**Return of Private Foundation** 

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

		t of the Treasury venue Service				social security numbers on irs.gov/Form990PF for insti				Open to Public Inspection		
		dar year 2018 or t	ax year t	eginning		<u> </u>	, and e	nding				
Nan	né of	foundation				· · · · · · · · · · · · · · · · · · ·			A Employer identification number			
S	ri.	LL WATER	FOU	NDATIO	NII							
_		PERSONAL							47-3532637			
		nd street (or PO box				address)		Room/suite	B Telephone number			
_		9 BEE CAV							512-328-118	34		
		own, state or provi			or foreign p	oostal code			C If exemption application is per	iding, check here		
		TIN, TX	787									
G C	песк	all that apply	=	lnıtıal return Fınal return		Initial return of a f	ormer public	cnarity	D 1 Foreign organizations,	check here		
			$\equiv$	Address cha	nae	Name change			Foreign organizations meet check here and attach com	ring the 85% test,		
H C	heck	type of organization		_		xempt private foundation		· · · · · · · · · · · · · · · · · · ·	E If private foundation statu			
	-	ction 4947(a)(1) n			- ' '	Other taxable private found	ation		under section 507(b)(1)(	. —		
1 Fa		arket value of all as				ing method: Cash	X Acc	rual	F If the foundation is in a 6	,-		
(fr	om F	Part II, col. (c), line	16)	1		ther (specify)			under section 507(b)(1)(l			
		103	<u>,205</u>	<u>,473.</u>	(Part I, colu	mn (d) must be on cash bas	ıs.)					
Pâ	řť I	Analysis of Revo	enue and	Expenses	d) may not	(a) Revenue and		rvestment	(c) Adjusted net	(d) Disbursements for charitable purposes		
		necessarily equal th	ne amounts	ın column (a) )		expenses per books	INC	ome	Income	(cash basis only)		
- 1	1	Contributions, gif				15,843,214.	36.54.538 K		N/A	The street of th		
1	2	Check fith		is not required to arv	attach Sch B	66 702	2 12 M	6,702.		CONTRACTOR OF		
	3	cash investments	•			66,702.		0,702.	····	STATEMENT 2 3		
	4	Dividends and int	erest froi	m securities		040,290.	04	0,290.	ļ	STATEMENT SY		
	5a Gross rents b Net rental income or (loss)				10.3000 FS	. 1887 - 1887 (1883) 1887 - 1887 (1883)						
	_	Net gain or (loss) from		neete net en lin	0.10	2,610,549.				STATEMENT 1		
en	b	Gross sales price for		2,125		PRODUCTION OF THE PERSON			77746746767			
evenue	7	assets on line 6a Capital gain net incor				77870722747272	8,01	1,167.	DECENTER			
- &	8	Net short-term ca					N. W. M.		MEULIVED	TO SEELE OF		
	9 10a b	Income modificat					27.20°	18838 12	Ø	S		
		Gross sales less retu and allowances	rns			STATE STATES		, io	MOV (2 5 2019			
		Less Cost of goods	sold			<b>对数据的</b>	可加大的	心懷機物	15.5			
	c	Gross profit or (Id	oss)				Service Control	2012   20	DODEN III	rasa estados e		
	11	Other income				9,691,588.		9,101.	OGDEIA' O	STATEMENT: 4:		
	12				28,852,349.	1/,12	7,266.					
	13	Compensation of offi			etc	0.		0.		0.		
	14	Other employee s		•			<del> </del>					
σ	15	Pension plans, en Legal fees	прюуее с	ST	MT 5	511,566.	10	2,313.		390,364.		
nse		Accounting fees			MT 6	614,823.		2,964.		487,527.		
Expense		Other professiona	al fees '		MT 7	332,001.		8,801.		32,255.		
		Interest			•			<del></del>		· · · · · ·		
Administrative	18	Taxes `		ST	MT 8	378,905.	3	3,633.		0.		
istr	19	Depreciation and	depletion			•						
. ig	20	Occupancy				19,000.		0.		18,400.		
Ad	21	Travel, conference	es, and n	neetings		10,196.		0.		10,196.		
and	22	Printing and publ	ications		_							
	23	Other-expenses			<b>MT</b> 9	16,801.		3,246.		13,555.		
perating	24	Total operating a				1 000 000		0.055		0.50 0.07		
	<b>.</b> -	expenses. Add II				1,883,292.		0,957.	74.394.2 925.0000.000	952,297.		
0	25	Contributions, gif				11,275,930.	and continued	ornichtalas		8,820,930.		
	26	Total expenses a		rsements.		13,159,222.	5.6	0,957.		9,773,227.		
—	27	Add lines 24 and Subtract line 26 f		12.		10,100,2220	- 50					
		Excess of revenue or			amente	15,693,127.						
		Net-investment i					16,56	6,309.				
		Adjusted net inco					MAN AND		N/A			
82350						ce, see instructions.				Form <b>990-PF</b> (2018)		

STILL WATER FOUNDATION II

C/O PERSONAL ADMINISTRATORS. 47-3532637 Form, 990-PF (2018) INC. Part III Balance Sheets Attached schedules and amounts in the description Beginning of year End of year (a) Book Value (b) Book Value (c) Fair Market Value 1 Cash - non-interest-bearing 11,575,995. 12,927,357. 12,927,357. 2 Savings and temporary cash investments 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 910,199. Other notes and loans receivable 956,099. 910,199. 910,199. 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 26,559,512. 23,161,320. 23,161,320. STMT 11 b Investments - corporate stock 1,147,773. 785,308. 785,308. STMT 12 c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 59,760,266. STMT 13 42,561,581. 59,760,266. 13 Investments - other 14 Land, buildings, and equipment basis Less accumulated depreciation 500,669. 5,661,023. 5,661,023. STATEMENT 14) 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers - see the 83.301.629. 103,205,473. instructions: Also, see page 1, item I) 103,205,473 94,371. 328,559. 17 Accounts payable and accrued expenses 10,705,000. 13,160,000. 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 10,799,371. 13,488,559. 23 Total liabilities (add lines 17 through 22) **▶** X Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. 72,502,258. 89,716,914 Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted Fund Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ō 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 72,502,258. 89,716,914. 30 Total net assets or fund balances 83,301,629, 103,205,473. 31 Total liabilities and net assets/fund balances Partill Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) <u>72,502,258.</u> 15,693,127. Enter amount from Part I, line 27a SEE STATEMENT 10 1,521,529. Other increases not included in line 2 (itemize) 89,716,914. Add lines 1, 2, and 3 0. Decreases not included in line 2 (itemize) 89,716,914. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Form 990-PF (2018)

C/O PERSONAL ADMINISTRATORS, INC.

Part IV Capital Gains	and Losses for I	ax 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.)					ed (d	c) Date ad (mo., da		(d) Date sold (mo., day, yr.)
1a OPTION PREMIUM	[			Ī	P				
b PUBLICLY TRADE	D SECURITIE	S			P				
c PASSTHROUGH CA	PITAL GAIN	<u>-</u>			P				
d PUBLICLY TRADE	D SECURITIE	S			D				
e CAPITAL GAINS	DIVIDENDS								
(e) Gross sales price	(f) Depreciation al (or allowable		st or other basis expense of sale			(		ın or (loss (f) mınus	(g))
a 9,048.									9,048.
ь 6,430,990.			3,558,84	1.					2,872,149.
c 406,270.									406,270.
d 5,236,193.			555,02	6.					4,681,167.
e 42,533.									42,533.
Complete only for assets show	7 '- '		_					ol. (h) gain	
(i) FMV as of 12/31/69	(j) Adjusted ba as of 12/31/6		cess of col. (I) col. (J), if any					ot less tha from col. (	
a									9,048.
b	ļ								2,872,149.
С									406,270.
<u>d</u>									4,681,167.
					42,5			42,533.	
2 Capital gain net income or (net	capital loss) { If gain the lift of the li	n, also enter in Part I, line ss), enter -0- in Part I, line	7 : 7	}	2			_	8,011,167.
3 Net short-term capital gain or (I	oss) as defined in sections	s 1222(5) and (6);							
If gain, also enter in Part I, line		( ) ( )		) l					
If (loss), enter -0- in Part I, line	8		<u> </u>	Д.	3			N/A	<u> </u>
Part V   Qualification	Jnder Section 494	10(e) for Reduced	Tax on Net	Inve	stment	Incon	ne		
(For optional use by domestic priva	te foundations subject to	the section 4940(a) tax on	net investment inc	come.)	)				
16t 4040(d)(0) Inc. 1	this most blook								
If section 4940(d)(2) applies, leave	uns part biank.								
Was the foundation liable for the se	ction 4942 tax on the dist	ributable amount of any ye	ear in the base peri	iod?					Yes X No
If "Yes," the foundation doesn't qua									
Enter the appropriate amount in	each column for each ye	ar; see the instructions bef	ore making any er	ntries.					
(a) Base period years Calendar year (or tax year begini	ning in) Adjusted q	(b) ualifying distributions	Net value of no				(0	Distri col. (b) di	(d) bution ratio vided by col. (c))
2017		5,815,691.			,964 <u>,</u>				
2016		4,023,005.			330,		ļ		.056400
2015		<u>5,555,569.</u>			,538,				.078759
2014		8,039,825.			<u>,410,</u>				.117524
2013		3,326,571.		<u>59,</u>	<u>,558,</u>	,92405			.055853
2 Total of line 1, column (d)							2		.382186
3 Average distribution ratio for the	e 5-year base period - divi	de the total on line 2 by 5.	0, or by the numbe	er of ye	ears				
the foundation has been in exist	ence if less than 5 years						3		.076437
							1		
4 Enter the net value of noncharita	able-use assets for 2018 f	rom Part X, line 5					4	9	5,550,308.
5 Multiply line 4 by line 3							5		7,303,579.
.,									
6 Enter 1% of net investment inco	me (1% of Part i, line 27b	۸					6		165,663.
		,							
		,							
7 Add lines 5 and 6							7		7,469,242.
		,							
<ul><li>7 Add lines 5 and 6</li><li>8 Enter qualifying distributions from If line 8 is equal to or greater the</li></ul>	om Part XII, line 4		slote that next war	no o 404	/ tay sats		7 8		7,469,242. 9,773,227.

Page 3

STILL WATER FOUNDATION II C/O PERSONAL ADMINISTRATORS, INC. Form 990-PF (2018) Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) 1a Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1. \_\_\_ (attach copy of letter if necessary-see instructions) Date of ruling or determination letter b Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1% of Part I, line 27b 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-) Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-165.663 6 Credits/Payments: 223,354 a 2018 estimated tax payments and 2017 overpayment credited to 2018 b Exempt foreign organizations - tax withheld at source 6h 150,000. c Tax paid with application for extension of time to file (Form 8868) 6с 0. d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 207.691 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 Part VII-A Statements Regarding Activities Yes No 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 1b If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. c\_Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 0 . (2) On foundation managers. ▶ \$ (1) On the foundation. > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ 0. 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a b If "Yes," has it filed a tax return on Form 990-T for this year? 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

By language in the governing instrument, or

 By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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)

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and address.

6 X 7 X 8b X

9 X 10 X

Form 990-PF (2018)

Form 990-PF (2018) C/O PERSONAL ADMINISTRATORS, INC.
Part VII-A Statements Regarding Activities (continued)

11 All any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section \$12(9)(3)? 11 Ves.; attach schedule. See instructions  12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  14 The blooks are in our or of ▶ PERSONAL ADMINISTRATORS, INC. Telephore no. ▶ (\$12) 3.28–118.4  15 Located at ▶ 39.39 BEE CAVE ROAD, C-100, AUSTIN, TX  16 The blooks are in our of ▶ PERSONAL ADMINISTRATORS, INC. Telephore no. ▶ (\$12) 3.28–118.4  16 Located at ▶ 39.39 BEE CAVE ROAD, C-100, AUSTIN, TX  17 A try the diverging calendary are 2018, did the foundation have an interest in or a signature or other authority over a bank, secretiles, or other financial account in a fureign country?  16 A try the diverging calendary are 2018, did the foundation have an interest in or a signature or other authority over a bank, secretiles, or other financial account in a fureign accountry of the foundation of either and an entity country in the secretiles, or other financial account in a fureign accountry of the foundation (either directly or indirectly in the secretiles, or other financial account in a fureign accountry of the foundation (either directly or indirectly).  16 Team of the foundation (either directly or indirectly).  17 Engle in the sale or exchange, or lessing of property with a disqualified person?  18 Form of the foundation (either directly or indirectly).  19 Forms one has a certification, and sequalified person?  20 Forms may no one or assets to a disqualified person?  21 Forms for outs, or a disqualified person?  22 Forms for the benefit or use of a disqualified person?  23 Forms for power promoty or property to a povernment official for a period after terms and or or outs of adequalitied person?  24 Forms for the benefit or use of a disqualified person?  25 Form	· ^.	Community (Community)	M. (2) 2 3 3	Vac	No
Section 512(N)(13)? If "Yes," attach schodule. See instructions  10 did the foundation marks a distribution to a doner advised fluid over which the foundation or a disqualified person had advisory privileges?  If Yes, attach statement. See instructions  10 did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address ▶ N/A  11 The books are in care of ▶ PERSONAL ADMINISTRATIONS, INC. Telephone no. ▶ (51.2) 3.28-11.84  Located at ▶ 93.93 BEC AVE ROAD, C-100, AUSTIN, "TX ZP+4 ▶ 78746  15 Section 4947(a)(1) noneaming transition tries tries eved or accreded during the year  15 Section 4947(a)(1) noneaming transition tries tries eved or accreded during the year  16 At any time during calendary 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?  16 At any time during calendary 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?  18 At any time during calendary 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?  18 At any time 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.  19 ATT INTERIOR STATEMENT 15  10	44	At any time during the year, did the foundation, directly or indirectly own a controlled entity within the manner of	2 (6.6%)	163	140
12 Did the foundation make a distribution to a done advised fund over which the foundation or a disqualified person had advisory privileges?  13 Did the foundation comply with the public imspection requirements for its annual returns and exemption application?  15 Website address ► N/A  17 The blooks are under of ► PERSONAL ADMINISTRATORS, INC.  18 Located at ► 39.39 BEE CAVE ROAD, C-100, AUSTIN, TX  19 Per 19 Test Add to the control of	"	· · · · · · · · · · · · · · · · · · ·			<sub>V</sub>
If Yes, attach statement. See instructions  Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address ► N/A  17 The books are in cars of ► PERSONAL ADMINISTRATORS, INC. Located at ► 3939 BEE CAVE ROAD, C-100, AUSTIN, TX  179-14 ▶ 78746  15 Section 4947(a)(1) nonexempt charitable triats filing form 990-PF in lieu of Form 1941 - Check here and enter the anount of tax-eventy interest reversed or accrued during the year  16. Afterly time during calendary year 2018, do the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account an a foreign country?  See the instructions for exceptions and filing requirements for FinCNF form 114. If Yes, enter the name of the foreign country ► SEE STATEMBINT 15  PART VIE-B) Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any them is checked in the "Yes" column, unless an exception applies.  19 Louring the year, do the foundation (lettle directly or indirectly):  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend money from price the expenses of, a disqualified person?  (3) Furnishing odds, services, or facilities to (or accept it from)  a disqualified person?  (3) Furnishing odds, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person?  (6) Agree to pay money or property to a government fortical? (Exception, Check 'No' if the foundation agreed or money carry of the provision of government service, if exeminating within 90 days.)  If I amy service the object of the foundation have any of the acts described in Regulations section 942(a)(d) or 492(a)(a) and yet the acts fat to qualify under the exceptions described in Regulations section 942(a)(a) or 492(a)(a) and yet the acts fat to quali	40				<u> </u>
10. Did the foundation comply with the public inegration requirements for its annual returns and exemption application?  Website address ▶ N/A  14. The books are in care of ▶ PERSONAL ADMINISTRATORS, INC.  Telephone no. ▶ (512) 328-1184  Located at ▶ 3939 BEE CAVE ROAD, C-100, AUSTIN, TX  ZIP-4 ▶ 78746  Section 4974(i) nonexempt fartness treasived or accrued during the year  A care in the amount of tax-exempt interest received or accrued during the year  A care in the amount of tax-exempt interest received or accrued during the year  A care in the mistructions for exceptions and filing requirements for FinCEN Form 114. If Yes, enter the name of the  foreign countly ▶ SEE STATEMENT 15  See the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, enter the name of the  foreign countly ▶ SEE STATEMENT 15  Sear VILEB) 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.  10 Jump the year, did the foundation (either directly or indirectly);  11 Singape in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, land money to, or otherwise extend credit to (or accept in from)  a disqualified person?  (3) Firmsing goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remibuse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person?  (6) Agree to pay money or propriety to a government official? (Exception, Check 'No'  if the Guindation engage in a prior year in any of the acts facts to qualify under the exceptions described in Regulations  section 33.4941(6)-3 or in a current notice regarding disaster assistance, See instructions  Organizations relying on a current notice regarding disaster assistance, force here  before the first day of the tax year beginning in collection the first day of the acid sescribed in 1a, other than excepted acts, that	12		1		v
Website address \ N/A  The books are in care of \ PBRSONAL ADMINISTRATORS, INC. Located at \ 3339 BEC CAVE ROAD, C-100, AUSTIN, TX  TP-14 \ 78746  15 Section 4947(a)(1) nonexempt charitable trusts filing Form 950+PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest reasoned or accrued during the year  16. At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or forther financial account of a foreign country?  See the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, "enter the name of the foreign country P SER STATEMENT 15  Fair 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.  19 During the year, did the foundation (letter directly or indirectly);  10 Engage in the sale or exchange, or leasing of property with a disqualified person?  21 Formation of the same of the same or exchange, or leasing of property with a disqualified person?  23 Furnish goods, services, or facilities to (or accept them from) a disqualified person?  24 Yes \ No  25 Parrow money from, lend money to, or otherwise extend credit to (ax accept it from) a disqualified person?  26 Parrow money from property to a government official? (Exception, Check No" of the foundation are against to or to employ the official for a period after termination of government service, if terminating within 90 days.)  26 Agree to pay money or property to a government official? (Exception, Check No" of the foundation engage in a print year in above against within 90 days.)  27 Taxes on failure to distribute income (section 4942) (30) of the acts fail to qualify under the exceptions described in Regulations section 4942) (30) of the acts fail to qualify under the exceptions described in Regulations section 4942) (30) of the acts fail to qualify under the exceptions described in Regulations and the property of the	+2			v	┝┷
14. The books are in care of ▶ PERSONAL ADMINISTRATORS, INC. Telephone no. ▶ (5.12.) 328-1184 Located at ▶ 39.39 BEC CAVE ROAD, C-10.0, AUSTIN, TX  15. Section 497(2)(1) nonexempt charatable trusts fling Form 950-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year. A large more processing that the processing of the process	13		13		<u> </u>
Located at   3939 BEE CAVE ROAD, C-100, AUSTIN, TX    Section 4847(4) in poncempt of heartable fursis thing form 980-97 in the out of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year  16. At any time during calendary year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?    See the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, enter the name of the foreign country   See ES STATEMBENT 15   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.   10 During the year, did the foundation (either directly or indirectly);   11 Engage in the sale or exchange, or leasing of property with a disqualified person?   12 Yes	44		28-	110	<u></u>
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 9960-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year  16. At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for FincEN Form 114. If "Yes," enter the name of the foundation facility of the file	14	Leasted at \$3939 REF CAVE BOAD C-100 ATICUTM TY	716	110	<del>-</del>
and enter the amount of tax-exempt interest received or accrued during the year  8 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and filling requirements for FinCEN Form 114. If Yes, enter the name of the foreign country \rightarrow SEE STATEMENT 15  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.  1 During the year, did the foundation (either directly or indirectly):  (1) Figage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit for accept it from)  a disqualified person?  (3) Firm sho poods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of entire available for the benefit or use of a disqualified person (or make any of entire available for the tentific or use of a disqualified person (or make any of entire available or the tentific or use of a disqualified person (or make any of entire available or the first office of the foundation agreed for benefit or use of a disqualified person (or make any of entire available or the first office of the first office o	45		740		$\overline{}$
Securities, or other financial account in a foreign country?   See the instructions for exceptions and filling requirements for FincEN Form 114. If "Yes," enter the name of the financial account in a foreign country?   SEE STATEMENT 15	13		N	/ <b>A</b>	`Ш
securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for FINCEN Form 114. If "Yes," enter the name of the foreign country   SEE STAPEMENT 15  Bart WIL-B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year, did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lead money to, or otherwise extend credit to for accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person?  (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)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a graint to or to employ the official for a period after termination of government service, if terminany within 90 days.)  b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance, check here  c bid the foundation engage in a prior year in any of the acts fall to qualify under the exceptions described and Regulations section 4942(a)(3) or 4942(l)(3):  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?  1 'Yes' is the years' beginning in 2018?  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?  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  b If 'Yes	16	• • • • • • • • • • • • • • • • • • • •			No
See the instructions for exceptions and filing requirements for FinCEN Form 114, If "Yes," eiter the name of the foreign country  SEE STATEMENT 15  Fair VII-BJ Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year, did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes No  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  Yes No  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes No  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes No  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes No  (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall to quality under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instructions  Organizations relying on a current notice regarding diseaster assistance? See instruc	10		16		140
Foreign country   SEE STATEMENT 15   Foreign 4720 if any item is checked in the "Yes" column, unless an exception applies.		·	10 200	3.5	20.34
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before the first day of the tax year beginning in 2018?  1 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?  If "Yes," list the years \			1483		- W
Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(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?  If "Yes," list the years \	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			
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?  If "Yes," list the years \		before the first day of the tax year beginning in 2018?	1c	******	X
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?  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.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.    D	2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	1200		
before 2018?  If "Yes," list the years \		defined in section 4942(j)(3) or 4942(j)(5)):			
If "Yes," list the years	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			
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.		before 2018? Yes X No	180 mg		
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.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		If "Yes," list the years - , , , , ,	18 A		
statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	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			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.					
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?    X Yes		statement - see instructions.)  N/A	2b	VA 10 F.	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  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.)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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?	C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	1		
during the year?  **No**  **Description**  **Description*				ŶŶ	
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.)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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?	3a		機制		
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.)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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		<del>-</del> -		激多	10
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.)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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	b	• •		Ž.	1
Form 4720, to determine if the foundation had excess business holdings in 2018.)  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				<b>E</b>	
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			1.00	T.E.	TÆJ
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	_		<b>—</b>		
had not been removed from jeopardy before the first day of the tax year beginning in 2018?				affer soil	
	b			38:37	Minute
Form <b>990-PF</b> (2018)					

Form 990-PF (2018)

5a During the year, did the foundation pay or incur any amount to:  (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes X No  (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes X No  (4) Provide a grant to an organization other than a charitable, etc., organization described in section  4945(d)(4)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  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  Organizations relying on a current notice regarding disaster assistance, check here  b If the answer is "Yes" to question 53(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  N/A  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIIII   Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors	es No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  (3) Provide a grant to an individual for travel, study, or other similar purposes?  (4) Provide a grant to an organization other than a charitable, etc., organization described in section  4945(0)(4)(A)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (6) If any answer is "Yes" to 53(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  (6) If the answer is "Yes" to question 53(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  (6) If "Yes," attach the statement required by Regulations section 53.4945-5(d).  (7) Bud the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  (8) If "Yes," attach the statement required by Regulations section 53.4945-5(d).  (8) Did the foundation, during the year, pay premiums, directly or indirectly, to pay premiums on a personal benefit contract?  (8) If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  (8) If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  (8) If "Yes," did 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?  (9) Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
any voter registration drive?  (3) Provide a grant to an individual for travel, study, or other similar purposes?  (4) Provide a grant to an organization other than a charitable, etc., organization described in section  4945(d)(4)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (5) 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  Organizations relying on a current notice regarding disaster assistance, check here  (a) 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?  (b) If "Yes," attach the statement required by Regulations section 53.4945-5(d).  (c) Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  (c) Did the foundation, during the year, pay premiums, directly or indirectly, to pay premiums on a personal benefit contract?  (c) Did the foundation, during the year, pay premiums, directly or indirectly, to pay premiums on a personal benefit contract?  (d) Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  (e) Did the foundation during the year, pay premiums, directly or indirectly, on a personal benefit contract?  (f) "Yes" to 6b, flie Form 8870.  7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  (a) Did 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?  (b) Did the foundation Managers, Highly  (c) Did The foundation Managers, Highly	X
(3) Provide a grant to an individual for travel, study, or other similar purposes?  (4) Provide a grant to an organization other than a charitable, etc., organization described in section  4945(d)(4)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (6) 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  (6) 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?  (6) If "Yes," attach the statement required by Regulations section 53.4945-5(d).  (6) Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  (7) If "Yes" to 6b, file Form 8870.  (7) A dany time during the year, was the foundation a party to a prohibited tax shelter transaction?  (8) If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  (8) If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  (8) If "Yes," did 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?  (9) Yes X No  (9) Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section  4945(d)(4)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (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  Organizations relying on a current notice regarding disaster assistance, check here  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  Yes No  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachule payment(s) during the year?  Part-YIII  Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
4945(d)(4)(A)? See instructions  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  (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  Organizations relying on a current notice regarding disaster assistance, check here  c) If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  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  Organizations relying on a current notice regarding disaster assistance, check here  c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, flie Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
the prevention of cruelty to children or animals?    Yes   X   No	X
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 Organizations relying on a current notice regarding disaster assistance, check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d). 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes X No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part YIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
section 53.4945 or in a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance, check here  c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
Organizations relying on a current notice regarding disaster assistance, check here  c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  The street of the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part*VIII* Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  The state 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?  Part*VIII* Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53.4945-5(d).  6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part*VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
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6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
a personal benefit contract?  b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Yes X No  Part VIII  Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part: VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Part: VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or  excess parachute payment(s) during the year?  Part: VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or  excess parachute payment(s) during the year?  Part VIII  Information About Officers, Directors, Trustees, Foundation Managers, Highly	CASS SO. MEYON, ME
excess parachute payment(s) during the year?  Part: VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	
Part VIII	
List all officers, directors, trustees, and foundation managers and their compensation.	
	Expense
(a) Name and address   Modes por work devoted   (in not paid,   and deferred   dog	Expense ount, other owances
to position enter -0-) compensation all  UULIA M. WILKINSON CHAIRMAN/PRESIDENT	OWATICES
3939 BEE CAVE RD, C-100	
AUSTIN, TX 78746 5.00 0. 0.	0.
JAMES A. FLIELLER TREASURER	<del>.</del>
221 WEST SIXTH STREET, SUITE 1200	
AUSTIN, TX 78701 3.40 0. 0.	0.
OUNCAN E. OSBORNE VP/SECRETARY	<u> </u>
301 CONGRESS AVE., STE. 1910	
JOI CONGRESS MVB., SIB. 1910	0.
ATISTETNI TEX 78701   8 00   0   0	
AUSTIN, TX 78701 8.00 0. 0.	<u> </u>
PATTI O'MEARA MANAGING DIRECTOR	<u> </u>
PATTI O'MEARA MANAGING DIRECTOR 3939 BEE CAVE RD, C-100	
PATTI O'MEARA MANAGING DIRECTOR 3939 BEE CAVE RD, C-100 AUSTIN, TX 78746 3.40 0. 0.	`0.
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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  (c) Compensation  (d) Contributions to employee benefit plans and deferred accomplete than \$50,000	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	O.
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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  (c) Compensation  (d) Contributions to employee benefit plans and deferred accomplete than \$50,000	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense
PATTI O'MEARA  3939 BEE CAVE RD, C-100  AUSTIN, TX 78746  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 and deferred compensation all	0. Expense

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#### STILL WATER FOUNDATION II

•	STILL WATER FOUNDATION II								
Form,990-PF (2018)	C/O PERSONAL ADMINISTRATORS, INC.	<u>47-3532637</u>	Page 7						
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)									
2. Five highest paid independent contractors for professional services. If none enter "NONE"									

Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "	'NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OSBORNE, HELMAN, KNEBEL & SCOTT, L.L.P 301		
CONGRESS AVENUE, SUITE 1910, AUSTIN, TX 78701	LEGAL	508,771.
PERSONAL ADMINISTRATORS, INC.		
3939 BEE CAVES ROAD, C-100, AUSTIN, TX 78746	ADMINISTRATIVE	469,296.
FLIELLER, KRUGER & SKELTON, PLLC - 221 WEST		
SIXTH STREET, SUITE 1200, AUSTIN, TX 78701	ACCOUNTING	123,477.
UNDERHILL INVESTMENT MANAGEMENT - 100 DRAKES		
LANDING RD, STE 100, GREENBRAE, CA 94904	MANAGEMENT FEES	70,776.
RAHN & BODMER CO.		
TALSTRASSE 15, ZURICH, SWITZERLAND 8022	MANAGEMENT FEES	64,079.
Total number of others receiving over \$50,000 for professional services		<b>&gt;</b> 1
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produce.	cal information such as the ced, etc.	Expenses
1 N/A		
1		
2		
3		
<u> </u>		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on li	nes 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
	ı	

Total. Add lines 1 through 3

C/O PERSONAL ADMINISTRATORS, INC.

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dation	s, see instructions )
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		<del></del>
·		1a	25,059,892.
ь	Average of monthly cash balances	1b	10,199,982.
-	Fair market value of all other assets	1c	61,745,515.
d		1d	97,005,389.
_	Reduction claimed for blockage or other factors reported on lines 1a and		<del>- ,</del>
_	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	97,005,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,455,081.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,550,308.
6	Minimum investment return. Enter 5% of line 5	6	4,777,515.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certai	n
	foreign organizations, check here  and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	4,777,515.
2a	Tax on investment income for 2018 from Part VI, line 5 2a 165, 663.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	]	
C	Add lines 2a and 2b	2c	165,663.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,611,852.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,611,852.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,611,852.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	9,773,227.
b	Program-related investments - total from Part IX-B	1b	<u> </u>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
þ	Cash distribution test (attach the required schedule)	3b	0 550 005
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	9,773,227.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		465 663
	income. Enter 1% of Part I, line 27b	5	165,663.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,607,564.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	ualifies	for the section

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Part XIII Undistributed Income (see instructions)

<del></del>				
	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI,	Corpus	rears prior to 2017	2017	2010
line 7				4,611,852.
2 Undistributed income, if any, as of the end of 2018				1,011,0321
a Enter amount for 2017 only			0.	
b Total for prior years:				
g rounter prior yours.	:	0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013   513,094.	į .			
b From 2014 5,472,639.	1			
c From 2015 2,176,689.				
d From 2016 1,015,835.				
e From 2017 3,682,688.				
f Total of lines 3a through e	12,860,945.			
4 Qualifying distributions for 2018 from			-	
Part XII, line 4: ►\$9,773,227.				
a Applied to 2017, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior	:			· · · · · · · · · · · · · · · · · · ·
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			,
d Applied to 2018 distributable amount				4,611,852.
e Remaining amount distributed out of corpus	5,161,375.			
5 Excess distributions carryover applied to 2018	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,022,320.			
<b>b</b> Prior years' undistributed income. Subtract				······
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				1
amount - see instructions		0.		
e Undistributed income for 2017. Subtract line				,
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract				
lines 4d and 5 from line 1. This amount must				_
be distributed in 2019				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				1
may be required - see instructions)	0.			
8 Excess distributions carryover from 2013	-40 004	•		
not applied on line 5 or line 7	513,094.	·		
9 Excess distributions carryover to 2019.	15 500 005			
Subtract lines 7 and 8 from line 6a	17,509,226.			
Analysis of line 9:				
a Excess from 2014 5, 472, 639.				
b Excess from 2015 2,176,689.				
c Excess from 2016 1,015,835.				
d Excess from 2017 3,682,688.				
e Excess from 2018 5,311,003.				5 000 DE (01.0)

STILL WATER FOUNDATION II Form,990-PF (2018) C/O PERSONAL ADMINISTRATORS, 47-3532637 Page 10 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 4942(j)(3) or 4942fi)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Prior 3 years Tax year 2 a Enter the lesser of the adjusted net (b) 2017 (a) 2018 (c) 2016 (d) 2015 (e) Total 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 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(1)(3)(B)(1) 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) Largest amount of support from an exempt organization Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets Part XV at any time during the year-see instructions.) 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).) JULIA M. WILKINSON 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 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:

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

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c Any submission deadlines:

C/O PERSONAL ADMINISTRATORS. Form, 990-PF (2018) 47-3532637 INC. Page 11 Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual. Recipient show any relationship to Foundation Purpose of grant or Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient a Paid during the year AUSTIN CHAMBER MUSIC CENTER N/A PC CHALLENGE GRANT FOR 3814 MEDICAL PARKWAY GENERAL OPERATING AUSTIN, TX 78756 SUPPORT. 10,000. AUSTIN FILM SOCIETY N/A PC IN SUPPORT OF THE 1901 EAST 51 STREET AUSTIN FILM SOCIETY AUSTIN, TX 78723 CINEMA. 50,000. CASETA TO SUPPORT 2018 AND N/A PC 2019 SYMPOSIUM. PO BOX 3726 SAN ANGELO, TX 76902 20,000. FOR GENERAL OPERATING CONFLUENCE ZEN CENTER N/A PC SUPPORT. 3544 OXFORD AVENUE MAPLEWOOD, MO 63143 5,000. CONNECTED NATION N/A PC TO SUPPORT PHASE ONE P.O. BOX 3448 OF THE PROJECT TO BOWLING GREEN, KY 42102 CLOSE BROADBAND GAPS ACROSS RURAL TEXAS. 68,000. SEE CONTINUATION SHEET(S) 8,820,930. Total ▶ 3a **b** Approved for future payment CIBOLO CREEK NATURE CENTER TO SUPPORT THE CIBOLO N/A PC 140 CITY PARK ROAD CONSERVATION CORRIDOR BOERNE, TX 78006 INITIATIVE. 100,000. HILL COUNTRY CONSERVANCY N/A PC CHALLENGE GRANT AS A PO BOX 163125 CLOSING CAPITAL AUSTIN, TX 78716 CAMPAIGN GIFT. 150,000.

PC

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15,000.

6,365,000.

1.1 CHALLENGE GRANT OF

\$15,000 TO SUPPORT THE

ANNUAL FUND DONOR

CHALLENGE.

PO BOX 2227

Tota!

SANTA FE, NM 87504

SANTA FE CHAMBER MUSIC FESTIVAL

N/A

SEE CONTINUATION SHEET(S)

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount any foundation manager or substantial contributor status of contribution Name and address (home or business) recipient CONSPIRARE N/A PC FOR GENERAL OPERATING SUPPORT. 505 EAST HUNTLAND DRIVE, SUITE 155 25,000. AUSTIN, TX 78752 TO SUPPORT N/A PC ENVIRONMENTAL DEFENSE FUND SAFEGUARDING TEXAS 257 PARK AVENUE SOUTH NATURAL RESOURCES. 115,000. NEW YORK, NY 10010 HILL COUNTRY CONSERVANCY PC FOR UNRESTRICTED USE N/A OVER TWO YEARS PO BOX 163125 AUSTIN, TX 78716 150,000. KMFA CLASSICAL 89.5 N/A PC CHALLENGE GRANT OF 3001 N. LAMAR BLVD., SUITE 100 \$250,000 IN SUPPORT OF THE CAPITAL CAMPAIGN. 250,000. AUSTIN, TX 78705 TO BE USED TO SUPPORT PC LAND TRUST ALLIANCE N/A THE TEXAS LAND TRUST 1660 L STREET NW. SUITE 1100 WASHINGTON, DC 20036 ADVANCEMENT INITIATIVE. 50,000. TO SUPPORT THE PC MINDPOP N/A EXCELLENCE AND 5511 PARKCREST #207 EXPANSION PROGRAM, 75,000. AUSTIN, TX 78731 PERMIAN BASIN AREA FOUNDATION N/A PC STILL WATER FOUNDATION 200 NORTH LORAINE, SUITE 500 II DONOR-ADVISED FUND. MIDLAND, TX 79701 281,000. TO SUPPORT THE 2019 PRINTAUSTIN COLLECTIVE PC N/A PRINTAUSTIN FESTIVAL. 916 SPRINGDALE ROAD, BLDG. 1, UNIT 218 7,500. AUSTIN TX 78702 FOR GENERAL OPERATING PROJECT SCHOOLHOUSE N/A PC PO BOX 609 SUPPORT. AUSTIN, TX 78767 20,000. TO SUPPORT THE RETINA FOUNDATION OF THE SOUTHWEST N/A PC DEVELOPMENT OF A 9600 N CENTRAL EXPY SUITE 200 TREATMENT FOR DRY DALLAS, TX 75231 AGE-RELATED MACULAR DEGENERATION. 500,000. 8,667,930. Total from continuation sheets

Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or status of Amount contribution any foundation manager Name and address (home or business) recipient or substantial contributor SAINT LOUISE HOUSE PC \$60,000: \$30,000 FOR GENERAL OPERATING PO BOX 150637 SUPPORT AND \$30,000 AUSTIN, TX 78715 OR CAPITAL CAMPAIGN CONSULTING. 60,000. FOR THE CITY CENTRE SAN FRANCISCO ZEN CENTER N/A PC CAPITAL CAMPAIGN. 300 PAGE STREET 1,000,000. SAN FRANCISCO, CA 94102 FOR THE CITY CENTRE SAN FRANCISCO ZEN CENTER PC N/A 300 PAGE ST CAPITAL CAMPAIGN. 13,730. SAN FRANCISCO, CA 94102 PC FOR GENERAL OPERATING SANSHIN ZEN COMMUNITY N/A SUPPORT. BOX 1577 BLOOMINGTON, IN 47402 25,000. SEMINARY OF THE SOUTHWEST N/A PC IN SUPPORT OF THE ENTREPRENEURIAL 501 E 32ND ST LEADERSHIP PROGRAM AUSTIN, TX 78705 45,000. SETON FUND: SETON COVE N/A РÇ \$15,000 CHALLENGE GRANT FOR GENERAL 1201 WEST 38TH STREET OPERATING SUPPORT. 15,000. AUSTIN, TX 78705-1056 PC \$2.5 MILLION CHALLENGE SKYSTONE FOUNDATION VI/Α 3100 NORTH FORT VALLEY ROAD, BUILDING IN SUPPORT OF PHASE TWO CONSTRUCTION OF 8 FLAGSTAFF, AZ 86001 THE RODEN CRATER. 1,000,000. ST. JOHN'S COLLEGE РÇ TO SUPPORT FINANCIAL N/A AID FOR STUDENTS ON 1160 CAMINO CRUZ BLANCA SANTA FE, NM 87505 THE SANTA FE CAMPUS. 500,000. ST. STEPHEN'S EPISCOPAL SCHOOL \$1,000,000 IN SUPPORT N/A PC OF ENDOWMENT; \$18,000 6500 ST. STEPHEN'S DRIVE TO SUPPORT THE ST. AUSTIN, TX 78746 JOHN'S SUMMER INSTITUTE PROGRAM. 1,018,000. SUSTAINABLE FOOD CENTER PC \$25,000 CHALLENGE N/A 2921 E 17TH ST BLDG C GRANT FOR GENERAL OPERATING SUPPORT. AUSTIN, TX 78702 25,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual. Recipient Foundation Purpose of grant or show any relationship to Amount status of any foundation manager contribution Name and address (home or business) or substantial contributor recipient TEXAS PARKS & WILDLIFE FOUNDATION PC FOR GENERAL OPERATING N/A SUPPORT. 2914 SWISS AVE DALLAS, TX 75204 4,200. PC TO BE USED TO SUPPORT TEXAS STATE UNIVERSITY N/A THE UNIVERSITY'S 601 UNIVERSITY DRIVE, JCK 480 MUSICAL THEATER SAN MARCOS, TX 78666 PROGRAM. 25,000. TO SUPPORT PRIORITY THE CHINATI FOUNDATION N/A PC P.O. BOX 1135 PROJECTS OF THE MASTER PLAN 100,000. MARFA, TX 79843 \$1,250,000 FOR PHASE THE CONTEMPORARY AUSTIN N/A PC ONE OF THE MASTER PLAN 700 CONGRESS AVE FOR LAGUNA GLORIA AND AUSTIN, TX 78701 THE MUSEUM'S VISION FUND. 1,000,000. THE GILBERT & SULLIVAN SOCIETY N/A PC \$5,000 FOR THE SUMMER 2018 PRODUCTION AND PO BOX 684542 \$5,000 FOR THE SUMMER AUSTIN, TX 78768 2019 PRODUCTION. 10,000. FOR GENERAL OPERATING THE OLD JAIL ART CENTER N/A PC SUPPORT 201 SOUTH 2ND STREET 60,000. ALBANY, TX 76430 N/A PC IN SUPPORT OF UNION THEOLOGICAL SEMINARY ESTABLISHING THE 3041 BOARDWAY NEW YORK, NY 10027 MASTERS OF DIVINITY PROGRAM IN BUDDHIST STUDIES. 50,000. PC \$15,000 FOR GENERAL VERMONT STUDIO CENTER N/A PPERATING SUPPORT AND POST OFFICE BOX 613 JOHNSON, VT 05656 \$10,000 FOR THE CAPITAL CAMPAIGN. 25,000. PC TO SUPPORT THE ANNUAL ZILKER THEATRE PRODUCTIONS N/A ZILKER SUMMER MUSICAL. P.O. BOX 202588 25,000. AUSTIN, TX 78720 PC TO SUPPORT PHASE ONE PRESERVATION TEXAS N/A OF THE AUSTIN STATE P.O. BOX 12832 HOSPITAL HISTORIC AUSTIN, TX 78711 DISTRICT PROJECT. 25,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual. Recipient Foundation Purpose of grant or show any relationship to Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient SAVE BARTON CREEK ASSOCIATION N/A PC TO SUPPORT ORIGINS OF AUSTIN'S GREEN P.O. BOX 5923 AUSTIN, TX 78763 IDENTITY. 5,000. FOR DONOR ADVISED WACO FOUNDATION PC N/A 1227 N VALLEY MILLS DR #235 FUND TEXAS RURAL FUNDERS COLLABORATIVE WACO, TX 76710 FUND 30,000. FOR UNRESTRICTED USE HILL COUNTRY ALLIANCE N/A PC OVER TWO YEARS. 1322 W HWY 290 SUITE D 50,000. DRIPPING SPRINGS, TX 78620 LANDMARKS N/A PC TO BE USED FOR GENERAL 1 UNIVERSITY STATION, D1400 OPERATING SUPPORT AND AUSTIN TX 78712 PHASE TWO ENDOWMENT PREPERATIONS. 100,000. PC TO BE USED TO SUPPORT MD ANDERSON CANCER CENTER N/A THE BREAST CANCER MOON 1220 HOLCOMBE BLVD SHOT PROGRAM. 100,000. HOUSTON, TX 77030 POETRY AT ROUND TOP PC TO BE USED TO SUPPORT N/A POETRY AT ROUND TOP 248 JASTER RD. 2018. ROUND TOP, TX 78954 7,500. TO SUPPORT THE CAPITAL ROCKPORT CENTER FOR THE ARTS N/A PC 106 S AUSTIN ST CAMPAIGN. ROCKPORT, TX 78382 500,000. TO COMPLETE THE WEBB GOV CITY OF ALBANY N/A P.O. BOX 3248 PARK PROJECT. ALBANY, TX 76430 10,000. FOR GENERAL SUPPORT OF ADMIRAL NIMITZ FOUNDATION N/A PC THE JAPANESE GARDEN OF 311 E AUSTIN ST PEACE. 15,000. FREDERICKSBURG TX 78624 \$250,000 CHALLENGE TEXAS STATE UNIVERSITY - WITLIFF N/A PC GRANT TO SUPPORT THE COLLECTIONS CAPITAL CAMPAIGN. 601 UNIVERSITY DR SAN MARCOS TX 78666 250,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor TO BE USED TO SUPPORT TEXAN BY NATURE N/A PC OLLINATOR HABITAT 3500 JEFFERSON ST #301 RESTORATION. 100,000. AUSTIN, TX 78731 RIDE ON CENTER FOR KIDS N/A PC \$50,000 CHALLENGE 2050 ROCKRIDE LN GRANT TO SUPPORT THE GEORGETOWN TX 78626 ORGANIZATION'S CAPITAL CAMPAIGN. 50,000. CONSERVATION HISTORY ASSOCIATION OF N/A PC TO SUPPORT THE TEXAS LEGACY PROJECT. FUNDS RELEASED IF THE AMOUNT 1304 MARIPOSA DRIVE, #211 AUSTIN TX 78704 IS NOT RAISED FROM OTHER SOURCES. 5,000. TO SUPPORT HABITAT CITY OF PORT ARANSAS GOV N/A 710 W AVE A RESTORATION FOLLOWING PORT ARANSAS, TX 78373 HURRICANE HARVEY AT THE PORT ARANSAS NATURE CENTER. 50,000. THE CONSERVATION FUND N/A PC TO BE USED IN SUPPORT OF THE ACOUISITION OF 1655 N. FORT MYER DRIVE SUITE 1300 THE SABINE RANCH. ARLINGTON VA 22209 100,000. TO BE USED TO HELP UNIVERSITY OF NORTH TEXAS FOUNDATION N/A PC MEET THE NATIONAL 1155 UNION CIRCLE #311250 DENTON, TX 76203 ENDOWMENT FOR THE HUMANITIES CHALLENGE GRANT. 25,000. ro be used in support PC THE WITTE MUSEUM N/A OF THE ART OF TEXAS: 3801 BROADWAY ST 250 YEARS EXHIBITION. 25,000. SAN ANTONIO, TX 78209 TRAVIS AUDUBON SOCIETY N/A PC FOR GENERAL OPERATING 3710 CEDAR ST #223 SUPPORT AND ARE GIVEN IN HONOR OF GEORGE AUSTIN, TX 78705 COFER. 10,000. TO SUPPORT THE N/A PC COMMUNITY OF THE CROSS OF NAILS MINISTRY AT COVENTRY P.O. BOX 145 CATHEDRAL. 10,000. LOOKOUT MTN TN 37350 PC FOR CAPITAL CAMPAIGN BROOKWOOD IN GEORGETOWN N/A AND ARE GIVEN IN HONOR 905 N CHURCH ST OF GRACIE KILTZ. 300,000. GEORGETOWN, TX 78626 Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or **Amount** any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient TO SUPPORT INNOVATION AUSTIN CLASSICAL GUITAR N/A PC IN TEACHING AND 5900 BALCONES DR #240 AUSTIN, TX 78731 LEARNING. 25,000. PC TO SUPPORT THE SHELTER CASA MARIANELLA N/A HOUSE RENOVATION 821 GUNTER ST AUSTIN TX 78702 PROJECT. 40,000. EXPLORE AUSTIN N/A PC FOR GENERAL OPERATING SUPPORT. 1111 W 24TH ST SUITE 201 50,000. AUSTIN, TX 78705 FOUNDATION COMMMUNITIES N/A PC TO SUPPORT THE 3036 S 1ST ST #200 REATIVE PLACEMAKING INITIATIVE. 60,000. AUSTIN, TX 78704 FOR GENERAL OPERATING MANOS DE CRISTO PC N/A 4911 HARMON AVE SUPPORT. 25,000. AUSTIN, TX 78751 TO SUPPORT THE ASH PRESERVATION TEXAS PC N/A DOCUMENTATION AND 500 CHICON ST ENDANGERED PLACES AUSTIN, TX 78702 ADVOCACY AND AWARENESS PLAN. 25,000. N/A PC FOR THE CONSTRUCTION LAND CONSERVATION ASSISTANCE NETWORK OF THE TEXAS LAND 74 LUNT RD CONSERVATION FALMOUTH, ME 04105 ASSISTANCE NETWORK WEBSITE. 50,000. WACO FOUNDATION N/A PC FOR TEXAS RURAL 1227 N VALLEY MILLS DR #235 FUNDERS COLLABORATIVE DONOR ADVISED FUND. 16,000. WACO, TX 76710 IN SUPPORT OF THE GEORGIA O'KEEFFE MUSEUM N/A PC ABIQUIU CONSERVATION 217 JOHNSON ST 25,000. ASSESSMENT PROGRAM. SANTA FE, NM 87501 FOR GENERAL OPERATING TEXAS BOOK FESTIVAL N/A PC 1023 SPRINGDALE RD SUPPORT. 25,000. AUSTIN, TX 78721 Total from continuation sheets

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation status of recipient Purpose of grant or contribution show any relationship to Amount any foundation manager or substantial contributor Name and address (home or business) TO SUPPORT CAPACITY TEXAS NATIVE SEEDS N/A PC BUILDING IN CENTRAL 3791 US-377 TEXAS. JUNCTION, TX 76849 50,000. WILDLIFE HABITAT FEDERATION PC FOR GENERAL OPERATING P.O. BOX 75 SUPPORT. 25,000. CAT SPRING, TX 78933 N/A TO SUPPORT FUNDRAISING PC SAFE PLACE P.O. BOX 19454 EVENT AUSTIN, TX 78760 10,000. Total from continuation sheets

**Supplementary Information** Part XV Grants and Contributions Approved for Future Payment (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager or substantial contributor Name and address (home or business) recipient SHOAL CREEK CONSERVANCY N/A PC TO SUPPORT THE DEVELOPMENT OF THE P.O. BOX 11520 AUSTIN, TX 78711 SHOAL CREEK WATERSHED ACTION PLAN. 25,000. TO SUPPORT THE ANNUAL ST. STEPHEN'S EPISCOPAL SCHOOL N/A PC 6500 ST. STEPHEN'S DRIVE FUND. AUSTIN, TX 78746 4,000,000. N/A TO SUPPORT THE ANNUAL SUSTAINABLE FOOD CENTER PC 73 SAN MARCOS STREET FUND. AUSTIN, TX 78702 25,000. TO SUPPORT REPORTING TEXAS TRIBUNE N/A PC 823 CONGRESS AVE, STE 1400 DATA AND EVENTS FOR 1,000,000. AUSTIN, TX 78701 TEXAS URBAN ROOTS N/A PC TO SUPPORT THE CULINARY INTERNSHIP 4900 GONZALES STREET PROGRAM. 50,000. AUSTIN, TX 78702 PC TO SUPPORT THE WALLER WALLER CREEK CONSERVANCY N/A CREEK STEWARDS AND PO BOX 12363 AUSTIN, TX 78711 PROGRAMMATIC STRATEGIC 1,000,000. PLAN. 6,100,000. Total from continuation sheets

Form, 990-PF (2018)

Part XVI-A	Analysis of Income-Producing	Activities
Lait VAI-W	Analysis of income-rioducing	MCHAINE2

Enter gross amounts unless otherwise indicated.	Unrelated business income			ded by section 512, 513, or 514	(e)
·	(a) Business code	( <b>b)</b> Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code	<del></del>	COUE		
a	<del></del>				
b	<del></del>				
c	<b></b>				
d	<b>-</b>				
e					<del> </del>
g Fees and contracts from government agencies			-		
2 Membership dues and assessments					
3 Interest on savings and temporary cash					· · · · · · · · · · · · · · · · · · ·
investments	1		14	66,702.	
4 Dividends and interest from securities			14	640,296.	
5 Net rental income or (loss) from real estate:			′ ″	1 7 9 14 /4 /44 /44 /49 /49 /49 /49 /49 /49 /49	, , ,
a Debt-financed property					
b Not debt-financed property	ĺ			. <u></u>	
6 Net rental income or (loss) from personal					
property					
7 Other investment income	900099	146,116.	14	9,545,472.	
8 Gain or (loss) from sales of assets other					
than inventory		. <u>.</u>	18	2,610,549.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		<del>-</del>	Ш		
11 Other revenue:					
a	<b></b>				
b	1	<u> </u>			
c					
d	$\vdash$				
e	ļ	146,116.		12,863,019.	
12 Subtotal. Add columns (b), (d), and (e)		140,110.			4 4 4 4 4 4 4 4
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	13,009,133.
Part XVI-B Relationship of Activities to	the Accor	nplishment of Exe	empt	Purposes	
Line No. Explain below how each activity for which incom	ne is reported in	column (e) of Part XVI-A	contrib	uted importantly to the accom	plishment of
▼ the foundation's exempt purposes (other than b	y providing fund	ds for such purposes)			·
					·
		<del></del>			
				<del></del>	
		- 1 · · · · ·		- · · - · · - · · · · · · · · · · · · ·	<u> </u>
				<u> </u>	
			-		
		<del></del>			
<del></del>			-		200 DE

STILL WATER FOUNDATION II Form 990-PF (2018) C/O PERSONAL ADMINISTRATORS, INC. 47-3532637 Page 13 Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash ta(1) X (2) Other assets 1a(2) **b** Other transactions: 16(1) (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described Yes X No in section 501(c) (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A

May the IHS discuss return with the preparer Here TREASURER XYes ature of officer or trustee **)** Date Title Print/Type preparer's name Check Date PTIN self- employed 11/15/19 Paid CHAD WILEY P01053456 **Preparer** Firm's name ► CHERRY BEKAERT Firm's EIN ► 56-0574444 **Use Only** Firm's address ▶ 221 W. 6TH STREET, STE 1200 Phone no. 512-479-6000 AUSTIN TX 78701

return, including accompanying schedules and statements, and to the best of my knowledge

an taxpaver) is based on all information of which preparer has any knowledge

Form 990-PF (2018)

Sign

#### Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

#### **Schedule of Contributors**

Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

Employer identification number

2018

STILL WATER FOUNDATION II C/O PERSONAL ADMINISTRATORS 47-3532637 INC. Organization type (check one) Filers of: Section: 501(c)( Form 990 or 990-EZ ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions. **General Rule** [X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributors Special Rules For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF),

but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to

certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990,	990-EZ,	or 990-PF)	(2018)
Name of organization			

STILL WATER FOUNDATION II

C/O PERSONAL ADMINISTRATORS, INC.

Employer identification number

Part I	Contributors (see instructions) Use duplicate copies of Part I if addition	onal space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DODGE JONES FOUNDATION P.O. BOX 176 ABILENE, TX 79604	-   \$ <u>15,841,214.</u>  -	Person X Payroll  Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		_ _ \$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		-   -   \$	Person Payroll Occash Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - \$	Person Payroll Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - - \$	Person Payroll Noncash (Complete Part II for noncash contributions)

Name of organization
STILL WATER FOUNDATION II
C/O PERSONAL ADMINISTRATORS, INC.

Employer identification number

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	dditional space is needed	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	SEE STATEMENT B		
1			
		\$_15,049,246.	09/30/18
(a)	<b>"</b> ,	(c)	(.1)
No. from	(b)  Description of noncash property given	FMV (or estimate)	(d) Date received
Part I	bossiption of honousin property given	(See instructions)	
		\$	
		<b>5</b>	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-			
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		( c	
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2018) Page 4 **Employer identification number** Name of organization STILL WATER FOUNDATION II C/O PERSONAL ADMINISTRATORS, 47-3532637 INC. Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year Part III from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) Use duplicate copies of Part III if additional space is needed (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (c) Use of gift (d) Description of how gift is held (b) Purpose of gift (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (d) Description of how gift is held (c) Use of gift (b) Purpose of gift (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4 (a) No. from (c) Use of gift (d) Description of how gift is held (b) Purpose of gift Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

FORM 99	90-PF G	GAIN OR (LOSS)	FROM SALE	OF A	ASSETS		STA	TEMENT 1
DESCRI	(A) PTION OF PROPERTY	7			MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
OPTION	PREMIUM			PUR	CHASED		_	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF.	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE	Or	DEPREC	C.	GAIN	OR LOSS
	9,048.	0.		0.		0.		9,048.
DESCRII	(A) PTION OF PROPERTY	<u> </u>			MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
PUBLICI	LY TRADED SECURIT	PIES						
	(B) GROSS	(C) COST OR	(D) EXPENSE	O₽	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE	<u> </u>	DEPREC	c.	GAIN	OR LOSS
	6,430,990.	4,278,292.		0.		0.		2,152,698.
(A) DESCRIPTION OF PROPERTY				A(	MANNER CQUIRED CCHASED	DA ACQU	TE IRED	DATE SOLD
TADDIII	ROUGH CAPITAL GAI (B)	(C)	(D)	101	(E)			(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	406,270.	0.		0.		0.	•	406,270.
DESCRI	(A) PTION OF PROPERTY	?			MANNER CQUIRED	DA ACQU		DATE SOLD
PUBLICI	LY TRADED SECURIT	PIES						
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPREC	c.	GAIN	(F) OR LOSS
	5,236,193.	5,236,193.		0.		0.		0.
CAPITAI	L GAINS DIVIDENDS	FROM PART IV				_		42,533.
TOTAL 7	TO FORM 990-PF, E	PART I, LINE 6A						2,610,549.
						•		

INTEREST INCOME - RAHN &

INTEREST INCOME - TX PARKS &

INTEREST INCOME - ZEN CENTER

INTEREST INCOME - WAVERTON

TOTAL TO PART I, LINE 3

BODMER

WILDLIFE

JAMES HAMBRO RBC X4973

FORM 990-PF	INTEREST	ON	SAVINGS	AND	TEMPORARY	CASH	INVESTMENTS	STATEMENT 2
SOURCE				_	(A) REVENUE ER BOOKS	NET	(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EARNED ADMIS PENNYBACKER	IV, LP	_			1,772.		1,772.	
INTEREST INC SCHWAB 6744 INTEREST INC					59.		59.	
SCHWAB 7938					1,356.		1,356.	
INTEREST INC					343.		343.	
INTEREST INC SCHWAB 9547	OME - CHAI	RLES	<b>i</b>		469.		469.	

29,689.

4,200.

13,730. 12,917.

2,027.

66,702.

140.

29,689.

4,200.

13,730.

12,917.

2,027.

66,702.

140.

FORM 990-PF	DIVIDENDS	AND INT	EREST	FROM	SECUR:	ITIES	STATEMENT 3
SOURCE	GROSS AMOUNT	CAPIT. GAIN DIVIDE	S	(A REVE PER B	NUE	(B) NET INVEST MENT INCOM	
DIVIDEND INCOME - CHARLES SCHWAB 6744 DIVIDEND INCOME -	16,545.		0.	16	,545.	16,545	•
CHARLES SCHWAB 7938 DIVIDEND INCOME - CHARLES SCHWAB	135,335.		0.	135	,335.	135,335	•
8633 DIVIDEND INCOME - CHARLES SCHWAB	143,587.	42,	505.	101	,082.	101,082	•
9547 DIVIDEND INCOME -	108,214.		28.	108	,186.	108,186	•
RAHN & BODMER DIVIDEND INCOME -	90,363.		0.	90	,363.	90,363	•
WAVERTON JAMES HAMBRO RBC X4973	9,310. 63,473. 104,599.		0. 0.	63 104	,310. ,473. ,599.	9,310 63,473 104,599 11,403	•
RECEPTOR LOGIC  TO PART I, LINE 4	11,403.	42,	0. 533.		,403.	640,296	
FORM 990-PF		OTHER	INCO	ME			STATEMENT 4
DESCRIPTION			RE	(A) VENUE BOOKS		(B) ET INVEST- ENT INCOME	(C) ADJUSTED NET INCOME
K-1 INCOME LESS: UBTI PORTION REFUND OF TAXES INTEREST INCOME		-	9	,621,7 69,5	0.	8,555,217. -146,116. 0. 0.	
TOTAL TO FORM 990-PF	, PART I, I	LINE 11	9	,691,5	88.	8,409,101.	

FORM 990-PF	LEGAL	FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL GOVERNANCE AND COUNSEL	511,566.	102,313.		390,364.
TO FM 990-PF, PG 1, LN 16A	511,566.	102,313.		390,364.
FORM 990-PF .	ACCOUNTI	NG FEES	S	TATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RETURN PREPERATION AND TAX COMPLIANCE BOOKKEEPING AUDIT FEES	123,477. 469,296. 22,050.	93,859.		98,782. 371,105. 17,640.
TO FORM 990-PF, PG 1, LN 16B	614,823.	122,964.		487,527.
FORM 990-PF	OTHER PROFES	SIONAL FEES	S	TATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	332,001.	298,801.		32,255.
TO FORM 990-PF, PG 1, LN 16C	332,001.	298,801.		32,255.
FORM 990-PF	TAX	ES	S	TATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAXES FEDERAL INCOME TAXES FOREIGN TAXES	272. 345,000. 33,633.	0.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	378,905.	33,633.		0.
=				

TOTAL TO FORM 990-PF, PART II, LINE 10C

FORM 990-PF	OTHER E	XPENSES	STATEMENT 9		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK/WIRE FEES	546.	437.		109.	
DUES AND SUBSCRIPTIONS	9,605.	0.		9,605.	
INSURANCE	2,894.	0.		2,894.	
ADR FEES	56.	56.		0.	
SECURITY SERVICES	548.	0.		548.	
CUSTODY FEES	2,753.	2,753.		0.	
OFFICE SUPPLIES	137.	0.		137.	
MISCELLANEOUS	262.	0.		262.	
TO FORM 990-PF, PG 1, LN 23	16,801.	3,246.		13,555.	

FORM 990-PF OTHER INCREASES IN NET ASSETS OR	FUND BALANCES	STATEMENT 10
DESCRIPTION		AMOUNT
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	-	1,521,529.
TOTAL TO FORM 990-PF, PART III, LINE 3		1,521,529.
FORM 990-PF CORPORATE STOC	K	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	23,161,320.	23,161,320.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,161,320.	23,161,320.
FORM 990-PF CORPORATE BOND	S	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	785,308.	785,308.

785,308.

785,308.

FORM 990-PF O	THER INVESTMENTS		STATEMENT 13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANCOR PLEDGE FUND VI, LLC	FMV	673,765.	673,765.
ANCOR PLEDGE FUND VII, LLC	FMV	1,305,953.	1,305,953.
ANCOR PLEDGE FUND VIII, LLC	FMV	487,587.	487,587.
ANCOR PLEDGE FUND IX, LLC	FMV	564,329.	564,329.
ANCOR PLEDGE FUND XI, LLC	FMV	178,842.	178,842.
ANCOR PLEDGE FUND XII, LLC	FMV	652,132.	652,132.
ARTIS VENTURES XII SPV, LP	FMV	291,741.	291,741.
AUXANO BIOMEDICAL, LLC	FMV	98,417.	98,417.
CENTRAL PARK-91, LTD.	FMV	113,538.	113,538.
DJ-LEGACY PARTNERS (31.25%)	FMV	8,526,097.	8,526,097.
DORCHESTER MINERALS	FMV	292,800.	292,800.
DOS RIOS PARTNERS, LP	FMV	1,039,769.	1,039,769.
DOS RIOS PARTNERS-A, LP	FMV	1,040,194.	1,040,194.
ENCAP ENERGY CAPITAL FUND VI-B,	FMV	29,952.	29,952.
ENCAP ENERGY CAPITAL FUND VII-B	FMV	117,562.	117,562.
FREESTONE METALS PARTNERS, LP	FMV	33,271.	33,271.
HOG PARTNERSHIP LP	FMV	344,740.	344,740.
HUMANA WEST, LTD	FMV	39,772.	39,772.
MDJ MINERALS LLP	FMV	32,500,000.	32,500,000.
N3 OPPORTUNITY FUND I, LP	FMV	20,671.	20,671.
PENNYBACKER III, LP	FMV	965,214.	965,214.
PENNYBACKER IV, LP	FMV	717,671.	717,671.
SFF ROYALTY, LLC	FMV	397,547.	397,547.
TOLEDO ENERGY PARTNERS LLC	FMV	12,533.	12,533.
TRI ALPHA (BI ALTERENERGY LLC)	FMV	5,435,365.	5,435,365.
WESTECH VENTURES I, LP	FMV	160,000.	160,000.
DJ-PEI PARTNERS (8.33%)	FMV	3,720,804.	3,720,804.
TOTAL TO FORM 990-PF, PART II, L	INE 13	59,760,266.	59,760,266.
FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PRECIOUS METALS	419,200.	412,578.	412,578.
PREPAID TAX	81,000.	81,000.	81,000.
ACCRUED INCOME	469.	0.	0.
PREPAID EXPENSE	0.	10,596.	10,596.
DUE FROM BROKER	0.	5,156,849.	5,156,849.
TO FORM 990-PF, PART II, LINE 15	500,669.	5,661,023.	5,661,023.
	<del></del>	<del></del> -	

FORM 990-PF NAME OF FOREIGN COUNTRY IN WHICH STATEMENT 15 ORGANIZATION HAS FINANCIAL INTEREST

NAME OF COUNTRY

UNITED KINGDOM SWITZERLAND

# STATEMENT A PAGE 1 OF 4

#### Still Water Foundation Form 990-PF, 12/31/18 Fair Market Value of Securities

SHARES	STOCKS	EOY BOOK	EOY FMV
17,300	AIR LEASE CORP CLASS A	522,633	522,633
15,000	BROWN FORMAN CORP CLASS B	713,700	713,700
15,000	CENTURYLINK INC	227,250	227,250
3,200	CME GROUP INC CLASS A	601,984	601,984
5,500	DR HORTON CO	190,630	190,630
4,400	DOCUSIGN INC	176,352	176,352
4,000	ESTEE LAUDERCO INC CLASS A	520,400	520,400
7,500	GILEAD SCIENCES INC	469,125	469,125
15,000	GRACO INC	627,750	627,750
11,600	INTEL CORP	544,388	544,388
11,600	INTERACTIVE BROKERS CLASS A	633,940	633,940
4,800	KEYSIGHT TECH INC	297,984	297,984
10,500	LIBERTY MEDIA CORP	322,350	322,350
72	AP MOLLER- MAERSK	90,419	90,419
2,000	AMADEUS IT GROUP SA	139,647	139,647
2,168	AXEL SPRINGER SE	122,782	122,782
14,753	COMMERZBANK AG	97,850	97,850
100	DASSAULT AVIATION	138,316	138,316
3,077	DELIVERY HERO SE	114,692	114,692
3,560	EDENRED	131,206	131,206
842	ESSILORLUXOTTICA	106,685	106,685
81,364	INTESA SANPAOLO S P A	180,941	180,941
300	KERING	141,585	141,585
2,500	LEGRAND SA	141,399	141,399
1,341	ORPEA	137,081	137,081
1,900	SAP SE	189,430	189,430
1,086	SEB SA	140,123	140,123
2,730	SOITEC SA	158,431	158,431
11,000	STMICROELECTRONICS	157,478	157,478
27,831	VALLOUREC SA	52,038	52,038
963	VOLKSWAGEN AG	153,432	153,432
22,176	BP	139,873	139,873
8,343	GLAXOSMITHKLINE	158,171	158,171
16,660	INTERNATIONAL CONSOLIDATED AIRLINE	130,717	130,717
146,218	LLOYDS BANKING GROUP	96,164	96,164
218	EUROFINS SCIENTIFIC	81,433	81,433
24,957	GOLDEN OCEAN GROUP LTD	149,925	149,925
6,812	SEADRILL LTD	62,758	62,758
3,285	YARA INTERNATIONAL ASA	125,703	125,703
6,436	ASSA ABLOY	111,871	111,871
655	TEMENOS AG	78,587	78,587
130	AMAZON COM	197,589	197,589
80	BARRY CALLEBAUT - NAMEN	125,933	125,933
800	BASF - NAMEN	55,997	55,997
3,000	ABB- NAMAN	57,666	57,666
1,800	DKSH HOLDING- NAMEN	125,573	125,573
180	DORMA+KABA HOLDING	109,750	109,750
126	EMS CHEMIE NAMEN	60,501	60,501
400	GEBERIT AG - NAMEN - RAPPERSILL - JONA	157,231	157,231
51	GIVAUDAN AG - NAMEN	119,348	119,348

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#### Still Water Foundation Form 990-PF, 12/31/18 Fair Market Value of Securities

SHARES	STOCKS	EOY BOOK	EOY FMV
1,190	HENKEL	131,563	131,563
530	VAT GROUP- NAMEN	47,028	47,028
850	SAP	85,630	85,630
50	LINDT & SPRUNGLI	313,598	313,598
900	MCDONALD'S	161,722	161,722
1,600	MEDTRONIC	147,275	147,275
190	METTLER TOLEDO INTERNATIONAL	108,744	108,744
450	MOHAWK INDUSTRIES	53,261	53,261
7,000	NESTLE SA - NAMEN - CHAM & VEVEY	574,348	574,348
2,500	NOVARTIS AG - NAMEN - BASEL	216,023	216,023
1,500	PERKIN-ELMER	119,233	119,233
500	MCCORMICK & CO- NON-VOTING	70,452	70,452
1,000	ROCHE HOLDING - GS	250,261	250,261
350	SCHINDLER HOLDING	70,066	70,066
39	SGS SA - NAMEN - GENEVE	88,620	88,620
1,200	SHIMANO INC	171,487	171,487
650	KUHNE & NAGEL INTERNATIONAL- NAMEN	84,443	84,443
600	SIKA-NAMEN	76,867	76,867
230	SWATCH GROUP AG, NEUENBURG	67,800	67,800
1,130	ABBOTT LABORATORIES	81,733	81,733
470	AKAMAI TECHNOLOGIES	28,708	28,708
50	ALPHABET INC CLASS A	52,248	52,248
140	ALPHABET INC CLASS C	144,985	144,985
135	AMAZON COM INC	202,766	202,766
1,390	APPLE INC	219,259	219,259
2,200	BALL CORP	101,156	101,156
3,620	BANK OF AMERICA CORP	89,197	89,197
3,480	CABOT OIL & GAS	77,778	77,778
900	CELGENE CORP	57,681	57,681
750	CHEVRON CORP	81,592	81,592
500	CINTAS CORP	83,995	83,995
650	CITRIX SYSTEMS	66,599	66,599
1,175	COLGATE-PALMOLIVE CO	69,936	69,936
1,800	COMERICA INC	123,642	123,642
1,370	CONOCOPHILLIPS	85,419	85,419
1,370	CULLEN FROST BANKERS	116,081	116,081
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1,370	DANAHER CORP	141,274	141,274
1,811	DOWDUPONT INC	96,852	96,852
550	ECOLAB INC	81,042	81,042
1,330	EMERSON ELECTRIC CO	79,468	79,468
1,000	EOG RESOURCES INC	87,210	87,210
675	EXXON MOIL CORP	46,028	46,028
1,200	FLIR SYSTEMS INC	52,248	52,248
685	FORTIVE CORPORATION DISC	46,347	46,347
1,060	FRANKLIN ELECTRIC CO	45,453	45,453
750	HOME DEPOT INC	128,865	128,865
800	HONEYWELL INTL	105,696	105,696
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## STATEMENT A PAGE 3 OF 4

#### Still Water Foundation Form 990-PF, 12/31/18 Fair Market Value of Securities

SHARES	STOCKS	EOY BOOK	EOY FMV
1,280	J P MORGAN CHASE & CO	124,954	124,954
765	JOHNSON & JOHNSON	98,723	98,723
625	KIMBERLY-CLARK CORP	71,213	71,213
1,070	KIRBY CORP	72,075	72,075
670	MARTIN MARIETTA MATRLS	115,153	115,153
761	MEDTRONIC PLC	69,221	69,221
635	MERCK & CO	48,520	48,520
1,500	MICROSOFT INC	152,355	152,355
800	MOODY'S CORP	112,032	112,032
2,080	NATIONAL INSTRUMENTS	94,390	94,390
1,600	NIKE INC CLASS B	118,624	118,624
1,600	PAYPAL HOLDINGS INC	134,544	134,544
880	PEPSICO INC	97,222	97,222
1,390	PERKINELMER INC	109,185	109,185
185	PIONEER NATURAL RESOURCES	24,331	24,331
600	PROCTER & GAMBLE	55,152	55,152
400	ROCKWELL AUTOMATION	, 60,192	60,192
350	ROPER TECHNOLOGIES	93,282	93,282
1,490	THE COCA-COLA CO	70,552	70,552
450	THERMO FISHER SCNTFC	100,706	100,706
900	TIFFANY & CO	72,459	72,459
1,100	TRACTOR SUPPLY CO	91,784	91,784
2,940	TRIMBLE INC	96,755	96,755
2,600	U S BANCORP	118,820	118,820
650	UNION PACIFIC CORP	89,850	89,850
1,200	VF CORP	85,608	85,608
1,100	VISA INC CLASS A	145,134	145,134
940	WALT DISNEY CO	103,071	103,071
1,200	WASTE CONNECTIONS INC	89,100	89,100
3,200	ZIONS BANCORP	130,368	130,368
1,500	ZOETIS INC CLASS A	128,310	128,310
4,600	ROYAL DUTCH SHELL PLC B	137,196	137,196
2,850	DIAGEO PLC ORD	101,604	101,604
3,900	PRUDENTIAL PLC ORD	69,749	69,749
1,700	LONDON STOCK EXCHANGE GROUP PLC ORD	88,050	88,050
1,300	EOG RESOURCES INC	113,380	113,380
662	LINDE PLC	103,348	103,348
1,000	HONEYWELL INTERNATIONAL INC	132,105	132,105
340	LOCKHEED MARTIN CORP	89,043	89,043
1,250	UNITED TECHNOLOGIES CORP	133,075	133,075
780	BECTON DICKINSON & CO	175,718	175,718
800 700	S&P GLOBAL INC VISA INC COM STOCK	135,964	135,964
135	ALPHABET INC A SHARES	92,390 141,190	92,390 141,190
1,200	AMPHENOL CORPORATION	97,194	97,194
1,400	MICROSOFT CORP COM	142,331	142,331
1,281	AIRBUS GROUP NV	123,327	123,327
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#### Still Water Foundation Form 990-PF, 12/31/18 Fair Market Value of Securities

SHARES	STOCKS	EOY BOOK	EOY FMV
300	LVMH SA	88,835	88,835
550	LONZA GROUP AG	141,660	141,660
4,200	NOVO NORDISK A/S DKK0 2	191,877	191,877
200	KEYENCE CORPORATION	101,638	101,638
3,100	SONY CORPORATION	150,557	150,557
3,900	RECRUIT HOLDINGS CO LTD	94,669	94,669
15,500	SWIRE PACIFIC A HK	163,587	163,587
15,200	HSBC HOLDINGS PLC ORD	125,688	125,688
12,400	AIA GROUP LTD HK	102,930	102,930
	JAMES HAMBRO & PARTNERS ACCRUED DIV	12,624	12,624
8,817	LKCM SMALL CAP EQUITY	126,879	126,879
14,834	LKCM SMALL MID CAP EQUITY	117,486	117,486
43,750	FIRST BANCSHARES OF TX	798,438	798,438
9,470	RECEPTOR LOGIC INC	110,012	110,012
245	AMGEN PROPERTIES INC	166,600_	166,600
	TOTAL STOCKS	23,161,320	23,161,320
BONDS			
200,000	1 95% JOHN DEERE CAPITAL 03 04 19	199,500	199,500
300,000	1 50% HENKEL 09 13 19	296,790	296,790
150,000	1 75% KOMMUNEKREDIT 01 10 20	148,650	148,650
150,000	8 2% VONTOBEL FP LTD	140,368	140,368
	TOTAL - BONDS	785,308	785,308

Still Water Foundation II

EIN: 47-3532637

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### STATEMENT B – NONCASH PROPERTY 2018 FORM 990-PF – SCHEDULE B – PART II

On September 30, 2018, Dodge Jones Foundation (EIN: 75-6006386) distributed a portion of its assets to Still Water Foundation II ("SW II"). SW II received approximately 18% of the excess distribution carryover reported on the 2018 Dodge Jones Foundation Form 990-PF.

Item		Fair Market Value	
Stock:	\$	3,142,073	
Partnerships:	\$	11,907,173	
Total Non Cash Contributions Received:	<u>\$</u>	15,049,246	
Cash:	\$	791,968	
Total Contributions Received From Dodge Jones Foundation:	<u>\$</u>	15,841,214	