

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	10,332,937	6,697,224	6,697,224		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	29,163				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	137,888,210	138,294,190	143,713,791		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ 34,801 Less accumulated depreciation (attach schedule) ▶ _____ 32,971	2,947	1,830	3,190		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ 784,340 Less accumulated depreciation (attach schedule) ▶ _____ 90,442	563,450	693,898	886,107		
15	Other assets (describe ▶ _____)	6,509,584	40,997,171	50,975,053			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	155,326,291	186,684,313	202,275,365			
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	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	0	0			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	155,326,291	186,684,313			
30	Total net assets or fund balances (see instructions)	155,326,291	186,684,313				
31	Total liabilities and net assets/fund balances (see instructions) .	155,326,291	186,684,313				

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	155,326,291
2	Enter amount from Part I, line 27a	2	31,341,805
3	Other increases not included in line 2 (itemize) ▶ _____	3	16,217
4	Add lines 1, 2, and 3	4	186,684,313
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	186,684,313

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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	21,620,968
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	749,243

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	7,736,047	152,661,655	0 050674
2015	7,006,787	166,147,827	0 042172
2014	8,148,603	171,555,740	0 047498
2013	7,627,989	160,015,378	0 047670
2012	6,882,034	142,940,869	0 048146

2 Total of line 1, column (d)	2	0 236160
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047232
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	174,312,665
5 Multiply line 4 by line 3	5	8,233,136
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	270,813
7 Add lines 5 and 6	7	8,503,949
8 Enter qualifying distributions from Part XII, line 4	8	10,121,098

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	270,813
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	270,813
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	270,813
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	173,620
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	491,620
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4,271
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	216,536
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 216,536 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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	
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 N/A	13	Yes	
14	The books are in care of JAMES C ARNOLD Telephone no (806) 791-2004			

Located at **4412 74TH STREET LUBBOCK TX** ZIP+4 **79424**

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			
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 ▶	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)? ☐ 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 ▶ 20____, 20____, 20____, 20____			
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			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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). ☐ Yes ☒ No 3b			
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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

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

[illegible]

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

[illegible]

Total number of other employees paid over \$50,000.	0
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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

[illegible]

Total number of others receiving over \$50,000 for professional services.	▶	0
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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	NONE - FOUNDATION'S SOLE ACTIVITY IS MAKING GRANTS TO EXEMPT ORGANIZATIONS	0
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3													0
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	163,514,351
b	Average of monthly cash balances.	1b	3,597,764
c	Fair market value of all other assets (see instructions).	1c	9,855,058
d	Total (add lines 1a, b, and c).	1d	176,967,173
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	176,967,173
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,654,508
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	174,312,665
6	Minimum investment return. Enter 5% of line 5.	6	8,715,633

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

1	Minimum investment return from Part X, line 6.	1	8,715,633
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	270,813
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	270,813
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,444,820
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	8,444,820
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	8,444,820

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	10,121,098
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	10,121,098
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	270,813
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,850,285

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				8,444,820
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,667,577	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>10,121,098</u>				
a Applied to 2016, but not more than line 2a			2,667,577	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				7,453,521
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				991,299
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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)

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

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

Part XV

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

JAMES ARNOLD
P O BOX 53665
LUBBOCK, TX 79453
(806) 741-2004

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

LETTER STATING AMOUNT REQUESTED AND PURPOSE

c Any submission deadlines

NONE

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

CONTRIBUTIONS ARE MADE EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY OR EDUCATIONAL PURPOSES EITHER DIRECTLY OR BY CONTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER IRC SECTION 501(C)(3) FUNDS ARE NORMALLY RESTRICTED TO THE LUBBOCK AREA

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	9,890,250
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments.				
3 Interest on savings and temporary cash investments				
		14	124,109	
4 Dividends and interest from securities.				
		14	3,058,995	
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income.				
		16	3,886,490	
8 Gain or (loss) from sales of assets other than inventory				
		14	21,620,968	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue <u>aSee Additional Data Table</u>				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e).				
	-1,071,952		28,755,875	0
13 Total. Add line 12, columns (b), (d), and (e).				
				27,683,923

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

[illegible]

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	2018-11-14 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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JIMMY PENDERGRASS		2018-11-14		P00087378
	Firm's name ► CARR RIGGS & INGRAM LLC				Firm's EIN ► 72-1396621
Firm's address ► 2403 82ND STREET LUBBOCK, TX 79423				Phone no. (806) 745-6789	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
BLACKROCK - RUSSELL 2000 ST	P		
BLACKROCK - RUSSELL 2000 LT	P		
BLACKROCK - EQUITY INDEX ST	P		
BLACKROCK - EQUITY INDEX LT	P		
BLACKROCK - MID CAP ST	P		
BLACKROCK - MID CAP LT	P		
ST INVESTMENT FD B	P		
EAFE EQ INDEX FUND B ST	P		
EAFE EQ INDEX FUND B LT	P		
FIDELITY RE HIGH INCOME FD	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
171,415			171,415
205,241			205,241
22,906			22,906
2,716,697			2,716,697
25,597			25,597
834,927			834,927
1			1
		781	-781
31,981			31,981
428,334			428,334

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			171,415
			205,241
			22,906
			2,716,697
			25,597
			834,927
			1
			-781
			31,981
			428,334

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MKP OPPORTUNITY OFFSHORE, LTD	P		
PRIVATE ADVISORS STABLE VALUE FUND	P		
FEG PRIVATE OPPORTUNITIES	P		
TACONIC CAPITAL ADVISORS	P		
VENTURE INVESTMENT ST	P		
VENTURE INVESTMENT LT	P		
DOROTHY SECREST UNITRUST ST	P		
DOROTHY SECREST UNITRUST LT	P		
ANTITRUST SETTLEMENTS	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
364,938			364,938
76,439			76,439
31,371			31,371
1,226			1,226
17,588			17,588
243,291			243,291
71,140			71,140
15,076,974			15,076,974
119			119
1,301,564			1,301,564

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			364,938
			76,439
			31,371
			1,226
			17,588
			243,291
			71,140
			15,076,974
			119
			1,301,564

Form 990PF 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
JAMES C ARNOLD P O BOX 53665 LUBBOCK, TX 79453	PRESIDENT/DIRECTOR 40 00	153,000	0	0
RANDY L WRIGHT P O BOX 53665 LUBBOCK, TX 79453				
MARIANNA MARKHAM P O BOX 53665 LUBBOCK, TX 79453	V PRESIDENT/DIRECTOR 1 00	0	0	0
CHRIS CREWS P O BOX 53665 LUBBOCK, TX 79453				
BARBARA BUSH P O BOX 53665 LUBBOCK, TX 79453	DIRECTOR 1 00	0	0	0

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>				
TEXAS TECH UNIVERSITY - COLLEGE OF ARTS AND SCIENCE 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	25,000
TEXAS TECH UNIVERSITY - COLLEGE OF VISUAL AND PERFORMING ARTS 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	30,000
TEXAS TECH UNIVERSITY - COLLEGE OF VISUAL AND PERFORMING ARTS 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	7,000
Total ▶ 3a				9,890,250

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>				
TEXAS TECH UNIVERSITY - THE GRADUATE SCHOOL 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	25,000
TEXAS TECH UNIVERSITY - KTTZ-FM 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	23,000
TEXAS TECH UNIVERSITY - KTTZ-TV 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	10,000
Total ▶ 3a				9,890,250

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>				
TEXAS TECH UNIVERSITY - MUSEUM OF TEXAS TECH UNIVERSITY 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	65,000
TEXAS TECH UNIVERSITY - MUSEUM OF TEXAS TECH UNIVERSITY 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	45,000
TEXAS TECH UNIVERSITY - OFFICE OF INTERNATIONAL AFFAIRS 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	15,000
Total ▶ 3a				9,890,250

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>				
TEXAS TECH UNIVERSITY - COLLEGE OF VISUAL AND PERFORMING ARTS 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	35,000
TEXAS TECH UNIVERSITY - TEXAS TECH UNIVERITY LIBRARIES 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	71,000
LUBBOCK CHRISTAIN UNIVERSITY 5601 19TH STREET LUBBOCK, TX 79407	N/A	PUBLIC	GRANT	64,000
Total ▶ 3a				9,890,250

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>				
WAYLAND BAPTIST UNIVERSITY 1900 W 7TH STREET PLAINVIEW, TX 79072	N/A	PUBLIC	GRANT	30,000
ALL SAINTS EPISCOPAL SCHOOL 3222 103RD STREET LUBBOCK, TX 79423	N/A	PUBLIC	GRANT	34,000
LUBBOCK INDEPENDENT SCHOOL DISTRICT 1628 19TH STREET LUBBOCK, TX 79423	N/A	PUBLIC	GRANT	11,000
Total 3a				9,890,250

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>				
BALLET LUBBOCK5702 GENOA AVENUE LUBBOCK, TX 79424	N/A	PUBLIC	GRANT	42,000
CHARLES ADAMS STUDIO PROJECT 602 AVENUE J LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	10,000
FLATLANDS DANCE THEATRE PO BOX 93001 LUBBOCK, TX 794933001	N/A	PUBLIC	GRANT	5,000
Total ▶ 3a				9,890,250

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>				
LUBBOCK CHORALE PMB 303 5815 82ND STREET 145 LUBBOCK, TX 79424	N/A	PUBLIC	GRANT	25,000
LUBBOCK COMMUNITY THEATRE 4322 BOSTON AVENUE LUBBOCK, TX 79413	N/A	PUBLIC	GRANT	13,000
LUBBOCK ENTERTAINMENT AND PERFORMING ARTS ASSOCIATION WELLS FARGO BUILDING 1500 BROADWAY STREET 1254 LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	6,000,000
Total ▶ 3a				9,890,250

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>				
LUBBOCK ENTERTAINMENT AND PERFORMING ARTS ASSOCIATION WELLS FARGO BUILDING 1500 BROADWAY STREET 1254 LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	170,000
LUBBOCK MOONLIGHT MUSICALS 2806 AVENUE A LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	60,000
LUBBOCK MOONLIGHT MUSICALS 2806 AVENUE A LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	40,000
Total 3a				9,890,250

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>				
LUBBOCK SYMPHONY ORCHESTRA 601 AVENUE K LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	60,000
LUBBOCK SYMPHONY ORCHESTRA 601 AVENUE K LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	17,000
LUBBOCK SYMPHONY ORCHESTRA 601 AVENUE K LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	25,000
Total ▶ 3a				9,890,250

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>				
MUSEUM OF TEXAS TECH UNIVERSITY ASSOCIATION 3301 4TH STREET LUBBOCK, TX 79415	N/A	PUBLIC	GRANT	100,000
MUSEUM OF TEXAS TECH UNIVERSITY ASSOCIATION 3301 4TH STREET LUBBOCK, TX 79415	N/A	PUBLIC	GRANT	46,000
NATIONAL RANCHING HERITAGE ASSOCIATION 3121 4TH STREET LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	40,000
Total ▶ 3a				9,890,250

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>				
SCIENCE SPECTRUM 2579 S LOOP 289 250 LUBBOCK, TX 79423	N/A	PUBLIC	GRANT	20,000
SCIENCE SPECTRUM 2579 S LOOP 289 250 LUBBOCK, TX 79423	N/A	PUBLIC	GRANT	35,000
SILENT WINGS MUSEUM FOUNDATION INC 6202 N INTERSTATE 27 LUBBOCK, TX 79403	N/A	PUBLIC	GRANT	8,500
Total ▶ 3a				9,890,250

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>				
BIG BROTHERS BIG SISTERS OF LUBBOCK INC 3416 KNOXVILLE AVENUE LUBBOCK, TX 79413	N/A	PUBLIC	GRANT	11,000
GIRL SCOUTS OF TEXAS OKLAHOMA PLAINS INC 2567 74TH STREET LUBBOCK, TX 79423	N/A	PUBLIC	GRANT	25,000
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STREET LUBBOCK, TX 79411	N/A	PUBLIC	GRANT	30,000
Total ▶ 3a				9,890,250

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>				
LUBBOCK HERITAGE SOCIETY PO BOX 5443 LUBBOCK, TX 794085443	N/A	PUBLIC	GRANT	15,000
NATIONAL COWBOY SYMPOSIUM AND CELEBRATION INC 1501 MAC DAVIS LANE LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	15,000
PHILANTHROPY SOUTHWEST 8350 N CENTRAL EXPY DALLAS, TX 75206	N/A	PUBLIC	GRANT	4,250
Total ► 3a				9,890,250

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>				
AMERICAN CANCER SOCIETY 3513 10TH STREET LUBBOCK, TX 79415	N/A	PUBLIC	GRANT	25,000
COVENANT HEALTH SYSTEM FOUNDATION 3623 22ND PLACE LUBBOCK, TX 79410	N/A	PUBLIC	GRANT	17,500
EARLY LEARNING CENTERS OF LUBBOCK INC 1639 MAIN STREET LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	25,000
Total ▶ 3a				9,890,250

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>				
FAMILY PROMISE OF LUBBOCK INC 1319 15TH STREET LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	10,000
GOODWILL OF NORTHWEST TEXAS 715 28TH STREET LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	60,000
GUADALUPEPARKWAY SOMMERVILLE CENTERS INC 405 N MARTIN L KING BLVD LUBBOCK, TX 79403	N/A	PUBLIC	GRANT	10,000
Total ► 3a				9,890,250

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>				
HOPE COMMUNITY OF SHALOM INC 2005 AVENUE T LUBBOCK, TX 79411	N/A	PUBLIC	GRANT	25,000
LITERACY LUBBOCK1306 9TH STREET LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	20,000
LUBBOCK HABITAT FOR HUMANITY 2910 AVENUE N LUBBOCK, TX 79411	N/A	PUBLIC	GRANT	60,000
Total ▶ 3a				9,890,250

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>				
SOUTH PLAINS FOOD BANK INC 5605 MARTIN L KING JR BLVD LUBBOCK, TX 79404	N/A	PUBLIC	GRANT	35,000
UNITED WAY - LUBBOCK AREA UNITED WAY ANNUAL CAMPAIGN 1655 MAIN STREET 101 LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	61,000
YOUNG WOMEN'S CHRISTAIN ASSOCIATION OF LUBBOCK INC 6204 ELGIN AVENUE LUBBOCK, TX 79413	N/A	PUBLIC	GRANT	20,000
Total ▶ 3a				9,890,250

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>				
YOUNG WOMEN'S CHRISTAIN ASSOCIATION OF LUBBOCK INC 6204 ELGIN AVENUE LUBBOCK, TX 79413	N/A	PUBLIC	GRANT	30,000
YOUNG WOMEN'S CHRISTAIN ASSOCIATION OF LUBBOCK INC 6202 N INTERSTATE 27 LUBBOCK, TX 79413	N/A	PUBLIC	GRANT	35,000
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STREET LUBBOCK, TX 79411	N/A	PUBLIC	GRANT	250,000
Total ▶ 3a				9,890,250

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>				
LUBBOCK ENTERTAINMENT AND PERFORMING ARTS ASSOCIATION WELLS FARGO BUILDING 1500 BROADWAY STREET 1254 LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	750,000
TEXAS TECH UNIVERSITY - COLLEGE OF HUMAN SCIENCES 2500 BROADWAY LUBBOCK, TX 79409	N/A	PUBLIC	GRANT	500,000
LUBBOCK ENTERTAINMENT AND PERFORMING ARTS ASSOCIATION WELLS FARGO BUILDING 1500 BROADWAY STREET 1254 LUBBOCK, TX 79401	N/A	PUBLIC	GRANT	650,000
Total ▶ 3a				9,890,250

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a EAFE EQ INDEX FUND B			16	400	
b RUSSELL 2000 INDEX FUND B			16	17,391	
c EQUITY INDEX FUND B			16	542	
d MID-CAP EQUITY INDEX			16	1,784	
e FEG PRIVATE OPPORTUNITIES			16	-16,456	
f HARVEST MLP			16	-13,157	
g RIMROCK LOW VOLATILITY FD			16	25,294	
h ROCKLAND POWER PARTNERS	900099	-1,071,952			
i TACONIC CAPITAL ADVISORS			16	31,697	
j VENTURE INVESTMENT			16	17,818	

TY 2017 Accounting Fees Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	30,516	6,216	0	24,300

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FAX MACHINE / SHREDDER	2005-08-01	260	260	200DB	5 000000000000	0	0	0	
2 CHAIRS FOR OFFICE AREA	2005-08-12	878	878	200DB	7 000000000000	0	0	0	
2 CHAIRS - RECEPTION AREA	2005-08-12	878	878	200DB	7 000000000000	0	0	0	
EXPANDABLE PHONE - OFFICE MAX	2005-08-25	150	150	200DB	5 000000000000	0	0	0	
CONFERENCE TABLE & CHAIRS	2005-09-16	9,275	9,275	200DB	7 000000000000	0	0	0	
SIGNS OUTSIDE OFFICE	2005-09-19	357	357	200DB	7 000000000000	0	0	0	
BARRISTER CABINET	2005-11-01	1,695	1,695	200DB	7 000000000000	0	0	0	
CONFERENCE TABLE/GLASS	2005-11-10	250	250	200DB	7 000000000000	0	0	0	
DELL COMPUTER	2005-12-14	2,789	2,789	200DB	5 000000000000	0	0	0	
BRONZE & STAND - DR/MRS ARNOLD	2005-10-19	679		VAR	0 %	0	0	0	
BOSE STEREO	2006-01-12	540	540	200DB	7 000000000000	0	0	0	
DIRECTOR CHAIR	2015-08-25	2,722	527	200DB	7 000000000000	238	238	0	
OFFICE CHAIR - HESTERS/MCGLAUN	2005-06-16	382	382	200DB	7 000000000000	0	0	0	
LOCK BOX - CHILDRESS HARDWARE	2005-06-21	100	100	200DB	7 000000000000	0	0	0	
KYOCERA COPIER 2050K	2005-06-22	3,270	3,270	200DB	5 000000000000	0	0	0	
ALARM SYSTEM - FIRST ALARM	2005-07-29	324	324	200DB	5 000000000000	0	0	0	
CREDENZA - SPEARS	2005-05-31	1,599	1,599	200DB	7 000000000000	0	0	0	
BOOKCASE - SPEARS	2005-05-31	1,656	1,656	200DB	7 000000000000	0	0	0	
HP PRODESK 600 COMPUTER	2013-09-06	2,569	1,789	200DB	7 000000000000	225	225	0	
DESK - HESTERS/MCGLAUN	2005-06-16	893	893	200DB	7 000000000000	0	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESK - SPEARS	2005-05-31	2,076	2,076	200DB	7 00000000000000	0	0	0	
OFFICE CHAIR - SPEARS	2005-05-31	642	642	200DB	7 00000000000000	0	0	0	
PHOTOS - OLD/NEW BOARD	2005-07-29	817	817	200DB	7 00000000000000	0	0	0	

TY 2017 Investments Corporate Stock Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN FUNDS - EUROPACIFIC	10,727,876	15,664,366
BLACKROCK-RUSSELL 2000 INDEX FUND B	12,915,291	9,374,510
BLACKROCK-EQUITY INDEX FUND B LENDBL	24,376,512	26,123,950
BLACKROCK-MID-CAP EQUITY INDEX	12,165,252	9,963,939
BLACKROCK-EAFE EQUITY INDEX FUND B	6,051,021	6,125,693
SCHWAB-DOUBLELINE TOTAL RETURN FD	5,996,909	5,802,455
SCHWAB-LOOMIS SAYLES BOND FD	6,335,749	5,734,097
SCHWAB-TEMPLETON GLOBAL BOND FD	6,034,575	5,482,208
SCHWAB-ISHARES 3-7 YEAR TREASURY	5,104,718	4,919,586
DFA US SMALL CAP VALUE PORTFOLIO	3,183,331	4,324,685
DFA INTL SMALL CAP VALUE PORTFOLIO	5,097,739	6,774,756
DFA EMERGING MARKET VALUE PORTFOLIO	5,830,934	7,454,886
DFA EMERGING MARKET SMALL CAP	11,610,018	12,357,803
MKP OPPORTUNITY OFFSHORE LTD	5,264,938	5,199,403
PIMCO REAL RETURN FUND	5,696,556	5,594,132
POINTER MANAGEMENT, LLC	2,913,434	4,193,433
PRIVATE ADVISOR STABLE VALUE FUND	2,348,421	2,218,833
VIRTUS FUND-SEIX FLOATING RATE	6,640,916	6,405,056

TY 2017 Investments - Land Schedule

Name: HELEN JONES FOUNDATION INC
EIN: 75-1977748

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FAX MACHINE / SHREDDER	260	260	0	
2 CHAIRS FOR OFFICE AREA	878	878	0	
2 CHAIRS - RECEPTION AREA	878	878	0	
EXPANDABLE PHONE - OFFICE MAX	150	150	0	
CONFERENCE TABLE & CHAIRS	9,275	9,275	0	
SIGNS OUTSIDE OFFICE	357	357	0	
BARRISTER CABINET	1,695	1,695	0	
CONFERENCE TABLE/GLASS	250	250	0	
DELL COMPUTER	2,789	2,789	0	
BRONZE & STAND - DR/MRS ARNOLD	679	0	679	
BOSE STEREO	540	540	0	
DIRECTOR CHAIR	2,722	2,126	596	
OFFICE CHAIR - HESTERS/MCGLAUN	382	382	0	
LOCK BOX - CHILDRESS HARDWARE	100	100	0	
KYOCERA COPIER 2050K	3,270	3,270	0	
ALARM SYSTEM - FIRST ALARM	324	324	0	
CREDENZA - SPEARS	1,599	1,599	0	
BOOKCASE - SPEARS	1,656	1,656	0	
HP PRODESK 600 COMPUTER	2,569	2,014	555	
DESK - HESTERS/MCGLAUN	893	893	0	
DESK - SPEARS	2,076	2,076	0	
OFFICE CHAIR - SPEARS	642	642	0	
PHOTOS - OLD/NEW BOARD	817	817	0	

TY 2017 Legal Fees Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	46,349	46,349	0	0

TY 2017 Other Assets Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEG PRIVATE OPPORTUNITIES FD II, LP	2,641,651	3,673,511	4,344,889
MAGNITUDE INTERNATL USD		15,000,000	15,374,222
HARVEST MLP INCOME		7,983,115	7,373,052
RIMROCK LOW VOLATILITY QP		5,025,294	5,025,294
ROCKLAND POWER PARTNERS, III		213,465	1,219,857
TACONIC CAPITAL ADVISORS		5,032,923	5,023,150
VENTURE INVESTMENT ASSOC VII, LP	3,584,665	3,762,609	3,647,627
INVESTMENT IN MALLET RANCH	229,875	236,167	120,862
INVESTMENT IN DEVITT-JONES RANCH	52,193	45,324	25,531
DEPOSIT - OFFICE SPACE	1,200	1,200	1,200
OIL & GAS ROYALTIES		23,563	8,819,369

TY 2017 Other Expenses Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	357	36	0	321
BONUS	1,000	1,000	0	0
DIRECTORS FEES	3,500	350	0	3,150
DUES & SUBSCRIPTIONS	750	75	0	675
INSURANCE	9,708	971	0	8,737
OFFICE SUPPLIES/EXPENSES	1,917	192	0	1,725
RENTS	20,672	2,067	0	18,605
REPAIRS & MAINTENANCE	444	44	0	400
SECURITY	560	56	0	504
SUPPLIES	9	1	0	8

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	3,599	360	0	3,239
OTHER PORTFOLIO EXP (THRU K-1S)	419,175	419,175	0	0
OTHER ROYALTY EXPENSES	3,523	3,523	0	0
OTHER ROYALTY EXPENSES (THRU K-1S)	27,962	27,962	0	0
MALLET RANCH-AREA PROD	4,329	4,329	0	0
MALLET RANCH-RANCH SURVEILANCE	520	520	0	0
MALLET RANCH-PAYROLL	19,595	19,595	0	0
MALLET RANCH-CHEMICALS & FERTILIZER	5,680	5,680	0	0
MALLET RANCH-REPAIRS & SUPPLIES	10,420	10,420	0	0
MALLET RANCH-TELEPHONE	159	159	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MALLET RANCH-CONSERVATION	14	14	0	0
MALLET RANCH-OFFICE EXPENSE	164	164	0	0
MALLET RANCH-UTILITIES	31	31	0	0
MALLET RANCH-AUTO EXPENSE	572	572	0	0
MALLET RANCH-INSURANCE	1,911	1,911	0	0
MALLET RANCH-DEPRECIATION	3,016	3,016	0	0
MALLET RANCH-MISC EXPENSES	2,755	2,755	0	0
DEVITT JONES FARM-INSURANCE	775	775	0	0
DEVITT JONES FARM-AREA PRODUCTION	8,132	8,132	0	0
DEVITT JONES FARM-MISC EXPENSES	20	20	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER GRANT EXPENSES	471	471	0	0
NONDEDUCTIBLE PTNS EXPENSES	3,922	0	0	0

TY 2017 Other Income Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	3,444,253	3,444,253	0
OIL & GAS ROYALTIES THRU K-1'S	246,696	246,696	0
MALLET RANCH - CALICHE SALES	7,740	7,740	0
MALLET RANCH - CROP SALES	78,509	78,509	0
MALLET RANCH - GRASS LEASES	40,290	40,290	0
MALLET RANCH - DAMAGES	19,551	19,551	0
MALLET RANCH - EQUIPMENT RENTAL	1,039	1,039	0
MALLET RANCH - SURFACE RENTALS	14,351	14,351	0
MALLET RANCH - PATRONAGE DIVIDENDS	6,896	6,896	0
MALLET RANCH - RENATAL INCOME	1,530	1,530	0
MALLET RANCH - CROP INSURANCE	459	459	0
DEVITT FARM - GRASS LEASES	4,379	4,379	0
DEVITT FARM - DAMAGES	20,797	20,797	0
EAFE EQ INDEX FUND B	400		400
RUSSELL 2000 INDEX FUND B	17,391		17,391
EQUITY INDEX FUND B	542		542
MID-CAP EQUITY INDEX	1,784		1,784
FEG PRIVATE OPPORTUNITIES	-16,456		-16,456
HARVEST MLP	-13,157		-13,157
RIMROCK LOW VOLATILITY FD	25,294		25,294

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROCKLAND POWER PARTNERS	-1,071,952		-1,071,952
TACONIC CAPITAL ADVISORS	31,697		31,697
VENTURE INVESTMENT	17,818		17,818

TY 2017 Other Increases Schedule

Name: HELEN JONES FOUNDATION INC

EIN: 75-1977748

Description	Amount
STATUTORY DEPLETION IN EXCESS OF BASIS	16,217

TY 2017 Other Professional Fees Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS CONSULTATION	5,215	5,215	0	0
MANAGEMENT FEES - INVESTMENTS	78,530	78,530	0	0

TY 2017 Taxes Schedule**Name:** HELEN JONES FOUNDATION INC**EIN:** 75-1977748

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES - PRIOR YEAR	89,000	0	0	0
EXCISE TAXES - CURRENT YEAR	134,932	0	0	0
SEVERANCE TAXES	144,234	144,234	0	0
PROPERTY TAXES	250,071	250,071	0	0
FOREIGN TAX WITHHELD	24,806	24,806	0	0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491319012438	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
Name of the organization HELEN JONES FOUNDATION INC				Employer identification number 75-1977748	
Organization type (check one)					
Filers of:Section:					
Form 990 or 990-EZ		☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization			
Form 990-PF		☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation			
Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions					
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.					
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$					
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization HELEN JONES FOUNDATION INC	Employer identification number 75-1977748
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY GAIL SECREST UNITRUST PO BOX 53665 LUBBOCK, TX 79453	\$ 15,612,531	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

75-1977748

Part II			
Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	

Name of organization HELEN JONES FOUNDATION INC	Employer identification number 75-1977748
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	