

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

Name of foundation HUMPHREYS FOUNDATION		A Employer identification number 74-6061381	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 550		B Telephone number (see instructions) (936) 336-3321	
City or town, state or province, country, and ZIP or foreign postal code LIBERTY, TX 77575		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 29,437,806		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities	509,018	509,018		
	5a Gross rents	376	376		
	b Net rental income or (loss)	376			
	6a Net gain or (loss) from sale of assets not on line 10	578,985			
	b Gross sales price for all assets on line 6a	1,496,221			
	7 Capital gain net income (from Part IV, line 2)		578,985		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	98,373	98,373			
12 Total. Add lines 1 through 11	1,186,754	1,186,754			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	28,365	28,365		
	b Accounting fees (attach schedule)	6,840	5,840		1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,715	2,715		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	49,928	24,964		24,964
	24 Total operating and administrative expenses. Add lines 13 through 23	87,848	61,884		25,964
	25 Contributions, gifts, grants paid	1,469,000			1,469,000
26 Total expenses and disbursements. Add lines 24 and 25	1,556,848	61,884		1,494,964	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-370,094				
b Net investment income (if negative, enter -0-)		1,124,870			
c Adjusted net income (if negative, enter -0-)					

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	25	25	25
	2 Savings and temporary cash investments	6,995	53,340	53,340
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ 169,659 Less accumulated depreciation (attach schedule) ▶ _____	169,659	169,659	1,001,740
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	17,038,974	16,630,756	28,382,701
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	8,776			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,224,429	16,853,780	29,437,806	
Liabilities	17 Accounts payable and accrued expenses		9,221	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)		1,473	
	23 Total liabilities (add lines 17 through 22)		10,694	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,735,123	14,353,780	
	25 Temporarily restricted			
	26 Permanently restricted	2,489,306	2,489,306	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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 (see instructions)	17,224,429	16,843,086		
31 Total liabilities and net assets/fund balances (see instructions) .	17,224,429	16,853,780		

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	17,224,429
2 Enter amount from Part I, line 27a	2	-370,094
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	16,854,335
5 Decreases not included in line 2 (itemize) ▶ _____	5	11,249
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	16,843,086

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)
1 a Vanguard Inst Index Fund-5,394 174	P	2014-12-31	2018-01-08
b Vanguard Inst Index Fund-550 820	P	2014-12-31	2018-09-27
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 1,350,000		831,555	518,445
b 146,221		85,681	60,540
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			518,445
b			60,540
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	578,985
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,283,040	24,462,619	000 052449
2015	1,202,226	22,386,312	000 053704
2014	1,259,898	22,893,740	000 055032
2013	1,098,283	21,200,621	000 051804
2012	982,638	18,720,765	000 052489
2 Total of line 1, column (d)			2 000 265478
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 000 053096
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 27,358,647
5 Multiply line 4 by line 3			5 1,452,635
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,249
7 Add lines 5 and 6			7 1,463,884
8 Enter qualifying distributions from Part XII, line 4			8 1,494,964

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 1,473.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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)?			5b
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				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	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA BERTMAN PO BOX 572071 HOUSTON, TX 77257	P 000 00	0		
LOUIS B PAINE 173 SAGE ROAD HOUSTON, TX 77056	VP, T, S 000 00	0		

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities


List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	


Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	26,719,415
b	Average of monthly cash balances.	1b	54,121
c	Fair market value of all other assets (see instructions).	1c	1,001,740
d	Total (add lines 1a, b, and c).	1d	27,775,276
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	27,775,276
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  .	4	416,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	27,358,647
6	Minimum investment return. Enter 5% of line 5.	6	1,367,932

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

1	Minimum investment return from Part X, line 6.	1	1,367,932
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	11,249
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,249
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,356,683
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,356,683
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,356,683

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26  .	1a	1,494,964
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,494,964
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	11,249
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,483,715

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				1,356,683
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.			15,750	
c From 2014.			130,879	
d From 2015.			95,876	
e From 2016.			78,335	
f Total of lines 3a through e.	320,840			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,494,964</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				1,356,683
e Remaining amount distributed out of corpus	138,281			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	459,121			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
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).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	459,121			
10 Analysis of line 9				
a Excess from 2013.			15,750	
b Excess from 2014.			130,879	
c Excess from 2015.			95,876	
d Excess from 2016.			78,335	
e Excess from 2017.			138,281	

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
DORIS PETERS MANAGER
PO BOX 550
LIBERTY, TX 77575
(936) 336-3321

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 1

c Any submission deadlines
ANNUAL MEETING IN SEPTEMBER

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 1A

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,469,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AD Players 2710 W Alabama Houston, TX 77098	None	PC	Production of Lilies of the Field Gods Favorite	135,000
Alley Theater 615 Texas Ave Houston, TX 77002	None	PC	Production of A Christmas Carol The Great Society	155,000
Beaumont Community Players 4155 Laurel Ave Beaumont, TX 77707	None	PC	Production of Young Frankenstein	20,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cantare Houston PO Box 667457 Houston, TX 77266	None	PC	Fifteenth Anniversary Celebration	10,000
DaCamera 1427 Branard Houston, TX 77006	None	PC	Production of No Place Like Home	10,000
Dance Houston 2540 Louisiana Suite 400 Houston, TX 77006	None	PC	H-Town Get Down	10,000
Total ▶				1,469,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ensemble Theater 3535 Main St Houston, TX 77002	None	PC	Production of Ma Rainey's Black Bottom	15,000
Express Children's Theater PO Box 980817 Houston, TX 77098	None	PC	Production of Magic, Mystery and History	5,000
Fine Arts Society of Liberty 1211 N Main St Liberty, TX 77575	None	PC	Scholarships Music and Art Events	5,000
Total 3a ▶				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Gilbert & Sullivan Society of Houston PO Box 741267 Houston, TX 77274	None	PC	Production of A Topsy-Turvey Mikado	5,000
Grand 1894 Opera House 2020 Postoffice Street Galveston, TX 77550	None	PC	Production of Amazing Grace A Gentlemans Guide to Love Murder	15,000
Center for the Performing ArtsWoodlands 27220 Glen Loch Dr The Woodlands, TX 77381	None	PC	Production of Home Away From Home	15,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HITS Theater 311 W 18th Street Houston, TX 77008	None	PC	Production of Wizard of Oz	10,000
Houston Ballet PO Box 130487 Houston, TX 77219	None	PC	Production of Don Quiote	20,000
Houston Grand Opera 510 Preston St Houston, TX 77002	None	PC	Production of West Side Story The House Without a Christmas Tree	200,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Houston Masterworks Chorus 4119 Montrose Blvd Houston, TX 77006	None	PC	Production of Elijah	20,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	None	PC	Production of Rite of Spring	75,000
Lee College 200 Lee Dr Baytown, TX 77520	None	GOV	Drama Scholarships	10,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Main Street Theater 2540 Times Blvd Houston, TX 77005	None	PC	Production of Men on Boats	25,000
Miller Outdoor Theater PO Box 66267 Houston, TX 77266	None	PC	Performance-Miller Presents	10,000
Rice University-Shepherd School of Music PO Box 1892 Houston, TX 77251	None	GOV	Production of La Finta Giardiniera	25,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
River Oaks Chamber Orchestra 3733-1 Westheimer Rd 1029 Houston, TX 77027	None	PC	Your Concert Series	10,000
Sam Houston State University 1806 Avenue J Huntsville, TX 77340	None	GOV	Drama Scholarships	10,000
Society for the Performing Arts 615 Louisiana Houston, TX 77002	None	PC	Performance-The Illusionists PresentsAdam Trent	60,000
Total				1,469,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Stages Repertory Theater 3201 Allen Parkway Suite 101 Houston, TX 77002	None	PC	Production Costs Artistic Enhancement	300,000
Theater Under the Stars 4235 San Felipe Houston, TX 77006	None	PC	Production of Guys Dolls	75,000
University of Houston 4800 Calhoun Rd Houston, TX 77004	None	GOV	Shakespeare Festival	10,000
Total 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
University of St Thomas 3812 Montrose Blvd Houston, TX 77006	None	PC	Drama Scholarships	10,000
Valley PlayersPO Box 1063 Liberty, TX 77575	None	PC	Production of Beauty and the Beast	24,000
Young Audiences of Houston 1310 McDuffie Suite 22 Houston, TX 77019	None	PC	Performances in Liberty ISD	5,000
Total ▶ 3a				1,469,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alley Theater 615 Texas Ave Houston, TX 77002	None	PC	2017-2018 Performance	25,000
HITS Theater 311 W 18th Street Houston, TX 77008	None	PC	2017-2018 Performance	10,000
Houston Ballet PO Box 130487 Houston, TX 77219	None	PC	2017-2018 Performance	25,000
Total ▶				1,469,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Houston Grand Opera 510 Preston St Houston, TX 77002	None	PC	2017-2018 Performance	25,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	None	PC	2017-2018 Performance	25,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	None	PC	2017-2018 Performance	10,000
Total 3a				1,469,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Society for the Performing Arts 615 Louisiana Houston, TX 77002	None	PC	2017-2018 Performance	25,000
Theater Under the Stars 4235 San Felipe Houston, TX 77006	None	PC	2017-2018 Performance	25,000
Total ▶				1,469,000
3a				

TY 2017 Accounting Fees Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rayford Smith, CPA	6,840	5,840		1,000

TY 2017 General Explanation Attachment

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 17005317

Software Version: 18.2.0.0

TY 2017 Investments - Land Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A-34, Und. 1/4 int. - 5 acres	188		188	1,000
1/8 int. in 87.5 ac.	1,094		1,094	5,900
A-159, 0.14 acre	10		10	
undivided interest in 66.9 acres	32,935		32,935	514,840
Producing Mineral and Royalty Interests	77,223		77,223	420,000
Non-Producing Mineral/Royalty Interests	58,209		58,209	60,000

TY 2017 Investments - Other Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Vanguard Institutional Index Fund	AT COST	16,630,756	28,382,701

TY 2017 Legal Fees Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OAKS, HARTLINE DALY	28,365	28,365		

TY 2017 Other Assets Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Prepaid Federal Income Tax	8,776		

TY 2017 Other Decreases Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0

Description	Amount
2017 Federal Excise Tax	11,249

TY 2017 Other Expenses Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	953	476		477
Telephone	2,128	1,064		1,064
Management Fees	36,300	18,150		18,150
Office Rent	7,700	3,850		3,850
Office Expense	2,847	1,424		1,423

TY 2017 Other Income Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY and LEASE RENTAL INCOME	98,373	98,373	

TY 2017 Other Liabilities Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Federal Excise Tax Payable		1,473

TY 2017 Taxes Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 17005317**Software Version:** 18.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate tax not included in line 20	2,715	2,715		