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Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018

, and ending 12-31-2018

Name of foundation THE RALPH H AND RUTH J MCCULLOUGH FOUNDATION		A Employer identification number 74-2177193	
Number and street (or P O box number if mail is not delivered to street address) 1300 POST OAK BLVD NO 2000		Room/suite	B Telephone number (see instructions) (713) 986-7000
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77056		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 12,343,038		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	452	452		
	4 Dividends and interest from securities	390,815	390,815		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	133,966			
	b Gross sales price for all assets on line 6a _____				
		4,073,432			
	7 Capital gain net income (from Part IV, line 2)		133,966		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances _____				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-29,680	-29,680		
	12 Total. Add lines 1 through 11	495,553	495,553		
	13 Compensation of officers, directors, trustees, etc	106,000	42,400		63,600
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	57,791	23,116		34,675
	b Accounting fees (attach schedule)	7,000	2,800		4,200
	c Other professional fees (attach schedule)	40,695	40,695		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,040	898		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule)	45	45		0	
24 Total operating and administrative expenses. Add lines 13 through 23	239,571	109,954		102,475	
25 Contributions, gifts, grants paid	510,000			510,000	
26 Total expenses and disbursements. Add lines 24 and 25	749,571	109,954		612,475	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-254,018			
	b Net investment income (if negative, enter -0-)		385,599		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,546	4,403	4,403
	2 Savings and temporary cash investments	121,109	104,259	104,258
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	9,779,920	9,656,502	9,108,430
	c Investments—corporate bonds (attach schedule)	2,950,274	2,860,339	2,803,810
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	362,859	336,187	322,137	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,215,708	12,961,690	12,343,038	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,215,708	12,961,690	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
30 Total net assets or fund balances (see instructions)	13,215,708	12,961,690		
31 Total liabilities and net assets/fund balances (see instructions) .	13,215,708	12,961,690		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,215,708
2 Enter amount from Part I, line 27a	2	-254,018
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	12,961,690
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	12,961,690

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a A/C #Q01912007 PUBLICLY TRADED SECURITES	P		
b A/C #Q01913005 PUBLICLY TRADED SECURITES	P		
c DRIEHAUS SMALL CAP	P		
d CAPITAL GAINS DIVIDENDS	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,243,805		2,233,168	10,637
b 1,192,849		1,546,472	-353,623
c 200,015		159,826	40,189
d 436,763			436,763
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			10,637
b			-353,623
c			40,189
d			436,763
e			

2 Capital gain net income or (net capital loss)	2	133,966
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	614,718	13,714,534	0 044822
2016	696,754	13,240,623	0 052622
2015	760,805	14,260,096	0 053352
2014	767,400	15,269,406	0 050257
2013	699,797	14,551,011	0 048093

2 Total of line 1, column (d)	2	0 249146
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 049829
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	13,817,648
5 Multiply line 4 by line 3	5	688,520
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,856
7 Add lines 5 and 6	7	692,376
8 Enter qualifying distributions from Part XII, line 4	8	612,475

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	7,712
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	7,712
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,712
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	16,400
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	16,400
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,688
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 8,688 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
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	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ JOSEPH W ROYCE Telephone no ▶ (713) 986-7212			

Located at **▶** 1300 POST OAK BLVD STE 2000 HOUSTON TX ZIP+4 **▶** 77056

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____ ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b
	Organizations relying on a current notice regarding disaster assistance check here.	☐	
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)	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ 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		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GRAY REED & MCGRAW LLP 1300 POST OAK BLVD 2000 HOUSTON, TX 77056	LEGAL	57,791
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	13,911,330
b	Average of monthly cash balances.	1b	105,676
c	Fair market value of all other assets (see instructions).	1c	11,063
d	Total (add lines 1a, b, and c).	1d	14,028,069
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,028,069
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	210,421
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,817,648
6	Minimum investment return. Enter 5% of line 5.	6	690,882

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	690,882
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	7,712
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,712
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	683,170
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	683,170
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	683,170

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	612,475
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	612,475
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	612,475

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				683,170
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			521,092	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 612,475				
a Applied to 2017, but not more than line 2a			521,092	
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.				91,383
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				591,787
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ► 3a				
b <i>Approved for future payment</i> BOYS & GIRLS CLUB OF ARLINGTON 608 N ELM ST ARLINGTON, TX 76011	NONE	EXEMPT	RESTRICTED GRANT FOR CAPITAL CAMPAIGN PAYABLE \$20,000 IN 5/2019	20,000
HOUSTON POLICE DEPARTMENT FOUNDATION 1221 MCKINNEY ST 2100 HOUSTON, TX 77010	NONE	EXEMPT	RESTRICTED GRANT FOR CAPITAL CAMPAIGN PAYABLE \$7,500 IN 5/2019	7,500
Total ► 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2019-05-09	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00144492
	RONALD L SODEK				
	Firm's name ▶ MOHLE ADAMS LLP				Firm's EIN ▶ 74-1067601
	Firm's address ▶ 3900 ESSEX LANE SUITE 1000 HOUSTON, TX 77027				Phone no (713) 629-1381

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOE E COLEMAN 1300 POST OAK BLV SUITE 2000 HOUSTON, TX 77056	TRUSTEE, PRESIDENT, TREASU 3 00	18,500	0	0
ANNE M SHALLENBERGER 7807 ELLA LEE LANE HOUSTON, TX 77063				
JOSEPH W ROYCE 1300 POST OAK BLV SUITE 2000 HOUSTON, TX 77056	TRUSTEE & VICE PRESIDENT 3 00	17,500	0	0
DEE S OSBORNE 4400 POST OAK PKWY SUITE 2240 HOUSTON, TX 77027				
H MICHAEL TYSON 3701 KIRBY DRIVE SUITE 1196 HOUSTON, TX 77098	TRUSTEE 3 00	17,500	0	0
KATHRINE M WADE 2000 LAKEHILL COURT ARLINGTON, TX 76012				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMARILLO COLLEGE FOUNDATION PO BOX 447 AMARILLO, TX 79178	NONE	EXEMPT	SCHOLARSHIP FUND	10,000
AMERICAN CANCER SOCIETY 6301 RICHMOND AVENUE HOUSTON, TX 77057	NONE	EXEMPT	HOPE LODGE HOUSTON CAPITAL CAMPAIGN	5,000
AMERICAN HERITAGE EDUCATION FOUNDATION 3501 W ALABAMA HOUSTON, TX 77027	NONE	EXEMPT	UNRESTRICTED	7,500
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANDOVER ADVANTAGE FOUNDATION INC 1432 N ANDOVER RD ANDOVER, KS 67002	NONE	EXEMPT	UNRESTRICTED	3,500
BACH SOCIETY HOUSTON 2353 RICE BLVD HOUSTON, TX 77005	NONE	EXEMPT	UNRESTRICTED	5,000
BAYLOR UNIVERSITYBU BOX 5582 WACO, TX 76798	NONE	EXEMPT	COLEMAN LAW SCHOOL SCHOLARSHIP	40,000
Total ► 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON RD DALLAS, TX 75228	NONE	EXEMPT	CHASE GADDY SCHOLARSHIP	10,000
BOY SCOUTS OF AMERICA - SAM HOUSTON AREA COUNCIL 2225 NORTH LOOP WEST HOUSTON, TX 77008	NONE	EXEMPT	UNRESTRICTED	10,000
BOYS & GIRLS CLUB OF ARLINGTON 608 N ELM ST ARLINGTON, TX 76011	NONE	EXEMPT	UNRESTRICTED	25,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF ARLINGTON 608 N ELM STREET ARLINGTON, TX 76011	NONE	EXEMPT	LADIES AUXILIARY	1,000
BOYS AND GIRLS CLUBS OF AUSTIN 6648 ED BLUESTEIN BLVD AUSTIN, TX 78723	NONE	EXEMPT	UNRESTRICTED	19,000
BRIDGES TO LIFE12727 KIMBERLY HOUSTON, TX 77024	NONE	EXEMPT	UNRESTRICTED	7,500
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP FOR ALL FOUNDATION 10500 NORTH FREEWAY STE 145 HOUSTON, TX 77092	NONE	EXEMPT	UNRESTRICTED	5,000
CHILD ADVOCATES OF FORT BEND 5403 AVENUE N ROSENBERG, TX 77471	NONE	EXEMPT	UNRESTRICTED	10,000
CHILDREN'S CANCER FUND OF DALLAS INC 12720 HILLCREST RD STE 120 DALLAS, TX 75230	NONE	EXEMPT	UNRESTRICTED	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLARKE COUNTY VIRGINIA COOPERATIVE EXTENSION 524 WESTWOOD ROAD BERRYVILLE, VA 22611	NONE	EXEMPT	4-H OUTDOOR ACTIVTY	2,500
DOGFEST INC6140 HWY 6 289 MISSOURI CITY, TX 77469	NONE	EXEMPT	DOGFEST 2018	5,000
EMANCIPET910 S WAYSIDE DR 100 HOUSTON, TX 77023	NONE	EXEMPT	HOUSTON LOCATION	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FISH OF CLARKE COUNTY 36 EAST MAIN STREET BERRYVILLE, VA 22611	NONE	EXEMPT	FOOD PANTRY	2,500
FRIENDS OF LEVITT PAVILION 505 E BORDER STREET ARLINGTON, TX 76010	NONE	EXEMPT	UNRESTRICTED	20,000
FRIENDS OF THE TEXAS HISTORICAL COMMISSION INC PO BOX 13497 AUSTIN, TX 78711	NONE	EXEMPT	MUSEUM AND VISITOR CENTER AT SAN FELIPE DE AUSTIN	15,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREENVILLE COUNTY SCHOOLS FOUNDATION 201 NORTH TRYON STREET SUITE 3000 CHARLOTTE, NC 28202	NONE	EXEMPT	SARA COLLINS PTA	10,000
HOUSTON JAZZ ORCHESTRA 819 LOVETT BLVD HOUSTON, TX 77006	NONE	EXEMPT	UNRESTRICTED	2,500
HOUSTON LIVESTOCK SHOW AND RODEO PO BOX 20070 HOUSTON, TX 77225	NONE	EXEMPT	SCHOLARSHIP FUND	20,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON METHODIST HOSPITAL FOUNDATION 1707 SUNSET BLVD HOUSTON, TX 77005	NONE	EXEMPT	UNRESTRICTED	7,500
HOUSTON POLICE DEPARTMENT FOUNDATION 1221 MCKINNEY ST 2100 HOUSTON, TX 77010	NONE	EXEMPT	TACTICAL VILLAGE PROJECT	7,500
JOHN P MCGOVERN MUSEUM OF HEALTH & MEDICINE 1515 HERMANN DR HOUSTON, TX 77004	NONE	EXEMPT	EDUCATION PROGRAMS	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHN P MCGOVERN MUSEUM OF HEALTH & MEDICINE 1515 HERMANN DR HOUSTON, TX 77004	NONE	EXEMPT	BIORYTHM	2,500
KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON PO BOX 56124 HOUSTON, TX 77056	NONE	EXEMPT	2018 KAPPA PILGRIMAGE	10,000
MUY GRAQND E MINISTRIES 604 CACTUS ST FREER, TX 78357	NONE	EXEMPT	UNRESTRICTED	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHWEST STARS FOR THE MENTALLY DISABLED 12106 SILVER CREEK DR HOUSTON, TX 77070	NONE	EXEMPT	SPECIAL OLYMPICS	2,500
PATHWAYS FOR LITTLE FEET 8 GREENWAY PLAZA STE 1000 HOUSTON, TX 77046	NONE	EXEMPT	UNRESTRICTED	5,000
PHI DELTA THETA FOUNDATION 2 SOUTH CAMPUS AVE OXFORD, OH 45056	NONE	EXEMPT	UNRESTRICTED	30,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHWESTERN UNIVERSITY 1001 E UNIVERSITY AVE GEORGETOWN, TX 78626	NONE	EXEMPT	HOMECOMING ACTIVITIES	5,000
ST MARTIN'S EPISCOPAL CHURCH 717 SAGE RD HOUSTON, TX 77056	NONE	EXEMPT	HOPE AND HEALING CENTER AND INSTITUTE	10,000
STEPHEN F AUSTIN HIGH SCHOOL ALUMNI ASSOCIATION 1700 DUMBLE ST HOUSTON, TX 77023	NONE	EXEMPT	UNRESTRICTED	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS ASPIRES FOUNDATION 919 CONGRESS AVE 535 AUSTIN, TX 78701	NONE	EXEMPT	UNRESTRICTED	7,500
TEXAS HEART INSTITUTE 6770 BERTNER AVE HOUSTON, TX 77030	NONE	EXEMPT	RESEARCH UNDER DR JAMES WILLERSON	10,000
TEXAS METHODIST FOUNDATION 11709 BOULDER LB 100 AUSTIN, TX 78726	NONE	EXEMPT	UNRESTRICTED	5,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE AFRICAN MEDICAL HEALTH FOUNDATION PO BOX 8598 PUEBLO, CO 81008	NONE	EXEMPT	PLASTER HOUSE	10,000
THE BLUE BIRD CIRCLE615 W ALABAMA HOUSTON, TX 77006	NONE	EXEMPT	UNRESTRICTED	10,000
THE BLUE HAVEN YOUTH CAMP PO BOX 19188 AMARILLO, TX 79114	NONE	EXEMPT	UNRESTRICTED	10,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BRISCOE CENTER FOR AMERICAN HISTORY 2300 RED RIVER ST AUSTIN, TX 78712	NONE	EXEMPT	UNRESTRICTED	12,500
THE BRROKWOOD COMMUNITY 1752 FM 1489 ROAD BROOKSHIRE, TX 77423	NONE	EXEMPT	UNRESTRICTED	5,000
THE COUNCIL ON RECOVERY 303 JACKSON HILL ST HOUSTON, TX 77007	NONE	EXEMPT	SUSTAINABILITY	25,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NEW KEY SCHOOL INC 3947 EAST LOOP 820 SOUTH FORT WORTH, TX 76119	NONE	EXEMPT	UNRESTRICTED	14,000
TYLER CATHOLIC SCHOOL FOUNDATION 215 WINCHESTER DR 101 TYLER, TX 75701	NONE	EXEMPT	UNRESTRICTED	2,500
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	NONE	EXEMPT	SCHOLARSHIPS	10,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	NONE	EXEMPT	HEALTH SCIENCE CENTER - OSBORNE SCHOLARSHIP	10,000
UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	NONE	EXEMPT	HEALTH SCIENCE CENTER - DR ADELAIDE SCHOLARSHIP	10,000
UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	NONE	EXEMPT	DOBIE PAISANO FELLOWSHIP PROJECT	20,000
Total ▶ 3a				510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	NONE	EXEMPT	UNIVERSITY OF TEXAS SCHOOL OF LAW	1,000
USD 259 (WICHITA PUBLIC SCHOOLS) 903 S EDMOOR WICHITA, KS 67218	NONE	EXEMPT	BOSTIC ELEMENTARY ROBOTICS	4,000
VIRGINA YOUTH BALLET INC 20 W CORK ST WINCHESTER, VA 22601	NONE	EXEMPT	UNRESTRICTED	2,500
Total ▶ 3a				510,000

TY 2018 Accounting Fees Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MOHLE ADAMS	7,000	2,800		4,200

TY 2018 Investments Corporate Bonds Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE FL RT HI IN-I	856,553	814,799
PIMCO LOW DURATION INC FD CL INSTL	1,467,319	1,453,595
LEGG MASON BW GLOBAL OP BD-IS	536,467	535,416

TY 2018 Investments Corporate Stock Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD ENERGY FD - ADMIRAL	929,215	922,961
LEUTHOLD CORE INSTITUTIONAL CLASS (YE UNITS = 39,127.144)	821,270	683,942
LEUTHOLD GLOBAL FUND INSTITUTIONAL (YE UNITS = 77,609.563)	793,683	603,802
DRIEHAUS SMALL CAP GROWTH FUND (YE UNITS = 84,208.86)	715,957	985,244
AMERICAN BEACON BR L/C VA-N	1,991,251	1,690,985
T ROWE PRICE GLOBAL TECHNLOGY	547,249	422,161
VANGUARD DIVIDEND GROWTH	642,790	1,036,437
T ROWE PRICE INST INTL CONC	1,452,805	1,273,300
COHEEN & STEERS MLP & ENERGY	303,290	279,960
FIDELITY INTL ENHANCED IDX	1,458,992	1,209,638

TY 2018 Legal Fees Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRAY REED & MCGRAW	57,791	23,116		34,675

TY 2018 Other Assets Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL & GAS PROPERTIES	7,652	7,652	11,063
HEDGE FUND ACL ALTERNATIVE FUND SAC LTD	355,207	328,535	311,074

TY 2018 Other Expenses Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRANSACTION FEES	45	45		0

TY 2018 Other Income Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INVESTMENT INCOME	-32,397	-32,397	-32,397
ROYALTY INCOME	2,717	2,717	2,717

TY 2018 Other Professional Fees Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AFFINITY	4,549	4,549		0
JPMORGAN CHASE BANK	15,956	15,956		0
LOWERY ASSET CONSULTING	12,690	12,690		0
THE MITCHELL GROUP	7,500	7,500		0

TY 2018 Taxes Schedule

Name: THE RALPH H AND RUTH J MCCULLOUGH
FOUNDATION

EIN: 74-2177193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX W/H	563	563		0
ROYALTY TAXES	335	335		0
FEDERAL EXCISE TAXES	27,142	0		0