

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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OMB No 1545-0052

**2018**

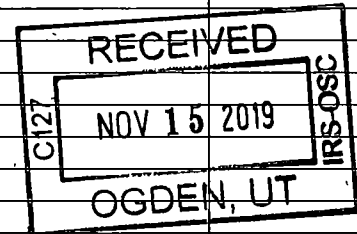
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                 |                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>STEPHEN M. SEAY FOUNDATION, INC.</b>                                                                                                                                                                                                                                                     |                                                                                                                                                                                                 | A Employer identification number<br><b>36-4613275</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>6060 N. CENTRAL EXPRESSWAY</b>                                                                                                                                                                                            | Room/suite<br><b>500</b>                                                                                                                                                                        | B Telephone number<br><b>(214) 718-9047</b>                                                                                                                                  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>DALLAS, TX 75206</b>                                                                                                                                                                                                               |                                                                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>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 <b>04</b><br><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)<br>▶ \$ <b>21,707,254.</b>                                                                                                                                                                                                      | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |  | 48,786.                            | 48,786.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                            |  | 515,997.                           | 515,997.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 1,067,558.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>4,596,878.</b>                                                                                     |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 1,067,558.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                       |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                              |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                         |  |                                    |                           |                         |                                                             |
| b Less: Cost of goods sold                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                            |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                     |  | 46,656.                            | 33,175.                   |                         | STATEMENT 3                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 1,678,997.                         | 1,665,516.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                              |  | 10,019.                            | 5,009.                    |                         | 5,010.                                                      |
| 14 Other employee salaries and wages                                                                                                                |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                 |  |                                    |                           |                         |                                                             |
| 16a Legal fees <b>STMT 4</b>                                                                                                                        |  | 6,956.                             | 3,478.                    |                         | 3,478.                                                      |
| b Accounting fees <b>STMT 5</b>                                                                                                                     |  | 13,113.                            | 6,557.                    |                         | 6,556.                                                      |
| c Other professional fees                                                                                                                           |  |                                    |                           |                         |                                                             |
| 17 Interest                                                                                                                                         |  | 18,500.                            | 7,716.                    |                         | 10,784.                                                     |
| 18 Taxes <b>STMT 6</b>                                                                                                                              |  | 70,790.                            | 66,570.                   |                         | 4,220.                                                      |
| 19 Depreciation and depletion                                                                                                                       |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  | 9,167.                             | 0.                        |                         | 9,167.                                                      |
| 21 Travel, conferences, and meetings                                                                                                                |  | 2,261.                             | 391.                      |                         | 1,870.                                                      |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses <b>STMT 7</b>                                                                                                                     |  | 179,049.                           | 168,457.                  |                         | 10,592.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 309,855.                           | 258,178.                  |                         | 51,677.                                                     |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 969,000.                           |                           |                         | 969,000.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 1,278,855.                         | 258,178.                  |                         | 1,020,677.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                   |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  | 400,142.                           |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    | 1,407,338.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |



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**Part II Balance Sheets**

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

|                                                                                                         |                                                                                           | Beginning of year | End of year    |                       |         |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|---------|
|                                                                                                         |                                                                                           | (a) Book Value    | (b) Book Value | (c) Fair Market Value |         |
| <b>Assets</b>                                                                                           | 1 Cash - non-interest-bearing                                                             | 1.                |                |                       |         |
|                                                                                                         | 2 Savings and temporary cash investments                                                  | 1,928,667.        | 226,415.       | 226,415.              |         |
|                                                                                                         | 3 Accounts receivable ▶                                                                   |                   |                |                       |         |
|                                                                                                         | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |         |
|                                                                                                         | 4 Pledges receivable ▶                                                                    |                   |                |                       |         |
|                                                                                                         | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |         |
|                                                                                                         | 5 Grants receivable                                                                       |                   |                |                       |         |
|                                                                                                         | 6 Receivables due from officers, directors, trustees, and other disqualified persons      |                   |                |                       |         |
|                                                                                                         | 7 Other notes and loans receivable ▶                                                      |                   |                |                       |         |
|                                                                                                         | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |         |
|                                                                                                         | 8 Inventories for sale or use                                                             |                   |                |                       |         |
|                                                                                                         | 9 Prepaid expenses and deferred charges                                                   |                   |                |                       |         |
|                                                                                                         | 10a Investments - U.S. and state government obligations                                   |                   |                |                       |         |
|                                                                                                         | b Investments - corporate stock                                                           |                   |                |                       |         |
|                                                                                                         | c Investments - corporate bonds                                                           |                   |                |                       |         |
|                                                                                                         | 11 Investments - land, buildings, and equipment, basis ▶                                  |                   |                |                       |         |
| Less accumulated depreciation ▶                                                                         |                                                                                           |                   |                |                       |         |
| 12 Investments - mortgage loans                                                                         |                                                                                           |                   |                |                       |         |
| 13 Investments - other                                                                                  | STMT 8                                                                                    | 17,526,863.       | 18,759,492.    | 21,410,793.           |         |
| 14 Land, buildings, and equipment: basis ▶                                                              | 81,508.                                                                                   |                   |                |                       |         |
| Less accumulated depreciation                                                                           | STMT 9 ▶                                                                                  | 12,337.           | 453,483.       | 69,171.               | 69,171. |
| 15 Other assets (describe ▶                                                                             | STATEMENT 10)                                                                             | 46,797.           | 875.           | 875.                  |         |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) |                                                                                           | 19,955,811.       | 19,055,953.    | 21,707,254.           |         |
| <b>Liabilities</b>                                                                                      | 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                                                      | 1,300,000.        |                |                       |         |
|                                                                                                         | 22 Other liabilities (describe ▶)                                                         |                   |                |                       |         |
| 23 <b>Total liabilities</b> (add lines 17 through 22)                                                   |                                                                                           | 1,300,000.        | 0.             |                       |         |
| <b>Net Assets or Fund Balances</b>                                                                      | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                   |                |                       |         |
|                                                                                                         | 24 Unrestricted                                                                           |                   |                |                       |         |
|                                                                                                         | 25 Temporarily restricted                                                                 |                   |                |                       |         |
|                                                                                                         | 26 Permanently restricted                                                                 |                   |                |                       |         |
|                                                                                                         | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |         |
|                                                                                                         | 27 Capital stock, trust principal, or current funds                                       | 0.                | 0.             |                       |         |
|                                                                                                         | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.                | 0.             |                       |         |
|                                                                                                         | 29 Retained earnings, accumulated income, endowment, or other funds                       | 18,655,811.       | 19,055,953.    |                       |         |
|                                                                                                         | 30 <b>Total net assets or fund balances</b>                                               | 18,655,811.       | 19,055,953.    |                       |         |
| 31 <b>Total liabilities and net assets/fund balances</b>                                                |                                                                                           | 19,955,811.       | 19,055,953.    |                       |         |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 18,655,811. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 400,142.    |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 19,055,953. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 19,055,953. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                        |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENTS                                                                                                                 |                                                  |                                      |                                  |
| c                                                                                                                                         |                                                  |                                      |                                  |
| d                                                                                                                                         |                                                  |                                      |                                  |
| e                                                                                                                                         |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--------------------------------------------|-------------------------------------------------|------------------------------------------------|
| a                     |                                            |                                                 |                                                |
| b                     |                                            |                                                 |                                                |
| c                     |                                            |                                                 |                                                |
| d                     |                                            |                                                 |                                                |
| e 4,596,878.          | 9,519.                                     | 3,538,839.                                      | 1,067,558.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                      |                                      |                                                 |                                                                                                 |
| b                      |                                      |                                                 |                                                                                                 |
| c                      |                                      |                                                 |                                                                                                 |
| d                      |                                      |                                                 |                                                                                                 |
| e                      |                                      |                                                 | 1,067,558.                                                                                      |

|                                                                                                                                                                                 |                                                                                                                 |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 | 1,067,558. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                                                 | 3 | N/A        |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2017                                                              | 1,175,133.                            | 21,935,420.                               | .053572                                                  |
| 2016                                                              | 1,338,426.                            | 21,466,584.                               | .062349                                                  |
| 2015                                                              | 1,393,976.                            | 21,476,503.                               | .064907                                                  |
| 2014                                                              | 1,632,302.                            | 30,177,294.                               | .054090                                                  |
| 2013                                                              | 1,560,432.                            | 32,654,722.                               | .047786                                                  |

|                                                                                                                                                                                  |   |             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                    | 2 | .282704     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | 3 | .056541     |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5                                                                                                   | 4 | 21,406,783. |
| 5 Multiply line 4 by line 3                                                                                                                                                      | 5 | 1,210,361.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                     | 6 | 14,073.     |
| 7 Add lines 5 and 6                                                                                                                                                              | 7 | 1,224,434.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                           | 8 | 1,020,677.  |

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

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                                  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | OIL NUT BAY ROYALTIES, LP                        | P                                                | 12/31/18                             | 12/31/18                         |
| b                                                                                                                                    | OIL NUT BAY ROYALTIES, LP                        |                                                  | 12/31/18                             | 12/31/18                         |
| c                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) III, LP            | P                                                | 12/31/18                             | 12/31/18                         |
| d                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) III, LP            | P                                                | 12/31/18                             | 12/31/18                         |
| e                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) III, LP            | P                                                | 12/31/18                             | 12/31/18                         |
| f                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) IV, LP             | P                                                | 12/31/18                             | 12/31/18                         |
| g                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) IV, LP             | P                                                | 12/31/18                             | 12/31/18                         |
| h                                                                                                                                    | PRIVATE EQUITY CORE FUND (QP) IV, LP             | P                                                | 12/31/18                             | 12/31/18                         |
| i                                                                                                                                    | SEE ATTACHED SCHEDULE - TEXAS CAPITAL BANK #3201 | P                                                | 09/19/18                             | 11/20/18                         |
| j                                                                                                                                    | SEE ATTACHED SCHEDULE - TEXAS CAPITAL BANK #3201 | P                                                | VARIOUS                              | VARIOUS                          |
| k                                                                                                                                    | SEE ATTACHED SCHEDULE - NORTHERN TRUST #4081     | P                                                | VARIOUS                              | VARIOUS                          |
| l                                                                                                                                    | SEE ATTACHED SCHEDULE - NORTHERN TRUST #4081     | P                                                | VARIOUS                              | VARIOUS                          |
| m                                                                                                                                    | SALE OF OFFICE EQUIPMENT                         | P                                                | 12/31/10                             | 04/10/18                         |
| n                                                                                                                                    | SALE OF 4611 TRAVIS #1409A, DALLAS TX 75205      | P                                                | 11/16/09                             | 04/17/18                         |
| o                                                                                                                                    | CAPITAL GAINS DIVIDENDS                          |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 665,656.            |                                            |                                                 | 665,656.                                     |
| b                     |                                            | 24.                                             | -24.                                         |
| c 998.                |                                            |                                                 | 998.                                         |
| d 113,566.            |                                            |                                                 | 113,566.                                     |
| e 4,781.              |                                            |                                                 | 4,781.                                       |
| f 587.                |                                            |                                                 | 587.                                         |
| g 133,099.            |                                            |                                                 | 133,099.                                     |
| h 3.                  |                                            |                                                 | 3.                                           |
| i 71,075.             |                                            | 74,572.                                         | -3,497.                                      |
| j 95,397.             |                                            | 79,144.                                         | 16,253.                                      |
| k 1,250,215.          |                                            | 1,250,745.                                      | -530.                                        |
| l 1,683,794.          |                                            | 1,708,710.                                      | -24,916.                                     |
| m 2,323.              | 480.                                       | 2,398.                                          | 405.                                         |
| n 501,000.            | 9,039.                                     | 423,246.                                        | 86,793.                                      |
| o 74,384.             |                                            |                                                 | 74,384.                                      |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 665,656.                                                                                                |
| b                         |                                      |                                                 | -24.                                                                                                    |
| c                         |                                      |                                                 | 998.                                                                                                    |
| d                         |                                      |                                                 | 113,566.                                                                                                |
| e                         |                                      |                                                 | 4,781.                                                                                                  |
| f                         |                                      |                                                 | 587.                                                                                                    |
| g                         |                                      |                                                 | 133,099.                                                                                                |
| h                         |                                      |                                                 | 3.                                                                                                      |
| i                         |                                      |                                                 | -3,497.                                                                                                 |
| j                         |                                      |                                                 | 16,253.                                                                                                 |
| k                         |                                      |                                                 | -530.                                                                                                   |
| l                         |                                      |                                                 | -24,916.                                                                                                |
| m                         |                                      |                                                 | 405.                                                                                                    |
| n                         |                                      |                                                 | 86,793.                                                                                                 |
| o                         |                                      |                                                 | 74,384.                                                                                                 |

|   |                                                                                                                                                                                   |   |            |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 1,067,558. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

**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.<br>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       | 28,147. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).                                                                                                            |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)                                                                                                                           |    | 2       | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 3       | 28,147. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)                                                                                                                         |    | 4       | 0.      |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                               |    | 5       | 28,147. |
| 6 Credits/Payments.                                                                                                                                                                                                                    |    |         |         |
| a 2018 estimated tax payments and 2017 overpayment credited to 2018                                                                                                                                                                    | 6a | 18,360. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b | 0.      |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c | 2,500.  |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d | 0.      |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 20,860. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    | 8  | 173.    |         |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                         | 9  | 7,460.  |         |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                            | 10 |         |         |
| 11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 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  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c 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:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                        |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                 |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                 | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                             | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                           |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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                                                                                                                                                                                                              |     |    |
| 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?<br>Website address ► N/A                                                                                                                                                                                    | X   |    |
| 14 The books are in care of ► LEE-ANN GRAHAM Telephone no. ► (214) 718-9047<br>Located at ► 6060 N CENTRAL EXPRESSWAY, SUITE 500, DALLAS, TX ZIP+4 ► 75206                                                                                                                                                                         |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here<br>and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A                                                                                                                                 |     |    |
| 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?<br>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 checked="" type="checkbox"/> Yes <input 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<br>Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>                                                                                                                                                            | 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<br>If "Yes," list the years ► , , ,                                                                                                                                                                                                                                       |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A                                                                                                                                                                                    | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► , , ,                                                                                                                                                                                                                                                                                                                                                                     |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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  | X  |
| 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  |

Form 990-PF (2018)

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

|                                                                                                                                                                                                                                | Yes                                                                 | No        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|
| <b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions | N/A                                                                 | <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?                                                            | N/A                                                                 |           |
| 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                            |                                                                     | <b>6b</b> |
| If "Yes" to 6b, file Form 8870                                                                                                                                                                                                 |                                                                     | X         |
| <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>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                             | N/A                                                                 | <b>7b</b> |
| <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(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.**

| (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 |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PETER K. LUTKEN, III<br>6060 N. CENTRAL EXPRESSWAY, SUITE 500<br>DALLAS, TX 75206 | DIRECTOR<br>2.00                                          | 1,089.                                    | 0.                                                                    | 54.                                   |
| LEE-ANN GRAHAM<br>6060 N. CENTRAL EXPRESSWAY, SUITE 500<br>DALLAS, TX 75206       | DIRECTOR<br>2.00                                          | 4,414.                                    | 0.                                                                    | 1,559.                                |
| DAVID J WOOD<br>6060 N. CENTRAL EXPRESSWAY, SUITE 500<br>DALLAS, TX 75206         | DIRECTOR<br>2.00                                          | 4,516.                                    | 0.                                                                    | 1,323.                                |
|                                                                                   |                                                           |                                           |                                                                       |                                       |
|                                                                                   |                                                           |                                           |                                                                       |                                       |
|                                                                                   |                                                           |                                           |                                                                       |                                       |

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

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

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

0



**Part 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> | 19,606,297. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,272,416.  |
| <b>c</b> | Fair market value of all other assets                                                                       | <b>1c</b> | 854,062.    |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 21,732,775. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 21,732,775. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 325,992.    |
| <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>  | 21,406,783. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,070,339.  |

**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>  | 1,070,339. |
| <b>2a</b> | Tax on investment income for 2018 from Part VI, line 5                                                    | <b>2a</b> | 28,147.    |
| <b>b</b>  | Income tax for 2018. (This does not include the tax from Part VI.)                                        | <b>2b</b> | 2,621.     |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 30,768.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,039,571. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,039,571. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | 0.         |
| <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>  | 1,039,571. |

**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> | 1,020,677. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.         |
| <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>  | 1,020,677. |
| <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 | <b>5</b>  | 0.         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | <b>6</b>  | 1,020,677. |

**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)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2018 from Part XI, line 7                                                                                                                       |               |                            |             | 1,039,571.  |
| <b>2</b> Undistributed income, if any, as of the end of 2018                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2017 only                                                                                                                                               |               |                            | 496,812.    |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2018:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2013                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2014                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2015                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2016                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2017                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2018 from Part XII, line 4. ► \$ 1,020,677.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2017, but not more than line 2a                                                                                                                               |               |                            | 496,812.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2018 distributable amount                                                                                                                                     |               |                            |             | 523,865.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <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))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below                                                                                                                    |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <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 |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr                                                                                  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019                                                              |               |                            |             | 515,706.    |
| <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)       | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a                                                                                               | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2014                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2015                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2016                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2017                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2018                                                                                                                                                         |               |                            |             |             |

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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<br>Name and address (home or business)                                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount             |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|--------------------|
| <b>a Paid during the year</b>                                                                              |                                                                                                                    |                                      |                                     |                    |
| ABRAMS PLANETARIUM - MICHIGAN STATE<br>UNIVERSITY<br>535 CHESTNUT ROAD, ROOM 300<br>EAST LANSING, MI 48824 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.            |
| ADVENTURE CYCLING ASSOCIATION<br>150 EAST PINE STREET<br>MISSOULA, MT 59807                                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.             |
| ARTIST BOAT<br>2627 AVENUE O<br>GALVESTON, TX 77550                                                        | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.             |
| BOY SCOUTS OF AMERICA - CIRCLE TEN<br>COUNCIL<br>8605 HARRY HINES BLVD<br>DALLAS, TX 75235                 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.            |
| BREAKTHROUGH CENTRAL TEXAS<br>1050 E 11TH STREET<br>AUSTIN, TX 78702                                       | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 25,000.            |
| <b>Total</b>                                                                                               | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                     | <b>3a</b> 969,000. |
| <b>b Approved for future payment</b>                                                                       |                                                                                                                    |                                      |                                     |                    |
| NONE                                                                                                       |                                                                                                                    |                                      |                                     |                    |
|                                                                                                            |                                                                                                                    |                                      |                                     |                    |
|                                                                                                            |                                                                                                                    |                                      |                                     |                    |
| <b>Total</b>                                                                                               |                                                                                                                    |                                      |                                     | <b>3b</b> 0.       |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| BROTHER BILL'S HELPING HANDS<br>P.O. BOX 565846<br>DALLAS, TX 75356                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.   |
| BUFFALO BILL CENTER OF THE WEST<br>720 SHERIDAN AVE<br>CODY, WY 82414              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| CALIFORNIA INSTITUTE OF TECHNOLOGY<br>1200 E CALIFORNIA BLVD<br>PASADENA, CA 91125 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 20,000.  |
| CAMP JOHN MARC<br>2929 CARLISLE STREET, SUITE 355<br>DALLAS, TX 75204              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| CAPERNAUM, INC<br>PO BOX 821536<br>DALLAS, TX 75382                                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| CHATFIELD UNITED METHODIST CHURCH<br>4937 FM 1603<br>CHATFIELD, TX 75105           | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.   |
| CHILDREN'S HEALTH<br>2777 STEMMONS FREEWAY, SUITE 700<br>DALLAS, TX 75207          | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 50,000.  |
| CHRISTIAN COMMUNITY SERVICE CENTER<br>P.O. BOX 27924<br>HOUSTON, TX 77227          | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| COLORADO SCHOOL OF THE MINES<br>P.O. BOX 4005<br>GOLDEN, CO 80402                  | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| CONCORDIA LANGUAGE VILLAGES<br>901 8TH STREET S<br>MOORHEAD, MN 56562              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 3,000.   |
| Total from continuation sheets                                                     |                                                                                                                    |                                      |                                     | 920,500. |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| CROW CANYON ARCHAEOLOGICAL CENTER<br>23390 COUNTY ROAD K<br>CORTEZ, CO 81321 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 30,000. |
| DALLAS ACADEMY<br>950 TIFFANY WAY<br>DALLAS, TX 75218                        | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.  |
| DALLAS ARBORETUM & BOTANICAL GARDEN<br>8525 GARLAND ROAD<br>DALLAS, TX 75218 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 50,000. |
| DALLAS CHILDREN'S THEATER<br>5938 SKILLMAN ST<br>DALLAS, TX 75231            | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| DALLAS IS GARDENING, INC<br>P.O. BOX 595983<br>DALLAS, TX 75359              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| DALLAS MUSEUM OF ART<br>1717 N HARWOOD ST<br>DALLAS, TX 75201                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 30,000. |
| DALLAS ZOOLOGICAL SOCIETY<br>650 R L THORTON FWY<br>DALLAS, TX 75203         | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| DEEP SPRINGS COLLEGE<br>HC72 BOX 45001<br>DYER, NV 89010                     | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 20,000. |
| FOR THE LOVE OF THE LAKE<br>PMB 381 CASA LINDA PLAZA<br>DALLAS, TX 75218     | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 500.    |
| GATEWAY MOUNTAIN CENTER - S.E.E.<br>P.O. BOX 995<br>SODA SPRINGS, CA 95728   | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| Total from continuation sheets                                               |                                                                                                                    |                                      |                                     |         |

**Part XV** **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| GENESIS WOMEN'S SHELTER<br>4411 LEMMON AVE #201<br>DALLAS, TX 75219           | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| GIRL SCOUTS OF NORTHEAST TEXAS<br>6001 SUMMERSIDE DR<br>DALLAS, TX 75252      | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| GIRL SCOUTS OF SAN JACINTO COUNCIL<br>3110 SOUTHWEST FWY<br>HOUSTON, TX 77098 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| GREATER DALLAS YOUTH ORCHESTRA<br>3630 HARRY HINES BLVD<br>DALLAS, TX 75219   | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| GREENHILL SCHOOL<br>4141 SPRING VALLEY RD<br>ADDISON, TX 75001                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.  |
| GROUNDWORK DALLAS<br>3001 QUEBEC STREET, SUITE 201<br>DALLAS, TX 75247        | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| HANAHAU'OLI SCHOOL<br>1922 MAKIKI STREET<br>HONOLULU, HI 96822                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| HIGH MOUNTAIN INSTITUTE<br>531 COUNTRY ROAD 5A<br>LEADVILLE, CO 80461         | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.  |
| HOPE SUPPLY COMPANY<br>10480 SHADY TRAIL, SUITE 104<br>DALLAS, TX 75220       | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| HOUSTON ARBORETUM<br>4501 WOODWAY DRIVE<br>HOUSTON, TX 77024                  | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| <b>Total from continuation sheets</b>                                         |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| HOUSTON FOOD BANK<br>535 PORTWALL ST<br>HOUSTON, TX 77029                                                         | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.  |
| INSTITUTE FOR CIVILITY IN GOVERNMENT<br>PO BOX 41804<br>HOUSTON, TX 77241                                         | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| JOHN BUNKER SANDS WETLAND CENTER<br>655 MARTIN LANE<br>SEAGOVILLE, TX 75159                                       | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 20,000. |
| KNIGHTS OF HEROS FOUNDATION<br>13395 VOYAGER PKWY<br>COLORADO SPRINGS, CO 80921                                   | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| LAKEHILL PREPARATORY SCHOOL<br>2720 HILLSIDE DR<br>DALLAS, TX 75214                                               | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,000.  |
| LEAVE NO TRACE CENTER FOR OUTDOOR<br>ETHICS<br>1000 NORTH STREET<br>BOULDER, CO 80304                             | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| LITERACY ACHIEVES - VICKERY MEADOWS<br>LEARNING CENTER<br>4144 NORTH CENTRAL EXPWY, SUITE 702<br>DALLAS, TX 75204 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| LOCALOGY/SANGRE DE CRISTO YOUTH RANCH<br>HC 81 BOX 412031 LA LAMA ROAD<br>QUESTA, NM 87556                        | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| MENTAL HEALTH AMERICA OF TEXAS<br>1210 SAN ANTONIO ST #200<br>AUSTIN, TX 78701                                    | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| NATIONAL CHRISTIAN FOUNDATION<br>8214 WESTCHESTER DRIVE, SUITE 950<br>DALLAS, TX 75225                            | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| Total from continuation sheets                                                                                    |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| NATIONAL COWBOY & WESTERN HERITAGE<br>MUSEUM<br>1700 NE 63RD ST<br>OKLAHOMA, OK 73111              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| NATIONAL GHOST RANCH FOUNDATION<br>280 PRIVATE DRIVE 1708<br>ABIQUIU, NM 87510                     | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.  |
| NORTH TEXAS FOOD BANK<br>4500 S COCKRELL HILL ROAD<br>DALLAS, TX 75236                             | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| OUT TEACH<br>1700 UNIVERSITY DRIVE, SUITE 260<br>FORT WORTH, TX 76107                              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| PALMER MEMORIAL EPISCOPAL CHURCH -<br>BOY SCOUT TROOP 511<br>6221 MAIN STREET<br>HOUSTON, TX 77030 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| PARISH EPISCOPAL SCHOOL<br>4101 SIGMA RD<br>DALLAS, TX 75244                                       | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.  |
| PEROT MUSEUM OF NATURE & SCIENCE<br>2201 N. FIELD ST.<br>DALLAS, TX 75201                          | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 50,000. |
| PHILMONT SCOUT RANCH - BOY SCOUTS OF<br>AMERICA<br>17 DEER RUN ROAD<br>CIMARRON, NM 87714          | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| PIVOT, A TURNING POINT FOR YOUTH<br>201 NE 50TH ST<br>OKLAHOMA CITY, OK 73105                      | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.  |
| PRINCETON UNIVERSITY<br>330 ALEXANDER STREET<br>PRINCETON, NJ 08540                                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| Total from continuation sheets                                                                     |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                       | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| READERS 2 LEADERS<br>P.O. BOX 195076<br>DALLAS, TX 75219                               | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| RECIPE FOR SUCCESS FOUNDATION<br>P.O. BOX 56405<br>HOUSTON, TX 77256                   | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.   |
| REGIONAL FOOD BANK OKLAHOMA<br>P.O. BOX 270968<br>OKLAHOMA CITY, OK 73137              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 2,500.   |
| SHELTON SCHOOL<br>15720 HILLCREST RD<br>DALLAS, TX 75248                               | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.   |
| SPCA OF TEXAS<br>2400 LONE STAR DRIVE<br>DALLAS, TX 75212                              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 500.     |
| ST. MARKS SCHOOL OF TEXAS<br>10600 PRESTON ROAD<br>DALLAS, TX 75230                    | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 100,000. |
| ST. PHILIP'S SCHOOL & COMMUNITY<br>CENTER<br>1600 PENNSYLVANIA AVE<br>DALLAS, TX 75215 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 50,000.  |
| STANFORD UNIVERSITY<br>520 LASUEN MALL<br>STANFORD, CA 94305                           | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 25,000.  |
| SURPASSING GRACE<br>P.O. BOX 550951<br>DALLAS, TX 75355                                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000.  |
| TEXAS CONSERVATION ALLIANCE<br>PO BOX 822554<br>DALLAS, TX 75382                       | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000.  |
| Total from continuation sheets                                                         |                                                                                                                    |                                      |                                     |          |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| TEXAS SCOTTISH RITE HOSPITAL<br>2222 WELBORN ST<br>DALLAS, TX 75219                  | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 50,000. |
| THE AMERICAN ADVENTURE SERVICE CORP<br>PO BOX 69<br>JONAS RIDGE, NC 28641            | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.  |
| THE BUSH SCHOOL<br>3400 EAST HARRISON STREET<br>SEATTLE, WA 98112                    | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| THE CAMBRIDGE SCHOOL OF DALLAS<br>3877 WALNUT HILL LANE<br>DALLAS, TX 75229          | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 1,000.  |
| THE EPISCOPAL SCHOOL OF DALLAS<br>4100 MERRELL RD<br>DALLAS, TX 75229                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| THE NATURE DISCOVERY CENTER<br>7112 NEWCASTLE ST<br>BELLAIRE, TX 77401               | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 10,000. |
| THE WINSTON SCHOOL<br>5707 ROYAL LANE<br>DALLAS, TX 75229                            | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 15,000. |
| THE WOODS PROJECT<br>6 SLEEPY OAKS<br>HOUSTON, TX 77024                              | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 35,000. |
| WEST DALLAS COMMUNITY SCHOOL<br>2300 CANADA DRIVE<br>DALLAS, TX 75212                | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| YELLOWSTONE BIG HORN RESEARCH<br>ASSOCIATION<br>P.O. BOX 20598<br>BILLINGS, MT 59104 | NO RELATIONSHIP                                                                                                    | PUBLIC CHARITY                       | HELP OTHERS                         | 5,000.  |
| Total from continuation sheets                                                       |                                                                                                                    |                                      |                                     |         |

36-4613275

**3 Grants and Contributions Paid During the Year (Continuation)**

823631  
04-01-18



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

| 1        | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                                   | Yes   | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
|          |                                                                                                                                                                                                                                                                                                                                                                                              |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |       |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| <b>d</b> | 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 |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

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

|                                              |     |                          |    |
|----------------------------------------------|-----|--------------------------|----|
| <input checked="checked" type="checkbox"/> X | Yes | <input type="checkbox"/> | No |
|----------------------------------------------|-----|--------------------------|----|

Signature of officer or trustee

Date \_\_\_\_\_

Title \_\_\_\_\_

Print/Type preparer's name

Preparer's signature

|      |
|------|
| Date |
|------|

Check ☐ self-employed

|      |
|------|
| PTIN |
|------|

LISA H. O'BRYANT

Preparer's signature  
*Luci H. O'Byrne*

11-8-19

P00856666

Firm's name ► FRANCIS & ASSOCIATES, LLC

Firm's EIN ► 20-1282290

Firm's address ► 4851 LBJ FREEWAY, SUITE 510  
DALLAS, TX 75244

Phone no. (972) 774-9100

Form **990-PF** (2018)

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE                                                            | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------------------------------------|-----------------------------|---------------------------------|-------------------------------|
| NORTHERN TRUST #3555                                              | 1.                          | 1.                              |                               |
| OIL NUT BAY ROYALTIES LP                                          | 5.                          | 5.                              |                               |
| PRIVATE EQUITY FUND (QP) III,<br>LP                               | 1,284.                      | 1,284.                          |                               |
| PRIVATE EQUITY FUND (QP) IV,<br>L.P.                              | 2,981.                      | 2,981.                          |                               |
| TEXAS CAPITAL BANK - BOND<br>PREMIUM DOMESTIC INTEREST            | -304.                       | -304.                           |                               |
| TEXAS CAPITAL BANK - BOND<br>PREMIUM MARKET DISCOUNT              | -21,380.                    | -21,380.                        |                               |
| TEXAS CAPITAL BANK - BOND<br>PREMIUM MUNICIPAL INTEREST           | -93.                        | -93.                            |                               |
| TEXAS CAPITAL BANK - BOND<br>PREMIUM TAX-EXEMPT INTEREST          | -3,663.                     | -3,663.                         |                               |
| TEXAS CAPITAL BANK - DOMESTIC<br>INTEREST                         | 21,375.                     | 21,375.                         |                               |
| TEXAS CAPITAL BANK - MARKET<br>DISCOUNT DOMESTIC INTEREST         | 755.                        | 755.                            |                               |
| TEXAS CAPITAL BANK - MARKET<br>DISCOUNT US GOVERNMENT<br>INTEREST | 222.                        | 222.                            |                               |
| TEXAS CAPITAL BANK - MUNICIPAL<br>INTEREST                        | 7,015.                      | 7,015.                          |                               |
| TEXAS CAPITAL BANK -<br>TAX-EMEMPT INTEREST                       | 10,000.                     | 10,000.                         |                               |
| TEXAS CAPITAL BANK - US<br>GOVERNMENT INTEREST                    | 30,588.                     | 30,588.                         |                               |
| TOTAL TO PART I, LINE 3                                           | 48,786.                     | 48,786.                         |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                              | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| KIMBELL ROYALTY<br>PARTNERS LP      | 23,300.         | 0.                            | 23,300.                     | 23,300.                           |                               |
| NORTHERN TRUST<br>#1802             | 2,538.          | 0.                            | 2,538.                      | 2,538.                            |                               |
| NORTHERN TRUST<br>#4081             | 398,173.        | 70,887.                       | 327,286.                    | 327,286.                          |                               |
| PRIVATE EQUITY<br>FUND (QP) III, LP | 2,254.          | 0.                            | 2,254.                      | 2,254.                            |                               |

## PRIVATE EQUITY

|                    |          |         |          |          |
|--------------------|----------|---------|----------|----------|
| FUND (QP) IV, LP   | 13,417.  | 0.      | 13,417.  | 13,417.  |
| TEXAS CAPITAL BANK | 150,699. | 3,497.  | 147,202. | 147,202. |
| TO PART I, LINE 4  | 590,381. | 74,384. | 515,997. | 515,997. |

FORM 990-PF

OTHER INCOME

STATEMENT

3

| DESCRIPTION                                                          | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|----------------------------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OIL NUT BAY ROYALTIES, LP                                            | 16,262.                     | 16,262.                           |                               |
| PRIVATE EQUITY FUND (QP) III, LP                                     | 5.                          | 5.                                |                               |
| PRIVATE EQUITY FUND (QP) IV, LP                                      | -6,946.                     | -6,946.                           |                               |
| TEXAS CAPITAL BANK-OTHER INVESTMENT<br>INCOME                        | 1,863.                      | 1,863.                            |                               |
| NORTHERN TRUST #4081-OTHER<br>INVESTMENT INCOME                      | -1,804.                     | -1,804.                           |                               |
| OTHER INVESTMENT INCOME - K-1'S                                      | 2,171.                      | 2,171.                            |                               |
| KIMBELL ROYALTY OPERATING LLC<br>(F/K/A KIMBELL ROYALTY PARTNERS LP) | 21,624.                     | 21,624.                           |                               |
| PRIVATE EQUITY FUND (QP) III LP                                      | 6,335.                      | 0.                                |                               |
| PRIVATE EQUITY FUND (QP) IV LP                                       | 4,615.                      | 0.                                |                               |
| OIL NUT BAY ROYALTIES LP                                             | 2,531.                      | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11                                | 46,656.                     | 33,175.                           |                               |

FORM 990-PF

LEGAL FEES

STATEMENT

4

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 6,956.                       | 3,478.                            |                               | 3,478.                        |
| TO FM 990-PF, PG 1, LN 16A | 6,956.                       | 3,478.                            |                               | 3,478.                        |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| TAX PREPARATION FEES         | 13,113.                      | 6,557.                            |                               | 6,556.                        |   |
| TO FORM 990-PF, PG 1, LN 16B | 13,113.                      | 6,557.                            |                               | 6,556.                        |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INCOME TAX                  | 51,424.                      | 51,424.                           |                               | 0.                            |   |
| FOREIGN TAXES PAID          | 13,468.                      | 13,468.                           |                               | 0.                            |   |
| PROPERTY TAXES              | 4,220.                       | 0.                                |                               | 4,220.                        |   |
| STATE TAXES PAID            | 1,678.                       | 1,678.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 70,790.                      | 66,570.                           |                               | 4,220.                        |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| PROFESSIONAL DUES           | 4,326.                       | 0.                                |                               | 4,326.                        |   |
| INSURANCE                   | 27,406.                      | 23,374.                           |                               | 4,032.                        |   |
| INVESTMENT FEES             | 111,154.                     | 111,154.                          |                               | 0.                            |   |
| OFFICE EXP                  | 2,234.                       | 0.                                |                               | 2,234.                        |   |
| PORTFOLIO DEDUCTIONS        | 33,153.                      | 33,153.                           |                               | 0.                            |   |
| CHARITABLE CONTRIBUTIONS    | 49.                          | 49.                               |                               | 0.                            |   |
| NONDEDUCTIBLE EXPENSE       | 604.                         | 604.                              |                               | 0.                            |   |
| CREDITS                     | 79.                          | 79.                               |                               | 0.                            |   |
| BANK FEES                   | 40.                          | 40.                               |                               | 0.                            |   |
| MISCELLANEOUS EXPENSE       | 4.                           | 4.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23 | 179,049.                     | 168,457.                          |                               | 10,592.                       |   |

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|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 8 |
|-------------|-------------------|-----------|---|

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| DESCRIPTION                                | VALUATION<br>METHOD | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--------------------------------------------|---------------------|-------------|----------------------|
| INVESTMENTS                                | COST                | 17,124,774. | 19,156,796.          |
| NT PRIVATE EQUITY FUND (QP) III LP         | COST                | 255,839.    | 522,428.             |
| INVESTMENT IN OIL NUT BAY                  | COST                | 279,446.    | 279,446.             |
| INV. IN NT PRIVATE EQUITY FUND IV,<br>L.P. | COST                | 524,817.    | 877,507.             |
| KIMBELL ROYALTY PARTNERS LP                | COST                | 574,616.    | 574,616.             |
| TOTAL TO FORM 990-PF, PART II, LINE 13     |                     | 18,759,492. | 21,410,793.          |

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|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 9 |
|-------------|------------------------------------------------|-----------|---|

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| DESCRIPTION                        | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| OFFICE FURNITURE                   | 80,700.                | 11,529.                     | 69,171.    |
| IPAD                               | 808.                   | 808.                        | 0.         |
| TOTAL TO FM 990-PF, PART II, LN 14 | 81,508.                | 12,337.                     | 69,171.    |

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|             |              |           |    |
|-------------|--------------|-----------|----|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 10 |
|-------------|--------------|-----------|----|

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| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| UTILITY DEPOSIT                  | 175.                          | 175.                      | 175.                 |
| INVESTMENT IN TRANSIT            | 46,622.                       | 0.                        | 0.                   |
| SECURITY DEPOSIT                 | 0.                            | 700.                      | 700.                 |
| TO FORM 990-PF, PART II, LINE 15 | 46,797.                       | 875.                      | 875.                 |

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990-PF

| Asset No | Description                         | Date Acquired | Method | Life  | C o n v | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|-------------------------------------|---------------|--------|-------|---------|---------|--------------------------|------------|---------------------|--------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1        | (D)BUILDING - 4611 TRAVIS           | 01/01/12      | NC     | 39.00 | MM      |         | 367,856.                 |            |                     |                    | 367,856.               | 9,039.                             |                         | 0.                     | 9,039.                          |
| 3        | (D)OFFICE EQUIPMENT                 | 01/01/12      | NC     | 5.00  | HY      |         | 2,398.                   |            |                     |                    | 2,398.                 | 480.                               |                         | 0.                     | 480.                            |
| 4        | OFFICE FURNITURE                    | 01/01/12      | NC     | 7.00  | HY      |         | 80,700.                  |            |                     |                    | 80,700.                | 11,529.                            |                         | 0.                     | 11,529.                         |
| 5        | (D)LAND-4611 TRAVIS                 | 01/01/12      | L      |       |         |         | 23,577.                  |            |                     |                    | 23,577.                |                                    |                         | 0.                     |                                 |
| 8        | IPAD                                | 11/17/14      | 200DB  | 5.00  | HY17    |         | 808.                     |            | 808.                |                    |                        |                                    |                         | 0.                     |                                 |
|          | * TOTAL 990-PF PG 1 DEPR            |               |        |       |         |         | 475,339.                 |            | 808.                |                    | 474,531.               | 21,048.                            |                         | 0.                     | 21,048.                         |
|          | CURRENT YEAR ACTIVITY               |               |        |       |         |         |                          |            |                     |                    |                        |                                    |                         |                        |                                 |
|          | BEGINNING BALANCE                   |               |        |       |         |         | 475,339.                 |            |                     | 0.                 | 474,531.               | 21,048.                            |                         |                        | 21,048.                         |
|          | ACQUISITIONS                        |               |        |       |         |         | 0.                       |            |                     | 0.                 | 0.                     | 0.                                 |                         |                        | 0.                              |
|          | DISPOSITIONS                        |               |        |       |         |         | 393,831.                 |            |                     | 0.                 | 393,831.               | 9,519.                             |                         |                        | 9,519.                          |
|          | ENDING BALANCE                      |               |        |       |         |         | 81,508.                  |            |                     | 0.                 | 80,700.                | 11,529.                            |                         |                        | 11,529.                         |
|          | ENDING ACCUM DEPR LESS DISPOSITIONS |               |        |       |         |         |                          |            |                     |                    |                        | 12,337.                            |                         |                        |                                 |
|          | ENDING BOOK VALUE.                  |               |        |       |         |         |                          |            |                     |                    |                        | 69,171.                            |                         |                        |                                 |