAIGN	83,334.
HOUSTON PARKS BOARD 300 N POST OAK LN. HOUSTON, TX 77024		PUBLIC CHARITY	$8.1MM BAYOU GREENWAYS 2020 PROJECT/$1MM HOGG BIRD SANCTUARY PROJECT	5,000,000.
HOUSTON POLICE FOUNDATION P.O. BOX 346 HOUSTON, TX 77001-0346		PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
MUSEUM OF FINE ARTS, HOUSTON 1001 BISSONNET ST HOUSTON, TX 77005		PUBLIC CHARITY	CAMPUS REDEVELOPMENT CAMPAIGN	2,250,000.
NEW HOPE HOUSING, INC. 320 HAMILTON ST HOUSTON, TX 77002		PUBLIC CHARITY	CAPITAL CAMPAIGNS	62,500.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027		PUBLIC CHARITY	PROGRAM SUPPORT	750,000.
ST. ANNE CATHOLIC CHURCH 2140 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	OPERATING EXPENSES	20,000.
Total from continuation sheets				48,115,834.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
ST. ANNE CATHOLIC COMMUNITY 2140 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	PROGRAM SUPPORT	5,000,000.
ST. MARY'S CATHOLIC CENTER TEXAS A&M 603 CHURCH AVE. COLLEGE STATION, TX 77840		PUBLIC CHARITY	CAPITAL CAMPAIGN	275,000.
ST. MARY'S CATHOLIC CHURCH 1261 OLD NADA RD. NADA, TX 77460		PUBLIC CHARITY	CAPITAL CAMPAIGN	270,000.
ST. MICHAEL CATHOLIC CHURCH 1801 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	OPERATING EXPENSES	20,000.
ST. THERESA CATHOLIC CHURCH 6622 HASKELL ST HOUSTON, TX 77007		PUBLIC CHARITY	CAPITAL CAMPAIGN	400,000.
ST. THOMAS HIGH SCHOOL 4500 MEMORIAL DR.		PUBLIC CHARITY	4500 FOREVER CAPITAL CAMPAIGN	800,000.
STAR OF HOPE MISSION P.O. BOX 1308		PUBLIC CHARITY	EVENT SPONSORSHIP	100,000.
UNIVERSITY OF TEXAS AT AUSTIN 110 INNER CAMMPUS DR. AUSTIN, TX 78705		PUBLIC CHARITY	GENERAL SUPPORT	60,000.
UNIVERSITY OF TEXAS PETROLEUM ENGINEERING DEPT. 200 E. DEAN KEETON ST. AUSTIN, TX 78712		PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000,000.
Total from continuation sheets				