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EXTENDED TO NOVEMBER 15, 2019

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE BRUMLEY FOUNDATION

75-2089705

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

Room/suite

P.O. BOX 9294

B Telephone number

806/376-1555

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

AMARILLO, TX 79105

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Check all that apply:

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

Check type of organization:

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

Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 20,853,757.

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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ If the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 23,215,670.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

22,394.

22,394.

STATEMENT 2

283,003.

283,003.

STATEMENT 3

2,711,170.

STATEMENT 1

23,215,670.

2,710,568.

166,683.

166,666.

STATEMENT 4

3,183,250.

3,182,631.

0.

0.

0.

102,354.

69,804.

18,077.

52,046.

0.

0.

12,294.

198.

7,744.

166,694.

70,002.

25,821.

1,161,813.

1,161,813.

1,328,507.

70,002.

1,187,634.

1,854,743.

3,112,629.

N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		500.		
	2	Savings and temporary cash investments		3,460,192.	2,944,641.	2,949,885.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		130,500.	130,500.	130,500.
	b	Investments - corporate stock STMT 9		15,772,128.	18,142,922.	17,263,171.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		1.	1.	510,201.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		19,363,321.	21,218,064.	20,853,757.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		19,363,321.	21,218,064.	
	30	Total net assets or fund balances		19,363,321.	21,218,064.	
31	Total liabilities and net assets/fund balances		19,363,321.	21,218,064.		

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	19,363,321.
2	Enter amount from Part I, line 27a	2	1,854,743.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,218,064.
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	21,218,064.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 23,215,670.		20,505,102.	2,710,568.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,710,568.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,710,568.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years 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	1,023,716.	22,999,334.	.044511
2016	1,105,426.	20,675,707.	.053465
2015	1,090,396.	21,966,255.	.049640
2014	1,069,572.	23,087,098.	.046328
2013	948,363.	21,120,496.	.044902

2 Total of line 1, column (d)	2	.238846
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	.047769
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	24,035,906.
5 Multiply line 4 by line 3	5	1,148,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,126.
7 Add lines 5 and 6	7	1,179,297.
8 Enter qualifying distributions from Part XII, line 4	8	1,187,634.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☒ 31,174. Refunded ☒ 0.

1	31,126.
2	0.
3	31,126.
4	0.
5	31,126.
6a	32,300.
6b	0.
6c	30,000.
6d	0.
7	62,300.
8	0.
9	
10	31,174.
11	0.

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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:
(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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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

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 addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► AULT & ASSOCIATES, CPA'S Telephone no. ► (806)-376-1555 Located at ► ANB PLAZA II SUITE 403, AMARILLO, TEXAS ZIP+4 ► 79101		
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 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

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

N/A

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?

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?

☐ 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.

☐ Yes ☒ No

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 ☒ No

Yes No

5b

6b

7b

X

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly 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
AULT & ASSOCIATES, CPAS P. O. BOX 9294, AMARILLO, TX 79105-9294 (FIRM OWNER IS A DIRECTOR)	ADMINISTRATIVE & ACCOUNTING	32,550.
		0.

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 N/A	
2	
3	
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 lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	21,355,626.
b	Average of monthly cash balances	1b	2,426,422.
c	Fair market value of all other assets	1c	619,887.
d	Total (add lines 1a, b, and c)	1d	24,401,935.
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	24,401,935.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	366,029.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,035,906.
6	Minimum investment return. Enter 5% of line 5	6	1,201,795.

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	1,201,795.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	31,126.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,170,669.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,170,669.
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	1,170,669.

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	1,187,634.
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	1,187,634.
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	5	31,126.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,156,508.

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.

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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				1,170,669.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,079,672.	
b Total for prior years:		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: ▶ \$ 1,187,634.				
a Applied to 2017, but not more than line 2a			1,079,672.	
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				107,962.
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,062,707.
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	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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	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
a Paid during the year				
SEE ATTACHED SCHEDULE				1,161,813.
Total			▶ 3a	1,161,813.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2018)

THE BRUMLEY FOUNDATION

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.)
1a	FIDELITY BROKERAGE SERVICES, LLC 613-022543 - SHO	P		
b	FIDELITY BROKERAGE SERVICES, LLC 613-022543 - LON	P		
c	WELLS FARGO CLEARING SERVICES LLC 8815-7572 - SHO	P		
d	WELLS FARGO CLEARING SERVICES LLC 8815-7572 - SHO	P		
e	WELLS FARGO CLEARING SERVICES LLC 8815-7572 - LON	P		
f	WELLS FARGO CLEARING SERVICES LLC 8815-7572 - LON	P		
g	MORGAN STANLEY 283-026249-485 - SHORT-TERM	P		
h	MORGAN STANLEY 283-026249-485 - LONG-TERM	P		
i	MORGAN STANLEY 283-026290-485 - SHORT-TERM	P		
j	MORGAN STANLEY 283-026290-485 - LONG-TERM	P		
k	MORGAN STANLEY 283-026294-485 - SHORT-TERM	P		
l	MORGAN STANLEY 283-026296-485 - SHORT-TERM	P		
m	MORGAN STANLEY 283-026297-485 - SHORT-TERM	P		
n	MORGAN STANLEY 283-026299-485 - SHORT-TERM	P		
o	MORGAN STANLEY 283-026301-485 - SHORT-TERM	P		

(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	3,410,299.	3,470,994.	-60,695.
b	2,122,341.	1,294,869.	827,472.
c	709,251.	701,941.	7,310.
d	1,013,134.	1,013,140.	-6.
e	748,506.	518,488.	230,018.
f	514,558.	38,235.	476,323.
g	2,892,534.	2,894,097.	-1,563.
h	11,360,066.	10,190,493.	1,169,573.
i	147,169.	139,444.	7,725.
j	67,647.	50,649.	16,998.
k	44,286.	48,159.	-3,873.
l	25,818.	29,091.	-3,273.
m	63,889.	58,131.	5,758.
n	35,506.	39,295.	-3,789.
o	16,685.	17,452.	-767.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-60,695.
b			827,472.
c			7,310.
d			-6.
e			230,018.
f			476,323.
g			-1,563.
h			1,169,573.
i			7,725.
j			16,998.
k			-3,873.
l			-3,273.
m			5,758.
n			-3,789.
o			-767.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
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). If (loss), enter "-0-" in Part I, line 8	}	3

THE BRUMLEY FOUNDATION

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.)
1a	BLACKSTONE GROUP LP - SHORT-TERM GAINS	P		
b	BLACKSTONE GROUP LP - LONG-TERM GAINS	P		
c	BLACKSTONE GROUP LP - SECTION 1256 STRADDLES	P		
d	BLACKSTONE GROUP LP - SECTION 1231 GAINS	P		
e	BLACKSTONE GROUP LP - SECTION 988 GAINS	P		
f	BLACKSTONE GROUP LP - SHORT-TERM GAINS - UBIT	P		
g	BLACKSTONE GROUP LP - LONG-TERM GAINS - UBIT	P		
h	BLACKSTONE GROUP LP - SECTION 1231 GAINS - UBIT	P		
i	BLACKSTONE GROUP LP - SECTION 1256 STRADDLES - UB	P		
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(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.			2.
b 1,328.			1,328.
c 1.			1.
d 202.			202.
e 68.			68.
f 5.		5.	0.
g 78.		78.	0.
h 537.		537.	0.
i 4.		4.	0.
j 41,756.			41,756.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2.
b			1,328.
c			1.
d			202.
e			68.
f			0.
g			0.
h			0.
i			0.
j			41,756.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,710,568.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

BRUMLEY FOUNDATION, INC.
 CALENDAR YEAR 2018
 SCHEDULE SUPPORTING 990-PF

75-2089705

PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

<u>MARKET VALUE OF ASSETS:</u>	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>HH BONDS CDARS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>PROPERTY & MINERAL INTERESTS AVERAGE</u>
AT DECEMBER 31, 2017					
STOCKS & BONDS	\$ 19,978,579				
HH BONDS AND CDARS	2,136,260				
MINERAL & PROPERTY INTERESTS	712,698				
CASH AND TEMPORARY INVESTMENTS	1,458,943				
AT JANUARY 31, 2018					
STOCKS & BONDS	\$ 21,003,041	20,490,810			
HH BONDS AND CDARS	2,137,535		2,136,897		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,556,279			1,507,611	
AT FEBRUARY 28, 2018					
STOCKS & BONDS	\$ 20,221,681	20,612,361			
HH BONDS AND CDARS	2,138,711		2,138,123		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,544,504			1,550,391	
AT MARCH 31, 2018					
STOCKS & BONDS	\$ 19,856,337	20,039,009			
HH BONDS AND CDARS	2,140,094		2,139,403		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,570,884			1,557,694	
AT APRIL 30, 2018					
STOCKS & BONDS	\$ 19,884,153	19,870,245			
HH BONDS AND CDARS	2,135,772		2,137,933		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,659,795			1,615,340	
AT MAY 31, 2018					
STOCKS & BONDS	\$ 20,377,383	20,130,768			
HH BONDS AND CDARS	2,137,091		2,136,432		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,644,643			1,652,219	
AT JUNE 30, 2018					
STOCKS & BONDS	\$ 20,162,900	20,270,141			
HH BONDS AND CDARS	2,138,368		2,137,730		
MINERAL & PROPERTY INTERESTS	712,698				712,698
CASH AND TEMPORARY INVESTMENTS	1,729,092			1,686,867	

BRUMLEY FOUNDATION, INC.
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PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

<u>MARKET VALUE OF ASSETS:</u>	MONTH END MARKET <u>VALUE</u>	STOCKS AND BONDS MONTHLY <u>AVERAGE</u>	HH BONDS CDARS MONTHLY <u>AVERAGE</u>	CASH MONTHLY <u>AVERAGE</u>	PROPERTY & MINERAL INTERESTS <u>AVERAGE</u>
AT JULY 31, 2018					
STOCKS & BONDS	\$ 21,184,455	20,673,677			
HH BONDS AND CDARS	2,137,337		2,137,853		
MINERAL & PROPERTY INTERESTS	510,200				611,449
CASH AND TEMPORARY INVESTMENTS	653,141			1,191,116	
AT AUGUST 31, 2018					
STOCKS & BONDS	\$ 22,013,289	21,598,872			
HH BONDS AND CDARS	2,139,005		2,138,171		
MINERAL & PROPERTY INTERESTS	510,200				510,200
CASH AND TEMPORARY INVESTMENTS	661,649			657,395	
AT SEPTEMBER 30, 2018					
STOCKS & BONDS	\$ 21,979,824	21,996,556			
HH BONDS AND CDARS	2,140,680		2,139,842		
MINERAL & PROPERTY INTERESTS	510,200				510,200
CASH AND TEMPORARY INVESTMENTS	499,385			580,517	
AT OCTOBER 31, 2018					
STOCKS & BONDS	\$ 20,252,400	21,116,112			
HH BONDS AND CDARS	2,139,412		2,140,046		
MINERAL & PROPERTY INTERESTS	510,200				510,200
CASH AND TEMPORARY INVESTMENTS	666,862			583,123	
AT NOVEMBER 30, 2018					
STOCKS & BONDS	\$ 5,807,269	13,029,835			
HH BONDS AND CDARS	1,633,897		1,886,654		
MINERAL & PROPERTY INTERESTS	510,200				510,200
CASH AND TEMPORARY INVESTMENTS	15,479,042			8,072,952	
AT DECEMBER 31, 2018					
STOCKS & BONDS	\$ 17,263,171	11,535,220			
HH BONDS AND CDARS	1,635,744		1,634,820		
MINERAL & PROPERTY INTERESTS	510,200				510,200
CASH AND TEMPORARY INVESTMENTS	1,444,641			8,461,842	
		<u>\$ 231,363,606</u>	<u>\$ 24,903,904</u>	<u>\$ 29,117,067</u>	<u>\$ 7,438,639</u>
Averages for year		<u>\$ 19,280,301</u>	<u>\$ 2,075,325</u>	<u>\$ 2,426,422</u>	<u>\$ 619,887</u>
Average for year - all asset types		<u>\$ 24,401,935</u>			

THE BRUMLEY FOUNDATION
CALENDAR YEAR 2018
SCHEDULE SUPPORTING FORM 990-PF

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PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

GRANTS TO GOVERNMENTAL ENTITIES:

Dallam County, Texas	414 Denver Ave, Dalhart, TX 79022	Acquire a van for the 4-H clubs of Dallam/Hartley counties	\$ 31,000
Frank Phillips College, Borger, TX	P O Box 5118, Borger, TX 79008-5118	Scholarships for low-income students	60,000
Frank Phillips College, Borger, TX	P O Box 5118, Borger, TX 79008-5118	Dual Credit Scholarship program	25,000

GRANTS TO SECTION 501(C)(3) ORGANIZATIONS:

Amarillo Habitat for Humanity, Inc	P O Box 773, Amarillo, TX 79105-773	Fire suppression system for the Restore at 2626 Paramount	\$ 53,000
Amarillo Symphony	P O Box 2586, Amarillo, TX 79105	Educational programs for local youth for 2019	15,000
Amarillo Symphony	P O Box 2586, Amarillo, TX 79105	Greater Southwest Music Festival	5,000
Amarillo Wesley Community Center	1615 S Roberts St, Amarillo, TX 79102	Unrestricted operating grant	50,000
Another Chance House	209 S Jackson St, Amarillo, TX 79101	Unrestricted operating grant	10,000
Assoc of Fundraising Prof Texas Plains Chapter	379 SE 8th Ave, Amarillo, TX 79101, USA	National Philanthropy Day luncheon	1,000
Big Brothers Big Sisters of the Texas Panhandle, Inc	4200 Ridgcrest Circle, Ste B7, Amarillo, TX 79109	Administrative expenses of mentoring program	15,460
Buckner Children & Family Services, Inc	700 North Pearl St, Suite 1200, Dallas, TX 75201	Assist adult foster care children with education/job training	15,000
Coalition of Health Services	301 S Polk St, Suite 740, Amarillo, TX 79101	"Gateway to Health Careers" program for students	15,000
Covenant Fellowship Church	8501 S Coulter St, Amarillo, TX 79119	Food pantry assistance to persons in need	6,000
Dalhart Education Foundation	701 E 10th St, Dalhart, TX 79022	Equipment for vocational programs at Frank Phillips College	20,000
Donley County Senior Citizens	P O Drawer B, Clarendon, TX 79226	Unrestricted operating grants - food and food delivery	30,000
Donley County Senior Citizens	P O Drawer B, Clarendon, TX 79226	Acquire a vehicle for food delivery services	35,000
Family Support Services	1001 S Polk St, Amarillo, TX 79101	Acquire a vehicle for providing charitable services	41,000
Girl Scouts of Texas Oklahoma Plains	6011 SW 45th Ave, Amarillo, TX 79109	Repairs and maintenance for Camp Kiwanis	7,500
Greater Amarillo Foster Parent Association	P O Box 20470, Amarillo, TX 79114	Special celebrations for foster children and their parents	15,000
Hansford County Library	122 Main St, Spearman, TX 79081	Unrestricted operating grant	5,000
Hedley Senior Citizens Assoc, Inc	P O Box 216, Hedley, TX 79237	Operating grant for food services	25,000
High Plains Food Bank	815 Ross St, Amarillo, TX 79102	Unrestricted operating grant	110,000
High Plains Public Radio	210 North Seventh St, Garden City, KS 67846	Programs for the Texas Panhandle	5,000
Martha's Home, Inc	1204 W 18th Ave, Amarillo, TX 79102	Unrestricted operating grant - homeless women and children	50,000
Martha's Home, Inc	1204 W 18th Ave, Amarillo, TX 79102	Acquire a vehicle for providing services to its residents	30,000
Maverick Boys & Girls Club of Amarillo	1923 S Lincoln St, Amarillo, TX 79109	Unrestricted operating grant	25,000
Miracle Flights	5740 S Eastern Ave, Ste 240, Las Vegas, NV 89119	Medical flights for sick children living in the Texas Panhandle	5,000
Opportunity School	1100 S Harrison, Amarillo, TX 79101	Subsidize speech therapy program	20,000
Salvation Army	P O Box 2490, Amarillo, TX 79105	Engage a part-time child care worker	25,000
7 Star Therapeutic Riding Center	P O Box 50655, Amarillo, TX 79159	Subsidize equine therapy expenses	30,000
Sharing Hope Ministry	P O Box 7160, Amarillo, TX 79114	Unrestricted operating grant	15,000

THE BRUMLEY FOUNDATION
CALENDAR YEAR 2018
SCHEDULE SUPPORTING FORM 990-PF

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PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

Southwestern Diabetic Foundation, Inc	P O Box 918, Gamesville, TX 76241	Financial assistance for camp for children affected by diabetes	5,000
Spearhead Corporation dba The O'Loughlin Center	P O Box 733, Spearman, TX 79081	Unrestricted operating grant	10,000
Special Delivery	P O Box 9215, Amarillo, TX 79105	Unrestricted operating grant	30,000
Special Olympics Texas	1804 Rutherford Lane, Austin, TX 78754	Program expenses for Area 16	30,000
Taos Opera Institute, LLC	810 S Avondale St, Amarillo, TX 79106	Scholarships for the Institute's summer program in Taos	4,500
Texas Panhandle Heritage Foundation	1514 5th Ave, Canyon, TX 79015	Restroom impr for the Palo Duro State Park amphitheater	50,000
Texas Ramp Project	P O Box 832065, Richardson, TX 75083	Ramps for elderly or disabled people in the Texas Panhandle	15,000
Turn Center	1250 Wallace Blvd, Amarillo, TX 79106	Expansion of the Turn Center facilities	50,000
WTAMU Foundation	WTAMU Box 60766, Canyon, TX 79016-0001	Child care program for economically disadvantaged students	50,000
YMCA of Moore County	1400 S Maddox Ave, Dumas, TX 79029	Unrestricted operating grant	60,000
YMCA of Moore County	1400 S Maddox Ave, Dumas, TX 79029	Kids Swimming/Life Skills Water Therapy program	12,353
YMCA of Moore County	1400 S Maddox Ave, Dumas, TX 79029	Renovations for the men's locker room	50,000

Total contributions for 2018

\$ 1,161,813

Relationship between recipients and managers or contributors:

All contribution recipients are qualified 501 (c)(3) charitable entities or governmental organizations
There were no relationships between recipients and any foundation manager or substantial contributor

Foundation status of recipients:

All of the recipients are qualified public charities or governmental entities None of the recipients are private foundations

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY BROKERAGE SERVICES, LLC 613-022543 - SHORT-TERM	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,410,299.	3,470,994.	0.	0.	-60,695.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY BROKERAGE SERVICES, LLC 613-022543 - LONG-TERM	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,122,341.	1,294,869.	0.	0.	827,472.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO CLEARING SERVICES LLC 8815-7572 - SHORT-TERM COVERED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
709,251.	701,941.	0.	0.	7,310.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WELLS FARGO CLEARING SERVICES LLC 8815-7572 - SHORT-TERM NONCOVERED	1,013,134.	1,013,140.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WELLS FARGO CLEARING SERVICES LLC 8815-7572 - LONG-TERM COVERED	748,506.	518,488.	0.	0.	230,018.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WELLS FARGO CLEARING SERVICES LLC 8815-7572 - LONG-TERM NONCOVERED	514,558.	38,235.	0.	0.	476,323.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY 283-026249-485 - SHORT-TERM	2,892,534.	2,894,097.	0.	0.	-1,563.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026249-485 - LONG-TERM				PURCHASED		
	11,360,066.	10,190,493.	0.		0.	1,169,573.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026290-485 - SHORT-TERM				PURCHASED		
	147,169.	139,444.	0.		0.	7,725.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026290-485 - LONG-TERM				PURCHASED		
	67,647.	50,649.	0.		0.	16,998.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026294-485 - SHORT-TERM				PURCHASED		
	44,286.	48,159.	0.		0.	-3,873.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026296-485 - SHORT-TERM				PURCHASED		
	25,818.	29,091.	0.		0.	-3,273.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026297-485 - SHORT-TERM				PURCHASED		
	63,889.	58,131.	0.		0.	5,758.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026299-485 - SHORT-TERM				PURCHASED		
	35,506.	39,295.	0.		0.	-3,789.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	(E) DATE ACQUIRED	(F) DATE SOLD
MORGAN STANLEY 283-026301-485 - SHORT-TERM				PURCHASED		
	16,685.	17,452.	0.		0.	-767.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BLACKSTONE GROUP LP - SHORT-TERM GAINS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2.	0.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BLACKSTONE GROUP LP - LONG-TERM GAINS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,328.	0.	0.	0.	1,328.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BLACKSTONE GROUP LP - SECTION 1256 STRADDLES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1.	0.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BLACKSTONE GROUP LP - SECTION 1231 GAINS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
202.	0.	0.	0.	202.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
BLACKSTONE GROUP LP - SECTION 988 GAINS	68.	0.	0.		0.		68.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
BLACKSTONE GROUP LP - SHORT-TERM GAINS - UBIT	5.	1.	0.		0.		4.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
BLACKSTONE GROUP LP - LONG-TERM GAINS - UBIT	78.	19.	0.		0.		59.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
BLACKSTONE GROUP LP - SECTION 1231 GAINS - UBIT	537.	1.	0.		0.		536.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
BLACKSTONE GROUP LP - SECTION 1256 STRADDLES - UBIT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4.	1.	0.	0.	3.
CAPITAL GAINS DIVIDENDS FROM PART IV				41,756.
TOTAL TO FORM 990-PF, PART I, LINE 6A				2,711,170.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMARILLO NATIONAL BANK - CDARS	17,728.	17,728.	
HAPPY STATE BANK	194.	194.	
INTER	4,472.	4,472.	
TOTAL TO PART I, LINE 3	22,394.	22,394.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY A/C 613-022543	45,874.	0.	45,874.	45,874.	
FIRST DALLAS SECURITIES	105,904.	79.	105,825.	105,825.	
HH BONDS	1,958.	0.	1,958.	1,958.	
MORGAN STANLEY	105,963.	41,677.	64,286.	64,286.	
MV SECURITIES - KMG-750930	65,060.	0.	65,060.	65,060.	
TO PART I, LINE 4	324,759.	41,756.	283,003.	283,003.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OIL & GAS ROYALTIES	176,248.	176,248.		
SEVERANCE TAXES	-6,182.	-6,182.		
AD VALOREM TAXES	-7,636.	-7,636.		
ROYALTY OWNER DUES	-125.	-125.		
BLACKSTONE GROUP LP - INTEREST, DIVIDENDS	3,533.	3,533.		
BLACKSTONE GROUP LP - RENTAL	-18.	-18.		
BLACKSTONE GROUP LP - ROYALTIES	24.	24.		
BLACKSTONE GROUP LP - RENTAL - UBIT	-4.	0.		
BLACKSTONE GROUP LP - OTHER	843.	822.		
TOTAL TO FORM 990-PF, PART I, LINE 11	166,683.	166,666.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	69,804.	69,804.		0.
OFFICE MGMT / ACCOUNTING	32,550.	0.		18,077.
TO FORM 990-PF, PG 1, LN 16C	102,354.	69,804.		18,077.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	52,046.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,046.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TECHNOLOGY CONSULTING & SUPPLIES	4,110.	0.		3,700.	
INSURANCE PREMIUMS	2,798.	0.		0.	
ON-LINE PORTAL	3,479.	0.		3,131.	
INTERNET EXPENSE	1,015.	198.		913.	
SAFETY DEPOSIT BOX	35.	0.		0.	
BLACKSTONE GROUP, LP					
DEDUCTIONS	323.	0.		0.	
MISCELLANEOUS	534.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	12,294.	198.		7,744.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
HH BONDS	X		130,500.	130,500.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			130,500.	130,500.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			130,500.	130,500.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
STOCKS LISTED ON MAJOR EXCHANGES			18,142,922.	17,263,171.
TOTAL TO FORM 990-PF, PART II, LINE 10B			18,142,922.	17,263,171.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL & GAS ROYALTY INTERESTS	1.	1.	510,201.
TO FORM 990-PF, PART II, LINE 15	1.	1.	510,201.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR. DENNIS BEENE P. O. BOX 9294 AMARILLO, TX 79105-9294	PRES / DIRECTOR 1.00	0.	0.	0.
MS. ROSEMARtha CATES P. O. BOX 9294 AMARILLO, TX 79105-9294	V PRES / DIRECTOR 1.00	0.	0.	0.
MS. MARILYN C. AULT P. O. BOX 9294 AMARILLO, TX 79105-9294	SEC / TREAS / DIR 10.00	0.	0.	0.
MR. KURT GEHRING P. O. BOX 9294 AMARILLO, TX 79105-9294	DIRECTOR 1.00	0.	0.	0.
MR. LARRY BUTLER P. O. BOX 9294 AMARILLO, TX 79105-9294	DIRECTOR 1.00	0.	0.	0.
MR. DAVID HEMPHILL P. O. BOX 9294 AMARILLO, TX 79105-9294	DIRECTOR 1.00	0.	0.	0.
MR. BRUCE BURNETT P. O. BOX 9294 AMARILLO, TX 79105-9294	ADVISORY DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDBRUMLEY FOUNDATION
P. O. BOX 9294
AMARILLO, TX 79105-9294TELEPHONE NUMBER

806-376-1555

FORM AND CONTENT OF APPLICATIONSAUDIT REPORTS OR SIMILAR INTERNALLY-PRODUCED FINANCIAL INFORMATION IS
REQUIRED, TOGETHER WITH OPERATING OR CAPITAL BUDGETS, WHICHEVER IS
APPLICABLE.ANY SUBMISSION DEADLINESNONE. BOARD MEETINGS ARE FLEXIBLE AND DEPEND ON NUMBER AND URGENCY OF
GRANT REQUESTS PENDING.RESTRICTIONS AND LIMITATIONS ON AWARDSOPERATING POLICY IS TO LIMIT AWARDS TO UPPER 26 COUNTIES OF TEXAS
PANHANDLE. SCHOLARSHIP REQUESTS ARE ACCEPTED ONLY FROM 501(C)(3)
ORGANIZATIONS.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

OR IN PERSON
500 S. TAYLOR, STE 403
AMARILLO, TX 79101

TELEPHONE NUMBER

806-376-1555

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIORITY IS FOR HELPING LOW-INCOME PERSONS BETTER THEMSELVES THROUGH
EDUCATION, DAY CARE FOR WORKING FAMILIES, YOUTH PROGRAMS, OR SIMILAR MEANS.