

C&E
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EXTENDED TO NOVEMBER 15, 2018

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

MEINIG FAMILY FOUNDATION

73-1373991

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

Room/suite

8801 S YALE, SUITE 380

B Telephone number

9186641914

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

TULSA, OK 74137

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:

☒ Section 501(c)(3) exempt private foundation

04

☐ 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

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify)

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

\$ 39,448,954. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		286,878.	286,878.		STATEMENT 1
4 Dividends and interest from securities		359,753.	359,753.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-15,316,574.			
b Gross sales price for all assets on line 6a		1,110,979.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		-72,203.	-85,812.		STATEMENT 3
12 Total. Add lines 1 through 11		-14,742,146.	560,819.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		15,633.	15,633.		0.
18 Taxes		106,858.	8,975.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		185,432.	185,432.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		307,923.	210,040.		0.
25 Contributions, gifts, grants paid		1,957,299.			1,957,299.
26 Total expenses and disbursements. Add lines 24 and 25		2,265,222.	210,040.		1,957,299.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-17,007,368.			
b Net investment income (if negative, enter -0-)			350,779.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	51,832.	116,746.	116,746.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7		34,378,655.	22,146,795.	39,332,208.
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)		34,430,487.	22,263,541.	39,448,954.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	504,515.	504,515.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	10,604,452.	10,604,452.	
	29 Retained earnings, accumulated income, endowment, or other funds	23,321,520.	11,154,574.	
30 Total net assets or fund balances	34,430,487.	22,263,541.		
31 Total liabilities and net assets/fund balances	34,430,487.	22,263,541.		

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	34,430,487.
2 Enter amount from Part I, line 27a	2	-17,007,368.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4,840,422.
4 Add lines 1, 2, and 3	4	22,263,541.
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	22,263,541.

Form **990-PF** (2017)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 1,110,979.		16,427,553.	-15,316,574.

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			
b			
c			
d			
e			-15,316,574.

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	-15,316,574.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	4,204,273.	34,641,051.	.121367
2015	20,704,132.	48,013,464.	.431215
2014	3,211,021.	26,273,369.	.122216
2013	227,630.	2,990,387.	.076121
2012	467.	1,041,061.	.000449

2 Total of line 1, column (d)	2	.751368
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years	3	.150274
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	36,188,931.
5 Multiply line 4 by line 3	5	5,438,255.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,508.
7 Add lines 5 and 6	7	5,441,763.
8 Enter qualifying distributions from Part XII, line 4	8	1,957,299.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,016.
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	7,016.
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	7,016.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	22,808.	
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	22,808.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	15,792.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 15,792. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2017)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► TAMARA RAINS Telephone no. ► 9186641914 Located at ► 8801 S YALE, SUITE 380, TULSA, OK ZIP+4 ► 74137		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here N/A ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <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.) N/A 3b		
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?	4a	X
	4b	X

Form 990-PF (2017)

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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

☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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
KATHRYN MEINIG GEIB 3619 NOTTINGHAM HOUSTON, TX 77005	TRUSTEE, EXEC 25.00	DIR 0.	0.	0.
NANCY E. MEINIG C/O HMI 8801 S YALE, SUITE 380 TULSA, OK 74137	TRUSTEE 0.00	0.	0.	0.
ANNE M. SMALLING 2006 ROBINHOOD TRAIL AUSTIN, TX 78703	TRUSTEE 0.00	0.	0.	0.
SARAH M. SNIPE 16 TURNAGAIN ROAD KENTFIELD, CA 94904	TRUSTEE 0.00	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

Form 990-PF (2017)

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	36,483,938.
b	Average of monthly cash balances	1b	256,093.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	36,740,031.
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	36,740,031.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	551,100.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,188,931.
6	Minimum investment return. Enter 5% of line 5	6	1,809,447.

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	1,809,447.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	7,016.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	1,661.
c	Add lines 2a and 2b	2c	8,677.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,800,770.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,800,770.
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	1,800,770.

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	1,957,299.
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	1,957,299.
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	1,957,299.

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.

Form **990-PF** (2017)

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				1,800,770.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013	78,851.			
c From 2014	1,905,491.			
d From 2015	18,315,899.			
e From 2016	2,549,257.			
f Total of lines 3a through e	22,849,498.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,957,299.				
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				1,800,770.
e Remaining amount distributed out of corpus	156,529.			
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:	23,006,027.			
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	23,006,027.			
10 Analysis of line 9:				
a Excess from 2013	78,851.			
b Excess from 2014	1,905,491.			
c Excess from 2015	18,315,899.			
d Excess from 2016	2,549,257.			
e Excess from 2017	156,529.			

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)

- 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.

- 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))

NANCY E. MEINIG

- 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:

KATHRYN M GEIB, 9186641914

8801 S YALE, SUITE 380, TULSA, OK 74137

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

N/A

- c Any submission deadlines:**

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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				
AMERICAN CANCER SOCIETY 1755 ABBEY RD EAST LANSING, MI 48823-7399	NONE	501(C)(3)	RELAY FOR LIFE	2,500.
ASPEN ART MUSEUM 637 E HYMAN AVE ASPEN, CO 81611	NONE	501(C)(3)	CAPITAL CAMPAIGN PLEDGE PAYMENT	50,000.
ASPEN MUSIC SCHOOL 225 MUSIC SCHOOL RD ASPEN, CO 81611	NONE	501(C)(3)	OPERATIONS	32,250.
ASPEN VALLEY HOSPITAL FOUNDATION 401 CASTLE CREEK RD ASPEN, CO 81611	NONE	501(C)(3)	OPERATIONS	25,000.
BEARESOURCE PO BOX 27701-501 HOUSTON, TX 77227	NONE	501(C)(3)	OPERATIONS	5,000.
Total	SEE CONTINUATION SHEET(S)			1,957,299.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2017)

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)(3) (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.		

[illegible]

- 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 ☒ 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

Date 11/8/12

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below? See Instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

TAMARA RAINS

<i>James F. Jones</i>	11/4/1
ONAL LLC (FAMILY OFFICE)	

P00172309

Firm's address ▶ 8801 S YALE AVE #380
TULSA, OK 74137

Firm's EIN ► 80-0126329

Phone no. (918) 664-1914

Form **990-PF** (2017)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SKA OP LP (MMFF GP LLC)	P		
b SKA OP LP (MFF)	P		
c BLACKGOLD OPPORTUNITY FUND	P		
d BLACKGOLD OPPORTUNITY FUND	P		
e HARLAN SPECIAL OPPORTUNITIES FUND III LP	P		
f TCW SHOP II	P		
g TCW SHOP LL LOSS ON LIQUIDATION	P		
h MOUNTAIN MEADO PRESERVE LLC - BAD DEBT STATEMENT	P		
i MOUNTAIN MEADO PRESERVE LLC - BAD DEBT STATEMENT	P		
j PM OPERATING SUBSIDIARY (MFF GP LLC)	P		
k PM OPERATING SUBSIDIARY (MFF)	P		
l PM OPERATING SUBSIDIARY (MFF GP LLC)	P		
m PM OPERATING SUBSIDIARY (MFF)	P		
n PM OPERATING SUBSIDIARY (MFF GP LLC)	P		
o PM OPERATING SUBSIDIARY (MFF GP LLC)	P		

(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		622.	-622.
b		14,166.	-14,166.
c	36,963.		36,963.
d	9,137.		9,137.
e		9,913.	-9,913.
f		10,480.	-10,480.
g		110,461.	-110,461.
h		173,341.	-173,341.
i		14,962,023.	-14,962,023.
j	3,903.		3,903.
k	336,857.		336,857.
l		5,022.	-5,022.
m		433,448.	-433,448.
n			0.
o			0.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-622.
b			-14,166.
c			36,963.
d			9,137.
e			-9,913.
f			-10,480.
g			-110,461.
h			-173,341.
i			-14,962,023.
j			3,903.
k			336,857.
l			-5,022.
m			-433,448.
n			0.
o			0.

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PM OPERATING SUBSIDIARY (MFF)	P		
b	PM OPERATING SUBSIDIARY (MFF)	P		
c	GS - CARDINAL SCV	P		
d	GS - CARDINAL SCV	P		
e	GS - PASSIVE GIVI	P		
f	GS - PASSIVE GIVI	P		
g	LOSS ON SALE OF GEOPARK SHARES	P		
h	PM OPERATING SUBSIDIARY (MFF GP LLC)	P		
i	PM OPERATING SUBSIDIARY (MFF)	P		
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0.
b			0.
c	539,104.	507,871.	31,233.
d	245.		245.
e	166,207.	161,641.	4,566.
f	293.		293.
g		38,565.	-38,565.
h	209.		209.
i	18,061.		18,061.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			31,233.
d			245.
e			4,566.
f			293.
g			-38,565.
h			209.
i			18,061.
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-15,316,574.
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 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
BEYOND BATTEN FOUNDATION PO BOX 50221 AUSTIN, TX 78763	NONE	501(C)(3)	OPERATIONS	20,000.
BREAKTHROUGH 1050 E. 11TH ST, STE 350 AUSTIN, TX 78702	NONE	501(C)(3)	OPERATIONS	20,000.
CORNELL UNIVERSITY 130 E SENECA STREET #400 ITHACA, NY 14850	NONE	501(C)(3)	ANNUAL FUND	50,000.
CREATIVE ACTION 2921 E 17TH ST, BUILDING B AUSTIN, TX 78702	NONE	501(C)(3)	OPERATIONS	25,000.
DUKE UNIVERSITY PO BOX 90581 DURHAM, NC 27708-0581	NONE	501(C)(3)	OPERATIONS	12,500.
EPISCOPAL HIGH SCHOOL PO BOX 271299 HOUSTON, TX 77277-1299	NONE	501(C)(3)	PLEDGE PMT - ANNUAL FUND/PILLARS SOCIETY	176,000.
FAMILY LEGACY 5005 W ROYAL LN #252 IRVING, TX 75063	NONE	501(C)(3)	BETHEL HOUSE	47,388.
HARVARD BUSINESS SCHOOL BOSTON MA 02163 BOSTON, MA 02163	NONE	501(C)(3)	OPERATIONS	5,000.
HOUSTON METHODIST HOSPITAL FOUNDATION PO BOX 4384 HOUSTON, TX 77210-4384	NONE	501(C)(3)	TRANSLATIONAL RESEARCH INITIATIVE	15,000.
KAPPA KAPPA GAMMA FOUNDATION OF CORNELL 410 EAST UPLAND RD, STE 1 ITHACA, NY 14850	NONE	501(C)(3)	OPERATIONS	5,000.
Total from continuation sheets				1,842,549.

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
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099	NONE	501(C)(3)	OPERATIONS	10,000.
M.D. ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230-1439	NONE	501(C)(3)	MPN RESEARCH PROGRAM	350,000.
MARIN MONTESSORI 5200 PARADISE DRIVE CORTE MADERA, CA 94925-2107	NONE	501(C)(3)	CAPITAL CAMPAIGN & ANNUAL FUND	25,000.
MILLENNIUM SCHOOL PO BOX 420808 SAN FRANCISCO, CA 94142	NONE	501(C)(3)	OPERATIONS	170,516.
MINDFUL SCHOOLS 1260 45TH ST, STE B EMERYVILLE, CA 94608	NONE	501(C)(3)	OPERATIONS	10,000.
NORTHWESTERN UNIVERSITY 2001 SHERIDAN RD EVANSTON, IL 60208	NONE	501(C)(3)	KELLOGG SCHOOL	10,000.
PHILBROOK MUSEUM OF ART PO BOX 52510 TULSA, OK 74152	NONE	501(C)(3)	2015-2017 EXHIBITION SERIES	273,445.
PROTECT OUR WINTERS PO BOX 38 PACIFIC PALISADES, CA 90272	NONE	501(C)(3)	OPERATIONS	2,500.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK RD HOUSTON, TX 77027	NONE	501(C)(3)	FUND FOR COACHING EXCELLENCE	250,000.
RONALD MCDONALD HOUSE CHARITIES 1315 BARBARA JORDAN BLVD AUSTIN, TX 78723	NONE	501(C)(3)	OPERATIONS	5,000.
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. IGNATIUS COLLEGE PREP SCHOOL 2001 37TH AVE SAN FRANCISCO, CA 94116	NONE	501(C)(3)	OPERATIONS	10,000.
THE ALOHA FOUNDATION 2968 LAKE MOREY RD FAIRLEE, VT 05045	NONE	501(C)(3)	OPERATIONS	115,000.
THE UNIVERSITY OF TULSA 800 S TUCKER DR TULSA, OK 74104-9700	NONE	501(C)(3)	TULSA UNDERGRADUATE RESEARCH CHALLENGE	3,000.
UNIVERSITY OF MICHIGAN 500 S STATE STREET ANN ARBOR, MI 48109-1288	NONE	501(C)(3)	CENTER FOR POSITIVE ORGANIZATIONS	5,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST, 433 FRANKLIN BUILDING PHILADELPHIA, PA 19104-6205	NONE	501(C)(3)	GEIB FAMILY ENDOWED SCHOLARSHIP	25,000.
VIRGINIA TECH 902 PRINCES FORK RD BLACKSBURG, VA 24061	NONE	501(C)(3)	ANNUAL FUND	5,000.
TANZANIAN CHILDREN'S FUND 9 WATERHOUSE ST CAMBRIDGE, MA 02138	NONE	501(C)(3)	OPERATIONS	5,000.
UNIVERSITY OF TEXAS ATTN ANNA BERNIS 200 E MLK BLVD STOP D1303 AUSTIN, TX 78712-1609	NONE	501(C)(3)	BLANTON MUSEUM OF ART - ANNUAL FUND	25,000.
THEATRE ASPEN 110 E HALLAM ST STE 103 ASPEN, CO 81611	NONE	501(C)(3)	OPERATIONS	8,500.
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE STE 600 TULSA, OK 74136	NONE	501(C)(3)	GATHERING PLACE - CAPITAL CAMPAIGN	100,000.
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
INTERNATIONAL JUSTICE MISSION P.O. BOX 96961 WASHINGTON DC, DC 20090-6961	NONE	501(C)(3)	OPERATIONS	5,000.
THE PACHAMAMA ALLIANCE ATTN: LYNNE TWIST P.O. BOX 29191 SAN FRANCISCO, CA 94129-9191	NONE	501(C)(3)	OPERATIONS	5,000.
THE CHOICE FOUNDATION ATTN: HELEN CRAWFORD P.O. BOX 8068 HOUSTON, TX 77288	NONE	501(C)(3)	OPERATIONS	2,500.
GIRL SCOUTS OF EASTERN OKLAHOMA 2432 E 51ST TULSA, OK 74105	NONE	501(C)(3)	OPERATIONS OPERATIONS	5,000.
CURE CMT4J P.O. BOX 588 IPSWICH, MA 01938	NONE	501(C)(3)	OPERATIONS	25,000.
AGAPE DEVELOPMENT 6401 CALHOUN RD HOUSTON, TX 77021	NONE	501(C)(3)	OPERATIONS	1,000.
MOBILE LOAVES AND FISH - AUSTIN 903 S CAPITAL OF TEXAS HWY AUSTIN, TX 78746	NONE	501(C)(3)	OPERATIONS	5,000.
READ PUBLIC MUSEUM 500 MUSEUM RD READING, PA 19611	NONE	501(C)(3)	OPERATIONS	5,000.
EXPLORE AUSTIN 2121 E CESAR CHAVEZ AUSTIN, TX 78702	NONE	501(C)(3)	OPERATIONS	5,000.
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) 8801 S YALE, SUITE 380 TULSA, OK 74137	NONE	501(C)(3)	OPERATIONS	2.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Meinig Family Foundation, (73-1373991)

For year-end December 31, 2017

Loss on Debt Reduction – Attachment Detail

Reported on Form 990-PF, Part IV

Promissory notes totaling \$33,454,489 (\$16,158,000 from PM Operating, Ltd and \$17,296,489 from PM Operating Subsidiary, Ltd) were issued beginning in April, 2001 for the development and operations of a neighborhood development with luxury homes, The Porches at Steamboat Springs, at the base of the mountain. The debt was restructured and a portion of the debt cancelled on 12/21/17.

Mountain Meadow Preserve LLC (MMP) is the Debtor. There is not family or related party relationship between MMP (Debtor) and PM Operating, Ltd and PM Operating Subsidiary, Ltd (Holders).

Previously in December, 2012, February, 2014 and April, 2015 the parties had entered into three separate agreements with regard to the payment terms for the debt obligations.

During 2017 MMP obtained and appraisal of all its property owned. The appraisal indicated a value for the property of \$12,200,000. MMP had an outstanding bank loan of \$6,905,357 and an additional secured loan of \$820,000. In order to reflect the actual value of the assets owned by MMP and its relationship to the total amount payable the parties agreed to reduce the amount payable to the Holders to \$4,180,000 pursuant to a written debt restructuring agreement. Allocation of the \$4,180,000 was allocated among the Holders pro rata based upon the outstanding MMP obligations to each Holder on 12/21/17.

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
BLACKGOLD OPPORTUNITY FUND	54,850.	54,850.	
FAMILY LEGACY	8,173.	8,173.	
GOLDMAN BROKERAGE	7,051.	7,051.	
GOLDMAN BROKERAGE - GIVI	277.	277.	
GOLDMAN BROKERAGE - SCV	825.	825.	
HARLAN SPECIAL OPPORTUNITIES FUND III LP	139,048.	139,048.	
JPMORGAN CHASE BANK NA	90.	90.	
PM OPERATING SUBSIDIARY LTD (MFF GP LLC)	875.	875.	
PM OPERATING SUBSIDIARY LTD (MFF)	75,509.	75,509.	
SKA OP LP (MFF GP LLC)	8.	8.	
SKA OP LP (MFF)	172.	172.	
TOTAL TO PART I, LINE 3	286,878.	286,878.	

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
BLACKGOLD OPPORTUNITY FUND	389.	0.	389.	389.	
GOLDMAN BROKERAGE - GIVI	25,228.	0.	25,228.	25,228.	
GOLDMAN BROKERAGE - SCV	16,391.	0.	16,391.	16,391.	
HARLAN SPECIAL OPPORTUNITIES FUND III LP	1,682.	0.	1,682.	1,682.	
JPMORGAN CHASE BANK NA	10,157.	0.	10,157.	10,157.	
MSCI EAFE INDEX FUND	9,382.	0.	9,382.	9,382.	
PM OPERATING SUBSIDIARY LTD (MFF GP LLC)	3,392.	0.	3,392.	3,392.	
PM OPERATING SUBSIDIARY LTD (MFF)	292,789.	0.	292,789.	292,789.	
SKA OP LP (MFF GP LLC)	10.	0.	10.	10.	

SKA OP LP (MFF)	217.	0.	217.	217.
TCW SHOP II	116.	0.	116.	116.
TO PART I, LINE 4	359,753.	0.	359,753.	359,753.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TE INTEREST INCOME	1,672.	1,672.	
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) - OTHER INCOME	46.	23.	
PM OPERATING SUBSIDIARY LTD (MFF) - OTHER INCOME	3,609.	1,803.	
BLACKGOLD OPPORTUNITY FUND	-627.	-627.	
HARLAN SPECIAL OPPORTUNITIES FUND III LP	-76,906.	-88,686.	
TCW SHOP II	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-72,203.	-85,812.	

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES PAID	97,883.	0.		0.
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) - FOREIGN TAXES	30.	30.		0.
PM OPERATING SUBSIDIARY LTD (MFF) - FOREIGN TAXES	2,604.	2,604.		0.
HARLAN SPECIAL OPPORTUNITIES FUND III LP - FOREIGN TAXES	5,475.	5,475.		0.
JPM Q - FOREIGN TAXES	775.	775.		0.
GS - PASSIVE GIVI - FOREIGN TAXES	91.	91.		0.
TO FORM 990-PF, PG 1, LN 18	106,858.	8,975.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SOFTWARE EXPENSE	7,070.	7,070.		0.
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) - PORTFOLIO DEDUCTIONS	935.	935.		0.
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) - OTHER DEDUCTIONS	11.	11.		0.
PM OPERATING SUBSIDIARY LTD (MFF) - PORTFOLIO DEDUCTIONS	80,693.	80,693.		0.
PM OPERATING SUBSIDIARY LTD (MFF) - OTHER DEDUCTIONS	937.	937.		0.
SKA OP LP (MFF GP LLC) - PORTFOLIO DEDUCTIONS	103.	103.		0.
SKA OP LP (MFF) - PORTFOLIO DEDUCTIONS	2,338.	2,338.		0.
HARLAN SPECIAL OPPORTUNITIES FUND III LP PORTFOLIO DEDUCTIONS	61,124.	61,124.		0.
TCW SHOP II - PORTFOLIO DEDUCTIONS	1,893.	1,893.		0.
MISCELLANEOUS PORTFOLIO DEDUCTIONS	381.	381.		0.
GS - PASSIVE GIVI	4,382.	4,382.		0.
GS - CARDIANL SCV	11,022.	11,022.		0.
BLACKGOLD OPPORTUNITY FUND OTHER DEDUCTIONS	14,160.	14,160.		0.
SKA OP LP (MFF GP LLC) - OTHER DEDUCTIONS	16.	16.		0.
SKA OP LP (MFF) - OTHER DEDUCTIONS	365.	365.		0.
BLACKSTONE - MISC EXPENSE	2.	2.		0.
TO FORM 990-PF, PG 1, LN 23	185,432.	185,432.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
PARTNERSHIP TIMING DIFFERENCES	634,994.
PORTFOLIO TIMING DIFFERENCES	4,205,428.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,840,422.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKGOLD OPPORTUNITY FUND LP	FMV	973,135.	973,135.
GEOPARK HOLDINGS LTD	FMV	6,104,256.	6,210,270.
HARLAN SPECIAL OPPS III	FMV	2,412,127.	2,306,678.
ISHARES MSCI EAFE INDEX FUND	FMV	365,612.	365,612.
MFF GP LLC	FMV	163,655.	278,688.
PM AND SKA OPERATING SUBSIDIARY LTD	FMV	6,702,845.	23,772,660.
DISTRIBUTION RECEIVABLE - TCW SHOP	FMV	17,083.	17,083.
GS BROKERAGE	FMV	470,091.	470,091.
GS CARDIANL	FMV	2,218,218.	2,218,218.
GS PASSIVE GIVI	FMV	2,219,773.	2,219,773.
NR FAMILY LEGACY	FMV	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,146,795.	39,332,208.

FORM 990-PF	OTHER REVENUE	STATEMENT	8
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PM OPERATING SUBSIDIARY LTD (MFF GP LLC) - OTHER INCOME	900099	23.	14	23.	
PM OPERATING SUBSIDIARY LTD (MFF) - OTHER INCOME	900099	1,806.	14	1,803.	
BLACKGOLD OPPORTUNITY FUND	900099		14	-627.	
HARLAN SPECIAL OPPORTUNITIES FUND III LP	900099	11,780.	14	-88,686.	
TCW SHOP II	900099		14	3.	
TOTAL TO FORM 990-PF, PG 12, LN 11		13,609.		-87,484.	