

Form **990-PF**

**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2018 or tax year beginning , and ending

Name of foundation <b>THE FREES FOUNDATION</b>			A Employer identification number 76-0053200		
Number and street (or P O box number if mail is not delivered to street address) 1770 ST JAMES PLACE		Room/suite 616	B Telephone number (see instructions) 713-623-0515		
City or town, state or province, country, and ZIP or foreign postal code HOUSTON TX 77056-3500		C If exemption application is pending, check here <input type="checkbox"/>			
Foreign country name Foreign province/state/county Foreign postal code		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <b>04</b> <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 6,291,761</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	816	816		
	4 Dividends and interest from securities	221,978	116,042		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	490,827			
	b Gross sales price for all assets on line 6a 3,807,158				
	7 Capital gain net income (from Part IV, line 2)		490,827		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	139	139		
	12 Total. Add lines 1 through 11	13,760	607,824	0	
	13 Compensation of officers, directors, trustees, etc	7,750	6,888		130,862
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	16,301	815		15,486
	16a Legal fees (attach schedule)	7,687			7,687
	b Accounting fees (attach schedule)	5,050	4,798		252
	c Other professional fees (attach schedule)	43,023	43,023		
17 Interest					
18 Taxes (attach schedule) (see instructions)	5,473				
19 Depreciation (attach schedule) and depletion	1,625	1,625			
20 Occupancy	28,355	2,836		25,519	
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	9,177	504		8,673	
24 Total operating and administrative expenses. Add lines 13 through 23	254,441	60,489	0	188,479	
25 Contributions, gifts, grants paid	2,037,935			2,037,935	
26 Total expenses and disbursements. Add lines 24 and 25	2,292,376	60,489	0	2,226,414	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,578,616				
b Net investment income (if negative, enter -0-)		547,335			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	69,143	65,385	65,385
	2	Savings and temporary cash investments	645,891	680,261	680,261
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	3,488,626	2,916,097	2,876,274
	b	Investments—corporate stock (attach schedule)	3,319,756	2,291,693	2,661,612
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	39,243			
	Less accumulated depreciation (attach schedule) ▶	35,044	5,825	4,199	
15	Other assets (describe ▶ See Attached Statement )	4,031	4,030	4,030	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,533,272	5,961,665	6,291,761	
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 ▶ See Attached Statement )		7,009	
23	<b>Total liabilities</b> (add lines 17 through 22)	0	7,009		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	7,533,272	5,954,656	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	7,533,272	5,954,656		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	7,533,272	5,961,665		

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	7,533,272
2	Enter amount from Part I, line 27a	2	-1,578,616
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,954,656
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	5,954,656

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
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 3,807,158		3,316,331	490,827	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			490,827	
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	490,827
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	0

**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	2,184,401	8,847,920	0.246883
2016	1,260,157	10,087,781	0.124919
2015	978,931	11,119,850	0.088035
2014	791,951	11,510,000	0.068805
2013	843,149	11,144,068	0.075659
2 Total of line 1, column (d)			2 0.604301
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 0.120860
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 7,215,527
5 Multiply line 4 by line 3			5 872,069
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,473
7 Add lines 5 and 6			7 877,542
8 Enter qualifying distributions from Part XII, line 4 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			8 2,226,414

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)			0
3	Add lines 1 and 2			5,473
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			5,473
6	<b>Credits/Payments</b>			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,529	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d			1,529
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			3,944
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			0
11	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>			0

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	Yes	No
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		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.FREESFOUNDATION.ORG	X	
13		X	
14	The books are in care of ▶ NANCY F FOUNTAIN Telephone no ▶ (713) 623-0515 Located at ▶ 1770 SAINT JAMES PLACE, SUITE 616 HOUSTON TX ZIP+4 ▶ 77056-3500		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	Yes	No
16			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.

1a	During the year, did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 ▶ 20____, 20____, 20____, 20____			
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	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A	
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)

<p><b>5a</b> During the year, did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions</p> <p>Organizations relying on a current notice regarding disaster assistance, check here <span style="float: right;"><input type="checkbox"/></span></p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p> <p><b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: center;">Yes</td> <td style="width: 33%; text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><b>5b</b></td> <td style="text-align: center;">N/A</td> <td style="text-align: center;"></td> </tr> <tr> <td style="text-align: center;"><b>6b</b></td> <td style="text-align: center;"></td> <td style="text-align: center;">X</td> </tr> <tr> <td style="text-align: center;"><b>7b</b></td> <td style="text-align: center;">N/A</td> <td style="text-align: center;"></td> </tr> </table>		Yes	No	<b>5b</b>	N/A		<b>6b</b>		X	<b>7b</b>	N/A	
	Yes	No												
<b>5b</b>	N/A													
<b>6b</b>		X												
<b>7b</b>	N/A													

**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
NANCY F. FOUNTAIN 1770 ST JAMES STE 616 HOUSTON, TX 77056	MNG DIR 40 00	137,750	16,301	
EDMUND M. FOUNTAIN 1770 ST JAMES STE 616 HOUSTON, TX 77056	PRES/TRS 5 00	0		
ESTHER M. PERRINE 1770 ST JAMES STE 616 HOUSTON, TX 77056	VICE-PRES 5 00	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
NONE				

**Total** number of other employees paid over \$50,000 0

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

**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 NONE	
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		
3 All other program-related investments See instructions		
<b>Total. Add lines 1 through 3</b>		<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,756,959
<b>b</b>	Average of monthly cash balances	<b>1b</b>	568,449
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,325,408
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,325,408
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	109,881
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,215,527
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	360,776

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	360,776
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	5,473
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,473
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	355,303
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	355,303
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	355,303

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	2,226,414
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,226,414
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	5,473
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,220,941

**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				355,303
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013	290,578			
b From 2014	220,820			
c From 2014	434,402			
d From 2016	761,656			
e From 2017	1,744,835			
f <b>Total</b> of lines 3a through e	3,452,291			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 2,226,414				
a Applied to 2017, but not more than line 2a				
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				355,303
e Remaining amount distributed out of corpus	1,871,111			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 <b>Enter the net total of each column as indicated below:</b>				
a <b>Corpus</b> Add lines 3f, 4c, and 4e Subtract line 5	5,323,402			
b <b>Prior years' undistributed income</b> Subtract line 4b from line 2b		0		
c <b>Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed</b>				
d <b>Subtract line 6c from line 6b Taxable amount—see instructions</b>				
e <b>Undistributed income for 2017</b> Subtract line 4a from line 2a Taxable amount—see instructions			0	
f <b>Undistributed income for 2018</b> Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	290,578			
9 <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a	5,032,824			
10 <b>Analysis of line 9</b>				
a Excess from 2014	220,820			
b Excess from 2014	434,402			
c Excess from 2016	761,656			
d Excess from 2017	1,744,835			
e Excess from 2018	1,871,111			

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

N/A

- 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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

**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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information *(continued)*

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 <i>Paid during the year</i> SEE ATTACHED STATEMENT 3				2,037,935
<b>Total</b>				▶ <b>3a</b> 2,037,935
b <i>Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b> 0





Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Long Term CG Distributions	Amount	0												
Short Term CG Distributions	Amount	0												
Capital Gains/Losses														3,807,158
Other sales														0
Totals														3,807,158
Gross Sales														3,807,158
Cost or Other Basis, Expenses, Depreciation and Adjustments														3,316,331
Net Gain or Loss														490,827
1 PUBLICLY TRADED SECURIT		X						3,807,158	3,316,331					490,827

**Part I, Line 11 (990-PF) - Other Income**

		139	139	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	SECURITIES LITIGATION SETTLEMENTS	139	139	

**Part I, Line 16a (990-PF) - Legal Fees**

		7,687	0	0	7,687
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WEYCER, KAPLAN, PULASKI & ZUBER	7,687	0		7,687

**Part I, Line 16b (990-PF) - Accounting Fees**

		5,050	4,798	0	252
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MITCHELL J HOWINGTON, CPA	5,050	4,798		252

**Part I, Line 16c (990-PF) - Other Professional Fees**

		43,023	43,023	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	SOUTH TEXAS MONEY MNGMT LTD	43,023	43,023		0

**Part I, Line 18 (990-PF) - Taxes**

		5,473	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	EXCISE TAX ON INVESTMENT INCOME	5,473	0	0	0

**Part I, Line 19 (990-PF) - Depreciation and Depletion**

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OFFICE EQUIPMENT				14,745	14,745			
2	FURNITURE & FIXTURES				13,119	13,119			
3	OFFICE FURNITURE				11,379	5,554		1,625	1,625
							1,625	1,625	0

**Part I, Line 23 (990-PF) - Other Expenses**

		9,177	504	0	8,673
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	CONTINUING EDUCATION	817	82		735
2	DUES & BOARD EXPENSE	2,382	0		2,382
3	OFFICE EXPENSES	1,591	159		1,432
4	INSURANCE - PROPERTY & LIABILITY	2,631	263		2,368
5	BANK FEES	206	0		206
6	COMMUNITY CONVENING	1,550	0		1,550

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

Federal 3,488,626 2,916,097 3,481,045 2,876,274  
 State/Local 0 0 0 0

1	Description	Num Shares/ Face Value	Book Value		Book Value		FMV		State/Local Obligation
			End of Year	Beg. of Year	End of Year	Beg. of Year	End of Year	Beg. of Year	
	SEE ATTACHED STATEMENT 1		3,488,626	2,916,097	3,481,045	2,876,274	0	0	

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	SEE ATTACHED STATEMENT 2		3,319,756	2,291,693	4,416,940	2,661,612

**Part II, Line 14 (990-PF) - Land, Buildings, and Equipment**

		39,243	33,418	35,044	5,825	4,199	4,199
		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
<b>1</b>	OFFICE EQUIPMENT	14,745	14,745	14,745	0	0	
<b>2</b>	FURNITURE & FIXTURES	13,119	13,119	13,119	0	0	
<b>3</b>	OFFICE FURNITURE	11,379	5,554	7,180	5,825	4,199	4,199

**Part II, Line 15 (990-PF) - Other Assets**

		4,031	4,030	4,030
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	DEPOSITS	1,493	1,493	1,493
2	PREPAID FEDERAL EXCISE TAX	1,529	0	0
3	PREPAID EXPENSES	500	2,537	2,537
4	PAYROLL TAXES REFUNDABLE	509	0	0

**Part II, Line 22 (990-PF) - Other Liabilities**

		0	7,009
Description		Beginning Balance	Ending Balance
1	990-PF EXCISE TAX OWED	0	3,944
2	PAYROLL TAXES PAYABLE	0	3,065

FORM 990-PF, PART II, LINE 10a - INVESTMENTS - U.S. AND STATE GOVT OBLIGATIONS

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
\$100,000 ARIZONA STATE REVENUE, 3 06% BOND, DUE 7/1/25	100,015	98,733
\$200,000 ARIZONA COLLEGE & UNIV, 2 94% BOND, DUE 6/1/20	200,015	200,254
\$200,000 CARMEL IND REDEV, 3% BOND, DUE 2/1/25	200,015	197,240
\$150,000 GEORGIA MUN ELECT, 4 03% BOND, DUE 1/1/20	53,816	50,283
\$200,000 HONOLULU CITY & CNTY, 3 162% BOND, DUE 11/1/26	200,015	200,654
\$200,000 KENTUCKY PPTY REV, 4 303% BOND, DUE 11/1/19	211,577	202,392
\$200,000 NEWPORT NEWS VA, 3 413% BOND, DUE 7/1/27	201,015	202,488
\$225,000 OKLAHOMA WATER RES, 3 616% BOND, DUE 4/1/22	225,015	231,066
\$75,000 OREGON ST TRPT HWY, 2 106 BOND, DUE 11/15/19	75,007	74,542
\$200,000 PORT VANCOUVER WA, 3 094% BOND, DUE 12/1/23	200,020	202,018
\$200,000 SNOHOMISH CNTY WA G/O, 3% BOND, DUE 12/1/26	197,743	196,164
\$200,000 S CAROLINA WTR REV, 3 572% BOND, DUE 12/1/22	209,473	197,974
\$200,000 UNIV OF OKLA REV, 3 104% BOND, DUE 7/1/26	125,010	122,347
\$200,000 VIRGINIA ST PUB AUTH, 4% BOND, DUE 8/1/20	220,765	203,424
\$500,000 UNITED STATES TREASURY BILLS, 0%, DUE 4/11/19	496,596	496,695
TOTALS	2,916,097	2,876,274

## FORM 990-PF, PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,030 SHARES ISHARES CORE S&P SMALL-CAP ETF	107,244	210,040
1,419 SHARES SELECT SECTOR SPDR TRUST UTILITIES INDX	49,653	75,093
136 SHARES AMGEN INC	23,101	26,475
2,764 SHARES BANK OF MONTREAL	177,298	180,627
7,948 SHARES BANK OF AMERICA CORP	102,535	162,107
1,808 SHARES CHEVRON CORPORATION	168,718	168,189
520 SHARES CITIGROUP INC	36,311	27,071
711 SHARES CYRUSONE INC	36,416	37,598
431 SHARES DELTA AIR LINES INC	23,268	21,507
2,933 SHARES EATON CORP PLC	175,495	201,380
1,400 SHARES GLAXO SMITHKLINE PLC ADR	57,993	53,494
1,953 SHARES GRANITE CONSTRUCTION INC	89,998	78,667
3,646 SHARES INTERNATIONAL PAPER CO	162,248	147,153
2,021 SHARES JUNIPER NETWORKS INC	57,797	54,385
437 SHARES KAR AUCTION SERVICES	23,360	20,854
1,491 SHARES KROGER CO	36,470	41,002
1,558 SHARES MARATHON PETROLEUM CORP	99,504	91,938
2,769 SHARES MERCK & CO INC	115,165	211,579
5,035 SHARES MICHELIN COMPAGNIE GENERALE	96,370	98,686
2,684 SHARES MICROSOFT CORP	65,451	238,791
2,438 SHARES OCCIDENTAL PETROLEUM CORP	182,515	149,644
3,886 SHARES VERIZON COMMUNICATIONS	200,202	218,471
4,740 SHARES VODAFONE GROUP PLC	144,998	91,387
420 SHARES WALMART INC	36,221	39,123
153 SHARES WHIRLPOOL CORP	23,362	16,351
TOTALS	2,291,693	2,661,612

THE FREES FOUNDATION

STATEMENT 3  
76-0053200

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE  
YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	REALTION- SHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
CARE USA 151 ELLIS STREET, NE ATLANTA, GA 30303	NONE	PUBLIC	Education Initiative--Syrian Refugees Girls' Education Program--Middle East	458,949
THE MISSION OF YAHWEH 10247 ALGIERS HOUSTON, TX 77041	NONE	PUBLIC	Workforce Development Program Transitional Housing--Homeless Dental Program	41,670
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON, TX 77007	NONE	PUBLIC	Workforce Development Program Transition Age Youth	20,000
TRUE COLORS FUND 330 WEST 38th STREET, STE 405 NEW YORK, NY 10018	NONE	PUBLIC	40 to None Summit Sponsorship LGBTQ Youth Initiative	5,000
THE HAY CENTER FOUNDATION 1216 CLAY STREET HOUSTON, TX 77019	NONE	PUBLIC	Transitional Youth Bridge Housing/Case Manager Salary	30,000
UNITED AGAINST HUMAN TRAFFICKING P O BOX 541184 HOUSTON, TX 77254	NONE	PUBLIC	General Operations Youth Anti-Trafficking Initiative	15,000
RONALD MCDONALD HOUSE 1907 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	PUBLIC	Capital Campaign--Facility Expansion	50,000
ANGELA HOUSE 7725 REED ROAD HOUSTON, TX 77087	NONE	PUBLIC	Post Incarceration Resident Services	20,000
I AM WATERS INC 3262 WESTHEIMER RD, PO BOX 229 HOUSTON, TX 77098	NONE	PUBLIC	Community Convening Perspectives on Homelessness	637

CONTINUED ON NEXT PAGE

STATEMENT 3

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE  
YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	REALTION- SHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
UT HEALTH SCIENCE - DENTISTRY 7000 FANNIN, STE 1200 HOUSTON, TX 77030	NONE	PUBLIC	Dental Outreach Van Program at Mission of Yahweh	37,500
SUNFLOWER MISSION P O BOX 1385 STAFFORD, TX 77497	NONE	PUBLIC	Le So Memorial Scholarship Hygiene & Health Education	197,000
COMP-U-DOPT 1602 AIRLINE HOUSTON, TX 77009	NONE	PUBLIC	Youth Computer Literacy Educ Capital Improvements	5,000
COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON, TX 77006	NONE	PUBLIC	General Operating Support Youth Homelessness Residential Program	50,000
NEW HOPE HOUSING 1117 TEXAS AVENUE HOUSTON, TX 77002	NONE	PUBLIC	Permanent Supportive Housing Resident Services	50,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE, SUITE 6000 HOUSTON, TX 77056	NONE	PUBLIC	Youth Homelessness & Anti-Human Trafficking Work Group Support	25,000
BAKER RIPLEY P O Box 271389 HOUSTON, TX 77277	NONE	PUBLIC	Immigration Legal Aid	20,000 <sup>c</sup>
EASTER SEALS OF GREATER HOUSTON 4500 BISSONNET, SUITE 340 BELLAIRE, TX 77401-3006	NONE	PUBLIC	Veterans Services Program Job Coach	5,000
UNITED WAY OF GREATER HOUSTON 50 WAUGH DRIVE HOUSTON, TX 77007	NONE	PUBLIC	Funders' Learning Groups Coordinator Salary Support	24,000

CONTINUED ON NEXT PAGE

STATEMENT 3

THE FREES FOUNDATION

STATEMENT 3  
76-0053200

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE  
YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	REALTION- SHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
PROYECTO DESAROLLO HUMANO 17617 SABAL PALM DRIVE PENITAS, TX 78576	NONE	PUBLIC	General Operating Support Colonias Community Center	25,000
HOUSTON AREA WOMENS CENTER 1010 WAUGH HOUSTON, TX 77019	NONE	PUBLIC	Emergency Shelter Program Childcare Specialist Salary Support	54,362
THE BEACON 1117 TEXAS AVENUE HOUSTON, TX 77002	NONE	PUBLIC	Young Adult Homeless Outreach/Legal Aid	7,500
VETERANS MATTER 3450 W CENTRAL AVE, SUITE 108 TOLEDO, OH 43606	NONE	PUBLIC	Capacity Building Homeless Veterans Housing	15,000
CAREER GEAR 750 SHARPSTOWN CENTER HOUSTON, TX 77036	NONE	PUBLIC	Workforce Development General Operations	5,000
EXPONENT PHILANTHROPY 1720 N STREET, NW WASHINGTON, D C 20036	NONE	PUBLIC	Philanthropic Sector Support	750
WEST HOUSTON ASST MINISTRIES 10501 MEADOWGLEN LANE HOUSTON, TX 77042	NONE	PUBLIC	Harvey Emergency Relief	15,000
UNIVERSITY OF HOUSTON - SCHOOL OF SOCIAL WORK 5000 GULF FREEWAY BUILDING 1, SUITE 263 HOUSTON, TX 77024	NONE	PUBLIC	Capital Improvements Social Work Building	135,000
BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON, TX 77006	NONE	PUBLIC	Pediatric Neurology Clinic	5,000

CONTINUED ON NEXT PAGE

STATEMENT 3

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE  
YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	REALTION- SHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
INTERFAITH MINISTRIES 3303 MAIN STREET HOUSTON, TX 77002	NONE	PUBLIC	Refugee Services Program	15,000
LIFEWORCS 3700 SOUTH 1ST ST AUSTIN, TX 78704	NONE	PUBLIC	Youth Homelessness Evaluation and Research	20,000
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	NONE	PUBLIC	Capital Improvements - Residential Facilities	40,000
DIOCESAN REFUGEE & MIGRANT CENTER 2400 A E YANDELL EL PASO, TX 79903	NONE	PUBLIC	Salary Support/ Family Reunification	10,000
CHILDREN 4 TOMORROW 2600 S LOOP WEST, SUITE 170 HOUSTON, TX 77054	NONE	PUBLIC	Legal/Mental Health Professional Training-Families in High Conflict Court Cases	40,000
CAMP ARANZAZU 5420 LOOP 1781 ROCKPORT, TX 78382	NONE	PUBLIC	Camper Scholarship/Camp for Children and Adults with Chronic Illnesses	5,000
PROUNITAS INC 4802 LOCKWOOD DR HOUSTON, TX 77026	NONE	PUBLIC	Chief Innovation Officer Position	82,500
LITERACY ADVANCE OF HOUSTON 2424 WILCREST, SUITE 120 HOUSTON, TX 77042	NONE	PUBLIC	Strategic Planning Implementation	35,000
TAHIRIH JUSTICE CENTER 1717 ST JAMES PLACE, STE 450 HOUSTON, TX 77056	NONE	PUBLIC	General Operating Support/Policy Advocate Position/Natl Expansion	418,067

CONTINUED ON NEXT PAGE

STATEMENT 3

THE FREES FOUNDATION

STATEMENT 3  
76-0053200

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE  
YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	REALTION- SHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
CATHOLIC CHARITIES OF THE RIO GRANDE VALLEY 700 N VIRGEN DE SAN JUAN BLVD SAN JUAN, TX 78589	NONE	PUBLIC	Family Legal Support/ Immigration	10,000
NEHEMIAH CENTER 5015 FANNIN ST HOUSTON, TX 77004	NONE	PUBLIC	General Operations/After School Program for At-Risk Children/Youth	20,000
FAMILY SERVICES OF GREATER HOUSTON 3815 MONTROSE BLVD, SUITE 200 HOUSTON, TX 77006	NONE	PUBLIC	BAMBI Parenting Classes - Incarcerated Women	25,000
TOTAL				<u>2,037,935</u>

STATEMENT 3