

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

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Serviceor 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.

Open to Public Inspection

For calendar year 2018 or tax year beginning

07/01, 2018, and ending

06/30, 2019

Name of foundation

BRIGHAM FAMILY FOUNDATION

A Employer identification number

45-2457442

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ 3,040,181.J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

C 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)				
	2	Check ☒ if the foundation is not required to attach Sch B.				
	3	Interest on savings and temporary cash investments.	1,819.	1,819.		
	4	Dividends and interest from securities	40,286.	40,286.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	373,179.			
	b	Gross sales price for all assets on line 6a	1,438,730.			
	7	Capital gain net income (from Part IV, line 2)		354,730.		
	8	Net short-term capital gain.				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH. 1	58,905.	24,651.		
	12	Total. Add lines 1 through 11	474,189.	421,486.		
	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]	15,023.	15,023.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	3,900.			
	19	Depreciation (attach schedule) and depletion.				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH. 4	38,924.	17,679.		20,330.
	24	Total operating and administrative expenses. Add lines 13 through 23.	57,847.	32,702.		20,330.
	25	Contributions, gifts, grants paid	1,042,670.			1,042,670.
	26	Total expenses and disbursements Add lines 24 and 25	1,100,517.	32,702.		1,063,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-626,328.			
	b	Net investment income (if negative, enter -0-)		388,784.		
	c	Adjusted net income (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2018)

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				
	2	Savings and temporary cash investments	80,106.	71,907.	71,907.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Prepaid expenses and deferred charges ▶				
		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]	38,886.	134,817.	137,822.	
	b	Investments - corporate stock (attach schedule) ATCH 6	1,509,673.	964,341.	1,258,705.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	461,380.	151,452.	153,553.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8	541,918.	683,118.	1,418,194.		
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)	2,631,963.	2,005,635.	3,040,181.		
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	24	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.				
	25	Unrestricted				
	26	Temporarily restricted				
		Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	2,631,963.	2,005,635.		
	30	Total net assets or fund balances (see instructions)	2,631,963.	2,005,635.		
	31	Total liabilities and net assets/fund balances (see instructions)	2,631,963.	2,005,635.		

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	2,631,963.
2	Enter amount from Part I, line 27a	2	-626,328.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,005,635.
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	2,005,635.

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	354,730.	
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

(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	1,140,791.	4,213,179.	0.270767
2016	729,888.	4,910,652.	0.148634
2015	506,967.	5,099,640.	0.099412
2014	523,955.	5,931,557.	0.088333
2013	548,665.	6,082,425.	0.090205
2 Total of line 1, column (d)			2 0.697351
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.139470
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 3,278,878.
5 Multiply line 4 by line 3.			5 457,305.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,888.
7 Add lines 5 and 6.			7 461,193.
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 1,063,000.

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	3,888.
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	3,888.
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	3,888.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6,500.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,500.
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	2,612.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 2,612. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
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
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?		X
If "Yes," attach a detailed description of the activities		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ☐ ATCH 9	X	
If "Yes," attach the statement required by General Instruction T		
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?	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	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ DE, _____		
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	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
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► N/A	X	
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		
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? ☐ 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		
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?		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)		
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)		
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)

		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.		
	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?		
	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?		
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 10		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. ▶

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

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

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.

Part IX-B	Summary of Program-Related Investments (see instructions)
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Form 990-PF (2018)

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	1,924,982.
b	Average of monthly cash balances	1b	88,116.
c	Fair market value of all other assets (see instructions).	1c	1,315,712.
d	Total (add lines 1a, b, and c)	1d	3,328,810.
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	3,328,810.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	49,932.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,278,878.
6	Minimum investment return. Enter 5% of line 5	6	163,944.

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	163,944.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	3,888.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	553.
c	Add lines 2a and 2b.	2c	4,441.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	159,503.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	159,503.
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	159,503.

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	1,063,000.
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	1,063,000.
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	3,888.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,059,112.

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				159,503.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013				67,897.
b From 2014				232,789.
c From 2015				251,985.
d From 2016				484,355.
e From 2017				935,152.
f Total of lines 3a through e	1,972,178.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,063,000.</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				159,503.
e Remaining amount distributed out of corpus.	903,497.			
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	2,875,675.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	67,897.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,807,778.			
10 Analysis of line 9				
a Excess from 2014	232,789.			
b Excess from 2015	251,985.			
c Excess from 2016	484,355.			
d Excess from 2017	935,152.			
e Excess from 2018	903,497.			

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

NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a 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

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 ATCH 12				
Total			3a	1,042,670.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

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						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,438,730	\$ 1,166,436	\$ 272,294
						\$ 82,436
Total included in Part IV				\$ 1,438,730	\$ 1,166,436	\$ 354,730
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 18,449
Part I, Line 6a Total						\$ 373,179

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AP ENERGY INFRASTRUCTURE FD	-38,530.	24,651.
SEC 751 GAIN AP ENERGY INFRASTRUCTURE FD	97,435.	
TOTALS	<u>58,905.</u>	<u>24,651.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	15,023.	15,023.
TOTALS	<u>15,023.</u>	<u>15,023.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2019	3,900.
TOTALS	<u>3,900.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	20,305.		20,305.
BANK CHARGES	4.	4.	
K-1 EXP AP ENERGY INFRASTRUCTU	18,590.	17,675.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>38,924.</u>	<u>17,679.</u>	<u>20,330.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATIONAL MORTGAGE ASSO		
US T NOTE - 3.125% - 05/15/202	38,886.	40,317.
US T NTS - 2.375% - 12/31/2020	35,400.	35,868.
US TIPS - 0.625% - 04/15/2023	24,904.	25,203.
	35,627.	36,434.
US OBLIGATIONS TOTAL	<u>134,817.</u>	<u>137,822.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADOBE SYSTEMS, INC	5,314.	9,134.
ALEXION PHARMACEUTICALS, INC	2,695.	2,882.
ALPHABET INC CL A	2,410.	5,414.
ALPHABET INC CL C	12,660.	21,618.
AMAZON COM	12,052.	32,192.
AMERICAN TOWER REIT INC	6,156.	8,791.
AMERIPRISE FINANCIAL INC	3,296.	3,774.
AMETEK INC	2,095.	3,452.
AMPHENOL CORPORATION	2,099.	2,974.
ANALOG DEVICES INC	6,824.	9,142.
ANGEL OAK MULTI-STRATEGY INCOM	116,962.	114,650.
ANSYS INC	2,104.	3,687.
APPLE INC	8,397.	17,021.
APTIV PLC	2,918.	2,587.
ASHLAND GLOBAL HOLDINGS	1,463.	1,599.
AUTODESK, INC	3,814.	5,050.
AUTOMATIC DATA PROCESSING INC	5,502.	11,242.
AUTOZONE INC	3,493.	7,696.
BERRY PLASTICS GROUP INC	2,219.	2,840.
BLACKROCK INC	8,307.	10,325.
BOEING CO	2,384.	7,644.
BORG WARNER INC	2,056.	1,637.
BRIGHT HORIZONS FAMILY SOLUTIO	1,286.	2,263.
BROWN FORMAN CORP CL B	1,472.	1,940.
CAPITAL ONE FINANCIAL CORP	6,988.	8,530.
CARTER'S INC	2,403.	2,439.
CENTENE CORP	3,608.	2,727.
CHARLES SCHWAB CORP	7,146.	6,511.
CHEVRON CORP	8,219.	8,462.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHURCH & DWIGHT	1,570.	2,849.
CIGNA CORPORATION	11,113.	10,871.
CIMAREX ENERGY CO	2,202.	1,127.
CISCO SYSTEMS INC	8,592.	15,434.
CITIGROUP INC	11,226.	12,465.
CITRIX SYSTEMS INC	940.	1,374.
COGNIZANT TECHNOLOGY SOLUTIONS	2,000.	1,712.
COMCAST CORP	7,259.	10,993.
CONCHO RESOURCES INC	2,371.	1,857.
COOPER COMPANIES INC	1,660.	2,358.
CORTEVA INC	1,873.	1,567.
COSTAR GROUP, INC	1,393.	2,216.
CROWN HOLDINGS INC	2,314.	2,811.
DANAHER CORP	8,297.	17,436.
DOLLAR GENERAL CORP	3,384.	7,569.
DOLLAR TREE INC	3,073.	4,725.
DOMINOS PIZZA INC	2,052.	2,226.
DOW CHEMICAL PV	3,438.	2,466.
DU PONT DE NEMOURS	4,943.	3,678.
ECOLAB INC	4,072.	5,528.
EDWARDS LIFESCIENCES	2,280.	3,880.
ENCOMPASS HEALTH CORPORATION	2,822.	3,928.
EOG RESOURCES INC	8,703.	8,664.
EPAM SYSTEMS INC	2,854.	6,751.
EQUINIX, INC	2,745.	4,034.
EURONET WORLDWIDE INC	4,073.	7,571.
EXACT SCIENCES CORPORATION	1,978.	4,722.
EXPEDIA INC	8,683.	8,514.
F M C CP	2,323.	2,903.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY NATIONAL INFORMATION	13,300.	18,770.
FISERV INC	9,106.	19,326.
FLEETCOR TECHNOLOGIES INC	2,259.	3,651.
FORTIVE CORPORATION	5,282.	7,174.
GLOBAL PAYMENTS INC	3,364.	5,765.
HCA INC	1,663.	2,974.
HD SUPPLY HLDGS INC	1,949.	2,457.
HEXCEL CP DELAWARE	2,053.	2,831.
HOME DEPOT INC	5,962.	11,230.
HONEYWELL INTL	12,742.	16,237.
HUBBELL INCORPORATED	2,695.	3,130.
HUMANA INC	1,749.	2,388.
IAA INC	1,126.	1,202.
IHS MARKIT LTD	2,222.	3,122.
INTERCONTINENTAL EXCHANGE, INC	15,389.	18,391.
JAZZ PHARMACEUTICALS INC	2,247.	2,138.
JOHNSON & JOHNSON	10,779.	12,953.
JONES LANG LASALLE	1,906.	1,829.
JP MORGAN CHASE	6,512.	15,093.
KANSAS CITY SOUTHERN	1,988.	2,436.
KAR AUCTION SERVICES INC	687.	775.
KEYSIGHT TECHNOLOGIES INC	1,509.	1,617.
KINDER MORGAN INC	3,962.	4,656.
LAM RESEARCH CORP	1,498.	1,503.
LIGAND PHARMACEUTICALS INC	1,065.	913.
LINDE PLC COM	8,634.	10,642.
LIVENT CORPORATION	1,238.	664.
MARRIOTT INTERNATIONAL INC. CL	2,224.	3,507.
MARRIOTT VACATIONS WORLDWIDE C	1,361.	1,350.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MASCO CORP	1,816.	1,844.
MATTHEWS PACIFIC TIGER FUND I	150,076.	167,025.
MEDTRONIC PLC	11,301.	13,732.
MERCK & CO INC	3,524.	6,121.
MICROCHIP TECHNOLOGY INC	3,390.	4,422.
MICROSOFT CORP	9,778.	30,007.
MOHAWK INDS INC	1,970.	1,622.
MONSTER BEVERAGE CORP	2,481.	2,745.
MSCI INC	1,206.	2,627.
NEXTERA ENERGY, INC	2,271.	3,892.
O'REILLY AUTOMOTIVE INC	1,812.	2,955.
OCCIDENTAL PETROLEUM CORP	5,786.	3,872.
ORACLE CORP	6,163.	10,539.
PARKER HANNIFIN CP	2,305.	2,210.
PENTAIR INC. COM	1,128.	967.
PEPSICO INC	6,939.	9,704.
PIONEER NAT RES CO	8,033.	8,001.
PRA HEALTH SCIENCES INC COM	2,393.	2,875.
PRUDENTIAL FINCL INC	5,159.	6,262.
PTC INC	3,271.	4,757.
QUALCOMM INC	9,060.	11,639.
RAYTHEON CO	5,726.	5,912.
REXNORD CORP	1,238.	1,511.
ROPER INDUSTRIES	2,698.	4,761.
ROSS STORES, INC	2,525.	5,055.
SBA COMMUNICATIONS CORP	2,783.	5,171.
SKYWORKS SOLUTIONS, INC	2,132.	1,623.
SPROUTS FARMERS MARKET INC	1,809.	1,662.
STRYKER CORPORATION	2,391.	7,195.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
T-MOBILE US INC	9,406.	11,195.
TD AMERITRADE HOLDING CORP	1,481.	1,548.
TE CONNECTIVITY LTD	2,490.	2,969.
TELEFLEX INC	2,654.	3,312.
THERMO FISHER SCIENTIFIC INC	5,306.	10,866.
TJX COMPANIES INC	4,459.	6,293.
TRACTOR SUPPLY CO COM	1,155.	2,394.
TRANSUNION COM USD0.01	2,173.	3,234.
TWEEDY BROWNE GLOBAL VALUE FUN	102,745.	103,583.
ULTA SALON, COSMETICS & FRAGRA	1,145.	2,081.
UNION PACIFIC	5,554.	10,147.
UNITED TECHNOLOGIES CORP	10,431.	12,499.
UNITEDHEALTH GROUP INC	4,776.	15,129.
UNIVERSAL HLTH SVC B	1,989.	2,608.
US BANCORP	9,065.	11,161.
V F CORP	4,527.	7,949.
VISA INC	12,254.	23,603.
WELLS FARGO & CO	10,576.	11,168.
WESTERN ALLIANCE BANCORPORATIO	2,275.	1,744.
WEX, INC	1,591.	3,330.
WORLDPAY INC	3,396.	8,088.
XILINX INC	2,087.	3,066.
XYLEM INC	2,116.	2,342.
ZOETIS INC	6,480.	8,512.
TOTALS	<u>964,341.</u>	<u>1,258,705.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMCAST CORP BOND - 3.125% - 0	25,724.	25,719.
GOLDMAN SACHS GROUP - 2.550% -	24,992.	25,009.
JPMORGAN CHASE & CO SR NT - 4.	26,736.	25,617.
ORACLE CORP - 3.625% - 07/15/2	26,964.	26,362.
PRAXAIR INC NT - 2.200% - 08/1	22,909.	25,096.
SCHWAB CHARLES CORP - 3.200% -	24,127.	25,750.
TOTALS	<u>151,452.</u>	<u>153,553.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AP ENERGY INFRASTRUCTURE FD LL	683,118.	915,244.
PERSEUS HOLDINGS USA, LLC		502,950.
TOTALS	<u>683,118.</u>	<u>1,418,194.</u>

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)	
1,438,730.		PUBLICLY-TRADED SECURITIES					272,294.	
		1,166,436.						
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					82,436.	
TOTAL GAIN (LOSS)							<u>354,730.</u>	

ATTACHMENT 9FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

AS EXPLAINED BELOW, THE FOUNDATION HAS NO PLANS FOR DISSOLUTION. THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS. THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS: DURING THE TAXABLE YEAR ENDING JUNE 30, 2019, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED \$1,042,670. THIS AMOUNT REPRESENTS 25% OR MORE OF THE FOUNDATION'S NET ASSETS OF \$3,907,321 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING JUNE 30, 2019. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION. THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ANNE L BRIGHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 1.00	0.	0.	0.
BEN M BRIGHAM III FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES, DIR, SEC 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANNE L BRIGHAM
BEN M BRIGHAM III

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT 6 HUTTON CENTRE DR STE 600 SANTA ANA, CA 92707	N/A PC		2018-2019 FREE BOOKS TO TEACHERS IN TEXAS PROGRAM	200,000
AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT 6 HUTTON CENTRE DR STE 600 SANTA ANA, CA 92707	N/A PC		2019-2020 ARI JUNIOR FELLOWS PROGRAM	222,000
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	N/A PC		GENERAL & UNRESTRICTED	10,000
COURT APPOINTED SPECIAL ADVOCATES OF TRAVIS COUNTY 7600 CHEVY CHASE DR STE 200 AUSTIN, TX 78752	N/A PC		GENERAL & UNRESTRICTED	20,000
COURT APPOINTED SPECIAL ADVOCATES OF TRAVIS COUNTY 7600 CHEVY CHASE DR STE 200 AUSTIN, TX 78752	N/A PC		CHARITABLE EVENT	15,000
MOBILE LOAVES & FISHES INC 9301 HOG EYE RD UNIT 950 AUSTIN, TX 78724	N/A PC		GALA UNDERWRITING PROGRAM	5,000

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF F 433 LAS COLINAS BLVD E STE 1130 IRVING, TX 75039	N/A PC	DKR SCHOLARSHIP FUND	2,000
OBJECTIVIST CENTER LTD 800 ROCKMEAD DR STE 200 KINGWOOD, TX 77339	N/A PC	GENERAL & UNRESTRICTED	10,000
PRAGER UNIVERSITY FOUNDATION 15021 VENTURA BLVD #552 SHERMAN OAKS, CA 91403	N/A PC	GENERAL & UNRESTRICTED	5,000
SETON HEALTHCARE - SETON FUND OF THE DAUGHTERS OF 1201 W 38TH ST AUSTIN, TX 78705	N/A PC	THE SETON FUND FOR CONSTRUCTION AND EQUIPMENT FOR SETON'S NEW TEACHING HOSPITAL - DELL SETON MEDICAL CENTER AT THE UNIVERSITY OF TEXAS	1,000
TENEO INC 2605 W 8TH ST AUSTIN, TX 78703	N/A PC	GENERAL & UNRESTRICTED	20,000
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE AUSTIN, TX 78701	N/A PC	CENTER FOR TENTH AMENDMENT ACTION PROGRAM	50,000

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

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE AUSTIN, TX 78701	N/A PC		CHILD WELFORM REFORM PROJECT	100,000
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE AUSTIN, TX 78701	N/A PC		LIFE POWERED INITIATIVE	167,670
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE AUSTIN, TX 78701	N/A PC		CAPITAL CAMPAIGN	50,000
THE UNIVERSITY OF TEXAS AT AUSTIN - MCCOMBS SCHOOL 2110 SPEEDWAY STOP B6006 AUSTIN, TX 78712	N/A GOV		KK SALEM POLICY CENTER	80,000
WESTLAKE BIBLE CHURCH - AUSTIN RIDGE BIBLE CHURCH 9300 BEE CAVE RD AUSTIN, TX 78733	N/A PC		GENERAL & UNRESTRICTED	40,000
WESTLAKE BIBLE CHURCH - AUSTIN RIDGE BIBLE CHURCH 9300 BEE CAVE RD AUSTIN, TX 78733	N/A PC		NEXT CAMPAIGN	40,000

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

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

YOUTH AND FAMILY ALLIANCE
3700 S 1ST ST
AUSTIN, TX 78704

N/A
PC

PURPOSE OF GRANT OR CONTRIBUTION

LIFEWORKS PROGRAM

AMOUNT

5,000

TOTAL CONTRIBUTIONS PAID

1,042,670

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS SEC 751 GAIN FROM PTSHP	525990	-63,183.	14	24,653.
	525990	97,435.		
TOTALS		<u>34,252.</u>		<u>24,653.</u>