

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

STERLING FAMILY FOUNDATION

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

P.O. BOX 1837

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

BELLAIRE, TX 77402-1837

G Check all that apply.

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 7,450,754.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

04-6995246

B Telephone number (see instructions)

(713) 960-1706

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	160,260.	160,260.		
5a Gross rents	76,399.	76,399.		
b Net rental income or (loss) 14,710.				
6a Net gain or (loss) from sale of assets not on line 10	68,622.			
b Gross sales price for all assets on line 6a 9,127,386.				
7 Capital gain net income (from Part IV, line 2)		68,622.		
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) ATCH. 1	250.	250.		
12 Total. Add lines 1 through 11	305,531.	305,531.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	20,254.	20,254.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH. 2	2,765.	2,765.		
b Accounting fees (attach schedule) ATCH. 3	498.	498.		
c Other professional fees (attach schedule) [4]	41,512.	41,512.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	45,506.	41,918.		
19 Depreciation (attach schedule) and depletion.				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 6	19,194.	19,194.		
24 Total operating and administrative expenses. Add lines 13 through 23.	129,729.	126,141.		
25 Contributions, gifts, grants paid	379,700.			379,700.
26 Total expenses and disbursements. Add lines 24 and 25	509,429.	126,141.		379,700.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-203,898.			
b Net investment income (if negative, enter -0-)		179,390.		
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		102,812.	214,138.	214,138.
	2	Savings and temporary cash investments		1,546,437.	3,585,906.	3,585,906.
	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	ATCH 7	991.	3,403.	3,403.
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	ATCH 8	4,149,610.	1,828,215.	1,534,147.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis	856,691.			
	Less: accumulated depreciation (attach schedule) ▶		892,401.	856,691.	2,113,160.	
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)		6,692,251.	6,488,353.	7,450,754.	
Liabilities	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 <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		6,692,251.	6,488,353.	
30	Total net assets or fund balances (see instructions)		6,692,251.	6,488,353.		
31	Total liabilities and net assets/fund balances (see instructions)		6,692,251.	6,488,353.		

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	6,692,251.
2	Enter amount from Part I, line 27a	2	-203,898.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,488,353.
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	6,488,353.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo, day, yr)(d) Date sold
(mo, day, yr)

1 a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a						
b						
c						
d						
e						
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	68,622.	
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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	354,300.	8,110,622.	0.043683
2016	383,300.	7,734,892.	0.049555
2015	403,300.	7,173,002.	0.056225
2014	488,130.	7,497,333.	0.065107
2013	421,500.	7,295,236.	0.057777
2 Total of line 1, column (d)			2 0.272347
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years			3 0.054469
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 8,047,524.
5 Multiply line 4 by line 3.			5 438,341.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,794.
7 Add lines 5 and 6.			7 440,135.
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			8 379,700.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,588.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	3,588.
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	3,588.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6,991.	
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	6,991.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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		3,403.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 3,403. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 <input type="checkbox"/> TX, <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? 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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X	
14 The books are in care of ► JAY EPSTEIN Telephone no ► 713-960-1706 Located at ► 2929 ALLEN PARKWAY, 20TH FLOOR HOUSTON, TX ZIP+4 ► 77019-7100		
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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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 Organizations relying on a current notice regarding disaster assistance, check here	1b	X
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
If "Yes" to 6b, file Form 8870		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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
ATCH 9		20,254.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

[illegible]

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.

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

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

Total. Add lines 1 through 3 ►

Form **990-PF** (2018)

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	5,189,181.
b	Average of monthly cash balances	1b	769,156.
c	Fair market value of all other assets (see instructions)	1c	2,211,738.
d	Total (add lines 1a, b, and c)	1d	8,170,075.
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	8,170,075.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	122,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,047,524.
6	Minimum investment return. Enter 5% of line 5	6	402,376.

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	402,376.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	3,588.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,588.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	398,788.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	398,788.
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	398,788.

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	379,700.
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	379,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions.	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	379,700.

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

Form 990-PF (2018)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				398,788.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013	61,392.			
b From 2014	137,003.			
c From 2015	47,182.			
d From 2016	2,070.			
e From 2017				
f Total of lines 3a through e	247,647.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>379,700.</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				379,700.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	19,088.			19,088.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	228,559.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)	42,304.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	186,255.			
10 Analysis of line 9				
a Excess from 2014	137,003.			
b Excess from 2015	47,182.			
c Excess from 2016	2,070.			
d Excess from 2017				
e Excess from 2018				

Form **990-PF** (2018)

Part XV	Supplementary Information <i>(continued)</i>
----------------	---

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 11					
Total ► 3a					379,700.
b Approved for future payment					
Total ► 3b					

Part XVI-A Analysis of Income-Producing Activities

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				14	160,260.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property				16	14,710.	
6 Net rental income or (loss) from personal property						
7 Other investment income				15	250.	
8 Gain or (loss) from sales of assets other than inventory				18	68,622.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					243,842.	
13 Total. Add line 12, columns (b), (d), and (e)						243,842.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions. | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

▶ JAY EPSTEIN

Signature of officer or trustee

Date _____

CO-TRUSTEE

Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAURA SYKES, CPA

Preparer's signature _____

Paula Sykes

Date

11/08/2019

Check ☐ if self-employed

PTIN	
------	--

P00188050

Firm's name ► BDO USA, LLP

Firm's address ► 2929 ALLEN PARKWAY 20TH FLOOR
HOUSTON, TX

77019-7100

Firm's EIN ▶ 13-5381590

Phone no 713-960-1706

Form **990-PF** (2018)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				168,601.	
1,225,337.		11,580 SH ISHARES TR CORE US AGGREG BD F PROPERTY TYPE: SECURITIES				11/02/2018	12/21/2018
		1,205,117.				20,220.	
86,158.		3,240 SH ISHARES TR NO AMER RE FUND PROPERTY TYPE: SECURITIES				11/02/2018	12/21/2018
		104,230.				-18,072.	
9,319.		931.881 SH RUSSELL MULTISTRATEGY INCOME PROPERTY TYPE: SECURITIES				VARIOUS	06/21/2018
		9,022.				297.	
4,519.		454.160 SH RUSSELL US STRAT EQUITY FUND PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
		5,235.				-716.	
57,024.		1,790.378 SH RUSSELL GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES				VARIOUS	11/02/2018
		63,012.				-5,988.	
149,822.		4,936.497 SH RUSSELL GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
		150,942.				-1,102.	
16,873.		1,547.971 SH RUSSELL GLOBAL INFRASTRUCTU PROPERTY TYPE: SECURITIES				VARIOUS	06/21/2018
		17,886.				-1,013.	
97,510.		19,580.282 SH RUSSELL COMMODITY STRATEGI PROPERTY TYPE: SECURITIES				12/21/2018	12/27/2018
		98,416.				-906.	
115,568.		10,985.594 SH RUSSELL STRATEGIC BOND FUN PROPERTY TYPE: SECURITIES				VARIOUS	06/21/2018
		118,781.				-3,213.	
1,228,807.		119,417.633 SH RUSSELL STRATEGIC BOND FU PROPERTY TYPE: SECURITIES				VARIOUS	11/02/2018
		1,291,111.				-62,144.	
1,159,533.		110,854.022 SH RUSSELL STRATEGIC BOND FU PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
		1,158,602.				931.	
		69,806.387 SH RUSSELL MULTI ASSET GROWTH				VARIOUS	11/02/2018

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
702,950.		PROPERTY TYPE: SECURITIES 716,828.				-13,878.	
		563.890 SH RUSSELL UNCONSTRAINED TOTAL R PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
5,481.		5,571.				-90.	
		1,689 SH SPDR SER TR DOW JONES REIT PROPERTY TYPE: SECURITIES				11/02/2018	12/21/2018
148,953.		152,634.				-3,681.	
		40,228.70 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
337,921.		426,352.				-75,625.	
		474.659 SH RUSSELL MULTI STRATEGY INCOME PROPERTY TYPE: SECURITIES				07/14/2016	03/09/2018
4,870.		4,594.				276.	
		21,714.387 SH RUSSELL MULTI STRATEGY INC PROPERTY TYPE: SECURITIES				VARIOUS	06/21/2018
217,144.		210,238.				6,906.	
		5,063 SH RUSSELL US STRATEGIC EQUITY FUN PROPERTY TYPE: SECURITIES				12/24/2013	01/05/2018
70,882.		58,285.				12,597.	
		2,759.958 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES				VARIOUS	03/09/2018
39,357.		31,773.				7,584.	
		4,830.856 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES				VARIOUS	06/21/2018
68,260.		55,637.				12,623.	
		2,520.041 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES				VARIOUS	09/11/2018
36,843.		29,042.				7,801.	
		70,243.309 SH RUSSELL US STRATEGIC EQUIT PROPERTY TYPE: SECURITIES				VARIOUS	12/27/2018
698,921.		804,166.				-81,807.	
		1,029.185 SH RUSSELL EMERGING MKTS FUND PROPERTY TYPE: SECURITIES				02/17/2016	03/09/2018
22,992.		14,100.				8,892.	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
43,757.		2,214.423 SH RUSSELL EMERGING MKTS FUND PROPERTY TYPE: SECURITIES 30,339.				02/17/2016 13,418.	06/21/2018
43,338.		1,360.696 SH RUSSELL GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES 47,889.				VARIOUS -4,427.	11/02/2018
1,136.		37.444 SH RUSSELL GLOBAL REAL ESTATE FUN PROPERTY TYPE: SECURITIES 1,145.				VARIOUS	12/27/2018
122,392.		12,883.368 SH RUSSELL GLOBAL OPPORTUNIST PROPERTY TYPE: SECURITIES 115,660.				VARIOUS 6,732.	06/21/2018
148,708.		13,642.945 SH RUSSELL GLOBAL INFRASTRUCT PROPERTY TYPE: SECURITIES 157,640.				VARIOUS -8,932.	06/21/2018
105,856.		19,566.666 SH RUSSELL COMMODITY STRATEGI PROPERTY TYPE: SECURITIES 106,346.				02/17/2016 -490.	11/02/2018
2,727.		547.573 SH RUSSELL COMMODITY STRATEGIES PROPERTY TYPE: SECURITIES 2,752.				VARIOUS -13.	12/27/2018
10,614.		1,008.893 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 10,908.				VARIOUS -176.	06/21/2018
4,169.		405.168 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 4,380.				VARIOUS -211.	11/02/2018
384,896.		12,145.672 SH RUSSELL INTL DEVEL MKTS FU PROPERTY TYPE: SECURITIES 418,673.				VARIOUS -29,942.	12/27/2018
20,812.		633.932 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 16,905.				02/17/2016 3,907.	03/09/2018
22,612.		655.610 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 17,483.				02/17/2016 5,129.	06/11/2018

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
18,785.		527.372 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 14,063.				02/17/2016 4,722.	09/11/2018
197,550.		8,467.639 SH RUSSELL US SMALL CAP EQUITY PROPERTY TYPE: SECURITIES 223,107.				VARIOUS -20,015.	12/27/2018
25,225.		2,384.216 SH RUSSELL MULTI ASSET GROWTH PROPERTY TYPE: SECURITIES 23,862.				03/08/2017 1,363.	06/11/2018
486,153.		48,277.326 SH RUSSELL MULTI ASSET GROWTH PROPERTY TYPE: SECURITIES 495,685.				VARIOUS -9,435.	11/02/2018
714.		71.543 SH RUSSELL UNCONSTRAINED TOTAL RE PROPERTY TYPE: SECURITIES 706.				03/08/2017 8.	06/11/2018
211,080.		21,716.068 SH RUSSELL UNCONSTRAINED TOTA PROPERTY TYPE: SECURITIES 214,415.				VARIOUS -3,290.	12/27/2018
126,035.		11,541.667 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES 99,325.				12/29/2010 26,710.	06/21/2018
2,630.		237.579 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES 2,045.				12/29/2010 585.	09/11/2018
53,266.		6,341.156 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES 54,571.				VARIOUS -1,305.	12/27/2018
55,962.		1,757.056 SH RUSSELL GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES 53,364.				VARIOUS 2,598.	11/02/2018
17,084.		413.456 SH RUSSELL INTL DEV MKTS FUND PROPERTY TYPE: SECURITIES 11,226.				12/29/2010 5,858.	03/09/2018
13,654.		330.85 SH RUSSELL INTL DEV MKTS FUND PROPERTY TYPE: SECURITIES 8,979.				12/29/2010 4,675.	06/11/2018

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,516.		521.178 SH RUSSELL INTL DEV MKTS FUND PROPERTY TYPE: SECURITIES 14,151.				P	VARIOUS	12/27/2018 2,365.
35,878.		3,426.743 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 37,047.				P	01/05/2018	09/11/2018 -994.
87,582.		2,763.709 SH RUSSELL INTL DEV MKTS FUND PROPERTY TYPE: SECURITIES 95,423.				P	06/21/2018	12/27/2018 -7,841.
15,921.		1,593.694 SH RUSSELL UNCONSTRAINED TOTAL PROPERTY TYPE: SECURITIES 15,734.				P	03/08/2017	09/11/2018 187.
5,754.		568.577 SH RUSSELL MULTI STRATEGY FUND PROPERTY TYPE: SECURITIES 5,505.				P	07/14/2016	06/11/2018 249.
44,793.		3,128.003 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES 36,025.				P	01/13/2014	06/11/2018 8,768.
2,514.		244.078 SH RUSSELL MULTI ASSET GROWTH FU PROPERTY TYPE: SECURITIES 2,506.				P	03/08/2017	09/11/2018 8.
125,614.		LAND 10822 EAST FREEWAY HOUSTON, TX PROPERTY TYPE: REAL ESTATE 35,710.				D	12/09/2003	08/31/2018 89,904.
14.		SECURITIES LIQUIDATION FUND RECOVERY PROPERTY TYPE: SECURITIES				P	VARIOUS	10/02/2018 14.
TOTAL GAIN(LOSS)							<u>68,622.</u>	

FEDERAL FOOTNOTES

FORM 990PF - NET RENTAL INCOME (BILLBOARDS/BLDG)

RENTAL INCOME		\$ 76,399
EXPENSES:		
PROPERTY TAXES	\$ 39,832	
LAND MAINTENANCE/MOWING	14,968	
LEGAL FEES	2,765	
INSURANCE	3,319	
UTILITY - DRAINAGE FEES	655	
LICENSES	150	61,689
	-----	-----
NET RENTAL INCOME		\$ 14,710
		=====

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

CLEAR CHANNEL OUTDOOR	49,500.
CROWN CASTLE INTERNATIONAL CORP.	15,415.
OUTFRONT MEDIA	8,109.
LAMAR MEDIA CORP	3,075.
OTHER RENTALS	300.
	<u>76,399.</u>

FEDERAL FOOTNOTESFORM 990PF - BALANCE SHEET - LINE 10B (MARKETABLE SECURITIES)

	UNIT		MARKET
	PRICE	UNITS	VALUE
	-----	-----	-----
	\$		
RUSSELL EMERGING MARKETS FD	16.84	14,863	250,293
RUSSELL GLOBAL OPPORTUN. FD	9.02	18,188	164,056
RUSSELL MULTI ASSET GRWTH FD	9.75	114,845	1,119,739
RUSSELL - VARIOUS FUNDS			59

			1,534,147
			=====
	TOTAL		

FEDERAL FOOTNOTES

FORM 990PF - BALANCE SHEET - LINE 11 (LAND)

MARKET	COST	ACCUM	BOOK	FAIR
	BASIS	DEPREC.	VALUE	VALUE
COLLINGSWORTH	313,139	-0-	313,139	352,000
ELDER	75,000	-0-	75,000	132,200
EUNICE	78,802	-0-	78,802	113,850
FLETCHER	60,000	-0-	60,000	1,243,000
SUL ROSS	81,750	-0-	81,750	52,300
MAJESTIC	75,000	-0-	75,000	28,800
CAGE	6,750	-0-	6,750	7,800
DWINNELL	75,000	-0-	75,000	59,300
FOREMAN	66,250	-0-	66,250	16,400
WILLIS	25,000	-0-	25,000	19,310
NORTH FREEWAY	-0-	-0-	-0-	88,200
TOTALS	856,691	-0-	856,691	2,113,160

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME - GENESIS CRUDE OIL LP	250.	250.
TOTALS	250.	250.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,765.	2,765.		
TOTALS	<u>2,765.</u>	<u>2,765.</u>		

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
, BDO LLP	498.	498.		
TOTALS	<u>498.</u>	<u>498.</u>		

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	39,112.	39,112.
APPRAISAL FEES	2,400.	2,400.
TOTALS	<u>41,512.</u>	<u>41,512.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROPERTY TAXES	39,832.	39,832.
FOREIGN TAXES WITHHELD ON DIV	2,078.	2,078.
PRODUCTION TAXES - ROYALTIES	8.	8.
FEDERAL EXCISE TAX (2018)	3,588.	
TOTALS	<u>45,506.</u>	<u>41,918.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LAND MAINTENANCE/MOWING	14,968.	14,968.
LIABILITY INSURANCE	3,319.	3,319.
HIGHWAY DEPT LICENSES	150.	150.
DRAINAGE FEES	655.	655.
POSTAL BOX	102.	102.
TOTALS	19,194.	19,194.

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAXES	3,403.	3,403.
TOTALS	<u>3,403.</u>	<u>3,403.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RUSSELL MUTUAL FUNDS (SCH ATT)	1,828,215.	1,534,147.
TOTALS	<u>1,828,215.</u>	<u>1,534,147.</u>

STERLING FAMILY FOUNDATION

2018 FORM 990-PF

04-6995246

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DANIEL DOMINGUEZ 1200 SMITH ST 16TH FLR HOUSTON, TX 77002	TRUSTEE 2.00	6,253.		
JAY A. EPSTEIN P.O. BOX 2708 BELLAIRE, TX 77402	TRUSTEE 3.00	14,001.		
GRAND TOTALS		20,254.	0.	0.

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DANIEL DOMINGUEZ AND JAY EPSTEIN
P.O. BOX 1837
BELLAIRE, TX 77402-1837
713-960-1706

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE:

LETTER REQUESTING FUNDS OR ORAL PRESENTATION. INFORMATION SHOULD BE
SUPPLIED CONCERNING THE ORGANIZATION'S PURPOSE, USE OF THE FUNDS AND
TAX EXEMPT STATUS.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRO FAMILIAR CRISTIANO 11000 DAIRY ASHFORD SUGARLAND, TX 77487	NONE PC	TO ASSIST ORGANIZATION IN PROVIDING EDUCATIONAL SERVICES TO YOUNG CHILDREN AND FAMILIES TO HELP DEVELOP LANGUAGE, SOCIAL, EMOTIONAL AND CREATIVE SKILLS	200,000
JEWISH FAMILY SERVICE P O BOX 20528 HOUSTON, TX 77225	NONE PC	TO ASSIST ORGANIZATION IN PROVIDING FINANCIAL ASSISTANCE TO LOW INCOME HOLOCAUST SURVIVORS IN THE GREATER HOUSTON AREA	100,000
SEVEN ACRES JEWISH SENIOR CARE SERVICES 6200 N BRAESWOOD HOUSTON, TX 77074	NONE PC	TO ASSIST ORGANIZATION WITH PROVIDING SOCIAL AND MEDICAL SERVICES TO RESIDENTS AND ELDERLY PERSONS LIVING IN THE COMMUNITY ORGANIZATION IS THE LARGEST LONG-TERM CARE FACILITY IN HOUSTON	35,000
FOUNDATION FOR THE RETARDED 3550 WEST DALLAS HOUSTON, TX 77019	NONE PC	TO ASSIST ORGANIZATION WITH PROMOTING THE PURSUIT OF CHOICE, GROWTH AND PERSONAL INDEPENDENCE FOR ADULTS WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	2,000
DR MARNIE ROSE FOUNDATION, INC 5300 N BRAESWOOD BLVD #4-350 HOUSTON, TX 77096	NONE PC	TO ASSIST ORGANIZATION IN ITS SUPPORT OF BRAIN CANCER RESEARCH AND PEDIATRIC HEALTH INITIATIVES	2,500
TEXAS EQUUSEARCH P O BOX 395 DICKINSON, TX 77539	NONE PC	TO ASSIST ORGANIZATION WITH PROVIDING VOLUNTEER HORSE MOUNTED SEARCH AND RECOVERY FOR LOST AND MISSING PERSONS NATIONWIDE	2,000

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ANIXTER CENTER 6610 NORTH CLARK ST CHICAGO, IL 60626	NONE PC		TO ASSIST ORGANIZATION WITH PROVIDING AN ARRAY OF SERVICES AND SUPPORT FOR PEOPLE WITH DISABILITIES AND RELATED CHALLENGES TO LEARN AND WORK IN THE COMMUNITY	1,000
ST JUDE'S CHILDREN'S HOSPITAL P O BOX 50 MEMPHIS, TN 38101	NONE PC		TO ASSIST ORGANIZATION WITH ADVANCING CURES AND MEANS OF PREVENTION FOR PEDIATRIC CATASTROPHIC DISEASES THROUGH RESEARCH AND TREATMENT REGARDLESS OF THE PATIENT'S ABILITY TO PAY	2,000
MAKE-A-WISH FOUNDATION OF AMERICA 3550 NORTH CENTRAL AVE STE 300 PHOENIX, AZ 85012	NONE PC		TO ASSIST ORGANIZATION WITH GRANTING THE WISH OF A CHILD DIAGNOSED WITH A CRITICAL ILLNESS	1,500
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE PC		TO ASSIST ORGANIZATION WITH BUILDING COMFORT HOMES WHERE MILITARY AND VETERANS FAMILIES CAN STAY FREE OF CHARGE WHILE A LOVED ONE IS HOSPITALIZED	2,000
AISHAL HOUSE 1955 UNIVERSITY BLVD HOUSTON, TX 77030	NONE PC		TO ASSIST ORGANIZATION WITH PROVIDING RESIDENTIAL ASSISTANCE TO PATIENTS AND THEIR FAMILIES WHO COME TO THE TEXAS MEDICAL CENTER FOR TREATMENT	1,000
JEWISH COMMUNITY CENTER 5601 SOUTH BRAESWOOD BLVD HOUSTON, TX 77096	NONE PC		TO ASSIST ORGANIZATION WITH PROVIDING MEALS FOR HOMEBOUND INDIVIDUALS AGE 60 OR OLDER WHO ARE INCAPACITATED OR DISABLED, THROUGH ITS "MEALS ON WHEELS" PROGRAM	1,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	NONE PC	TO ASSIST ORGANIZATION WITH EDUCATIONAL ACTIVITIES TO MAKE PEOPLE AWARE OF THE DANGERS OF PREJUDICE, HATRED AND VIOLENCE BROUGHT ABOUT DURING THE HOLOCAUST ORGANIZATION IS THE FOURTH LARGEST MEMORIAL MUSEUM IN THE UNITED STATES	5,000
TRUEFACED 1820 W NORTHERN AVE STE 130 PHOENIX, AZ 85021	NONE PC	TO ASSIST ORGANIZATION WITH ITS MISSION OF ADVANCING THE RELATIONSHIP PROCESS OF BUILDING TRUST WITH ONESELF AND OTHERS	2,500
THEATER UNDER THE STARS 800 BAGBY STE 200 HOUSTON, TX 77002	NONE PC	TO ASSIST ORGANIZATION WITH ITS MISSION OF ENRICHING LIFE THROUGH THE EXPERIENCE OF QUALITY MUSICAL THEATER AND INNOVATIVE EDUCATION AND COMMUNITY OUTREACH	2,500
HOPE MINISTRIES P O BOX 18120 ATLANTA, GA 30316	NONE PC	TO ASSIST ORGANIZATION WITH PROVIDING COUNSELING TO INDIVIDUALS, COUPLES AND FAMILIES AND DISTRIBUTING SUPPLIES TO HURRICANE VICTIMS	1,500
HIS MANSION MINISTRIES P O BOX 40 HILLSBOROUGH, NH 03244	NONE PC	TO ASSIST ORGANIZATION WITH OFFERING COUNSELING AND LONG TERM RESIDENTIAL CARE TO MEN AND WOMEN WITH ADDICTION AND SUBSTANCE ABUSE PROBLEMS	1,200
OPEN DOOR MISSION 5803 HARRISBURG BLVD HOUSTON, TX 77011	NONE PC	TO ASSIST ORGANIZATION WITH ITS MISSION OF PROVIDING PROGRAMS AND FACILITIES DEDICATED TO TRANSFORMING LIVES OF SEVERLY ADDICTED, DESTITUTE, HOMELESS AND DISABLED MEN	2,000

STERLING FAMILY FOUNDATION

2018 FORM 990-PF

04-6995246

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

ATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

CONGREGATION ANSHAI TORAH
5501 PARKER ROAD
PLANO, TX 75093

NONE
PC

TO ASSIST ORGANIZATION WITH ENHANCING SECURITY
FOR ITS BUILDING AND EDUCATIONAL ACTIVITIES

15,000

TOTAL CONTRIBUTIONS PAID

379,700