

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

Zorich Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

1100 Louisiana Street

Room/suite

4900

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

Houston TX 77002

A Employer identification number

76-0664404

B Telephone number (see instructions)

(713) 659-6100

C If exemption application is pending, check here ☐ 6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 40,360,099.

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	10,000,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	94,595.	94,595.	94,595.	
4	Dividends and interest from securities	1,009,100.	1,009,100.	1,009,100.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	880,881.			
b	Gross sales price for all assets on line 6a 8,647,825.				
7	Capital gain net income (from Part IV, line 2)		880,881.		
8	Net short-term capital gain			33,789.	
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) See Stmt	77,121.	35,759.		
12	Total. Add lines 1 through 11	12,061,697.	2,020,335.	1,137,484.	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,200.			
c	Other professional fees (attach schedule) L-16c Stmt	262,734.	202,260.		
17	Interest				
18	Taxes (attach schedule) (see instructions) See Stmt	27,296.	12,296.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Stmt	199,639.	199,160.		
24	Total operating and administrative expenses. Add lines 13 through 23	493,869.	413,716.		
25	Contributions, gifts, grants paid	2,517,838.			2,517,838.
26	Total expenses and disbursements. Add lines 24 and 25	3,011,707.	413,716.		2,517,838.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	9,049,990.			
b	Net investment income (if negative, enter -0-)		1,606,619.		
c	Adjusted net income (if negative, enter -0-)			1,137,484.	

For Paperwork Reduction Act Notice, see instructions.

BAA

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Form 990-PF (2018)

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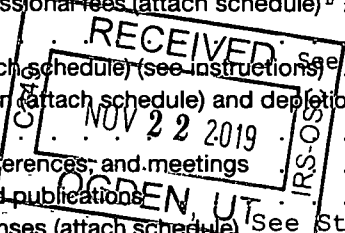
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Revenue

Operating and Administrative Expenses

11/7



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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,448,911.	1,385,711.	1,385,711.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 298,949.			
	Less: allowance for doubtful accounts ▶		298,949.	298,949.
	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)	220.	10,870.	10,870.
	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) L-10b Stmt	2,675,177.	4,600,079.	4,525,033.
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule) L-13 Stmt	27,529,387.	34,378,251.	34,139,536.	
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)	31,653,695.	40,673,860.	40,360,099.	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	31,653,695.	40,673,860.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	31,653,695.	40,673,860.	
	31 Total liabilities and net assets/fund balances (see instructions)	31,653,695.	40,673,860.	

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	31,653,695.
2 Enter amount from Part I, line 27a	2	9,049,990.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	40,703,685.
5 Decreases not included in line 2 (itemize) ▶ Other unrealized gains/losses	5	29,825.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	40,673,860.

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.)
1a Schwab account 5829-1810 - See Statement Attached	P	06/30/2018	12/31/2018
b Schwab account 5200-2030 - See Statement Attached	P	06/30/2018	12/31/2018
c Schwab account 2444-4474 - See Statement Attached	P	06/30/2018	12/31/2018
d Schwab account 7547-6471 - See Statement Attached	P	06/30/2018	12/31/2018
e See Statement			

(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 142,041.		94,281.	47,760.
b 120,357.		111,902.	8,455.
c 3,091,592.		3,085,566.	6,026.
d 721,449.		775,394.	-53,945.
e 4,572,386.		3,699,801.	872,585.

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			47,760.
b			8,455.
c			6,026.
d			-53,945.
e			872,585.

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	880,881.
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	33,789.

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.

(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	9,797,697.	39,172,535.	0.250116
2016	3,060,890.	31,919,269.	0.095895
2015	2,402,449.	27,041,711.	0.088842
2014	2,293,064.	25,698,875.	0.089228
2013	1,385,060.	19,231,240.	0.072021

2 Total of line 1, column (d)	2	0.596102
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	0.119220
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	35,415,000.
5 Multiply line 4 by line 3	5	4,222,176.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,066.
7 Add lines 5 and 6	7	4,238,242.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,517,838.

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 type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
1			32,132.	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		0.	
3	Add lines 1 and 2		32,132.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		32,132.	
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	17,985.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	22,000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		39,985.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		156.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		7,697.	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax 7,697. Refunded			

Part VII-A Statements Regarding Activities

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?	Yes	No
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		X
1b			X
c	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?		X
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.		X
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.		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
4b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
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	X	
7		X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX		
8a			
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 <i>General Instruction G</i> ? 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		X
9			X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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		x
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		x
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	x	
14 The books are in care of ▶ <u>Kathy Lopez</u> Telephone no. ▶ <u>(713) 659-6100</u> Located at ▶ <u>1100 Louisiana, Ste 4900 Houston, TX</u> ZIP+4 ▶ <u>77002</u>		
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?		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? <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 type="checkbox"/> Yes <input checked="" 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"/>		
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?		x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)		
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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		x

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(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	
	Organizations relying on a current notice regarding disaster assistance, check here	<input 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?		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?	<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	X
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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
Robert L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee	1.00	0.	0.
Barbara L. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee	1.00	0.	0.
Bret A. Zorich 1100 Louisiana Street, Suite 4900 Houston, TX 77002	Trustee	1.00	0.	0.
See Statement		2.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
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 **0**

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	34,953,157.
b	Average of monthly cash balances	1b	1,001,158.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	35,954,315.
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	35,954,315.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	539,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,415,000.
6	Minimum investment return. Enter 5% of line 5	6	1,770,750.

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	1,770,750.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	32,132.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,132.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,738,618.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,738,618.
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	1,738,618.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,517,838.
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,517,838.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,517,838.

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				1,738,618.
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 483,514.				
b From 2014 1,057,380.				
c From 2015 1,100,081.				
d From 2016 1,497,639.				
e From 2017 7,873,410.				
f Total of lines 3a through e	12,012,024.			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$ 2,517,838.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				1,738,618.
e Remaining amount distributed out of corpus	779,220.			
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	12,791,244.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
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)	483,514.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	12,307,730.			
10 Analysis of line 9:				
a Excess from 2014 1,057,380.				
b Excess from 2015 1,100,081.				
c Excess from 2016 1,497,639.				
d Excess from 2017 7,873,410.				
e Excess from 2018 779,220.				

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

N/A

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

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

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% 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).)

Robert L and Barbara Zorich

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

None

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

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

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

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement Attached				2,517,838.
Total				3a 2,517,838.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	94,595.	
4	Dividends and interest from securities			14	1,009,100.	
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			18	880,881.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				1,984,576.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,984,576.

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

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

[illegible]

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

[illegible]

- 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.

Signature of officer or trustee: *Kathleen J. [Signature]* Date: 11/04/19 Title: President

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 <input checked="checked" type="checkbox"/> if self-employed	PTIN
	Jay F Rea	<i>Jay Rea</i>	11/1/19		P00751116
	Firm's name ▶ Jay F. Rea, CPA	Firm's EIN ▶ 76-0262208			
	Firm's address ▶ One Sugar Creek Center Boulevard, Suite 970	Phone no (281) 565-9200			

BAA Sugar Land TX 77478 Form 990-PF (2018)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

Zorich Family Foundation

Employer identification number

76-0664404**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

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

Name of organization

Zorich Family Foundation

Employer identification number

76-0664404

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Robert and Barbara Zorich 1100 Louisiana Street, Suite 4900 Houston TX 77002	\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Zorich Family Foundation

76-0664404

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

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

Name of organization

Employer identification number

Zorich Family Foundation

76-0664404

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
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Form 990-PF: Return of Private Foundation**Part IV: Capital Gains and Losses for Tax on Investment Income****Continuation Statement**

(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	(d) Date sold
Schwab account 5829-1810 - See Statement Attached		P	06/30/17	12/31/18
Schwab account 5200-2030 - See Statement Attached		P	06/30/17	12/31/18
Schwab account 7547-6471 - See Statement Attached		P	06/30/17	12/31/18
Capital Gain Distributions		P	06/30/17	12/31/18
Partnership - Short Term Gain/Loss		P	06/30/18	12/31/18
Partnership - Long Term Gain/Loss		P	06/30/17	12/31/18
(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)	
189,569.		150,698.	38,871.	
3,237,456.		3,060,764.	176,692.	
586,235.		488,339.	97,896.	
348,228.		0.	348,228.	
25,493.		0.	25,493.	
185,405.		0.	185,405.	
4,572,386.	0.	3,699,801.	872,585.	
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		
			38,871.	
			176,692.	
			97,896.	
			348,228.	
			25,493.	
			185,405.	
0.	0.	0.	872,585.	

Form 990-PF: Return of Private Foundation**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Brynley Zorich Todd 1100 Louisiana Street, Suite 4900 Houston,, TX 77002	Trustee	0.	0.	0.
	1.00			
Robert M. Zorich 1100 Louisiana Street, Suite 4900 Houston,, TX 77002	Trustee	0.	0.	0.
	1.00			
		0.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation**Form 990-PF: Return of Private Foundation****Other Income****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Partnership Ordinary Income	35,759.	35,759.	
Nondividend Income	41,362.		
Total	77,121.	35,759.	

Form 990-PF: Return of Private Foundation**Taxes****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Foreign Tax	12,296.	12,296.		
Prior Year Tax	15,000.			
Total	27,296.	12,296.		

Form 990-PF: Return of Private Foundation**Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Partnership Investment Expense	21,164.	21,164.		
Partnership Other Expenses	169,260.	169,260.		
Partnership Nondeductible Expense	101.			
Bank Fees	378.			
Depletion	8,736.	8,736.		
Total	199,639.	199,160.		

Name	Employer Identification No
Zorich Family Foundation	76-0664404

Line 16a - Legal Fees

[illegible]

Line 16b - Accounting Fees

[illegible]**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RGT Advisors	Investment Fees	171,644.	171,644.		
Charles Schwab	Account investment Fees	30,616.	30,616.		
Excellence in Giving	Philanthropic Guidance	60,000.	-	-	
Other	Investment Fees	474.			
Total to Form 990-PF, Part I, Line 16c		262,734.	202,260.		

Name Zorich Family Foundation	Employer Identification No 76-0664404
----------------------------------	--

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Statement Attached	4,600,079.	4,525,033.
Totals to Form 990-PF, Part II, Line 10b	4,600,079.	4,525,033.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Statement Attached	34,378,251.	34,139,536.
Totals to Form 990-PF, Part II, Line 13	34,378,251.	34,139,536.

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
Form 990-PF, Page 2, Part II, Line 10, b				
2,016.0000	A T & T Inc	77869.8		
1,163.0000	Advance Auto Parts	111,309.37		
126.0000	Alphabet, Inc.	94,090.96	105,981.84	131,664.96
2,529.0000	Analog Devices Inc.		232,532.13	217,064.07
246.0000	Aptargroup Inc		22,452.08	23,141.22
780.0000	APTIV PLC	54,008.84	63,292.49	48,024.60
1,674.0000	Armstrong World Inds		116,105.63	97,443.54
1,146.0000	Artisan Partners Asset I		39,192.43	25,338.06
755.0000	Aspen Technology Inc		60,408.30	62,045.90
1,491.0000	Autohome Inc		125,209.64	116,640.93
79.0000	Autozone, Inc	40,991.73		
1,393.0000	Baxter International		93,141.23	91,687.26
483.0000	Berkshire Hathaway	44,939.42	70,408.69	98,618.94
253.0000	Carters Inc	21,762.79		
5,581.0000	Centurylink, Inc.	90,582.42	88,614.12	84,552.15
1,023.0000	CDW Corp		75,169.77	82,914.15
4,861.0000	Cisco Systems Inc	139,430.40	169,508.20	210,627.13
5,768.0000	Coca Cola Company	150,005.36	252,405.71	273,114.80
1,773.0000	Copart Inc.		86,953.14	84,713.94
190.0000	Core Laboratories		21,012.77	11,335.40
1,261.0000	Crown Holdings Inc.	64,333.20		
5,998.0000	Danone	72,467.63	74,282.01	83,852.04
599.0000	Donaldson Co		28,824.30	25,990.61
1,184.0000	D X C Technology Com	91,059.94		
1,061.0000	Dril Quip		49,398.40	31,861.83
2,202.0000	Ebay Inc.	102,244.06	61,569.05	61,810.14
1,525.0000	Express Scripts Hldg	114,527.41		
1,004.0000	Electronic Arts Inc.		91,219.23	79,225.64
217.0000	Factset Research Sys		44,207.82	43,428.21
235.0000	Fairfax Financial HL F	92,309.36	110,198.69	103,488.16
2,715.0000	General Motors Co	65,876.42	92,217.15	92,020.95
1,532.0000	Graco Inc		67,637.06	64,114.20
271.0000	Henry Jack & Assoc		33,006.79	34,286.92
1,250.0000	HFF Inc		57,534.07	41,450.00
742.0000	Johnson & Johnson	61,098.63	74,264.63	95,755.10
908.0000	JPMorgan Chase & Co	38,724.83	64,714.69	88,638.96
297.0000	Kellogg Company	21,567.63		
1,325.0000	Kennametal Inc Cap		58,947.58	44,096.00
5,689.0000	Liberty Global Inc	99,096.95	163,159.29	117,420.96
191.0000	Liberty Latin America		6,621.95	2,782.87
848.0000	Lowes Companies Inc		72,888.67	78,321.28
1,430.0000	Magna Intl Inc		63,481.36	64,993.50
322.0000	Manhattan Associates		13,722.15	13,643.14
229.0000	Marketaxess Holdings		45,316.10	48,389.99
2,189.0000	Medtronic PLC	177,658.86	170,317.01	199,111.44
1,075.0000	Microsoft Corp	45,167.63	45,167.63	109,187.75
1,038.0000	Moelis & Co		54,787.41	35,686.44
894.0000	Molson Coors Brewing	188,296.56	84,956.91	50,207.04
908.0000	Motorola Solutions	106,629.81	73,220.51	104,456.32
559.0000	Old Dominion Freight		78,680.80	69,030.91
364.0000	Pool Corp		51,879.84	54,108.60
612.0000	Pricesmart Inc		46,516.47	36,169.20
774.0000	Primerica Inc		78,131.02	75,627.54
313.0000	R B C Bearings Inc		38,621.08	41,034.30
272.0000	R L I Corp		16,891.98	18,765.28
5,180.0000	Resolute Forest Prod	44,582.82	44,582.82	41,077.40
6,111.0000	Rightmove PLC		77,029.82	66,609.90
437.0000	S&P Global Inc		81,650.34	74,263.78
476.0000	Schlumberger Ltd.	29,688.88		
1,343.0000	Skyworks Solutions	52,169.90	97,780.65	90,007.86
1,510.0000	SPX Corp	20,144.45	20,144.45	42,295.10

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
Form 990-PF, Page 2, Part II, Line 10, b				
1,882.0000	SPX Flow Inc	54,636.57	59,730.15	57,250.44
926.0000	Steel Dynamics, Inc	33,377.71		
432.0000	Teledyne Technologies		83,286.55	89,454.24
658.0000	Toro Co		40,920.03	36,769.04
1,011.0000	United Parcel Service	109,062.52		
1,132.0000	Vulcan Materials Com		135,617.46	111,841.60
7,098.0000	Vodafone Group	116,171.45	192,358.81	136,849.44
599.0000	Wabco Holdings		81,501.39	64,296.66
661.0000	Wabtec	49,292.83	50,706.68	46,435.25
Total Line 10, b		2,675,177.14	4,600,078.97	4,525,033.08
Form 990-PF, Page 2, Part II, Line 13 - Mutual Funds				
205,690.1820	Dodge & Cox Global Stk	2,005,051.03	2,509,975.53	2,268,762.71
115,902.8830	Dodge & Cox Income Fund		1,568,441.04	1,536,872.23
378,295.9980	Doubleline Total Return	2,581,511.84	4,058,951.91	3,941,844.30
141,933.9840	Eagle MLP Strategy Fund I	614,397.80	1,035,960.91	811,862.39
112,108.9320	Elements Emerging Markets Fund	792,204.26	1,098,238.82	1,014,585.83
184,438.4820	Elements International		1,883,310.32	1,704,211.57
248,878.5440	Frontier MFG Global Plus	1,914,334.51	2,759,401.59	2,737,663.98
33,802.9100	Harbor International	2,134,602.30		
114,000.0000	Ishares Gold ETF	822,920.95	822,920.95	1,401,060.00
406.5160	Longleaf Partners Small Cap Fund	10,571.25		
23,489.5590	Oakmark Select Fund	980,882.12		
50,212.2430	Primecap Odyssey Growth	874,249.32	1,689,295.99	1,743,871.20
20,135.0000	SPDR Gold Shares ETF	2,213,002.90	2,213,002.90	2,441,368.75
176,569.3630	Stone Ridge All Asset	1,000,010.00	1,750,020.00	1,566,170.25
448,574.9640	Stone Ridge Alt Lending	2,033,041.65	4,607,108.03	4,557,521.63
120,964.4410	Stone Ridge Reinsurance	1,201,080.21	1,223,716.14	996,746.99
210,792.4140	Templeton Global Bond	1,762,815.38	2,533,428.50	2,371,414.66
Total Line 13 - Mutual Funds		20,940,675.52	29,753,772.63	29,093,956.49
Form 990-PF, Page 2, Part II, Line 13 - Private Partnerships / Other Non-Public				
	Caymus Energy Fund	1,091,872.00	0.00	0.00
	Elliott International Ltd.	196,615.07	196,615.07	205,491.78
	Growth Capital QP Diversified Fund, LP	2,793,520.00	1,873,784.98	2,309,221.00
	Mockingbird Corp. Loan Oppor. Fund LP	1,026,704.00	1,074,078.00	1,020,898.56
	Titan Masters International Fund, Ltd.	1,480,000.00	1,480,000.00	1,509,968.00
Total Line 13 - Private Placements		6,588,711.07	4,624,478.05	5,045,579.34
Grand Total Line 13		27,529,386.59	34,378,250.68	34,139,535.83
GRAND TOTAL ALL INVESTMENTS		30,204,563.73	38,978,329.65	38,664,568.91

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
1	A Shelter for Cancer Families 2726 Bissonnet Street, Suite 240-314 Houston, TX 77005	N/A	Public Charity	Unrestricted use by A Shelter for Cancer Families	Person or Business 9,000.00
2	All Nations Sports Academy 10750 Hammerly Boulevard Suite 250 Houston, TX 77043	N/A	Public Charity	Unrestricted use by All Nations Sports Academy	Person or Business 25,000.00
3	Boot Campaign 535 W Southwest Loop 323 Ste 206 Tyler, Texas 75701	N/A	Public Charity	Unrestricted use by Boot Campaign	Person or Business 2,500.00
4	Child Advocates 3701 Kirby Drive suite 400 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Child Advocates	Person or Business 15,000.00
5	Children's Museum of Houston 1500 Binz Houston, Texas 77004	N/A	Public Charity	Unrestricted use by Children's Museum of Houston	Person or Business 9,000.00
5	Combat Marine Outdoors 6610 Malibu Drive Houston, TX 77092	N/A	Public Charity	Unrestricted use by Combat Marine Outdoors	Person or Business 5,000.00
6	Covenant House Texas 1111 Lovett Boulevard Houston, Texas 77006	N/A	Public Charity	Unrestricted use by Covenant House Texas	Person or Business 12,500.00
7	Cystic Fibrosis Foundation 50 Briar Hollow Lane, Ste 310W Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Cystic Fibrosis Foundation	Person or Business 27,080.00
8	Emerald Youth Foundation 1718 N central Knowville, TN 37917	N/A	Public Charity	Unrestricted use by Emerald Youth Foundation	Person or Business 100,000.00
9	The George W. Bush Foundation 2943 SMU Boulevard Dallas, TX 75205	N/A	Public Charity	Unrestricted use by The George W. Bush Foundation	Person or Business 50,000.00
10	Halftime Institute 1431 Greenway Dr No 230 Irving, TX 75038	N/A	Public Charity	Unrestricted use by Halftime Institute	Person or Business 50,000.00
11	Hope and Healing Center & Institute 717 Sage Road Houston, Texas 77056	N/A	Public Charity	Unrestricted use by Hope and Healing Center & Institute	Person or Business 50,000.00
12	Houston Livestock Show and Rodeo PO Box 20070 Houston, TX 77225	N/A	Public Charity	Unrestricted use by Houston Livestock Show and Rodeo	Person or Business 2,858.00
13	Kinkaid School 201 Kinkaid School Drive Houston, TX 77024	N/A	Public Charity	Unrestricted use by Kinkaid School	Person or Business 9,000.00
14	Lord of the Streets Episcopal Church 3401 Fannin Street Houston, TX 77004	N/A	Public Charity	Unrestricted use by Lord of the Streets Episcopal Church	Person or Business 10,000.00
15	Marine Corps Scholarship Foundation 909 N. Washington St., Suite 400 Alexandria, VA 22314	N/A	Public Charity	Unrestricted use by Marine Corps Scholarship Foundation	Person or Business 200,000.00

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
16	Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business 200,000.00
17	Memorial Hermann Foundation 14400 Memorial Drive Houston, Texas 77079	N/A	Public Charity	Unrestricted use by Memorial Hermann Foundation	Person or Business 25,000.00
18	Opportunity International 550 West Van Buren St. Ste 200 Chicago, IL 60607	N/A	Public Charity	Unrestricted use by Opportunity International	Person or Business 25,000.00
19	Random Acts of Flowers 3500 Workman Road No 101A Knowville, TN 37917	N/A	Public Charity	Unrestricted use by Random Acts of Flowers	Person or Business 9,000.00
20	Recipe for Success PO Box 56405 Houston, TX 77256	N/A	Public Charity	Unrestricted use by Recipe for Success	Person or Business 5,850.00
21	Search Homeless Services 2015 Congress Avenue Houston, TX 77002	N/A	Public Charity	Unrestricted use by Search Homeless Services	Person or Business 10,000.00
22	Serenity Retreat 3206 N Shepherd Houston, TX 77018	N/A	Public Charity	Unrestricted use by Serenity Retreat	Person or Business 10,000.00
22	Shangri La Therapeutic Academy of Riding 11800 Highway 11E Lenoir City, TN 37772	N/A	Public Charity	Unrestricted use by Shangri La Therapeutic Academy of Riding	Person or Business 50,000.00
23	Small Steps 1709 DePelchin Houston, Texas 77007	N/A	Public Charity	Unrestricted use by Small Steps	Person or Business 27,000.00
24	St. Francis Episcopal School 335 Piney Point Road Houston, Texas 77063	N/A	Public Charity	Unrestricted use by St. Francis Episcopal School	Person or Business 6,000.00
25	St. John's School 2401 Claremont Lane Houston, TX 77019	N/A	Public Charity	Unrestricted use by St. John's School	Person or Business 4,500.00
25	St. Martin's Episcopal Church 717 Sage Rd. Houston, Texas 77056-2199	N/A	Public Charity	Unrestricted use by St. Martin's Episcopal Church	Person or Business 500,000.00
26	Star of Hope 6897 Ardmore Street Houston, Texas 77054	N/A	Public Charity	Unrestricted use by Star of Hope	Person or Business 210,000.00
27	Stoney Creek Foundation 510 Bering Dr Houston, TX 77057	N/A	Public Charity	Unrestricted use by Stoney Creek Foundation	Person or Business 9,000.00
28	Texas Children's Hospital 6621 Fannin Street Houston, Texas 77030	N/A	Public Charity	Unrestricted use by Texas Children's Hospital	Person or Business 500,000.00
29	The Center Foundation 300 West State Street Media, PA 19063	N/A	Public Charity	Unrestricted use by The Center Foundation	Person or Business 10,000.00

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
30	The Children's Fund 5773 Woodway Drive, #189 Houston, TX 77057	N/A	Public Charity	Unrestricted use by The Children's Fund	Person or Business 21,050.00
31	The Denver Hospice 501 S Cherry Street No 700 Denver, CO 80246	N/A	Public Charity	Unrestricted use by The Denver Hospice	Person or Business 3,000.00
32	United Way of Greater Houston 50 Waugh Dr. Houston, Texas 77007	N/A	Public Charity	Unrestricted use by United Way of Greater Houston	Person or Business 50,000.00
33	The University of Texas Health Science Ctr 7000 Fannin Suite 1200 Houston, TX 77030	N/A	Public Charity	Unrestricted use by The University of Texas Health Science Ctr	Person or Business 5,000.00
34	WorkFaith Connection 1500 North Post Oak Rd., Ste 150 Houston, Texas 77055	N/A	Public Charity	Unrestricted use by WorkFaith Connection	Person or Business 250,000.00
35	Yes Prep Public School 5515 South Loop East Houston, TX 77033	N/A	Public Charity	Unrestricted use by Yes Prep Public School	Person or Business 10,500.00

Total 2,517,838.00