

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

Name of foundation BEAL FOUNDATION		A Employer identification number 75-6034480	
Number and street (or P O box number if mail is not delivered to street address) 104 S PECOS		Room/suite	B Telephone number (see instructions) (432) 571-4960
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79701		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 53,561,606	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,400,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	162,160	4,608		
	4 Dividends and interest from securities	474,906	474,906		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	1,918,219			
	b Gross sales price for all assets on line 6a _____ 13,336,264				
	7 Capital gain net income (from Part IV, line 2)		1,918,219		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,406,076	7,405,659		
	12 Total. Add lines 1 through 11	11,361,361	9,803,392		
	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)				
	b Accounting fees (attach schedule)	12,675	9,506		3,169
	c Other professional fees (attach schedule)	439,447	329,586		109,862
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	733,248	558,232		0
	19 Depreciation (attach schedule) and depletion	28,121	28,121		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	125,455	124,592		863
	24 Total operating and administrative expenses. Add lines 13 through 23	1,338,946	1,050,037		113,894
	25 Contributions, gifts, grants paid	3,189,712			3,189,712
	26 Total expenses and disbursements. Add lines 24 and 25	4,528,658	1,050,037		3,303,606
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,832,703			
	b Net investment income (if negative, enter -0-)		8,753,355		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing				2	2
	2	Savings and temporary cash investments	7,763,577	6,963,368		6,963,368	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	25,218,912	31,417,355		36,295,812	
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	337,629	1,772,096		10,302,424		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	33,320,118	40,152,821		53,561,606		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	33,320,118	40,152,821			
30	Total net assets or fund balances (see instructions)	33,320,118	40,152,821				
31	Total liabilities and net assets/fund balances (see instructions) .	33,320,118	40,152,821				

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 33,320,118
2	Enter amount from Part I, line 27a	2 6,832,703
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 40,152,821
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 40,152,821

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,918,219
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	2,902,056	41,187,992	0 070459
2015	2,557,531	31,056,087	0 082352
2014	3,644,810	30,036,648	0 121345
2013	1,813,455	20,046,473	0 090463
2012	1,452,900	19,034,594	0 076329
2 Total of line 1, column (d)			2 0 440948
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 088190
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 47,566,349
5 Multiply line 4 by line 3			5 4,194,876
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 87,534
7 Add lines 5 and 6			7 4,282,410
8 Enter qualifying distributions from Part XII, line 4			8 3,303,606

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	175,067
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	175,067
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	175,067
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	173,642
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	226,642
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	618
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	50,957
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 50,957 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MR MARK LOWE PROSPERITY BANK Telephone no (432) 571-4960			

Located at **509 W WALL ST MIDLAND TX** ZIP+4 **79701**

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
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **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	
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	32,162,054
b	Average of monthly cash balances.	1b	5,826,232
c	Fair market value of all other assets (see instructions).	1c	10,302,424
d	Total (add lines 1a, b, and c).	1d	48,290,710
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	48,290,710
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	724,361
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	47,566,349
6	Minimum investment return. Enter 5% of line 5.	6	2,378,317

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	2,378,317
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	175,067
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	175,067
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,203,250
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,203,250
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	2,203,250

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	3,303,606
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,303,606
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	3,303,606

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				2,203,250
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.	547,440			
b From 2013.	882,255			
c From 2014.	2,267,306			
d From 2015.	1,113,475			
e From 2016.	914,612			
f Total of lines 3a through e.	5,725,088			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,303,606				
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.				2,203,250
e Remaining amount distributed out of corpus	1,100,356			
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	6,825,444			
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). . . .	547,440			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,278,004			
10 Analysis of line 9				
a Excess from 2013.	882,255			
b Excess from 2014.	2,267,306			
c Excess from 2015.	1,113,475			
d Excess from 2016.	914,612			
e Excess from 2017.	1,100,356			

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))

CARLTON BEAL JR

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

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

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

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

SPENCER E BEAL
104 S PECOS
MIDLAND, TX 79701
(432) 682-3753

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

THE BEAL FOUNDATION HAS APPLICATION FORMS WHICH MAY BE OBTAINED FROM MR BEAL. INFORMATION REQUIRED IS DETAILED IN THE APPLICATION FORM INSTRUCTIONS. REPEAT RECIPIENTS MUST SUBMIT THEIR APPLICATIONS TWO WEEKS PRIOR TO THE SEMI-ANNUAL TRUSTEE MEETINGS HELD ON APRIL 1 AND NOVEMBER 1. FIRST TIME APPLICANTS MUST SUBMIT THEIR APPLICATIONS FOUR WEEKS PRIOR

c Any submission deadlines

FOUR WEEKS PRIOR TO APRIL 1 AND NOVEMBER 1 FOR NEW APPLICANTS

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

NO RESTRICTIONS ON GRANTS, HOWEVER, THE BEAL FOUNDATION GIVES FIRST CONSIDERATION TO CHARITABLE ORGANIZATIONS WITHIN THE MIDLAND, TEXAS AREA. GRANTS ARE BASED ON NEED AND AVAILABILITY OF FUNDS WITHIN THE FOUNDATION

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	3,189,712
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)

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

		Yes	No
--	--	-----	----

--	--	--

1a(1)	No
--------------	-----------

1a(2)	No
-------	----

--	--	--

1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

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.

**Sign
Here**

* * * * *

2018-11-02

* * * * *

May the IRS discuss this
return
with the preparer shown
below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAURA A BUCKNER

Preparer's Signature

Date _____

Check if self-employed ► ☐

PTIN

P01201396

Firm's name ▶	BUCKNER & TILLEY PC
---------------	---------------------

Firm's address ► 705 N LORAIN ST
MIDLAND, TX 79701

Firm's EIN ► 20-4071508

Phone no (432) 687-5577

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
WARD/WINKLER COUNTY MINERALS	P		
RBC 7465	P		
RBC 7465	P		
RBC 7474	P		
RBC 7474	P		
RBC 7507	P		
RBC 7507	P		
RBC 7508	P		
RBC 7508	P		
RBC 7323	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
436,927			436,927
22,510		20,783	1,727
252,042		190,807	61,235
1,520,380		1,323,760	196,620
50,580		33,684	16,896
79,611		83,456	-3,845
249,621		211,639	37,982
128,102		119,122	8,980
1,061,236		743,278	317,958
1,656,445		1,666,609	-10,164

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			436,927
			1,727
			61,235
			196,620
			16,896
			-3,845
			37,982
			8,980
			317,958
			-10,164

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
RBC 7323	P		
RBC 7463	P		
RBC 7463	P		
RBC 7469	P		
RBC 7469	P		
RBC 7503	P		
RBC 7503	P		
RBC 9608	P		
RBC 9608	P		
RBC 9732	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,676,102		2,670,484	5,618
177,540		193,264	-15,724
994,236		658,849	335,387
226,149		221,731	4,418
383,223		378,516	4,707
33,012		49,662	-16,650
343,350		329,529	13,821
146,536		123,688	22,848
492,989		472,803	20,186
23,934		18,500	5,434

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			5,618
			-15,724
			335,387
			4,418
			4,707
			-16,650
			13,821
			22,848
			20,186
			5,434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
RBC 9732	P		
RBC 5442	P		
RBC 5442	P		
RBC 4057	P		
RBC 4060	P		
RBC 4071	P		
RBC 4072	P		
RBC 4073	P		
RBC 4077	P		
RBC 4079	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
238,027		340,672	-102,645
63,377		55,825	7,552
264,575		266,917	-2,342
201,178		183,448	17,730
201,643		169,589	32,054
68,772		70,472	-1,700
238,041		227,854	10,187
158,860		162,847	-3,987
98,870		92,994	5,876
51,610		42,280	9,330

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-102,645
			7,552
			-2,342
			17,730
			32,054
			-1,700
			10,187
			-3,987
			5,876
			9,330

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
RBC 4079	P		
RBC 4080	P		
RBC 4084	P		
RBC 0560	P		
RBC 1016	P		
RBC WASH SALES	P		
RBC WASH SALES	P		
RBC ADJUSTMENT	P		
PTP PARTNERSHIP ST CAPITAL GAIN	P		
PTP PARTNERSHIP LT CAPITAL GAIN	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,174		1,831	343
49,835		48,576	1,259
226,747		221,535	5,212
12,037		11,179	858
12,097		11,185	912
4,890			4,890
22,835			22,835
		677	-677
550			550
4,362			4,362

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			343
			1,259
			5,212
			858
			912
			4,890
			22,835
			-677
			550
			4,362

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PTP ADJUSTMENTS TO BASIS ST	P		
PTP ADJUSTMENTS TO BASIS LT	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,951			2,951
66,939			66,939
391,369			391,369

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,951
			66,939
			391,369

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CARLTON BEAL JR	CHAIRMAN 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
SPENCER BEAL	TRUSTEE 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
KELLY BEAL	TRUSTEE 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
BARRY BEAL JR	TRUSTEE 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
STUART BEAL	TRUSTEE 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
LARRY BELL	TRUSTEE 0 00	0	0	0
PO BOX 10649 MIDLAND, TX 79702				
ELIZABETH BEAL DAVENPORT	TRUSTEE 0 00	0	0	0
1908 NORTH L STREET MIDLAND, TX 79705				
MARK LOWE CO PROSPERITY BANK	SECRETARY/TREASURER 0 00	0	0	0
509 W WALL ST MIDLAND, TX 79701				
KARLENE BEAL GARBER	TRUSTEE 0 00	0	0	0
415 20TH STREET SANTA MONICA, CA 90402				
STEVE HOFER CO COTTON BLED SOE	TRUSTEE 0 00	0	0	0
PO BOX 50174 MIDLAND, TX 79710				
STEPHEN BEAL	TRUSTEE 0 00	0	0	0
104 S PECOS MIDLAND, TX 79701				
LAURA BUCKNER	TRUSTEE 0 00	0	0	0
705 N LORAIN E ST MIDLAND, TX 79701				

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>				
AGAPE COUNSELING SERVICES OF WEST TEXAS 3500 NORTH A STREET SUITE 2400 MIDLAND, TX 79705		PC	OPERATING FUNDS	45,000
AMERICAN CENTER FOR LAW AND JUSTICE PO BOX 90555 WASHINGTON, DC 20090		PC	OPERATING FUNDS	1,000
AMERICAN DIABETES ASSOCIATION 3001 N LOOP 250 N STE C-105 158 MIDLAND, TX 79705		PC	OPERATING FUNDS	15,000
Total ► 3a				3,189,712

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				
APHASIA CENTER OF WEST TEXAS INC 5214 THOMASON DR MIDLAND, TX 79703		PC	OPERATING FUNDS	12,000
ASPEN COUNTY DAY SCHOOL 85 COUNTRY DAY WAY ASPEN, CO 81611		PC	OPERATING FUNDS	5,000
ASPEN VALLEY HOSPITAL FOUNDATION 0401 CASTLE CREEK RD ASPEN, CO 81611		PC	OPERATING FUNDS	11,212
Total ▶ 3a				3,189,712

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>				
AVON OLD FARMS SCHOOLS 5100 OLD FARMS RD AVON, CT 06001		PC	OPERATING FUNDS	3,500
BILLY GRAHAM EVANGELICAL ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201		PC	OPERATING FUNDS	2,000
BOYS & GIRLS CLUB OF MIDLAND PO BOX 284 MIDLAND, TX 79702		PC	OPERATING FUNDS	12,000
Total ► 3a				3,189,712

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>				
BREAKING BREAD KITCHEN PO BOX 9402 MIDLAND, TX 79708		PC	OPERATING FUNDS	1,000
BUCKNER CHILDREN AND FAMILY SERVICES 425 W PECAN ST MIDLAND, TX 79705		PC	OPERATING FUNDS	20,000
BUSH TENNIS CENTER 5700 BRIARWOOD AVENUE MIDLAND, TX 79701		PC	OPERATING FUNDS	20,000
Total ► 3a				3,189,712

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>				
BYNUM SCHOOLPO BOX 80175 MIDLAND, TX 79708		PC	OPERATING FUNDS AND CAPITAL FUNDS	25,000
CARBONDALE COMMUNITY SCHOOL 1505 SATANK RD CARBONDALE, CO 81623		PC	OPERATING FUNDS	10,000
CASA DE AMIGOS OF MIDLAND 1101 E GARDEN LANE MIDLAND, TX 79701		PC	OPERATING FUNDS	18,000
Total ▶ 3a				3,189,712

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND, TX 79701		PC	CAPITAL FUNDS	35,000
CENTERS FOR CHILDREN AND FAMILIES 3701 ANDREWS HWY MIDLAND, TX 79703		PC	OPERATING FUNDS	16,000
CHILDREN'S HOSPITAL - LOS ANGELES 4650 SUNSET BLVD MS 29 LOS ANGELES, CA 90027		PC	OPERATING FUNDS	35,000
Total ▶ 3a				3,189,712

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				
CHILDREN'S INSTITUTE INC 2121 W TEMPLE ST LOS ANGELES, CA 90026		PC	OPERATING FUNDS	15,000
CHINA AID ASSOCIATION 3107 E 21ST STREET ODESSA, TX 79761		PC	OPERATING FUNDS	1,000
CHRISTMAS IN ACTION MIDLAND PO BOX 3744 MIDLAND, TX 79702		PC	OPERATING FUNDS	9,000
Total ▶ 3a				3,189,712

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>				
COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN PO BOX 10532 MIDLAND, TX 79702		PC	OPERATING FUNDS	30,000
COMMUNITY BIBLE STUDY 790 STOUT RD COLORADO SPRINGS, CO 80921		PC	OPERATING FUNDS	5,000
COMMUNITY CHILDREN'S CLINIC PO BOX 3328 MIDLAND, TX 79702		PC	OPERATING FUNDS	30,000
Total ► 3a				3,189,712

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>				
CRIME STOPPERS OF MIDLAND INC PO BOX 1882 MIDLAND, TX 79702		PC	OPERATING FUNDS	9,000
EAST WEST MINISTRIES 2001 W PLANO PKWY STE 3000 PLANO, TX 75075		PC	OPERATING FUNDS	20,000
EMMANUEL CHAPEL O BOX 301 SOUTH FORK, CO 81154		PC	OPERATING FUNDS	15,000
Total ▶ 3a				3,189,712

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>				
FAIR HAVENS 2400 WHITMIRE BLVD STE 100 MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
FAMILY PROMISE OF MIDLAND 3500 NORTH A STREET MIDLAND, TX 79705		PC	OPERATING FUNDS	32,000
FELLOWSHIP OF CHRISTIAN ATHLETES 3500 NORTH A STREET STE 2600 MIDLAND, TX 79705		PC	OPERATING FUNDS	11,000
Total ▶ 3a				3,189,712

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>				
FIRST PRESBYTERIAN CHURCH MIDLAND 800 W TEXAS AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	220,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80902		PC	OPERATING FUNDS	10,000
FORT CHADBOURNE FOUNDATION 651 FORT CHADBOURNE ROAD BRONTE, TX 76933		PC	OPERATING FUNDS	10,000
Total ► 3a				3,189,712

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>				
FREE WHEELCHAIR MISSION PO BOX 52001 DEPT 921 PHOENIX, AZ 85072		PC	OPERATING FUNDS	5,000
GEORGE W BUSH CHILDHOOD HOME INC PO BOX 8586 MIDLAND, TX 79708		PC	CAPITAL FUNDS	5,000
GIFTS OF HOPEP O BOX 1323 MIDLAND, TX 79702		PC	OPERATING FUNDS	2,000
Total ▶ 3a				3,189,712

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>				
GLADNEY CENTER FOR ADOPTION 410 W OHIO AVE STE 203 MIDLAND, TX 79701		PC	OPERATING FUNDS	5,000
GUADALUPE RADIO NETWORK LA PROMESA FOUNDATION 1406 E GARDEN LN MIDLAND, TX 79701		PC	OPERATING FUNDS	5,000
HELPING HANDS OF MIDLAND CO ST STEPHENS 1301 BRINSON LANE MIDLAND, TX 79703		PC	OPERATING FUNDS	25,000
Total ▶ 3a				3,189,712

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>				
HERITAGE SCHOOL 310 SMOKEHOUSE RD FREDERICKSBURG, TX 78624		PC	OPERATING FUNDS	20,000
HIGH SKY CHILDREN'S RANCH 8701 WEST COUNTRY ROAD 60 MIDLAND, TX 79707		PC	OPERATING FUNDS	604,000
HILLCREST SCHOOL2800 N A ST MIDLAND, TX 79705		PC	OPERATING FUNDS AND CAPITAL FUNDS	30,000
Total ▶ 3a				3,189,712

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON METHODIST HOSPITAL FOUNDATION PO BOX 4384 HOUSTON, TX 77210		PC	OPERATING FUNDS	10,000
I-20 WILDLIFE PRESERVE PO BOX 2906 MIDLAND, TX 79702		PC	OPERATING FUNDS	5,000
JEFF DAVIS COUNTY AMBULANCE SERVICE PO BOX 1063 FORT DAVIS, TX 79734		PC	OPERATING FUNDS	20,000
Total ► 3a				3,189,712

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>				
JUNIOR ACHIEVEMENT OF WEST TEXAS INC 306 W WALL SUITE 827 MIDLAND, TX 79701		PC	OPERATING FUNDS	25,000
MAKE-A-WISH NORTH TEXAS 407 N BIG SPRING ST SUITE 208 MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
MANOR PARKINC 2208 NORTH LOOP 250 WEST MIDLAND, TX 79705		PC	CAPITAL FUNDS	76,000
Total ► 3a				3,189,712

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>				
MARC INC2701 NORTH A ST MIDLAND, TX 79705		PC	OPERATING FUNDS AND CAPITAL FUNDS	102,000
MERCY SHIPSPO BOX 1930 LINDALE, TX 75771		PC	OPERATING FUNDS	5,000
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705		PC	OPERATING FUNDS	160,000
Total ▶ 3a				3,189,712

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>				
MIDLAND COMMUNITY THEATRE INC 2000 W WADLEY MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
MIDLAND COUNTY PUBLIC LIBRARY FOUNDATION 301 W MISSOURI AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
MIDLAND HABITAT FOR HUMANITY PO BOX 2555 MIDLAND, TX 79702		PC	OPERATING FUNDS	52,000
Total ► 3a				3,189,712

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>				
MIDLAND ISD EDUCATION FOUNDATION PO BOX 73 MIDLAND, TX 79702		PC	OPERATING FUNDS	15,000
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701		PC	OPERATING FUNDS	85,000
MIDLAND RAPE CRISIS CENTER & CAC PO BOX 10081 MIDLAND, TX 79702		PC	OPERATING FUNDS	50,000
Total ▶ 3a				3,189,712

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>				
MIDLAND-ODESSA SYMPHONY & CHORALE INC PO BOX 60658 MIDLAND, TX 79711		PC	OPERATING FUNDS	30,000
MIDLANDODESSA AREA AIDS SUPPORT INC 214 W TEXAS AVE SUITE 903 MIDLAND, TX 79701		PC	OPERATING FUNDS	25,000
MISSION HEALTH CARE INC 3500 NORTH A STREET SUITE 1300 MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
Total ► 3a				3,189,712

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>				
MISSION MESSIAH1213 W 2ND STREET ODESSA, TX 79762		PC	OPERATING FUNDS	5,000
MUSCULAR DYSTROPHY ASSOCIATION 600 N MARIENFELD ST SUITE 840 MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
MUSEUM OF THE SOUTHWEST 1705 W MISSOURI AVE MIDLAND, TX 79701		PC	OPERATING FUNDS	45,000
Total ▶ 3a				3,189,712

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>				
ODESSA CHRISTMAS IN ACTION INC PO BOX 15075 ODESSA, TX 79768		PC	CAPITAL FUNDS	8,000
PALMER DRUG ABUSE PROGRAM MIDLAND TX INC 1208 W WALL MIDLAND, TX 79701		PC	OPERATING FUNDS	30,000
PARTNERS RELIEF AND DEVELOPMENT PO BOX 912418 DENVER, CO 80921		PC	OPERATING FUNDS	20,000
Total ► 3a				3,189,712

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>				
PERMIAN BASIN AREA FOUNDATION - AMY BELL FUND 200 N LORAIN STE 500 MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701		PC	OPERATING FUNDS	10,000
POLWARTH MINISTRIES 3512 STURGIS LANE WACO, TX 76708		PC	OPERATING FUNDS	15,000
Total ▶ 3a				3,189,712

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>				
PRINCE OF PEACE CATHOLIC COMMUNITY 5100 W PLANO PARKWAY PLANO, TX 75093		PC	OPERATING FUNDS	3,500
RECORDING LIBRARY OF WEST TEXAS 3500 NORTH A STREET SUITE 2800 MIDLAND, TX 79705		PC	OPERATING FUNDS	15,000
RED RIVER MINISTRIES 3112 WINDSOR ROAD SUITE A112 AUSTIN, TX 78703		PC	OPERATING FUNDS	1,000
Total ► 3a				3,189,712

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>				
ROCK THE DESERT MINISTRIES INC PO BOX 61377 MIDLAND, TX 79711		PC	OPERATING FUNDS	15,000
ROPE YOUTH 3500 W GOLF COURSE ROAD MIDLAND, TX 79703		PC	OPERATING FUNDS	25,000
SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND, TX 79702		PC	OPERATING FUNDS	51,000
Total ▶ 3a				3,189,712

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>				
SALVATION ARMYPO BOX 594 MIDLAND, TX 79702		PC	OPERATING FUNDS	5,000
SAMARITAN COUNSELING CENTER PO BOX 60312 MIDLAND, TX 79711		PC	OPERATING FUNDS	35,000
SENIOR LINK MIDLANDPO BOX 80519 MIDLAND, TX 79708		PC	OPERATING FUNDS	25,000
Total ▶ 3a				3,189,712

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>				
SOUTHWEST TEXAS PRISON MINISTRY & FAMILY OUTREACH PO BOX 683 IRAAN, TX 79744		PC	OPERATING FUNDS	15,000
ST MARY'S CATHOLIC CHURCH 533 E MAIN ST ASPEN, CO 81611		PC	OPERATING FUNDS	100,000
STUDENT MOBILIZATIONPO BOX 567 CONWAY, AR 72033		PC	OPERATING FUNDS	2,000
Total ▶ 3a				3,189,712

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>				
TEEN CHALLENGEPO BOX 251 MIDLAND, TX 79702		PC	OPERATING FUNDS	40,000
TEEN FLOW YOUTH MINISTRY PO BOX 733 MIDLAND, TX 79701		PC	OPERATING FUNDS	30,000
THE FIELD'S EDGE 6003 MEADOWVIEW LANE MIDLAND, TX 79707		PC	OPERATING FUNDS	5,000
Total ▶ 3a				3,189,712

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>				
THE JUNIOR LEAGUE OF MIDLAND INC 902 W DENGAR AVE MIDLAND, TX 79705		PC	OPERATING FUNDS	10,000
THE SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705		PC	CAPITAL FUNDS	204,000
THE UNIVERSITY OF TEXAS FOUNDATION INC P O BOX 250 AUSTIN, TX 78767		PC	OPERATING FUNDS	10,000
Total ► 3a				3,189,712

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>				
TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY MIDLAND, TX 79707		PC	OPERATING FUNDS AND CAPITAL FUNDS	176,000
VIETNAMESE BIBLE INCPO BOX 61377 MIDLAND, TX 79702		PC	OPERATING FUNDS	20,000
WEST TEXAS FOOD BANK 411 PAGEWOOD AVE ODESSA, TX 79761		PC	OPERATING FUNDS	71,000
Total ▶ 3a				3,189,712

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>				
WESTWOOD SCHOOL CORP 14340 PROTON ROAD DALLAS, TX 75244		PC	OPERATING FUNDS	3,500
YMCA OF MIDLANDPO BOX 954 MIDLAND, TX 79702		PC	OPERATING FUNDS	8,000
YOUNG LIFE BAYLOR 3512 STURGIS LANE WACO, TX 76708		PC	OPERATING FUNDS	2,000
Total ▶ 3a				3,189,712

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFE MIDLAND 925 W WADLEY AVE MIDLAND, TX 79705		PC	OPERATING FUNDS AND CAPITAL FUNDS	50,000
Total 				3,189,712
3a				

TY 2017 Accounting Fees Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,675	9,506		3,169

TY 2017 Investments Corporate Stock Schedule

Name: BEAL FOUNDATION

EIN: 75-6034480

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT SECURITIES	31,417,355	36,295,812

TY 2017 Other Assets Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL & GAS PRODUCING ROYALTY	2,169,741	3,632,329	10,302,424
ACCUMULATED DEPLETION	-1,832,112	-1,860,233	0

TY 2017 Other Expenses Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEETINGS AND ADMINISTRATIVE	3,377	2,533		844
ROYALTY PRODUCTION EXPENSES	24,017	24,017		0
CLOVER LEAF EXPENSES	97,985	97,985		0
POSTAGE	76	57		19

TY 2017 Other Income Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTY INCOME	7,393,426	7,393,426	7,393,426
OTHER INVESTMENT INCOME	11,138	11,138	11,138
CLASS ACTION SETTLEMENT	1,080	1,080	1,080
RETURN OF CAPITAL	417	0	417
SHUT IN PAYMENT	15	15	15

TY 2017 Other Professional Fees Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	417,239	312,930		104,310
ENGINEERING EVALUATION FEES	22,208	16,656		5,552

TY 2017 Taxes Schedule**Name:** BEAL FOUNDATION**EIN:** 75-6034480

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAX	187,168	187,168		0
ROYALTY PRODUCTION TAX	359,047	359,047		0
FOREIGN TAX	12,017	12,017		0
STATE TAX WITHHELD ROYALTY	16	0		0
FEDERAL INCOME TAX	175,000	0		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491315002038	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
		Name of the organization BEAL FOUNDATION			Employer identification number 75-6034480
Organization type (check one)					
Filers of: Form 990 or 990-EZ Form 990-PF Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation					

Name of organization BEAL FOUNDATION	Employer identification number 75-6034480
--	---

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARRY AND NANCY BEAL	\$ 1,000,000	Person ☒
	104 S PECOS		Payroll ☐
	MIDLAND, TX 79701		Noncash ☐ (Complete Part II for noncash contributions)
2	KELLY AND CHRYS BEAL	\$ 400,000	Person ☒
	104 S PECOS		Payroll ☐
	MIDLAND, TX 79701		Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a)	(b)	(c)	(d)
-----	-----	-----	-----

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Employer identification number

75-6034480

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)