

Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation JESSE W. COUCH CHARITABLE FOUNDATION		A Employer identification number 81-1587228
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. <input type="checkbox"/> 6
G Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 35,234,106.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	34,165,963.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. D.				
	3 Interest on savings and temporary cash investments	15,522.	15,522.		
	4 Dividends and interest from securities	348,709.	335,420.		
	5a Gross rents				
	b Not rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-94,433.			
	b Gross sales price for all assets on line 6a	28,931,718.			
	7 Capital gain net income (from Part IV, line 2)		4,473,386.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales price for all assets on line 6a				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	34,435,761.	4,824,328.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	33,333.			33,333.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,550.			2,550.
	16a Legal fees (attach schedule) ATCH 1.	5,550.			5,550.
	b Accounting fees (attach schedule) ATCH 2.				6,425.
	c Other professional fees (attach schedule) [3]	75,242.	22,572.		52,670.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	88,400.			
	19 Depreciation (attach schedule) and depletion	116.			
	20 Occupancy				
	21 Travel, conferences, and meetings	287.			287.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5.	27,782.	36.		27,746.
	24 Total operating and administrative expenses. Add lines 13 through 23.	233,260.	22,608.		128,561.
	25 Contributions, gifts, grants paid	920,000.			920,000.
26 Total expenses and disbursements. Add lines 24 and 25.	1,153,260.	22,608.	0.	1,048,561.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	33,282,501.				
b Net investment income (if negative, enter -0-)		4,801,720.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		1,211,974.	1,211,974.
	3	Accounts receivable ▶ 4,612.			
		Less allowance for doubtful accounts ▶		4,612.	4,612.
	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) [6]		755,268.	752,925.
	b	Investments - corporate stock (attach schedule) ATCH 7		26,681,984.	28,688,277.
	c	Investments - corporate bonds (attach schedule) ATCH 8		4,617,493.	4,571,573.
	Liabilities	11	Investments - land, buildings and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 9		3.	3.
14		Land, buildings, and equipment basis ▶ 4,050. Less accumulated depreciation (attach schedule) ▶ 116.		4,742.	ATCH 10 4,742.
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	33,276,076.	35,234,106.
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons . .			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .		33,276,076.	
	30	Total net assets or fund balances (see instructions)	0.	33,276,076.	
	31	Total liabilities and net assets/fund balances (see instructions)	0.	33,276,076.	

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	0.
2	Enter amount from Part I, line 27a	2	33,276,076.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,276,076.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,276,076.

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)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 4,473,386. </div> </div>		
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 0. </div> </div>		

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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

(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			
2015			
2014			
2013			
2012			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7
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

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	96,034.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	96,034.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	96,034.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	88,400.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,777.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	95,177.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	864.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <u>ATCH 11</u> If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <u>TN, TX,</u>		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <u>ATCH 12</u>	X	

Part VII-A Statements Regarding Activities (continued)

	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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year		
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 ▶		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
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"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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 ▶		
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"/> Yes <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)		
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?		

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.	5b	
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?	6b	
If "Yes" to 6b, file Form 8870		<input checked="" type="checkbox"/>	
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?	7b	

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

(a) Name and address	(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
ATCH 13		33,333.	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.

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
ATCH 14		64,492.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2017)

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	15,358,531.
b	Average of monthly cash balances	1b	1,778,395.
c	Fair market value of all other assets (see instructions).	1c	1.
d	Total (add lines 1a, b, and c)	1d	17,136,927.
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	17,136,927.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	257,054.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,879,873.
6	Minimum investment return. Enter 5% of line 5	6	843,994.

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	843,994.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	96,034.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	96,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	747,960.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	747,960.
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	747,960.

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	1,048,561.
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	4,742.
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	1,053,303.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,053,303.

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				747,960.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,053,303.</u>				
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.				747,960.
e Remaining amount distributed out of corpus.	305,343.			
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	305,343.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	305,343.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017	305,343.			

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

NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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				
ATCH 15				
Total			▶ 3a	920,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

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)

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



- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | 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. | | | |

[illegible]

- 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.

Sign Here  11/12/18 

Signature of officer or trustee Date Title

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	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	10/25/2018		P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number

81-1587228

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JESSE W COUCH 2603 AUGUSTA DR, SUITE 1400 HOUSTON, TX 77057	\$ 34,165,963.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	OBSIDIAN ENERGY LTD OBE, 226 SH.	\$ 269.	12/12/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PROSPER TX INDEP - 3.000% - 02/15/2023 743600RT7, 25000 SH.	\$ 26,653.	11/10/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	HEATH TX - 3.000% - 02/15/2025 422454HM3, 25000 SH.	\$ 26,165.	11/10/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	MESQUITE TX INDEP - 3.000% - 08/15/2026 590760DQ4, 55000 SH.	\$ 58,280.	11/10/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	COLONY TX - 3.000% - 08/15/2026 19624KMD0, 25000 SH.	\$ 26,297.	11/10/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	CORSICANA TX INDEP - 2.625% - 02/15/202 220435QE4, 50000 SH.	\$ 50,878.	11/10/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	JACKSONVILLE TX IND - 3.000% - 02/15/20 469736LL4, 25000 SH.	\$ 26,478.	11/10/2017
1	SCHERTZ-CIBOLO TX - 3.375% - 02/01/2027 806640WP9, 45000 SH.	\$ 47,396.	11/10/2017
1	BRAZOS RIVER AUTH TX - 3.000% - 02/15/2 106219KZ0, 50000 SH.	\$ 51,703.	11/10/2017
1	LOVEJOY TX INDEP - 3.000% - 02/15/2025 547160PV7, 25000 SH.	\$ 26,448.	11/10/2017
1	KLEIN TX INDEP SCH - 3.000% - 02/01/202 498531AY8, 25000 SH.	\$ 26,016.	11/10/2017
1	SAN MARCOS TX - 3.000% - 08/15/2028 7987646L5, 50000 SH.	\$ 51,137.	11/10/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ALDINE TX INDEP SCH - 3.000% - 02/15/20 014393TK8, 25000 SH.	\$ 26,599.	11/10/2017
1	CEDAR PARK TX - 3.000% - 02/15/2026 150461E23, 25000 SH.	\$ 26,408.	11/10/2017
1	MCKINNEY TX - 3.000% - 08/15/2027 5816462U9, 25000 SH.	\$ 26,089.	11/10/2017
1	MINERAL INTEREST - VICTORIA CTY, TX MINERAL INTEREST - VICTORIA CTY,, 1 SH.	\$ 1.	10/25/2017
1	MINERAL INTEREST - BRAZORIA CTY, TX MINERAL INTEREST - BRAZORIA CTY,, 1 SH.	\$ 1.	10/25/2017
1	MINERAL INTEREST - CALHOUN CTY, TX MINERAL INTEREST - CALHOUN CTY, , 1 SH.	\$ 1.	10/25/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ATHEROGENICS, INC AGIX, 50 SH. 	\$	07/05/2017
1	PHILLIPS 66 PSX, 625 SH. 	\$ 51,688.	07/05/2017
1	MONDELEZ INTERNATIONAL INC MDLZ, 10649 SH. 	\$ 460,143.	07/05/2017
1	JOHNSON & JOHNSON JNJ, 2730 SH. 	\$ 363,745.	07/05/2017
1	COLONY TX - 3.000% - 08/15/2022 19624KKY6, 20000 SH. 	\$ 21,339.	07/05/2017
1	DENTON CNTY TX - 3.000% - 07/15/2027 248775R42, 25000 SH. 	\$ 25,537.	07/05/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	WALGREENS BOOTS ALLIANCE WBA, 1235 SH.	\$ 97,003.	07/05/2017
1	PROCTER GAMBLE CO PG, 3590 SH.	\$ 315,005.	07/05/2017
1	KELLOGG CO K, 1158 SH.	\$ 79,045.	07/05/2017
1	EL PASO TX - 3.000% - 08/15/2022 283734QU8, 25000 SH.	\$ 26,686.	07/05/2017
1	FORT WORTH TX - 3.500% - 03/01/2026 3494254S4, 25000 SH.	\$ 26,712.	07/05/2017
1	SEAGATE TECHNOLOGY STX, 1 SH.	\$ 39.	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ALTRIA GROUP INC MO, 9058 SH.	\$ 676,587.	07/05/2017
1	PRAXAIR INC PX, 616 SH.	\$ 82,153.	07/05/2017
1	TYLER TX JR COLLEGE - 2.500% - 02/15/20 902299AW6, 25000 SH.	\$ 25,971.	07/05/2017
1	ABBVIE INC ABBV, 1869 SH.	\$ 135,250.	07/05/2017
1	CHUBB LIMITED CB, 382 SH.	\$ 55,810.	07/05/2017
1	S&P GLOBAL INC COM SPGI, 949 SH.	\$ 139,736.	07/05/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	SCHLUMBERGER LTD SLB, 171 SH. 	\$ <u>11,337.</u>	<u>07/05/2017</u>
<u>1</u>	IRVING TX - 3.000% - 09/15/2025 463777YZ9, 25000 SH. 	\$ <u>26,378.</u>	<u>07/05/2017</u>
<u>1</u>	KILLEEN TX - 2.250% - 08/01/2023 494134X53, 25000 SH. 	\$ <u>25,486.</u>	<u>07/05/2017</u>
<u>1</u>	UNITED TECHNOLOGIES CORP UTX, 626 SH. 	\$ <u>76,741.</u>	<u>07/05/2017</u>
<u>1</u>	CALIFORNIA RESOURCES CORPORATION CRC, 8 SH. 	\$ <u>66.</u>	<u>07/05/2017</u>
<u>1</u>	MICROVISION, INC. MVIS, 1 SH. 	\$ <u>2.</u>	<u>07/05/2017</u>

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	FRISCO TX INDPT SCH DIST - 2.000% - 08/ 35880CDN1, 25000 SH.	\$ 25,674.	07/05/2017
1	NACOGDOCHES TX - 3.000% - 09/01/2024 629632PT1, 25000 SH.	\$ 25,730.	07/05/2017
1	PHILIP MORRIS INTL PM, 5651 SH.	\$ 663,682.	07/05/2017
1	CHEVRON CORP CVX, 557 SH.	\$ 58,644.	07/05/2017
1	EULESS TX - 2.625% - 02/15/2027 298263P73, 25000 SH.	\$ 25,292.	07/05/2017
1	SUGAR LAND TX - 4.000% - 02/15/2025 864855V99, 25000 SH.	\$ 26,940.	07/05/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	MERCK & CO INC MRK, 750 SH.	\$ 48,270.	07/05/2017
1	THE COCA-COLA CO KO, 12305 SH.	\$ 552,002.	07/05/2017
1	RENEWABLE ENERGY GROUP INC REGI, 1 SH.	\$ 12.	07/05/2017
1	GRAND PRAIRIE TX - 3.000% - 02/15/2023 386138M21, 25000 SH.	\$ 26,729.	07/05/2017
1	PEARLAND TX INDPT SCH DIST - 3.000% - 0 704879Z40, 25000 SH.	\$ 26,092.	07/05/2017
1	VALERO ENERGY CORP VLO, 73 SH.	\$ 4,935.	07/05/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	AUTOZONE INC AZO, 37 SH.	\$ 19,570.	07/05/2017
1	DENTON TX - 4.000% - 02/15/2025 248866QE8, 25000 SH.	\$ 26,644.	07/05/2017
1	SOUTHLAKE TX WTRWORKS & SWR SYS - 3.000 8444244W8, 25000 SH.	\$ 26,332.	07/05/2017
1	GENERAL ELECTRIC CO GE, 2699 SH.	\$ 73,939.	07/05/2017
1	ANADARKO PETROLEUM CORP APC, 71 SH.	\$ 3,208.	07/05/2017
1	AMERICAN EXPRESS CO AXP, 382 SH.	\$ 32,602.	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	WHITE SETTLEMENT TX INDPT SCH DIST - 3. 964559UT3, 25000 SH.	\$ 26,091.	07/05/2017
1	MCDONALD'S CORP MCD, 2001 SH.	\$ 305,713.	07/05/2017
1	BLACKROCK INC BLK, 278 SH.	\$ 119,009.	07/05/2017
1	COMCAST CORP CMCSA, 74 SH.	\$ 2,852.	07/05/2017
1	PFLUGERVILLE TX INDPT SCH DIST - 2.250% 7170952E2, 25000 SH.	\$ 25,649.	07/05/2017
1	TEXARKANA TX - 2.250% - 02/01/2020 881830B93, 25000 SH.	\$ 25,613.	07/05/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	EXXON MOBIL CORP XOM, 5204 SH. 	\$ 422,044.	07/05/2017
1	APPLE INC AAPL, 2144 SH. 	\$ 308,211.	07/05/2017
1	CONOCOPHILLIPS COP, 1240 SH. 	\$ 55,310.	07/05/2017
1	LONGVIEW TX WTRWKS & SWR SYS - 2.500% - 543291GS1, 25000 SH. 	\$ 25,278.	07/05/2017
1	MESQUITE TX - 3.000% - 02/15/2022 590741Y24, 25000 SH. 	\$ 26,510.	07/05/2017
1	ABBOTT LABS ABT, 1852 SH. 	\$ 90,526.	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	INTEL CORP INTC, 2143 SH.	\$ 72,776.	07/05/2017
1	TARRANT TX REGL WTR DIST - 2.000% - 03/ 876443HF2, 25000 SH.	\$ 25,503.	07/05/2017
1	CHARTER COMMUNICATIONS, INC CHTR, 204 SH.	\$ 67,732.	07/05/2017
1	SUGAR LAND TX WTRWKS & SWR SYS - 3.000% 864881MD6, 25000 SH.	\$ 25,661.	07/05/2017
1	SUGAR LAND TX WTRWKS & SWR - 2.000% - 0 864881LY1, 25000 SH.	\$ 25,553.	07/05/2017
1	ALLIQUA BIOMEDICAL INC ALQA, 1 SH.	\$	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	TARGET CORPORATION TGT, 951 SH.	\$ 49,975.	07/05/2017
1	AUTOMATIC DATA PROCESSING INC ADP, 1126 SH.	\$ 115,978.	07/05/2017
1	DR PEPPER SNAPPLE GROUP, INC DPS, 53 SH.	\$ 4,792.	07/05/2017
1	GEORGETOWN TX - 3.000% - 08/15/2026 373028S75, 25000 SH.	\$ 25,837.	07/05/2017
1	PEARLAND TX WTRWKS & SWR SYS - 3.000% - 704883MB0, 25000 SH.	\$ 25,730.	07/05/2017
1	KRAFT HEINZ CO KHC, 3234 SH.	\$ 272,303.	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	TEMPLE TX - 2.125% - 08/01/2024 880064G87, 25000 SH.	\$ 25,262.	07/05/2017
1	TRAVIS CNTY TX - 3.000% - 03/01/2024 89453PJL4, 25000 SH.	\$ 26,915.	07/05/2017
1	CRAY INC CRAY, 1 SH.	\$ 18.	07/05/2017
1	TEVA PHARMACEUTICAL INDUSTRIES SP ADR TEVA, 33 SH.	\$ 1,085.	07/05/2017
1	OCCIDENTAL PETROLEUM CORP OXY, 627 SH.	\$ 37,852.	07/05/2017
1	CONROE TX INDPT SCH DIST - 3.000% - 02/ 208418TR4, 25000 SH.	\$ 25,683.	07/05/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	GEORGETOWN TX - 2.500% - 08/15/2022 373028F53, 25000 SH.	\$ 25,892.	07/05/2017
1	MONTGOMERY CNTY TEX - 2.125% - 03/01/20 613681M69, 25000 SH.	\$ 25,657.	07/05/2017
1	CHEVRON CORP CVX, 300 SH.	\$ 31,680.	07/03/2017
1	EXXON MOBIL CORP XOM, 890 SH.	\$ 72,628.	07/03/2017
1	PHILLIPS 66 PSX, 1825 SH.	\$ 152,196.	07/03/2017
1	KINDER MORGAN INC KMI, 4650 SH.	\$ 90,257.	07/03/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	HOME DEPOT INC HD, 150 SH.	\$ 23,138.	07/03/2017
1	MCDONALD'S CORP MCD, 4000 SH.	\$ 612,700.	07/03/2017
1	KRAFT HEINZ CO KHC, 9048 SH.	\$ 771,297.	07/03/2017
1	AMERICAN EXPRESS CO AXP, 900 SH.	\$ 76,694.	07/03/2017
1	ABBVIE INC ABBV, 2000 SH.	\$ 145,360.	07/03/2017
1	MONDELEZ INTERNATIONAL INC MDLZ, 1073 SH.	\$ 46,531.	07/03/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	OCCIDENTAL PETROLEUM CORP OXY, 2230 SH.	\$ 135,684.	07/03/2017
1	KELLOGG CO K, 4370 SH.	\$ 302,229.	07/03/2017
1	KINDER MORGAN INC KMI, 250 SH.	\$ 4,853.	07/03/2017
1	INTERNATIONAL BUSINESS MACHINES IBM, 1500 SH.	\$ 232,163.	07/03/2017
1	GENERAL ELECTRIC CO GE, 5565 SH.	\$ 152,064.	07/03/2017
1	THE COCA-COLA CO KO, 43450 SH.	\$ 1,955,902.	07/03/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	CHEVRON CORP CVX, 5700 SH. 	\$ <u>601,920.</u>	<u>07/03/2017</u>
<u>1</u>	UNITED TECHNOLOGIES CORP UTX, 100 SH. 	\$ <u>12,261.</u>	<u>07/03/2017</u>
<u>1</u>	ALTRIA GROUP INC MO, 2360 SH. 	\$ <u>176,174.</u>	<u>07/03/2017</u>
<u>1</u>	NESTLE S.A NSRGY, 5000 SH. 	\$ <u>435,100.</u>	<u>07/03/2017</u>
<u>1</u>	CATERPILLAR INC CAT, 100 SH. 	\$ <u>10,716.</u>	<u>07/03/2017</u>
<u>1</u>	WAL-MART STORES INC WMT, 3300 SH. 	\$ <u>249,843.</u>	<u>07/03/2017</u>

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	TOTAL FINA ELF S.A TOT, 4000 SH. 	\$ 200,760.	07/03/2017
1	CATERPILLAR INC CAT, 200 SH. 	\$ 21,432.	07/03/2017
1	NOVO NORDISK A S NVO, 500 SH. 	\$ 21,325.	07/03/2017
1	INTEL CORP INTC, 290 SH. 	\$ 9,782.	07/03/2017
1	HOME DEPOT INC HD, 2000 SH. 	\$ 308,500.	07/03/2017
1	MARSH AND MCLENNAN COMPANIES INC MMC, 18496 SH. 	\$ 1,449,347.	07/03/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	ALTRIA GROUP INC MO, 46740 SH. 	\$ <u>3,489,141.</u>	<u>07/03/2017</u>
<u>1</u>	PRAXAIR INC PX, 75 SH. 	\$ <u>10,017.</u>	<u>07/03/2017</u>
<u>1</u>	PROCTER GAMBLE CO PG, 590 SH. 	\$ <u>51,678.</u>	<u>07/03/2017</u>
<u>1</u>	CALIFORNIA RESOURCES CORPORATION CRC, 110 SH. 	\$ <u>962.</u>	<u>07/03/2017</u>
<u>1</u>	CANADIAN PACIFIC RAILWAY LTD CP, 1100 SH. 	\$ <u>177,953.</u>	<u>07/03/2017</u>
<u>1</u>	TOTAL FINA ELF S.A TOT, 300 SH. 	\$ <u>15,057.</u>	<u>07/03/2017</u>

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ABBOTT LABS ABT, 150 SH. 	\$ 7,328.	07/03/2017
1	INTEL CORP INTC, 5560 SH. 	\$ 187,539.	07/03/2017
1	CONOCOPHILLIPS COP, 3650 SH. 	\$ 164,287.	07/03/2017
1	KEMPER CORP KMPR, 1030 SH. 	\$ 40,505.	07/03/2017
1	ROCHE HOLDING LTD ADR RHHBY, 4000 SH. 	\$ 127,980.	07/03/2017
1	EXXON MOBIL CORP XOM, 17812 SH. 	\$ 1,453,548.	07/03/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	AMERICAN EXPRESS CO AXP, 150 SH. 	\$ 12,782.	07/03/2017
1	APPLE INC AAPL, 420 SH. 	\$ 60,564.	07/03/2017
1	MONDELEZ INTERNATIONAL INC MDLZ, 27145 SH. 	\$ 1,177,143.	07/03/2017
1	WALGREENS BOOTS ALLIANCE WBA, 1850 SH. 	\$ 145,049.	07/03/2017
1	MCDONALD'S CORP MCD, 100 SH. 	\$ 15,318.	07/03/2017
1	PHILIP MORRIS INTL PM, 41540 SH. 	\$ 4,872,434.	07/03/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	JOHNSON & JOHNSON JNJ, 7118 SH.	\$ 946,587.	07/03/2017
1	ABBOTT LABS ABT, 2000 SH.	\$ 97,700.	07/03/2017
1	PHILIP MORRIS INTL PM, 1740 SH.	\$ 204,093.	07/03/2017
1	S&P GLOBAL INC COM SPGI, 3000 SH.	\$ 440,040.	07/03/2017
1	KEMPER CORP KMPR, 19570 SH.	\$ 769,590.	07/03/2017
1	JOHNSON & JOHNSON JNJ, 332 SH.	\$ 44,151.	07/03/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	ABBVIE INC ABV, 150 SH. 	\$ <u>10,902.</u>	<u>07/03/2017</u>
<u>1</u>	PROCTER GAMBLE CO PG, 11721 SH. 	\$ <u>1,026,642.</u>	<u>07/03/2017</u>
<u>1</u>	NESTLE S.A NSRGY, 375 SH. 	\$ <u>32,633.</u>	<u>07/03/2017</u>
<u>1</u>	THE COCA-COLA CO KO, 2150 SH. 	\$ <u>96,782.</u>	<u>07/03/2017</u>
<u>1</u>	DIAGEO PLC ADS DEO, 1000 SH. 	\$ <u>119,155.</u>	<u>07/03/2017</u>
<u>1</u>	KRAFT HEINZ CO KHC, 357 SH. 	\$ <u>30,432.</u>	<u>07/03/2017</u>

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	GENERAL ELECTRIC CO GE, 365 SH.	\$ 9,974.	07/03/2017
1	CHUBB LIMITED CB, 100 SH.	\$ 14,646.	07/03/2017
1	AUTOZONE INC AZO, 6 SH.	\$ 3,683.	06/12/2017
1	CONOCOPHILLIPS COP, 227 SH.	\$ 10,361.	06/12/2017
1	DR PEPPER SNAPPLE GROUP, INC DPS, 8 SH.	\$ 736.	06/12/2017
1	TARGET CORPORATION TGT, 178 SH.	\$ 10,273.	06/12/2017

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number
81-1587228**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	UNITED TECHNOLOGIES CORP UTX, 112 SH.	\$ 13,434.	06/12/2017
1	ANADARKO PETROLEUM CORP APC, 12 SH.	\$ 584.	06/12/2017
1	PROCTER GAMBLE CO PG, 661 SH.	\$ 58,416.	06/12/2017
1	CHEVRON CORP CVX, 100 SH.	\$ 10,742.	06/12/2017
1	JOHNSON & JOHNSON JNJ, 498 SH.	\$ 65,549.	06/12/2017
1	ALTRIA GROUP INC MO, 1613 SH.	\$ 121,411.	06/12/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	BLACKROCK INC BLK, 50 SH.	\$ 20,923.	06/12/2017
1	OCCIDENTAL PETROLEUM CORP OXY, 112 SH.	\$ 6,882.	06/12/2017
1	AUTOMATIC DATA PROCESSING INC ADP, 197 SH.	\$ 19,856.	06/12/2017
1	MERCK & CO INC MRK, 141 SH.	\$ 9,086.	06/12/2017
1	ABBVIE INC ABBV, 341 SH.	\$ 23,725.	06/12/2017
1	AMERICAN EXPRESS CO AXP, 69 SH.	\$ 5,548.	06/12/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	S&P GLOBAL INC COM SPGI, 181 SH.	\$ 26,370.	06/12/2017
1	COMCAST CORP CMCSA, 12 SH.	\$ 492.	06/12/2017
1	KELLOGG CO K, 213 SH.	\$ 15,589.	06/12/2017
1	PHILLIPS 66 PSX, 113 SH.	\$ 9,043.	06/12/2017
1	ABBOTT LABS ABT, 348 SH.	\$ 16,511.	06/12/2017
1	TEVA PHARMACEUTICAL INDUSTRIES SP ADR TEVA, 6 SH.	\$ 183.	06/12/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	EXXON MOBIL CORP XOM, 965 SH.	\$ 80,008.	06/12/2017
1	GENERAL ELECTRIC CO GE, 491 SH.	\$ 14,094.	06/12/2017
1	SCHLUMBERGER LTD SLB, 29 SH.	\$ 2,027.	06/12/2017
1	CHUBB LIMITED CB, 69 SH.	\$ 10,066.	06/12/2017
1	INTEL CORP INTC, 391 SH.	\$ 13,963.	06/12/2017
1	WALGREENS BOOTS ALLIANCE WBA, 228 SH.	\$ 18,653.	06/12/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	CHARTER COMMUNICATIONS, INC CHTR, 37 SH.	\$ 12,363.	06/12/2017
1	MCDONALD'S CORP MCD, 369 SH.	\$ 55,261.	06/12/2017
1	MONDELEZ INTERNATIONAL INC MDLZ, 1858 SH.	\$ 84,502.	06/12/2017
1	THE COCA-COLA CO KO, 2244 SH.	\$ 101,743.	06/12/2017
1	KRAFT HEINZ CO KHC, 571 SH.	\$ 52,204.	06/12/2017
1	APPLE INC AAPL, 388 SH.	\$ 55,988.	06/12/2017

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PHILIP MORRIS INTL PM, 1131 SH.	\$ 135,251.	06/12/2017
1	PRAXAIR INC PX, 113 SH.	\$ 15,352.	06/12/2017
1	VALERO ENERGY CORP VLO, 11 SH.	\$ 727.	06/12/2017
		\$	
		\$	
		\$	

Name of organization JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number

81-1587228

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DOCUMENT REVIEW/DRAFTING	4,600.			4,600.
GENERAL CONSULTATIONS	950.			950.
TOTALS	<u>5,550.</u>			<u>5,550.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	6,425.			6,425.
TOTALS	<u>6,425.</u>			<u>6,425.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	22,572.	22,572.	
WEBSITE DEVELOPMENT	10,750.		10,750.
ADMINISTRATION OF FOUNDATION	41,920.		41,920.
TOTALS	<u>75,242.</u>	<u>22,572.</u>	<u>52,670.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2017	88,400.
TOTALS	<u>88,400.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	22,828.		22,828.
ADMINISTRATIVE SET-UP FEE	4,850.		4,850.
BANK CHARGES	8.	8.	
POSTAGE/DELIVERY SERVICE	68.		68.
DOCUMENT FEES	28.	28.	
TOTALS	<u>27,782.</u>	<u>36.</u>	<u>27,746.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 6</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US T NTS - 2.625% - 04/30/2018	755,268.	752,925.
US OBLIGATIONS TOTAL	<u>755,268.</u>	<u>752,925.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TESLA MOTORS INC	38,515.	31,135.
AMAZON COM	176,243.	210,505.
ALPHABET INC CL C	209,050.	219,744.
OBSIDIAN ENERGY LTD	269.	281.
ROPER INDUSTRIES	69,298.	72,520.
ROCKWELL AUTOMATION INC	66,394.	70,686.
F M C CP	33,784.	37,864.
FACEBOOK INC	70,120.	70,584.
AMGEN INC	81,587.	78,429.
ADOBE SYSTEMS, INC	67,953.	80,610.
SIMON PPTY GROUP INC	79,342.	84,324.
LOCKHEED MARTIN CORP	143,379.	158,599.
ROCKWELL COLLINS INC	65,212.	69,166.
KIRBY CORPORATION	34,095.	34,068.
MCDONALD'S CORP	82,104.	92,428.
ISHARES IBOX \$ INVESTMENT GRA	67,981.	68,438.
EXPEDIA INC	81,784.	68,269.
KIMBERLY CLARK CORP	73,939.	72,155.
WALT DISNEY HOLDINGS CO	66,823.	66,656.
MARTIN MARIETTA MATLS INC	143,556.	148,097.
AKAMAI TECH COM STK	33,186.	45,528.
BANK OF AMERICA CORP - 6.625%	19,209.	19,168.
HONEYWELL INTL	101,464.	110,419.
CAPITAL ONE FINANCIAL PFD SER	19,221.	18,954.
ZIONS BANCORP	37,080.	38,123.
UNITED PARCEL SERVICE	85,386.	90,435.
DANAHER CORP	70,083.	70,543.
CULLEN FROST BANKERS INC	68,820.	72,881.
PIONEER NAT RES CO	107,839.	134,823.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENUINE PARTS COMPANY	65,069.	74,203.
BOEING CO	168,045.	232,094.
WHIRLPOOL CORP	135,674.	133,226.
LYONDELLBASELL INDUSTRIES NV	78,459.	90,242.
KRAFT HEINZ CO	68,615.	67,107.
DIGITAL RLTY TR INC	99,031.	98,410.
ISHARES IBOX \$ HIGH YIELD COR	79,892.	78,447.
UNION PACIFIC	102,268.	122,031.
VISA INC	100,660.	108,319.
GILEAD SCIENCES INC	72,573.	69,921.
PERKIN ELMER INC	67,539.	72,389.
ELI LILLY & CO	84,842.	86,318.
SEI INVESTMENTS	63,859.	74,016.
CROWN CASTLE INTL	103,842.	115,228.
CELGENE CORP	112,940.	108,534.
EOG RESOURCES INC	98,315.	113,306.
EPR PROPERTIES	74,943.	68,733.
MACQUIRE INFRASTRUCTURE CO LLC	78,873.	67,795.
OCCIDENTAL PETROLEUM CORP	67,368.	80,142.
CINCINNATI FINANCIAL CORP	83,493.	82,917.
ROYAL DUTCH SHELL PLC SPONS ADR	61,862.	76,212.
TUPPERWARE CORP	78,261.	72,168.
CABOT OIL & GAS CORP	33,106.	37,752.
COMERICA INC	101,899.	116,325.
VALERO ENERGY CORP	95,494.	125,549.
METLIFE INC	67,970.	69,267.
PEPSICO INC	162,600.	167,408.
DOMINION ENERGY INC	109,156.	115,186.
NATIONAL INSTRUMENTS CORPORATI	60,906.	60,364.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BB&T CP	71,246.	74,878.
PAYCHEX	93,372.	108,588.
WAL-MART STORES INC	123,694.	159,679.
LAS VEGAS SANDS CORP	103,654.	112,991.
LAMAR ADVERTISING CO CL A REIT	119,745.	122,570.
PHILIP MORRIS INTL	195,044.	174,745.
TRIMBLE NAV LTD	69,631.	70,714.
DUKE ENERGY CO	147,188.	147,613.
JP MORGAN CHASE	165,912.	190,353.
MAXIM INTEGRATED PRODS INC	80,100.	93,686.
SOUTHERN CO	93,742.	96,132.
CMS ENERGY CP	92,444.	94,553.
DOWDUPONT INC	134,100.	142,796.
ALTRIA GROUP INC	150,873.	144,819.
IRON MOUNTAIN	78,746.	79,195.
MICROSOFT CORP	160,057.	181,003.
HOME DEPOT INC	331,638.	407,490.
INTERNATIONAL PAPER CO	132,383.	134,595.
EXXON MOBIL CORP	187,904.	195,383.
INVESCO PLC	87,714.	87,696.
JOHNSON & JOHNSON	338,490.	355,727.
GLACIER BANCORP INC	103,894.	113,049.
WELLS FARGO & CO	161,292.	177,156.
APPLE INC	424,763.	499,567.
PROCTER GAMBLE CO	276,243.	281,061.
MERCK & CO INC	193,918.	175,900.
INTEL CORP	106,669.	145,127.
ISHARES S&P U.S. PREFERRED STO	133,458.	129,590.
VERIZON COMMUNICATIONS	152,404.	182,238.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEWELL RUBBERMAID INC	140,254.	114,948.
CHEVRON CORP	436,889.	519,163.
PEOPLE'S UNITED FINANCIAL, INC	76,030.	79,494.
ABBOTT LABS	215,265.	248,255.
HOST HOTELS & RESORTS INC	81,395.	87,697.
CENTERPOINT ENERGY	130,777.	131,761.
CYPRESS SEMICONDUCTR	68,786.	71,598.
AT&T, INC	174,602.	186,313.
ABBVIE INC	396,509.	529,777.
CISCO SYSTEMS INC	193,888.	229,723.
BANK OF AMERICA CORP	165,294.	197,194.
PFIZER INC	235,963.	252,345.
VANGUARD MID-CAP INDEX FD ADMI	1,673,172.	1,771,384.
THE COCA-COLA CO	1,664,417.	1,696,826.
VANGUARD TOTAL INT ST IDX-AD	1,686,114.	1,793,184.
VANGUARD SMALL CAP VALUE INDEX	3,359,097.	3,538,561.
VANGAURD FTSE SOCIAL INDEX	6,701,944.	7,242,119.
TOTALS	<u>26,681,984.</u>	<u>28,688,277.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON - 3.800% - 12/05/2024	265,618.	264,040.
AUTOMATIC DATA PROCESSING - 3.	262,235.	258,038.
EXXON MOBIL - 2.397% - 03/06/2	252,649.	249,600.
MICROSOFT CORP - 2.650% - 11/0	254,596.	251,833.
TOYOTA MOTOR CREDIT CORP MTN -	246,858.	244,385.
DUKE ENERGY CO - 3.250% - 08/1	258,836.	255,203.
WAL-MART STORES, INC BOND - 2.	249,848.	249,123.
TOTAL CAPITAL CANADA LTD - 2.7	254,038.	251,315.
HOWARD HUGHES CORPORATION - 3.	265,763.	261,930.
MIDAMERICAN ENERGY - 3.700% -	265,295.	260,703.
NORTHERN STS PWR - 2.150% - 08	249,130.	246,150.
PUBLIC SVC ENTERPRISE GROUP IN	265,298.	262,915.
CHEVRON CORP NEW NOTE - 2.419%	507,334.	503,019.
APPLE INC - 2.850% - 05/11/202	506,902.	502,240.
PRECISION CASTPARTS - 3.250% -	513,093.	511,079.
TOTALS	<u>4,617,493.</u>	<u>4,571,573.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTEREST - BRAZORIA CT	1.	1.
MINERAL INTEREST - CALHOUN CTY	1.	1.
MINERAL INTEREST - VICTORIA CT	1.	1.
TOTALS	<u>3.</u>	<u>3.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28931718.		PUBLICLY-TRADED SECURITIES 24458332.					4,473,386.	
TOTAL GAIN (LOSS)							<u>4,473,386.</u>	

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 10

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	ENDING BALANCE
CAMERA & GEAR	SL		4,858		4,858	116	116
TOTALS					<u>4,858</u>		<u>116</u>

ATTACHMENT 11FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

AS EXPLAINED BELOW, THE FOUNDATION HAS NO PLANS FOR DISSOLUTION. THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS.

THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS: TYPICALLY, A FINDING OF A SUBSTANTIAL CONTRACTION OF ASSETS IS MADE BY REFERENCE TO THE FAIR MARKET VALUE OF A FOUNDATION'S NET ASSETS ON THE FIRST DAY OF ITS CALENDAR YEAR. HOWEVER, THE TAXABLE YEAR ENDING DECEMBER 31, 2017 WAS THE YEAR IN WHICH THE FOUNDATION RECEIVED ITS INITIAL ENDOWMENT AND THE FINDING OF A SUBSTANTIAL CONTRACTION IN THIS CASE WAS MADE BY REFERENCE TO THE FAIR MARKET VALUE OF THE FOUNDATION'S ASSETS ON THE DATE THAT IT RECEIVED ITS INITIAL ENDOWMENT. ACCORDINGLY, THE DEGREE OF CONTRACTION OF THE FOUNDATION'S NET ASSETS MAY HAVE BEEN EXAGGERATED.

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED \$920,000. THIS AMOUNT REPRESENTS MORE THAN 25% OF THE FOUNDATION'S NET ASSETS OF \$1,101,596 (AS MEASURED BY FAIR MARKET VALUE) ON THE DAY THAT THE FOUNDATION RECEIVED ITS INITIAL ENDOWMENT IN THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2017. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION.

THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 12

NAME AND ADDRESS

ESTATE OF JESSE W COUCH
2603 AUGUSTA DR, SUITE 1400
HOUSTON, TX 77057

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
SEAN COUCH FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 30.00	33,333.	0.		0.
HOUSTON TRUST COMPANY* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *HOUSTON TRUST COMPANY, TRUSTEE OF JESSE W. COUCH CHARITABLE FOUNDATION (THE "FOUNDATION"), IS A DISQUALIFIED PERSON WITH RESPECT TO THE FOUNDATION. DURING TAXABLE YEAR ENDING DECEMBER 31, 2017, THE FOUNDATION PAID \$64,492 TO HOUSTON TRUST COMPANY FOR ADMINISTRATION OF FOUNDATION AND INVESTMENT MANAGEMENT SERVICES AS REPORTED IN FORM 990-PF, PART I, LINE 16C. NUMBER].	TRUSTEE 3.00	0.	0.		0.
LARRY MADDOX* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *LARRY MADDOX, TRUSTEE OF JESSE W. COUCH CHARITABLE FOUNDATION (THE "FOUNDATION"), IS A PARTNER AT THE ACCOUNTING FIRM OF MADDOX THOMSON & ASSOCIATES, A DISQUALIFIED PERSON WHICH PROVIDES ACCOUNTING SERVICES TO THE FOUNDATION. DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, THE FOUNDATION PAID \$4,575 FOR ACCOUNTING SERVICES RENDERED BY SUCH DISQUALIFIED PERSON AS REPORTED IN FORM 990-PF, PART I, LINE 16B. SUCH ACCOUNTING FIRM BILLED THE FOUNDATION AT THE SAME RATE OR BELOW THE RATE IT CHARGES ITS OTHER CLIENTS.	TRUSTEE 1.00	0.	0.		0.
GRAND TOTALS		33,333.	0.		0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HOUSTON TRUST COMPANY 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	INVESTMENT & ADMIN	64,492.
TOTAL COMPENSATION		<u>64,492.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHARITY GLOBAL INC - CHARITY WATER 40 WORTH ST STE 330 NEW YORK, NY 10013	N/A PC		PIPED TAP STAND TO SUPPORT A COMMUNITY IN RWANDA	20,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DR STE 6000 HOUSTON, TX 77056	N/A PC		HURRICANE HARVEY RELIEF PROGRAMS	250,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	N/A PC		WHERE THE WILD THINGS GROW CAPITAL CAMPAIGN	250,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER BLVD HOUSTON, TX 77079	N/A PC		"HIGH MARSH" LOOP TRAIL WITH OBSERVATION DECK AND SEATING AREA AT BOY SCOUT WOODS BIRD SANCTUARY IN HIGH ISLAND PROJECT	50,000
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO A 900 PORTWAY DR HOUSTON, TX 77024	N/A PC		GENERAL & UNRESTRICTED	50,000
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO A 900 PORTWAY DR HOUSTON, TX 77024	N/A PC		MORE THAN SHELTER CAMPAIGN	250,000

ATTACHMENT 15

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PILGRIMAGE FOUNDATION INC 239 FRANKLIN RD FRANKLIN, TN 37064	N/A PC		DARK HORSE INSTITUTE FOR AUDIO RECORDING AND FRIENDS OF FRANKLIN PARK PROGRAM	20,000
PILGRIMAGE PRESENTS INC 239 FRANKLIN RD FRANKLIN, TN 37064	N/A PC		CHARITABLE EVENT	30,000
TOTAL CONTRIBUTIONS PAID				<u>920,000</u>

ATTACHMENT 15 (CONT'D)