

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

Name of foundation THE ELLWOOD FOUNDATION		A Employer identification number 74-6039237	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 550049		Room/suite	B Telephone number (see instructions) (713) 705-6472
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77255		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 49,508,138		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	540,131	540,131		
	4 Dividends and interest from securities	589,568	589,568		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,936,937			
	b Gross sales price for all assets on line 6a 24,955,613				
	7 Capital gain net income (from Part IV, line 2)		1,936,937		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	724,984	724,984		
	12 Total. Add lines 1 through 11	3,791,620	3,791,620		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	77,710	0		0
	c Other professional fees (attach schedule)	184,391	0		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	71,165	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	31,986	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	365,252	0		0
	25 Contributions, gifts, grants paid	2,490,000			2,490,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,855,252	0		2,490,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	936,368			
	b Net investment income (if negative, enter -0-)		3,791,620		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	136,719	217,472	217,472
	2 Savings and temporary cash investments	5,768,936	1,245,080	1,245,080
	3 Accounts receivable ▶ <u>254,362</u>			
	Less allowance for doubtful accounts ▶ _____	1,100,919	254,362	254,362
	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)	0	3,408,076	3,411,234
	b Investments—corporate stock (attach schedule)	16,223,554	19,160,416	31,699,523
	c Investments—corporate bonds (attach schedule)	12,432,626	12,244,439	12,680,467
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,662,754	36,529,845	49,508,138	
Liabilities	17 Accounts payable and accrued expenses	20,193	19,863	
	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)	20,193	19,863	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	28,656,180	28,656,180	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	6,986,381	7,853,802	
	30 Total net assets or fund balances (see instructions)	35,642,561	36,509,982	
31 Total liabilities and net assets/fund balances (see instructions) .	35,662,754	36,529,845		

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	35,642,561
2 Enter amount from Part I, line 27a	2	936,368
3 Other increases not included in line 2 (itemize) ▶ _____	3	1
4 Add lines 1, 2, and 3	4	36,578,930
5 Decreases not included in line 2 (itemize) ▶ _____	5	68,948
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	36,509,982

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)
1 a SHORT TERM INVESTMENTS	P	2017-10-02	2018-09-30
b LONG TERM INVESTMENTS	P	2015-01-01	2018-09-30
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 14,632,145		14,815,144	-182,999
b 10,323,468		8,203,532	2,119,936
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-182,999
b			2,119,936
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	1,936,937
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	

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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	2,170,000	49,699,647	0 043662
2015	2,304,626	43,969,738	0 052414
2014	2,080,000	47,152,440	0 044112
2013	2,080,000	45,163,103	0 046055
2012	1,860,000	43,066,580	0 043189
2 Total of line 1, column (d)			2 0 229432
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 045886
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 51,301,702
5 Multiply line 4 by line 3			5 2,354,030
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37,916
7 Add lines 5 and 6			7 2,391,946
8 Enter qualifying distributions from Part XII, line 4			8 2,490,000

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	37,916
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	37,916
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	37,916
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	48,665
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	48,665
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,749
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 10,749 Refunded <input type="checkbox"/>	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, LA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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).	11		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► MR RICHARD HAYES Telephone no ► (713) 785-5507			

Located at **►** PO BOX 550049 HOUSTON TX ZIP+4 **►** 77255

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> 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 ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
RAYMOND L BROWN 800 BERING DRIVE SUITE 460 HOUSTON, TX 77057	TRUSTEE 0 00	0	0	0
M LEE HIGHTOWER 800 BERING DRIVE SUITE 460 HOUSTON, TX 77057	TRUSTEE 0 00	0	0	0
HW HIGHTOWER JR 800 BERING DRIVE SUITE 460 HOUSTON, TX 77057	TRUSTEE 0 00	0	0	0

2

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

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

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

0

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
EBS ASSET MANAGEMENT 10100 INNOVATION DR STE 410 DAYTON, OH 45342	INVESTMET ADVISOR FEES	111,573
EAGLE GLOBAL ADVISOR 1330 POST OAK BLVD 3000 HOUSTON, TX 77056	INVESTMET ADVISOR FEES	72,818
RICHARD HAYS PO BOX 550049 HOUSTON, TX 77255	ACCOUNTING AND OFFICE SERVICES	56,400

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3

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	44,983,409
b	Average of monthly cash balances.	1b	4,832,920
c	Fair market value of all other assets (see instructions).	1c	2,266,617
d	Total (add lines 1a, b, and c).	1d	52,082,946
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	52,082,946
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	781,244
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	51,301,702
6	Minimum investment return. Enter 5% of line 5.	6	2,565,085

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	2,565,085
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	37,916
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	37,916
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,527,169
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,527,169
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	2,527,169

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	2,490,000
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	2,490,000
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	37,916
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,452,084

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				2,527,169
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,435,833	
b Total for prior years 20____, 20____, 20____		0		
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 ▶ \$ 2,490,000				
a Applied to 2016, but not more than line 2a			2,435,833	
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.				54,167
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))	0			0
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 instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,473,002
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 (see instructions).	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)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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))	
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	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed HW HIGHTOWER JR PO BOX 550049 HOUSTON, TX 77255 (713) 785-5507	
b The form in which applications should be submitted and information and materials they should include LETTER EXPLAINING THE NATURE OF THE REQUEST	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors MAINLY HOUSTON AREA - MEDICAL RESEARCH AND MENTAL HEALTH	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	2,490,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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	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.	***** 2019-02-09 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	CHERI REICHEL				P00850756
	Firm's name ▶ HAM LANGSTON & BREZINA LLP				Firm's EIN ▶ 76-0448495
	Firm's address ▶ 11550 FUQUA SUITE 475 HOUSTON, TX 77034				Phone no (281) 481-1040

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCESS HEALTH400 AUSTIN STREET RICHMOND, TX 77469			SUPPORT OF PROGRAMS	25,000
AMAZING PLACE3735 DREXEL HOUSTON, TX 77027			SUPPORT OF PROGRAMS	30,000
AMERICAN CANCER SOCIETY 6301 RICHMOND HOUSTON, TX 77057			CANCER RESEARCH	20,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARCHWAY ACADEMY6221 MAIN STREET HOUSTON, TX 77030			SUPPORT OF PROGRAMS	30,000
AWARE ALZHEIMER'S ASSOCIATION 6055 SOUTH LOOP E HOUSTON, TX 77087			SUPPORT OF PROGRAMS	100,000
BLUE BIRD CIRCLE615 WEST ALABAMA HOUSTON, TX 77006			RESEARCH OF PEDIATRIC NEUROLOGY	15,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BO'S PLACE5501 AUSTIN STREET HOUSTON, TX 77004			SUPPORT OF PROGRAMS	25,000
BOYS & GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447			GENERAL CONTRIBUTION	75,000
BRIARWOOD SCHOOL 12207 WHITTINGTON HOUSTON, TX 77077			SPECIAL EDUCATIONAL NEEDS	100,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP ALLEN18800 FM 362 NAVASOTA, TX 77868			SUPPORT OF PROGRAMS	25,000
CAMP FOR ALL 10500 NW FREEWAY SUITE 145 HOUSTON, TX 77092			SUPPORT OF PROGRAMS	10,000
CANCARE OF HOUSTON INC 9575 KATY FREEWAY SUITE 428 HOUSTON, TX 77024			COUNSEL CANCER PATIENTS	10,000
Total ▶ 3a				2,490,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA DE ESPERANZAPO BOX 66581 HOUSTON, TX 77266			SUPPORT OF PROGRAMS	40,000
CATHOLIC CHARITIES OF THE DIOCESE OF GALVESTON-HOUSTON PO BOX 66508 HOUSTON, TX 77266			SUPPORT OF PROGRAMS	40,000
CHILD ADVOCATES 2401 PORTSMOUTH ST SUITE 210 HOUSTON, TX 77098			ADVOCATE THROUGH COURTS FOR ABUSED CHILDREN	65,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILDREN'S ASSESSMENT CENTER 2500 BOLSOVER HOUSTON, TX 77005			SUPPORT OF PROGRAMS	10,000
CHRISTUS FOUNDATIONPO BOX 1919 HOUSTON, TX 77251			SUPPORT OF PRGRAMS	10,000
COVENANT HOUSE1111 LOVETT BLVD HOUSTON, TX 77006			SHELTER FOR TROUBLED CHILDREN	10,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007			HOME FOR UNWED MOTHERS	10,000
FAMILY SERVICES OF GREATER HOUSTON 4625 LILLIAN ST HOUSTON, TX 77007			SUPPORT OF PROGRAMS	10,000
GATEWAY ACADEMY 3721 DACOMA STREET HOUSTON, TX 77092			SUPPORT OF PROGRAMS	20,000
Total ► 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GOODWILL INDUSTRIES OF HOUSTON 5200 JENSEN DRIVE HOUSTON, TX 77026			SUPPORT OF PROGRAMS	60,000
HOLLY HALL8304 KNIGHT ROAD HOUSTON, TX 77054			HOME FOR AGED AND INFIRMED	25,000
HOPE & HEALING CENTER 717 SAGE ROAD HOUSTON, TX 77056			SUPPORT OF PROGRAMS	30,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOSPICE AT TEXAS MEDICAL CENTER 1905 HOLCOMBE BLVD HOUSTON, TX 77030			FACILITY FOR TERMINALLY ILL PATIENTS AND THEIR FAMILIES	50,000
HOUSTON APHASIA RECOVERY CENTER 5005 WOODYWAY DR SUITE 110 HOUSTON, TX 77056			SUPPORT OF PROGRAMS	10,000
HOUSTON AREA PARKINSON SOCIETY 2700 SOUTHWEST FRWY SUITE 284 HOUSTON, TX 77098			RESEARCH	35,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH HOUSTON, TX 77019			SUPPORT OF PROGRAMS	25,000
HOUSTON EYE ASSOCIATES FOUNDATION 2855 GRAMERCY HOUSTON, TX 77025			RESEARCH	10,000
HUB HOUSTON4209 GALWAY LANE HOUSTON, TX 77080			SUPPORT OF PROGRAMS	60,000
Total 				2,490,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IMMUNIZATION PARTNERSHIP PO BOX 5168 KATY, TX 77491			SUPPORT OF PROGRAMS	25,000
MD ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230			SUPPORT OF PROGRAMS	135,000
MD ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230			LYMPHOMA/MYELOMA RESEARCH	135,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARBRIDGE FOUNDATION PO BOX 2250 MANCHACA, TX 78652			SUPPORT OF PROGRAMS	25,000
MENTAL HEALTH ASSOCIATION 2211 NORFOLK SUITE 810 HOUSTON, TX 77098			SUPPORT OF PROGRAMS	10,000
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON, TX 77004			SUPPORT OF FACILITIES	25,000
Total ▶ 3a				2,490,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEUHAUS EDUCATION CENTER 4433 BISSONNET HOUSTON, TX 77401			CHILDREN WITH SEVERE READING DISABILITIES	35,000
ODYSSEY HOUSE5629 GRAPEVINE ST HOUSTON, TX 77085			SUPPORT OF PROGRAMS	10,000
OPEN DOOR MISSION 5803 HARRISBURG HOUSTON, TX 77011			SUPPORT OF SUBSTANCE ABUSE RECOVERY CENTER	25,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PATHWAYS FOR LITTLE FEET 8 GREENWAY PLAZA SUITE 1000 HOUSTON, TX 77046			SUPPORT OF PROGRAMS	35,000
RE MINDPO BOX 27607 HOUSTON, TX 77227			SUPPORT OF PROGRAMS	20,000
RETINA RESEARCH FOUNDATION 6560 FANNIN 2200 SCURLOCK TOWERS HOUSTON, TX 77054			SUPPORT OF PROGRAMS	10,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE 1907 HOLCOMBE BLVD HOUSTON, TX 77030			SUPPORT OF FACILITIES	100,000
SALVATION ARMY1500 AUSTIN HOUSTON, TX 77002			CARE FOR THE INDIGENT	10,000
SIGHT TO SOUND3935 ESSEX LANE HOUSTON, TX 77027			SUPPORT OF PROGRAMS	10,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMALL STEPS NURTURING CENTER 1709 DEPELCHIN STREET HOUSTON, TX 77007			SUPPORT OF PROGRAMS	40,000
SPECIAL OLYMPICS - TEXAS 4140 DIRECTORS ROW SUITE B HOUSTON, TX 77092			SUPPORT OF PROGRAMS	10,000
STRAKE JESUIT LEARNING RESOURCE CENTER 8900 BELLAIRE BOULEVARD HOUSTON, TX 77036			SUPPORT PROGRAMS	55,000
Total ► 3a				2,490,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS BIOMEDICAL RESEARCH INSTITUTE PO BOX 760549 SAN ANTONIO, TX 78245			MEDICAL RESEARCH	10,000
TEXAS CHILDREN'S HOSPITAL PO BOX 300630 HOUSTON, TX 77230			CAPITAL CAMPAIGN	30,000
TEXAS CHRISTIAN UNIVERSITY PO BOX 297044 FORT WORTH, TX 76129			UPGRADE PRE-MEDICAL PROGRAM	40,000
Total ► 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TEXAS HEART INSITUTEPO BOX 20345 HOUSTON, TX 77225			CARDIOLOGY RESEARCH	30,000
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423			SUPPORT OF FACILITIES	150,000
THE CENTER FOR HEARING & SPEECH 3636 WEST DALLAS HOUSTON, TX 77019			SUPPORT OF FACILITIES	10,000
Total 				2,490,000
3a				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CENTER FOUNDATION 3550 WEST DALLAS PO BOX 130564 HOUSTON, TX 77219			SUPPORT OF PROGRAMS	80,000
THE JOY SCHOOLONE CHELSEA BLVD HOUSTON, TX 77006			SUPPORT OF PROGRAMS	20,000
THE MENNINGER CLINIC12301 MAIN ST HOUSTON, TX 77035			OPERATING EXPENSES	40,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE PARISH SCHOOL11059 TIMBERLINE HOUSTON, TX 77043			SUPPORT OF PROGRAMS	35,000
THE RISE SCHOOL 8080 NO STADIUM DR SUITE 100 HOUSTON, TX 77054			SUPPORT PROGRAMS	30,000
THE WESTVIEW SCHOOL 1900 KERSTEN DR HOUSTON, TX 77043			PROGRAMS FOR CHILDREN WITH LEARNING DISABILITIES	10,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE WILL ERWIN HEADACHE RESEARCH FOUNDATION 712 MAIN ST SUITE 2000E HOUSTON, TX 77002			SUPPORT RESEARCH	30,000
THE WOMEN'S FUND 5353 W ALABAMA SUITE 615 HOUSTON, TX 77056			EDUCATION OF WOMEN ABOUT PREVENTATIVE HEALTH MEASURES	10,000
TIRR FOUNDATION5100 TRAVIS HOUSTON, TX 77002			REHABILITATION & RESEARCH	45,000
Total ▶ 3a				2,490,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MISSISSIPPI SCHOOL OF EDUCATION PO BOX 1848 UNIVERSITY, MS 386771848			SUPPORT OF WILLIE PRICE LAB	25,000
UNIVERSITY OF TEXAS MEDICAL SCHOOL AT HOUSTON PO BOX 20708 HOUSTON, TX 77225			NEUROSCIENCE CENTER	120,000
YELLOWSTONE ACADEMY 3000 TRULLEY STREET HOUSTON, TX 77004			SUPPORT OF PROGRAMS	55,000
Total 				2,490,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YES PREP PUBLIC SCHOOL 5515 SOUTH LOOP EAST SUITE B HOUSTON, TX 77033			SUPPORT OF PROGRAMS	20,000
Total 				2,490,000
3a				

TY 2017 Accounting Fees Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND PROFESSIONAL FEES	77,710	0		0

TY 2017 Investments Corporate Bonds Schedule

Name: THE ELLWOOD FOUNDATION

EIN: 74-6039237

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	12,244,439	12,680,467

TY 2017 Investments Corporate Stock Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	19,160,416	31,699,523

TY 2017 Investments Government Obligations Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237**US Government Securities - End
of Year Book Value:**

3,408,076

**US Government Securities - End
of Year Fair Market Value:**

3,411,234

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Other Decreases Schedule

Name: THE ELLWOOD FOUNDATION
EIN: 74-6039237

Description	Amount
RECORD CURRENT YEAR FEDERAL EXCISE TAX	68,948

TY 2017 Other Expenses Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	28,978	0		0
MISCELLANEOUS EXPENSE	3,008	0		0

TY 2017 Other Income Schedule

Name: THE ELLWOOD FOUNDATION

EIN: 74-6039237

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALTY INCOME	722,313	722,313	722,313
OTHER INCOME	2,671	2,671	2,671

TY 2017 Other Increases Schedule

Name: THE ELLWOOD FOUNDATION

EIN: 74-6039237

Description	Amount
CORRECT COST OF INVESTMENT FOR UNREALIZED GAIN	1

TY 2017 Other Professional Fees Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSELING	184,391	0		0

TY 2017 Taxes Schedule**Name:** THE ELLWOOD FOUNDATION**EIN:** 74-6039237

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	23,678	0		0
FOREIGN TAXES WITHHELD	14,261	0		0
SEVERENCE TAXES	33,226	0		0