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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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OMB No 1545-0052

2017

Open to Public Inspection

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](http://www.irs.gov/Form990PF) for instructions and the latest information

For calendar year 2017 or tax year beginning

, 2017, and ending

Meyer and Ida Gordon Foundation 2  
109 N. Post Oak Lane #300  
Houston, TX 77024

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

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method:  Cash  Accrual  
 Other (specify) **(Part I, column (d) must be on cash basis)**

**Part II****Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,256.	1,256.	N/A	
	4 Dividends and interest from securities	67,714.	67,714.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	4,090.			
	b Gross sales price for all assets on line 6a	944,620.			
	7 Capital gain net income (from Part IV, line 2)		4,090.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,530.	7,530.		
		80,590.	80,590.		
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	2,500.	1,250.		1,250.
	c Other professional fees (attach sch) See St 3	5,331.	5,331.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	525.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	6,592.	5,250.		1,342.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,948.	11,831.		2,592.
	25 Contributions, gifts, grants paid Part XV	126,204.			124,029.
	26 Total expenses and disbursements. Add lines 24 and 25	141,152.	11,831.		126,621.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-60,562.			
	b Net investment income (if negative, enter -0-)		68,759.		
	c Adjusted net income (if negative, enter -0-)				

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<b>Part II</b> <b>Balance Sheets</b>		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
<b>A S S E T S</b>	1	Cash – non-interest-bearing		
	2	Savings and temporary cash investments	302,353.	330,442.
	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 sch)		
		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)	835,512.	904,732.
	c	Investments – corporate bonds (attach schedule)	1,166,129.	1,006,279.
	11	Investments – land, buildings, and equipment basis.		
	Less accumulated depreciation (attach schedule) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)	399,977.	402,257.	
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,704,271.	2,643,709.	
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.
<b>N F E U T N D A S S E T S N C O R E S</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	2,704,271.	2,643,709.
	30	<b>Total net assets or fund balances</b> (see instructions)	2,704,271.	2,643,709.
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,704,271.	2,643,709.

**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	2,704,271.
2	Enter amount from Part I, line 27a	2	-60,562.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,643,709.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,643,709.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
<b>1 a Capital gain distribution</b>				
<b>b Publicly traded securities</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) ((e) plus (f) minus (g))</b>	
<b>a</b> 79.			<b>79.</b>	
<b>b</b> 944,541.		940,530.	<b>4,011.</b>	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))</b>
<b>(i) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>		
<b>a</b>			<b>79.</b>	
<b>b</b>			<b>4,011.</b>	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss).</b>	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	<b>4,090.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>	If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>0.</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col. (b) divided by col. (c))
2016	136,217.	2,603,356.	0.052324
2015	137,765.	2,682,760.	0.051352
2014	140,996.	2,789,512.	0.050545
2013	149,267.	2,844,359.	0.052478
2012	151,932.	3,026,749.	0.050196

2 Total of line 1, column (d)

2 0.256895

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 0.051379

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5

4 2,552,652.

5 Multiply line 4 by line 3

5 131,153.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 688.

7 Add lines 5 and 6

7 131,841.

8 Enter qualifying distributions from Part XII, line 4

8 126,621.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	1 1,375.
Date of ruling or determination letter (attach copy of letter if necessary – see instructions)	
1 b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2 0.
1 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-)	3 1,375.
3 Add lines 1 and 2	4 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	5 1,375.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments.	6 a
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	
b Exempt foreign organizations – tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d	7 0.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 13.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 1,388.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ►	Refunded
	11

**Part VII-A Statements Regarding Activities**

1 a 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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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.	
1 c Did the foundation file <b>Form 1120-POL</b> for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	0.
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	0.
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	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.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
• 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?	
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8 a 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	
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	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	

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**Part VII-A Statements Regarding Activities (continued)**

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	<input type="checkbox"/> 11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement. See instructions	<input type="checkbox"/> 12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	X	
14	The books are in care of ► <u>Daniel Gordon</u> Telephone no. ► <u>713-785-1700</u> Located at ► <u>109 N. Post Oak Lane, Ste 300 Houston TX</u> ZIP + 4 ► <u>77024</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A	<input type="checkbox"/> 15	N/A	
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ►	<input type="checkbox"/> 16	Yes	No
		<input type="checkbox"/> 16	X	

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

1a	During the year, did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.			
	Organizations relying on a current notice regarding disaster assistance, check here ►	<input type="checkbox"/> 1b	X	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?			
	► <input type="checkbox"/> 1c X			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u>			
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)			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 __ , 20 __ , 20 __ , 20 __</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
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?			
	► <input type="checkbox"/> 4a X			
	► <input type="checkbox"/> 4b X			

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**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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

**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.

**See instructions**

Organizations relying on a current notice regarding disaster assistance, check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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? \_\_\_\_\_.

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

**b** If 'Yes', did the foundation receive any proceeds or have any net income attributable to the transaction?

**VIII. Information About**

## 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. See instructions.**

**(b) Title, and average** **(c) Compensation** **(d) Contributions**

(a) Name and address	hours per week devoted to position	(b) Compensation (If not paid, enter -0-)	(c) Compen- sation from employee benefit plans and deferred compensation	(d) Compen- sation from other allowances	(e) Expense account, other allowances
Daniel Gordon 109 N. Post Oak Lane, Ste 300 Houston, TX 77024	Pres/Treas/D 1.00	0.	0.	0.	0.
Annette Gordon 109 N. Post Oak Lane, Ste 300 Houston, TX 77024	VP/Director 1.00	0.	0.	0.	0.
James Gordon 109 N. Post Oak Lane, Ste 300 Houston, TX 77024	Asst VP/Dir 1.00	0.	0.	0.	0.
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**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	(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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
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<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2	-----	
All other program-related investments. See instructions.		
3	-----	

**Total.** Add lines 1 through 3

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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 1,860,883.
b	Average of monthly cash balances	1b 303,448.
c	Fair market value of all other assets (see instructions)	1c 427,194.
d	<b>Total</b> (add lines 1a, b, and c)	1d 2,591,525.
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 2,591,525.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 38,873.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,552,652.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 127,633.

**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	1 127,633
2a	Tax on investment income for 2017 from Part VI, line 5	2a 1,375.
b	Income tax for 2017. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,375.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 126,258.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 126,258.
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 126,258.

**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 126,621.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 126,621.
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
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 126,621.

**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				126,258.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			126,188.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e.		0.		
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 126,621.			126,188.	
a Applied to 2016, but not more than line 2a				
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		0.		433.
e Remaining amount distributed out of corpus		0.		0.
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		0.		
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 instructions		0.		
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				125,825.
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 (see instructions)		0.		
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9.				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

BAA

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**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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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	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)				
<i>a Paid during the year</i>				
See Statement 7				
<b>Total</b>			► 3a	124,029.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,256.	
4 Dividends and interest from securities			14	67,714.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,090.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Income from annuity			14	7,530.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				80,590.	
13 Total. Add line 12, columns (b), (d), and (e)					13 80,590.

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

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



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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from annuity	\$ 7,530.	\$ 7,530.	
Total	<u>\$ 7,530.</u>	<u>\$ 7,530.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 2,500.	\$ 1,250.		\$ 1,250.
Total	<u>\$ 2,500.</u>	<u>\$ 1,250.</u>	<u>      </u>	<u>\$ 1,250.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	\$ 5,331.	\$ 5,331.		
Total	<u>\$ 5,331.</u>	<u>\$ 5,331.</u>	<u>      </u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 525.	\$ 0.		
Total	<u>\$ 525.</u>	<u>\$ 0.</u>	<u>      </u>	<u>\$ 0.</u>

**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Annuity rider fees	\$ 5,250.	\$ 5,250.		
Director liability insurance	1,342.			\$ 1,342.
Total	<u>\$ 6,592.</u>	<u>\$ 5,250.</u>		<u>\$ 1,342.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Lincoln ChoicePlus variable annuity	Cost	\$ 402,257.	\$ 427,194.
Total	<u>\$ 402,257.</u>		<u>\$ 427,194.</u>

**Statement 7**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Holocaust Museum of Houston 5401 Caroline St. Houston TX 77004	N/A	PC	General support	\$ 2,350.
Jewish Federation of Greater Houston 5603 S. Braeswood Blvd. Houston TX 77096	N/A	PC	General support	25,000.
The University of Texas MD Anderson 1515 Holcombe Blvd. #423 Houston TX 77030	N/A	PC	General support	70,000.
Congregation Beth Israel Inc 5600 North Braeswood Blvd Houston TX 77096	N/A	PC	General support	1,607.
Covenant House Texas 1111 Lovett Blvd Houston TX 77006	N/A	PC	General support	10,000.

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**Statement 7 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
100 Club Inc 5555 San Felipe Houston TX 77056	N/A	PC	General support	\$ 100.
Houston Jewish Community Foundation 5603 S. Braeswood Houston TX 77096	N/A	PC	General support	1,000.
American Diabetes Association- Houston 2400 Augusta Drive, Suite 1751 Houston TX 77057	N/A	PC	General support	45.
Washington & Lee University 204 W. Washington Lexington VA 24450	N/A	PC	General support	5,000.
Alzheimers Disease and Related Disorders 2242 W Holcombe Blvd Houston TX 77030	N/A	PC	General support	13.
The Forge for Families Inc 3435 Dixie Dr Houston TX 77021	N/A	PC	General support	3,000.
Paralyzed Veterans of America 6418 FM 2100 Rd Crosby TX 77532	N/A	PC	General support	43.
Institute of Southern Jewish Life P.O. Box 16528 Jackson MS 39236	N/A	PC	General support	3,334.
Help-Side Foundation 37450 Melinz Pkwy Eastlake OH 44095	N/A	PC	General support	2,500.
Leukemia & Lymphoma Society Inc 3 International Drive Rye Brook NY 10573	N/A	PC	General support	25.
National Cancer Research Foundation Ltd 4747-20 Nesconset Hwy Port Jeff STA NY 11776	N/A	PC	General support	12.

Total \$ 124,029.

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Annual Income
<b>Equities</b>						
2,000	KINDER MORGAN INC DEL 9.75 % DEP SHS REPSTG 1/20TH PFD CONV SER A	04/07/17	96,739.00	75,920.00	(20,819.00)	8,751.00
2,000	KINDER MORGAN INC DEL	06/05/15	80,900.00	36,140.00	(44,760.00)	1,000.00
3,800	TPG RE FIN TR INC	09/25/17	75,093.30	72,390.00	(2,703.30)	5,776.00
<b>Total Equities</b>			<b>252,732.30</b>	<b>184,450.00</b>	<b>(68,282.30 )</b>	<b>16,527.00</b>
<b>Mutual Funds/Closed End Funds/UIT</b>						
2,500	ISHARES U.S. PREFERRED STOCK ETF	11/30/10	98,074.50	95,175.00	(2,899.50)	5,323.00
3,858	ALPS ALERIAN MLP ETF	03/03/17	50,042.74	41,638.61	(8,404.13)	3,319.00
4,000	KAYNE ANDERSON MLP	01/05/15	101,059.95	76,200.00	(24,859.95)	7,200.00
3,623	COHEN & STEERS PREFERRED SEC & INCOME FD CL I 1880 Fractional Share	03/24/17	49,997.40	51,337.91	1,340.51	2,717.00
20,000	OPPENHEIMER LIMITED TERM BOND FUND CL Y	05/05/14	94,000.00	90,800.00	(3,200.00)	2,460.00
5,980	OPPENHEIMER SENIOR FLOATING RATE FD CL Y .8610 Fractional Share	06/07/13	49,892.80	48,497.80	(1,495.00)	2,129.00
23,217	LORD ABBETT SHORT DURATION INCOME FD CL F	01/24/11	103,817.92	98,672.25	(5,145.67)	3,761.00

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Annual Income
<b>Mutual Funds/Closed End Funds/UIT</b>						
	.8860 Fractional Share	01/08/16	4.30	4.19	(0.11)	1.00
3,847	PRINCIPAL HIGH YIELD FUND CL I	05/08/12	29,999.50	28,698.62	(1,300.88)	1,512.00
	.0630 Fractional Share	11/05/13	0.50	0.47	(0.03)	1.00
7,267	VICTORY FLOATING RATE FUND CL Y	12/03/13	74,995.44	69,835.87	(5,159.57)	3,488.00
	.4420 Fractional Share	12/03/13	4.56	4.25	(0.31)	1.00
<b>Total Mutual Funds/Closed End Funds/UIT</b>			<b>651,999.40</b>	<b>600,874.61</b>	<b>(51,124.79 )</b>	<b>31,914.00</b>

	Cost	Market Value
Total Equities	252,732.30	184,450.00
Total Mutual Funds	651,999.40	600,874.61
Total Part II, Line 10b	<u>904,731.70</u>	<u>785,324.61</u>

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
<b>Corporate Bonds</b>							
50,000	ASSOCIATES CORP COMPANY GUARNT GLB 06 950% NOV 01 2018	11/01/16	52,158.46	51,893.00	(265.46)	559.86	3,475.00
25,000	BOSTON PROPERTIES INC 05.875% OCT 15 2019 MOODY'S: BAA2 S&P: A-	10/06/17	26,579.41	26,352.75	(226.66)	301.91	1,469.00
50,000	FIFTH THIRD BANCORP SER BKNT 02 375% APR 25 2019	06/23/17	50,279.50	50,144.50	(135.00)	211.11	1,188.00
25,000	GTE CORP COMPANY GUARNT 06 840% APR 15 2018	11/01/16	25,377.42	25,339.00	(38.42)	351.50	1,710.00
25,000	HSBC USA INC GLB 02 000% AUG 07 2018	02/21/17	25,045.83	25,003.50	(42.33)	197.22	500.00

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
<b>Corporate Bonds</b>							
25,000	HSBC USA INC GLB 01 700% MAR 05 2018	09/13/16	25,008.91	24,992.50	(16.41)	134.58	425.00
25,000	CAPITAL ONE BANK USA NA 02.400% SEP 05 2018 MOODY'S BAA1 S&P BBB+	08/03/17	25,157.67	24,966.25	(191.42)	190.00	600.00
50,000	COLUMBUS SOUTHERN POWER 06 050% MAY 01 2018 MOODY'S A2 S&P A-	11/01/16	50,741.05	50,633.50	(107.55)	487.36	3,025.00
25,000	DILLARDS INCORPORATED 06 625% JAN 15 2018 MOODY'S BAA3 S&P BBB+	07/18/16	25,049.38	25,029.50	(19.88)	754.51	1,657.00
100,000	JPMORGAN CHASE & CO NOTES VAR% PERPETUAL	10/19/16	103,375.00	101,250.00	(2,125.00)	1,294.72	7,900.00
25,000	LINCOLN NATIONAL CORP 08 750% JUL 01 2019 MOODY'S BAA1 S&P A-	08/03/17	27,502.73	27,296.25	(206.48)	1,081.60	2,188.00
25,000	MCKESSON CORP 7.50% DUE 2/15/2019 MOODY'S BAA2 S&P BBB+	10/17/17	26,516.17	26,408.25	(107.92)	697.92	1,875.00
50,000	NATIONAL CITY CORP SUBORDINATED 06 875% MAY 15 2019	06/23/17	53,346.49	53,012.00	(334.49)	420.14	3,438.00

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
<b>Corporate Bonds</b>							
25,000	OCCIDENTAL PETROLEUM COR GLB 01 500% FEB 15 2018	05/20/16	25,000 16	24,984 25	(15 91)	139 58	375 00
25,000	PROTECTIVE LIFE CORP 06 400% JAN 15 2018 MOODY'S: BAA1 S&P A-	09/13/16	25,050 84	25,033 50	(17 34)	728 89	1,600 00
30,000	PROVIDENCE HEALTH & SVCS SER 09-A 06 250% OCT 01 2019	10/17/17	32,213 09	31,467 30	(745 79)	458 33	1,875 00
25,000	ROGERS COMMUNICATIONS INC 6 80% SNR NTS DUE 2018 COMPANY GYARNT	02/21/17	25,787 10	25,734 50	(52 60)	632 78	1,700 00
25,000	SOUTHWEST AIRLINES CO GLB 02 750% NOV 06 2019	11/18/17	25,269 11	25,179 00	(90 11)	101 22	688 00
25,000	TRANS-CANADA PIPELINES GLB 07 125% JAN 15 2019	10/17/17	26,333 96	26,221 00	(112 96)	811 46	1,782 00
25,000	WESTPAC BANKING CORP GLB 04 875% NOV 19 2019	11/16/17	26,268 99	26,207 75	(61 24)	135 42	1,219 00
25,000	USD TYCO ELECTRONICS 2 350% AUG 01 2019 MOODY'S: BAA1 S&P A-	08/03/17	25,170 77	24,978 25	(192 52)	241 53	588 00

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/17	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
<b>Corporate Bonds</b>							
25,000	USD BANK NOVA SCOTIA 1.650% JUN 14 2019 MOODY'S: A1 S&P: A+	11/16/17	24,853.50	24,804.25	(49.25)	17.19	413.00
49,000	HYUNDAI CAPITAL AMERICA REG S 2.550% FEB 06 2019	08/03/17	49,314.51	48,913.76	(400.75)	496.33	1,250.00
52,000	USD BARCLAYS PLC 2.000% MAR 16 2018 MOODY'S: BAA2 S&P: BBB	07/18/16	51,856.48	52,000.52	144.04	297.56	1,040.00
25,000	USD COMMONW BK AU NY SER GMTN 2.050% MAR 15 2019	11/16/17	25,037.11	24,972.75	(64.36)	148.06	513.00
8,000	UNITED UTILITIES 05.375% FEB 01 2019 MOODY'S: BAA1 S&P: BBB	08/03/17	9,311.42	9,274.86	(36.56)	198.87	484.00
25,000	AMERICAN INTL GROUP SER MTN GLB 05.850% JAN 16 2018	09/09/16	25,048.06	25,031.25	(16.81)	662.19	1,463.00
3,000	BANK OF AMERICA CORP NON CUM PREFERRED STOCK 6.20%PERPETUAL SERIES CC	07/21/16	80,070.00	82,320.00	2,250.00		4,651.00
500	HSBC HOLDINGS PLC SUB CAP SECs 8.125% PFD STK	03/21/11	13,555.00	13,675.00	120.00		1,016.00
<b>Total Corporate Bonds</b>			<b>1,006,278.12</b>	<b>1,003,118.94</b>	<b>(3,159.18 )</b>	<b>11,751.84</b>	<b>50,107.00</b>