

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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	480,415	942,362	942,362
	2	Savings and temporary cash investments	120,163	170,350	170,350
	3	Accounts receivable ▶ <u>1,697,025</u>			
		Less allowance for doubtful accounts ▶ _____		1,697,025	1,697,025
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	12,772,010	12,658,686	14,580,432
	c	Investments—corporate bonds (attach schedule)	21,972,780	9,926,954	9,410,389
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	13,130,789	11,684,015	11,125,122
14		Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
15		Other assets (describe ▶ _____)			
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	48,476,157	37,079,392	37,925,680
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	48,476,157	37,079,392	
	30	Total net assets or fund balances (see instructions)	48,476,157	37,079,392	
31	Total liabilities and net assets/fund balances (see instructions) .	48,476,157	37,079,392		

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 48,476,157
2	Enter amount from Part I, line 27a	2 -11,396,765
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 37,079,392
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 37,079,392

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly traded securities			
b Passthrough - capital gain			
c Capital gain distributions			
d Blackgold Opportunity Fund	P	2018-01-01	2018-12-31
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 15,528,499		15,899,946	-371,447
b 259,575			259,575
c 262,979			262,979
d 1,697,025		1,695,544	1,481
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-371,447
b			259,575
c			262,979
d			1,481
e			

2 Capital gain net income or (net capital loss)	2	152,588
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐

Yes

☒

No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	10,002,865	55,234,041	0 18110
2016	5,342,863	58,641,589	0 09111
2015	1,244,591	60,638,227	0 02053
2014	1,035,660	57,389,931	0 01805
2013	3,612,856	53,775,501	0 06718

2 Total of line 1, column (d)	2	0 377965
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 075593
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	43,955,652
5 Multiply line 4 by line 3	5	3,322,740
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,826
7 Add lines 5 and 6	7	3,332,566
8 Enter qualifying distributions from Part XII, line 4	8	12,218,375

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 <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	1	9,826
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	9,826
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,826
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	10,372
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	18,372
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	8,546
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 8,546 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of Susan Connell Telephone no (281) 368-2734			

Located at **11757 Katy Freeway Suite 1400 Houston TX** ZIP+4 **77079**

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

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 No
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b No
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	President 10 00	0		
Jeannie Lynn Able 11757 Katy Freeway Suite 1400 Houston, TX 77079	Vice Pres 2 00	0		
Doris Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	Secretary 2 00	0		
Tanya Jean Pitre 11757 Katy Freeway Suite 1400 Houston, TX 77079	Treasurer 2 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.				

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
Hire Universe 5517 Aspen St Houston, TX 77081	See Part IX-A	120,000
Northern Trust 50 South Lasalle Street Chicago, IL 60603		
Lowery Asset Consulting 20 N Upper Wacker Dr 3850 Chicago, IL 60606	Investment mgmt	54,668
Lynn Ziegenfuss 11965 Thomas Hayes Lane San Diego, CA 92126	Investment mgmt	53,706
Gardner Russo & Gardner 222 East Chestnut St Lancaster, PA 17602	See Part IX-A	52,800
	Investment mgmt	63,350
Total number of others receiving over \$50,000 for professional services. ►		

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 The Foundation engages consultants to advise its grantees in the areas of operating efficiency, community profile and awareness, relations among operating personnel, counseling and program evaluations	262,161
2	
3	
4	

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

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

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	30,599,839
b	Average of monthly cash balances.	1b	1,203,041
c	Fair market value of all other assets (see instructions).	1c	12,822,147
d	Total (add lines 1a, b, and c).	1d	44,625,027
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	44,625,027
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	669,375
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	43,955,652
6	Minimum investment return. Enter 5% of line 5.	6	2,197,783

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	2,197,783
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	9,826
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,826
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,187,957
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,187,957
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	2,187,957

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	12,218,375
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	12,218,375
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	9,826
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,208,549

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				2,187,957
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				2,165,208
e From 2017.				7,274,595
f Total of lines 3a through e.	9,439,803			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>12,218,375</u>				
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).	0			
d Applied to 2018 distributable amount.				2,187,957
e Remaining amount distributed out of corpus	10,030,418			
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	19,470,221			
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				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).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	19,470,221			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				2,165,208
d Excess from 2017.				7,274,595
e Excess from 2018.				10,030,418

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> See attachment State and zipcode for e-filing purposes, TX 77079	N/A	PC	See attachment	11,935,655
Total			<div>▶ 3a</div>	
b <i>Approved for future payment</i>				
Total			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(See instructions)
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	792,668	
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.					
8 Gain or (loss) from sales of assets other than inventory	525990	55,154	18	152,588	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Passthrough K-1 income _____	523000	20,881	14	477,493	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		76,035		1,422,749	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	1,498,784	

[illegible]

Form 990PF Part XV Line 1a - 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).

Terry Looper
Doris Looper

TY 2018 Accounting Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance	15,521	5,761	0	7,760

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: The Looper Foundation

EIN: 76-0330594

Software ID: 18007218

Software Version: 2018v3.1

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Passthrough - LT capital gain UBI					35,856		Cost		35,856	
Passthrough -1231 gain UBI					19,298		Cost		19,298	

TY 2018 Investments Corporate Bonds Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200,860 shs Metropolitan West Total Fund	2,185,746	2,086,934
266,469 shs PIMCO Incm Inst CI Fund	3,332,693	3,147,001
96,600 shs Templeton Global Bond Fund	1,244,518	1,086,747
79,373 Allianz GI Short Dur	1,207,344	1,128,691
73,750 shs Guggenheim Total Return	1,956,653	1,961,016

TY 2018 Investments Corporate Stock Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate stocks - see attachment	12,658,686	14,580,432

TY 2018 Investments - Other Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Encino Energy, LLC	AT COST	1,029,098	376,594
Salient Zarvona Energy Fund, LP	AT COST	916,406	1,471,632
HV Partners LP	AT COST	68,616	68,543
StepStone Secondary Opportunities Fd LP	AT COST	1,230,932	1,206,036
Sanderson International Value Fund	AT COST	5,065,851	4,734,825
Salient Zarvona Energy Fund II	AT COST	1,853,595	1,432,832
GP Invitation Fund I, LP	AT COST	1,519,517	1,834,660

TY 2018 Legal Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance	4,646	0	0	4,646

TY 2018 Other Expenses Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	280			280
K-1 expenses	452,827	232,980		

TY 2018 Other Income Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough K-1 income	498,374	475,644	

TY 2018 Other Professional Fees Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management services	199,586	199,586	0	0
Nonprofit consult - see Part IX-A	262,161	0	0	262,161

TY 2018 Taxes Schedule**Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal tax	17,000			

Attachment to Part II, Line 10b

[illegible]

Attachment to Part II, Line 10b

[illegible]

Attachment to Part II, Line 10b

[illegible]

Attachment to Part II, Line 10b

[illegible]

Attachment to Part II, Line 10b

[illegible]

Attachment to Part II, Line 10b

Part III Supplemental Information

<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>	<p>Part III Supplemental Information</p> <p>Supplemental Information</p>
<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>
<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>
<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>	<p>Cost Basis</p>

Attachment to Part II, Line 10b

[illegible]

[illegible]

Attachment to Part II, Line 10b

Attachment to Part II, Line 10b

Part III Supplemental Information

Part III Supplemental Information		Part III Supplemental Information		Part III Supplemental Information		Part III Supplemental Information	
Supplemental Information	Supplemental Information	Supplemental Information	Supplemental Information	Supplemental Information	Supplemental Information	Supplemental Information	Supplemental Information
Cost Basis	Cost Basis	Cost Basis	Cost Basis	Cost Basis	Cost Basis	Cost Basis	Cost Basis
255,933 79	255,933 79	255,933 79	255,933 79	255,933 79	255,933 79	255,933 79	255,933 79
321,408 95	321,408 95	321,408 95	321,408 95	321,408 95	321,408 95	321,408 95	321,408 95



Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Camp Ministry			
Cho-Yeh Camp and Conference Center 2200 S Washington Ave Livingston, TX 77351	PC	Camper Scholarship Fund	25,000
Christian Camping International PO Box 9508 Tyler, TX 75711	PC	General Support	50,000
Kanakuk Ministries 1353 Lakeshore Dr Branson, Missouri 65616	PC	After Dark College Ministry Program	150,000
		Kanakuk Lebanon Program	50,000
Stoney Creek Foundation 510 Bering, Suite 100 Houston, TX 77057	PC	Event Support	40,000
Subtotal Camp Ministry			\$ 315,000
Children/Families			
Arrow Child & Family Ministries 2929 FM 2920 Road Spring, TX 77388	PC	Event Support	5,000
Blessings in a Backpack 4121 Shelbyville Rd. Louisville, KY 40207	PC	Event Support	5,000
Covenant House 1111 Lovett Blvd. Houston, TX 77006	PC	Sleep Out Program Grant	10,000
Subtotal Children/Families			\$ 20,000
Churches			
Carmel Presbyterian Church 2048 Carmel Road Charlotte, NC 28226	PC	General Support	\$ 20,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Grace Presbyterian Church 10221 Ella Lee Ln Houston, TX 77042	PC	General Support Ready Campaign	436,000 333,000
Greater St. Matthew Baptist Church 16362 Angel Island Lane Houston, TX 77053	PC	General Support	10,000
Subtotal Churches			\$ 799,000
Counseling			
Alongside Ministry 6701 Alongside Lane Richland, MI 49083	PC	Grant for Scholarships	70,000
C.H.A.R.M. Prison Ministry P.O. Box 55548 Houston, TX 77255-5548	PC	General Support	2,500
His Father's Heart Ministries 5715 Northwest Central Dr. Suite F109 Houston, TX 77092	PC	Heart Sync Program Grant	50,000
Interface Samaritan Counseling Centers 4803 San Felipe St. Houston, TX 77056-3907	PC	Event Support General Support	45,000 5,000
Prison Fellowship 44180 Riverside Parkway Lansdowne, VA 20176	PC	Houston After-Care Program Grant	125,000
Serenity Retreat 953 Memory Lane Bellville, TX 77418	PC	Staff Grant	75,000
There's Still Hope 3810 42nd Ave W. Bradenton, FL 34205	PC	General Support	\$ 50,000
Subtotal Counseling			\$ 422,500

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Discipleship			
Bill Hull Ministries 329 Termino Avenue Long Beach, CA 90814	PC	The Bonhoeffer Project Support	77,500
CBMC (Christian Business Men's Connection) 5918 San Felipe, Suite 6 Houston, TX 77057	PC	General Support, Event Support and Support for Marriage Program	63,764
CrossWalk Center 2103 N. Main St. Houston, TX 77009	PC	Transitional Living Discipleship Home Grant	10,000
Fuller Theological Seminary 135 North Oakland Avenue Pasadena, CA 91182	PC	Program Evaluator Grant Discipleship Grants General Support	52,500 772,600 120,000
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	PC	Discipleship Grant	155,000
Grace School of Theology 3705 College Park Drive The Woodlands, TX 77384	PC	Grow In Grace Discipleship Program Grant	75,000
Harpeth Christian Church 1101 Gardner Drive Franklin, TN 37064	PC	Discipleship.org Training Conference	12,500
HBU 7502 Fondren Road Houston, TX 77074	PC	Discipleship Grant Leadership Grant	317,141 25,000
Living Water International 4001 Greenbriar Dr. Stafford, TX 77477	PC	Discipleship Training Grant	200,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Pulse Outreach 34 13th Ave NE Suite B001 Minneapolis, MN 55413	PC	Discipleship and Leadership Development Grant	250,000
Seven Mile Road Houston, Inc. PO Box 271628 Houston, TX 77277	PC	Discipleship Grant	50,000
The Gathering USA, Inc 8300 Katy Freeway Houston, TX 77024	PC	General Support	10,000
Young Life P.O. Box 520 Colorado Springs, CO 80901	PC	Discipleship Grant	988,000
Subtotal Discipleship			\$ 3,179,005
Education			
College Of Biblical Studies 7000 Regency Square Blvd Houston, TX 77038	PC	General Support Event Support	700,000 25,000
Edify 8825 Aero Drive, Ste 220 San Diego, CA 92123	PC	General Support	250,000
Lionheart Children's Academy 610 S. Industrial Blvd, Ste 170 Euless, TX 76040	PC	General Support	150,000
Praxis 409 West 45th St. 3rd Floor New York, NY 10036	PC	General Support	200,550
Student Mobilization P.O. Box 567 Conway, AR 72033	PC	General Support	\$ 500
Subtotal Education			\$ 1,326,050

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Evangelism			
89.3 KSBJ 1722 Treble Drive Humble, TX 77338	PC	Signal Opportunity Grant	\$ 250,000
Club Outreach Ministries 10221 Ella Lee Houston, TX 77042	PC	Event Support	2,500
Young Life PO Box 520 Colorado Springs, CO 80901	PC	General Support	\$ 278,000
		Capital for New Camp	\$ 650,000
Youth for Christ USA PO Box 4478 Englewood, CO 80155	PC	General Support	\$ 75,000
Youth With A Mission PO Box 3000 Garden Valley, TX 75771	PC	General Support	\$ 40,000
Subtotal Evangelism			\$ 1,295,500
Human Services			
CanCare, Inc. 9575 Katy Freeway, Suite 428 Houston, TX 77024	PC	Event Support	\$ 20,000
Cystic Fibrosis Foundation 50 Briar Hollow Lane, Suite 310 W Houston, TX 77027	PC	Event Support	\$ 32,500
Houston Hospice 1905 Holcombe Blvd. Houston, TX 77030	PC	Event Support	\$ 10,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
Inspiration Ranch PO Box 130001 The Woodlands, TX 77393	PC	Event Support	\$ 2,000
Memorial Assistance Ministries 1625 Blalock Rd. Houston, TX 77080	PC	Event Support	\$ 25,000
Sight into Sound 3935 Essex Lane Houston, TX 77027	PC	Event Support	\$ 6,100
The Brookwood Community 1752 FM 1489 Brookshire, TX 77423	PC	Beyond Capital Campaign Grant Event Support	\$ 250,000 \$ 3,500
The Center for Hearing & Speech 3636 West Dallas Houston, TX 77019	PC	Event Support Campaign for the Future Grant	\$ 10,000 \$ 250,000
WorkFaith Connection 4555 Dacoma, Suite 200 Houston, TX 77092	PC	General Support	\$ 100,000
Subtotal Human Services			\$ 709,100

Other

Caesar Kleberg Wildlife Resarch Inst. 700 University Blvd, MSC 218 Kingsville, TX 78363	PC	General Support	\$ 5,000
Philanthropy Roundtable 1120 20th Street NW, Ste 550 South Washington, D.C. 20036	PC	Digital Renovation Campaign	\$ 5,000

Part XV - Grants and Contributions Paid During the Year

Grantee Name and Address	Public Status	Purpose	Amount
National Christian Foundation 4545 Post Oak Place, Suite 201 Houston, TX 77027	PC	General Support	\$3,329,500
Subtotal Other			\$ 3,339,500
Poor/Homeless			
Hope International 227 Granite Run Drive, Ste 250 Lancaster, PA 17601	PC	General Support	250,000
Star Of Hope 6897 Ardmore Houston, TX 77054	PC	Summer Scholarships	50,000
		Event Support	105,000
The Jesse Tree 1619 Sealy Avenue Galveston, TX 77550	PC	General Support	100,000
Trees Of Hope 3330 Audley, Suite 100 Houston, TX 77098	PC	Event Support	25,000
Subtotal Poor/Homeless			\$ 530,000
Total			\$ 11,935,655