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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 TAPEATS FUND

A Employer identification number: 76-0412011

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ [ ]

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

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) ▶ $ 16,948,382.

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 ▶ [ ]

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

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,412.	2,412.		
	4 Dividends and interest from securities	153,713.	153,713.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	796,134.			
	b Gross sales price for all assets on line 6a 1,593,308.				
	7 Capital gain net income (from Part IV, line 2)		766,683.		
	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	217,171.	153,166.		
	12 **Total.** Add lines 1 through 11	1,169,430.	1,075,974.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	47,176.	33,894.		13,282.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	15,500.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	29,224.			29,224.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	158,981.	85,549.		71,973.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	250,881.	119,443.		114,479.
	25 Contributions, gifts, grants paid	671,750.			671,750.
	26 Total expenses and disbursements Add lines 24 and 25	922,631.	119,443.		786,229.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	246,799			
	b **Net investment income** (if negative, enter -0-)		956,531.		
	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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	186,728.	84,533.	84,533.
	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)[5]	407,009.	580,344.	580,831.
	b	Investments - corporate stock (attach schedule) ATCH 6	4,881,078.	4,467,591.	4,653,440.
	c	Investments - corporate bonds (attach schedule) ATCH 7	809,662.	756,191.	745,893.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	7,159,238.	7,801,855.	10,883,685.
	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)	13,443,715.	13,690,514.	16,948,382.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,443,715.	13,690,514.	
	30	**Total net assets or fund balances** (see instructions)	13,443,715.	13,690,514.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,443,715.	13,690,514.	

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	13,443,715.
2	Enter amount from Part I, line 27a	2	246,799.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,690,514.
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	13,690,514.

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	766,683.
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	830,805.	17,343,116.	0.047904
2016	983,130.	16,096,872.	0.061076
2015	784,337.	16,461,134.	0.047648
2014	719,366.	16,186,650.	0.044442
2013	715,341.	15,091,133.	0.047401

2	**Total** of line 1, column (d)	2	0.248471
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	0.049694
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,441,828.
5	Multiply line 4 by line 3	5	866,754.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,565.
7	Add lines 5 and 6	7	876,319.
8	Enter qualifying distributions from Part XII, line 4	8	786,229.

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	19,131.
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	19,131.
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	19,131.
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 18,161.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,452.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	19,613.
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	482.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 482. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (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

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 ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b		
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 9		0.	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 . . . . . . ▶

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 10		68,582.

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 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,689,329.
b	Average of monthly cash balances	1b	134,426.
c	Fair market value of all other assets (see instructions)	1c	10,883,685.
d	Total (add lines 1a, b, and c)	1d	17,707,440.
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	17,707,440.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	265,612.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,441,828.
6	**Minimum investment return.** Enter 5% of line 5	6	872,091.

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	872,091.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	19,131.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,131.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	852,960.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	852,960.
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	852,960.

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	786,229.
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	786,229.
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	786,229.

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				852,960.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			203,667.	
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 786,229.				
a Applied to 2017, but not more than line 2a			203,667.	
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				582,562.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				270,398.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 11

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 12

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 13				
Total . . . . ▶ **3a**				671,750.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,412.	
4 Dividends and interest from securities			14	153,713.	
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	29,451.	18	766,683.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14		94,021.		123,150.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		123,472.		1,045,958.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,169,430.

(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		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

▶ M. Watson 11/14/2019 ▶ Secretary/ED

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
JEFFREY D HASKELL	JEFFREY D HASKELL	11/06/2019		P01345770

Firm's name ▶ FOUNDATION SOURCE Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 Phone no 800-839-1754

JSA
8E1493 1 000

The Tapeats Fund
Taxable Year Ending December 31, 2018

76-0412011

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 1,593,308	$ 1,359,536	$ 233,772
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 532,911
Total included in Part IV				$ 1,593,308	$ 1,359,536	$ 766,683
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 29,451
Part I, Line 6a Total						$ 796,134

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AP ENERGY INFRASTRUCTURE FU	-61,469.	39,327.
K-1 INC/LOSS COUGAR INVESTMENT FUND LLC.	5,060.	5,060.
K-1 INC/LOSS MBA INVESTMENT FUND, LLC (G	84,199.	77,558.
K-1 INC/LOSS MBA INVESTMENT FUND, LLC (V	32,591.	30,006.
K-1 INC/LOSS MBA INVESTMENTS, LLC (ENDOW	1,168.	1,083.
CLASS ACTION LAWSUIT PROCEEDS	132.	132.
SEC 751 GAIN AP ENERGY INFRASTRUCTURE	155,490.	
TOTALS	217,171.	153,166.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	33,894.	33,894.	
PROFESSIONAL MGMT SERVICES	13,282.		13,282.
TOTALS	47,176.	33,894.	13,282.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF ESTIMATED TAX FOR 2018	15,500.
TOTALS	15,500.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	68,582.		68,582.
BANK CHARGES	5.	5.	
FOUNDATION DUES & MEMBERSHIPS	1,750.		1,750.
INDEMNIFICATION INSURANCE	1,641.		1,641.
K-1 EXP AP ENERGY INFRASTRUCTU	29,757.	28,298.	
K-1 EXP COUGAR INVESTMENT FUND	1,686.	1,686.	
K-1 EXP MBA INV FUND, GROWTH	45,381.	45,381.	
K-1 EXP MBA INV FUND, VALUE	9,851.	9,851.	
K-1 EXP MBA INV, LLC ENDOWMENT	328.	328.	
TOTALS	158,981.	85,549.	71,973.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA - 2.625% -09/06/2024	103,384.	99,731.
FNMA - 1.625% -01/21/2020	99,385.	99,015.
FHLMC - 2.375% - 01/13/2022	49,250.	49,801.
FHLMC C00910 - 0.000% - 01/01/	216.	250.
FHLMC C01051 - 0.000% - 09/01/	204.	233.
FNMA #772129 - 0.000% - 11/01/	4,759.	5,070.
GNMA #2753 - 0.000% - 05/20/20	543.	636.
GNMA #486760 - 0.000% - 12/15/	561.	625.
US T NTS - 3.125% - 05/15/201	197,438.	200,454.
US T NTS - 2.375% - 12/31/2020	49,674.	49,902.
US TIPS - 0.625% - 04/15/2023	74,930.	75,114.
US OBLIGATIONS TOTAL	580,344.	580,831.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADOBE SYSTEMS, INC	7,222.	10,633.
ALLERGAN PLC	16,447.	8,554.
ALPHABET INC CL A	2,624.	9,405.
ALPHABET INC CL C	17,324.	31,068.
AMAZON COM	16,617.	39,051.
AMERICAN TOWER REIT INC	10,891.	12,813.
ANALOG DEVICES INC	10,360.	10,557.
ANGEL OAK MULTI-STRATEGY INCOM	723,995.	710,789.
APPLE INC	11,127.	20,822.
AUTOMATIC DATA PROCESSING INC	8,499.	13,768.
BLACKROCK INC	9,795.	10,606.
BOEING CO	2,921.	12,578.
CAPITAL ONE FINANCIAL CORP	8,255.	8,088.
CHEVRON CORP	12,738.	11,532.
CIGNA CORPORATION	16,517.	19,802.
CISCO SYSTEMS INC	11,813.	18,675.
CITIGROUP INC	16,162.	14,212.
COMCAST CORP	10,369.	13,314.
CVS CAREMARK CORP	7,453.	8,452.
DANAHER CORP	10,683.	19,283.
DOLLAR GENERAL CORP	4,342.	9,403.
DOWDUPONT INC	16,147.	12,247.
EOG RESOURCES INC	9,319.	8,895.
EXPEDIA INC	14,685.	11,490.
FIDELITY NATIONAL INFORMATION	10,117.	17,946.
FISERV INC	1,996.	14,625.
FORTIVE CORPORATION	7,057.	9,134.
HOME DEPOT INC	7,837.	14,605.
HONEYWELL INTL	19,116.	18,893.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERCONTINENTAL EXCHANGE, INC	18,831.	20,038.
JOHNSON & JOHNSON	16,165.	18,325.
JP MORGAN CHASE	7,855.	20,207.
KINDER MORGAN INC	8,121.	7,029.
LINDE PLC COM	3,684.	12,795.
MATTHEWS PACIFIC TIGER FUND I	615,216.	696,519.
MEDTRONIC PLC	17,028.	19,647.
MERCK & CO INC	3,963.	8,634.
MICROSOFT CORP	12,755.	34,940.
NEXTERA ENERGY, INC	5,466.	9,039.
OAKMARK GLOBAL SELECT FUND INS	500,282.	475,588.
OCCIDENTAL PETROLEUM CORP	8,883.	7,120.
ORACLE CORP	8,569.	12,777.
PEPSICO INC	10,830.	12,484.
PIONEER NAT RES CO	9,361.	7,365.
PRUDENTIAL FINCL INC	10,431.	10,357.
QUALCOMM INC	14,604.	13,374.
RAYTHEON CO	14,236.	11,808.
STRYKER CORPORATION	2,737.	8,465.
T-MOBILE US INC	10,905.	11,831.
THERMO FISHER SCIENTIFIC INC	7,230.	12,756.
TJX COMPANIES INC	6,533.	8,232.
TWEEDY BROWNE GLOBAL VALUE FUN	749,375.	733,998.
UNION PACIFIC	7,788.	12,717.
UNITED TECHNOLOGIES CORP	14,718.	15,653.
UNITEDHEALTH GROUP INC	2,966.	23,666.
US BANCORP	11,347.	12,293.
V F CORP	6,087.	10,130.
VERSUS CAPITAL REAL ASSETS FUN	526,754.	518,498.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VIRTUS SEIX FLTG RATE HIGH INC	771,385.	714,434.
VISA INC	17,717.	27,575.
WELLS FARGO & CO	15,867.	16,635.
ZOETIS INC	7,474.	7,271.
TOTALS	4,467,591.	4,653,440.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T INC GLBL NT - 3.000% - 02	75,204.	73,707.
BLACKROCK INC FR - 3.375% - 06	76,829.	75,560.
CISCO SYSTEMS INC - 3.625% - 0	103,129.	101,987.
COMCAST CORP - 3.600% - 03/01/	76,249.	75,180.
COMCAST CORP BOND - 2.850% - 0	76,084.	73,542.
DEERE JOHN CAP CORP - 2.800% -	20,126.	19,586.
INTEL CORP NOTE - 3.300% - 10/	49,968.	50,530.
MORGAN STANLEY MTN BOND - 2.29	50,151.	49,442.
PFIZER INC NT - 3.400% - 05/15	100,426.	100,703.
PRAXAIR INC NT - 2.200% - 08/1	45,819.	48,314.
STRYKER CORP - 3.375% - 11/01/	82,206.	77,342.
TOTALS	756,191.	745,893.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AP ENERGY INFRASTRUCTURE FUND	1,057,314.	1,259,897.
COUGAR INVESTMENT FUND LLC.	270,309.	279,684.
LIGHTHOUSE DIVERSIFIED FD LTD	750,000.	1,041,167.
MBA INVESTMENT FUND, LLC (GROW	3,820,853.	6,112,646.
MBA INVESTMENT FUND, LLC (VALU	1,089,261.	1,325,576.
MBA INVESTMENTS, LLC (ENDOWMEN	39,118.	45,863.
PINEHURST INSTITUTIONAL LTD	775,000.	818,852.
TOTALS	7,801,855.	10,883,685.

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)	
		PUBLICLY-TRADED SECURITIES						
1,593,308.		1,359,536.					233,772.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							532,911.	
TOTAL GAIN(LOSS)							766,683.	

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID R GRAHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE	0.	0.	0.
LAUREL A GRAHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	EXECUTIVE VP, TRUSTEE	0.	0.	0.
ROBERT H GRAHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES, TREAS, TRUSTEE 1.00	0.	0.	0.
SPENCER R GRAHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE	0.	0.	0.
WHITNEY G MIXON FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE	0.	0.	0.
MARGARET WORDEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	EXECUTIVE DIR, SEC 20.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	68,582.
TOTAL COMPENSATION		68,582.

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

LAUREL A GRAHAM
ROBERT H GRAHAM

ATTACHMENT 12

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

FSREQUESTS.COM/TAPEATS

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

FSREQUESTS.COM/TAPEATS

SUBMISSION DEADLINES:

FSREQUESTS.COM/TAPEATS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FSREQUESTS.COM/TAPEATS

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAYOU PRESERVATION ASSOCIATION INC 7305 NAVIGATION BLVD STE A HOUSTON, TX 77011	N/A PC	GENERAL & UNRESTRICTED	2,500
BOS PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A PC	GENERAL OPERATING SUPPORT	10,000
BRIARWOOD-BROOKWOOD INC 1752 FM 1489 BROOKSHIRE, TX 77423	N/A PC	THE BROOKWOOD COMMUNITY ENTERPRISE PROGRAM	7,500
BRIGHTER DAYS HORSE REFUGE INC 682 KRAUSE RD PIPE CREEK, TX 78063	N/A PC	GENERAL & UNRESTRICTED	5,000
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE ST STE 200 HOUSTON, TX 77002	N/A PC	GENERAL & UNRESTRICTED	5,000
CAMP ARANZAZU INC 5420 FM 1781 ROCKPORT, TX 78382	N/A PC	UNDERWRITING FOR HOUSTON CAMPERS WITH SPECIAL NEEDS AND CHRONIC ILLNESSES PROGRAM	2,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP FOR ALL FOUNDATION 3701 KIRBY DR STE 570 HOUSTON, TX 77098	N/A PC	EQUINE PROGRAM	5,000
CASA DE ESPERANZA DE LOS NINOS INCORPORATED PO BOX 66581 HOUSTON, TX 77266	N/A PC	RESIDENTIAL PROGRAM	5,000
CHILDREN AT RISK INC 2900 WESLAYAN ST STE 400 HOUSTON, TX 77027	N/A PC	THE CENTER TO END THE TRAFFICKING AND EXPLOITATION PROGRAM	5,000
CHILDRENS MUSEUM INC 1500 BINZ ST HOUSTON, TX 77004	N/A PC	OPEN DOORS PROGRAM	5,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	N/A PC	GENERAL & UNRESTRICTED	2,500
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	N/A PC	CHINQUAPIN PREPARATORY SCHOOL OPERATING FUNDS	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLABORATIVE FOR CHILDREN 1111 N LOOP W STE 600 HOUSTON, TX 77008	N/A PC	STRATEGIC INITIATIVES	10,000
COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON, TX 77006	N/A PC	CRISIS SHELTER FOR HOMELESS YOUTH PROGRAM	5,000
CRISTO REY JESUIT HIGH SCHOOL OF HOUSTON INC 6700 MOUNT CARMEL ST HOUSTON, TX 77087	N/A PC	GENERAL & UNRESTRICTED	5,000
DEFY VENTURES INC 5 PENN PLZ, 19TH FLR NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	5,000
DOG TAG BREWING FOUNDATION PO BOX 4094 BOZEMAN, MT 59772	N/A PC	GENERAL & UNRESTRICTED	3,750
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE ST HOUSTON, TX 77098	N/A PC	THUMBS UP INVENTORY PROJECT	5,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EMERGE FELLOWSHIP 2450 LOUISIANA ST STE 400 # 430 HOUSTON, TX 77006	N/A PC	GENERAL OPERATING SUPPORT FOR EMERGE'S INNOVATIVE HIGH SCHOOL FELLOWSHIP AND COLLEGE SUCCESS PROGRAM	7,500
FOUNDATION FOR TEEN HEALTH 2726 BISSONNET ST STE 240 # 168 HOUSTON, TX 77005	N/A PC	GENERAL & UNRESTRICTED	5,000
GEORGETOWN PROJECT PO BOX 957 GEORGETOWN, TX 78627	N/A PC	GENERAL & UNRESTRICTED	12,500
HEIFER PROJECT INTERNATIONAL 1 WORLD AVE LITTLE ROCK, AR 72202	N/A PC	GENERAL & UNRESTRICTED	12,500
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	N/A PC	OPERATING SUPPORT PROJECT	2,500
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DR HOUSTON, TX 77030	N/A PC	GENERAL & UNRESTRICTED	5,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON, TX 77024	N/A PC	MISSION SUPPORT AND CAPACITY BUILDING PROJECT	5,000
HOUSTON WILDERNESS INC 550 WESTCOTT ST , STE 305 HOUSTON, TX 77007	N/A PC	GENERAL & UNRESTRICTED	2,500
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON, TX 77030	N/A PC	GPS COLLARS FOR THE GIANT ARMADILLO AND ANTEATER PROJECT	15,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON, TX 77030	N/A PC	CONSERVATION EDUCATION TEEN PROGRAM	5,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON, TX 77030	N/A PC	GIANT ANTEATERS AND ARMADILLO'S OF BRAZIL'S PANTANAL REGION, RWANDA'S EAST AFRICAN CROWNED CRANES, HOUSTON ZOO CONSERVATION EDUCATION TEENS PROGRAM, AND FOR THE MADAGASCAR COMMUNITY HEALTH AS AN INCENTIVE TO PROTECT LEMURS IN THE MAROMIZAHA AND COMMUNITY RESERVE AND MANOMBO PROTECTED AREAS	43,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDS MEALS INC 330 GARDEN OAKS BLVD HOUSTON, TX 77018	N/A PC	GENERAL & UNRESTRICTED	2,500
KIPP TEXAS INC 8509 FM 969 STE 513 AUSTIN, TX 78724	N/A PC	KIPP THROUGH COLLEGE	10,000
LONE STAR FLIGHT MUSEUM 11551 AEROSPACE AVE HOUSTON, TX 77034	N/A PC	GENERAL & UNRESTRICTED	5,000
MARBRIDGE FOUNDATION INC PO BOX 2250 MANCHACA, TX 78652	N/A PC	GENERAL & UNRESTRICTED	10,000
MEDICAL BRIDGES INC 2706 MAGNET ST HOUSTON, TX 77054	N/A PC	PROJECT HELPCARE	7,500
MERCURY ONE INC 350 E ROYAL LN STE 119 IRVING, TX 75039	N/A PC	THE NAZARENE FUND	15,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MGVP INC 1876 MANSION HOUSE DR BALTIMORE, MD 21217	N/A PC	GORILLA DOCTORS PROJECT	20,000
MONTANA LAND RELIANCE PO BOX 355 HELENA, MT 59624	N/A PC	REINTS RANCH PROJECT	5,000
MONTANA RAPTOR CONSERVATION CENTER PO BOX 4061 BOZEMAN, MT 59772	N/A PC	EDUCATION MEW PROGRAM	10,000
MY CONNECT COMMUNITY 6700 BELLAIRE BLVD HOUSTON, TX 77074	N/A PC	BREAKTHROUGH HOUSTON AT CONNECT COMMUNITY	5,000
NORAS GIFT FOUNDATION INC 8300 EL RIO ST HOUSTON, TX 77054	N/A PC	GENERAL & UNRESTRICTED	5,000
PATHWAYS FOR LITTLE FEET 9 GREENWAY PLZ STE 3150 HOUSTON, TX 77046	N/A PC	INTEREST-FREE LOAN PROGRAM	5,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PATRIOT PAWS SERVICE DOGS 254 RANCH TRL ROCKWALL, TX 75032	N/A PC	GENERAL & UNRESTRICTED	5,000
PEREGRINE FUND INC 5668 W FLYING HAWK LN BOISE, ID 83709	N/A PC	25 TRACKING DEVICES ON AMERICAN KESTRELS WINTERING IN NORTH TEXAS	10,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A PC	PCA - CENTRAL TEXAS CHAPTER	10,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A PC	PCA - HOUSTON CHAPTER	10,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON, TX 77092	N/A PC	GENERAL & UNRESTRICTED	20,000
PRO-VISION INC 4590 WILMINGTON ST HOUSTON, TX 77051	N/A PC	CORE PROGRAMS	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT GRAD HOUSTON 3000 RICHMOND AVE HOUSTON, TX 77098	N/A PC	GENERAL & UNRESTRICTED	2,500
PTSD FOUNDATION OF AMERICA 9724 DERRINGTON RD HOUSTON, TX 77064	N/A PC	CAMP HOPE PROGRAM	7,500
RANCH HANDS RESCUE 8827 HWY 377 S ARGYLE, TX 76226	N/A PC	FINANCIAL AID FOR MENTAL HEALTH COUNSELING SERVICES FOR LOW INCOME FAMILIES AND FUNDING FOR THE CARE OF THE THERAPY ANIMALS	25,000
RONALD MCDONALD HOUSE OF HOUSTON INC 1907 HOLCOMBE BLVD HOUSTON, TX 77030	N/A PC	RONALD MCDONALD HOUSE HOUSTON'S FAMILY ROOM EXPANSION INSIDE TEXAS CHILDREN'S HOSPITAL LEGACY TOWER	10,000
SMALL STEPS NURTURING CENTER 1709 DEPELCHIN ST HOUSTON, TX 77007	N/A PC	NUTRITION PROGRAM	5,000
SPARK PO BOX 1562 HOUSTON, TX 77251	N/A PC	PARK CONSTRUCTION SPARK PARKS PROJECT	2,500.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	N/A PC	BREAKTHROUGH HOUSTON OPERATING SUPPORT PROJECT	10,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	N/A PC	BREAKTHROUGH HOUSTON OPERATING SUPPORT PROJECT	2,500
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN, NH 03603	N/A PC	SCA PROGRAMS IN HOUSTON AND MONTANA	5,000
SUNSHINE KIDS FOUNDATION 2814 VIRGINIA ST HOUSTON, TX 77098	N/A PC	SUNSHINE KIDS TEEN LAKE ESCAPE PROGRAM	2,500
TEACH FOR AMERICA - HOUSTON 2 GREENWAY PLZ #500 HOUSTON, TX 77046	N/A PC	ON-GOING PROGRAM	20,000
TEAM RUBICON 6171 CENTURY BLVD STE 310 LOS ANGELES, CA 90045	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MONARCH SCHOOL INC 2815 ROSEFIELD DR HOUSTON, TX 77080	N/A PC	GENERAL & UNRESTRICTED	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	LANDMARKS PROGRAM, VISUAL ARTS CENTER AND TO THE CENTER OF ARTS AND ENTERTAINMENT TECHNOLOGY AT THE COLLEGE OF FINE ARTS	10,000
WARRIORS & QUIET WATERS FOUNDATION 351 EVERGREEN DR STE A BOZEMAN, MT 59715	N/A PC	GENERAL & UNRESTRICTED	5,000
WILD SKIES RAPTOR CENTER PO BOX 3676 MISSOULA, MT 59806	N/A PC	RESCUE, REHABILITATE, RELEASE, AND EDUCATE PROGRAM	5,000.
WILDLIFE CONSERVATION NETWORK INC 209 MISSISSIPPI ST SAN FRANCISCO, CA 94107	N/A PC	CHEETAH CONSERVATION BOTSWANA, GIRAFFE CONSERVATION FOUNDATION, ETHIOPIAN WOLF CONSERVATION PROGRAM, PAINTED DOG CONSERVATION, NIASSA LION PROJECT, TIGRIS FOUNDATION	110,000
WOODS PROJECT INC 2700 SW FREEWAY STE A HOUSTON, TX 77098	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YELLOWSTONE FOREVER PO BOX 117 YELLOWSTONE NATL PARK, WY 82190	N/A PC	YELLOWSTONE COUGAR PROJECT AND FOR THE SONGBIRD MONITORING STATION	30,000
YES PREP PUBLIC SCHOOLS INC 5515 S LOOP E HOUSTON, TX 77033	N/A PC	GENERAL & UNRESTRICTED	10,000
		TOTAL CONTRIBUTIONS PAID	671,750

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-61,469.	14	123,018.	
CLASS ACTION			01	132.	
SEC 751 GAIN FROM PTSHP	525990	155,490.			
TOTALS		94,021.		123,150.	