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Form **990-PF**

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

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation <b>FASH FOUNDATION</b>		<b>A</b> Employer identification number 75-2327856
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 54851</b>	Room/suite	<b>B</b> Telephone number (see instructions) (817) 475-2556
City or town, state or province, country, and ZIP or foreign postal code <b>HURST TX 76054-4855</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>5,862,807.</b>	<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,532.	1,532.		
	4 Dividends and interest from securities	104,512.	82,154.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		186,373.		
	8 Net short-term capital gain			25,318.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) See Stmt	582.			
	12 Total. Add lines 1 through 11	106,626.	270,059.	25,318.	
	13 Compensation of officers, directors, trustees, etc.	114,000.	57,857.		56,143.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) L-16b Stmt	96,000.	96,000.		
	c Other professional fees (attach schedule) L-16c Stmt	40,494.	40,494.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	10,992.	10,992.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	12,092.			12,092.
	21 Travel, conferences, and meetings	1,605.	1,605.		
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	7,905.	7,805.		
	24 Total operating and administrative expenses. Add lines 13 through 23	283,088.	214,753.		68,235.
	25 Contributions, gifts, grants paid	207,500.			207,500.
	26 Total expenses and disbursements. Add lines 24 and 25	490,588.	214,753.		275,735.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-383,962.			
	b Net investment income (if negative, enter -0-)		55,306.		
	c Adjusted net income (if negative, enter -0-)			25,318.	

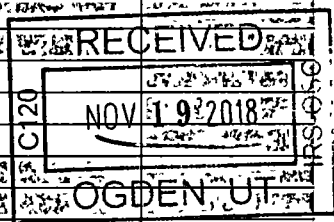
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .		236,304.	222,279.	222,279.
	<b>2</b>	Savings and temporary cash investments . . . . .		2,145,440.	1,621,364.	1,621,364.
	<b>3</b>	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b>	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10a</b>	Investments—U.S. and state government obligations (attach schedule) . . . . .				
	<b>b</b>	Investments—corporate stock (attach schedule) L-10b Stmt . . . . .		2,955,926.	3,273,091.	4,019,164.
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b>	Investments—land, buildings, and equipment, basis ▶ . . . . .				
		Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>12</b>	Investments—mortgage loans . . . . .				
	<b>13</b>	Investments—other (attach schedule) . . . . .				
	<b>14</b>	Land, buildings, and equipment, basis ▶ . . . . .				
		Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>15</b>	Other assets (describe ▶ . . . . . )				
	<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		5,337,670.	5,116,734.	5,862,807.
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ L-22 Stmt . . . . . )		3,768.	3,474.	
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		3,768.	3,474.	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26, and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .		2,409,938.	2,409,938.	
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds . . . . .		2,923,964.	2,703,322.	
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .		5,333,902.	5,113,260.	
	<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		5,337,670.	5,116,734.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	5,333,902.
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-383,962.
<b>3</b>	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO UNREALIZED GAINS/LOSSES . . . . .	<b>3</b>	163,320.
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,113,260.
<b>5</b>	Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	5,113,260.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> PUBLICLY TRADED SECURITIES -MERRILL LYNCH	P	01/01/2017	12/31/2017
<b>b</b> PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P	01/01/2016	12/31/2017
<b>c</b> CAPITAL GAIN DISTRIBUTIONS - MERRILL LYNCH	P	01/01/2016	12/31/2017
<b>d</b> PUBLICLY TRADED SECURITIES - SANFORD BERNSTEIN	P	01/01/2017	12/31/2017
<b>e</b> See Statement			

(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)
<b>a</b> 286,762.		266,183.	20,579.
<b>b</b> 410,771.		333,354.	77,417.
<b>c</b> 22,023.		0.	22,023.
<b>d</b> 136,735.		131,996.	4,739.
<b>e</b> 245,711.		184,096.	61,615.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			20,579.
<b>b</b>			77,417.
<b>c</b>			22,023.
<b>d</b>			4,739.
<b>e</b>			61,615.

<b>2</b> 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 }	<b>2</b>	186,373.
<b>3</b> 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	<b>3</b>	25,318.

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

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

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

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

(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	292,403.	5,527,524.	0.052899
2015	292,804.	5,910,850.	0.049537
2014	278,706.	5,949,135.	0.046848
2013	263,860.	5,620,165.	0.046949
2012	264,870.	5,293,407.	0.050038

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.246271
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.049254
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	5,583,016.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	274,986.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	553.
<b>7</b> Add lines 5 and 6	<b>7</b>	275,539.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	275,735.

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		N/A	
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	553.	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	0.	
<b>3</b>	Add lines 1 and 2	<b>3</b>	553.	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	0.	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	553.	
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	8,658.	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0.	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	8,658.	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	8,105.	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <b>Refunded</b>	<b>11</b>	8,105.	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>x</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>x</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>x</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		<b>x</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		<b>x</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>x</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		<b>x</b>
<b>6</b> 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?	<b>x</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	<b>x</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX		
<b>b</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 <i>General Instruction G</i> ? If "No," attach explanation	<b>x</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		<b>x</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>x</b>

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions . . . . .		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► FASHFOUNDATION.COM	X	
14 The books are in care of ► WILLIAM A PODSEDNIK JR Telephone no. ► (817) 475-2556 Located at ► PO BOX 54851 HURST TX ZIP+4 ► 76054		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . .	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 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.) . . . . . 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____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4a	X
	4b	X

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

		Yes	No
<b>5a</b>	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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	<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>6b</b>	X
	If "Yes" to 6b, file Form 8870.		
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA E. BUSH 236 WEST LOUELLA DRIVE HURST TX 76054	PRESIDENT-DIRECTOR 30.00	114,000.	0.	0.
WILLIAM A. PODSEDIK JR. PC PO BOX 54851 HURST TX 76054	TREASURER-DIRECTOR 12.00	96,000.	0.	0.
KIRK MANNING 300 CANTEY HANGER PLAZA 600 WEST 7TH FORT WORTH TX 76102	SECRETARY-DIRECTOR 0.50	0.	0.	0.
JAMES L. KAISER 9215 CORDOBA LANE CRESTWOOD MO 63126	DIRECTOR 0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,658,162.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	2,009,875.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	5,668,037.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	5,668,037.
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	85,021.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,583,016.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	279,151.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	279,151.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	553.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	553.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	278,598.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	278,598.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	278,598.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	275,735.
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	275,735.
<b>5</b>	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 . . . . .	<b>5</b>	553.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	275,182.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .				278,598.
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only . . . . .			275,735.	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012 . . . . .	0.			
<b>b</b> From 2013 . . . . .	0.			
<b>c</b> From 2014 . . . . .	0.			
<b>d</b> From 2015 . . . . .	0.			
<b>e</b> From 2016 . . . . .	0.			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 275,735.			275,735.	
<b>a</b> Applied to 2016, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2017 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .	0.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 . . . . .				278,598.
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
<b>9</b> <b>Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2013 . . . . .	0.			
<b>b</b> Excess from 2014 . . . . .	0.			
<b>c</b> Excess from 2015 . . . . .	0.			
<b>d</b> Excess from 2016 . . . . .	0.			
<b>e</b> Excess from 2017 . . . . .	0.			

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

N/A

**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 foundation 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 . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test—enter 2% of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> Gross investment income . . . . .				

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CHRIST'S HAVEN FOR CHILDREN PO BOX 467 KELLER TX 76248	NONE	501(C)3	GENERAL PROGRAM	1,000.
COOK'S CHILDREN'S MEDICAL CENTER 801 SEVENTH AVE FORT WORTH TX 76104	NONE	501(C)3	GENERAL PROGRAM	1,000.
FORT WORTH MUSEUM OF SCIENCE & HISTORY - 1600 GENDY ST FORT WORTH TX 76107	NONE	501(C)3	FIELD TRIP PROGRAM TARRANT COUNTY YOUTH	2,500.
FORT WORTH SYMPHONY ORCHESTRA ASSN - 330 E 4TH ST STE 200 FORT WORTH TX 76102	NONE	501(C)3	ADVENTURES IN MUSIC YOUTH PROGRAM	1,000.
FOSTER HOME OF STEPHENVILLE PO BOX 978 STEPHENVILLE TX 76401	NONE	501(C)3	ACHIEVERS PROGRAM	5,000.
CENTER FOR NONPROFIT MGMT 2701 W BERRY ST, STE 125 FORT WORTH TX 76109	NONE	501(C)3	GENERAL PROGRAM - TARRANT COUNTY	10,000.
GOODFELLOW FUND PO BOX 1870 FORT WORTH TX 76101	NONE	501(C)3	SUPPORT GENERAL PROGRAM	1,000.
PREVENT BLINDNESS TEXAS 3610 FAIRMOUNT STREET DALLAS TX 75219	NONE	501(C)3	CHILDREN'S VISION-TARRANT CTY PROGRAM	1,000.
INTERNATIONAL HOUSE 500 RIVERSIDE DR NEW YORK NY 76185	NONE	501(C)3	RESEARCH & EDUCATION PROGRAM	2,500.
See Statement				182,500.
<b>Total</b>			<b>3a</b>	<b>207,500.</b>
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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	1,532.	
4	Dividends and interest from securities . . . . .			14	104,512.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . . .				106,044.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	106,044.

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

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

[illegible]

REV 10/16/18 PRO

**Form 990-PF: Return of Private Foundation****Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
NEW KEY SCHOOL INC PO BOX 100668 FORT WORTH, TX 76185	NONE	501(C) 3	GENERALGENERAL PROGRAM X	3,500.
KIMBELL ART MUSEUM 3333 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	501(C) 3	FIELD TRIPFIELD TRIP REIMBURSEMENT PROGRAM	2,500.
LENA POPE HOME 3131 SANQUINET ST FORT WORTH, TX 76107	NONE	501(C) 3	FAMILYFAMILY MATTERS COUNSELING PROGRAM	2,500.
MCDONALD OBSERVATORY 1 UNIVERSITY STATION C1402 AUSTIN, TX 78712	NONE	501(C) 3	STUDENT FIELDSTUDENT FIELD EXPERIENCES PROGRAM	5,000.
PERFORMING ARTS OF FORT WORTH 330 E 4TH ST STE 300 FORT WORTH, TX 76102	NONE	501(C) 3	CHILDRENSCHILDREN S EDUCATION PROGRAM	1,500.
ROTARY CLUB ENDOWMENT FUND 306 W 7TH STE 715 FORT WORTH, TX 76102	NONE	501(C) 3	STARSSTARS PROGRAM	1,000.
TEXAS TECH UNIVERSITY 10 & AKRON MAIL STOP 1023 LUBBOCK, TX 79409	NONE	501(C) 3	WIND SCIENCE &WIND SCIENCE & ENGINEERING RESEARCH PROGRAM	2,500.
TRINITY SHAKESPEARE FESTIVAL TCU BOX 297044 FORT WORTH, TX 76129	NONE	501(C) 3	SUPPORTSUPPORT GENERAL PROGRAM	1,000.
VISITING NURSE ASSOCIATION 6300 RIDGLEA PLACE, SUITE 801 FORT WORTH, TX 76116	NONE	501(C) 3	SUPPORTSUPPORT GENERAL PROGRAM	2,000.
YMCA FORT WORTH 512 LAMAR STREET FORT WORTH, TX 76102	NONE	501(C) 3	EARLY CHILDHOODEARLY CHILDHOOD EDUCATION PROGRAM	1,000.
CAMP FIRE USA 2700 MEACHAM BLVD FORT WORTH, TX 76137	NONE	501(C) 3	OUTDOOROUTDOOR EDUCATION PROGRAM	5,000.
CATHOLIC CHARITIES OF FORT WORTH PO BOX 15610 FORT WORTH, TX 76119	NONE	501(C) 3	GENERALGENERAL PROGRAM	3,500.
FRIENDS OF TANDY HILLS NATURAL AREA INC - PO BOX 47004 FORT WORTH, TX 76147	NONE	501(C) 3	KIDS ON THEKIDS ON THE PRAIRIE PROGRAM	2,000.
FRIENDS OF THE FORT WORTH LIBRARY - 300 WEST 3RD ST FORT WORTH, TX 76102	NONE	501(C) 3	EARLY CHILDHOODEARLY CHILDHOOD RESOURCES CENTER PROGRAM	4,000.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DR FORT WORTH, TX 76132	NONE	501(C) 3	GENERALGENERAL PROGRAM	2,500.
JAMES L WEST ALZHEIMER CENTER - 1111 SUMMIT AVE FORT WORTH, TX 76102	NONE	501(C) 3	CAREGIVER &CAREGIVER & COMMUNITY EDUCATION PROGRAM	5,000.

**Form 990-PF: Return of Private Foundation****Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
LIGHTHOUSE FOR THE BLIND 912 WEST BROADWAY AVENUE FORT WORTH, TX 76104	NONE	501(C)3	REHABILITATIONREHABILITATION SERVICES PROGRAM	2,500.
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER FORT WORTH, TX 76103	NONE	501(C)3	TRANSPORTATION &TRANSPORTATION & GENERAL SURGICAL SUPPLIES	1,000.
MOTHERS MILK 600 W MAGNOLIA FORT WORTH, TX 76101	NONE	501(C)3	CAPITALCAPITAL CAMPAIGN PROGRAM	5,000.
BOTANICAL RESEARCH INSTITUTE OF TEXAS - 500 E 4TH ST FORT WORTH, TX 76102	NONE	501(C)3	OUTDOOROUTDOOR EDUCATION PROGRAM	2,500.
CASSATA LEARNING CENTER 1400 HEMPHILL ST FORT WORTH, TX 76104	NONE	501(C)3	DROP OUT PREVENTIONDROPOUT PREVENTION PROGRAM	10,000.
CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH, TX 76102	NONE	501(C)3	SUPPORTSUPPORT GENERAL PROGRAM	10,000.
AMON CARTER MUSEUM OF MODERN ART 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	501(C)3	SCHOOL TOURSCHOOL TOUR PROGRAM EXPENSES	1,500.
CASA MANANA 3101 W LANCASTER FORT WORTH, TX 76107	NONE	501(C)3	THEATRETHEATRE CHILDREN'S PROGRAM	1,500.
FORTRESS YOUTH DEVELOPMENT CENTER 712 STELLA STREET FORT WORTH, TX 76104	NONE	501(C)3	FORTRESSFORTRESS LITERACY PROGRAM	5,000.
CLUBHOUSE FOR SPECIAL NEEDS 800 BROWN TRAIL STE C BEDFORD, TX 76022	NONE	501(C)3	BUILDING FACILITYBUILDING FACILITY PROGRAM	5,000.
FORT WORTH BOTANICAL SOCIETY 3220 BOTANIC GARDEN BLVD FORT WORTH, TX 76107	NONE	501(C)3	EDUCATIONALEDUCAT IONAL PROGRAM	1,000.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	501(C)3	BREAKTHROUGHBREAK THROUGH FORT WORTH PROGRAM	1,000.
FORT WORTH ZOO ASSOCIATION 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	NONE	501(C)3	FIRST GRADEFIRST GRADE EDUCATION PROGRAM	1,000.
GUARDIANSHIP SERVICES INC PO BOX 11481 FORT WORTH, TX 76110	NONE	501(C)3	GENERAL PROGRAMGENERAL PROGRAM	3,000.
JEWEL CHARITY - COOKS CHILDREN'S PO BOX 472149 FORT WORTH, TX 76147	NONE	501(C)3	UNCOMPENSATEDUNCOMPENSATED CARE PROGRAM	2,500.
MEALS ON WHEELS TARRANT COUNTY 5740 AIRPORT FREEWAY HALTOM CITY, TX 76117	NONE	501(C)3	GENERALGENERAL PROGRAM	2,500.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	NONE	501(C)3	SCHOOL FIELDSCHOOL FIELD TRIP PROGRAM	2,500.

**Form 990-PF: Return of Private Foundation****Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
MOTHER'S MILK BANK OF NORTH TEXAS 600 W MAGNOLIA FORT WORTH, TX 76104	NONE	501(C)3	GENERALGENERAL PROGRAM	2,000.
NATIONAL MULTICULTURAL WESTERN HERITAGE MUSEUM - 2400 SCOTT AVE FORT WORTH, TX 76103	NONE	501(C)3	CHILDREN'S WEEKLYCHILDREN'S WEEKLY STORYTELLING PROGRAM	1,000.
NORTH FORT WORTH HISTORICAL SOCIETY 131 E EXCHANGE AVE STE 110 FORT WORTH, TX 76164	NONE	501(C)3	GENERAL PROGRAMGENERAL PROGRAM	1,500.
THE PARENTING CENTER 2928 W 5TH ST FORT WORTH, TX 76107	NONE	501(C)3	GENERAL PROGRAMGENERAL PROGRAM	1,500.
TARRANT AREA FOOD BANK 2600 CULLEN FORT WORTH, TX 76107	NONE	501(C)3	GENERAL PROGRAMGENERAL PROGRAM	2,500.
TEXAS COWBOY HALL OF FAME 128 E EXCHANGE AVE FORT WORTH, TX 76164	NONE	501(C)3	CHILDREN'SCHILDREN'S PROGRAM	1,500.
TEXAS A&M UNIVERSITY 1515 COMMERCE FORT WORTH, TX 76102	NONE	501(C)3	INNOCENCE PROGRAMINNOCENCE PROGRAM	2,500.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH RD FORT WORTH, TX 76132	NONE	501(C)3	COMMUNITY PARTNERSCOMMUNITY PARTNERS PROGRAM	1,000.
UNION GOSPEL MISSION OF TARRANT CO PO BOX 2144 FORT WORTH, TX 76113	NONE	501(C)3	GENERALGENERAL PROGRAM	1,000.
UNITED COMMUNITY CENTERS INC 1200 E MADDOX AVE FORT WORTH, TX 76104	NONE	501(C)3	EDUCATIONEDUCATION ENRICHMENT PROGRAM	4,000.
URBAN INTER-TRIBAL CENTER OF TX 209 E JEFFERSON BLVD DALLAS, TX 75203	NONE	501(C)3	DIABETES MANAGEMENTDIABETES MANAGEMENT PROGRAM	3,500.
THE WARM PLACE 809 LIPSCOMB ST FORT WORTH, TX 76104	NONE	501(C)3	PRESCHOOL GRIEFPRESCHOOL GRIEF SUPPORT GROUP PROGRAM	1,500.
WATER AID NEW YORK 233 BROADWAY, SUITE 2705 NEW YORK, NY 10017	NONE	501(C)3	CHILDREN & WATERCHILDREN & WATER AID PROGRAM	2,500.
RONALD MCDONALD HOUSE OF FW 1004 7TH AVE FORT WORTH, TX 76104	NONE	501(C)3	GENERAL PROGRAMGENERAL PROGRAM	2,500.
HOLY HIGHWAY MINISTRIES PO BOX 160 PICKTON, TX 75471	NONE	501(C)3	GENERALGENERAL PROGRAM	2,500.
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST STE 1700 CHICAGO, IL 60616	NONE	501(C)3	EDUCATION WITHINEDUCATION WITHIN IIT DIVISION	2,500.



**Form 990-PF: Return of Private Foundation****Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
ALZHEIMER'S ASSOC - NO TEXAS 2630 WEST FREEWAY STE 100 FORT WORTH, TX 76133	NONE	501(C) 3	MEMORIES IN THE MAKING PROGRAM	2,000.
IMAGINATION CELEBRATION 1300 GENDY STREET STE 210 FORT WORTH, TX 76107	NONE	501(C) 3	CHILDREN'S CHILDREN'S EDUCATION PROGRAM	1,000.
PRESBYTERIAN NIGHT SHELTER PO BOX 2645 FORT WORTH, TX 76113	NONE	501(C) 3	VETERANS VETERANS SERVICES PROGRAM	2,500.
PRESBYTERIAN NIGHT SHELTER PO BOX 2645 FORT WORTH, TX 76113	NONE	501(C) 3	WOMEN'S AND WOMEN'S AND CHILDREN'S PROGRAM	2,500.
THE CLIBURN 2525 RIDGMAR BLVD, STE 307 FORT WORTH, TX 76116	NONE	501(C) 3	VAN CLIBURN VAN CLIBURN AMERICAN HERO PROGRAM	2,500.
FORT WORTH AVIATION MUSEUM PO BOX 161966 FORT WORTH, TX 76161	NONE	501(C) 3	EDUCATION OUTREACH EDUCATION OUTREACH PROGRAM FOR KIDS	1,000.
ARLINGTON LIFE SHELTER 325 W DIVISION ST ARLINGTON, TX 76011	NONE	501(C) 3	EMPLOYMENT SERVICES EMPLOYMENT SERVICES FOR HOMELESS RESIDENTS	1,000.
BATTERED WOMEN'S FOUNDATION 4166 WILLMAN AVENUE NORTH RICHLAND HILLS, TX 76180	NONE	501(C) 3	SERVICES TO CHILDREN SERVICES TO CHILDREN OF DOMESTIC VIOLENCE PROGRAM	1,500.
HOPE FARM 865 EAST RAMSEY AVENUE FORT WORTH, TX 76104	NONE	501(C) 3	LEADERSHIP LEADERSHIP DEVELOPMENT PROGRAM	4,000.
TEXAS GIRLS CHOIR 6420 SOUTHWEST BLVD STE 133 FORT WORTH, TX 76109	NONE	501(C) 3	GENERAL PROGRAM GENERAL PROGRAM	1,500.
NORTH TEXAS SNAP PO BOX 3294 GRAPEVINE, TX 76099	NONE	501(C) 3	17 & OLDER 17 & OLDER INTELLECTUAL DISABILITIES	1,000.
NATIONAL COWGIRL MUSEUM 1720 GENDY ST FORT WORTH, TX 76107	NONE	501(C) 3	SCHOOL FIELD SCHOOL FIELD TRIP	1,500.
BOYS & GIRLS CLUB OF FORT WORTH 3218 E BELKNAP ST FORT WORTH, TX 76111	NONE	501(C) 3	BULTER LITERACY BULTER LITERACY LITERACY PROGRAM	6,000.
CHILDREN AT RISK 2900 LIVE OAK STREET DALLAS, TX 75204	NONE	501(C) 3	TEXAS SCHOOL TEXAS SCHOOL GUIDE PUBLICATION COSTS	2,000.
FORT WORTH AVIATION PO BOX 161966 FORT WORTH, TX 76161	NONE NONE	501(C) 3	EDUCATION EDUCATION OUTREACH PROGRAM - ADD'L	2,000.

**Form 990-PF: Return of Private Foundation****Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
ARTISAN CENTER THEATER PRODUCTIONS 444 EAST PIPELINE ROAD HURST, TX 76053	NONE	501(C)3	SCHOOL & TEACHING SCHOOL & TEACHING CAPABILITIES EXPANSION PROGRAM	2,500.
RIVER LEGACY LIVING SCIENCE 703 NW GREEN OAKS BLVD ARLINGTON, TX 76006	NONE NONE	501(C)3	GENERAL GENERAL PROGRAM	1,000.
MID-CITIES CARE CORPS 745 W PIPELINE ROAD HURST, TX 76053	NONE	501(C)3	GENERAL GENERAL PROGRAM	1,000.
BATTERED WOMENS FOUNDATION 4166 WILLIAM AVENUE NORTH RICHLAND HILLS, TX 76180	NONE	501(C)3	CHILDREN OF CHILDREN OF DOMESTIC VIOLENCE	1,500.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	NONE	501(C)3	MATCHING MATCHING PROGRAM	2,000.
URBAN INTER-TRIBAL CENTER 1283 RECORD CROSSING RD DALLAS, TX 75235	NONE	501(C)3	DIABITIES DIABITIE S MANAGEMENT PROGRAM	2,000.
WARM PLACE 809 LIPSCOMB STREET FORT WORTH, TX 76104	NONE	501(C)3	PRESCHOOL PRESCHOOL GRIEF SUPPORT PROGRAM	1,500.
TEXAS LAKE TRAIL REGION 116 W BRIDGE ST GRANBURY, TX 76948	NONE	501(C)3	CHISHOLM TRAIL CHISHOLM TRAIL TOURING EXHIBIT	2,500.
NE TARRANT COUNTY TX BRANCH 840 RIDGE DR BEDFORD, TX 76021	NONE	501(C)3	FULL STEAM FULL STEAM AHEAD PROGRAM	1,000.
				182,500.

**Form 990-PF: Return of Private Foundation****Part IV: Capital Gains and Losses for Tax on Investment Income****Continuation Statement**

(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	(d) Date sold
PUBLICLY TRADED SECURITIES - SANFORD BERNSTEIN		P	01/01/16	12/31/17
CAPITAL GAIN DISTRIBUTIONS - SANFORD BERNSTEIN		P	01/01/16	12/31/17
(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)	
245,686.		184,096.	61,590.	
25.		0.	25.	
245,711.	0.	184,096.	61,615.	
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		
			61,590.	
			25.	
0.	0.	0.	61,615.	

## Additional information from your Form 990-PF: Return of Private Foundation

### Form 990-PF: Return of Private Foundation

#### Other Income

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
NON TAXABLE DISTRIBUTIONS	582.		
<b>Total</b>	582.		

### Form 990-PF: Return of Private Foundation

#### Taxes

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
PAYROLL - FOREIGN	10,992.	10,992.		
<b>Total</b>	10,992.	10,992.		

### Form 990-PF: Return of Private Foundation

#### Other Expenses

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
ADVERTISING	610.	610.		
OFFICE SUPPLIES & POSTAGE	1,768.	1,668.		
TELEPHONE	1,731.	1,731.		
INSURANCE	2,046.	2,046.		
MEMBERSHIP FEES	1,750.	1,750.		
<b>Total</b>	7,905.	7,805.		

Name	Employer Identification No
FASH FOUNDATION	75-2327856

### Line 16a - Legal Fees

[illegible]**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILLIAM A POD	ACCT	96,000.	96,000.		
Total to Form 990-PF, Part I, Line 16b		96,000.	96,000.		

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH	BROKERAGE FEES	23,003.	23,003.		
SANFORD BERNIS	BROKERAGE FEES	17,491.	17,491.		
Total to Form 990-PF, Part I, Line 16c		40,494.	40,494.		

**Form 990-PF  
Part II**

**Investments**

**2017**

Name FASH FOUNDATION	Employer Identification No 75-2327856
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
MERRILL LYNCH 04040	1,402,477.	1,764,064.
SANFORD BERNSTEIN	1,870,614.	2,255,100.
Totals to Form 990-PF, Part II, Line 10b . . . . .	3,273,091.	4,019,164.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c . . . . .		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12 . . . . .		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 13 . . . . .		



## Additional information from your 2017 Federal Exempt Tax Return

### Form 990-PF: Return of Private Foundation

#### Other Income (1)

##### Line 11(a)

#### Itemization Statement

Description	Amount
MISCELLANEOUS INCOME	440.
NON DIVIDEND INCOME - MERRILL LYNCH	142.
<b>Total</b>	<b>582.</b>

### Form 990-PF: Return of Private Foundation

#### Taxes (1)

##### Line 18(a)

#### Itemization Statement

Description	Amount
PAYROLL TAXES	8,428.
FOREIGN TAXES	2,564.
<b>Total</b>	<b>10,992.</b>

### Form 990-PF: Return of Private Foundation

#### Taxes (1)

##### Line 18(b)

#### Itemization Statement

Description	Amount
PAYROLL TAXES	8,428.
FOREIGN TAXES	2,564.
<b>Total</b>	<b>10,992.</b>

### Form 990-PF: Return of Private Foundation

#### Line 4(b)

#### Itemization Statement

Description	Amount
FROST INVESTMENTS	2.
MERRILL LYNCH	38,345.
SANFORD BERNSTEIN	43,807.
<b>Total</b>	<b>82,154.</b>

### Form 990-PF: Return of Private Foundation

#### Line 13(a)

#### Itemization Statement

Description	Amount
LINDA FASH BUSH - PRESIDENT	114,000.
<b>Total</b>	<b>114,000.</b>



## Form 990-PF: Return of Private Foundation

Line 13(b)

## Itemization Statement

Description	Amount
LINDA FASH BUSH - PRESIDENT	57,857.
<b>Total</b>	<b>57,857.</b>

## Form 990-PF: Return of Private Foundation

Line 21(a)

## Itemization Statement

Description	Amount
CONFERENCES - MEETINGS - FEES	1,605.
<b>Total</b>	<b>1,605.</b>

## Form 990-PF: Return of Private Foundation

Line 21(b)

## Itemization Statement

Description	Amount
CONFERENCES - MEETINGS - FEES	1,605.
<b>Total</b>	<b>1,605.</b>

## Form 990-PF: Return of Private Foundation

Line 1(a)

## Itemization Statement

Description	Amount
FROST BANK	1,426.
LIBERTY BANK	73,256.
SANFORD BERNSTEIN	161,622.
<b>Total</b>	<b>236,304.</b>

## Form 990-PF: Return of Private Foundation

Line 1(b)

## Itemization Statement

Description	Amount
LIBERTY	175,526.
SANFORD BERNSTEIN	46,753.
<b>Total</b>	<b>222,279.</b>

## Form 990-PF: Return of Private Foundation

Line 1(c)

## Itemization Statement

Description	Amount
LIBERTY BANK	175,526.
SANFORD BERNSTEIN	46,753.
<b>Total</b>	<b>222,279.</b>

**Form 990-PF: Return of Private Foundation****Line 2(a)****Itemization Statement**

Description	Amount
FROST INVESTMENTS MONEY MARKET	1,104,809.
LIBERTY BANK MONEY MARKET	2,040.
MERRILL LYNCH MONEY MARKET	1,038,591.
<b>Total</b>	<b>2,145,440.</b>

**Form 990-PF: Return of Private Foundation****Line 2(b)****Itemization Statement**

Description	Amount
FROST INVESTMENTS MONEY MARKET	807,310.
LIBERTY BANK MONEY MARKET	2,072.
MERRILL LYNCH	811,982.
<b>Total</b>	<b>1,621,364.</b>

**Form 990-PF: Return of Private Foundation****Line 2(c)****Itemization Statement**

Description	Amount
FROST INVESTMENTS MONEY MARKET	807,310.
LIBERTY BANK MONEY MARKET	2,072.
MERRILL LYNCH MONEY MARKET	811,982.
<b>Total</b>	<b>1,621,364.</b>

**Form 990-PF: Return of Private Foundation****Line 4 Column (d)****Itemization Statement**

Description	Amount
FROST INVESTMENTS	2.
MERRILL LYNCH	60,703.
SANFORD BERNSTEIN	43,807.
<b>Total</b>	<b>104,512.</b>