

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation Sterling-Turner Foundation		A Employer identification number 74-1460482	
Number and street (or P O box number if mail is not delivered to street address) 5850 San Felipe		Room/suite	B Telephone number (see instructions) (713) 237-1117
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77057		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 57,055,068	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) Modified Cash (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17	17		
	4 Dividends and interest from securities	2,016,867	2,016,867		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	287,626			
	b Gross sales price for all assets on line 6a				
		298,050			
	7 Capital gain net income (from Part IV, line 2)		287,626		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,304,510	2,304,510		
	13 Compensation of officers, directors, trustees, etc	1,500			1,500
	14 Other employee salaries and wages	83,250			83,250
	15 Pension plans, employee benefits	19,377			19,377
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	38,097	19,049		19,048
	c Other professional fees (attach schedule)	61,867	59,213		2,654
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,052			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	27,825			27,825
	21 Travel, conferences, and meetings	2,405			2,405
	22 Printing and publications	824			824
	23 Other expenses (attach schedule)	8,251			8,251
	24 Total operating and administrative expenses. Add lines 13 through 23	266,448	78,262		165,134
	25 Contributions, gifts, grants paid	2,521,000			2,521,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,787,448	78,262		2,686,134
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-482,938			
	b Net investment income (if negative, enter -0-)		2,226,248		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	608,871	131,340	131,340
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	28,303	33,321	33,321
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,981,983	3,971,558	56,884,104
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 133,687 Less accumulated depreciation (attach schedule) ▶ 131,007	2,680	2,680	2,680
15	Other assets (describe ▶ _____)	3,623	3,623	3,623	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,625,460	4,142,522	57,055,068	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,625,460	4,142,522	
30	Total net assets or fund balances (see instructions)	4,625,460	4,142,522		
31	Total liabilities and net assets/fund balances (see instructions) .	4,625,460	4,142,522		

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	4,625,460
2	Enter amount from Part I, line 27a	2	-482,938
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,142,522
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	4,142,522

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Capital gain distribution			
b Publicly traded securities			
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 8,056			8,056
b 289,994		10,424	279,570
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,056
b			279,570
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	287,626
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,652,659	57,366,872	0 02881
2015	3,433,094	56,003,279	0 06130
2014	2,783,005	65,108,509	0 04274
2013	2,690,987	61,745,044	0 04358
2012	2,865,131	59,589,555	0 04808
2 Total of line 1, column (d)			0 224518
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 044904
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			55,706,779
5 Multiply line 4 by line 3			2,501,457
6 Enter 1% of net investment income (1% of Part I, line 27b)			22,262
7 Add lines 5 and 6			2,523,719
8 Enter qualifying distributions from Part XII, line 4			2,686,134

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	22,262
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	
3	Add lines 1 and 2.	3	22,262
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,262
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	55,583
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	55,583
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
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	33,321
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 33,321 Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

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).	11		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.sterlingturnerfoundation.org</u>	13	Yes	
14	The books are in care of <u>Pat Stille</u> Telephone no <u>(713) 237-1117</u>			

Located at 5850 San Felipe Ste 125 Houston TXZIP+4 77057

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>			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <u>▶</u>	16	Yes	No

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)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>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) ☐	2b		No
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</u> , <u>20</u> , <u>20</u> , <u>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? ☐ Yes ☒ 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). ☐	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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)?	☐	5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes ☒ No		
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? <i>If "Yes" to 6b, file Form 8870</i>	☐ Yes ☒ No	6b	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?	☐ Yes ☒ No	7b	No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ►**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ►**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3. ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	55,833,942
b	Average of monthly cash balances.	1b	721,164
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	56,555,106
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	
3	Subtract line 2 from line 1d.	3	56,555,106
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	848,327
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	55,706,779
6	Minimum investment return. Enter 5% of line 5.	6	2,785,339

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	2,785,339
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	22,262
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,262
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,763,077
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,763,077
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,763,077

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	2,686,134
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,686,134
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	22,262
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,663,872

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				2,763,077
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			915,608	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,686,134</u>				
a Applied to 2016, but not more than line 2a			915,608	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,770,526
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				992,551
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
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.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed Sterling-Turner Foundation 5850 San Felipe Suite 125 Houston, TX 77057 (713) 237-1117 pstilley@stfdn.org
b The form in which applications should be submitted and information and materials they should include Application forms and instructions on the Sterling-Turner Foundation website
c Any submission deadlines Prior to March 1st of each year
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Awards are limited to Texas public charities which are exempt under 501(c)(3). The charities must be within certain geographic boundaries.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,521,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

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	2018-05-02 Date	***** 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 Jody Blazek	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00072674
	Firm's name ► Blazek & Vetterling				Firm's EIN ► 76-0269860
	Firm's address ► 2900 Wesleyan Suite 200 Houston, TX 770275132				Phone no (713) 439-5739

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
T R Reckling III	President 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
Isla C Reckling	Treasurer 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
Chrstiana R McConn	Sercretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
Chaille W Hawkins	Asst Secretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
T R Reckling IV	Asst Secretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
James S Reckling	Asst Secretary 1 00	0		
5850 San Felipe St Ste 125 Houston, TX 77057				
Blake W Winston	Asst Secretary 1 00	0		
5850 San Felipe St Ste 125 Houston, TX 77057				
Stephen M Reckling	Asst Secretary 1 00	0		
5850 San Felipe St Ste 125 Houston, TX 77057				
Carroll R Goodman	Asst Secretary 1 00	0		
5850 San Felipe St Ste 125 HOUSTON, TX 77057				
John B Reckling	Asst Secretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
Thomas K Reckling	Asst Secretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
L David Winston	Asst Secretary 0 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
Bert F Winston III	Asst Secretary 1 00	0		
5850 San Felipe St Ste 125 Houston, TX 77057				
Isla C Jornayvaz	Asst Secretary 1 00	100		
5850 San Felipe St Ste 125 Houston, TX 77057				
E Carroll Schuler	Asst Secretary 1 00	600		
5850 San Felipe St Ste 125 Houston, TX 77057				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alley Theatre615 Texas Avenue Houston, TX 77002	N/A	PC	Operating funds	25,000
Annunciation Orthodox School 3600 Yoakum Blvd Houston, TX 77006	N/A	PC	Building fund	100,000
Big Brothers Big Sisters Lone Star 450 E John Carpenter Frw Irving, TX 75062	N/A	PC	Operating funds	20,000
Buffalo Bayou Partnership 1019 Commerce Street Suite 200 Houston, TX 77002	N/A	PC	Operating funds	15,000
CanCare Inc9575 Katy Freeway Houston, TX 77024	N/A	PC	Operating funds	20,000
Total ▶ 3a				2,521,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Casa de Esperanza de los Ninos PO Box 66581 Houston, TX 77266	N/A	PC	Operating funds	25,000
Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	N/A	PC	Operating funds	25,000
Clayton Dabney Foundation 11 Greenway Plaza Suite 3175 Houston, TX 77046	N/A	PC	Operating funds	25,000
Communities in Schools of Houston I 1235 North Loop W Ste 300 Houston, TX 77008	N/A	PC	Operating funds	25,000
Concordia Lutheran Church 4115 Blalock Rd Houston, TX 77080	N/A	PC	Professional church workers conference	25,000
Total ▶ 3a				2,521,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cystic Fibrosis Foundation 50 Briar Hollow Ln Houston, TX 77027	N/A	PC	Operating funds	10,000
Discovery Green Conservancy 1500 McKinney St Houston, TX 77010	N/A	PC	Programming	25,000
Epilepsy Foundation 2401 Fountain View Dr Suite 900 Houston, TX 77057	N/A	PC	Time to Shine Sponsorship	10,000
Grape Creek Volunteer Fire Dept Inc PO Box 1021 Angelo, TX 76902	N/A	PC	Operating funds	25,000
Hill Country Arts Foundation PO Box 1169 Ingram, TX 78025	N/A	PC	Operating funds	20,000
Total ▶ 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hill Country CASAPO Box 290965 Kerrville, TX 78029	N/A	PC	Operating funds	25,000
Hill Country Youth RanchPO Box 67 Ingram, TX 78025	N/A	PC	Operating funds	25,000
His Father's Heart Ministries 5715 NW Central Dr F109 Houston, TX 77092	N/A	PC	Operating funds	50,000
Houston Arboretum and Nature Center 4501 Woodway Dr Houston, TX 77024	N/A	PC	Operating funds	20,000
Houston Ballet601 Preston Street Houston, TX 77002	N/A	PC	Operating funds	25,000
Total 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Houston Council on Alcoh and Drug A PO Box 7268 Houston, TX 77252	N/A	PC	Operating funds	3,000
Houston Food Bank535 Portwall St Houston, TX 77029	N/A	PC	Operating funds	20,000
Houston Grand Opera510 Preston Street Houston, TX 77002	N/A	PC	Operating funds	25,000
Houston Livestock Show and Rodeo 3 NRG Park Houston, TX 77054	N/A	PC	Scholarships	38,000
Houston Museum of Natural Science 5555 Hermann Park Dr Houston, TX 77030	N/A	PC	Operating funds	25,000
Total ► 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Houston Parks Board 300 N Post Oak Ln Houston, TX 77024	N/A	PC	Bayou Greenways	15,000
Houston Symphony 615 Louisiana Street Suite 102 Houston, TX 77002	N/A	PC	Operating funds	25,000
Hunt VFDPO Box 362 Hunt, TX 78024	N/A	PC	Operating funds	15,000
Ingram VFDPO Box 271 Ingram, TX 78025	N/A	PC	New equipment	10,000
Katy Prairie Conservancy 5615 Kirby Dr Ste 867 Houston, TX 77005	N/A	PC	Operating funds	10,000
Total 				2,521,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Kids' Meals Inc330 Garden Oaks Blvd Houston, TX 77018	N/A	PC	Operating funds	25,000
Kinkaid School Inc201 Kinkaid School Dr Houston, TX 77024	N/A	PC	Building Together Campaign	100,000
Magnificat House3300 Caroline St Houston, TX 77004	N/A	PC	Operating funds	25,000
Museum of Fine ArtsPO Box 6826 Houston, TX 77265	N/A	PC	Rienzi building fund	325,000
Noras Gift Foundation8300 El Rio St Houston, TX 77054	N/A	PC	Operating funds	15,000
Total ▶ 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Open Door MissionPO Box 9356 Houston, TX 77261	N/A	PC	Operating funds	25,000
Pathways for Little Feet 8 Greenway Plaza Suite 1000 Houston, TX 77046	N/A	PC	Adoption program	10,000
Peterson Regional Medical Center Fd 551 Hill Country Drive Kerrville, TX 78028	N/A	SO I	Operating funds	30,000
Raphael Community Free Clinic 1807 Water St Kerrville, TX 78028	N/A	PC	EKG machine	5,000
Ronald McDonald House of Houston 1907 Holcombe Blvd Houston, TX 77030	N/A	PC	Core programs	40,000
Total ▶ 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
San Angelo Museum of Fine Arts One Love Street Angelo, TX 76903	N/A	PC	General support	50,000
Seal Legacy Foundation 2525 Wallingwood Austin, TX 78746	N/A	PC	Underwrite golf tournament	25,000
Sight into Sound3935 Essex Lane Houston, TX 77027	N/A	PC	Operating support and equipment	25,000
Small Steps Nurturing Center 2902 Jensen Dr Houston, TX 77026	N/A	PC	Operating funds	15,000
Spaulding for Children 8582 Katy Fwy Suite 100 Houston, TX 77024	N/A	PC	Operating funds	10,000
Total ▶ 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Special Olympics Texas Inc 1804 Rutherford Ln Austin, TX 78754	N/A	PC	Operating funds	10,000
St Edwards University 3001 S Congress Ave Austin, TX 78704	N/A	PC	Veteran scholarships	25,000
St Lukes Center for Counseling 2714 Joanel Street Houston, TX 77027	N/A	PC	General support	10,000
St Thomas High School 4500 Memorial Dr Houston, TX 77007	N/A	PC	Building fund	120,000
Stages Inc3201 Allen Pkwy Suite 101 Houston, TX 77019	N/A	PC	Building fund	250,000
Total ▶ 3a				2,521,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Star of Hope Mission6897 Ardmore St Houston, TX 77054	N/A	PC	Operating funds	25,000
The Salvation Army1500 Austin Street Houston, TX 77002	N/A	PC	Operating funds	50,000
Comal ISD1404 IH 35 North Braunfels, TX 78130	N/A	GOV	Technology and resources in classrooms	25,000
University of Houston Foundation 4543 Post Oak Place Dr Ste 250 Houston, TX 77027	N/A	PC	Bert F Winston, Jr Band and Performance Center	500,000
YES Prep Public Schools Inc 5515 South Loop W Ste B Houston, TX 77033	N/A	PC	New building fund	30,000
Total 				2,521,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Youth Development Center 7725 Sandra St Houston, TX 77016	N/A	PC	Operating funds	25,000
Total 				2,521,000
3a				

TY 2017 Accounting Fees Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	7,635	3,818	0	3,817
Audit and tax compliance	30,462	15,231	0	15,231

TY 2017 Investments Corporate Stock Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16,000 Altria Group Inc	235,236	1,142,560
6,500 Bank of America Corp	300,170	191,880
7,000 Bank of New York Mellon Corp	246,627	377,020
70,000 Coca Cola Co	94,736	3,211,600
542,660 Exxon Mobile Corp	1,607,149	45,388,082
25,000 General Electric Co	42,321	436,250
600 HSBC Hldgs Plc Spon	50,951	30,984
4,000 Johnson & Johnson	47,910	558,880
10,000 Kinder Morgan Inc	239,479	180,700
25,000 Merck & Co Inc New Com	234,794	1,406,750
24,000 Microsoft Corp	629,314	2,052,960
6,000 Phillip Morris Intl Inc Com	129,497	633,900
13,850 Procter & Gamble Co	113,374	1,272,538

**TY 2017 Land, Etc.
Schedule****Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	133,687	131,007	2,680	2,680

TY 2017 Other Assets Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Deposits	3,623	3,623	3,623

TY 2017 Other Expenses Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	4,048			4,048
Office expense	3,150			3,150
Telephone	1,053			1,053

TY 2017 Other Professional Fees Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Information technology services	2,654	0	0	2,654
Investment advisory fees	59,213	59,213	0	0

TY 2017 Taxes Schedule**Name:** Sterling-Turner Foundation**EIN:** 74-1460482**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	23,052			