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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
THE PAULOS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
6708 ASHBROOK DRIVE

City or town, state or province, country, and ZIP or foreign postal code
FORT WORTH, TX 76132

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

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

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,827,259

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
75-2353196

B Telephone number (see instructions)
(214) 692-6122

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ☒ If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	108	108		
4 Dividends and interest from securities	95,461	95,461		
5a Gross rents	210,776			
b Net rental income or (loss) -54,069				
6a Net gain or (loss) from sale of assets not on line 10	117,946			
b Gross sales price for all assets on line 6a				
	359,978			
7 Capital gain net income (from Part IV, line 2)		117,946		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	4,162	0		
12 Total. Add lines 1 through 11	428,453	213,515		
13 Compensation of officers, directors, trustees, etc	0	0		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	290	145		145
b Accounting fees (attach schedule)	11,200	5,600		5,600
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,691	2,691		0
19 Depreciation (attach schedule) and depletion	49,664	0		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	215,691	502		215,189
24 Total operating and administrative expenses. Add lines 13 through 23	279,536	8,938		220,934
25 Contributions, gifts, grants paid	483,616			483,616
26 Total expenses and disbursements. Add lines 24 and 25	763,152	8,938		704,550
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-334,699			
b Net investment income (if negative, enter -0-)		204,577		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,147,020	2,060,200	2,060,200
	3	Accounts receivable ▶ <u>925</u>			
		Less allowance for doubtful accounts ▶ _____	3,087	925	925
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,493,448	2,279,386	3,444,240	
14	Land, buildings, and equipment basis ▶ <u>1,383,846</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>74,476</u>	1,339,806	1,309,370	1,309,370	
15	Other assets (describe ▶ _____)	10,455	12,524	12,524	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,993,816	5,662,405	6,827,259	
Liabilities	17	Accounts payable and accrued expenses	4,285	23,198	
	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 ▶ _____)	31,627	16,002	
	23	Total liabilities (add lines 17 through 22)	35,912	39,200	
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	615,280	615,280	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,342,624	5,007,925	
30	Total net assets or fund balances (see instructions)	5,957,904	5,623,205		
31	Total liabilities and net assets/fund balances (see instructions) .	5,993,816	5,662,405		

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	5,957,904
2	Enter amount from Part I, line 27a	2	-334,699
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,623,205
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	5,623,205

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 1,000 SHS - 500 INDEX FUND ADM	P		
b 7,000 SHS - FRK LTD DUR INCM TR	P		
c 8,000 SHS - NUVEEN SR INCOME FD	P		
d CAPITAL GAINS DIVIDENDS	P		
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 220,420		110,689	109,731
b 83,578		79,754	3,824
c 55,760		51,589	4,171
d 220			220
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			109,731
b			3,824
c			4,171
d			220
e			

2 Capital gain net income or (net capital loss)	2	117,946
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐

Yes

☒

No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,485,992	4,465,468	0 332774
2015	1,469,769	6,601,239	0 222650
2014	348,673	7,350,398	0 047436
2013	303,434	6,978,856	0 043479
2012	332,900	6,152,106	0 054112

2 Total of line 1, column (d)	2	0 700451
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 140090
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,252,942
5 Multiply line 4 by line 3	5	735,885
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,046
7 Add lines 5 and 6	7	737,931
8 Enter qualifying distributions from Part XII, line 4	8	723,779

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	4,092
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	4,092
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	4,092
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,690
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	4,690
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	598
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 598 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	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? If "No," attach explanation .	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 MS FLORA A BREWER Telephone no (817) 335-2561			

Located at **6708 ASHBROOK DRIVE FORT WORTH TX** ZIP+4 **76132**

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)? ☐ 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		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). ☐	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)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?		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).**

(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
JOHN J PAULOS 6309 W COURTYARD DR AUSTIN, TX 78730	DIRECTOR 0 00	0	0	0
FLORA A BREWER 6708 ASHBROOK DR FT WORTH, TX 76132	CHAIRMAN, PRES 0 00	0	0	0
SAM G PAULOS 6433 NORWAY RD DALLAS, TX 75230	DIRECTOR 0 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ▶ 0**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 OPERATION OF PALM TREE APARTMENTS	215,181
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 ▶ 0

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	3,293,205
b	Average of monthly cash balances.	1b	2,035,041
c	Fair market value of all other assets (see instructions).	1c	4,690
d	Total (add lines 1a, b, and c).	1d	5,332,936
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	5,332,936
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	79,994
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,252,942
6	Minimum investment return. Enter 5% of line 5.	6	262,647

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	262,647
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	4,092
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,092
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	258,555
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	258,555
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	258,555

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	704,550
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	19,229
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	723,779
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	723,779

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				258,555
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 30,010				
b From 2013.				
c From 2014.				
d From 2015. 1,147,811				
e From 2016. 1,269,579				
f Total of lines 3a through e.	2,447,400			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 723,779				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				258,555
e Remaining amount distributed out of corpus	465,224			
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	2,912,624			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	30,010			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,882,614			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015. 1,147,811				
d Excess from 2016. 1,269,579				
e Excess from 2017. 465,224				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	483,616
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-10 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
	JUSTIN W REEVES				P01248048
	Firm's name ▶ WEAVER AND TIDWELL LLP				Firm's EIN ▶ 75-0786316
Firm's address ▶ 12221 MERIT DRIVE SUITE 1400 DALLAS, TX 75251					Phone no. (972) 490-1970

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>				
ANY BABY CAN6207 SHERIDAN AVE AUSTIN, TX 78723	NONE	PC	WELFARE	12,500
AT&T PERFORMING ARTS CENTER 2403 FLORA ST DALLAS, TX 75201	NONE	PC	ARTS	10,000
AUSTIN SYMPHONY1101 RED RIVER ST AUSTIN, TX 78701	NONE	PC	ARTS	2,500
BLANTON MUSEUM OF ART UT 200 EAST MARTIN LUTHER KING JUNIOR BLVD AUSTIN, TX 78712	NONE	PC	ARTS	600
CENTER FOR PUBLIC POLICY PRIORITESUW 7020 EASY WIND DR STE 200 AUSTIN, TX 78752	NONE	PC	POLICY	25,000
Total 				483,616
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR TRANSFORMING LIVES 512 W 4TH ST FORT WORTH, TX 76102	NONE	PC	WELFARE	35,000
DALLAS ARBORETUM 8617 GARLAND ROAD DALLAS, TX 75218	NONE	PC	ENVIRONMENT, ARTS	1,500
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS, TX 75201	NONE	PC	ARTS	2,000
DALLAS OPERA2403 FLORA ST 500 DALLAS, TX 75201	NONE	PC	ARTS	15,000
DALLAS SYMPHONY 2301 FLORA ST STE 300 DALLAS, TX 75201	NONE	PC	ARTS	15,000
Total ▶ 3a				483,616

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>				
DALLAS THEATER CENTER 3636 TURTLE CREEK BLVD DALLAS, TX 75219	NONE	PC	ARTS	30,000
DRC SOLUTIONSPO BOX 0871 FORT WORTH, TX 76101	NONE	PC	WELFARE	40,000
FRIENDS OF WRR1516 1ST AVE DALLAS, TX 75210	NONE	PC	ARTS	500
FWISD TEACHING CHAIR OF EXCELLENCE 100 N UNIVERSITY DR FORT WORTH, TX 76107	NONE	PC	EDUCATION	5,750
HELLENIC COLLEGE50 GODDARD AVE BROOKLINE, MA 02445	NONE	PC	EDUCATION	2,000
Total ▶ 3a				483,616

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>				
HELPING RESTORE ABILITY 4300 BELTWAY PLACE 130 ARLINGTON, TX 76018	NONE	PC	WELFARE	20,000
HOLY TRINITY ACADEMY 13555 HILLCREST ROAD DALLAS, TX 75240	NONE	PC	EDUCATION	1,000
HOLY TRINITY GREEK ORTHODOX CHURCH 13555 HILLCREST ROAD DALLAS, TX 75240	NONE	PC	CHURCH	15,000
KERA3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	PC	POLICY, ARTS	4,000
LYRIC STAGE 3333 N MACARTHUR BLVD STE 300 IRVING, TX 75062	NONE	PC	ARTS	5,000
Total ► 3a				483,616

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>				
NASHER SCULPTURE CENTER 2001 FLORA STREET DALLAS, TX 75201	NONE	PC	ARTS	2,000
NATIONAL DIAPER BANK 155 EAST STREET SUITE 101 NEW HAVEN, CT 06511	NONE	PC	WELFARE	5,000
PARISH EPISCOPAL SCHOOL 4101 SIGMA ROAD DALLAS, TX 75244	NONE	PC	EDUCATION	12,000
PLANNED PARENTHOOD OF NORTH TEXAS 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	NONE	PC	HEALTH	1,000
PROJECT HOPEPO BOX 96340 WASHINGTON, DC 20090	NONE	PC	WELFARE	2,500
Total ▶ 3a				483,616

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>				
RECOVERY RESOURCE COUNCIL ON DRUG AND ALCOHOL 2700 AIRPORT FREEWAY FORT WORTH, TX 76111	NONE	PC	WELFARE	40,000
SAINT BARBARA'S PHILOPTOCHOS 480 RACEBROOK ROAD ORANGE, CT 06477	NONE	PC	CHURCH	5,000
SHELTON SCHOOL15720 HILLCREST RD DALLAS, TX 75248	NONE	PC	EDUCATION	115,000
ST JOHN THE BAPTIST GREEK ORTHODOX CHURCH 303 CULLUM DR EULESS, TX 76040	NONE	PC	CHURCH	5,000
THE NATURE CONSERVANCY 4318 FARM TO MARKET ROAD 1562 CELESTE, TX 75423	NONE	PC	ENVIRONMENT	1,500
Total 				483,616
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WATER TOWER THEATRE 15650 ADDISON ROAD ADDISON, TX 75001	NONE	PC	ARTS	2,000
WESTLAKE UNITED METHODIST CHURCH 1460 REDBUD TRL AUSTIN, TX 78746	NONE	PC	CHURCH	32,000
DAUGHTERS OF PENELOPE FOUNDATION 1909 Q ST NW STE 400 WASHINGTON, DC 20009	NONE	PC	EDUCATION, SCIENCE, CULTURE, CIVIC PROGRAMS	1,000
CATO INSITUTE 1000 MASSACHUSSETTS AVE NW WASHINGTON, DC 20001	NONE	PC	PUBLIC POLICY	1,600
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE ST STE 300 AUSTIN, TX 78751	NONE	PC	COMMUNITY	6,666
Total ► 3a				483,616

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 Paid during the year				
STEM SCOUTS 1325 WEST WALNUT HILL LN IRVING, TX 75015	NONE	PC	EDUCATION	2,000
DEC MY ROOM INC 720 N POST OAK RD STE 275 HOUSTON, TX 77024	NONE	PC	HEATLH SUPPORT SERVICES	7,000
Total ▶ 3a				483,616

TY 2017 Accounting Fees Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,200	5,600		5,600

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

TY 2017 Depreciation Schedule

Name: THE PAULOS FOUNDATION

EIN: 75-2353196

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
BUILDING - PALM TREE APARTMENTS	2015-08-21	1,364,617	24,811	SL	27 5000000000000	49,622	0		
LEASEHOLD IMPROVEMENTS - PALM TREE APARTMENTS	2017-12-15	7,500		SL	15 0000000000000	42	0		
LAND - VACANT LOT FOR COMMUNITY GARDEN	2017-02-01	11,729		L		0	0		

TY 2017 Investments - Other Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD BOND MARKET	AT COST	463,648	484,831
VANGUARD 500 INDEX	AT COST	336,439	977,639
ISHARES MSCI EMERGING MARKETS ETF	AT COST	248,425	329,840
ISHARES RUSSELL 1000 VALUE ETF	AT COST	135,817	248,680
ISHARES RUSSELL 2000 VALUE ETF	AT COST	350,690	503,000
ISHARES CURRENCY HEDGED MSCI GERMANY ETF	AT COST	218,786	286,900
VANGUARD FTSE EUROPE ETF	AT COST	318,155	354,900
PIMCO DYNAMIC CREDIT INCOME FUND	AT COST	61,190	67,320
WISDOMTREE TRUST EURO HEDGED ETF	AT COST	146,236	191,130

TY 2017 Legal Fees Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	290	145		145

TY 2017 Other Assets Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PF RESIDENTIAL OTHER ASSETS	6,100	6,100	6,100
UTILITY DEPOSITS	2,080	2,080	2,080
PF RESIDENTIAL PREPAID EXPENSES	2,478	2,743	2,743
PF RESIDENTIAL ACCUMULATED AMORTIZATION	-203	-610	-610
CONSTRUCTION IN PROGRESS	0	2,211	2,211

TY 2017 Other Expenses Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	502	502		0
EXPENSES RELATED TO OPERATION OF PALM TREE APTS	0	0		215,181
MISCELLANEOUS	8	0		8
EXPENSES RELATED TO OPERATION OF PALM TREE APARTMENTS	215,181	0		0

TY 2017 Other Income Schedule**Name:** THE PAULO'S FOUNDATION**EIN:** 75-2353196**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	109		109
FEDERAL TAX REFUND	4,053		4,053

TY 2017 Other Liabilities Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196

Description	Beginning of Year - Book Value	End of Year - Book Value
PENDING TRANSACTIONS	24,780	6,708
ACCRUED SALARIES & WAGES	113	194
SECURITY DEPOSITS	1,000	750
ACCRUED PROPERTY TAXES	4,400	6,349
PREPAID REVENUE	1,334	1,936
ACCRUED VACATION PAYABLE	0	65

TY 2017 Taxes Schedule**Name:** THE PAULOS FOUNDATION**EIN:** 75-2353196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND TAXES	2,691	2,691		0