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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning JUL 1, 2017 , and ending JUN 30, 2018

Name of foundation
VIRGINIA HOBBS CHARITABLE TRUST
/SIMMONS BANK, TRUSTEE

A Employer identification number
20-7142456

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2200 WEST 7TH STREET, SUITE 210

B Telephone number
817-298-5553

City or town, state or province, country, and ZIP or foreign postal code
FORT WORTH, TX 76107

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 15,319,305.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	250,009.	250,009.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	395,429.			
	b Gross sales price for all assets on line 6a 2,840,080.				
	7 Capital gain net income (from Part IV, line 2)		395,429.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	41,921.	27,450.		STATEMENT 2
	12 Total. Add lines 1 through 11	687,359.	672,888.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	135,698.	122,128.		13,570.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	598.	0.		598.
	b Accounting fees STMT 4	4,800.	0.		4,800.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	13,334.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	880.	0.		880.
	24 Total operating and administrative expenses. Add lines 13 through 23	155,310.	122,128.		19,848.
	25 Contributions, gifts, grants paid	646,600.			646,600.
	26 Total expenses and disbursements. Add lines 24 and 25	801,910.	122,128.		666,448.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<114,551.>			
	b Net investment income (if negative, enter -0-)		550,760.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,926.	3,513.	3,513.
	2 Savings and temporary cash investments	819,814.	1,211,564.	1,211,564.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	2,603,818.	2,090,629.	2,056,202.
	b Investments - corporate stock STMT 8	8,400,571.	8,409,457.	11,286,162.
	c Investments - corporate bonds STMT 9	668,857.	668,857.	623,103.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	315,166.	315,166.	132,841.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	135.	5,920.	5,920.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,811,287.	12,705,106.	15,319,305.
Liabilities	17 Accounts payable and accrued expenses	4,918.	13,288.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	4,918.	13,288.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	50,774.	50,774.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,755,595.	12,641,044.	
	30 **Total net assets or fund balances**	12,806,369.	12,691,818.	
	31 **Total liabilities and net assets/fund balances**	12,811,287.	12,705,106.	

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	12,806,369.
2	Enter amount from Part I, line 27a	2	<114,551.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,691,818.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,691,818.

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				
b	SEE ATTACHED STATEMENTS			
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	2,840,080.		2,444,651.	395,429.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				395,429.

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	395,429.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	580,667.	12,783,390.	.045424
2015	158,705.	3,902,307.	.040670
2014	65,754.	710,358.	.092565
2013	38,514.	694,309.	.055471
2012	23,622.	672,843.	.035108

2 **Total** of line 1, column (d)	2	.269238
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	.053848
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	14,602,590.
5 Multiply line 4 by line 3	5	786,320.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,508.
7 Add lines 5 and 6	7	791,828.
8 Enter qualifying distributions from Part XII, line 4	8	666,448.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,015.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			2	0.
3	Add lines 1 and 2			3	11,015.
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	11,015.
6	Credits/Payments:				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0.		
b	Exempt foreign organizations - tax withheld at source	6b	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 TAX PAID W/ O.R.		11,722.	7	11,722.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	155.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	552.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶		0. Refunded ▶	11	552.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	X	
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	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://WWW.VIRGINIAHOBBSCHARITABLETRUST.ORG/

14 The books are in care of ▶ SIMMONS BANK Telephone no. ▶ 817-298-5553

Located at ▶ 2200 WEST 7TH STREET, SUITE 210, FORT WORTH, TX ZIP+4 ▶ 76107

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
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	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ 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)	N/A	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. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ 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?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
SIMMONS BANK 2200 WEST 7TH STREET, SUITE 210 FORT WORTH, TX 76107	TRUSTEE 4.00	135,698.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	13,831,191.
b	Average of monthly cash balances		1b	993,773.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	14,824,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	14,824,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	222,374.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,602,590.
6	**Minimum investment return.** Enter 5% of line 5		6	730,130.

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	730,130.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 11,015.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b 2,062.		
c	Add lines 2a and 2b		2c	13,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	717,053.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	717,053.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	717,053.

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	666,448.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	666,448.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	666,448.

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				717,053.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014 7,961.				
d From 2015				
e From 2016				
f Total of lines 3a through e	7,961.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 666,448.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				666,448.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	7,961.			7,961.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				42,644.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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.

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 12

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVE FORT WORTH, TX 76104		PC	CHILDRENS HEALTH AND MEDICAL	10,000.
AMERICAN CANCER SOCIETY 3301 WEST FREEWAY FORT WORTH, TX 76107		PC	RESEARCH, SUPPORT, AND OUTREACH	100,000.
AMERICAN HEART ASSOCIATION 2630 WEST FREEWAY FORT WORTH, TX 76102		PC	RESEARCH, SUPPORT, AND OUTREACH	20,000.
AMERICAN RED CROSS 431 18TH STREET, NW WASHINGTON, DC 20006		PC	RESEARCH, SUPPORT, AND OUTREACH	10,000.
AMPHIBIAN STAGE PRODUCTIONS 120 S. MAIN STREET FORT WORTH, TX 76104		PC	EDUCATION AND SUPPORT OF THE ARTS	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	646,600.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	250,009.	
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	395,429.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL & GAS PROCEEDS			15	26,648.	
b LKCM HEADWATER					
c INVESTMENTS I,LP	523920	9,920.		802.	
d TAX REFUND				4,551.	
e					
12 Subtotal. Add columns (b), (d), and (e)		9,920.		677,439.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 687,359.

(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).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

David A Buchel | 3-16-2021 | SVP

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY V. TAYLOR	Gregory V. Taylor GREGORY V. TAYLOR	02/21/21		P00631339
Firm's name ▶ SPROLES WOODARD L.L.P.			Firm's EIN ▶ 75-0807999	
Firm's address ▶ 777 MAIN STREET, SUITE 3250 FORT WORTH, TX 76102-5304			Phone no. (817)332-1328	

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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MANSFIELD TX V-A	P	11/05/14	08/01/17
b	MANSFIELD TX V-A	P	11/05/14	08/01/17
c	MANSFIELD TX V-A	P	11/05/14	08/01/17
d	MANSFIELD TX V-A	P	11/05/14	08/01/17
e	MANSFIELD TX V-A	P	11/05/14	08/01/17
f	LUFKIN TX	P	11/05/14	08/15/17
g	LUFKIN TX	P	11/05/14	08/15/17
h	VICTORIA TX	P	09/18/15	08/15/17
i	BARNES GROUP INC	P	11/12/13	08/13/17
j	BARNES GROUP INC	P	11/05/14	08/13/17
k	BARNES GROUP INC	P	11/12/13	08/13/17
l	BARNES GROUP INC	P	11/05/14	08/13/17
m	WALT DISNEY COMPANY	P	11/05/14	09/13/17
n	WALT DISNEY COMPANY	P	11/15/14	09/13/17
o	WALT DISNEY COMPANY	P	11/05/14	09/13/17

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	15,000.		12,441.	2,559.
b	10,000.		8,294.	1,706.
c	60,000.		49,436.	10,564.
d	35,000.		28,837.	6,163.
e	5,000.		4,120.	880.
f	15,000.		15,000.	0.
g	70,000.		70,000.	0.
h	25,000.		25,000.	0.
i	25,743.		14,524.	11,219.
j	25,743.		14,522.	11,221.
k	32,179.		18,155.	14,024.
l	57,923.		32,674.	25,249.
m	6,923.		6,342.	581.
n	8,604.		7,882.	722.
o	26,010.		23,826.	2,184.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2,559.
b				1,706.
c				10,564.
d				6,163.
e				880.
f				0.
g				0.
h				0.
i				11,219.
j				11,221.
k				14,024.
l				25,249.
m				581.
n				722.
o				2,184.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

723591
04-01-17

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WALT DISNEY COMPANY	P	11/05/14	09/13/17
b	WALT DISNEY COMPANY	P	12/01/11	09/13/17
c	BENTONVILLE AR	P	11/05/14	11/01/17
d	BENTONVILLE AR	P	11/05/14	11/01/17
e	BANK OF AMERICA CORP	P	12/28/10	12/01/17
f	NEWELL BRANDS INC	P	06/12/14	12/22/17
g	NEWELL BRANDS INC	P	06/25/14	12/22/17
h	NEWELL BRANDS INC	P	11/05/14	12/22/17
i	NEWELL BRANDS INC	P	06/12/14	12/22/17
j	NEWELL BRANDS INC	P	06/25/14	12/22/17
k	NEWELL BRANDS INC	P	11/05/14	12/22/17
l	SCHLUMBERGER LTD	P	11/05/14	12/22/17
m	SCHLUMBERGER LTD	P	11/05/14	12/22/17
n	SCHLUMBERGER LTD	P	11/05/14	12/22/17
o	SCHLUMBERGER LTD	P	11/05/14	12/22/17

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27,691.		25,367.	2,324.
b	14,835.		5,402.	9,433.
c	20,000.		20,000.	0.
d	80,000.		80,000.	0.
e	60,000.		60,000.	0.
f	3,933.		5,682.	<1,749.>
g	3,957.		5,716.	<1,759.>
h	41,524.		59,986.	<18,462.>
i	15,826.		22,863.	<7,037.>
j	3,941.		5,694.	<1,753.>
k	26,138.		37,758.	<11,620.>
l	13,503.		19,130.	<5,627.>
m	11,815.		16,739.	<4,924.>
n	35,446.		50,216.	<14,770.>
o	40,509.		57,390.	<16,881.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,324.
b				9,433.
c				0.
d				0.
e				0.
f				<1,749.>
g				<1,759.>
h				<18,462.>
i				<7,037.>
j				<1,753.>
k				<11,620.>
l				<5,627.>
m				<4,924.>
n				<14,770.>
o				<16,881.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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04-01-17

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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GENERAL ELECTRIC CORP	P	11/05/14	12/28/17
b	GENERAL ELECTRIC CORP	P	11/05/14	12/28/17
c	GENERAL ELECTRIC CORP	P	11/05/14	12/28/17
d	COCA COLA CO	P	11/05/14	01/03/18
e	COCA COLA CO	P	11/05/14	01/03/18
f	COCA COLA CO	P	11/05/14	01/03/18
g	COCA COLA CO	P	11/05/14	01/03/18
h	KRAFT HEINZ CO	P	03/21/13	01/03/18
i	KRAFT HEINZ CO	P	05/30/13	01/03/18
j	KRAFT HEINZ CO	P	11/05/14	01/03/18
k	KRAFT HEINZ CO	P	11/05/14	01/03/18
l	KRAFT HEINZ CO	P	11/05/14	01/03/18
m	KRAFT HEINZ CO	P	03/12/13	01/03/18
n	COPART INC	P	11/05/14	01/08/18
o	COPART INC	P	11/05/14	01/08/18

	(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	2,072.		3,094.	<1,022.>
b	8,635.		12,892.	<4,257.>
c	15,197.		22,691.	<7,494.>
d	1,819.		1,691.	128.
e	3,639.		3,381.	258.
f	10,916.		10,144.	772.
g	7,278.		6,762.	516.
h	15,430.		9,787.	5,643.
i	7,715.		5,317.	2,398.
j	28,932.		20,691.	8,241.
k	86,796.		63,141.	23,655.
l	131,158.		95,413.	35,745.
m	23,146.		14,411.	8,735.
n	8,713.		3,417.	5,296.
o	10,892.		4,272.	6,620.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<1,022.>
b				<4,257.>
c				<7,494.>
d				128.
e				258.
f				772.
g				516.
h				5,643.
i				2,398.
j				8,241.
k				23,655.
l				35,745.
m				8,735.
n				5,296.
o				6,620.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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04-01-17

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	COPART INC	P	11/05/14	01/08/18
b	COPART INC	P	11/07/14	01/08/18
c	COPART INC	P	11/05/14	01/08/18
d	EXXON MOBIL CORP	P	07/23/14	01/08/18
e	EXXON MOBIL CORP	P	11/05/14	01/08/18
f	EXXON MOBIL CORP	P	11/05/14	01/08/18
g	EXXON MOBIL CORP	P	11/05/14	01/08/18
h	EXXON MOBIL CORP	P	11/05/14	01/08/18
i	EXXON MOBIL CORP	P	01/14/02	01/08/18
j	EXXON MOBIL CORP	P	05/17/13	01/08/18
k	COPART INC	P	11/05/14	01/09/18
l	COPART INC	P	11/05/14	01/09/18
m	COPART INC	P	11/05/14	01/09/18
n	GENERAL ELECTRIC CORP	P	11/05/14	01/18/18
o	GENERAL ELECTRIC CORP	P	11/05/14	01/18/18

	(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	137,237.		52,703.	84,534.
b	15,249.		5,980.	9,269.
c	33,329.		12,799.	20,530.
d	8,696.		10,425.	<1,729.>
e	12,174.		13,329.	<1,155.>
f	10,870.		11,901.	<1,031.>
g	32,609.		35,704.	<3,095.>
h	48,696.		53,318.	<4,622.>
i	5,217.		2,318.	2,899.
j	12,174.		12,854.	<680.>
k	43,283.		16,731.	26,552.
l	45,447.		17,568.	27,879.
m	140,021.		54,126.	85,895.
n	10,717.		15,987.	<5,270.>
o	8,297.		12,377.	<4,080.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				84,534.
b				9,269.
c				20,530.
d				<1,729.>
e				<1,155.>
f				<1,031.>
g				<3,095.>
h				<4,622.>
i				2,899.
j				<680.>
k				26,552.
l				27,879.
m				85,895.
n				<5,270.>
o				<4,080.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

723591
04-01-17

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GENERAL ELECTRIC CORP	P	06/08/11	01/18/18
b	NEWELL BRANDS INC	P	11/05/14	01/29/18
c	NEWELL BRANDS INC	P	11/05/14	01/29/18
d	NEWELL BRANDS INC	P	11/05/14	01/29/18
e	ALLIANCE DATA SYSTEMS CORP	P	07/27/16	01/30/18
f	ALLIANCE DATA SYSTEMS CORP	P	07/27/16	01/30/18
g	FRISCO TX	P	02/15/18	02/15/18
h	GARLAND TX	P	09/17/15	02/15/18
i	OCCIDENTAL PETROLEUM	P	01/19/17	02/15/18
j	QUINLAN TX INDEP	P	11/03/16	02/15/18
k	SUGAR LAND TX	P	09/17/15	02/15/18
l	MEDTRONIC INC	P	12/30/16	04/01/18
m	MONSANTO CO	P	03/21/13	04/10/18
n	MONSANTO CO	P	11/05/14	04/10/18
o	MONSANTO CO	P	11/05/14	04/10/18

	(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	864.		933.	<69.>
b	11,114.		19,433.	<8,319.>
c	11,441.		20,005.	<8,564.>
d	22,850.		39,954.	<17,104.>
e	179,672.		163,429.	16,243.
f	25,667.		23,347.	2,320.
g	25,000.		25,000.	0.
h	25,000.		25,000.	0.
i	100,000.		100,000.	0.
j	100,000.		100,000.	0.
k	25,000.		25,000.	0.
l	100,000.		99,910.	90.
m	12,524.		10,252.	2,272.
n	17,534.		15,926.	1,608.
o	15,655.		14,219.	1,436.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<69.>
b				<8,319.>
c				<8,564.>
d				<17,104.>
e				16,243.
f				2,320.
g				0.
h				0.
i				0.
j				0.
k				0.
l				90.
m				2,272.
n				1,608.
o				1,436.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MONSANTO CO	P	11/05/14	04/10/18
b	MONSANTO CO	P	11/05/14	04/10/18
c	MONSANTO CO	P	03/12/13	04/10/18
d	PFIZER INC COM	P	03/21/13	06/05/18
e	PFIZER INC COM	P	11/05/14	06/05/18
f	PFIZER INC COM	P	11/05/14	06/05/18
g	PFIZER INC COM	P	11/05/14	06/05/18
h	PFIZER INC COM	P	11/05/14	06/05/18
i	PFIZER INC COM	P	03/21/13	06/05/18
j	KOHLS	P	11/05/14	06/07/18
k	LKCM HEADWATER INVESTMENTS LP	P	06/29/17	06/30/18
l	BANK OF AMERICA CORP- CLASS ACTION LITIGATION	P	06/29/17	06/30/18
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(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	46,966.		42,658.	4,308.
b	70,136.		63,703.	6,433.
c	25,049.		20,694.	4,355.
d	10,928.		8,449.	2,479.
e	19,671.		16,438.	3,233.
f	20,946.		17,503.	3,443.
g	62,838.		52,509.	10,329.
h	78,684.		65,750.	12,934.
i	25,500.		19,715.	5,785.
j	62,587.		44,192.	18,395.
k			2,412.	<2,412.>
l	353.			353.
m	504.			504.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,308.
b				6,433.
c				4,355.
d				2,479.
e				3,233.
f				3,443.
g				10,329.
h				12,934.
i				5,785.
j				18,395.
k				<2,412.>
l				353.
m				504.
n				
o				

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	395,429.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANIMAL REFUGE FOUNDATION 3377 SPALDING ROAD SHERMAN, TX 75092		PC	SUPPORT MEDICAL AND ADOPTION SERVICES FOR ABANDONED ANIMALS	5,000.
BRAZOS VALLEY FCA P.O. BOX 10802 COLLEGE STATION, TX 77842		PC	EDUCATION AND SUPPORT	2,500.
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BLVD FORT WORTH, TX 76137		PC	EDUCATION AND SCHOLARSHIP	5,000.
COLONIAL CHARITABLE FOUNDATION 4099 HIDDEN VIEW COURT FORT WORTH, TX 76109		PC	EDUCATION AND SUPPORT	30,000.
DENTON BENEFIT LEAGUE P.O. BOX 2938 DENTON, TX 76202-2938		PC	SUPPORT OF COMMUNITY VOLUNTEERISM	2,500.
FORT WORTH OPERA 1300 GENDY ST FORT WORTH, TX 76107		PC	PROMOTION OF THE MUSIC ARTS	50,000.
FORT WORTH ZOO 1989 COLONIAL PARKWAY FORT WORTH, TX 76110		PC	EDUCATION AND SUPPORT	65,000.
GILL CHILDREN'S SERVICES 555 HEMPHILL STREET, STE 200 FORT WORTH, TX 76104		PC	EDUCATION- SUPPORT FAMILY DEVELOPMENT	5,000.
HILL SCHOOOL OF FORT WORTH 4817 ODESSA AVENUE FORT WORTH, TX 76133		PC	EDUCATION AND SCHOLARSHIP	11,000.
JEWEL CHARITY 5020 COLLINWOOD AVE STE 400 FORT WORTH, TX 76107		PC	SUPPORT OF COOKS CHILDRENS MEDICAL CENTER	25,000.
Total from continuation sheets				501,600.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605		PC	RESEARCH, SUPPORT, AND OUTREACH	32,500.
MAYFEST 611 CAMP BOWIE BLVD STE 160 FORT WORTH, TX 76116-4583		PC	EDUCATION AND SUPPORT	20,000.
NORTH CENTRAL TEXAS CHAPTER ALZHEIMER'S ASSOCIATION 2630 WEST FREEWAY STE 100 FORT WORTH, TX 76102		PC	RESEARCH, SUPPORT, AND OUTREACH	10,000.
RONALD MCDONALD HOUSE OF FORT WORTH 1001 8TH AVENUE FORT WORTH, TX 76104		PC	SUPPORT OF SICK/ILL CHILDREN	5,000.
SAVING HOPE FOUNDATION FUND 950 COMMERCE STREET FORT WORTH, TX 76102		PC	EDUCATION AND SUPPORT OF ABANDONED AND ABUSED DOGS	25,000.
TAMAYA HORSE RESCUE PO BOX 144 SAN YSIDRO, NM 87053		PC	REASEARCH, SUPPORT AND OUTREACH	10,000.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107		PC	SUPPORT AND EDUCATION FOR NEEDY INDIVIDUALS	10,000.
TEXAS ACADEMY OF FIGURATIVE ART 415 SOUTH MAIN STREET FORT WORTH, TX 76104		PC	EDUCATION AND SUPPORT OF THE ARTS	5,000.
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297620 FORT WORTH, TX 76129		PC	SCHOLARSHIP, SUPPORT AND DEVELOPMENT	25,000.
THE JUNIOR LEAGUE OF FORT WORTH INC 255 BAILEY AVENUE FORT WORTH, TX 76107		PC	EDUCATIONAL AND CHARITABLE PROMOTION OF COMMUNITY DEVELOPMENT	11,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE LADDER ALLIANCE 1100 HEMPHILL STREET STE 302 FORT WORTH, TX 76104		PC	WOMENS SUPPORT, AND OUTREACH THROUGH DOMESTIC VIOLENCE	10,000.
VAN CLIBURN FOUNDATION INC 2525 RIDGMAR BLVD, STE 307 FORT WORTH, TX 76116-4583		PC	ADVANCE CLASSICAL PIANO MUSIC	10,000.
TEXAS ANIMAL SOCIETY PO BOX 130448 SPRING , TX 77393		PC	SUPPORT MEDICAL AND ADOPTION SERVICES FOR ABANDONED ANIMALS	6,000.
CANCER CARE 623 SOUTH HENDERSON FORT WORTH, TX 76104		PC	SUPPORT FOR INDIVIDUALS WITH CANCER	5,000.
COOK CHILDREN'S HEALTH FOUNDATION 801 7TH AVE FORT WORTH, TX 76104		PC	SUPPORT OF COOKS CHILDRENS MEDICAL CENTER	50,500.
FORT WORTH PUBLIC LIBRARY 500 WEST 3RD STREET FORT WORTH, TX 76102		PC	EDUCATION AND SUPPORT	5,000.
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER AVENUE FORT WORTH, TX 76103		PC	SUPPORT MEDICAL AND ADOPTION SERVICES FOR ABANDONED ANIMALS	10,000.
LOVE NEVER FAILS INTERNATIONAL 5617 DIAMOND OAKS SOUTH FORT WORTH, TX 76117		PC	CHILDRENS HEALTH AND MEDICAL	5,000.
DENTON ANIMAL SUPPORT FOUNDATION PO BOX 486 DENTON, TX 76202		PC	SUPPORT MEDICAL AND ADOPTION SERVICES FOR ABANDONED ANIMALS	5,000.
RIDING UNLIMITED 9168 T.N. SKILES ROAD PONDER, TX 76259		PC	REASEARCH, SUPPORT AND OUTREACH	3,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MANNA DE NORTH TEXAS 362 FOCH STREET FORT WORTH, TX 76107		PC	EDUCATION AND SUPPORT	2,500.
BIG BROTHERS BIG SISTERS 450 E JOHN CARPENTER FWY IRVING, TX 75062		PC	EDUCATION AND SUPPORT	7,500.
HELPING RESTORE ABILITY 4300 BELTWAY PLACE STE 130 ARLINGTON , TX 76018		PC	EDUCATION AND SUPPORT FOR DISABLED INDIVIDUALS	5,000.
FORT WORTH COUNTRY DAY 4200 COUNTRY DAY LANE FORT WORTH, TX 76109		PC	EDUCATION AND SCHOLARSHIP	5,000.
PHILANTHROPY SOUTHWEST 8350 N CENTRAL EXPY DALLAS, TX 75206		PC	SUPPORT OF COMMUNITY VOLUNTEERISM	600.
DON[illegible] FORGET TO FEED ME 5825 E ROSEDALE STREET FORT WORTH, TX 76112		PC	SUPPORT AND EDUCATION FOR NEEDY INDIVIDUALS WITH ANIMALS	5,000.
LENA POPE HOME 3200 SANGUINET STREET FORT WORTH, TX 76107		PC	EDUCATION AND SUPPORT FOR NEEDY FAMLIES	5,000.
LAMAR & RED RIVER COUNTY CRIME STOPPERS P.O. BOX 1533 PARIS, TX 75461		PC	EDUCATION AND SUPPORT	2,500.
MUTTS AND MITTENS 5201 PARTRIDGE RD FORT WORTH, TX 76132		PC	SUPPORT MEDICAL AND ADOPTION SERVICES FOR ABANDONED ANIMALS	2,500.
TCU FROG CLUB TCU BOX 297140 FORT WORTH, TX 76129		PC	SCHOLARSHIP, SUPPORT, AND DEVELOPMENT	1,500.
Total from continuation sheets				

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SIMMONS BANK	250,513.	504.	250,009.	250,009.	
TO PART I, LINE 4	250,513.	504.	250,009.	250,009.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS PROCEEDS	26,648.	26,648.	
LKCM HEADWATER INVESTMENTS I,LP	10,722.	802.	
TAX REFUND	4,551.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	41,921.	27,450.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	598.	0.		598.
TO FM 990-PF, PG 1, LN 16A	598.	0.		598.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,800.	0.		4,800.
TO FORM 990-PF, PG 1, LN 16B	4,800.	0.		4,800.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	11,015.	0.		0.
UNRELATED BUSINESS INCOME TAX	2,062.	0.		0.
PENALTY	46.	0.		0.
PENALTY CURRENT YEAR	211.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,334.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE DESIGN	880.	0.		880.
TO FORM 990-PF, PG 1, LN 23	880.	0.		880.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL OBLIGATIONS		X	2,090,629.	2,056,202.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,090,629.	2,056,202.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,090,629.	2,056,202.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES MUTUAL FUNDS	8,409,457.	11,286,162.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,409,457.	11,286,162.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME MUTUAL FUNDS	668,857.	623,103.
TOTAL TO FORM 990-PF, PART II, LINE 10C	668,857.	623,103.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL INTEREST ASSETS	COST	315,166.	132,841.
TOTAL TO FORM 990-PF, PART II, LINE 13		315,166.	132,841.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INT PAID- CARRYOVER	135.	0.	0.
PREPAID EXCISE TAX	0.	5,920.	5,920.
TO FORM 990-PF, PART II, LINE 15	135.	5,920.	5,920.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID BUCHER
2200 WEST 7TH STREET, SUITE 210
FORT WORTH, TX 76107

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
817-298-5553	SIMMONS BANK

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST INCLUDE THE AMOUNT REQUESTED, PURPOSE OF THE GRANT AND PROOF OF THE REQUESTING ORGANIZATION'S TAX EXEMPT STATUS UNDER IRC SECTION 501(C)(3).

ANY SUBMISSION DEADLINES

JANUARY 30 FOR CONSIDERATION IN THE CURRENT YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS FOR GRANTS MUST HAVE EXEMPT STATUS (IRC SECTION 501(C)(3)). APPLICATIONS FROM INDIVIDUALS ARE NOT ACCEPTED.