

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2017

Open to Public Inspection

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

8/1/2017

, and ending

7/31/2018

Name of foundation

Hargrove Hudson Charitable Trust

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

10 S Dearborn Street

Room/suite

FI 421

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

Chicago

IL

60603

Foreign country name

Foreign province/state/country

Foreign postal code

A Employer identification number

73-1128665

B Telephone number (see instructions)

414-977-1213

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ▶ \$

69,258,589

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

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

(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,366,121

1,366,121

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,359,434

b Gross sales price for all assets on line 6a 13,765,560

7 Capital gain net income (from Part IV, line 2)

1,359,434

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) (attach schedule)

11 Other income (attach schedule)

1,888,973

1,888,973

12 Total. Add lines 1 through 11

4,614,528

4,614,528

0

13 Compensation of officers, directors, trustees, etc

443,600

399,240

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

1,040

1,040

b Accounting fees (attach schedule)

4,500

4,500

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

159,719

94,330

19 Depreciation (attach schedule) and depletion

140,680

140,680

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

69,023

69,023

24 Total operating and administrative expenses.

Add lines 13 through 23

818,562

707,773

0

45,400

25 Contributions, gifts, grants paid

3,581,874

3,581,874

26 Total expenses and disbursements. Add lines 24 and 25

4,400,436

707,773

0

3,627,274

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

214,092

b Net investment income (if negative, enter -0-)

3,906,755

c Adjusted net income (if negative, enter -0-)

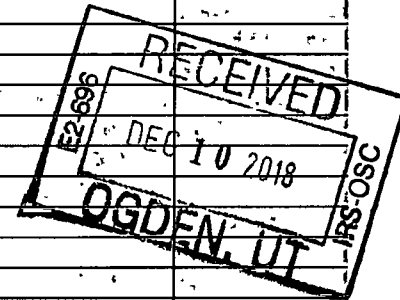
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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,128,065	1,691,789	1,691,789
	2	Savings and temporary cash investments	3,298,375	714,899	714,899
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	5,839,629	5,886,077	5,704,772
	b	Investments—corporate stock (attach schedule)	24,224,451	30,870,227	40,211,487
	c	Investments—corporate bonds (attach schedule)	13,673,200	13,637,648	13,681,900
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,854,508	5,572,360	6,954,714
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See Attached Statement)	7,269,846	7,129,166	299,028
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	65,288,074	65,502,166	69,258,589
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ☒			
	24	Unrestricted	65,288,074	65,502,166	
	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	65,288,074	65,502,166	
	31	Total liabilities and net assets/fund balances (see instructions)	65,288,074	65,502,166	

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	65,288,074
2	Enter amount from Part I, line 27a	2	214,092
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	65,502,166
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	65,502,166

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement				
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) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,359,434
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }			3	0

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

(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	64,147	61,821,269	0 001038
2015	2,240,303	46,314,743	0 048371
2014	1,326,268	62,609,684	0 021183
2013	2,555,359	62,753,655	0 040720
2012	2,530,343	59,533,823	0 042503
2 Total of line 1, column (d)			2 0 153815
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 030763
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 62,756,977
5 Multiply line 4 by line 3			5 1,930,593
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,068
7 Add lines 5 and 6			7 1,969,661
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 3,627,274

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	39,068	
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	39,068	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	39,068	
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	0	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	193	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	39,261	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		
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 ☐ WI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	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		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.		Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.			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 ► J P Morgan Telephone no ► 918-586-5995 Located at ► P.O. Box 1 Tulsa OK ZIP+4 ► 74102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

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

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

- 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 ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance, check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b	N/A	
6b		X
7b		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J P Morgan P O Box 1 Tulsa, OK 74102	Trustee 100 00	443,600		

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
NONE		
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	
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	59,997,075
b	Average of monthly cash balances	1b	3,416,564
c	Fair market value of all other assets (see instructions)	1c	299,028
d	Total (add lines 1a, b, and c)	1d	63,712,667
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	63,712,667
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	955,690
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,756,977
6	Minimum investment return. Enter 5% of line 5	6	3,137,849

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	3,137,849
2a	Tax on investment income for 2017 from Part VI, line 5	2a	39,068
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39,068
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,098,781
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,098,781
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	3,098,781

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,627,274
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,627,274
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	39,068
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,588,206

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				3,098,781
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			2,945,222	
b Total for prior years 20____, 20____, 20____				
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	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,627,274				
a Applied to 2016, but not more than line 2a			2,945,222	
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				682,052
e Remaining amount distributed out of corpus				
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	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				
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			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,416,729
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				
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 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 <i>Paid during the year</i> Sisters of The Good Shepherd Province of Mid 7654 Natural Bridge Rd St Louis, MO 63121 Sisters of Charity of The Incarnate Word 6510 Lawndale Ave Houston, TX 77210 Sisters of The Sorrowful Mother US Province 2935 Universal Ct Oskosh, WI 54904 Sisters of The Good Shepherd 225-30 21st Ave Astoria, NY 11105 Sisters of The Good Shepherd Provinciale NY 25-30 21st Ave Astoria, NY 11105			General Fund General Fund General Fund General Fund General Fund	1,172,906 902,235 658,632 469,162 378,939
Total				3a 3,581,874
b <i>Approved for future payment</i>				
Total				3b 0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities		1,366,121	14		
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		1,359,434	18		
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Oil & Gas Royalties		1,888,973	15		
b	Lease Bonus			16		
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		4,614,528		0	0
13	Total. Add line 12, columns (b), (d), and (e)				13	4,614,528

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1 |
| | (2) Other assets | 1 |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1 |
| | (2) Purchases of assets from a noncharitable exempt organization | 1 |
| | (3) Rental of facilities, equipment, or other assets | 1 |
| | (4) Reimbursement arrangements | 1 |
| | (5) Loans or loan guarantees | 1 |
| | (6) Performance of services or membership or fundraising solicitations | 1 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| 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 | |

	Yes	No
1a(1)		
1a(2)		
1b(1)		
1b(2)		
1b(3)		
1b(4)		
1b(5)		
1b(6)		
1c		

[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

Sign Here	correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge  Signature of officer, partner, or proprietor Date	 Trustee Title	May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No
------------------	--	---	--

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

Paid Preparer Use Only	Pnn/Type preparer's name Lucien M Rouse	Preparer's signature 	Date 10/31/2018	Check ☐ if self-employed	PTIN P01271731
	Firm's name ▶ Casey & Rouse PC			Firm's EIN ▶ 73-1198677	
	Firm's address ▶ PO Box 330163 Tulsa OK 74133, Tulsa, OK 74133			Phone no (918) 583-1169	

Long Term CG Distributions	818,269
Short Term CG Distributions	0

[illegible]

Part I, Line 11 (990-PF) - Other Income

		1,888,973	1,888,973	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalties	1,888,973	1,888,973	
2	Lease Bonus		0	
3	Shut In Royalty		0	

Part I, Line 16a (990-PF) - Legal Fees

		1,040	0	0	1,040
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Connor Winters	1,040			1,040

Part I, Line 16b (990-PF) - Accounting Fees

		4,500	4,500	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Casey & Rouse PC	4,500	4,500		0

Part I, Line 16c (990-PF) - Other Professional Fees

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Conner Winters LLP	0			0

Part I, Line 18 (990-PF) - Taxes

		159,719	94,330	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Advalorem tax	80,796	80,796		
2	Mineral Tax W/H	525	525		
3	Oklahoma Income tax W/H	13,009	13,009		
4	US Treasury YE 07/31/17	65,389			

Part I, Line 19 (990-PF) - Depreciation and Depletion

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Properties per Schedule	12/31/1973	Cost Depletion (Rec. BBI)	341,545	43,960,807	36,703,158	140,680	140,680	0

Part I, Line 23 (990-PF) - Other Expenses

		69,023	69,023	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Gross production taxes	54,236	54,236		
2	Farm & Ranch expense	2,546	2,546		
3	Mineral expense	10,538	10,538		
4	Other Expenses	1,703	1,703		

5,632,232		0	5,704,772
FMV		FMV	
Beg of Year	End of Year		
148,236		190,256	
52,164		198,920	
998,360	0		
202,398		195,886	
150,128		149,214	
198,164		196,866	
199,406		195,414	
202,670		196,726	
176,899		195,054	
199,772		196,420	
202,608		196,264	
150,198	0		
150,855		149,889	
174,480		192,420	
148,018		190,328	
272,951		263,809	
271,002		260,453	
267,910		265,316	
265,105		255,434	
172,846		191,390	
156,674		202,078	
211,062		202,906	
199,500	0		
206,522		199,772	
52,128		198,702	
51,459		196,750	
50,388		230,914	
50,886		194,210	
49,443		236,348	
		33,283	
		32,950	
		31,903	
		31,810	
		33,157	
		199,930	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BROWN ADV JAPAN ALP	59,728	583,878	0	662,984	40,211,487
2	FIDELITY 500 INDEX FD-AI	49,352		4,638,123		
3	NEUBERGER BERMAN MULTI CAP	92,353	1,355,000	0	2,294,244	4,860,739
4	BBH CORE SELECT FUND-N	85,642	1,515,000	1,515,000	1,957,767	0
5	SPDR S&P 500 ETF TRUST	45,334	8,454,358	8,454,358	11,187,071	1,816,458
6	Artisan Intl Value Fd Inv	38,127	894,079	894,079	1,453,773	12,753,814
7	ISHARES MSCI EAFE INDEX FUND	99,782	6,278,834	5,914,435	7,052,615	1,440,810
8	JPM LARGE CAP GROWTH FD	26,473	568,117	568,117	1,068,613	6,871,607
9	JPM TR 1 GL RES ENH IDX FD	148,369	2,218,541	2,536,220	2,849,442	1,177,541
10	JPM Betabuilders Japan ETF	50,215		1,185,178		3,437,703
11	NEUBERGER BER MU C OPP-INS	122,753		1,355,000		1,219,220
12	Dodge % CoxIntl Stk Fd	31,174		1,453,073		2,412,089
13	OAKM)NT INTL FD1	103,536	2,356,644	2,356,644	2,870,020	1,405,324
						2,816,182

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		13,673,200		13,637,648		10,037,822		13,681,900
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
1	BLACKROCK HIGH YIELD BOND			2,473,897	592,368	2,690,096	657,425	
2	DOUBLELINE FDS TR			1,937,112	2,739,457	1,913,484	2,639,167	
3	DODGE & COX INCOME FD			2,210,964	2,675,167	2,247,070	2,634,187	
4	JPM TR 1 Managed Bond Fd			1,301,571	687,343	1,261,481	662,103	
5	JPM UNCONSTRAINED DE			1,935,924	1,347,257	1,925,691	1,320,395	
6	VANGUARD TOTAL BOND MKT INDEX			0	665,373	0	660,929	
7	VANGUARD SHORT-TERM BOND ETF			0	668,818	0	868,793	
8	PIMCO SHORT-TERM FD-INSTL			0	1,616,918	0	1,617,561	
9	MFS EMERGING MKT			1,292,388	664,438		630,805	
10	VANGUARD TOTAL INT'L BND			2,521,344	1,980,509		1,990,535	

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Blackstone Partners Offshore Fd	AT COST	4,000,000	3,215,722	4,612,269
2	AQR MANAGED FUTURES	AT COST	1,243,464	0	
3	JPM ACCESS MULTI STRATEGY FD II	AT COST	2,245,636	2,356,638	2,342,445
4	GATEWAY FUND Y	AT COST	1,081,090	0	
5	PRUDENTIAL INVEST PORT	AT COST	629,723	0	
6	JOHN HANCOCK INCIME FD	AT COST	654,595	0	
			9,854,508	5,572,360	6,954,714

Part II, Line 15 (990-PF) - Other Assets

		7,269,846	7,129,166	299,028
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Producing Oil & Gas Royalties	43,960,807	43,960,807	347
2	Less accumulated depletion	-36,703,158	-36,843,838	
3	Farm & Ranch	12,197	12,197	298,681

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount		12,947,291													541,165		541,165	
Long Term CG Distributions		818,269													0		0	
Short Term CG Distributions		0													0		0	
		CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses				
1	150K US Treas 1 875% 093017				10/2/2007	150,000			153,662	-3,662		0	0	-3,662				
2	26473 Blackrock HY PT-BLAC				11/20/2017	647,568			675,796	-28,228		0	0	-28,228				
3	1000K US Treas 625% 113017				11/30/2017	1,000,000			984,727	15,273		0	0	15,273				
4	132142 M Futures STR R6				1/2/2018	1,221,000			1,243,464	-22,464		0	0	-22,464				
5	64465 Prudential ABS Ret				1/2/2018	642,713			629,723	12,990		0	0	12,990				
6	37216 Gateway FD N				1/2/2018	1,250,095			1,081,090	169,005		0	0	169,005				
7	57807 JPM Unconstrained Dr				11/02/2018	580,379			587,461	-7,082		0	0	-7,082				
8	101586 John Hancock Fd				11/02/2018	656,249			654,595	1,654		0	0	1,654				
9	83143 Blackrock HY Port				1/30/2018	634,536			562,721	71,815		0	0	71,815				
10	Blackstone Partners OS Fd				2/6/2018	1,100,000			784,278	315,722		0	0	315,722				
11	92921 Blackrock HY Port				2/13/2018	712,703			643,012	69,691		0	0	69,691				
12	41864 MFS Emer Mkts Debt				2/13/2018	615,813			627,950	-12,137		0	0	-12,137				
13	24889 Vanguard Total Int'l BND				2/13/2018	536,106			540,835	-4,729		0	0	-4,729				
14	10 Pimco ST Fd				2/14/2018	79,169			79,169	0		0	0	0				
15	2000K US Treas 75% 02/28/18				2/28/2018	200,000			198,357	1,643		0	0	1,643				
16	68828 JPM Int'l M Bnd				3/22/2018	670,127			702,433	-32,306		0	0	-32,306				
17	15296 Fidelity Int'l Index Fd				6/8/2018	660,177			664,154	-3,977		0	0	-3,977				
18	66111 iShares MSCI EAFE Ind				6/18/2018	394,658			384,400	30,258		0	0	30,258				
19	114340 Brown ADV Japan				6/8/2018	1,195,998			1,228,299	-32,301		0	0	-32,301				

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
J P Morgan	X	PO Box 1	Tulsa	OK	74102		Trustee	100.00	443,600		
1											
									443,600	0	0