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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 , 2018, and ending , 20

Name of foundation: THE MILES FOUNDATION, INC.

A Employer identification number: 75-2739180

Number and street (or P O box number if mail is not delivered to street address): 5049 EDWARDS RANCH ROAD

Room/suite: 280

B Telephone number (see instructions): (817) 293-5555

City or town, state or province, country, and ZIP or foreign postal code: FORT WORTH, TX 76109

C If exemption application is pending, check here ▶ ☐ 6

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 04

☐ 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) ▶ $ 58,880,446.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(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)	1,380,000.			
	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	509,498.	509,498.		
	5a	Gross rents	298,282.	298,282.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,348,756.			
	b	Gross sales price for all assets on line 6a 10,189,298.				
	7	Capital gain net income (from Part IV, line 2)		1,315,386.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	5,569,269.	4,010,958.		
	12	**Total** Add lines 1 through 11	9,105,805.	6,134,124.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	219,000.	109,500.		109,500.
	14	Other employee salaries and wages	322,229.	30,891.		291,338.
	15	Pension plans, employee benefits	111,571.	28,974.		82,598.
	16a	Legal fees (attach schedule) ATCH 2	161,471.	126,750.		34,721.
	b	Accounting fees (attach schedule) ATCH 3	87,711.	10,776.		53,968.
	c	Other professional fees (attach schedule) [4]	389,026.	324,955.		64,070.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [5]	257,331.	124,108.		26,699.
	19	Depreciation (attach schedule) and depletion	98,434.	65,382.	ATCH 23	
	20	Occupancy	119,794.	29,948.		89,845.
	21	Travel, conferences, and meetings	57,093.	14,246.		42,847.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	540,137.	216,882.		43,255.
	24	**Total operating and administrative expenses** Add lines 13 through 23	2,363,797.	1,082,412.		838,841.
	25	Contributions, gifts, grants paid	2,161,370.			2,161,370.
	26	Total expenses and disbursements Add lines 24 and 25	4,525,167.	1,082,412.	0.	3,000,211.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	4,580,638.			
	b	**Net investment income** (if negative, enter -0-)		5,051,712.		
	c	**Adjusted net income** (if negative, enter -0-)				

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9-19

Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,249,361.	658,301.	658,301.
	2	Savings and temporary cash investments	609,788.	664,051.	674,912.
	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 ▶ ATCH 7	12,361,064.	15,088,424.	15,088,424.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[8]	392,843.	448,773.	447,318.
	b	Investments - corporate stock (attach schedule) ATCH 9	13,721,017.	12,921,973.	13,324,300.
	c	Investments - corporate bonds (attach schedule) ATCH 10	984,160.	1,080,652.	1,073,720.
	11	Investments - land, buildings, and equipment basis ▶ ATCH 18 2,550,000.			
		Less accumulated depreciation (attach schedule) ▶ 270,415.	5,121,275.	2,279,585.	2,550,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	18,717,535.	25,444,121.	24,683,869.
	14	Land, buildings, and equipment basis ▶ 379,602.			
		Less accumulated depreciation (attach schedule) ▶ ATCH 19	227,801.	379,602.	379,602.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	54,384,844.	58,965,482.	58,880,446.
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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	54,384,844.	58,965,482.	
	30	**Total net assets or fund balances** (see instructions)	54,384,844.	58,965,482.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	54,384,844.	58,965,482.	

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	54,384,844.
2	Enter amount from Part I, line 27a	2	4,580,638.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	58,965,482.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,965,482.

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)
1 a	SEE PART IV SCHEDULE			
b				
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				

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	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	1,315,386.
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	-110,894.

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	3,188,152.	62,260,415.	0.051207
2016	2,581,093.	50,870,011.	0.050739
2015	2,743,611.	37,308,543.	0.073538
2014	2,594,284.	47,338,803.	0.054802
2013	2,106,200.	39,041,576.	0.053948

2	**Total** of line 1, column (d)	2	0.284234
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	0.056847
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	74,827,876.
5	Multiply line 4 by line 3	5	4,253,740.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	50,517.
7	Add lines 5 and 6	7	4,304,257.
8	Enter qualifying distributions from Part XII, line 4	8	3,000,211.

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	101,034.
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	
3	Add lines 1 and 2			3	101,034.
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	101,034.
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	111,260.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	161,260.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	177.
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	60,049.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 60,049. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions ATCH 12	11	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 ATCH 22	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.MILESFDN.ORG

14 The books are in care of ▶ GRANT COATES Telephone no ▶ 817-293-5555

Located at ▶ 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX ZIP+4 ▶ 76109

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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? ☐ 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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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? ☐ Yes ☒ 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)	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 ▶ ____, ____, ____, ____			
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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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? ☐ 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?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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(s) 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, and 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
ATCH 13		219,000.	31,874.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		260,447.	53,538.	0.

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
ATCH 15		375,424.

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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	17,908,049.
b	Average of monthly cash balances	1b	15,671,396.
c	Fair market value of all other assets (see instructions)	1c	42,387,942.
d	**Total** (add lines 1a, b, and c)	1d	75,967,387.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	75,967,387.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,139,511.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,827,876.
6	**Minimum investment return.** Enter 5% of line 5	6	3,741,394.

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	3,741,394.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	101,034.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	101,034.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,640,360.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,640,360.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,640,360.

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	3,000,211.
b	Program-related investments - total from Part IX-B	1b	
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	3,000,211.
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	3,000,211.

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				3,640,360.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			2,974,445.	
b Total for prior years 20____,20____,20____				
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 ▶ $ 3,000,211.				
a Applied to 2017, but not more than line 2a			2,974,445.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				25,766.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				3,614,594.
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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
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) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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))

NONE

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

NONE

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

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

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

KATE WISNIEWSKI, 5049 EDWARDS RANCH RD., STE 280, FORT WORTH, TX 76109 *(817) 293-5555

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

SEE ATTACHMENT 21

c Any submission deadlines

SPRING: LETTERS OF INQUIRY DUE APRIL 1; FULL APPLICATION DUE MAY 15

FALL: LETTERS OF INQUIRY DUE SEPTEMBER 1; FULL APPLICATION DUE OCTOBER 15

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

SEE ATTACHMENT 22

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*				
ATCH 16				
Total ▶ **3a**				2,161,370.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	509,498.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	298,282.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	3,264,975.	
8 Gain or (loss) from sales of assets other than inventory			18	1,348,756.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		-441,792.		2,746,086.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-441,792.		8,167,597.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 7,725,805.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

C. Gut Cut — 11/15/19 — President

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAUREN R NOWAKOWSKI	Lauren Nowakowski	11/15/2019		P01796934

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102 — Phone no 405-239-6411

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BLDG-2930 BLEDSOE PROPERTY TYPE: REAL ESTATE				P	12/01/2014	01/09/2018
3,075,000.		2,623,117.					451,883.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
7,062,909.		6,217,426.					845,483.	
		FLOW-THROUGH FROM PARTNERSHIP INVESTMENT PROPERTY TYPE: SECURITIES				P	VAR	VAR
		33,369.					-33,369.	
		GAIN ON REDEMPTION OF GOVISION PROPERTY TYPE: OTHER				P	VAR	VAR
51,389.							51,389.	
TOTAL GAIN(LOSS)							1,315,386.	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2018

Name of the organization
THE MILES FOUNDATION, INC.

Employer identification number
75-2739180

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MILES PRODUCTION, LP 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	$ 1,380,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $ ________
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS ROYALTIES		3,264,975.	3,264,975.
FLOW-THROUGH PARTNERSHIP INCOME		1,321,239.	-237,072.
INTEREST ON NOTE RECEIVABLE		956,127.	956,127.
OTHER INVESTMENT INCOME		23,523.	23,523.
OTHER INCOME		3,405.	3,405.
	TOTALS	5,569,269.	4,010,958.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	161,471.	126,750.		34,721.
TOTALS	161,471.	126,750.		34,721.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	87,711.	10,776.		53,968.
TOTALS	87,711.	10,776.		53,968.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HUMAN RESOURCES	10,650.	4,275.	6,375.
TECHNOLOGY SERVICES	12,000.		12,000.
PR/COMMUNICATIONS CONSULTING	37,448.	261.	37,187.
OIL & GAS CONSULTING	124,225.	124,225.	
CFO/FINANCIAL CONSULTING	81,600.	81,600.	
REAL PROPERTY INVESTMENT CONSULTANT	100,125.	100,125.	
OTHER PROFESSIONAL FEES	22,978.	14,469.	8,508.
TOTALS	389,026.	324,955.	64,070.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INCOME & EXCISE TAXES	105,000.		
PROPERTY TAXES	108,573.	108,573.	
PAYROLL TAXES	34,456.	7,757.	26,699.
FOREIGN TAXES PAID	7,778.	7,778.	
STATE TAXES	1,524.		
TOTALS	257,331.	124,108.	26,699.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	62,997.	29,343.	33,653.
DUES & MEMBERSHIPS	4,799.	499.	4,300.
INSURANCE	4,961.		4,961.
BANK CHARGES	226.	226.	
LICENSES/PERMITS	1,114.	774.	341.
INVESTMENT EXPENSE	126,176.	126,176.	
MISCELLANEOUS	387.	387.	
REAL ESTATE RENTAL EXPENSES	59,477.	59,477.	
WRITE-OFF OF LOAN BALANCE SETTLEMENT	280,000.		
TOTALS	540,137.	216,882.	43,255.

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	BELTERRA
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	15.0000 %
DATE OF NOTE:	08/01/2014
MATURITY DATE:	07/31/2018
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	GUARANTY OF LION HEALTH CENTERS, INC.
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	500,000.
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	

BORROWER:	NORTON AUTO GROUP
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	8.5000 %
DATE OF NOTE:	09/25/2014
MATURITY DATE:	09/25/2020
REPAYMENT TERMS:	INTEREST QUARTERLY, MONTHLY P&I BEG 10/25/18
SECURITY PROVIDED:	VEHICLES & LEASES WITH A TOTAL VALUE OF AT LEAST 150%
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	500,000.
ENDING BALANCE DUE	500,000.
ENDING FAIR MARKET VALUE	500,000.

ATTACHMENT 7 (CONT'D)

BORROWER:	BRADLEY BIOPIC, LLC
ORIGINAL AMOUNT:	200,000.
INTEREST RATE:	15.0000 %
DATE OF NOTE:	12/17/2014
MATURITY DATE:	12/17/2018
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ALL PROPERTY OF THE BORROWER
PURPOSE OF LOAN:	PRODUCTION COSTS FOR A FILM ABOUT BRADLEY SNIDER

BEGINNING BALANCE DUE .... 243,600.

ENDING BALANCE DUE .... 243,600.

ENDING FAIR MARKET VALUE .... 243,600.

BORROWER:	CFAM RESCAP SECURED LOAN FUND III
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	7.0000 %
DATE OF NOTE:	10/13/2015
MATURITY DATE:	08/29/2018
REPAYMENT TERMS:	INTEREST PAID QUARTERLY, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	SUBORDINATED LIEN
PURPOSE OF LOAN:	FUNDING THE ACOUISITION & REHAB COST FOR A PORTFOLIO OF SINGLE FAMILY HOMES

BEGINNING BALANCE DUE .... 500,000.

ENDING BALANCE DUE ....

ENDING FAIR MARKET VALUE ....

ATTACHMENT 7 (CONT'D)

BORROWER:	PUBLISHING CONCEPTS, INC.
ORIGINAL AMOUNT:	600,000.
INTEREST RATE:	13.5310 %
DATE OF NOTE:	12/07/2015
MATURITY DATE:	03/01/2020
REPAYMENT TERMS:	MONTHLY INTEREST ONLY TO 3/1/20
SECURITY PROVIDED:	PERSONAL GUARANTEE FROM OWNER
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE .... 1,792,000.

ENDING BALANCE DUE .... 1,457,000.

ENDING FAIR MARKET VALUE .... 1,457,000.

BORROWER:	ORGAN TRANSPLANT SYSTEMS, INC.
ORIGINAL AMOUNT:	400,000.
INTEREST RATE:	10.0000 %
DATE OF NOTE:	09/01/2019
MATURITY DATE:	12/15/2016- CURRENTLY IN DEFAULT
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	UNSECURED
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE .... 400,000.

ENDING BALANCE DUE .... 400,000.

ENDING FAIR MARKET VALUE .... 400,000.

ATTACHMENT 7 (CONT'D)

BORROWER:	DELTA STRUCTURAL TECH
ORIGINAL AMOUNT:	2,000,000.
INTEREST RATE:	12.0000 %
DATE OF NOTE:	11/09/2016
MATURITY DATE:	11/09/2019
REPAYMENT TERMS:	MONTHLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ALL PROPERTY OF BORROWER, ALL RIGHT, TITLE, *AND
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE .... 2,000,000.

ENDING BALANCE DUE .... 2,000,000.

ENDING FAIR MARKET VALUE .... 2,000,000.

BORROWER:	GATLIN HOLDINGS, LLC
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	8.0000 %
DATE OF NOTE:	02/25/2016
MATURITY DATE:	03/01/2019
REPAYMENT TERMS:	MONTHLY INTEREST PAYMENTS FROM 03/01/16 - 03/01/19**
SECURITY PROVIDED:	PERSONAL GUARANTEE
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE .... 950,000.

ENDING BALANCE DUE .... 950,000.

ENDING FAIR MARKET VALUE .... 950,000.

*AND INTEREST OF BORROWER'S TRUST AND LIFE INSURANCE POLICY.

**MONTHLY PRINCIPAL AND INTEREST PAYMENTS FROM 4/01/18 THROUGH 3/01/19, ALL UNPAID PRINCIPAL AND INTEREST DUE AT MATURITY.

ATTACHMENT 7 (CONT'D)

BORROWER:	TRINITY CONT-OFFICE
ORIGINAL AMOUNT:	1,080,000.
INTEREST RATE:	6.0000 %
DATE OF NOTE:	12/13/2011
MATURITY DATE:	01/01/2022
REPAYMENT TERMS:	MONTHLY P&I PAYMENTS, ALL UNPAID P&I DUE AT MATURITY
SECURITY PROVIDED:	LOTS 5,7, AND 8, BLOCK A, OF ARGYLE TOWN SQUARE
PURPOSE OF LOAN:	MORTGAGED PROPERTY

BEGINNING BALANCE DUE	878,023.
ENDING BALANCE DUE	840,268.
ENDING FAIR MARKET VALUE	840,268.

BORROWER:	U.S. TRINITY HOLDINGS
ORIGINAL AMOUNT:	1,728,932.
INTEREST RATE:	7.0000 %
DATE OF NOTE:	03/31/2016
MATURITY DATE:	03/31/2026
REPAYMENT TERMS:	MONTHLY INTEREST PAYMENTS FROM 04/01/16 - 03/01/19 *
SECURITY PROVIDED:	REAL PROPERTY - VARSITY TRACT
PURPOSE OF LOAN:	ACQUISITION OF MORTGAGED PROPERTY

BEGINNING BALANCE DUE	1,727,010.
ENDING BALANCE DUE	1,727,010.
ENDING FAIR MARKET VALUE	1,727,010.

*MONTHLY PRINCIPAL AND INTEREST PAYMENTS FROM 4/01/19 UNTIL MATURITY DATE.

ATTACHMENT 7 (CONT'D)

BORROWER:	ORGAN TRANSPLANT SYSTEMS, INC.
ORIGINAL AMOUNT:	10,455.
INTEREST RATE:	10.0000 %
DATE OF NOTE:	08/27/2015
MATURITY DATE:	06/15/2017 *
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	UNSECURED
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	70,431.
ENDING BALANCE DUE	70,431.
ENDING FAIR MARKET VALUE	70,431.

BORROWER:	175 BEAR CAT, LLC
ORIGINAL AMOUNT:	675,000.
INTEREST RATE:	11.0000 %
DATE OF NOTE:	12/29/2017
MATURITY DATE:	12/31/2020
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	SECOND LIEN DEED OF TRUST ON PROPERTY
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	675,000.
ENDING BALANCE DUE	675,000.
ENDING FAIR MARKET VALUE	675,000.

*OR THE DATE UPON WHICH THE COMPANY CLOSED UPON ITS SERIES B FINANCING.

ATTACHMENT 7 (CONT'D)

BORROWER:	BONANZA MINERALS LA, LP
ORIGINAL AMOUNT:	492,500.
INTEREST RATE:	6.0000 %
DATE OF NOTE:	12/12/2017
MATURITY DATE:	12/31/2020
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ACQUIRED MINERAL PROPERTIES
PURPOSE OF LOAN:	ACQUISITION OF MINERAL ACREAGE (REAL PROPERTY)

BEGINNING BALANCE DUE .... 492,500.

ENDING BALANCE DUE .... 492,500.

ENDING FAIR MARKET VALUE .... 492,500.

BORROWER:	DAGGETT, LLC
ORIGINAL AMOUNT:	607,500.
INTEREST RATE:	12.0000 %
DATE OF NOTE:	04/14/2017
MATURITY DATE:	04/13/2018
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ALL ASSETS & EQUITY OF THE COMPANY & THE PERSONAL GUARANTEE OF OWNER
PURPOSE OF LOAN:	REAL PROPERTY PURCHASE/WORKING CAPITAL

BEGINNING BALANCE DUE .... 607,500.

ENDING BALANCE DUE ....

ENDING FAIR MARKET VALUE ....

ATTACHMENT 7 (CONT'D)

BORROWER:	DELTA STRUCTURAL TECH
ORIGINAL AMOUNT:	125,000.
INTEREST RATE:	16.0000 %
DATE OF NOTE:	12/22/2017
MATURITY DATE:	01/31/2020
REPAYMENT TERMS:	DUE AT MATURITY
SECURITY PROVIDED:	ALL PROPERTY OF BORROWER, ALL RIGHT, TITLE,*
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	125,000.
ENDING BALANCE DUE	425,000.
ENDING FAIR MARKET VALUE	425,000.

BORROWER:	DIGITAL CONNECTIONS, INC.
ORIGINAL AMOUNT:	1,571,591.
INTEREST RATE:	6.5000 %
DATE OF NOTE:	01/30/2017
MATURITY DATE:	01/31/2020
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ALL ASSETS OF THE COMPANY
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	900,000.
ENDING BALANCE DUE	3,234,185.
ENDING FAIR MARKET VALUE	3,234,185.

*AND INTEREST OF BORROWER'S TRUST AND LIFE INSURANCE POLICY.

ATTACHMENT 7 (CONT'D)

BORROWER:	DAGGETT, LLC
ORIGINAL AMOUNT:	1,302,500.
INTEREST RATE:	12.0000 %
DATE OF NOTE:	12/14/2018
MATURITY DATE:	12/31/2019
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	SEE NOTE BELOW *
PURPOSE OF LOAN:	ACQUISITION OF REAL PROPERTY

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 1,302,500.

ENDING FAIR MARKET VALUE .... 1,302,500.

BORROWER:	ACTION ALIGNMENT, LLC
ORIGINAL AMOUNT:	55,000.
INTEREST RATE:	6.0000 %
DATE OF NOTE:	07/12/2018
MATURITY DATE:	03/31/2019
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	UNSECURED CONVERTIBLE PROMISSORY NOTE
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 55,000.

ENDING FAIR MARKET VALUE .... 55,000.

*EQUITY PLEDGES OF LLC MEMBERSHIP INTERESTS BY MANAGING AND NON-MANAGING MEMBERS; PERSONAL GUARANTIES.

ATTACHMENT 7 (CONT'D)

BORROWER:	ACTION ALIGNMENT, LLC
ORIGINAL AMOUNT:	55,000.
INTEREST RATE:	6.0000 %
DATE OF NOTE:	12/12/2018
MATURITY DATE:	03/31/2019
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	UNSECURED CONVERTIBLE PROMISSORY NOTE
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	55,000.
ENDING FAIR MARKET VALUE	55,000.

BORROWER:	ESCALANTE BLEDSOE, LLC
ORIGINAL AMOUNT:	768,750.
INTEREST RATE:	8.0000 %
DATE OF NOTE:	01/08/2018
MATURITY DATE:	12/31/2022
REPAYMENT TERMS:	MONTHLY PRINCIPAL & INTEREST
SECURITY PROVIDED:	SECOND LIEN DEED OF TRUST ON PROPERTY
PURPOSE OF LOAN:	ACQUISITION OF REAL PROPERTY

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	660,930.
ENDING FAIR MARKET VALUE	660,930.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	12,361,064.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	15,088,424.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	15,088,424.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH EQUITY PORTFOLIO (SEE DETAIL ATTACHED - ATCH 8A)	392,843.	448,773.	447,318.
US OBLIGATIONS TOTAL	392,843.	448,773.	447,318.

GOVERNMENT OBLIGATIONS:	COST	FMV
GOVERNMENT AND AGENCY SECURITIES FROM ATTACHMENT 8A, PAGE 3	448,752.59	447,317.98
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TOTAL	448,752.59	447,317.98

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH EQUITY PORTFOLIO	11,949,982.	12,781,920.	13,199,558.
RW BAIRD EQUITY PORTFOLIO	1,771,035.	140,053.	124,742.
(SEE DETAIL ATTACHED - ATCH 9A)			
TOTALS	13,721,017.	12,921,973.	13,324,300.

CORPORATE STOCK:	COST	FMV
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 9A, PAGE 53	8,368,300.84	9,014,448.20
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 9A, PAGE 54	4,413,619.25	4,185,109.85
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TOTAL	12,781,920.09	13,199,558.05
RW BAIRD EQUITY PORTFOLIO		
FROM ATTACHMENT 9A, PAGE 56	140,053.17	124,742.00

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VHFW OAKBEND, LLC		530,000.	530,000.
GSO RESCUE FINANCE FUND III (OFFSHORE) LP		106,875.	92,974.
TOTALS	18,717,535.	25,444,121.	24,683,869.

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
MILES PRODUCTION LP 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
HEARTLAND CAPITAL FUNDING, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A Disregarded Entity of The Miles Fdn.
MILES PRODUCTION MANAGMENT LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362
EM LAND HOLDINGS, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A
TMF REAL ESTATE INVESTMENTS, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A

FORM 990PF - PART VII-A - TRANSFERS TO CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
HEARTLAND CAPITAL FUNDING, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A	WORKING CAPITAL	7,575

FORM 990PF - PART VII-A - TRANSFERS FROM CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
TMF REAL ESTATE INVESTMENTS, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A	CAPITAL TO PURCHASE REAL PROPERTY INVESTMENT	330,000

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHERRY A. WILSON 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	DIRECTOR 5.00	12,000.	0.	0.
JACK L. BURDETT 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	CHAIRMAN 5.00	12,000.	0.	0.
C. GRANT COATES 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	CEO/DIRECTOR 40.00	195,000.	31,874.	0.
	GRAND TOTALS	219,000.	31,874.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SARA REDINGTON 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	DIR OF COMMUNICATION 40.00	144,261.	32,315.	0.
KATE WISNIEWSKI 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	DIRECTOR OF PROGRAMS 40.00	116,186.	21,223.	0.
	TOTAL COMPENSATION	260,447.	53,538.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MCR CAPITAL ADVISORS CORPORATION 13601 PRESTON ROAD, STE. 417W DALLAS, TX 75240	CFO/FINANCIAL SERVICES	129,400.
JARED P. HARRELL 4710 121ST STREET LUBBOCK, TX 79424	LEGAL SERVICES	66,000.
BONDS, ELLIS, EPPICH, SCHAFER, JONES,LLP 420 THROCKMORTON ST., SUITE 1000 FORT WORTH, TX 76102	LEGAL SERVICES	68,462.
BLACK RAIN, LTD. 2201 LONG PRAIRIE ROAD, SUITE 107-327 FLOWER MOUND, TX 75022	OIL & GAS CONSULTING	57,562.
MICHAEL BALL REALTY CORPORATION 513 MAIN STREET, SUITE 201 FORT WORTH, TX 76102	REALTY SERVICES	54,000.
TOTAL COMPENSATION		375,424.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN FEDERATION FOR CHILDREN 1020 19TH STREET NEW WASHINGTON, DC 20036	NONE PC	FORT WORTH COMMUNITY ORGANIZER	68,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STREET, SUITE 300 AUSTIN, TX 78751	NONE PC	2018 TEGAC SUPPORT	5,000.
AVANCE INC 2060 SINGLETON BLVD , SUITE 103 DALLAS, TX 75212	NONE PC	2018-2019 PEC PROGRAMMING	22,000
BEN HOGAN FOUNDATION P O BOX 121518 FORT WORTH, TX 76121	NONE PC	2018 BEN HOGAN CLASSIC IN FORT HOOD	50,000
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137	NONE PC	EL TESORO DE LA VITA GRANT AND 2018-2019 SCHOOL READINESS PROGRAM GRANT	52,500
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE, SUITE 505 FORT WORTH, TX 76102	NONE PC	2018-2019 EDUCATION ADVOCATES	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR TRANSFORMING LIVES 512 W 4TH STREET FORT WORTH, TX 76102	NONE PC	2018-2019 FAMILY ADVOCATES	30,000
CHILD CARE ASSOCIATES 3000 E BELKNAP STREET FORT WORTH, TX 76111	NONE PC	TEXAS CHILD CARE TOOLS GRANT AND EARLY LEARNING SUMMIT AND INVESTOR'S LUNCH	101,000
CNM CONNECT 2902 FLOYD STREET DALLAS, TX 75204	NONE PC	FORT WOERTH CNM-PACT	20,000
COMMUNITIES FOUNDATION OF TEXAS, INC 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE PC	2018 NORTH TEXAS GIVING DAY BONUS FUNDS	5,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT 5601 BRIDGE STREET, SUITE 501 FORT WORTH, TX 76112	NONE PC	2018-2019 OPS AND PILOT	50,000.
COMMUNITY FOUNDATION OF NORTH TEXAS 306 WEST 7TH STREET, SUITE 1045 FORT WORTH, TX 76102	NONE PC	EARLY LEARNING 2018 SUPPORT, DIRECTOR LEVEL POSITION AND PROFESSIONAL DEVELOPMENT	26,250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COVENANT CLASSICAL SCHOOL 1701 WIND STAR WAY FORT WORTH, TX 76108	NONE PC	PAUL DRAKE ACTION UNIVERSITY GRANT	2,000
CRISTO REY FORT WORTH 1007 EAST TERRELL AVENUE FORT WORTH, TX 76104	NONE PC	FORT WORTH EXPANSION	25,000
DECATUR INDEPENDENT SCHOOL DISTRICT 307 S CATES STREET DECATUR, TX 76234	NONE PC	YEAR 2 SUPPORT OF AVID EXPANSION	30,000
DPAS ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN STREET EAST DALLAS, TX 75215	NONE PC	BILL CAROLLO BACK THE BLUE PROGRAM	750
DREAM OUTSIDE THE BOX 1619 PENNSYLVANIA AVENUE FORT WORTH, TX 76104	NONE PC	2018-2019 GENERAL OPERATIONS	10,000
EDUCATIONAL FIRST STEPS 2815 GASTON AVENUE DALLAS, TX 75226	NONE PC	2018-2019 WEDGEWOOD PILOT SUPPORT	66,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATION FOUNDATION FOR FORT WORTH SCHOOLS 4455 CAMP BOWIE BLVD , #114-149 FORT WORTH, TX 76107	NONE PC	RFW CLASSROOM LIBRARY CAMPAIGN	10,000
FIRST THREE YEARS 1199 S BELTLINE ROAD, SUITE 100 COPPELL, TX 75019	NONE PC	2018 ROFW SUPPORT	50,000
FORT WORTH POLICE OFFICERS AWARD FOUNDATION P O BOX 17659 FORT WORTH, TX 76102	NONE PC	2018 GRANT	5,000
FORTRESS YOUTH DEVELOPMENT CENTER P O BOX 422 FORT WORTH, TX 76101	NONE PC	2018-2019 EARLY LEARNING CLASSROOM AND 2018-2019 PEC PROGRAMMING	37,500
GEORGE W BUSH FOUNDATION 6116 N CENTRAL EXPRESSWAY, SUITE 400 DALLAS, TX 75206	NONE PC	PRESIDENTIAL LEADERSHIP SCHOLARS	200,000
GIRLS INC OF TARRANT COUNTY 1226 E WEATHERFORD STREET FORT WORTH, TX 76102	NONE PC	2018 SUMMER LITERACY PROGRAMMING	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT HEARTS TEXAS 824 BROADWAY, SUITE 101 SAN ANTONIO, TX 78215	NONE PC	FORT WORTH EXPANSION INSTAL 1	100,000
IDEA 2833 CROCKETT STREET FORT WORTH, TX 76107	NONE PC	2019-2020 PRE K SUPPORT	50,000
IMPOSSIBLE POSSIBILITIES P O BOX 470906 FORT WORTH, TX 76147	NONE PC	2018-2019 MAVEN'S MILESTONES	5,000
JOHN T WHITE LEADERSHIP ACADEMY 7300 JOHN T WHITE ROAD FORT WORTH, TX 76120	NONE GOV	FAMILY NIGHTS FOOD AND SUPPLIES AND HOSPITALITY FUND	1,950
KIDS WHO CARE 1300 GENDY STREET FORT WORTH, TX 76107	NONE PC	2018-2019 PROGRAMMING	5,000
LEADERSHIP ACADEMY AT JOHN T WHITE 7300 JOHN T WHITE ROAD FORT WORTH, TX 76120	NONE GOV	FAMILY MATH NIGHT 2018	1,500

FORM 990PF - PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE MILES FOUNDATION, INC. RESTRICTS GRANTS TO ORGANIZATIONS IN THE DALLAS-FORT WORTH AREA IN THE AREAS OF EARLY CHILDHOOD EDUCATION, LITERACY PROGRAMS, PARENT ENGAGEMENT AND LEADERSHIP DEVEOPMENT. ORGANIZATIONS APPLYING FOR FUNDS MUST BE TAX EXEMPT UNDER SECTIONS 501(C)(3) OR 170(C) OF THE INTERNAL REVENUE CODE AND BE CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS MAY ONLY APPLY FOR FUNDS ONCE PER CALENDAR YEAR.

FORM 990PF - PART VII-A, LINE 12 - DISTRIBUTION TO A DONOR ADVISED FUND

THE MILES FOUNDATION, INC. MADE A QUALIFYING DISTRIBUTION TO THE NORTH TEXAS COMMUNITY FOUNDATION TO FUND THE MILES FOUNDATION COMMUNITY FUND OVER WHICH GRANT COATES, CEO OF THE FOUNDATION, HAS ADVISORY PRIVILEGES. THE DAF IS A COMPONENT FUND OF THE NORTH TEXAS COMMUNITY FOUNDATION, A PUBLICLY SUPPORTED PUBLIC CHARITY. DISTRIBUTIONS FROM THE DAF SUPPORT 170(C)(2)(B) PURPOSES, INCLUDING PARENT ENGAGEMENT, LITERACY PROGRAMS, AND EARLY CHILDHOOD EDUCATION.

FORM 990PF - PART I - DEPRECIATION AND DEPLETION EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENTAL REAL ESTATE	65,382	65,382	0
COMPUTER EQUIPMENT	4,002	0	0
FURNITURE & FIXTURES	18,764	0	0
LEASEHOLD IMPROVEMENTS	10,286	0	0
TOTAL DEPRECIATION	98,434	65,382	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LENA POPE HOME, INC 3200 SANGUINET ST FORT WORTH, TX 76107	NONE PC	LENA POPE UNTHSC	200,000
LIBERTY ISD EDUCATION FOUNDATION 1527 TRINITY ST , P O BOX 10437 LIBERTY, TX 77575	NONE PC	IN HONOR OF MR ELLISON MILES	50,000
LITERACY CONNEXUS 3020 S CHERRY LANE #123168 FORT WORTH, TX 76121	NONE PC	2018-2019 READY FOR SCHOOL GRANT AND 2018 MATCHING GRANT	10,550
LOVE COUNTY HEALTH CENTER FOUNDATION 2408 MELVIN DOUGLAS RD MARIETTA, OK 73448	NONE PC	LOVE COUNTY FOOD BANK	2,500
NATIONAL MEXICAN AMERICAN COLLEGE EDUCATION FUND P O BOX 471752 FORT WORTH, TX 76147-1408	NONE PC	2018 5TH GRADE SCHOLARSHIP PROGRAM	3,000
NATIONAL MUSEUM OF THE MIGHTY 8TH AIR FORCE P O BOX 1992 SAVANNAH, GA 31402	NONE PC	2018-2019 GENERAL OPERATIONS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW DAY SERVICES 6816 CAMP BOWIE BLVD W , SUITE 112 FORT WORTH, TX 76116	NONE PC	2018-2019 PEC PROGRAMMING AND PARENT SUPPORT	7,820
NORTH TEXAS COMMUNITY FOUNDATION 306 W 7TH STREET, SUITE 1045 FORT WORTH, TX 76102	NONE PC	READ FORT WORTH GENERAL CAPACITY AND THE MILES FOUNDATION COMMUNITY FUND	63,600
NORTHSIDE INTER-COMMUNITY AGENCY 1600 CIRCLE PARK BLVD FORT WORTH, TX 76164	NONE PC	2018-2019 CIRCLE OF WINNERS	10,000
PRINCIPAL IMPACT COLLABORATIVE 1825 MARKET CENTER BLVD , SUITE 500 DALLAS, TX 75207	NONE PC	2018 GENERAL OPERATIONS	25,000
PROJECT TRANSFORMATION NATIONAL 4024 CARUTH BLVD DALLAS, TX 75225	NONE PC	2018 SUMMER LITERACY PROGRAMMING	30,000
READ FORT WORTH 306 W 7TH STREET, #1045 FORT WORTH, TX 76102	NONE PC	2018 SUMMER SCHOLARS COHORT	26,400

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204	NONE PC	2018-2019 FWISD PROGRAMMING	25,000
RIVERTREE ACADEMY, INC 5443 BONNELL AVE FORT WORTH, TX 76107	NONE PC	2018-2019 CAPACITY BUILDING SUPPORT	25,000
STAR SPONSORSHIP PROGRAM, INC 6707 BRENTWOOD STAIR ROAD, SUITE 205 FORT WORTH, TX 76112	NONE PC	2018-2019 FWISD SPONSORSHIPS	20,000
TEXAS BOOK FESTIVAL 1023 SPRINGDALE ROAD, BUILDING 14, SUITE B AUSTIN, TX 78721	NONE PC	2018-2019 READING ROCKSTARS	10,000
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVENUE AUSTIN, TX 78701	NONE PC	LLC, CENTER FOR INNOVATION IN ED , CENTER FOR AMERICAN FUTURE	150,000
THE CONCILIO 400 S ZANG BLVD , SUITE 300 DALLAS, TX 75208	NONE PC	2018-2019 PEC PROGRAMMING	50,250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ESSILOR VISION FOUNDATION 13515 NORTH STEMMONS FREEWAY DALLAS, TX 75234	NONE PC	2018-2019 VISION SCREENING	20,000
THE FIRST TEE OF FORT WORTH 1900 ROCKWOOD PARK DR N FORT WORTH, TX 76114	NONE PC	YEAR 2 CAPACITY GRANT	75,000
THE GATEHOUSE 670 WESTPORT PARKWAY GRAPEVINE, TX 76051	NONE PC	2018 EARLY LEARNING SUPPORT	25,000
THE PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH, TX 76107	NONE PC	2018-2019 PEC PROGRAMMING	22,800
THE PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, SUITE 550 SOUTH WASHINGTON, DC 20036	NONE PC	2018-2019 GENERAL SUPPORT	25,000
THE SEMINAR NETWORK TRUST 2300 WILSON BLVD , SUITE 500 ARLINGTON, VA 22201	NONE PC	GENERAL SUPPORT	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF OKLAHOMA FOUNDATION INC 307 W BROOKS STREET, ROOM 105 NORMAN, OK 73019	NONE PC	2019 MBA DALLAS CORPORATE SCHOLARS	25,000
THE UT HEALTH SCIENCE CENTER 7000 FANNIN, SUITE 1200 HOUSTON, TX 77025	NONE GOV	2018-2019 CLI ENGAGE PILOT	25,000
UNITED COMMUNITY CENTERS, INC 1200 E MADDOX AVE FORT WORTH, TX 76104	NONE GOV	SOUTHSIDE COMMUNITY CENTER SUMMER PROGRAM AND 2018-2019 I CAN READ PROGRAM	40,000
UNT HEALTH SCIENCE CENTER FOUNDATION 3500 CAMP BOWIE BLVD , EAD 802 FORT WORTH, TX 76107	NONE PC	2018 PLEDGE FULFILLMENT	25,000
		TOTAL CONTRIBUTIONS PAID	2,161,370

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	531390	-441,792.	16	1,763,031.	
INTEREST ON NOTE RECEIVABLE			14	956,127.	
OTHER INVESTMENT INCOME			01	23,523.	
OTHER INCOME			01	3,405.	
TOTALS		-441,792.		2,746,086.	

FORM 990PF - PART II - INVESTMENTS LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	BEGINNING BOOK VALUE	ACCUMULATED DEPRECIATION	ENDING BOOK VALUE	ENDING FMV
4871 BEACH STREET	2,550,000	270,415	2,279,585	2,550,000
TOTALS	2,550,000	270,415	2,279,585	2,550,000

FORM 990PF - PART II - LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	43,930	0	43,930
FURNITURE & FIXTURES	181,461	0	181,461
LEASEHOLD IMPROVEMENTS	154,212	0	154,212
TOTALS	379,602	0	379,602

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH BOND FUNDS (SEE DETAIL ATTACHED - ATCH 10A)	984,160.	1,080,652.	1,073,720.
TOTALS	984,160.	1,080,652.	1,073,720.

CORPORATE BONDS:	COST	FMV
MERRILL LYNCH CORPORATE BONDS FROM ATTACHMENT 10A, PAGE 7	1,080,651.88	1,073,719.75
TOTAL	1,080,651.88	1,073,719.75

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OIL & GAS ROYALTY INTERESTS OH	355,016.	355,016.	
OIL & GAS ROYALTY INTERESTS TX	6,870,409.	6,870,408.	10,597,420.
OIL & GAS ROYALTY INTERESTS LA	300,000.	300,000.	300,000.
OIL & GAS NET PROFITS INTEREST	1.	1.	130,410.
ROYALTIES BONANZA II		2,610,000.	2,610,000.
RCP ARGYLE 114 LTD	107,526.	93,610.	93,610.
VALQUEST PRINCETON 55 LP	176,106.	38,897.	38,897.
VALQUEST CONROE MARINAS LP	154,383.	147,876.	147,876.
SILVER TREE REALTY FUND II LP	8,722.	6,887.	6,887.
2912 W 6TH LLC	222,760.	207,136.	207,136.
DOS RIOS PARTNERS, LP	2,056,052.	2,079,538.	2,079,538.
KOC GRAN VIA BRIDGEWOOD INVESTORS, LP	12,368.		
PRP OXFORD CARROLLTON, LLC	3,163.	2,471.	2,471.
WTB HOLDING COMPANY LLC	179,262.	2,247,694.	2,247,694.
METAL OXIDE TECHNOLOGIES LLC	142,141.		
LEGACY VENTURE VIII, LLC	479,416.	1,309,816.	1,309,816.
ACTION ALIGNMENT LLC	90,652.	-156,234.	-156,234.
ESCALANTE KINGSMILL, LLC	931,892.	711,581.	711,581.
KOC ONE ARLINGTON INVESTORS,LP	262,527.	257,922.	257,922.
STP 17480 NDP, LP	499,824.	491,896.	491,896.
STRONG BLOCKS MILWAUKEE II,LLC	14,038.	20,375.	20,375.
HEARTLAND CAPITAL CORP.	58,188.	58,188.	
HEARTLAND MILES INVESTMENTS	2,603,000.	2,603,000.	
LIFE PARTNERS, INC.	104,687.	107,831.	107,831.
ORGAN TRANSPORT SYSTEMS	1,183,881.	1,183,881.	1,183,881.
MILES PRODUCTION, LP	1,901,521.	1,901,521.	313,953.
FUND I, A SERIES OF ESCONDIDO VENTURES, LP		104,625.	104,625.
IDONATE, LLC		201,855.	201,855.
KOC DFW WEST INVESTORS, LP		746,200.	746,200.
LEGACY VENTURE IX, LLC		84,802.	84,802.
TRUST VENTURES FUND I, LP		220,453.	220,453.