

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

Zorich Family Foundation

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

1100 Louisiana Street

Room/suite
4900

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

Houston TX 77002

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 34,359,917.

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

76-0664404

B Telephone number (see instructions)
(713) 659-6100C If exemption application is pending, check here ► D 1. Foreign organizations, check here . . . ►

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

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ►

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 type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	64,551.	64,551.	64,551.	
4	Dividends and interest from securities	593,564.	593,564.	593,564.	
5a	Gross rents				
	OGDEN IRS				
	Net rental income or (loss)				
Revenue	6a Net gain or (loss) from sale of assets not on line 10	1,405,889.			
	b Gross sales price for all assets on line 6a 17,926,808.				
	7 Capital gain net income (from Part IV, line 2) . . .		1,405,888.		
	8 Net short-term capital gain			172,587.	
	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	19,406.	19,406.		
	12 Total. Add lines 1 through 11	2,083,410.	2,083,409.	830,702.	
SCANNED DEC 21 2018 Operating and Administrative Expenses	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)	7,114.			
	c Other professional fees (attach schedule) 1-16c Stmt	240,529.	180,529.		
	17 Interest	38,634.	38,634.		
	18 Taxes (attach schedule) (see instructions) See Stmt	435.	435.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	148,568.	146,842.		
	24 Total operating and administrative expenses.	435,280.	366,440.		
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	9,814,647.			9,814,867.
	26 Total expenses and disbursements. Add lines 24 and 25	10,249,927.	366,440.		9,814,867.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-8,166,517.			
	b Net investment income (if negative, enter -0-)		1,716,969.		
	c Adjusted net income (if negative, enter -0-)			830,702.	

For Paperwork Reduction Act Notice, see instructions.

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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	4,949,629.	1,448,911.	1,448,911.
	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)	830.	220.	220.
	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	2,339,431.	2,675,177.	3,172,495.
	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	32,573,021.	27,529,387.	29,738,291.
	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)	39,862,911.	31,653,695.	34,359,917.
Net Assets or Fund Balances	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)			
		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			
		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	39,862,911.	31,653,695.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	39,862,911.	31,653,695.	
	31	Total liabilities and net assets/fund balances (see instructions)	39,862,911.	31,653,695.	

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	39,862,911.
2	Enter amount from Part I, line 27a	2	-8,166,517.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	31,696,394.
5	Decreases not included in line 2 (itemize) ► Wash sale adjustments and other unrealized	5	42,699.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,653,695.

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 See Statement Attached			P	01/01/2016	12/31/2017
b See Statement Attached			P	01/01/2017	12/31/2017
c Capital Gain Distributions			P	01/01/2016	12/31/2017
d Partnership K-1 Short Term			P	01/01/2017	12/31/2017
e Partnership K-1 Long Term			P	01/01/2016	12/31/2017
(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 12,844,915.		11,939,920.			904,995.
b 4,753,586.		4,541,018.			212,568.
c 319,906.		0.			319,906.
d 0.		39,981.			-39,981.
e 8,400.		0.			8,400.
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-) Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					904,995.
b					212,568.
c					319,906.
d					-39,981.
e					8,400.
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		1,405,888.
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		172,587.

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	3,060,890.	31,919,269.	0.095895
2015	2,402,449.	27,041,711.	0.088842
2014	2,293,064.	25,698,875.	0.089228
2013	1,385,060.	19,231,240.	0.072021
2012	1,264,301.	16,284,908.	0.077636
2 Total of line 1, column (d)		2	0.423622
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	0.084724
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4	39,172,535.
5 Multiply line 4 by line 3		5	3,318,854.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	17,170.
7 Add lines 5 and 6		7	3,336,024.
8 Enter qualifying distributions from Part XII, line 4		8	9,814,867.

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)

1 17,170.

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0.

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

3 17,170.

4 0.

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017 6a 20,155.

b Exempt foreign organizations—tax withheld at source 6b 0.

c Tax paid with application for extension of time to file (Form 8868) 6c 0.

d Backup withholding erroneously withheld 6d 0.

7 Total credits and payments. Add lines 6a through 6d 7 20,155.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8 0.

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed 9 0.

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 2,985.

11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ► 2,985. Refunded ► 11 0.

1	17,170.	
2	0.	
3	17,170.	
4	0.	
5	17,170.	
6a	20,155.	
6b	0.	
6c	0.	
6d	0.	
7	20,155.	
8	0.	
9	0.	
10	2,985.	
11	0.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 1b Yes No

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 Yes No

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? 2 Yes No

If "Yes," attach a detailed description of the activities.

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 Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes No

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Yes No

If "Yes," attach the statement required by *General Instruction T*.

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 No

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation 8b Yes No

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 9 Yes No

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 Yes No

Part VII-A Statements Regarding Activities (continued)

	<input checked="" type="checkbox"/>	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>	
14 The books are in care of ► <u>Kathy Lopez</u> Telephone no. ► <u>(713) 659-6100</u> Located at ► <u>1100 Louisiana, Ste 4900 Houston, TX</u> ZIP+4 ► <u>77002</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>			
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 ►	16	<input checked="" type="checkbox"/>	

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.

	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
1a During the year, did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	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		<input checked="" type="checkbox"/>	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?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
If "Yes," list the years ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	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. ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/>	<input checked="" type="checkbox"/>	No
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<input checked="" type="checkbox"/>	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		<input checked="" type="checkbox"/>	No

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

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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"/>	<input type="checkbox"/>
	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"/>	<input checked="" type="checkbox"/>
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"/>	<input checked="" type="checkbox"/>
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
		5b	
		6b	<input checked="" type="checkbox"/>
		7b	<input checked="" type="checkbox"/>

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
Robert L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Barbara L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Bret A. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
See Statement	2.00	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	N/A	0.
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	37,569,536.
b	Average of monthly cash balances	1b	2,199,535.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	39,769,071.
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	39,769,071.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	596,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,172,535.
6	Minimum investment return. Enter 5% of line 5	6	1,958,627.

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	1,958,627.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	17,170.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,170.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,941,457.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,941,457.
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	1,941,457.

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	9,814,867.
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:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	9,814,867.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	5	17,170.
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	6	9,797,697.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,941,457.
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				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	496,686.			
b From 2013	483,514.			
c From 2014	1,057,380.			
d From 2015	1,100,081.			
e From 2016	1,497,639.			
f Total of lines 3a through e	4,635,300.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 9,814,867.				
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				1,941,457.
e Remaining amount distributed out of corpus	7,873,410.			
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				
b Prior years' undistributed income. Subtract line 4b from line 2b	12,508,710.		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) .	496,686.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	12,012,024.			
10 Analysis of line 9:				
a Excess from 2013	483,514.			
b Excess from 2014	1,057,380.			
c Excess from 2015	1,100,081.			
d Excess from 2016	1,497,639.			
e Excess from 2017	7,873,410.			

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 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				

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).)

Robert L and Barbara Zorich

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 See Statement Attached				9,814,647.
Total				► 3a 9,814,647.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	64,551.	
4	Dividends and interest from securities			14	593,564.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,405,888.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,064,003.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,064,003.

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

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	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	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

b If "Yes," complete the following schedule.

(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.

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

Signature of officer or trustee		Date	Title	See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed
	Jay F Rea		<i>Jay Rea</i>	<i>10/30/18</i>	P00751116
	Firm's name ► Jay F. Rea, CPA		Firm's EIN ► 76-0262208		
Firm's address ► One Sugar Creek Center Boulevard, Suite 970		Phone no. (281) 565-9200			
BAA	Sugar Land		TX 77478	Form 990-PF (2017)	

Name <u>Zorich Family Foundation</u>	Employer Identification No <u>76-0664404</u>
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Line 16a - Legal Fees

Line 16b - Accounting Fees

Line 16c - Other Professional Fees

Name Zorich Family Foundation				Employer Identification No 76-0664404
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Line 10a - Investments - US and State Government Obligations:	End of Year	End of Year		
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year		
	Book Value	Fair Market Value	
See Statement Attached	2,675,177.	3,172,495.	
Totals to Form 990-PF, Part II, Line 10b	2,675,177.	3,172,495.	

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	
See Statement Attached	27,529,387.	29,738,291.	
Totals to Form 990-PF, Part II, Line 13	27,529,387.	29,738,291.	

Page 2, Part II, Line 13 Supplemental Statement

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
Form 990-PF, Page 2, Part II, Line 10, b				
2,016.0000	A T & T Inc.		77,869.80	78,382.08
1,163.0000	Advance Auto Parts	57,626.15	111,309.37	115,939.47
121.0000	Alphabet, Inc.	117,726.63	94,090.96	127,461.40
680.0000	APTIV PLC		54,008.84	57,684.40
79.0000	Autozone, Inc.		40,991.73	56,198.23
348.0000	Berkshire Hathaway	44,939.42	44,939.42	68,980.56
253.0000	Carters Inc		21,762.79	29,724.97
5,581.0000	Centurylink, Inc.		90,582.42	93,091.08
4,662.0000	Cisco Systems Inc	127,221.85	139,430.40	178,554.60
3,595.0000	Coca Cola Company	94,035.61	150,005.36	164,938.60
1,432.0000	Copart Inc.	73,817.85		
1,261.0000	Crown Holdings Inc.	79,387.40	64,333.20	70,931.25
5,862.0000	Danone	45,013.16	72,467.63	98,305.74
618.0000	Deckers Outdoors Corp	36,540.30		
459.0000	Delphi Automotive PLC	31,622.18		
1,184.0000	D X C Technology Com		91,059.94	112,361.60
3,684.0000	Ebay Inc.	77,103.85	102,244.06	139,034.16
1,525.0000	Express Scripts Hldg	88,256.19	114,527.41	113,826.00
198.0000	Fairfax Financial HL F	92,309.36	92,309.36	105,424.64
2,020.0000	General Motors Co	43,399.93	65,876.42	82,799.80
1,175.0000	Intel Corp	34,504.77		
800.0000	JC Penney Co Inc	7,720.22		
634.0000	Johnson & Johnson	61,098.63	61,098.63	88,582.48
630.0000	JPMorgan Chase & Co.	38,724.83	38,724.83	67,372.20
297.0000	Kellogg Company		21,567.63	20,190.06
1,570.0000	Level 3 Communications	76,102.14		
3,296.0000	Liberty Global Inc	87,338.73	99,096.95	108,872.19
282.0000	Madison Square Gardens	48,950.62		
2,310.0000	Medtronic PLC		177,658.86	186,532.50
710.0000	Merck & Co. Inc.	36,005.92		
1,075.0000	Microsoft Corp	45,167.63	45,167.63	91,955.50
2,002.0000	Molson Coors Brewing	84,095.95	188,296.56	164,304.14
1,345.0000	Motorola A Solutions	96,969.34	106,629.81	121,507.30
3,286.0000	Pfizer Incorporated	111,116.33		
923.0000	Proctor & Gamble	77,753.19		
5,180.0000	Resolute Forest Prod	44,582.82	44,582.82	57,239.00
476.0000	Schlumberger Ltd.		29,688.88	32,077.64
804.0000	Skyworks Solutions	63,644.62	52,169.90	76,339.80
1,510.0000	SPX Corp	20,144.45	20,144.45	47,398.90
1,735.0000	SPX Flow Incorpora	54,636.57	54,636.57	82,499.25
926.0000	Steel Dynamics, Inc		33,377.71	39,938.38
1,011.0000	United Parcel Service		109,062.52	120,460.65
3,790.0000	Vodafone Group	105,637.46	116,171.45	120,901.00
647.0000	Wabtec		49,292.83	52,685.21
1,251.0000	Walgreens Bots Ali	103,408.96		
705.0000	Wal-mart Stores Inc.	45,049.34		
1,806.0000	Zoetis Inc.	87,778.73		
Total Line 10, b		2,339,431.13	2,675,177.14	3,172,494.78

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	End of year Fair Market Value
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Form 990-PF, Page 2, Part II, Line 13 - Mutual Funds

61,188.2190	Advisory Resarch Intl	700,496.59		
29,156.1490	Artisan Intl Small Cap	680,443.97		
165,794.1450	Dodge & Cox Global Stk	1,915,357.23	2,005,051.03	2,297,906.85
162,980.0950	Dodge & Cox Income Fund	2,245,611.30		
237,138.8600	Doubleline Total Return	2,491,308.39	2,581,511.84	2,520,786.08
76,104.8690	Dreyfus Active Income Fund	760,667.24		
77,111.4300	Eagle MLP Strategy Fubd I	583,163.21	614,397.80	579,106.84
78,088.1930	Elements Emerging Markets Fund		792,204.26	839,448.07
24,630.1550	First Eagle Global Fund	1,169,901.25		
179,948.8080	Frontier MFG Global Plus	1,001,009.01	1,914,334.51	2,229,565.73
33,802.9100	Harbor International	2,247,427.63	2,134,602.30	2,282,372.48
114,000.0000	Ishares Gold ETF	822,920.50	822,920.95	1,426,140.00
88,600.3190	IVA Worldwide FD CL I	1,322,259.71		
406.5160	Longleaf Partners Small Cap Fund	1,429,181.60	10,571.25	11,219.84
28,025.3730	Oakmark Intl Fd Class I	579,038.70		
23,489.5590	Oakmark Select Fund	1,369,071.13	980,882.12	1,122,096.23
127,291.3670	Pimco Investment Grade	1,291,335.73		
30,600.3130	Primecap Odyssey Growth	1,133,909.22	874,249.32	1,139,861.66
20,135.0000	SPDR Gold Shares ETF	2,213,002.90	2,213,002.90	2,489,692.75
99,009.6901	Stone Ridge All Asset		1,000,010.00	1,000,000.00
198,043.3590	Stone Ridge Alt Lending	630,115.54	2,033,041.65	2,016,081.39
118,256.7940	Stone Ridge Reinsurance	1,100,035.00	1,201,080.21	1,061,946.01
145,054.2720	Templeton Global Bond	1,773,696.93	1,762,815.38	1,718,893.12
24,389.9920	Tweedy Browne Global	643,433.00		
	Total Line 13 - Mutual Funds	28,103,385.78	20,940,675.52	22,735,117.05

Form 990-PF, Page 2, Part II, Line 13 - Private Partnerships / Other Non-Public

Caymus Energy Fund	1,279,588.00	1,091,872.00	1,124,574.18
Elliott International Ltd.		196,615.07	196,615.07
Growth Capital QP Diversified Fund, LP	1,710,047.00	2,793,520.00	3,199,088.00
Mockingbird Corp. Loan Oppor. Fund LP		1,026,704.00	1,026,664.90
Titan Masters International Fund, Ltd.	1,480,000.00	1,480,000.00	1,456,231.40
	Total Line 13 - Private Placements	4,469,635.00	6,588,711.07
			7,003,173.55
Grand Total Line 13	32,573,020.78	27,529,386.59	29,738,290.60
GRAND TOTAL ALL INVESTMENTS	34,912,451.91	30,204,563.73	32,910,785.38

Quantity	Description	How Acquired		Date Acquired	Date Sold	Proceeds	Cost	Wash Sale Adjustment	Gain/(Loss)
		P-Purchased	D-Donated						
Short-Term Capital Gains and Losses									
13.00	ADVANCE AUTO PARTS	P		11/18/2016	1/26/2017	2,149.27	2,116.04		33.23
54.00	ADVANCE AUTO PARTS	P		11/18/2016	2/13/2017	8,808.60	8,789.71		18.89
8.00	ADVANCE AUTO PARTS	P		11/18/2016	7/18/2017	802.00	1,302.18		(500.18)
122.00	ADVANCE AUTO PARTS	P		2/22/2017	7/18/2017	12,230.47	19,320.18		(7,089.71)
37.00	ADVANCE AUTO PARTS	P		2/24/2017	7/18/2017	3,709.24	5,854.27		(2,145.03)
135.00	ADVANCE AUTO PARTS	P		3/9/2017	7/18/2017	13,533.72	20,878.92		(7,345.20)
67.00	ADVANCE AUTO PARTS	P		3/31/2017	7/18/2017	6,716.74	9,983.65		(3,266.91)
86.00	ADVANCE AUTO PARTS	P		5/25/2017	7/18/2017	8,621.48	11,190.89		(2,569.41)
50.00	ADVANCE AUTO PARTS	P		6/6/2017	7/18/2017	5,012.49	6,509.88		(1,497.39)
68.00	ADVANCE AUTO PARTS	P		6/12/2017	7/18/2017	6,816.99	8,858.77		(2,041.78)
790.82	ADVISORY RESEARCH INTL SM CAP VALUE INST	P		12/21/2016	5/9/2017	9,956.40	8,793.86		1,162.54
11.00	ALPHABET INC CLASS A	P		11/18/2016	1/17/2017	9,091.90	8,573.27		518.63
2.00	ALPHABET INC CLASS A	P		11/18/2016	1/26/2017	1,701.97	1,558.78		143.19
6.00	ALPHABET INC. CLASS A	P		11/18/2016	4/25/2017	5,320.37	4,676.33		644.04
15.00	ALPHABET INC CLASS A	P		2/24/2017	4/25/2017	13,300.91	12,664.53		636.38
10.00	ALPHABET INC CLASS A	P		11/10/2016	6/2/2017	9,900.35	7,734.61		2,165.74
2.00	ALPHABET INC CLASS A	P		11/11/2016	6/2/2017	1,980.07	1,546.59		433.48
9.00	ALPHABET INC. CLASS A	P		11/18/2016	6/2/2017	8,910.31	7,014.49		1,895.82
1,683.11	ARTISAN INTL SM CAP FD INV SHR	P		11/17/2016	6/6/2017	38,963.99	32,887.97		6,076.02
21.00	AUTOZONE INC	P		7/27/2017	12/5/2017	14,916.80	10,920.26		3,996.54
302.00	CARTERS INC	P		7/19/2017	10/4/2017	29,375.68	25,977.72		3,397.96
76.00	CARTERS INC	P		7/19/2017	11/30/2017	8,233.72	6,537.44		1,696.28
81.00	CARTERS INC	P		7/19/2017	12/20/2017	9,312.75	6,967.54		2,345.21
518.00	CISCO SYSTEMS INC	P		11/18/2016	1/17/2017	15,547.35	15,656.43		(109.08)
93.00	CISCO SYSTEMS INC	P		11/18/2016	1/26/2017	2,853.60	2,810.90		42.70
229.00	CISCO SYSTEMS INC	P		11/18/2016	2/7/2017	7,188.83	6,921.47		267.36
222.00	CISCO SYSTEMS INC	P		11/18/2016	2/13/2017	7,026.70	6,709.90		316.80
33.00	CISCO SYSTEMS INC	P		11/18/2016	4/12/2017	1,075.98	997.42		78.56
290.00	CISCO SYSTEMS INC	P		2/24/2017	4/12/2017	9,455.55	9,910.45		(454.90)
95.00	CISCO SYSTEMS INC	P		10/12/2016	6/2/2017	3,016.86	2,863.45		153.41
285.00	CISCO SYSTEMS INC	P		11/18/2016	6/2/2017	9,050.57	8,614.05		436.52
42.00	COCA COLA COMPANY	P		5/17/2017	7/19/2017	1,873.26	1,852.73		20.53
113.00	COPART INC	P		11/18/2016	1/9/2017	6,374.90	6,316.82		58.08
317.00	COPART INC	P		11/18/2016	5/19/2017	9,266.10	8,860.31		405.79
248.00	COPART INC	P		2/22/2017	5/19/2017	7,249.19	7,216.96		32.23
181.00	COPART INC	P		7/6/2016	6/14/2017	5,695.92	4,474.55		1,221.37
391.00	COPART INC	P		11/18/2016	6/14/2017	12,304.44	10,928.65		1,375.79
123.00	COPART INC FORWARD SPLIT WITH STOCK SPLIT SH	P		2/22/2017	4/6/2017	7,380.76	7,158.75		222.01
152.00	COPART INC FORWARD SPLIT WITH STOCK SPLIT SH	P		2/24/2017	4/6/2017	9,120.94	8,980.68		140.26
148.00	CROWN HOLDINGS INC	P		12/19/2017	12/26/2017	8,304.14	8,915.05		(610.91)
0.76	DANONE FSPONSORED ADR 1 ADR REPS 0 2 ORD SH	P		6/8/2017	6/8/2017	11.37	9.53		1.84
97.00	DECKERS OUTDOOR CORP	P		11/18/2016	1/30/2017	5,563.45	5,941.29		(377.84)
312.00	DECKERS OUTDOOR CORP	P		7/6/2016	2/9/2017	15,594.90	17,988.97		(2,394.07)
28.00	DECKERS OUTDOOR CORP	P		10/13/2016	2/9/2017	1,399.54	1,616.61		(217.07)
69.00	DECKERS OUTDOOR CORP	P		11/18/2016	2/9/2017	3,448.87	4,226.28		(777.41)
112.00	DECKERS OUTDOOR CORP	P		12/1/2016	2/9/2017	5,598.17	6,767.15		(1,168.98)
20.00	DELPHI AUTOMOTVE PLC F	P		9/24/2016	1/26/2017	1,430.82	1,438.33	7.51	0.00
38.00	DELPHI AUTOMOTVE PLC F	P		8/25/2016	5/16/2017	3,297.05	2,588.94		708.11
63.00	DELPHI AUTOMOTVE PLC F	P		9/24/2016	5/16/2017	5,466.16	4,530.75		935.41
20.00	DELPHI AUTOMOTVE PLC F	P		10/23/2016	5/16/2017	1,735.29	1,546.74		188.55
64.00	DELPHI AUTOMOTVE PLC F	P		11/18/2016	5/16/2017	5,552.92	4,396.50		1,156.42
19.00	DELPHI AUTOMOTVE PLC F	P		2/24/2017	5/16/2017	1,648.52	1,462.26		186.26
128.00	DELPHI AUTOMOTVE PLC F	P		8/25/2016	6/5/2017	11,255.37	8,720.66		2,534.71
87.67	DELPHI TECHNOLOGIES F	P		7/10/2017	12/8/2017	4,644.08	4,049.75		594.33
940.86	DODGE & COX INCOME FUND	P		9/27/2016	9/26/2017	13,010.16	13,040.33	30.17	(0.00)
36,683.79	DODGE & COX INCOME FUND	P		11/17/2016	11/2/2017	507,701.07	500,015.00		7,686.07
1,161.83	DODGE & COX INCOME FUND	P		12/20/2016	11/2/2017	16,079.69	15,696.37		383.32
131.53	DODGE & COX INCOME FUND	P		3/28/2017	11/2/2017	1,820.39	1,792.78		27.61
1,195.75	DODGE & COX INCOME FUND	P		3/28/2017	11/2/2017	16,549.03	16,298.01		251.02
1,133.57	DODGE & COX INCOME FUND	P		6/27/2017	11/2/2017	15,688.48	15,609.20		79.28
9,955.53	DRIEHAUS ACTIVE INCM FD	P		11/17/2016	9/26/2017	98,360.62	101,048.61	172.20	(2,515.79)
165.93	DRIEHAUS ACTIVE INCM FD	P		12/20/2016	9/26/2017	1,639.38	1,685.84	46.46	0.00
14,675.01	DRIEHAUS ACTIVE INCM FD	P		11/17/2016	10/2/2017	143,961.89	148,951.39		(4,989.50)
637.79	DRIEHAUS ACTIVE INCM FD	P		11/18/2016	10/2/2017	6,256.68	6,422.51		(165.83)
165.93	DRIEHAUS ACTIVE INCM FD	P		12/21/2016	10/2/2017	1,627.76	1,672.56		(44.80)

Quantity	Description	How Acquired			Proceeds	Cost	Wash Sale Adjustment	Gain/(Loss)	
		P-Purchased	D-Donated	Date Acquired					
12,339.59	DRIEHAUS ACTIVE INCM FD	P		2/22/2017	10/2/2017	121,051.33	125,000.00	(3,948.67)	
1,337.03	DRIEHAUS ACTIVE INCM FD	P		3/22/2017	10/2/2017	13,116.30	13,276.75	(160.45)	
616.48	DRIEHAUS ACTIVE INCM FD	P		6/21/2017	10/2/2017	6,047.71	6,146.35	(98.64)	
76.00	EBAY INC	P		11/18/2016	2/13/2017	2,575.52	2,185.33	390.19	
20.00	EBAY INC	P		2/24/2017	4/12/2017	687.54	679.36	8.18	
100.00	EBAY INC	P		2/24/2017	4/12/2017	3,437.69	3,396.71	40.98	
68.00	EBAY INC	P		2/24/2017	4/12/2017	2,337.63	2,309.76	27.87	
22,342.27	ELEMENTS INTERNATIONAL PORT	P		5/11/2017	11/2/2017	250,000.00	226,778.90	23,221.10	
46,623.25	ELEMENTS INTERNATIONAL PORT	P		5/11/2017	12/7/2017	516,109.34	473,236.10	42,873.24	
59,055.12	ELEMENTS INTERNATIONAL SMALL CAP PORT	P		5/11/2017	12/7/2017	670,856.14	600,015.00	70,841.14	
24,470.64	FRONTIER MFG GLBL PLUS SERVICE	P		5/31/2017	11/2/2017	300,000.00	282,646.44	17,353.56	
407.00	GOLDMAN SACHS TRSRYACCS 1 YR ETF	P		7/10/2017	10/23/2017	40,718.53	40,712.51	6.02	
750.00	GOLDMAN SACHS TRSRYACCS 1 YR ETF	P		7/10/2017	11/3/2017	74,994.07	75,023.06	(28.99)	
560.00	INTEL CORP	P		6/30/2017	10/30/2017	24,722.45	18,976.18	5,746.27	
622.00	JC PENNEY CO INC	P		7/6/2016	1/13/2017	4,271.03	5,276.23	(1,005.20)	
258.00	JC PENNEY CO INC	P		11/18/2016	1/13/2017	1,771.59	2,443.99	(672.40)	
5,827.94	JPMORGAN VALUE ADVANTAGE CL L	P		2/22/2017	9/26/2017	200,000.00	195,649.38	4,350.62	
10,555.73	JPMORGAN VALUE ADVANTAGE CL L	P		2/22/2017	11/2/2017	370,394.81	354,365.62	16,029.19	
7,453.79	JPMORGAN VALUE ADVANTAGE CL L	P		7/11/2017	11/2/2017	261,549.25	250,015.00	11,534.25	
115.00	KELLOGG COMPANY	P		5/8/2017	9/28/2017	7,232.31	8,351.10	1,011.78	(107.01)
104.00	KELLOGG COMPANY	P		5/8/2017	12/15/2017	6,736.42	8,044.70	(1,308.28)	
218.00	KELLOGG COMPANY	P		5/8/2017	12/15/2017	14,120.56	15,830.78	(1,710.22)	
429.00	KELLOGG COMPANY	P		5/8/2017	12/19/2017	28,141.73	31,153.24	(3,011.51)	
164.85	LONGLEAF PARTNERS SMALL CAP FUND	P		12/29/2016	12/6/2017	4,488.88	4,569.70	3.21	(77.61)
9.00	MADISON SQUARE GARDE CLASS A	P		7/6/2016	2/9/2017	1,547.62	1,535.70	11.92	
84.00	MADISON SQUARE GARDE CLASS A	P		8/4/2016	2/9/2017	14,444.43	15,141.23	149.31	(547.49)
8.00	MADISON SQUARE GARDE CLASS A	P		11/18/2016	2/9/2017	1,375.66	1,389.11	(13.45)	
7.00	MADISON SQUARE GARDE CLASS A	P		7/6/2016	4/10/2017	1,408.75	1,194.43	214.32	
18.00	MADISON SQUARE GARDE CLASS A	P		8/19/2016	4/10/2017	3,622.51	3,380.04	242.47	
22.00	MEDTRONIC PLC F	P		5/17/2017	7/19/2017	1,884.25	1,832.43	51.82	
185.00	MERCK & CO INC	P		2/3/2016	1/12/2017	11,563.43	9,244.76	2,318.67	
21.00	MOLSON COORS BREWING CLASS B	P		2/24/2017	7/19/2017	1,833.04	2,102.18	(269.14)	
169.00	MOTOROLA SOLUTIONS	P		3/15/2017	4/6/2017	14,220.48	14,237.48	(17.00)	
21.00	MOTOROLA SOLUTIONS	P		3/15/2017	7/19/2017	1,869.89	1,769.15	100.74	
168.00	MOTOROLA SOLUTIONS	P		11/18/2016	7/28/2017	15,310.83	13,443.36	1,867.47	
35.00	MOTOROLA SOLUTIONS	P		3/15/2017	7/28/2017	3,189.76	2,948.59	241.17	
425.89	OAKMARK INTL FD INV	P		11/28/2016	2/22/2017	10,221.44	9,284.47	936.97	
485.00	PFIZER INCORPORATED	P		7/6/2016	1/6/2017	16,279.20	17,407.45	(1,128.25)	
163.00	PFIZER INCORPORATED	P		7/6/2016	1/26/2017	5,097.62	5,850.34	752.72	0.00
192.00	PFIZER INCORPORATED	P		7/6/2016	2/7/2017	6,147.61	6,891.20	224.63	(518.96)
350.00	PFIZER INCORPORATED	P		7/6/2016	4/12/2017	11,856.46	12,562.07	(705.61)	
58.00	PFIZER INCORPORATED	P		7/23/2016	4/12/2017	1,964.79	2,207.48	(242.69)	
163.00	PFIZER INCORPORATED	P		8/4/2016	4/12/2017	5,521.72	6,325.23	(803.51)	
243.00	PFIZER INCORPORATED	P		7/6/2016	5/4/2017	8,121.67	8,721.67	(600.00)	
256.00	PFIZER INCORPORATED	P		8/8/2016	5/4/2017	8,556.16	8,939.53	(383.37)	
233.00	PFIZER INCORPORATED	P		11/14/2016	5/4/2017	7,787.45	7,522.04	265.41	
318.00	PFIZER INCORPORATED	P		11/14/2016	5/4/2017	10,636.41	10,266.13	370.28	
1,046.00	PFIZER INCORPORATED	P		11/18/2016	5/4/2017	34,986.45	32,955.90	2,030.55	
406.10	PIMCO INVESTMENT GRADE CORP BD INSTL	P		11/28/2016	3/13/2017	4,141.57	4,289.00	147.43	(0.00)
42.26	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/28/2016	3/13/2017	430.96	431.93	(0.97)	
357.76	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/31/2017	3/13/2017	3,648.63	3,667.06	(18.43)	
383.04	PIMCO INVESTMENT GRADE CORP BD INSTL	P		2/28/2017	3/13/2017	3,906.44	3,964.48	0.06	(57.98)
406.10	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/16/2016	4/24/2017	4,243.65	4,354.60	77.26	(33.69)
0.42	PIMCO INVESTMENT GRADE CORP BD INSTL	P		3/18/2017	4/24/2017	4.43	4.45	(0.02)	
282.77	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/20/2016	6/1/2017	2,977.43	3,032.25	(54.82)	
75.51	PIMCO INVESTMENT GRADE CORP BD INSTL	P		5/31/2017	6/1/2017	795.04	795.09	(0.05)	
23.00	PPG INDUSTRIES INC	P		2/24/2017	6/12/2017	2,530.77	2,368.26	162.51	
101.00	PPG INDUSTRIES INC	P		3/16/2017	6/12/2017	11,113.40	10,482.69	630.71	
114.00	PPG INDUSTRIES INC	P		1/31/2017	7/21/2017	12,188.12	11,387.65	800.47	
36.00	PPG INDUSTRIES INC	P		2/24/2017	7/21/2017	3,848.88	3,706.84	142.04	
24.00	PPG INDUSTRIES INC	P		1/31/2017	10/20/2017	2,777.49	2,397.40	380.09	
491.00	PPG INDUSTRIES INC	P		1/31/2017	12/15/2017	56,507.25	49,046.79	7,460.46	
147.00	PROCTER & GAMBLE	P		7/6/2016	2/13/2017	12,919.05	12,518.30	400.75	
488.00	PROCTER & GAMBLE	P		7/6/2016	2/14/2017	42,924.10	41,557.36	1,366.74	
288.00	PROCTER & GAMBLE	P		11/18/2016	2/14/2017	25,332.26	23,677.52	1,654.74	
73.00	SKYWORKS SOLUTIONS	P		11/18/2016	1/17/2017	5,590.42	5,732.48	(142.06)	
35.00	SKYWORKS SOLUTIONS	P		11/18/2016	1/26/2017	3,189.93	2,748.45	441.48	

Quantity	Description	How Acquired			Proceeds	Cost	Wash Sale Adjustment	Gain/(Loss)
		P-Purchased	Date Acquired	Date Sold				
69 00	SKYWORKS SOLUTIONS	P	11/18/2016	4/12/2017	6,793.08	5,418.37		1,374.71
89 00	SKYWORKS SOLUTIONS	P	2/24/2017	4/12/2017	8,762.10	8,413.85		348.25
110 00	SKYWORKS SOLUTIONS	P	11/18/2016	4/25/2017	11,460.49	8,637.98		2,822.51
17.00	UNITED PARCEL SRVC CLASS B	P	2/14/2017	7/19/2017	1,887.79	1,846.70		41.09
101 00	WALGREENS BOOTS ALLI	P	9/8/2016	5/4/2017	8,665.03	8,570.02		95.01
276 00	WALGREENS BOOTS ALLI	P	11/18/2016	5/4/2017	23,678.68	23,012.47		666.21
129 00	WALGREENS BOOTS ALLI	P	2/24/2017	5/4/2017	11,067.21	11,278.97		(211.76)
23 00	WALGREENS BOOTS ALLI	P	11/18/2016	7/19/2017	1,825.32	1,917.71		(92.39)
236.00	WALGREENS BOOTS ALLI	P	8/12/2016	7/27/2017	18,547.78	19,506.20		(958.42)
108 00	WALGREENS BOOTS ALLI	P	11/18/2016	7/27/2017	8,487.97	9,004.88		(516.91)
190 00	WALGREENS BOOTS ALLI	P	1/23/2017	9/15/2017	15,625.40	15,521.74		103.66
356.00	ZOETIS INC CLASS A	P	11/18/2016	1/10/2017	19,227.95	17,762.29		1,465.66
69 00	ZOETIS INC CLASS A	P	11/18/2016	1/26/2017	3,710.38	3,442.69		267.69
81 00	ZOETIS INC CLASS A	P	7/6/2016	2/16/2017	4,287.98	3,889.34		398.64
100 00	ZOETIS INC CLASS A	P	7/6/2016	2/16/2017	5,293.78	4,801.66		492.12
100 00	ZOETIS INC CLASS A	P	7/6/2016	2/16/2017	5,293.78	4,801.66		492.12
100 00	ZOETIS INC CLASS A	P	7/6/2016	2/16/2017	5,293.78	4,801.66		492.12
140 00	ZOETIS INC CLASS A	P	11/18/2016	2/16/2017	7,411.30	6,985.17		426.13
148 00	ZOETIS INC CLASS A	P	7/6/2016	6/2/2017	9,236.02	7,106.46		2,129.56
19 00	ZOETIS INC CLASS A	P	7/6/2016	6/2/2017	1,185.71	912.32		273.39
83 00	ZOETIS INC CLASS A	P	2/24/2017	6/2/2017	5,179.66	4,447.14		732.52

Total Short-Term Capital Gains and Losses**4,753,586.22** **4,543,640.51** **2,622.74** **212,568.45****Long-Term Capital Gains and Losses**

282 00	ADVANCE AUTO PARTS	P	7/6/2016	7/18/2017	28,270.44	45,418.22		(17,147.78)
58,797.91	ADVISORY RESEARCH INTL SM CAP VALUE INST	P	7/29/2015	5/9/2017	740,268.90	675,020.00		65,248.90
523 21	ADVISORY RESEARCH INTL SM CAP VALUE INST	P	12/17/2015	5/9/2017	6,587.18	5,457.03		1,130.15
325 22	ADVISORY RESEARCH INTL SM CAP VALUE INST	P	12/17/2015	5/9/2017	4,094.55	3,392.05		702.50
751 07	ADVISORY RESEARCH INTL SM CAP VALUE INST	P	12/17/2015	5/9/2017	9,456.00	7,833.65		1,622.35
2 00	ALPHABET INC CLASS A	P	7/6/2016	7/19/2017	1,974.96	1,417.21		557.75
2 00	ALPHABET INC. CLASS A	P	7/6/2016	10/20/2017	2,013.17	1,416.78		596.39
17 00	ALPHABET INC CLASS A	P	7/6/2016	10/20/2017	17,111.91	12,046.33		5,065.58
9 00	ALPHABET INC. CLASS A	P	7/6/2016	11/9/2017	9,444.83	6,375.52		3,069.31
5 00	ALPHABET INC CLASS A	P	7/6/2016	12/6/2017	5,162.40	3,541.96		1,620.44
3.00	ALPHABET INC. CLASS A	P	11/11/2016	12/6/2017	3,097.44	2,319.89		777.55
14,272.39	ARTISAN INTL SM CAP FD INV SHR	P	2/10/2015	6/6/2017	330,405.81	322,556.00		7,849.81
13,200.65	ARTISAN INTL SM CAP FD INV SHR	P	7/29/2015	6/6/2017	305,595.05	325,000.00		(19,404.95)
0 90	CENTURYLINK INC	P	9/22/2016	11/2/2017	16.09	17.13	1.04	0.00
610.00	COPART INC	P	7/6/2016	7/17/2017	18,951.70	15,079.98		3,871.72
1,139.00	COPART INC	P	7/6/2016	9/1/2017	37,187.44	28,157.54		9,029.90
31 00	CROWN HOLDINGS INC	P	7/6/2016	7/19/2017	1,868.03	1,556.54		311.49
53 00	CROWN HOLDINGS INC	P	7/6/2016	12/26/2017	2,973.78	2,661.17		312.61
71.00	CROWN HOLDINGS INC	P	10/24/2016	12/26/2017	3,983.74	3,902.30		81.44
484 00	CROWN HOLDINGS INC	P	11/18/2016	12/26/2017	27,156.79	25,876.78		1,280.01
42.00	DELPHI AUTOMOTVE PLC F	P	8/25/2016	10/3/2017	4,184.23	2,861.47		1,322.76
50 00	DELPHI AUTOMOTVE PLC F	P	8/25/2016	10/10/2017	4,902.92	3,406.50		1,496.42
0 67	DELPHI TECHNOLOGIES F	P	8/25/2016	12/5/2017	35.53	23.03		12.50
17.33	DELPHI TECHNOLOGIES F	P	8/25/2016	12/8/2017	918.22	598.73		319.49
21,413.99	DODGE & COX GLOBAL STK FD	P	7/29/2015	11/2/2017	300,000.00	256,542.45		43,457.55
14,379 22	DODGE & COX INCOME FUND	P	2/10/2015	9/22/2017	200,000.00	199,299.51		700.49
6,290 88	DODGE & COX INCOME FUND	P	2/10/2015	9/26/2017	86,989.84	87,193.14	3.13	(200.17)
96 80	DODGE & COX INCOME FUND	P	2/10/2015	11/2/2017	1,339.72	1,341.89		(2.17)
83,222 90	DODGE & COX INCOME FUND	P	2/10/2015	11/2/2017	1,151,799.12	1,153,489.35		(1,690.23)
147 31	DODGE & COX INCOME FUND	P	3/23/2016	11/2/2017	2,038.77	1,973.97		64.80
891 62	DODGE & COX INCOME FUND	P	3/23/2016	11/2/2017	12,339.95	11,947.70		392.25
18,315 02	DODGE & COX INCOME FUND	P	5/16/2016	11/2/2017	253,478.58	250,015.00		3,463.58
946.67	DODGE & COX INCOME FUND	P	6/27/2016	11/2/2017	13,101.79	12,940.93		160.86
940 86	DODGE & COX INCOME FUND	P	9/27/2016	11/2/2017	13,021.45	13,042.27		(20.82)
50,403.23	DRIEHaus ACTIVE INCM FD	P	5/16/2016	10/2/2017	494,455.65	500,000.00		(5,544.35)
539 52	DRIEHaus ACTIVE INCM FD	P	6/22/2016	10/2/2017	5,292.73	5,335.89		(43.16)
365.65	DRIEHaus ACTIVE INCM FD	P	9/21/2016	10/2/2017	3,587.01	3,645.51		(58.50)
50.00	EBAY INC	P	7/6/2016	7/19/2017	1,841.01	1,190.63		650.38
169 20	FIRST EAGLE GLOBAL FUND CL A	P	12/16/2010	2/22/2017	9,591.89	7,742.56		1,849.33
10,298 66	FIRST EAGLE GLOBAL FUND CL A	P	5/19/2011	2/22/2017	583,831.04	499,999.95		83,831.09

Quantity	Description	How Acquired		Proceeds	Cost	Wash Sale Adjustment	Gain/(Loss)		
		P-Purchased	D-Donated						
266.79	FIRST EAGLE GLOBAL FUND CL A	P		12/13/2011	2/22/2017	15,124.38	11,869.51	3,254.87	
309.40	FIRST EAGLE GLOBAL FUND CL A	P		12/13/2011	2/22/2017	17,539.66	13,765.02	3,774.64	
13,581.24	FIRST EAGLE GLOBAL FUND CL A	P		1/23/2012	2/22/2017	769,920.61	636,281.20	133,639.41	
4.87	FIRST EAGLE GLOBAL FUND CL A	P		2/12/2013	2/22/2017	275.91	243.01	32.90	
1,341.61	HARBOR INTERNATIONAL FUND INST CL	P		1/6/2014	11/2/2017	93,736.07	93,693.00	43.07	
5,814.69	HARBOR INTERNATIONAL FUND INST CL	P		7/29/2015	11/2/2017	406,263.93	403,895.35	2,368.58	
415.00	INTEL CORP	P		9/1/2015	10/30/2017	18,321.10	11,575.98	6,745.12	
760.00	INTEL CORP	P		5/17/2016	10/30/2017	33,551.89	22,928.79	10,623.10	
2,221.82	IVA WORLDWIDE FD CL I	P		1/6/2014	3/31/2017	40,000.00	39,356.89	643.11	
1,078.51	IVA WORLDWIDE FD CL I	P		5/10/2010	5/15/2017	19,768.51	16,394.96	3,373.55	
0.00	IVA WORLDWIDE FD CL I	P		12/14/2011	5/15/2017	0.05	0.05	0.00	
13,017.75	IVA WORLDWIDE FD CL I	P		2/12/2013	5/15/2017	238,608.20	216,404.00	22,204.20	
770.74	IVA WORLDWIDE FD CL I	P		12/17/2013	5/15/2017	14,127.22	13,449.39	677.83	
308.36	IVA WORLDWIDE FD CL I	P		12/17/2013	5/15/2017	5,652.03	5,380.85	271.18	
1,426.04	IVA WORLDWIDE FD CL I	P		12/17/2013	5/15/2017	26,138.51	24,884.38	1,254.13	
10,677.11	IVA WORLDWIDE FD CL I	P		1/6/2014	5/15/2017	195,705.48	189,132.11	6,573.37	
5,097.12	IVA WORLDWIDE FD CL I	P		5/10/2010	5/31/2017	93,783.43	77,483.77	16,299.66	
16,255.28	IVA WORLDWIDE FD CL I	P		5/10/2010	5/31/2017	299,085.93	247,104.47	51,981.46	
387.55	IVA WORLDWIDE FD CL I	P		12/14/2011	5/31/2017	7,130.64	5,840.36	1,290.28	
25,657.60	IVA WORLDWIDE FD CL I	P		4/21/2009	7/11/2017	472,602.76	310,472.21	162,130.55	
3,502.47	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	64,514.07	52,782.21	11,731.86	
1,533.53	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	28,247.01	23,110.29	5,136.72	
984.93	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	18,141.96	14,842.85	3,299.11	
3,657.17	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	67,363.55	55,113.51	12,250.04	
1,468.66	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	27,052.20	22,132.77	4,919.43	
555.72	IVA WORLDWIDE FD CL I	P		12/14/2011	7/11/2017	10,236.07	8,374.64	1,861.43	
560.00	LEVEL 3 COMMUNICATN XXXMANDATORY MERGE	P		2/11/2016	11/1/2017	14,840.00	10,507.39	4,332.61	
540.00	LEVEL 3 COMMUNICATN XXXMANDATORY MERGE	P		5/17/2016	11/1/2017	14,310.00	13,543.91	766.09	
470.00	LEVEL 3 COMMUNICATN XXXMANDATORY MERGE	P		9/22/2016	11/1/2017	12,455.00	9,458.14	2,996.86	
9,219.44	LONGLEAF PARTNERS SMALL CAP FUND	P		9/4/2013	11/2/2017	270,212.89	318,212.00	13,315.24	(34,683.87)
1,016.31	LONGLEAF PARTNERS SMALL CAP FUND	P		1/6/2014	11/2/2017	29,787.11	32,670.15	(2,883.04)	
3,546.00	LONGLEAF PARTNERS SMALL CAP FUND	P		1/23/2012	12/6/2017	96,556.73	92,082.96	4,473.77	
2,160.38	LONGLEAF PARTNERS SMALL CAP FUND	P		2/12/2013	12/6/2017	58,826.47	66,891.00	(8,064.53)	
2,557.53	LONGLEAF PARTNERS SMALL CAP FUND	P		9/18/2013	12/6/2017	69,640.84	83,698.42	(14,057.58)	
3,839.66	LONGLEAF PARTNERS SMALL CAP FUND	P		11/7/2013	12/6/2017	104,553.03	118,568.75	(14,015.72)	
345.99	LONGLEAF PARTNERS SMALL CAP FUND	P		11/7/2013	12/6/2017	9,421.28	10,684.22	(1,262.94)	
7,444.14	LONGLEAF PARTNERS SMALL CAP FUND	P		1/6/2014	12/6/2017	202,702.12	239,297.85	(36,595.73)	
138.73	LONGLEAF PARTNERS SMALL CAP FUND	P		11/16/2016	12/6/2017	3,777.56	3,776.21	1.35	
4,850.38	LONGLEAF PARTNERS SMALL CAP FUND	P		11/16/2016	12/6/2017	132,074.63	132,027.35	47.28	
14,689.68	LONGLEAF PARTNERS SMALL CAP FUND	P		11/17/2016	12/6/2017	399,996.32	400,015.00	(18.68)	
90.00	MADISON SQUARE GARDE CLASS A	P		7/6/2016	11/30/2017	19,505.71	15,356.97	4,148.74	
84.00	MADISON SQUARE GARDE CLASS A	P		7/6/2016	12/7/2017	17,954.69	14,333.18	3,621.51	
525.00	MERCK & CO INC	P		1/11/2016	1/12/2017	32,815.15	26,761.16	6,053.99	
78.00	MOTOROLA SOLUTIONS	P		9/2/2016	10/20/2017	7,019.31	6,081.89	937.42	
179.00	MOTOROLA SOLUTIONS	P		11/18/2016	12/7/2017	16,684.80	14,323.57	2,361.23	
15,997.27	OAKMARK INTL FD INV	P		1/23/2012	2/22/2017	383,934.50	287,310.99	96,623.51	
183.70	OAKMARK INTL FD INV	P		12/19/2013	2/22/2017	4,408.87	4,693.60	(284.73)	
273.11	OAKMARK INTL FD INV	P		12/19/2013	2/22/2017	6,554.69	6,978.01	(423.32)	
2,635.59	OAKMARK INTL FD INV	P		1/6/2014	2/22/2017	63,254.11	68,578.00	(5,323.89)	
8,509.81	OAKMARK INTL FD INV	P		2/10/2015	2/22/2017	204,235.34	202,193.00	2,042.34	
2,112.70	OAKMARK SELECT FUND INST	P		7/29/2015	9/26/2017	100,000.00	85,934.22	14,065.78	
3,435.67	OAKMARK SELECT FUND INST	P		7/29/2015	10/2/2017	165,000.00	139,746.24	25,253.76	
5,149.54	OAKMARK SELECT FUND INST	P		7/29/2015	11/2/2017	250,000.00	209,458.26	40,541.74	
2,963.98	PIMCO INVESTMENT GRADE CORP BD INSTL	P		2/12/2013	3/13/2017	30,228.08	32,574.28	(2,346.20)	
310.69	PIMCO INVESTMENT GRADE CORP BD INSTL	P		5/31/2013	3/13/2017	3,168.51	3,391.32	(222.81)	
5,341.57	PIMCO INVESTMENT GRADE CORP BD INSTL	P		2/10/2015	3/13/2017	54,475.81	57,110.90	(2,635.09)	
11,155.53	PIMCO INVESTMENT GRADE CORP BD INSTL	P		4/9/2009	4/24/2017	116,573.53	106,947.83	9,625.70	
2,720.33	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/8/2010	4/24/2017	28,427.06	28,116.34	310.72	
1,511.90	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/8/2010	4/24/2017	15,799.15	15,626.46	172.69	
24,609.17	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/28/2010	4/24/2017	257,161.97	252,677.49	4,484.48	
236.64	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/31/2010	4/24/2017	2,472.83	2,457.64	15.19	
297.42	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/31/2011	4/24/2017	3,108.00	3,097.82	10.18	
280.07	PIMCO INVESTMENT GRADE CORP BD INSTL	P		9/30/2011	4/24/2017	2,926.64	2,908.65	17.99	
239.04	PIMCO INVESTMENT GRADE CORP BD INSTL	P		10/31/2011	4/24/2017	2,497.95	2,535.18	(37.23)	
248.06	PIMCO INVESTMENT GRADE CORP BD INSTL	P		11/30/2011	4/24/2017	2,592.21	2,581.23	10.98	
1,411.01	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/7/2011	4/24/2017	14,744.84	14,400.24	344.60	
436.69	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/7/2011	4/24/2017	4,563.36	4,456.72	106.64	

Quantity	Description	How Acquired			Proceeds	Cost	Wash Sale Adjustment	Gain/(Loss)
		P-Purchased	D-Donated	Date Acquired				
275 28	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/30/2011	4/24/2017	2,876.66	2,823.19	53.47
10,062 42	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/23/2012	4/24/2017	105,150.67	104,050.34	1,100.33
247 53	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/31/2012	4/24/2017	2,586.62	2,607.85	(21.23)
262.83	PIMCO INVESTMENT GRADE CORP BD INSTL	P		6/28/2013	4/24/2017	2,746.51	2,750.65	(4.14)
254 65	PIMCO INVESTMENT GRADE CORP BD INSTL	P		7/31/2013	4/24/2017	2,661.08	2,670.20	(9.12)
268.18	PIMCO INVESTMENT GRADE CORP BD INSTL	P		8/30/2013	4/24/2017	2,802.46	2,777.20	25.26
236 43	PIMCO INVESTMENT GRADE CORP BD INSTL	P		9/30/2013	4/24/2017	2,470.64	2,474.37	(3.73)
257 50	PIMCO INVESTMENT GRADE CORP BD INSTL	P		10/31/2013	4/24/2017	2,690.85	2,728.39	(37.54)
242.01	PIMCO INVESTMENT GRADE CORP BD INSTL	P		11/29/2013	4/24/2017	2,528.94	2,552.10	(23.16)
2,071 48	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/11/2013	4/24/2017	21,646.62	21,140.72	505.90
557 62	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/11/2013	4/24/2017	5,827.01	5,690.84	136.17
281 89	PIMCO INVESTMENT GRADE CORP BD INSTL	P		12/31/2013	4/24/2017	2,945.69	2,859.93	85.76
27,745 33	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/6/2014	4/24/2017	289,934.36	282,652.51	7,281.85
387 41	PIMCO INVESTMENT GRADE CORP BD INSTL	P		1/31/2014	4/24/2017	4,048.39	3,988.67	59.72
348 62	PIMCO INVESTMENT GRADE CORP BD INSTL	P		2/28/2014	4/24/2017	3,643.06	3,642.70	0.36
8,643 65	PIMCO INVESTMENT GRADE CORP BD INSTL	P		2/10/2015	4/24/2017	90,324.82	92,416.10	(2,091.28)
22,938 09	PIMCO INVESTMENT GRADE CORP BD INSTL	P		4/9/2009	6/1/2017	241,523.26	219,906.94	21,616.32
1,430 23	PRIMECAP ODYSSEY GROWTH	P		9/29/2016	10/2/2017	50,000.00	41,322.33	8,677.67
2,937 03	PRIMECAP ODYSSEY GROWTH	P		2/10/2015	11/2/2017	104,525.41	76,925.68	27,599.73
5,492 59	PRIMECAP ODYSSEY GROWTH	P		9/29/2016	11/2/2017	195,474.59	158,692.67	36,781.92
24,389 99	TWEEDY BROWNE GLOBAL VALUE FUND	P		2/10/2015	5/9/2017	671,929.28	643,433.00	28,496.28
196 00	WALGREENS BOOTS ALLI	P		8/12/2016	9/6/2017	16,049.47	16,200.06	(150.59)
162.00	WALGREENS BOOTS ALLI	P		8/12/2016	9/12/2017	13,392.80	13,389.85	2.95
4 00	WALGREENS BOOTS ALLI	P		8/26/2016	9/12/2017	330.69	316.99	13.70
111 00	WALGREENS BOOTS ALLI	P		8/26/2016	9/13/2017	9,178.34	8,796.39	381.95
34 00	WALGREENS BOOTS ALLI	P		8/26/2016	9/15/2017	2,796.13	2,694.39	101.74
705.00	WAL-MART STORES INC	P		9/1/2015	1/12/2017	47,942.99	45,049.34	2,893.65
123 00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	7,543.04	5,906.04	1,637.00
159.00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	9,750.76	7,634.64	2,116.12
100 00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	6,132.55	4,801.66	1,330.89
94 00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	5,764.60	4,513.56	1,251.04
16 00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	981.21	768.26	212.95
1.00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	61.33	48.01	13.32
100 00	ZOETIS INC CLASS A	P		7/6/2016	8/23/2017	6,132.55	4,801.66	1,330.89

Total Long-Term Capital Gains and Losses**12,844,915.30 11,953,239.90 13,319.41 904,994.81****Total All Capital Gains and Losses****17,598,501.52 16,496,880.41 15,942.15 1,117,563.26**

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
1 All Nations Sports Academy 9090 Katy Freeway No. 400 Houston, TX 77024	N/A	Public Charity	Unrestricted use by All Nations Sports Academy	Person or Business 25,000.00 <input checked="" type="checkbox"/>
2 American Heart Association 10060 Buffalo Speedway Houston, Texas 77054	N/A	Public Charity	Unrestricted use by American Heart Association	Person or Business 4,500.00 <input checked="" type="checkbox"/>
3 ASU Foundation PO Box 2260 Tempe, AZ 85281	N/A	Public Charity	Unrestricted use by ASU Foundation	Person or Business 150,000.00 <input checked="" type="checkbox"/>
4 Beacon 1117 Texas Avenue Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Beacon	Person or Business 20,000.00 <input checked="" type="checkbox"/>
5 Big Brother Big Sister 450 E. John Carpenter Freeway Suite 300 Irving, Texas 75062	N/A	Public Charity	Unrestricted use by Big Brother Big Sister	Person or Business 5,000.00 <input checked="" type="checkbox"/>
6 Brain Behavior Research Foundation 90 Park Avenue, 16th Floor New York, NY 10016	N/A	Public Charity	Unrestricted use by Brain Behavior Research Foundation	Person or Business 200,000.00 <input checked="" type="checkbox"/>
7 Bridges to Life P.O. Box 19039 Houston, Texas 77224-9039	N/A	Public Charity	Unrestricted use by Bridges to Life	Person or Business 25,000.00 <input checked="" type="checkbox"/>
8 Broach Foundation 2726 Bissonnet Street, Suite 240-602 Houston, Texas 77005	N/A	Public Charity	Unrestricted use by Broach Foundation	Person or Business 12,500.00 <input checked="" type="checkbox"/>
9 Center for Hearing and Speech 3636 West Dallas Street Houston, Texas 77019	N/A	Public Charity	Unrestricted use by Center for Hearing and Speech	Person or Business 3,500.00 <input checked="" type="checkbox"/>
10 Child Advocates 2401 Portsmouth St., Suite 210 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Child Advocates	Person or Business 15,000.00 <input checked="" type="checkbox"/>
11 Children's Fund 5773 Woodway Drive No 189 Houston, Texas 77057	N/A	Public Charity	Unrestricted use by Children's Fund	Person or Business 7,000.00 <input checked="" type="checkbox"/>
12 Children's Museum of Houston 1500 Binz Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Children's Museum of Houston	Person or Business 14,000.00 <input checked="" type="checkbox"/>
13 Covenant House Texas 1111 Lovett Boulevard Houston, Texas 77006	N/A	Public Charity	Unrestricted use by Covenant House Texas	Person or Business 12,500.00 <input checked="" type="checkbox"/>
14 Crohn's Colitis Foundation of America 733 Third Avenue New York, NY 10017	N/A	Public Charity	Unrestricted use by Crohn's Colitis Foundation of America	Person or Business 5,000.00 <input checked="" type="checkbox"/>
14 Cystic Fibrosis Foundation 50 Briar Hollow Lane, Ste 310W Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Cystic Fibrosis Foundation	Person or Business 60,000.00 <input checked="" type="checkbox"/>
15 Emerald Youth Foundation 1718 N central Knoxville, TN 37917	N/A	Public Charity	Unrestricted use by Emerald Youth Foundation	Person or Business 100,000.00 <input checked="" type="checkbox"/>

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Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount	
				Person or Business checkbox	Amount
16 Freedom Place 2929 FM 2920 Road Spring, Texas 77388	N/A	Public Charity	Unrestricted use by Freedom Place	Person or Business checkbox	X 19,000.00
17 Halftime Institue 1431 Greenway Dr No 230 Irving, TX 75038	N/A	Public Charity	Unrestricted use by Halftime Institue	Person or Business checkbox	X 50,000.00
18 Hope and Healing Center & Institute 717 Sage Road Houston, Texas 77056	N/A	Public Charity	Unrestricted use by Hope and Healing Center & Institute	Person or Business checkbox	X 304,780.00
19 Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024-7708	N/A	Public Charity	Unrestricted use by Houston Arboretum & Nature Center	Person or Business checkbox	X 10,000.00
20 Houston Methodist Hospital 6565 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Houston Methodist Hospital	Person or Business checkbox	X 25,000.00
21 Houston Museum of Natural Science 5555 Herman Park Drive Houston, TX 77030	N/A	Public Charity	Unrestricted use by Houston Museum of Natural Science	Person or Business checkbox	X 2,500.00
22 Marine Corps Scholarship Foundation 909 N. Washington St., Suite 400 Alexandria, VA 22314	N/A	Public Charity	Unrestricted use by Marine Corps Scholarship Foundation	Person or Business checkbox	X 200,000.00
23 MD Anderson Hospital Unit 0705 PO Box 301439 Houston, Texas 77230-1439	N/A	Public Charity	Unrestricted use by MD Anderson Hospital	Person or Business checkbox	X 25,000.00
24 Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business checkbox	X 625,300.00
25 One Goal 14400 Memorial Drive Houston, Texas 77079	N/A	Public Charity	Unrestricted use by One Goal	Person or Business checkbox	X 20,000.00
26 Opportunity International 550 West Van Buren St. Ste 200 Chicago, IL 60607	N/A	Public Charity	Unrestricted use by Opportunity International	Person or Business checkbox	X 25,000.00
27 Palmer Drug Abuse Program 850 Gessner, Suite 1300 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Palmer Drug Abuse Program	Person or Business checkbox	X 5,000.00
28 Parish Children's School 11001 Hammerly Blvd Houston, TX 77043	N/A	Public Charity	Unrestricted use by Parish Children's School	Person or Business checkbox	X 6,000.00
28 PKD Foundation 1001 E 101st Ter No 220 Kansas City, MO 64131	N/A	Public Charity	Unrestricted use by PKD Foundation	Person or Business checkbox	X 2,500.00
29 RC Activities Inc 30 Mansell Ct Ste 103 Roswell, GA 30076	N/A	Public Charity	Unrestricted use by RC Activities Inc	Person or Business checkbox	X 10,000.00
29 Search Homeless Services 2505 Fannin Street Houston, TX 77002	N/A	Public Charity	Unrestricted use by Search Homeless Services	Person or Business checkbox	X 10,000.00

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
30 Shangri La Therapeutic Academy of Riding 11800 Highway 11E Lenoir City, TN 37772	N/A	Public Charity	Unrestricted use by Shangri La Therapeutic Academy of Riding	Person or Business 2,000.00 <input checked="" type="checkbox"/>
29 Sight Into Sound 3935 Essex Lane Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Sight Into Sound	Person or Business 3,000.00 <input checked="" type="checkbox"/>
30 Sigma Chi Foundation 1714 Hinman Avenue Evanston, IL 60201-0469	N/A	Public Charity	Unrestricted use by Sigma Chi Foundation	Person or Business 40,000.00 <input checked="" type="checkbox"/>
31 Small Steps 1709 DePelchin Houston, Texas 77007	N/A	Public Charity	Unrestricted use by Small Steps	Person or Business 32,200.00 <input checked="" type="checkbox"/>
32 Spec's Charitable Foundation 2410 Smith Street Houston, TX 77006	N/A	Public Charity	Unrestricted use by Spec's Charitable Foundation	Person or Business 5,000.00 <input checked="" type="checkbox"/>
33 Spring Spirit Baseball P.O. Box 550549 Houston, Texas 77255	N/A	Public Charity	Unrestricted use by Spring Spirit Baseball	Person or Business 16,667.00 <input checked="" type="checkbox"/>
34 St. Francis Episcopal School 335 Piney Point Road Houston, Texas 77063	N/A	Public Charity	Unrestricted use by St. Francis Episcopal School	Person or Business 12,500.00 <input checked="" type="checkbox"/>
35 St. John's Cathedral P.O.Box 153 Knoxville, TN 37901	N/A	Public Charity	Unrestricted use by St. John's Cathedral	Person or Business 25,000.00 <input checked="" type="checkbox"/>
36 St. Martin's Episcopal Church 717 Sage Rd. Houston, Texas 77056-2199	N/A	Public Charity	Unrestricted use by St. Martin's Episcopal Church	Person or Business 1,026,400.00 <input checked="" type="checkbox"/>
37 Star of Hope 6897 Ardmore Street Houston, Texas 77054	N/A	Public Charity	Unrestricted use by Star of Hope	Person or Business 584,000.00 <input checked="" type="checkbox"/>
38 Texas Children's Hospital 6621 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Texas Children's Hospital	Person or Business 5,500,000.00 <input checked="" type="checkbox"/>
39 The Center Foundation 300 West State Street Media, PA 19063	N/A	Public Charity	Unrestricted use by The Center Foundation	Person or Business 10,000.00 <input checked="" type="checkbox"/>
40 The Forge for Families 3435 Dixie Drive Houston, TX 77021	N/A	Public Charity	Unrestricted use by The Forge for Families	Person or Business 50,000.00 <input checked="" type="checkbox"/>
41 The Hay Center 1216 W Clay Street Houston, TX 77019	N/A	Public Charity	Unrestricted use by The Hay Center	Person or Business 5,000.00 <input checked="" type="checkbox"/>
42 The Kincaid School 201 Kincaid School Dr Houston, TX 77024	N/A	Public Charity	Unrestricted use by The Kincaid School	Person or Business 9,000.00 <input checked="" type="checkbox"/>
43 Turning Point USA 217 1/2 E Illinois St Lemont, IL 60439	N/A	Public Charity	Unrestricted use by Turning Point USA	Person or Business 10,000.00 <input checked="" type="checkbox"/>

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44	UNC Lineberger Cancer Center 880 Martin Luther King Jr Blvd Chapel Hill, NC 27514	N/A	Public Charity	Unrestricted use by UNC Lineberger Cancer Center	Person or Business 4,500.00
45	United Way of Greater Houston 50 Waugh Dr. Houston, Texas 77007	N/A	Public Charity	Unrestricted use by United Way of Greater Houston	Person or Business 150,000.00
45	Vail Veterans Program P O Box 6473 Vail, Colorado 81658	N/A	Public Charity	Unrestricted use by Vail Veterans Program	Person or Business 7,500.00
46	Webb School of Knoxville 9800 Webb School Drive Knoxville, TN 37923	N/A	Public Charity	Unrestricted use by Webb School of Knoxville	Person or Business 800.00
47	Will Erwin Headache Research Foundation 609 Main Street, Suite 2350 Houston, Texas 77002	N/A	Public Charity	Unrestricted use by Will Erwin Headache Research Foundation	Person or Business 9,000.00
48	WorkFaith Connection 1500 North Post Oak Rd., Ste 150 Houston, Texas 77055	N/A	Public Charity	Unrestricted use by WorkFaith Connection	Person or Business 275,000.00
49	Yellowstone Academy 3000 Trulley St. Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Yellowstone Academy	Person or Business 5,000.00
50	Yes Prep Public School 5515 South Loop East Houston, TX 77033	N/A	Public Charity	Unrestricted use by Yes Prep Public School	Person or Business 15,000.00
51	Youth Hope 6411 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Youth Hope	Person or Business 18,000.00
Total					<u>9,814,647.00</u>