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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 CLAYTON FUND, INC.

C/O CHASE BANK OF TEXAS

A Employer identification number 76-0285764

Number and street (or P.O. box number if mail is not delivered to street address) 712 MAIN STREET, 11TH FLOOR NORTH — Room/suite

B Telephone number (see instructions) (713) 216-0733

City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002

C If exemption application is pending, check here ▶ ☐

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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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

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) ▶ $ 40,076,680.

J Accounting method: [X] 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 ▶ ☐

3/4

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	689,084.	689,084.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,612,705.			
	b Gross sales price for all assets on line 6a 14,257,601.				
	7 Capital gain net income (from Part IV, line 2)		2,612,705.		
	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	92,658.	5,333.		
	12 **Total.** Add lines 1 through 11	3,394,447.	3,307,122.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	155,694.	106,621.		49,073.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	49,804.	46,816.		2,988.
	c Other professional fees (attach schedule) [3]	175,813.	175,813.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	92,761.	6,844.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	9,707.	9,707.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	483,779.	345,801.		52,061.
	25 Contributions, gifts, grants paid	2,144,500.			2,144,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,628,279.	345,801.	0.	2,196,561.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	766,168.			
	b **Net investment income** (if negative, enter -0-)		2,961,321.		
	c **Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,601,792.	2,709,192.	2,709,192.
	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)[6]	4,082,924.	3,771,181.	3,682,057.
	b	Investments - corporate stock (attach schedule) ATCH 7	21,244,282.	23,657,731.	30,706,822.
	c	Investments - corporate bonds (attach schedule) ATCH 8	3,409,963.	2,984,909.	2,930,823.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	41,553.	47,786.	47,786.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,380,514.	33,170,799.	40,076,680.
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 ▶ ATCH 10)	2,796.	26,913.	
	23	Total liabilities (add lines 17 through 22)	2,796.	26,913.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31			
	24	Unrestricted	32,377,718.	33,143,886.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	32,377,718.	33,143,886.	
	31	Total liabilities and net assets/fund balances (see instructions)	32,380,514.	33,170,799.	

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	32,377,718.
2	Enter amount from Part I, line 27a	2	766,168.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,143,886.
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	33,143,886.

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	2,612,705.
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	2,226,406.	41,671,730.	0.053427
2016	2,322,100.	39,340,555.	0.059026
2015	1,990,847.	41,358,905.	0.048136
2014	2,186,906.	44,264,660.	0.049405
2013	1,997,112.	40,950,687.	0.048769

2	Total of line 1, column (d)	2	0.258763
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	0.051753
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	43,467,937.
5	Multiply line 4 by line 3.	5	2,249,596.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,613.
7	Add lines 5 and 6	7	2,279,209.
8	Enter qualifying distributions from Part XII, line 4	8	2,196,561.

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	59,226.
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	59,226.
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	59,226.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 44,303.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 18,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,303.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
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	3,077.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 3,077. **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		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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

2

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	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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHASE BANK OF TEXAS Telephone no ▶ 713-216-0733

Located at ▶ 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX ZIP+4 ▶ 77002

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		X
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		
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 11		155,694.	0.	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
ATCH 12		166,663.

Total number of others receiving over $50,000 for professional services ▶ 2

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 NO DIRECT CHARITABLE ACTIVITIES	
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 NO PROGRAM RELATED INVESTMENTS	
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	41,313,885.
b	Average of monthly cash balances	1b	2,771,330.
c	Fair market value of all other assets (see instructions)	1c	44,670.
d	**Total** (add lines 1a, b, and c)	1d	44,129,885.
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	44,129,885.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	661,948.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,467,937.
6	**Minimum investment return.** Enter 5% of line 5	6	2,173,397.

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	2,173,397.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	59,226.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	59,226.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,114,171.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,114,171.
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	2,114,171.

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	2,196,561.
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	2,196,561.
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	2,196,561.

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					2,114,171.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only					
b Total for prior years 20 16 ,20 15 ,20 14					
3 Excess distributions carryover, if any, to 2018					
a From 2013	28,061.				
b From 2014	23,079.				
c From 2015					
d From 2016	387,308.				
e From 2017	178,213.				
f Total of lines 3a through e		616,661.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 2,196,561.					
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					2,114,171.
e Remaining amount distributed out of corpus		82,390.			
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		699,051.			
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					
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)		28,061.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		670,990.			
10 Analysis of line 9					
a Excess from 2014	23,079.				
b Excess from 2015					
c Excess from 2016	387,308.				
d Excess from 2017	178,213.				
e Excess from 2018	82,390.				

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

ATCH 13

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 *Paid during the year*				
ATCH 14				
Total . . . . ▶ **3a**				2,144,500.
b *Approved for future payment*				
ATCH 15				
Total . . . . ▶ **3b**				260,000.

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	689,084.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	211110	11,332.	01	5,333.	
8 Gain or (loss) from sales of assets other than inventory	211110	75,993.	18	2,612,705.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		87,325.		3,307,122.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,394,447.

(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

			Yes	No
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?			
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

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

Will Garwood Jr | 11-22-19 | 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
AMANDA MAYA	Amanda Maya	11/07/2019		P01067777

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 2700 POST OAK BLVD., STE 1500 HOUSTON, TX 77056 — Phone no 713.499.4600

Form 990-PF (2018)

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)
TOTAL CAPITAL GAIN DISTRIBUTIONS										236,747.
16,866.61 SHS OF BROWN ADVISORY EMG MKT PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	168,094.		168,462.				-368.
SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	4,466,173.		4,259,389.				206,784.
SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	32,628.		31,703.				925.
SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	1,410,624.		1,397,812.				12,812.
SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	585,055.		665,920.				-80,865.
SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	3,822,896.		2,604,725.				1,218,171.
SEE ATTACHMENT D-6 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	168,601.		172,774.				-4,173.
SEE ATTACHMENT D-7 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	943,989.		535,502.				408,487.
SEE ATTACHMENT D-8 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	35,900.		36,775.				-875.
SEE ATTACHMENT D-9 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	436,371.		358,681.				77,690.
SEE ATTACHMENT D-10 PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	542,076.		406,163.				135,913.
SEE ATTACHMENT D-11	P	VARIOUS	VARIOUS							

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)	
		PROPERTY TYPE: SECURITIES						
274,968.		308,567.					-33,599.	
		SEE ATTACHMENT D-12				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
1,004,823.		552,026.					452,797.	
		ENTERPRISE PRODUCTS PTRS-BASIS ADJUSTMEN				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
83,518.							83,518.	
		THE BLACKSTONE GROUP, LP-BASIS ADJUSTMEN				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
4,438.							4,438.	
		ENTERPRISE PRODUCTS PTRS-RECLASS ORDINAR				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
		75,993.					-75,993.	
		249 SHS OF PRAXAIR INC				P	VARIOUS	12/18/18
		PROPERTY TYPE: SECURITIES						
40,700.		26,445.					14,255.	
		COST BASIS ADJUSTMENTS				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
		43,959.					-43,959.	
TOTAL GAIN(LOSS)							2,612,705.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	13,976.	2,644.
MISCELLANEOUS INCOME	2,689.	2,689.
SALE OF PTPS - ORDINARY PORTION	75,993.	
TOTALS	92,658.	5,333.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	49,804.	46,816.		2,988.
TOTALS	49,804.	46,816.		2,988.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT COUNSELING	175,813.	175,813.
TOTALS	175,813.	175,813.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	85,917.	
FOREIGN TAXES	6,844.	6,844.
TOTALS	92,761.	6,844.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMORTIZATION	9,156.	9,156.
MISCELLANEOUS	551.	551.
TOTALS	9,707.	9,707.

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 6-1	3,771,181.	3,682,057.
US OBLIGATIONS TOTAL	3,771,181.	3,682,057.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 7-1	23,657,731.	30,706,822.
TOTALS	23,657,731.	30,706,822.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 8-1	2,984,909.	2,930,823.
TOTALS	2,984,909.	2,930,823.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEREST RECEIVABLE	47,786.	47,786.
TOTALS	47,786.	47,786.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
FEDERAL EXCISE TAX PAYABLE		26,913.
	TOTALS	26,913.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM GARWOOD 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	PRESIDENT 1.00	10,000.	0.	0.
WILLIAM BAKER 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	VICE PRES 1.00	10,000.	0.	0.
CHASE BANK OF TEXAS - HOUSTON 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	SEC/TREAS 1.00	123,694.	0.	0.
BURDINE C JOHNSON 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	TRUSTEE 1.00	12,000.	0.	0.
	GRAND TOTALS	155,694.	0.	0.

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CYPRESS ASSET MANAGEMENT, INC. 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	INVESTMENT MANAGER	94,510.
BROWN INVESTMENT ADVISORY 712 MAIN STREET, 11TH FLOOR NORTH HOUSTON, TX 77002	INVESTMENT MANAGER	72,153.
TOTAL COMPENSATION		166,663.

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DEAN THEISS - TRUST OFFICER
712 MAIN STREET, 11TH FLOOR NORTH
HOUSTON, TX 77002
713-216-0733

MELINDA DILL - TRUST ADMINISTRATOR
712 MAIN STREET, 11TH FLOOR NORTH
HOUSTON, TX 77002
713-216-0733

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHESAPEAKE BAY FOUNDATION, INC PHILLIP MERRIL ENVIRONMENTAL CENTER 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE PC	CHARITABLE	250,000
PRINCETON UNIVERSITY 701 CARNEGIE CTR PRINCETON, NJ 08540	NONE PC	CHARITABLE	150,000
C G JUNG EDUCATIONAL CENTER OF HOUSTON 5200 MONTROSE BLVD HOUSTON, TX 77006	NONE PC	CHARITABLE	10,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	NONE PC	CHARITABLE	225,000
PLANNED PARENTHOOD FEDERATION OF AMERICA,INC 123 WILLIAM ST NEW YORK, NY 10038	NONE PC	CHARITABLE	120,000
TEXAS EDUCATION WORKS 1511 BUTLERCREST ST HOUSTON, TX 77080	NONE PC	CHARITABLE	75,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIPP, INC 10711 KIPP WAY HOUSTON, TX 77099	NONE PC	CHARITABLE	25,000
RESTORE AMERICAS ESTUARIES 2300 CLARENDON BLVD , SUITE 603 ARLINGTON, VA 22201	NONE PC	CHARITABLE	20,000
ASIA SOCIETY TEXAS CENTER 1370 SOUTHMORE BOULEVARD HOUSTON, TX 77004	NONE PC	CHARITABLE	15,000
SER-NINOS INC. 5815 ALDER DRIVE HOUSTON, TX 77081	NONE PC	CHARITABLE	15,000
WRITERS IN THE SCHOOLS 1523 WEST MAIN HOUSTON, TX 77006	NONE PC	CHARITABLE	15,000
BOYS AND GIRLS CLUBS OF AUSTIN AREA 6648 ED BLUESTEIN BLVD AUSTIN, TX 78723	NONE PC	CHARITABLE	60,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL CRANE FOUNDATION INC E 11376 SHADY LANE RD BARABOO, WI 53913	NONE PC	CHARITABLE	10,000
HOPE AND HEALING CENTER AND INSTITUTE 717 SAGE RD HOUSTON, TX 77056	NONE PC	CHARITABLE	20,000
WILLIAM MARSH RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251	NONE PC	CHARITABLE	25,000
ST JOHN'S SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	NONE PC	CHARITABLE	10,000
THE CONSERVATION FUND 1655 N FORT MYER DRIVE, STE 1300 ARLINGTON, VA 22209	NONE PC	CHARITABLE	5,000
WILDLIFE HABITAT FEDERATION PO BOX 75 CAT SPRING, TX 78933	NONE PC	CHARITABLE	7,500

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPAULDING FOR CHILDREN 16250 NORTHLAND DR , STE 120 SOUTHFIELD, MI 48075	NONE PC	CHARITABLE	35,000
WOMENS & MENS HEALTH SERVICES OF THE COASTAL BEND 3536 HOLLY RD CORPUS CHRISTI, TX 78415	NONE PC	CHARITABLE	50,000
GALVESTON BAY FOUNDATION 1100 HERCULES AVENUE, SUITE 200 HOUSTON, TX 77058	NONE PC	CHARITABLE	25,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NONE PC	CHARITABLE	20,000
PCI-MEDIA IMPACT, INC 777 UNITED NATIONS PLAZA, 5TH FLOOR NEW YORK, NY 10017	NONE PC	CHARITABLE	20,000
STAR OF HOPE MISSION 4848 LOOP CENTRAL DRIVE, SUITE 500 HOUSTON, TX 77081	NONE PC	CHARITABLE	20,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON AREA WOMEN'S CENTER, INC 1010 WAUGH DR HOUSTON, TX 77019	NONE PC	CHARITABLE	15,000
UNIVERSITY OF HOUSTON (ARTE PUBLICO) 4543 POST OAK PLACE DR , STE 250 HOUSTON, TX 77027	NONE PC	CHARITABLE	10,000
CENTER FOR HEARING AND SPEECH 9835 MANCHESTER RD ST LOUIS, MO 63119	NONE PC	CHARITABLE	5,000
AMERICAN FESTIVAL FOR THE ARTS 1718A LUBBOCK STREET HOUSTON, TX 77007	NONE PC	CHARITABLE	5,000
SPARK PO BOX 1562 HOUSTON, TX 77251	NONE PC	CHARITABLE	10,000
WASHINGTON COLLEGE 300 WASHINGTON AVENUE CHESTERTOWN, MD 21620	NONE PC	CHARITABLE	40,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD NEIGHBORS 5600 N MAY AVENUE, SUITE 160 OKLAHOMA CITY, OK 73112	NONE PC	CHARITABLE	70,000
SAN MIGUEL-CASA INC 2418 HARRIS BLVD AUSTIN, TX 78703	NONE PC	CHARITABLE	70,000
PLANNED PARENTHOOD CAMERON COUNTY 2140 BABCOCK RD , STE 201 SAN ANTONIO, TX 78229	NONE PC	CHARITABLE	50,000
ACCESS ESPERANZA CLINICS, INC 916 E HACKBERRY AVE MCALLEN, TX 78501	NONE PC	CHARITABLE	50,000
WITHERSPOON INSTITUTE, INC 16 STOCKTON ST PRINCETON, NJ 08540	NONE PC	CHARITABLE	25,000
TEENSMART INTERNATIONAL, INC 107 APPLE CART WAY MORRISVILLE, NC 27560	NONE PC	CHARITABLE	55,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ROSE 12700 N FEATHERWOOD DR , SUITE 260 HOUSTON, TX 77034	NONE PC	CHARITABLE	35,000
BRIDGE OVER TROUBLED WATERS, INC P O BOX 3488 PASADENA, TX 77501	NONE PC	CHARITABLE	25,000
EL HOGAR MINISTRIES, INC 21 CUMMINGS PARK, STE 238 WOBURN, MA 01801	NONE PC	CHARITABLE	15,000
CARITAS OF AUSTIN P O BOX 1947 AUSTIN, TX 78767	NONE PC	CHARITABLE	5,000.
CLASSICAL THEATRE COMPANY PO BOX 541324 HOUSTON, TX 77254	NONE PC	CHARITABLE	7,000
THE BEACON 1117 TEXAS AVE HOUSTON, TX 77002	NONE PC	CHARITABLE	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE WOMEN'S HOME 607 WESTHEIMER ROAD HOUSTON, TX 77006	NONE PC	CHARITABLE	5,000
PRISON ENTREPRENEURSHIP PROGRAM, INC 4140 DIRECTORS ROW, STE B HOUSTON, TX 77092	NONE PC	CHARITABLE	100,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST ROAD WOODBERRY FOREST, VA 22989	NONE PC	CHARITABLE	100,000
COMMUNITIES IN SCHOOLS HOUSTON, INC 1235 N LOOP WEST, STE 300 HOUSTON, TX 77008	NONE PC	CHARITABLE	25,000
TEACH FOR AMERICA, INC 25 BROADWAY, 12TH FLOOR NEW YORK, NY 10004	NONE PC	CHARITABLE	20,000
NEW HOPE HOUSING, INC 3315 HARRISBURG BOULEVARD, SUITE 400 HOUSTON, TX 77002	NONE PC	CHARITABLE	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CATHOLIC CHARITIES 249 WEST THORNHILL DRIVE FORT WORTH, TX 76115	NONE PC	CHARITABLE	10,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS 248 JASTER ROAD ROUND TOP, TX 78954	NONE PC	CHARITABLE	50,000
TODAY'S HARBOR FOR CHILDREN 514 BAYRIDGE ROAD LA PORTE, TX 77571	NONE PC	CHARITABLE	25,000
THE CENTER FOUNDATION 810 MARSTON ST HOUSTON, TX 77019	NONE PC	CHARITABLE	10,000
BAYOU PRESERVATION ASSOCIATION, INC 7305 NAVIGATION BLVD , SUITE A HOUSTON, TX 77011	NONE PC	CHARITABLE	5,000
CHAUCER DRIVE STUDY CENTER INC 5055 CHAUCER DR HOUSTON, TX 77005	NONE PC	CHARITABLE	30,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAKERRIPLEY PO BOX 271389 HOUSTON, TX 77277	NONE PC	CHARITABLE	25,000
AUDUBON NATURALIST SOCIETY OF THE CENTRAL ATLANTIC 8940 JONES MILL RD CHEVY CHASE, MD 20815	NONE PC	CHARITABLE	5,000
HEART OF TEXAS THERAPEUTIC RIDING CENTER INC 848 E WHITE OAK RD WEST, TX 76691	NONE PC	CHARITABLE	5,000
		TOTAL CONTRIBUTIONS PAID	2,144,500

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRISON ENTREPRENEURSHIP PROGRAM, INC 4140 DIRECTORS ROW, STE B HOUSTON, TX 77092	NONE PC	CHARITABLE	100,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST ROAD WOODBERRY FOREST, VA 22989	NONE PC	CHARITABLE	50,000
BOYS AND GIRLS CLUBS OF AUSTIN AREA 6648 ED BLUESTEIN BLVD AUSTIN, TX 78723	NONE PC	CHARITABLE	30,000
C G JUNG EDUCATIONAL CENTER OF HOUSTON 5200 MONTROSE BLVD HOUSTON, TX 77006	NONE PC	CHARITABLE	5,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS PO BOX 89 ROUND TOP, TX 78954	NONE PC	CHARITABLE	75,000.
		TOTAL CONTRIBUTIONS APPROVED	260,000