

128
380

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

OMB No 1545-0052

2017

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 for instructions and the latest information

Open to Public Inspection

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

LUPE MURCHISON FOUNDATION
16250 KNOLL TRAIL DRIVE #110
DALLAS, TX 75248

G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change

H Check type of organization: Section 501(c)(3) exempt private foundation (checked), 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, column (c), line 16): \$ 52,678,035. J Accounting method: Cash (checked), Accrual, Other (specify)

A Employer identification number: 75-2953224
B Telephone number (see instructions): (972) 248-2200
C If exemption application is pending, check here
D 1 Foreign organizations, check here; 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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Administrative and Operating Expenses (13-26), and Summary (27-29). Includes handwritten notes like 'REVENUE', 'ADMINISTRATIVE AND OPERATING EXPENSES', and 'PART XV'.

3/4

SCANNED FEB 25 2019

RECEIVED
NOV 20 2018
OGDEN, UT

6

649

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		3,450,656.	3,775,891.	3,775,891.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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) STATEMENT 7		408,757.	7,028,852.	7,028,852.
		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) STATEMENT 8		48,263,820.	41,873,292.	41,873,292.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		52,123,233.	52,678,035.	52,678,035.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		48,005,401.	48,005,401.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		4,117,832.	4,672,634.	
30	Total net assets or fund balances (see instructions)		52,123,233.	52,678,035.		
31	Total liabilities and net assets/fund balances (see instructions)		52,123,233.	52,678,035.		

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	52,123,233.
2	Enter amount from Part I, line 27a	2	-80,117.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	634,919.
4	Add lines 1, 2, and 3	4	52,678,035.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	52,678,035.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE STATEMENT 10			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	2,073,492.
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	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
	2016	2,342,396.	51,132,378.	0.045810
	2015	2,499,610.	52,897,234.	0.047254
	2014	2,528,106.	52,443,822.	0.048206
	2013	2,294,307.	47,008,606.	0.048806
	2012	2,319,257.	45,985,778.	0.050434

2 Total of line 1, column (d)	2	0.240510
3 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	3	0.048102
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	50,713,035.
5 Multiply line 4 by line 3	5	2,439,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,219.
7 Add lines 5 and 6	7	2,469,617.
8 Enter qualifying distributions from Part XII, line 4	8	2,548,521.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	30,219.
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	30,219.
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	30,219.
6 Credits/Payments:			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6 a	22,275.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	22,275.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	145.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. SEE STATEMENT 11	9	8,089.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2018 estimated tax. Refunded	11		

Part VII: A Statements Regarding Activities

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

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	Yes	No 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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>J. V. SMITH, P.C.</u> Telephone no <u>(972) 248-2200</u> Located at <u>16250 KNOLL TRAIL DRIVE, SUITE 110 DALLAS TX</u> ZIP + 4 <u>75248</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a 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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1 b	X
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?	1 c	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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
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?	4 b	X

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

5 a During the year, did the foundation pay or incur any amount to:			Yes	No
(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 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		5 b	N/A	
Organizations relying on a current notice regarding disaster assistance, check here				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)		N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870		6 b		X
7 a 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 If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7 b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
SEE STATEMENT 12

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
JERRY V. SMITH 16250 KNOLL TRAIL DR, STE 110 DALLAS, TX 75248	TRUSTEE 15.00	252,100.	0.	0.
ROBERT MCCULLOCH 16250 KNOLL TRAIL DR, STE 110 DALLAS, TX 75248	TRUSTEE 1.00	32,645.	0.	0.
D. MICHAEL REDDEN 5720 GLENEAGLES DRIVE PLANO, TX 75093	TRUSTEE 1.00	23,225.	0.	603.

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
J.V. SMITH, PROFESSIONAL CORPORATION 16250 KNOLL TRAIL DRIVE, SUITE 110 DALLAS, TX 75248	ACCOUNTING/TAX PREP	79,282.

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	0.

BAA

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	1 a	17,355,116.
b	Average of monthly cash balances	1 b	3,848,161.
c	Fair market value of all other assets (see instructions)	1 c	30,282,038.
d	Total (add lines 1a, b, and c)	1 d	51,485,315.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,485,315.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	772,280.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,713,035.
6	Minimum investment return. Enter 5% of line 5	6	2,535,652.

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

1	Minimum investment return from Part X, line 6	1	2,535,652.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	30,219.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	30,219.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,505,433.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,505,433.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,505,433.

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	1 a	2,548,521.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,548,521.
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	30,219.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,518,302.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,505,433.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			2,460,814.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 2,548,521.				
a Applied to 2016, but not more than line 2a			2,460,814.	
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				87,707.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,417,726.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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

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

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

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 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

SEE STATEMENT 13

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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
a Paid during the year SEE STATEMENT 14				
Total			▶ 3 a	2,375,163.
b Approved for future payment				
Total			▶ 3 b	

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	UBTI SHORT TERM PASS THROUGH		
DATE ACQUIRED:	1/01/2017		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2017		
TO WHOM SOLD:			
GROSS SALES PRICE:	0.		
COST OR OTHER BASIS:	45,670.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-45,670.
DESCRIPTION:	UBTI LONG TERM PASS THROUGH		
DATE ACQUIRED:	1/01/2016		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2017		
TO WHOM SOLD:			
GROSS SALES PRICE:	0.		
COST OR OTHER BASIS:	40,917.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-40,917.
DESCRIPTION:	1231 LOSS FROM K-1S		
DATE ACQUIRED:	1/01/2016		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2017		
TO WHOM SOLD:			
GROSS SALES PRICE:	0.		
COST OR OTHER BASIS:	102,837.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-102,837.
DESCRIPTION:	ORDINARY GAIN		
DATE ACQUIRED:	1/01/2017		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2017		
TO WHOM SOLD:			
GROSS SALES PRICE:	16,885.		
COST OR OTHER BASIS:	0.		
BASIS METHOD:	COST		
		GAIN (LOSS)	16,885.
		TOTAL \$	<u>-172,539.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

ITEMS SOLD	AMOUNT
	\$ 63,290.
GROSS SALES	\$ 63,290.
LESS RETURNS & ALLOWANCES	0.
NET SALES	\$ 63,290.
LESS COST OF GOODS SOLD	64,696.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 2 (CONTINUED)
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

<u>ITEMS SOLD</u>	<u>AMOUNT</u>
GROSS PROFIT FROM SALES OF INVENTORY	<u>\$ -1,406.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
AP ENERGY INFRASTRUCTURE	\$ -19,356.	\$ 440.	
AP ENERGY INFRASTRUCTURE	239.	239.	
AP ENERGY INFRASTRUCTURE	30.		
AWH OPPORTUNITY FUND I, L	343.	343.	
AWH OPPORTUNITY FUND I, L	-72.	28.	
BURGUNDY EMERGING MARKETS	8,849.	8,849.	
BURGUNDY SMALLER COMPANIE	200.	200.	
COMMERCE STREET CARLYLE P	1,259.	1,007.	
ESPUELA GAS PARTNERS II L	-6,272.		
ESPUELA GAS PARTNERS III	-14,431.		
ESPUELA GAS PARTNERS III	18,044.	18,044.	
ESPUELA GAS PARTNERS III	5,657.		
GRAND ISLE	-440.		
JDM MINERALS LTD	1,425.		
JDM MINERALS LTD	140,179.	140,179.	
LA PLATA LGM CORP	16,207.		
LA PLATA LGM CORP	46,349.		
LCKM INVESTMENT PARTNERSH	8,420.	-3,250.	
LGM RESOURCES	59,361.	59,361.	
LGM STARR COUNTY LP	-1,331.		
MONTAUK TRIGARD FUND IV L	-4,591.	823.	
MONTAUK TRIGARD FUND IV L	475.	475.	
MONTAUK TRIGARD FUND VII	3.	3.	
MONTAUK TRIGARD FUND VII	-55,091.	1,636.	
SALIENT NATURAL RESOURCE	1,520.	1,520.	
SALIENT NATURAL RESOURCE	704.		
TETON MIDSTREAM INFRASTRU	-74,892.		
VENDERRA	8,069.	8,069.	
VENDERRA RESOURCES III, L	19,143.	247.	
WASATCH NATURAL RESOURCE	-198.		
WOODBINE LEGACY INVESTMEN	-69,304.		
TOTAL	<u>\$ 90,498.</u>	<u>\$ 238,213.</u>	<u>\$ 0.</u>

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 4
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PLANNING & ACCOUNTING	\$ 57,149.	\$ 28,575.		\$ 19,054.
TAX PREPARATION	22,133.	16,599.		
TOTAL	\$ 79,282.	\$ 45,174.	\$ 0.	\$ 19,054.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 26,860.	\$ 25,660.		
PROPERTY TAXES	18.	18.		
TOTAL	\$ 26,878.	\$ 25,678.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AP ENERGY INFRASTRUCTURE FUND	\$ 15,898.	\$ 14,135.		
AWH OPPORTUNITY FUND I, L.P.	23,405.	23,405.		
BANK FEES	50.	25.		\$ 17.
BURGUNDY EMERGING MARKETS DST	3,225.	3,225.		
BURGUNDY SMALLER COMPANIES DST	19,191.	19,191.		
COMMERCE STREET CARLYLE PRIVATE EQUITY F	20,247.	18,043.		
ENCAP ENERGY INFRASTRUCTURE TE FEEDER, L	256.	256.		
EUCLID	8,013.	8,013.		
HODGES	16,654.	16,654.		
KAYNE ANDERSEN	1,257.	1,257.		
LAZARD LTD.	16.	16.		
LCKM INVESTMENT PARTNERSHIP LP	73,316.	73,316.		
MONTAUK TRIGARD FUND IV LP	12,603.	12,024.		
MONTAUK TRIGARD FUND VII LP	10,115.	7,540.		
NON-DEDUCTIBLE EXPENSE	584.			
PROPERTY & LIABILITY INSURANCE	22,481.	22,481.		
RENTAL EXPENSES	227,795.	227,294.		
ROYALTY EXPENSE	53,128.	51,412.		
SALIENT NATURAL RESOURCE FUND, L.P.	2,367.			
SANDPOINTE OPPORTUNITIES FUND, LLC	29,192.	27,795.		
SHAFFER CULLEN	16,786.	16,786.		
SILVERCREEK LV STRAT II FUND	4,947.	4,947.		

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TETON MIDSTREAM INFRASTRUCTURE FUND III,				
	\$ 5,398.			
WASATCH NATURAL RESOURCE FUND, LP	5,343.			
WCM	47,001.	\$ 47,001.		
TOTAL	\$ 619,268.	\$ 594,816.	\$ 0.	\$ 17.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GULF COAST WATER CO. 351 SH	MKT VAL	\$ 225,439.	\$ 225,439.
KAYNE ANDERSON EQUITIES (SEE ATCH)	MKT VAL	1,715,247.	1,715,247.
WCM EQUITIES (SEE ATTACHMENT)	MKT VAL	3,792,707.	3,792,707.
SHAFFER CULLEN EQUITIES (SEE ATCH)	MKT VAL	1,295,459.	1,295,459.
TOTAL		\$ 7,028,852.	\$ 7,028,852.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LGM RESOURCES MINERALS	MKT VAL	\$ 192,492.	\$ 192,492.
WASATCH NATURAL RESOURCE FUND, LP	MKT VAL	42,239.	42,239.
TOTAL OTHER INVESTMENTS		\$ 234,731.	\$ 234,731.

OTHER PUBLICLY TRADED SECURITIES

GUGGENHEIM FLOATING RATE	MKT VAL	528,608.	528,608.
MORGAN STANLEY INTERNATIONAL	MKT VAL	2,105,976.	2,105,976.
VANGUARD GROWTH INDEX	MKT VAL	2,589,118.	2,589,118.
VANGUARD 500 INDEX	MKT VAL	1,576,105.	1,576,105.
BARCLAYS BANK ETN	MKT VAL	539,329.	539,329.
WCM SECURITIES	MKT VAL	0.	0.
SHAFFER CULLEN SECURITIES	MKT VAL	0.	0.
EUCLID SECURITIES	MKT VAL	0.	0.
DOUBLELINE TOTAL RETURN FUND	MKT VAL	1,427,802.	1,427,802.
GUGGENHEIM MACRO OPPORTUNITY	MKT VAL	1,598,748.	1,598,748.
HODGES CAPITAL SECURITIES	MKT VAL	0.	0.
OAK RIDGE INTERNATIONAL	MKT VAL	1,004,896.	1,004,896.
ISHARES TAIWAN ETF (SHAFFER CULLEN)	MKT VAL	45,987.	45,987.
ISHARES SOUTH KOREA ETF (SHAFFER CULLEN)	MKT VAL	23,978.	23,978.
VANGUARD HIGH DIVIDEND YIELD ETF (CSIM)	MKT VAL	14,985.	14,985.
VANGUARD 500 (CSIM)	MKT VAL	124,591.	124,591.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER
OTHER PUBLICLY TRADED SECURITIES

VANGUARD MID CAP	MKT VAL	\$ 174,963.	\$ 174,963.
VANGUARD SMALL CAP (CSIM)	MKT VAL	54,946.	54,946.
VANGUARD REIT (CSIM)	MKT VAL	10,139.	10,139.
ISHARES MSCI EAFE SMALL CAP (CSIM)	MKT VAL	25,284.	25,284.
VANGUARD DEVELOPED MARKETS (CSIM)	MKT VAL	65,500.	65,500.
ISHARES CORE EMERGING MARKETS (CSIM)	MKT VAL	25,434.	25,434.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 11,936,389.</u>	<u>\$ 11,936,389.</u>

OTHER SECURITIES

CALLABLE YIELD NOTES (SEE ATCH)	MKT VAL	863,015.	863,015.
WARD TRUST	MKT VAL	500.	500.
LCKM INVESTMENT PARTNERSHIP LP	MKT VAL	4,824,574.	4,824,574.
SANDPOINTE OPPORTUNITIES FUND, LLC	MKT VAL	1,122,440.	1,122,440.
TETON MIDSTREAM INFRASTRUCTURE FUND III,	MKT VAL	302,296.	302,296.
AP ENERGY INFRASTRUCTURE FUND	MKT VAL	1,836,456.	1,836,456.
ENCAP ENERGY INFRASTRUCTURE TE	MKT VAL	156,709.	156,709.
SILVERCREEK LOW VOLUME STRATEGIES II	MKT VAL	450,683.	450,683.
COMMERCE STREET CARLYLE PRIVATE	MKT VAL	881,861.	881,861.
BURGUNDY SMALLER COMPANIES DST	MKT VAL	1,745,878.	1,745,878.
WOODBINE LEGACY INVESTMENT PARTNERSHIP,	MKT VAL	1,896,199.	1,896,199.
ESPUELA GAS PARTNERS II LP	MKT VAL	0.	0.
MONTAUK TRIGUARD FUND IV, LP	MKT VAL	546,052.	546,052.
MONTAUK TRIGUARD FUND VII, LP	MKT VAL	761,636.	761,636.
ESPUELA GAS PARTNERS III LP	MKT VAL	308,591.	308,591.
BURGUNDY EMERGING MARKETS DST	MKT VAL	1,713,220.	1,713,220.
AWH OPPORTUNITY FUND	MKT VAL	2,680,662.	2,680,662.
SALIENT NATURAL RESOURCE	MKT VAL	158,332.	158,332.
VENDERA RESOURCES III, LP	MKT VAL	296,915.	296,915.
SENIOR DOLLAR LOAN FUND	MKT VAL	1,894,574.	1,894,574.
DISTRESSED MANAGERS IV OFFSHORE	MKT VAL	398,115.	398,115.
LOCUSTWOOD CAPITAL OFFSHORE,	MKT VAL	1,352,705.	1,352,705.
MEDALIST PARTNERS HARVEST FUND,	MKT VAL	657,010.	657,010.
SEER CAPITAL PARTNERS OFFSHORE	MKT VAL	856,006.	856,006.
ATLAS ENHANCED OFFSHORE FUND,	MKT VAL	1,097,881.	1,097,881.
BLACKGOLD FUND	MKT VAL	0.	0.
TOTAL OTHER SECURITIES		<u>\$ 26,802,310.</u>	<u>\$ 26,802,310.</u>

CLOSELY-HELD EQUITY INTERESTS

LA PLATA COUNTY LGM CORP	MKT VAL	223,994.	223,994.
LGM RESOURCES STARR COUNTY LP	MKT VAL	469.	469.
GRAND ISLE	MKT VAL	345.	345.
225 CANYON ROAD LIMITED	MKT VAL	2,049,606.	2,049,606.
LONE STAR RACE PARK, LTD	MKT VAL	2,000.	2,000.
JDM MINERALS LTD	MKT VAL	623,448.	623,448.
TOTAL CLOSELY-HELD EQUITY INTERESTS		<u>\$ 2,899,862.</u>	<u>\$ 2,899,862.</u>
TOTAL		<u>\$ 41,873,292.</u>	<u>\$ 41,873,292.</u>

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

TOTAL \$ 634,919.
\$ 634,919.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MORGAN STANLEY INTL EQTY FD CL I	PURCHASED	1/01/2016	9/11/2017
2	VANGUARD 500 INDEX FD ADMIRAL SHRS	PURCHASED	1/01/2016	9/11/2017
3	VANGUARD GROWTH INDEX FD ADMIRAL	PURCHASED	1/01/2016	9/11/2017
4	VANGUARD GROWTH INDEX FD ADMIRAL	PURCHASED	1/01/2016	11/20/2017
5	UBS - CYN - *0892 (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
6	UBS - SC - *7064 ST (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
7	UBS - SC - *7064 LT (SEE ADDENDUM)	PURCHASED	1/01/2016	12/31/2017
8	UBS - WCM - *7063 ST (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
9	UBS - WCM - *7063 LT (SEE ADDENDUM)	PURCHASED	1/01/2016	12/31/2017
10	UBS - KA - *0646 ST (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
11	UBS - KA - *0646 LT (SEE ADDENDUM)	PURCHASED	1/01/2016	12/31/2017
12	DAL - HOD - *5577 ST (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
13	DAL - HOD - *5577 LT (SEE ADDENDUM)	PURCHASED	1/01/2016	12/31/2017
14	DAL - HOD - LAZARD	PURCHASED	1/01/2017	12/31/2017
15	DAL - EUC - *7061 ST (SEE ADDENDUM)	PURCHASED	1/01/2017	12/31/2017
16	DAL - EUC - *7061 LT (SEE ADDENDUM)	PURCHASED	1/01/2016	12/31/2017
17	CLASS ACTION SETTLEMENTS	PURCHASED	1/01/2016	12/31/2017
18	MEDALIST STRUCTURED CREDIT HARVEST FUND	PURCHASED	1/01/2016	12/31/2017
19	SEER CAPITAL	PURCHASED	1/01/2016	12/31/2017
20	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	106,523.		114,648.	-8,125.				\$ -8,125.
2	76,728.		33,401.	43,327.				43,327.
3	178,682.		78,213.	100,469.				100,469.
4	999,975.		422,355.	577,620.				577,620.
5	1000000.		1000000.	0.				0.
6	82,901.		78,891.	4,010.				4,010.
7	353,967.		349,912.	4,055.				4,055.
8	157,176.		164,895.	-7,719.				-7,719.
9	844,244.		732,220.	112,024.				112,024.
10	875,889.		842,534.	33,355.				33,355.
11	896,234.		748,198.	148,036.				148,036.
12	634,719.		565,308.	69,411.				69,411.
13	408,538.		395,579.	12,959.				12,959.
14	69,340.		59,649.	9,691.				9,691.
15	977,016.		908,604.	68,412.				68,412.
16	539,385.		442,345.	97,040.				97,040.
17	142.		0.	142.				142.
18	450,000.		439,599.	10,401.				10,401.
19	150,000.		111,581.	38,419.				38,419.
20								759,965.
								TOTAL \$ 2073492.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 11
FORM 990-PF, PART VI, PENALTY AND INTEREST
BALANCE DUE

TAX DUE	\$	8,089.
LATE PAYMENT PENALTY		238.
LATE INTEREST		203.
TOTAL	\$	<u>8,530.</u>

STATEMENT 12
FORM 990-PF, PART VIII
COMPENSATION EXPLANATION

J.V. SMITH, PROFESSIONAL CORPORATION

JERRY V. SMITH IS THE 100% OWNER OF J.V. SMITH, PROFESSIONAL CORPORATION. THIS COMPANY PROVIDED SERVICES TO THE FOUNDATION IN PURSUIT OF ITS EXEMPT PURPOSE RELATED TO BOOKKEEPING AND TAX PREPARATION. THESE FUNCTIONS WERE BILLED OUT AT THE SAME RATE AS THE SERVICES THE COMPANY PROVIDED TO OTHER CLIENTS. THE MAJORITY OF THESE FEES WENT TO PAY JVSPC EMPLOYEES AND CONTRACTORS.

STATEMENT 13
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	JERRY V. SMITH, TRUSTEE
NAME:	J. V. SMITH PROFESSIONAL CORPORATION
CARE OF:	16250 KNOLL TRAIL DRIVE, SUITE 110
STREET ADDRESS:	DALLAS, TX 75248
CITY, STATE, ZIP CODE:	972-248-2200
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE INTERNAL REVENUE CODE ORGANIZATION STATUS.
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	MUST BE AN IRC QUALIFIED CHARITABLE ORGANIZATION-THE FOUNDATION CONTRIBUTES TO IRC CHARITABLE ORGANIZATIONS, FOCUSING PRIMARILY ON (I) QUALIFIED CHARITABLE ORGANIZATION THAT ADMINISTER THE FUNDING OF PROGRAMS THAT PROVIDE EDUCATIONAL AND MEDICAL BENEFITS TO CHILDREN, (II) QUALIFIED CHARITABLE ORGANIZATIONS THAT ADMINISTER THE FUNDING OF STUDENT SCHOLARSHIPS, AND (III) GRANTS TO THE SOUTHWESTERN MEDICAL FOUNDATION.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
INVOLVED FOR LIFE, INC. 525 N. ERVAY STREET DALLAS TX 75201		PC	DOWNTOWN PREGNANCY CENTER	\$ 25,000.
ALCUIN SCHOOL 6144 CHURCHILL WAY DALLAS TX 75230		PC	WHEREVER IT IS NEEDED MOST.	25,000.
FIRST LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO TX 75075		PC	WHEREVER IT IS NEEDED MOST.	150,000.
THE MEN OF NEHEMIAH 2010 AL LIPSCOMB WAY DALLAS TX 75215		PC	WHEREVER IT IS NEEDED MOST.	150,000.
ST. PHILIP'S SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS TX 75215		PC	WHEREVER IT IS NEEDED MOST.	25,000.
SCHOLARSHOT, INC. 2904 SWISS AVENUE DALLAS TX 75204		PC	WHEREVER IT IS NEEDED MOST.	25,000.
MOMENTOUS INSTITUTE 9705 HARRY HINES BLVD. DALLAS TX 75220		PC	WHEREVER IT IS NEEDED MOST.	100,000.
UNIVERSITY OF NORTH TEXAS 1155 UNION CIRCLE #311250 DENTON TX 76203		PC	THE LUPE MURCHISON BIOMEDICAL ENGINEERING FUND	300,000.
FOSTER'S HOME FOR CHILDREN PO BOX 978 STEPHENVILLE TX 76401		PC	WHEREVER IT IS NEEDED MOST.	25,000.
CENTER FOR STUDY OF NEW TESTAMENT 2001 WEST PLANO PKWY., SUITE 1043 PLANO TX 75075		PC	WHEREVER IT IS NEEDED MOST.	25,000.
SOUTHWESTERN MEDICAL FOUNDATION 3889 MAPLE AVENUE, SUITE 100 DALLAS TX 75219		PC	THE LUPE MURCHISON ENDOWED FUND FOR BRAIN RESEARCH	500,000.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 14 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RESTORATION OUTREACH OF DALLAS 4209 SAMUELL BLVD. DALLAS TX 75228		PC	WHEREVER IT IS NEEDED MOST.	\$ 25,000.
SEARCH MINISTRIES, INC. 5304 LAKELAND DRIVE FRISCO TX 75035		PC	WHEREVER IT IS NEEDED MOST.	50,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS TX 75204		PC	RESTRICTED TO LMF ENDOWMENT SCHOLARSHIP	50,000.
METHODIST HEALTH SYSTEM FOUNDATION PO BOX 655999 DALLAS TX 75265		PC	RESTRICTED TO ROBERT S. FOLSOM WELLNESS CENTER	250,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS TX 75236		PC	WHEREVER IT IS NEEDED MOST.	50,000.
TEXAS HEALTH RESOURCES FOUNDATION 612 E. LAMAR BLVD., SUITE 300 ARLINGTON TX 76011		PC	WHEREVER IT IS NEEDED MOST.	75,000.
MERCY STREET 3801 HOLYSTONE DALLAS TX 75212		PC	WHEREVER IT IS NEEDED MOST.	100,000.
COUNCIL FOR LIFE 4516 LOVERS LANE, PNB NO 103 DALLAS TX 75225		PC	WHEREVER IT IS NEEDED MOST.	25,000.
SMU CATHOLIC CAMPUS MINISTRY 3057 UNIVERSITY BLVD. DALLAS TX 75205		PC	WHEREVER IT IS NEEDED MOST.	25,000.
CORNERSTONE CROSSROADS ACADEMY P.O. BOX 151062 DALLAS TX 75315		PC	WHEREVER IT IS NEEDED MOST.	25,000.
CRISTO REY DALLAS HIGH SCHOOL, INC. 1064 N. ST. AUGUSTINE DALLAS TX 75217		PC	WHEREVER IT IS NEEDED MOST.	25,000.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 14 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ADVOCATES FOR COMMUNITY TRANSFORMATION P.O. BOX 225225 DALLAS TX 75222		PC	WHEREVER IT IS NEEDED MOST.	\$ 50,000.
HEROIC MEDIA 5440 HARVEST HILL ROAD, SUITE 210 DALLAS TX 75230		PC	WHEREVER IT IS NEEDED MOST.	25,000.
CATHOLIC PRO-LIFE COMMITTEE P.O. BOX 803541 DALLAS TX 75380		PC	WHEREVER IT IS NEEDED MOST.	25,000.
OVERSEAS COUNCIL INTERNATIONAL, INC. 205 REGENCY EXECUTIVE PARK DRIVE CHARLOTTE NC 28217		PC	WHEREVER IT IS NEEDED MOST.	25,000.
NEW HOPE LEARNING CENTER 907 WEST MAIN STREET LEWISVILLE TX 75067		PC	WHEREVER IT IS NEEDED MOST.	25,000.
CITY SQUARE 4000 EAST SIDE AVENUE DALLAS TX 75226		PC	WHEREVER IT IS NEEDED MOST.	25,000.
THE SALVATION ARMY 8787 N. STEMMONS FREEWAY, SUITE 800 DALLAS TX 75247		PC	DOING THE MOST GOOD LUNCHEON	25,000.
CHILDREN'S MEDICAL CENTER FOUNDATION 2777 N STEMMONS FWY # 700 DALLAS TX 75207		PC	WHEREVER IT IS NEEDED MOST.	125,000.
ALLOCATED CHARITABLE FROM K-1S 100 SAINT PAUL STREET, SUITE 700 DENVER CO 80206		PC	WHEREVER IT IS NEEDED MOST.	163.

TOTAL \$ 2,375,163.

LUPE MURCHISON FOUNDATION

75-2953224

STATEMENT 15
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
AP ENERGY INFRASTRUCTURE			15	\$ 239.	
AP ENERGY INFRASTRUCTURE	211110	\$ 30.			
AP ENERGY INFRASTRUCTURE	221000	-20,456.	14	440.	\$ 660.
AWH OPPORTUNITY FUND I, L			15	343.	
AWH OPPORTUNITY FUND I, L	523000	-100.	14	28.	
BURGUNDY EMERGING MARKETS			14	8,849.	
BURGUNDY SMALLER COMPANIE	523000		14	200.	
COMMERCE STREET CARLYLE P	551112	252.	14	1,007.	
ESPUELA GAS PARTNERS II L	211130	-6,272.			
ESPUELA GAS PARTNERS III			15	18,044.	
ESPUELA GAS PARTNERS III	211110	5,657.			
ESPUELA GAS PARTNERS III	211130	-14,431.			
GRAND ISLE	211110	-440.			
JDM MINERALS LTD			15	140,179.	
JDM MINERALS LTD	211110	1,425.			
LA PLATA LGM CORP	211110	16,207.			
LA PLATA LGM CORP	211110	46,349.			
LCKM INVESTMENT PARTNERSH	551112	11,670.	14	-3,250.	
LGM RESOURCES			15	59,361.	
LGM STARR COUNTY LP	211110	-1,331.			
MONTAUK TRIGARD FUND IV L			15	475.	
MONTAUK TRIGARD FUND IV L	551112	-5,480.	14	823.	66.
MONTAUK TRIGARD FUND VII			15	3.	
MONTAUK TRIGARD FUND VII	551112	-56,727.	14	1,636.	
SALIENT NATURAL RESOURCE			15	1,520.	
SALIENT NATURAL RESOURCE	211110	704.			
TETON MIDSTREAM INFRASTRU	211110	-74,892.			
VENDERRA			15	8,069.	
VENDERRA RESOURCES III, L	211110	18,896.	14	247.	
WASATCH NATURAL RESOURCE	211110	-198.			
WOODBINE LEGACY INVESTMEN	721110	-69,304.			
TOTAL		\$ -148,441.		\$ 238,213.	\$ 726.