



Form 990-PF

Department of the Treasury
Internal Revenue ServiceEXTENSION GRANTED TO NOVEMBER 15, 2019
Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

►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.

For calendar year 2018 or tax year beginning _____, and ending _____

Name of foundation

HARKEY FAMILY FOUNDATION, INC.Number and street (or P O box number if mail is not delivered to street address)
12200 N STEMMONS FWY., SUITE 100

Room/suite

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

DALLAS TX 75234

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

15

I Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ **9,642,883**J Accounting method Cash Accrual
 Other (specify)

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

A Employer identification number

90-0796600

B Telephone number (see instructions)

972-888-8199C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	10,850,500		
	2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	38,759	38,759	
	4 Dividends and interest from securities	80,368	80,368	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	1,129		
	b Gross sales price for all assets on line 6a	13,519,277		
	7 Capital gain net income (from Part IV, line 2)		10,851,629	
	8 Net short-term capital gain			0
	9 Income modifications			

RECEIVED

Attached schedules and amounts in the description column

Beginning of year

End of year

I 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 SEE WORKSHEET				
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	10,851,629
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	-49,139

I 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 **N/A**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			
2016			
2015			
2014			
2013			

2 Total of line 1, column (d) **2**3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 50, or by
the number of years the foundation has been in existence if less than 5 years **3**4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 **4**5 Multiply line 4 by line 3 **5**6 Enter 1% of net investment income (1% of Part I, line 27b) **6**7 Add lines 5 and 6 **7**8 Enter qualifying distributions from Part XII, line 4 **8**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

I 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations – tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

1	219,079
2	1,337
3	220,416
4	0
5	220,416
6a	
6b	
6c	235,000
6d	
7	235,000
	7 390

N/A

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

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

2

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	3,154,579
b	Average of monthly cash balances	1b	2,310,042
c	Fair market value of all other assets (see instructions)	1c	1,160,959
d	Total (add lines 1a, b, and c)	1d	6,625,580
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,625,580
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99,384
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,526,196
6	Minimum investment return. Enter 5% of line 5	6	326,310

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	326,310
2a	Tax on investment income for 2018 from Part VI, line 5	2a	220,416
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	220,416
3	Distributable amount before adjustments Subtract line 2c from line 1	3	105,894
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	105,894
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	105,894

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	68,022
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	68,022
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income	6	68,022
	Enter 1% of Part I, line 27b See instructions		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				105,894
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 68,022				68,022
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount appears in column (a))				

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			
2016			
2015			
2014			
2013			

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

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

b Check box to indicate whether the 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

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 for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2a

3 Complete 3a, b, or c for the

- a "Assets" alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying u

(1) Value of all assets
 (2) Value of assets qualifying under
 section 4942(j)(3)(B)(i)
 "Endowment" alternative test – enter 2/3
 of minimum investment return shown in
 Part X, line 6 for each year listed

I Part VII-A | Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 11 Yes No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions 12 Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 Yes No

14 The books are in care of ► **JOHN D HARKEY JR (FOUNDING DIRECTOR Telephone no ► 972-888-8199
12200 STEMMONS FWY., SUITE 100**

Located at ► **DALLAS**

TX

ZIP+4 ► 75234

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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►

	Yes	No
16	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

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

1a During the year, did the foundation (either directly or indirectly)

	Yes	No
	<input type="checkbox"/>	<input type="checkbox"/>

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Go to www.irs.gov/Form990 for the latest information.

2018

Name of the organization

HARKEY FAMILY FOUNDATION, INC.

Employer identification number

90-0796600

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 foundation

Check 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 33 1/3% 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

HARKEY FAMILY FOUNDATION, INC.

Employer identification number

90-0796600**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
1	50,000 SHARES - AVEKIS, INC.	\$ 10,850,500	05/04/18
(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)	(c)	(d)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2018

For calendar year 2018, or tax year beginning

, and ending

Name

Employer Identification Number

HARKEY FAMILY FOUNDATION, INC.

90-0796600

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
(1) 50,000 SHS. - AVEXIS, INC.		D	01/01/10	05/15/18
(2) 7,200 SHS. - COMPASS MINERALS INT'L		P	06/07/18	09/20/18
(3) 20,000 SHS. - ENERGY TSFR OP, LP		P	07/16/18	11/09/18
(4) 13,200 SHS. - GENERAL MOTORS CO.		P	07/30/18	11/02/18
(5) 3,446 SHS. - METLIFE, INC. PFD.		P	05/31/18	11/13/18
(6) 3,456 SHS. - METLIFE, INC. PFD.		P	05/31/18	11/14/18
(7) 25,000 SHS. - BANK OF AMERICA		P	05/24/18	12/21/18
(8) 25,000 SHS. - BANK OF AMERICA		P	05/24/18	12/21/18
(9) 2,350 SHS. - BROADCOM, LTD.		P	08/10/18	12/07/18
(10) ALLIANCE BERNSTEIN HOLDING LP (S-T)		P	05/24/18	12/31/18
(11) ALLIANCE BERNSTEIN HOLDING LP (L-T)		P	12/30/17	12/31/18
(12) DORCHESTER MINERALS, LP		P	12/30/17	12/31/18
(13) MPLX, LP (L-T)		P	12/30/17	12/31/18
(14)				
(15)				

(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)
(1) 10,900,000			10,900,000
(2) 499,592		496,770	2,822
(3) 499,994		500,000	-6
(4) 491,694		497,112	-5,418
(5) 86,149		86,150	-1
(6) 86,399		86,400	-1
(7) 201,745		250,000	-48,255
(8) 201,750		250,000	-48,250
(9) 550,010		500,284	49,726
(10) 244			244
(11)		929	-929
(12) 1,700			1,700
(13)		3	-3
(14)			
(15)			

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))
(1)			10,900,000
(2)			2,822
(3)			-6
(4)			-5,418
(5)			-1
(6)			-1
(7)			-48,255
(8)			-48,250
(9)			49,726
(10)			244
(11)			-929
(12)			1,700
(13)			-3
(14)			
(15)			

Form 990-PF - General Footnote**Description**

STATEMENT REGARDING THE FILING OF FORM 990-PF:

TAXPAYER HAS PREVIOUSLY QUALIFIED TO FILE FORM 990-N, AND HAS INDEED FILED FORM 990-N FOR ALL YEARS FROM INCEPTION THROUGH ITS TAX YEAR ENDING DECEMBER 31, 2017. TAXPAYER BELIEVES THAT BEGINNING WITH ITS CURRENT TAX YEAR, ENDING DECEMBER 31, 2018, IT IS REQUIRED TO FILE FORM 990-PF. THE

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
A B HOLDING LP (SEC. 951A)	\$ 1,446	\$ 1,446	\$ 9
A B HOLDING LP (OTHER PORT.)	9		
A B HOLDING LP (OTHER)	37		37
A B HOLDING LP (FOR. CURR.)	-430		-430
A B HOLDING LP (FOR. CURR.)	1		1
A B HOLDING LP (PFIC INC.)	1		
ENERGY TRANSFER LP	11,861		11,861
DORCHESTER MINERALS, LP	22,325		22,325
ENERGY TRANSFER, LP (ROYALTY)	9		9
ALLIANCE BERNSTEIN HOLDING LP	9,259		9,259
ENERGY TRANSFER LP	-106,097		-106,097
MPLX LP	-44,084		-44,084
TOTAL	\$ -105,664	\$ 35,258	\$ -140,922

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
RHAME & PERNIA, PLLC	\$ 807	\$ 807	\$ 807
TOTAL	\$ 807	\$ 807	\$ 807

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
A B HOLDING LP (FOREIGN TAXES)	\$ 1	\$ 1	\$ 1
TOTAL	\$ 1	\$ 1	\$ 0

Statements

Part I. Line 23 - Other Expenses

<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
\$	\$	\$
2		2
30		30
17,033	1,893	17,033
150		150
92		
51		
5		
3,430		
11		
	2	
<u>\$ 20,806</u>	<u>\$ 1,893</u>	<u>\$ 17,215</u>

25 - Noncash Contributions, Gifts, Grants

<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
\$		
		12/07/18

Line 10b - Corporate Stock Investments

<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
\$	COST	\$
2,500,000	2,288,600	
3,993,323	3,377,578	
<u>\$ 6,493,323</u>	<u>\$ 5,666,178</u>	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
\$ 18	\$ 427,450	COST	\$ 384,038
\$ 0	\$ 427,450		\$ 384,038

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
\$ HOLDING, LP	\$ 495,602	COST	\$ 478,100
LP	477,897	COST	395,280
	888,043	COST	767,501
	448,508	COST	424,200
\$ 0	\$ 2,310,050		\$ 2,065,081

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

12200 STEMMONS FWY., SUITE 100
INC. DALLAS TX 75234

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

and ess	Title	Average Hours	Compensation	Benefits	Expenses
NDING DIRECTOR)	PRESIDENT	0.00	0	0	0
NDING DIRECTOR)	SECRETARY	0.00	0	0	0

Federal Statements

**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOHN D HARKEY JR (FOUNDING DIRECTOR) 12200 STEMMEONS FWY., SUITE 100 DALLAS TX 75234	V P AND T	0.00	0	0	0
PENI BARFIELD (OUTSIDE DIRECTOR) 12200 STEMMEONS FWY., SUITE 100 DALLAS TX 75234		0.00	0	0	0
MICHAEL D GINSBERG (OUTSIDE DIRECTOR 917 WEST LYNN AUSTIN TX 78703		0.00	0	0	0

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
JDH LIFE SCIENCES, INC. (J. D. HARKEY, JR., PRES.)	\$ 10,850,500
TOTAL	\$ 10,850,500