







For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation PHILIP T BEE CHARITABLE TRUST		A Employer identification number 27-2006474	
Number and street (or P O box number if mail is not delivered to street address) 5600 W LOVERS LANE STE 116 PMB 136		Room/suite	B Telephone number (see instructions) (214) 361-9207
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752094360		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <b>\$</b> 4,235,949	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>(Part I, column (d) must be on cash basis )</u>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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 <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	16	16		
	4 Dividends and interest from securities . . . . .	118,350	118,350		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	211,174			
	b Gross sales price for all assets on line 6a _____ 4,357,645				
	7 Capital gain net income (from Part IV, line 2) . . . . .		31,041		
	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) . . . . .	 24,429	24,429		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	353,969	173,836		
	13 Compensation of officers, directors, trustees, etc	71,820	10,362		61,458
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .	5,577	805		4,772
	16a Legal fees (attach schedule) . . . . .	 653	326		327
	b Accounting fees (attach schedule) . . . . .	 9,085	4,542		4,543
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	8	8		
	18 Taxes (attach schedule) (see instructions) . . . . .	 4,710	4,710		
	19 Depreciation (attach schedule) and depletion . . . . .	3,418	3,418		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	 10,290	7,987		2,303
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	105,561	32,158		73,403
	25 Contributions, gifts, grants paid . . . . .	451,500			451,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	557,061	32,158		524,903
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-203,092			
	b <b>Net investment income</b> (if negative, enter -0-)		141,678		
c <b>Adjusted net income</b> (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	<b>1</b> Cash—non-interest-bearing . . . . .	100,173	95,257	95,257
	<b>2</b> Savings and temporary cash investments . . . . .	125,593	123,486	123,486
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ 6,445 Less allowance for doubtful accounts ▶ _____	5,774	6,445	6,445
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	4,402,070	4,220,848	3,999,818
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ 60,106 Less accumulated depreciation (attach schedule) ▶ _____ 37,238	22,643	22,868	
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	28,657	8,221	10,943
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	7,003	3,467		
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,691,913	4,480,592	4,235,949	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .	5,256	12,834	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	5,256	12,834	
	Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>		
<b>24</b> Unrestricted . . . . .		4,686,657	4,467,758	
<b>25</b> Temporarily restricted . . . . .				
<b>26</b> Permanently restricted . . . . .				
<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
<b>27</b> Capital stock, trust principal, or current funds . . . . .				
<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund				
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .		4,686,657	4,467,758	
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .		4,691,913	4,480,592	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	4,686,657
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-203,092
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,483,565
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	15,807
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	4,467,758

**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 )
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	31,041
<b>3</b> 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 <span style="float: right;">{ }</span>	<b>3</b>	

**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))
2017	573,931	5,092,988	0 112690
2016	564,195	5,189,826	0 108712
2015	542,533	5,937,492	0 091374
2014	468,297	5,845,245	0 080116
2013	373,605	4,408,960	0 084738

<b>2</b> Total of line 1, column (d) <span style="float: right;">{ }</span>	<b>2</b>	0 477630
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years <span style="float: right;">{ }</span>	<b>3</b>	0 095526
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 <span style="float: right;">{ }</span>	<b>4</b>	4,785,941
<b>5</b> Multiply line 4 by line 3 <span style="float: right;">{ }</span>	<b>5</b>	457,182
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) <span style="float: right;">{ }</span>	<b>6</b>	1,417
<b>7</b> Add lines 5 and 6 <span style="float: right;">{ }</span>	<b>7</b>	458,599
<b>8</b> Enter qualifying distributions from Part XII, line 4 <span style="float: right;">{ }</span>	<b>8</b>	524,903

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	1,417
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,417
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,417
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	813
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	1,500
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	2,313
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	14
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	882
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <b>Refunded</b> . . . . .	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TX</b>		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>▶</b> JILL C BEE TRUSTEE Telephone no <b>▶</b> (214) 361-9207			

Located at **▶** 5600 W LOVERS LANE SUITE 116 PMB 136 DALLAS TX ZIP+4 **▶** 752094360

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . <b>▶</b> <input type="checkbox"/>	<b>15</b>		
<b>16</b>	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 <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <b>▶</b> <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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? . . . . .	<b>1c</b>		
<b>2</b>	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))			
<b>a</b>	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? . . . . . If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</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). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to		<b>Yes</b>	<b>No</b>
(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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
<b>c</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b>	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>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
<b>7a</b>	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>7b</b>	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment 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, 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
JILL C BEE 5600 W LOVERS LANE SUITE 116 PMB 136 DALLAS, TX 752094360	TRUSTEE 000 00	40,020	0	0
ROSS B BEE 5223-B MOUNT BONNELL ROAD AUSTIN, TX 78731	TRUSTEE 000 00	31,800	0	0

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

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

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

**Part VIII**

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

**3**

**Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services.		

**Part IX-A**

**Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> <div></div>	
<b>2</b> <div></div>	
<b>3</b> <div></div>	
<b>4</b> <div></div>	

**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
<b>1</b> N/A	
<b>2</b> <div></div>	
<div></div>	
<div></div>	
All other program-related investments. See instructions.	
<b>3</b> <div></div>	
<div></div>	
<div></div>	
<b>Total.</b> Add lines 1 through 3	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	4,576,850
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	221,867
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	60,106
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	4,858,823
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	4,858,823
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	72,882
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,785,941
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	239,297

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	239,297
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	1,417
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,417
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	237,880
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	237,880
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	237,880

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	524,903
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	524,903
<b>5</b>	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.	<b>5</b>	1,417
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	523,486

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				237,880
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .	154,389			
<b>b</b> From 2014. . . . .	179,631			
<b>c</b> From 2015. . . . .	247,164			
<b>d</b> From 2016. . . . .	306,246			
<b>e</b> From 2017. . . . .	320,908			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	1,208,338			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 524,903				
<b>a</b> Applied to 2017, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2018 distributable amount. . . . .				237,880
<b>e</b> Remaining amount distributed out of corpus	287,023			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,495,361			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	154,389			
<b>9</b> <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a. . . . .	1,340,972			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .	179,631			
<b>b</b> Excess from 2015. . . . .	247,164			
<b>c</b> Excess from 2016. . . . .	306,246			
<b>d</b> Excess from 2017. . . . .	320,908			
<b>e</b> Excess from 2018. . . . .	287,023			

**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 2018, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**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 ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

**b** The form in which applications should be submitted and information and materials they should include

**c** Any submission deadlines

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

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

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- [illegible]

- |                  |  |               |                |
|------------------|--|---------------|----------------|
| <b>Sign Here</b> | 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. |               |                |
|                  | *****  | 2019-11-07    | *****          |
|                  | _____<br>Signature of officer or trustee   | _____<br>Date | _____<br>Title |

May the IRS discuss this return with the preparer shown below  
 (see instr.)? ☒ **Yes** ☐ **No**

Form **990-PF** (2018)

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)				
<b>a</b> <i>Paid during the year</i>				
AGE OF CENTRAL TEXAS 3710 CEDAR STREET BOX 2 AUSTIN, TX 78705		PAID	TACKLING CHALLENGES OF AGING	10,000
AT&T PERFORMING ARTS CENTER 2403 FLORA STREET SUITE 500 DALLAS, TX 75201		PAID	CULTURAL ARTS DISTRICT	10,000
AUSTIN JAZZ WORKSHOPPO BOX 41052 AUSTIN, TX 78704		PAID	JAZZ MUSICIANS IN PUBLIC SCHOOLS	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
AUSTIN TABLE TENNIS ASSOCIATION 8956 RESEARCH BLVD AUSTIN, TX 78758		PAID	EDUCATION & ADVANCEMENT TABLE TENNIS	6,000
BREAKTHROUGH AUSTIN 1050 EAST 11TH ST SUITE 350 AUSTIN, TX 78702		PAID	AID LOW-INCOME FAMILIES TO COLLEGE	5,000
CASA MARIANELLA821 GUNTER STREET AUSTIN, TX 78702		PAID	SERVES IMMIGRANTS FROM LATIN AMERICA	6,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR MAXIMUM POTENTIAL BLDG 8604 FM 969 AUSTIN, TX 78724		PAID	LIFE CYCLE PLANNING & DESIGN	5,000
CHILDREN FIRST COUNSELING CENTER 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	END CYCLE OF FAMILY VIOLENCE	10,000
CHILDREN'S HEALTH FOUNDATION 2777 STEMMONS FREEWAY SUITE 700 DALLAS, TX 75207		PAID	PET ASSISTED THERAPY	30,000
<b>Total . . . . . ▶ 3a</b>				451,500



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)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204		PAID	PREVENT CHILD ABUSE	20,000
DALLAS ARBORETUM 8525 GARLAND ROAD DALLAS, TX 75218		PAID	OUTDOOR GARDENS & LEARNING CENTER	4,000
DALLAS MUSEUM OF ART 1717 N HARWOOD STREET DALLAS, TX 75201		PAID	ART MUSEUM	15,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
DALLAS WIND SYMPHONY PO BOX 595026 DALLAS, TX 75359		PAID	BRING EXTRAORDINARY MUSICIANS	10,000
FOOD DEPOT1222A SILER ROAD SANTA FE, NM 87507		PAID	FOOD BANK	2,500
FORKLIFT DANCEWORKSPO BOX 1304 AUSTIN, TX 78767		PAID	COMMUNITY DANCE OUTREACH	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> Paid during the year				
FRIENDS OF BALCONES CANYONLANDS PO BOX 4678 LAGO VISTA, TX 78645		PAID	NATIONAL WILDLIFE REFUGE	5,000
FRIENDS OF CASCO BAY 43 SLOCUM DRIVE SOUTH PORTLAND, ME 04106		PAID	IMPROVE & PROTECT CASCO BAY	6,000
HARPSWELL HERITAGE LAND TRUST 153 HARPSWELL NECK ROAD HARPSWELL, ME 04079		PAID	PROTECT NATURAL OPEN SPACES	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> Paid during the year				
LIFELINE SHELTER FOR FAMILIES 202 COLLEGE STREET GRAND PRAIRIE, TX 75050		PAID	REDUCE HOMELESSNESS FOR GPISD	10,000
MEALS ON WHEELS 3227 EAST 5TH STREET AUSTIN, TX 78702		PAID	NUTRITIOUS HOME DELIVERED MEALS	12,000
MULTICULTURAL REFUGEE CENTER AUSTIN PO BOX 41566 AUSTIN, TX 78704		PAID	SUPPORT REFUGEES	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> Paid during the year				
NATIVE PRAIRIES ASSOCIATION OF TX 2002-A GUADALUPE ST PMB 290 AUSTIN, TX 78705		PAID	CONSERVE & RESTORE NATIVE PRAIRIES	5,000
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PAID	CONSERVE LAND & WATER	5,000
PAWS TO SERVE HEROES832 FM 71 COMMERCE, TX 75428		PAID	TRAINS DOGS IN NEED FOR VETERANS	2,500
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
PEROT MUSEUM OF NATURE & SCIENCE 2201 N FIELD ST DALLAS, TX 75201		PAID	INSPIRE SCIENTIFIC LEADERS	10,000
SANTA FE OPERA301 OPERA DRIVE SANTA FE, NM 875062823		PAID	PROMOTE OPERA INTO THE FUTURE	5,000
SEARCH DOG FOUNDATION 501 E OJAI AVE OJAI, CA 93023		PAID	HIGHLY TRAINED CANINE DISASTER TEAMS	10,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
SHIELD RANCH FOUNDATION EL RANCHITO-A NATURAL PLACE FOR KIDS 3101 BEE CAVE ROAD SUITE 260 AUSTIN, TX 78746		PAID	SERVE LOW INCOME YOUTH	5,000
SIERRA CLUB85 SECOND STREET 2ND FLOOR SAN FRANCISCO, CA 94105		PAID	EXPLORE, ENJOY, PROTECT THE PLANET	7,000
SIKH DHARMA EDUCATION INTL PO BOX 1848 SANTA CRUZ, NM 87567		PAID	PRESERVE & TEACH	10,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
SMUPO BOX 750100 DALLAS, TX 75275		PAID	RESEARCH REPOSITORY	5,000
SONJA'S ANGELS306 COLLEGE STREET FARMERSVILLE, TX 75442		PAID	SUPPORT NURSING HOME RESIDENTS	5,000
SUSTAINABLE FOOD CENTER 1106 CLAYTON LANE SUITE 480W AUSTIN, TX 78723		PAID	PROMOTE HEALTHY GOOD CHOICES	5,000
<b>Total . . . . . ▶ 3a</b>				451,500



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)				
<b>a</b> <i>Paid during the year</i>				
TCU RANCH MANAGEMENT 2800 STADIUM DRIVE TCU BOX 297420 FORT WORTH, TX 76129		PAID	AGRICULTURAL RESOURCE MGMT EDUCATION	40,000
TEWA WOMEN UNITEDPO BOX 397 SANTA CRUZ, NM 87567		PAID	END VIOLENCE AGAINST WOMEN & GIRLS	5,000
TEXAS CAVE MANAGEMENT ASSOCIATION PO BOX 7427 AUSTIN, TX 78713		PAID	ACQUIRE, CONSERVE & MANAGE CAVES	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
TEXAS DISCOVERY GARDENS DALLAS PARKS & RECREATION PO BOX 152537 DALLAS, TX 75315		PAID	INTRODUCE CHILDREN TO NATURAL WONDER	3,000
TEXAS LAND CONSERVANCY PO BOX 162481 AUSTIN, TX 78703		PAID	PROTECT NATURAL AREAS IN TEXAS	7,500
THE LAMPLIGHTER SCHOOL 11611 INWOOD ROAD DALLAS, TX 75229		PAID	IGNITING THE POTENTIAL IN CHILDREN	25,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
THE V FOUNDATION 14600 WESTON PARKWAY CARY, NC 27513		PAID	CANCER RESEARCH	30,000
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713		PAID	EDUCATION & RESEARCH	10,000
URBAN ROOTS2921 E 17TH STREET BLDG D SUITE 4 AUSTIN, TX 78702		PAID	URBAN SUSTAINABLE FARMS	7,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
USA FILM FESTIVAL 6116 N CENTRAL EXPWY SUITE 105 DALLAS, TX 75206		PAID	RECOGNITION OF EXCELLENCE IN FILM	1,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390		PAID	IMPROVE HEALTHCARE IN COMMUNITY	25,000
VISITING NURSES ASSOCIATION 1600 VICEROY DRIVE SUITE 400 DALLAS, TX 75235		PAID	HEALTHCARE & NUTRITION SERVICES	5,000
<b>Total . . . . . ▶ 3a</b>				451,500

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)				
<b>a</b> <i>Paid during the year</i>				
WESTCAVE OUTDOOR DISCOVERY CENTER 24814 HAMILTON POOL ROAD ROUND MOUNTAIN, TX 78663		PAID	PROTECT WILDLIFE FOR CHILDREN	10,000
WHOOPING CRANE CONSERVATION ASSOCIATION 1475 REGAL COURT KISSIMMEE, FL 34744		PAID	PRESERVE WHOOPING CRANE POPULATION	10,000
WOMEN & THEIR WORK 1710 LAVACA STREET AUSTIN, TX 78701		PAID	PROMOTE WOMEN IN ART	7,000
<b>Total . . . . . ▶ 3a</b>				451,500

**TY 2018 Accounting Fees Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
GAIL WILLS CPA	9,085	4,542		4,543

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: PHILIP T BEE CHARITABLE TRUST

EIN: 27-2006474

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
11005 629 SEMPER MBS TOTAL RETURN FD	2017-03	PURCHASE	2018-03		117,320	116,770			550	
5307 069 SEAFARER OVERSEAS GROWTH	2017-10	PURCHASE	2018-03		72,070	69,310			2,760	
1356 098 SEAFARER OVERSEAS GROWTH	2018-07	PURCHASE	2018-12		14,971	16,680			-1,709	
4092 206 FIRST EAGLE OVERSEAS FD	2017-10	PURCHASE	2018-03		101,855	105,088			-3,233	
8602 498 FIRST EAGLE OVERSEAS FD	2017-10	PURCHASE	2018-07		210,847	220,912			-10,065	
2832 417 POLEN GROWTH FD INSTITUTION	2017-03	PURCHASE	2018-03		72,085	60,132			11,953	
1190 560 POLEN GROWTH FD INSTITUTION	2017-08	PURCHASE	2018-07		33,800	27,681			6,119	
385 129 HARTFORD CORE EQUITY FUND	2018-03	PURCHASE	2018-07		12,105	11,597			508	
523 918 HARTFORD CORE EQUITY FUND	2018-03	PURCHASE	2018-09		17,180	15,776			1,404	
125 ISHARES TR RUSSELL 2000 ETF	2018-07	PURCHASE	2018-12		16,687	21,105			-4,418	
3680 ISHARES TR CORE MSCI INTL	2018-03	PURCHASE	2018-08		204,665	213,460			-8,795	
219 618 JANUS HENDERSON INTL DEV MKT	2018-03	PURCHASE	2018-08		6,310	6,492			-182	
298 495 JANUS HENDERSON INTL DEV MKT	2018-03	PURCHASE	2018-09		8,710	8,824			-114	
6665 02 JANUS HENDERSON INTL DEV MKT	2018-03	PURCHASE	2018-12		166,616	197,038			-30,422	
1406 528 MATTHEWS EMERGING ASIA FD	2018-07	PURCHASE	2018-12		17,501	18,975			-1,474	
2061 663 MUZINICH CREDIT OPP INST	2018-03	PURCHASE	2018-07		21,550	21,860			-310	
13026 849 MUZINICH CREDIT OPP INST	2018-03	PURCHASE	2018-12		136,376	138,034			-1,658	
6241 611 VANGUARD TOTAL BOND MKT	2018-03	PURCHASE	2018-07		65,085	65,352			-267	
2205 6 VANGUARD SMALL CAP VALUE	2017-08	PURCHASE	2018-07		131,858	115,015			16,843	
339 VANGUARD WHITEHALL FDS	2018-03	PURCHASE	2018-09		30,204	28,910			1,294	
339 VANGUARD WHITEHALL FDS	2018-03	PURCHASE	2018-12		26,323	28,910			-2,587	
VANGUARD WHITEHALL WASH SALE	2018-03	PURCHASE	2018-12		2,366				2,366	
6027 725 VANGUARD SHORT TERM INVT	2017-08	PURCHASE	2018-07		63,035	64,625			-1,590	
178 09 VANGUARD TOTAL STK MKT INDX	2018-03	PURCHASE	2018-08		12,665	12,118			547	
339 986 VANGUARD TOTAL STK MKT INDX	2018-03	PURCHASE	2018-09		25,025	23,133			1,892	
13411 567 WESTERN ASSET CORE PLUS	2017-08	PURCHASE	2018-03		154,233	160,000			-5,767	
11838 755 CAMBIAR INTL EQUITY FD	2016-05	PURCHASE	2018-03		335,850	281,416			54,434	
2211 069 SEMPER MBS TOTAL RETURN	2017-03	PURCHASE	2018-07		23,570	23,459			111	
2184 387 SEMPER MBS TOTAL RETURN	2017-03	PURCHASE	2018-12		22,805	23,176			-371	
7326 928 SEAFARER OVERSEAS GROWTH	2017-10	PURCHASE	2018-12		80,889	95,690			-14,801	

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
523 585 POLEN GROWTH FD INST	2017-08	PURCHASE	2018-09		15,540	12,173			3,367	
4435 GUGGENHEIM FLOATING RATE	2015-12	PURCHASE	2018-03		115,295	112,921			2,374	
881 92 GUGGENHEIM FLOATING RATE	2015-12	PURCHASE	2018-07		22,765	22,455			310	
819 17 GUGGENHEIM FLOATING RATE	2015-12	PURCHASE	2018-12		20,325	20,857			-532	
5725 ISHARES TR CORE S&P	2016-05	PURCHASE	2018-03		313,001	247,520			65,481	
1235 349 LAZARD GLOBAL LISTED INFRA	2017-03	PURCHASE	2018-07		20,025	19,234			791	
5059 857 MATTHEWS EMERGING ASIA INST	2016-05	PURCHASE	2018-03		77,755	59,001			18,754	
672 187 MATTHEWS EMERGING ASIA INST	2016-05	PURCHASE	2018-12		8,364	7,838			526	
15024 038 OBERWEIS INTL OPP FUND	2015-12	PURCHASE	2018-03		196,064	156,250			39,814	
17456 359 VANGUARD DIVIDEND GROWTH	2016-08	PURCHASE	2018-03		464,499	420,000			44,499	
44031 72 WESTERN ASSET CORE PLUS	2016-08	PURCHASE	2018-03		506,365	527,500			-21,135	
7556 876 DOUBLELINE TOTAL RETN BOND	2011-08	PURCHASE	2018-03		78,969	84,713			-5,744	
2941 21 DOUBLELINE TOTAL RETN BOND	2011-12	PURCHASE	2018-03		30,736	32,618			-1,882	
2259 827 DOUBLELINE TOTAL RETN BOND	2011-12	PURCHASE	2018-07		23,570	25,061			-1,491	
20 EATON CORP	2018-06	PURCHASE	2018-10		1,747	1,612			135	
35 INVESCO LTD	2018-11	PURCHASE	2018-12		567	764			-197	
70 NIELSEN HOLDINGS	2017-10	PURCHASE	2018-03		2,315	2,929			-614	
NIELSEN HOLDINGS WASH SALE	2017-10	PURCHASE	2018-03		570				570	
15 NIELSEN HOLDINGS	2017-10	PURCHASE	2018-04		494	628			-134	
30 NIELSEN HOLDINGS	2017-10	PURCHASE	2018-04		988	1,171			-183	
65 NIELSEN HOLDINGS	2018-02	PURCHASE	2018-04		2,141	2,727			-586	
65 NIELSEN HOLDINGS	2017-10	PURCHASE	2018-05		2,005	2,537			-532	
60 NIELSEN HOLDINGS	2017-11	PURCHASE	2018-05		1,851	2,198			-347	
35 AT&T INC	2017-07	PURCHASE	2018-03		1,281	1,361			-80	
45 AT&T INC	2017-10	PURCHASE	2018-03		1,647	1,623			24	
55 ALTRIA GROUP INC	2018-10	PURCHASE	2018-12		2,612	3,404			-792	
25 ALTRIA GROUP INC	2018-11	PURCHASE	2018-12		1,187	1,458			-271	
35 BCE INC	2018-02	PURCHASE	2018-03		1,520	1,581			-61	
25 BRITISH AMERICAN	2018-01	PURCHASE	2018-03		1,459	1,761			-302	
BRITISH AMERICAN WASH SALE	2018-01	PURCHASE	2018-03		302				302	



## Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10 BRITISH AMERICAN	2018-01	PURCHASE	2018-10		453	705			-252	
25 BRITISH AMERICAN	2018-02	PURCHASE	2018-10		1,133	1,826			-693	
45 BRITISH AMERICAN	2018-01	PURCHASE	2018-10		1,950	3,171			-1,221	
15 BRITISH AMERICAN	2018-02	PURCHASE	2018-10		650	914			-264	
20 BRITISH AMERICAN	2018-06	PURCHASE	2018-10		867	993			-126	
10 CHEVRON CORP	2018-02	PURCHASE	2018-03		1,117	1,153			-36	
105 CINEMARK HOLDINGS INC	2018-02	PURCHASE	2018-03		4,401	3,875			526	
50 CISCO SYSTEMS INC	2017-09	PURCHASE	2018-03		2,225	1,620			605	
105 EXTENDED STAY AMERICA	2017-04	PURCHASE	2018-03		2,050	1,825			225	
10 EXTENDED STAY AMERICA	2017-04	PURCHASE	2018-03		195	173			22	
135 FNB CORP	2017-05	PURCHASE	2018-03		1,944	1,808			136	
15 FNB CORP	2017-07	PURCHASE	2018-03		216	219			-3	
35 FNB CORP	2017-10	PURCHASE	2018-03		504	482			22	
25 FIRST AMERICAN FINANCIAL CORP	2017-03	PURCHASE	2018-01		1,517	975			542	
25 FIRST AMERICAN FINANCIAL CORP	2017-03	PURCHASE	2018-03		1,422	975			447	
5 FIRST AMERICAN FINANCIAL CORP	2018-05	PURCHASE	2018-09		263	267			-4	
60 FLOWERS FOODS INC	2017-09	PURCHASE	2018-03		1,253	1,133			120	
30 GENERAL MILLS INC	2018-08	PURCHASE	2018-12		1,146	1,427			-281	
25 GENERAL MILLS INC	2018-09	PURCHASE	2018-12		955	1,199			-244	
55 GENERAL MOTORS	2018-09	PURCHASE	2018-11		1,954	1,859			95	
30 INTEL CORP	2017-06	PURCHASE	2018-03		1,483	1,073			410	
5 IBM CORP	2017-10	PURCHASE	2018-03		783	805			-22	
15 IBM CORP	2018-01	PURCHASE	2018-03		2,349	2,449			-100	
IBM CORP WASH SALE	2018-01	PURCHASE	2018-03		100				100	
5 IBM CORP	2018-02	PURCHASE	2018-10		574	803			-229	
10 IBM CORP	2018-02	PURCHASE	2018-11		1,169	1,606			-437	
50 INTERREPUBLIC GROUP	2018-02	PURCHASE	2018-03		1,172	1,114			58	
460 KIMCO REALTY CORP	2017-06	PURCHASE	2018-01		7,308	8,282			-974	
35 KIMCO REALTY CORP	2017-07	PURCHASE	2018-01		556	724			-168	
45 KRAFT HEINZ CO	2018-08	PURCHASE	2018-11		2,295	2,902			-607	

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
KRAFT HEINZ WASH SALE	2018-08	PURCHASE	2018-11		404				404	
25 KRAFT HEINZ CO	2018-08	PURCHASE	2018-11		1,275	1,538			-263	
30 KRAFT HEINZ CO	2018-10	PURCHASE	2018-11		1,530	2,078			-548	
35 MDC HOLDINGS	2018-02	PURCHASE	2018-03		972	1,081			-109	
MDC HOLDINGS WASH SALE	2018-02	PURCHASE	2018-03		93				93	
10 MDC HOLDINGS	2018-02	PURCHASE	2018-03		278	324			-46	
20 PHILIP MORRIS INTL	2018-01	PURCHASE	2018-03		2,136	2,182			-46	
PHILIP MORRIS WASH SALE	2018-01	PURCHASE	2018-03		46				46	
35 PHILIP MORRIS INTL	2018-01	PURCHASE	2018-11		2,982	3,818			-836	
5 PHILIP MORRIS INTL	2018-02	PURCHASE	2018-11		426	511			-85	
15 PHILIP MORRIS INTL	2018-02	PURCHASE	2018-11		1,254	1,533			-279	
15 PHILIP MORRIS INTL	2018-06	PURCHASE	2018-11		1,254	1,230			24	
20 QUALCOMM INC	2018-05	PURCHASE	2018-10		1,455	1,060			395	
40 TARGET CORP	2017-12	PURCHASE	2018-03		2,998	2,497			501	
135 WILLIAMS COS INC	2018-05	PURCHASE	2018-12		2,778	3,746			-968	
20 EATON CORP	2012-12	PURCHASE	2018-03		1,593	849			744	
5 EATON CORP	2012-12	PURCHASE	2018-10		437	202			235	
130 ABB LTD	2015-03	PURCHASE	2018-03		3,137	2,652			485	
25 ABBVIE INC	2013-01	PURCHASE	2018-01		2,817	925			1,892	
45 AMERICAN EAGLE OUTFITTERS INC	2014-12	PURCHASE	2018-02		864	608			256	
80 AMERICAN EAGLE OUTFITTERS INC	2017-01	PURCHASE	2018-02		1,535	1,233			302	
5 AMERICAN EAGLE OUTFITTERS INC	2017-03	PURCHASE	2018-02		96	81			15	
25 AMERICAN EAGLE OUTFITTERS INC	2017-03	PURCHASE	2018-02		480	395			85	
140 AMERICAN EAGLE OUTFITTERS INC	2014-01	PURCHASE	2018-03		2,764	1,892			872	
85 AMERICAN EAGLE OUTFITTERS INC	2014-12	PURCHASE	2018-05		1,668	1,148			520	
55 AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2018-05		1,079	732			347	
40 AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2018-05		908	532			376	
15 AMERICAN EAGLE OUTFITTERS INC	2016-01	PURCHASE	2018-07		377	200			177	
55 AMERICAN EAGLE OUTFITTERS INC	2017-05	PURCHASE	2018-07		1,382	634			748	
60 AMERICAN EAGLE OUTFITTERS INC	2017-05	PURCHASE	2018-08		1,592	692			900	

## Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
105 AMERICAN EAGLE OUTFITTERS INC	2017-05	PURCHASE	2018-10		2,314	1,211			1,103	
25 BCE INC	2014-02	PURCHASE	2018-03		1,085	1,060			25	
80 CISCO SYSTEMS INC	2014-03	PURCHASE	2018-03		3,560	1,789			1,771	
25 CISCO SYSTEMS INC	2014-03	PURCHASE	2018-03		1,077	559			518	
105 CISCO SYSTEMS INC	2014-03	PURCHASE	2018-10		5,166	2,348			2,818	
25 CISCO SYSTEMS INC	2014-03	PURCHASE	2018-10		1,120	559			561	
25 DOWDUPONT INC	2013-04	PURCHASE	2018-01		1,873	759			1,114	
50 DOWDUPONT INC	2013-04	PURCHASE	2018-02		3,585	1,519			2,066	
20 EXXON MOBIL CORP	2017-02	PURCHASE	2018-03		1,514	1,632			-118	
EXXON MOBIL WASH SALE	2017-02	PURCHASE	2018-03		59				59	
25 EXXON MOBIL CORP	2017-02	PURCHASE	2018-12		1,669	2,041			-372	
10 EXXON MOBIL CORP	2018-02	PURCHASE	2018-12		668	847			-179	
75 FEDERATED INVS INC	2013-05	PURCHASE	2018-01		2,601	1,783			818	
130 FEDERATED INVS INC	2013-04	PURCHASE	2018-01		4,481	3,012			1,469	
30 FEDERATED INVS INC	2013-05	PURCHASE	2018-01		1,034	713			321	
35 FIRST AMERICAN FINANCIAL CORP	2017-03	PURCHASE	2018-09		1,840	1,365			475	
75 FLOWERS FOODS INC	2016-08	PURCHASE	2018-03		1,566	1,143			423	
115 FLOWERS FOODS INC	2016-08	PURCHASE	2018-11		2,168	1,753			415	
40 GENERAL MOTORS CO	2015-06	PURCHASE	2018-03		1,507	1,333			174	
35 GENERAL MOTORS CO	2016-05	PURCHASE	2018-03		1,318	1,098			220	
15 GENERAL MOTORS CO	2016-05	PURCHASE	2018-11		533	471			62	
55 INTEL CORP	2011-12	PURCHASE	2018-03		2,720	1,314			1,406	
10 INTEL CORP	2011-12	PURCHASE	2018-05		539	239			300	
20 INTEL CORP	2012-10	PURCHASE	2018-05		1,078	456			622	
45 INTEL CORP	2012-10	PURCHASE	2018-06		2,255	1,027			1,228	
25 IBM CORP	2017-10	PURCHASE	2018-10		2,871	4,024			-1,153	
15 IBM CORP	2017-10	PURCHASE	2018-11		1,753	2,314			-561	
10 IBM CORP	2017-11	PURCHASE	2018-11		1,169	1,486			-317	
65 MAXIM INTEGRATED PRODUCTS	2014-10	PURCHASE	2018-01		3,702	1,840			1,862	
70 PFIZER INC	2016-01	PURCHASE	2018-03		2,526	2,179			347	

## Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 PFIZER INC	2016-01	PURCHASE	2018-10		859	622			237	
40 QUALCOMM INC	2016-01	PURCHASE	2018-02		2,559	1,817			742	
40 QUALCOMM INC	2016-01	PURCHASE	2018-10		2,910	1,817			1,093	
55 ROYAL DUTCH SHELL	2015-11	PURCHASE	2018-03		3,546	2,798			748	
65 ROYAL DUTCH SHELL	2015-11	PURCHASE	2018-05		4,959	3,307			1,652	
30 RYMAN HOSPITALITY INC	2013-08	PURCHASE	2018-01		2,315	1,011			1,304	
50 RYMAN HOSPITALITY INC	2013-08	PURCHASE	2018-05		4,097	1,685			2,412	
40 VODAFONE GROUP	2016-11	PURCHASE	2018-03		1,126	1,094			32	
350 VODAFONE GROUP	2016-11	PURCHASE	2018-05		9,118	9,573			-455	
25 WESTROCK CO	2016-06	PURCHASE	2018-01		1,701	1,017			684	
15 WESTROCK CO	2016-06	PURCHASE	2018-03		981	610			371	
40 WESTROCK CO	2016-06	PURCHASE	2018-05		2,358	1,627			731	
65 WEYERHAEUSER CO	2013-10	PURCHASE	2018-03		2,215	1,845			370	
80 WEYERHAEUSER CO	2012-05	PURCHASE	2018-10		2,087	2,003			84	
55 WEYERHAEUSER CO	2013-10	PURCHASE	2018-10		1,435	1,561			-126	
104 WEYERHAEUSER CO	2012-05	PURCHASE	2018-12		2,179	2,604			-425	
15 EQT MIDSTREAM PARTNERS	2017-06	PURCHASE	2018-05		838	1,161			-323	
100 EQT MIDSTREAM PARTNERS	2016-06	PURCHASE	2018-05		5,103	7,738			-2,635	
40 EQT MIDSTREAM PARTNERS	2016-06	PURCHASE	2018-05		2,235	3,097			-862	
75 ENTERPRISE PRODUCTS PTRS	2016-07	PURCHASE	2018-03		1,883	1,898			-15	
30 ENTERPRISE PRODUCTS PTRS	2016-10	PURCHASE	2018-03		753	759			-6	
150 SPECTRA ENERGY PARTNERS LP	2016-06	PURCHASE	2018-05		4,682	6,070			-1,388	
70 SPECTRA ENERGY PARTNERS LP	2016-10	PURCHASE	2018-05		2,185	2,720			-535	

**TY 2018 Investments Corporate Stock Schedule**

**Name:** PHILIP T BEE CHARITABLE TRUST  
**EIN:** 27-2006474

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
395 SH ABB LTD	8,264	7,509
75 SH ABBVIE INC	2,758	6,914
340 SH AT&T INC	10,819	9,704
710 SH AMERICAN EAGLE OUTFITTERS		
245 SH BCE INC	10,246	9,685
200 SH BLOCK H&R INC	5,120	5,074
75 SH CHEVRON CORP	8,480	8,159
205 SH CINEMARK HOLDINGS INC	7,354	7,339
445 SH CISCO SYSTEMS INC	2,684	5,200
75 SH DOWDUPONT INC		
155 SH EATON CORP	2,759	4,463
295 SH EMERSON ELECTRIC CO		
55 SH EXXONMOBIL	4,439	3,750
590 SH F N B CORP	6,430	5,806
235 SH FEDERATED INVS INC		
120 SH FIRST AMERICAN FINANCIAL CORP	4,906	5,357
130 SH GARMIN LTD		
220 SH FLOWERS FOODS INC	3,353	4,063
65 SH GENERAL MILLS INC	3,042	2,531
230 SH GENERAL MOTORS	7,106	7,694
440 SH GLAXO SMITH KLINE PLC		
110 SH INTEL CORP	2,509	5,162
55 SH INTERNATIONAL BUSINESS MACHINE		
155 SH INVESCO LTD	3,365	2,595
320 SH INTERPUBLIC GROUP	7,240	6,602
430 SH KOHLS CORP		
200 SH MDC HOLDINGS INC	4,909	5,622
570 SH MATTEL INC		
65 SH MAXIM INTEGRATED PRODUCTS INC		
205 SH MERCK & CO INC		

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
225 SH MEREDITH CORP		
240 SH NIELSEN HOLDINGS PLC		
375 SH OLD REPUBLIC INTL CORP	7,801	7,714
45 SH PACKING CORP	3,713	3,756
705 SH PEOPLES UNITED FINANCIAL INC		
250 SH PFIZER INC	7,640	10,913
45 SH PHILLIPS 66	3,774	3,877
105 PROCTOR & GAMBLE	8,086	9,652
445 SH PUBLIC SERVICE ENTERPRISES		
170 SH QUALCOMM INC	8,210	9,675
900 SH REGAL ENTERTAINMENT GROUP		
130 SH ROCHE HOLDINGS	4,068	4,040
110 SH ROYAL DUTCH SHELL	5,597	6,593
205 SH SANOFI SPONS ADR	8,155	8,899
135 SH TARGET CORP	8,804	8,922
35 SH TEXAS INSTRUMENTS INC	3,196	3,308
235 SH UMPQUA HOLDINGS	3,676	3,737
210 SH VERIZON COMMUNICATIONS INC	10,437	11,806
390 SH VODAFONE GROUP PLC		
80 SH WESTROCK CO		
175 SH WILLIAMS COS INC	4,816	3,859
490 SH EXTENDED STAY AMERICA	8,050	7,595
55 SH NATIONAL HEALTH INVESTORS	3,560	4,155
495 SH KIMCO REALTY		
304 SH WEYERHAEUSER CO		
635 SH HOSPITALITY PPTYS TRUST		
195 SH LAMAR ADVERTISING CO		
80 RYMAN HOSPITALITY PROPERTIES		
17665.953 INVESCO TOTAL REAL ESTATE		
8311.483 CAMBIAR INTERNATIONAL	228,655	191,746

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10612.11 SEMPER MBS TOTAL RETURN	112,594	110,897
14187.158 DOUBLELINE TOTAL RTN BD	154,196	147,830
12633.997 SEAFARER OVERSEAS		
12694.704 FIRST EAGLE OVERSEAS		
10041.547 POLEN GROWTH FUND	216,724	255,457
4461.993 GUGGENHEIM FLOATING RATE	113,608	110,747
11790.437 HARTFORD CORE EQUITY	347,797	320,464
9162.38 LAZARD GLOBAL LISTED INFRA	140,941	123,784
5778.37 MATTHEWS ASIAN GROWTH & INC	67,380	72,461
15024.038 OBERWEIS INTERNATIONAL		
13797.501 SALIENT MLP & ENERGY	106,577	87,476
17456.359 VANGUARD DIVIDEND GROWTH		
2205.6 VANGUARD SMALL CAP VALUE		
41421.485 VANGUARD TOTAL BOND MKT	433,618	432,855
6453.773 VANGUARD TOTAL STOCK MKT	435,499	400,715
41344.367 VANGUARD SHORT TERM INVT	437,455	431,635
57443.287 WESTERN ASSET CORE PLUS BD		
5725 ISHARES TR CORE RUSSELL US VAL		
2445 ISHARES TR MSCI EMERGING MKTS	97,282	95,502
2770 ISHARES TR MSCI EAFE	167,251	162,821
725 ISHARES TR RUSSELL 2000	122,406	97,078
3405 ISHARES TR CORE MSCI EAFE	214,297	187,275
2025 ISHARES INC CORE MSCI EMERGING	116,301	95,479
3386 VANGUARD WHITEHALL HIGH DIVD	288,761	264,074
3295 VANGUARD WHITEHALL INTL DIVD	214,140	189,792

**TY 2018 Investments - Land Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
LOT 2 ARANSAS PASS	2,800		2,800	
MINERAL INTEREST NEW MEXICO	57,306	37,238	20,068	



**TY 2018 Investments - Other Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENTERPRISE PRODUCTS PARTNERS LP	AT COST	8,221	10,943
EQT MIDSTREAM PARTNERS LP	AT COST		
SPECTRA ENERGY PARTNERS LP	AT COST		

**TY 2018 Legal Fees Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JACKSON WALKER	653	326		327

**TY 2018 Other Assets Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PTP SUSPENDED ORDINARY LOSSES	6,879	3,360	
PTP SEC 1231 SUSPENDED LOSSES	107	107	
PTP FOREIGN TAX CARRYOVER	17		

**TY 2018 Other Decreases Schedule**

**Name:** PHILIP T BEE CHARITABLE TRUST

**EIN:** 27-2006474

Description	Amount
TIMING DIFFERENCES	15,807

**TY 2018 Other Expenses Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FEES	45	45		
MEALS	1,190			1,190
OFFICE SUPPLIES	191	95		96
OTHER ROYALTY EXPENSE	6,828	6,828		
POSTAGE	43	22		21
TELEPHONE	1,993	997		996

## TY 2018 Other Income Schedule

**Name:** PHILIP T BEE CHARITABLE TRUST

**EIN:** 27-2006474

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SPECTRA ENERGY - ORDINARY INC	1,689	1,689	
SPECTRA ENERGY-ORD BUS LOSS	-137	-137	
SPECTRA ENERGY-PY SUS LOSS	-2,481	-2,481	
ENTERPRISE PRODUCTS - ORD INC	414	414	
ENTERPRISE PROD-ORD BUS LOSS	-414	-414	
EQM MIDSTREAM-ORD INCOME	2,467	2,467	
EQM MIDSTREAM - SEC 1231	-14	-14	
EQM MIDSTREAM-ORD BUS INC	35	35	
EQM MIDSTREAM-PY SUS LOSS	-1,501	-1,501	
EQM MIDSTREAM-PY SUS 1231	-19	-19	
HILLCORP SAN JUAN LP	173	173	
SHALLOW WELL SETTLEMENT	1,433	1,433	
CROSS TIMBERS ENERGY LLC	22,073	22,073	
HILLCORP SAN JUAN LP	711	711	

**TY 2018 Other Notes/Loans Receivable Short Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Name of 501(c)(3) Organization	Balance Due
DIVIDENDS RECEIVABLE	6,445

**TY 2018 Taxes Schedule****Name:** PHILIP T BEE CHARITABLE TRUST**EIN:** 27-2006474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PERSHING N6I-0023	213	213		
FOREIGN TAXES PERSHING QW4-0021	3,051	3,051		
NEW MEXICO ROYALTY TAXES	35	35		
PROPERTY TAXES	20	20		
ROYALTY PRODUCTION TAXES	1,374	1,374		
SPECTRA ENERGY-PY SUS FOREIGN TA	17	17		