



990-PF

Department of the Treasury
Internal Revenue Service

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OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

► 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.

Name of foundation

THE BOOKOUT FAMILY FOUNDATION

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

3620 WILLOWICK ROAD

City or town, state or province, country, and ZIP or foreign postal code

HOUSTON TX 77019

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

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **2,917,161.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number

76-0508684

B Telephone number (see instructions)

(713) 241-1924

C If exemption application is pending, check here ► **6**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 ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	53,590.	53,590.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	172,774.			
b Gross sales price for all assets on line 6a 3,484,771.		L-6a Stmt		
7 Capital gain net income (from Part IV, line 2) . . .		172,774.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) See Stmt	102,154.	102,850.		
12 Total. Add lines 1 through 11	328,518.	329,214.	0.	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) L-16c Stmt	16,507.	16,507.		
17 Interest	129.	129.		
18 Taxes (attach schedule) (see instructions) See Stmt	1,701.	1,701.		
19 Depreciation (attach schedule) and depletion . . .				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Stmt	4,547.	4,547.		
24 Total operating and administrative expenses.				
Add lines 13 through 23	22,884.	22,884.		
25 Contributions, gifts, grants paid	1,022,588.			1,022,588.
26 Total expenses and disbursements. Add lines 24 and 25	1,045,472.	22,884.		1,022,588.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-716,954.			
b Net investment income (if negative, enter -0-) . . .		306,330.		
c Adjusted net income (if negative, enter -0-) . . .			0.	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

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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		7,033.	157,926.	157,926.
	2 Savings and temporary cash investments				
	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) L-10b Stmt		742,506.	2,264,404.	2,397,250.
	c Investments—corporate bonds (attach schedule)				
Liabilities	11 Investments—land, buildings, and equipment basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule) L-13 Stmt		2,518,443.	124,957.	361,985.
	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)		3,267,982.	2,547,287.	2,917,161.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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)				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Part III	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		7,167,539.	7,167,539.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		-3,899,557.	-4,620,252.	
	30 Total net assets or fund balances (see instructions)		3,267,982.	2,547,287.	
	31 Total liabilities and net assets/fund balances (see instructions)		3,267,982.	2,547,287.	

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	3,267,982.
2 Enter amount from Part I, line 27a		2	-716,954.
3 Other increases not included in line 2 (itemize) ►		3	
4 Add lines 1, 2, and 3		4	2,551,028.
5 Decreases not included in line 2 (itemize) ► See Statement		5	3,741.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,547,287.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a GS 014-99097-2 SUMMARY LT		P	07/25/2014	12/15/2017
b GS 014-99097-2 SUMMARY ST		P	12/01/2016	06/15/2017
c GS 014-99098-0 SUMMARY LT		P	05/19/2014	01/04/2017
d GS 014-99098-0 SUMMARY ST		P	05/01/2017	12/07/2017
e See Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 541,502.		509,809.	31,693.	
b 227,785.		200,487.	27,298.	
c 405,000.		422,496.	-17,496.	
d 665,000.		629,205.	35,795.	
e 1,645,484.		1,550,000.	95,484.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			31,693.	
b			27,298.	
c			-17,496.	
d			35,795.	
e			95,484.	
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	172,774.
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	63,093.

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	1,690,489.	3,762,592.	0.449288
2015	282,237.	4,952,312.	0.056991
2014	858,196.	5,280,337.	0.162527
2013	461,849.	2,083,890.	0.221628
2012	549,601.	1,817,906.	0.302326

2 Total of line 1, column (d)	2	1.192760
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	0.238552
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,838,590.
5 Multiply line 4 by line 3	5	677,151.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,063.
7 Add lines 5 and 6	7	680,214.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,022,588.

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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)	N/A
1	3,063.	
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	
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-)	0.
3	Add lines 1 and 2	3,063.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	3,063.
6	Credits/Payments:	
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 0.
b	Exempt foreign organizations—tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 4,000.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 4,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 95.
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	10 842.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ► 842.	Refunded ► 11

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	<input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b	<input checked="" type="checkbox"/>
	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.		
1c	Did the foundation file Form 1120-POL for this year?	1c	<input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	<input checked="" type="checkbox"/>
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	<input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .	5	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	<input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX	8b	<input checked="" type="checkbox"/>
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	9	
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	10	<input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► JOHN F. BOOKOUT III Telephone no. ► (713) 241-1924
Located at ► 3620 WILLOWICK ROAD HOUSTON TX ZIP+4 ► 77019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ► 15

16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
11		X
12		X
13	X	
14		
15		
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.**

1a During the year, did the foundation (either directly or indirectly).

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? 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

1b 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 ►

1c 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?

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.)

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?

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

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

		Yes	No
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))?	<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		
	Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	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.		
7a	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?		
		5b	
		6b	x
		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN F. BOOKOUT, III 3620 WILLOWICK ROAD HOUSTON, TX 77019	PRESIDENT 0.00	0.	0.	0.
ANN BOOKOUT 3620 WILLOWICK ROAD HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
.....				
.....				

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

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

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	
2	
All other program-related investments. See instructions		
3	
Total. Add lines 1 through 3	...	►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

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	2,283,374.
b	Average of monthly cash balances	1b	236,458.
c	Fair market value of all other assets (see instructions)	1c	361,985.
d	Total (add lines 1a, b, and c)	1d	2,881,817.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,881,817.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	43,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,838,590.
6	Minimum investment return. Enter 5% of line 5	6	141,930.

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	141,930.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,063.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,867.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	138,867.
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	138,867.

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	1,022,588.
b	Program-related investments—total from Part IX-B	1b	
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	1,022,588.
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	3,063.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,019,525.

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				138,867.
2 Undistributed income, if any, as of the end of 2017.				
a Enter amount for 2016 only			0.	
b Total for prior years: 2016, 2015, 2014				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	459,230.			
b From 2013	358,462.			
c From 2014	626,133.			
d From 2015	38,350.			
e From 2016	1,502,359.			
f Total of lines 3a through e	2,984,534.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,022,588.				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				138,867.
e Remaining amount distributed out of corpus	883,721.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,868,255.			
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				
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	459,230.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	3,409,025.			
10 Analysis of line 9:				
a Excess from 2013	358,462.			
b Excess from 2014	626,133.			
c Excess from 2015	38,350.			
d Excess from 2016	1,502,359.			
e Excess from 2017	883,721.			

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 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				
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 $\frac{2}{3}$ 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)(ii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				
	(e) Total				

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).)

JOHN F. BOOKOUT III AND ANN H. BOOKOUT

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

NONE

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

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

- a The name, address, and telephone number or email address of the person to whom applications should be addressed.
- b The form in which applications should be submitted and information and materials they should include.
- c Any submission deadlines.
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

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

Recipient	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				
Alley Theatre 615 Texas Avenue Houston TX 77002		PUBLIC	EXEMPT FUNCTION	1,450.
Arrow Child & Family Ministries 2929 FM 2920 RD SPRING TX 77388		PUBLIC	EXEMPT FUNCTION	1,000.
Barbara Bush Foundation Of Family Literacy 7887 San Felipe, Suite 250 Houston TX 77063		PUBLIC	EXEMPT FUNCTION	2,225.
Bayou Bend Collection and Gardens PO Box 6826 Houston TX 77265		PUBLIC	EXEMPT FUNCTION	15,100.
Camp Allen 18800 FM 362 NAVASOTA TX 77868		PUBLIC	EXEMPT FUNCTION	1,000.
DePelchin Children's Center 4950 Memorial Drive Houston TX 77007		PUBLIC	EXEMPT FUNCTION	2,000.
Houston Botanic Garden 3701 Kirby Drive, Ste 992 Houston TX 77098		PUBLIC	EXEMPT FUNCTION	1,000.
Houston Methodist Hospital Foundation PO Box 4384 Houston TX 77210		PUBLIC	EXEMPT FUNCTION	400,000.
HOUSTON SYMPHONY 615 LOUISIANA, STE. 102 HOUSTON TX 77002		PUBLIC	EXEMPT FUNCTION	3,000.
See Statement				595,813.
Total				► 3a 1,022,588.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

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

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return
with the preparer shown below?
See instructions Yes No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

81

PTIN

Wine types

Dat

PRESIDENT

Title

Firm's EIN

Phone no

BAA

Form 990-PF (2017)

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Men of Distinction PO BOX 130630 Houston, TX 77219		PUBLIC	EXEMPT FUNCTION	1,500.
MOUNT VERNON LADIES' ASSOCIATION PO BOX 110 MOUNT VERNON, VA 22121		PUBLIC	EXEMPT FUNCTION	210,000.
Rice University The Shepherd Society PO BOX 1892 Houston, TX 77251		PUBLIC	EXEMPT FUNCTION	350.
Houston Police 1221 McKinney St #2100 Houston, TX 77010		PUBLIC	EXEMPT FUNCTION	500.
River Oaks Chamber Orchestra 1732 West Gray, Ste 3 Houston, TX 77019		PUBLIC	EXEMPT FUNCTION	1,000.
TEXAS CHILDREN'S HOSPITAL PO BOX 300630 SUITE 5214 Houston, TX 77230		PUBLIC	EXEMPT FUNCTION	83,333.
The Junior League of Houston 1811 Briar Oaks Ln Houston, TX 77027		PUBLIC	EXEMPT FUNCTION	130.
MUSEUM OF FINE ARTS, HOUSTON 1001 BISSONET HOUSTON, TX 77005		PUBLIC	EXEMPT FUNCTION	262,000.
SMALL STEPS NURTURING CENTER 8111 N. 2902 JENSEN DR Houston, TX 77026		PUBLIC	EXEMPT FUNCTION	1,000.
THE SALVATION ARMY 1500 AUSTIN ST HOUSTON, TX 77002		PUBLIC	EXEMPT FUNCTION	34,000.
US FUND FOR UNICEF 520 POST OAK BLVD STE 280 Houston, TX 77027		PUBLIC	EXEMPT FUNCTION	2,000.
				595,813.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired	(d) Date sold
GS 096-4 Hedge Fund: JANA Offshore Partners Ltd		P	06/01/14	07/03/17
GS 096-4 Hedge Fund: The Adelphi Europe Fund Ltd		P	06/01/14	04/01/17
GS 014-99098-0 Long Term Capital Gain Distribution		P	01/01/14	12/11/17
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
776,991.		775,000.	1,991.	
835,409.		775,000.	60,409.	
33,084.		0.	33,084.	
1,645,484.	0.	1,550,000.	95,484.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
			1,991.	
			60,409.	
			33,084.	
0.	0.	0.	95,484.	

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

Form 990-PF: Return of Private Foundation

Other Income

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
CAPITAL GAIN/ (LOSS) FROM PARTNERSHIPS	-6,878.	-6,878.	
ORDINARY INCOME/ (LOSS) FROM PARTNERSHIPS	-696.		
OTHER INCOME/ (LOSS) FROM PARTNERSHIPS	153.	153.	
EXCESS DISTRIBUTION FROM PARTNERSHIP	109,575.	109,575.	
Total	102,154.	102,850.	

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
FOREIGN TAXES WITHHELD	1,701.	1,701.		
Total	1,701.	1,701.		

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
INVESTMENT EXPENSES FROM PARTNERSHIPS	4,547.	4,547.		
Total	4,547.	4,547.		

Form 990-PF: Return of Private Foundation

Other Decreases

Continuation Statement

Description	Amount
NONDEDUCTIBLE EXPENSES	3,328.
DISALLOWED LOSSES	413.
Total	3,741.

Name THE BOOKOUT FAMILY FOUNDATION	Employer Identification No 76-0508684
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Asset Information:

Description of Property	GS 014-99097-2
Business Code	Exclusion Code . . . 1
Date Acquired	07/25/14 How Acquired . Purchased
Date Sold	12/15/17 Name of Buyer .
Check Box, if Buyer is a Business . . . <input type="checkbox"/>	
Sales Price.	541,502. Cost or other basis (do not reduce by depreciation) 509,809.
Sales Expense	Valuation Method
Total Gain (Loss)	31,693. Accumulated Depreciation
Description of Property GS 014-99097-2	
Business Code	Exclusion Code . . . 1
Date Acquired	12/01/16 How Acquired . Purchased
Date Sold	06/15/17 Name of Buyer .
Check Box, if Buyer is a Business . . . <input type="checkbox"/>	
Sales Price.	227,785. Cost or other basis (do not reduce by depreciation) 200,487.
Sales Expense	Valuation Method
Total Gain (Loss)	27,298. Accumulated Depreciation
Description of Property GS 014-99098-0	
Business Code	Exclusion Code . . . 1
Date Acquired	05/19/14 How Acquired . Purchased
Date Sold	01/04/17 Name of Buyer .
Check Box, if Buyer is a Business . . . <input type="checkbox"/>	
Sales Price.	405,000. Cost or other basis (do not reduce by depreciation) 422,496.
Sales Expense	Valuation Method
Total Gain (Loss)	-17,496. Accumulated Depreciation
Description of Property GS 014-99098-0	
Business Code	Exclusion Code . . . 1
Date Acquired	05/01/17 How Acquired . Purchased
Date Sold	12/07/17 Name of Buyer .
Check Box, if Buyer is a Business . . . <input type="checkbox"/>	
Sales Price.	665,000. Cost or other basis (do not reduce by depreciation) 629,205.
Sales Expense	Valuation Method
Total Gain (Loss)	35,795. Accumulated Depreciation
Description of Property See Net Gain or Loss from Sale of Assets	
Business Code	Exclusion Code
Date Acquired	How Acquired
Date Sold	Name of Buyer
Check Box, if Buyer is a Business . . . <input type="checkbox"/>	
Sales Price.	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulated Depreciation

Totals:

Total Gain (Loss) of all assets	172,774.
Gross Sales Price of all assets	3,484,771.
Unrelated Business Income	Business Code
Excluded by section 512, 513, 514	172,774. Exclusion Code . 1
Related/Exempt Function Income	

QuickZoom here to Form 990-PF, Page 1 ►
QuickZoom here to Form 990-PF, Page 12 ►

Additional information from your Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

Net Gain or Loss from Sale of Assets

Continuation Statement

Description of Property	Business Code	Exclusion Code	Date Acquired	How Acquired	Date Sold	Name of Buyer	Buyer Business	Sales Price	Cost or other basis	Sales Expense	Valuation Method	Total Gain or Loss	Accumulated Depreciation
GS 096-4 Hedge Fund: JANA Offshore Partners Ltd	1	06/01/14	Purchased		07/03/17			776,991	775,000			1,991	
GS 096-4 Hedge Fund: The Adelphi Europe Fund Ltd	1	06/01/14	Purchased		04/01/17			835,409	775,000			60,409	
GS 014-99098-0 Long Term Capital Gain Distribution	1	01/01/14	Purchased		12/11/17			33,084				33,084	

Name : THE BOOKOUT FAMILY FOUNDATION Employer Identification No 76-0508684

Line 16a - Legal Fees

Line 16b - Accounting Fees

Line 16c - Other Professional Fees

Name THE BOOKOUT FAMILY FOUNDATION	Employer Identification No 76-0508684
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Form 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Publicly Traded Securities	2,264,404.	2,397,250.
Totals to Form 990-PF, Part II, Line 10b	2,264,404.	2,397,250.

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

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in Partnerships	124,957.	361,985.
Totals to Form 990-PF, Part II, Line 13	124,957.	361,985.