

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2018
 Open to Public Inspection

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 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

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For calendar year 2018 or tax year beginning 10/01/18, and ending 09/30/19

Name of foundation PENLAND FOUNDATION		A Employer identification number 20-5692339
Number and street (or P O box number if mail is not delivered to street address) 6550 TRAM ROAD	Room/suite	B Telephone number (see instructions) 409-722-4594
City or town, state or province, country, and ZIP or foreign postal code BEAUMONT TX 77713		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,434,884	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	279,576			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	20,856	20,856		
4	Dividends and interest from securities	67,149	67,149		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	362,113			
b	Gross sales price for all assets on line 6a 1,328,665				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
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) Stmt 2	9,257			
12	Total. Add lines 1 through 11	738,951	88,005	0	
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) Stmt	4,245			
c	Other professional fees (attach schedule)				
17	Interest	14			
18	Taxes (attach schedule) (see instructions) Stmt 4	3,988			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	30			
24	Total operating and administrative expenses. Add lines 13 through 23	8,277	0	0	0
25	Contributions, gifts, grants paid	523,603			523,603
26	Total expenses and disbursements. Add lines 24 and 25	531,880	0	0	523,603
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	207,071			
b	Net investment income (if negative, enter -0-)		88,005		
c	Adjusted net income (if negative, enter -0-)			0	

3/4

Revenue
 SCANNED
 Operating and Administrative Expenses

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash – non-interest-bearing	34,086	39,317	39,316	
	2	Savings and temporary cash investments	1,724,614	1,814,008	1,814,008	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) See Worksheet		1,500	1,500	
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 0				
	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)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 6	3,313,527	3,424,381	5,580,060	
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,072,227	5,279,206	7,434,884		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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	5,072,227	5,279,206		
	30	Total net assets or fund balances (see instructions)	5,072,227	5,279,206		
31	Total liabilities and net assets/fund balances (see instructions)	5,072,227	5,279,206			

29
30

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	5,072,227
2	Enter amount from Part I, line 27a	2	207,071
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,279,298
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	92
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,279,206

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 N/A.				
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation 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	390,810	8,305,891	0.047052
2016	379,164	6,786,923	0.055867
2015	510,181	5,753,218	0.088678
2014	688,348	5,921,260	0.116250
2013	259,548	4,604,968	0.056363

2 Total of line 1, column (d)	2	0.364210
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	0.072842
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	7,929,761
5 Multiply line 4 by line 3	5	577,620
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	880
7 Add lines 5 and 6	7	578,500
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	523,603

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	1	1,760
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	0
3	Add lines 1 and 2	3	1,760
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	1,760
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,520
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	1,520
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	246
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NO WEBSITE	<input checked="" type="checkbox"/>	
14	The books are in care of ► JOE PENLAND, SR. 6550 TRAM ROAD Located at ► BEAUMONT TX ZIP+4 ► 77713 Telephone no ► 409-722-4594		
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 <input type="checkbox"/>	
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 ►		<input checked="" type="checkbox"/>

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

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									
	(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									
	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?									
	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?									
	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?									
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 checked="" 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
JOE PENLAND, SR. 6550 TRAM ROAD BEAUMONT TX 77713	PRESIDENT 1.00	0	0	0
LINDA PENLAND 6550 TRAM ROAD BEAUMONT TX 77713	VP 1.00	0	0	0
JOE C. VERNON P. O. BOX 1916 NEDERLAND TX 77627	DIRECTOR 1.00	0	0	0
TERRY LEBLANC 6550 TRAM ROAD BEAUMONT TX 77713	DIRECTOR 1.00	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 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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,100,306
b	Average of monthly cash balances	1b	1,911,662
c	Fair market value of all other assets (see instructions)	1c	38,551
d	Total (add lines 1a, b, and c)	1d	8,050,519
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	8,050,519
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	120,758
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,929,761
6	Minimum investment return. Enter 5% of line 5	6	396,488

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	396,488
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,760
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,760
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	394,728
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	394,728
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	394,728

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	523,603
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	523,603
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	523,603

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				394,728
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	29,975			
b	From 2014	393,389			
c	From 2015	223,601			
d	From 2016	41,091			
e	From 2017	22,976			
f	Total of lines 3a through e	711,032			
4	Qualifying distributions for 2018 from Part XII, line 4 \$ 523,603				
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				394,728
e	Remaining amount distributed out of corpus	128,875			
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	839,907			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount – see instructions				
e	Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount – see instructions				
f	Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	29,975			
9	Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	809,932			
10	Analysis of line 9:				
a	Excess from 2014	393,389			
b	Excess from 2015	223,601			
c	Excess from 2016	41,091			
d	Excess from 2017	22,976			
e	Excess from 2018	128,875			

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(f)(5)

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
See Statement 8

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
**JOE PENLAND, SR. 409-722-4594
6550 TRAM ROAD BEAUMONT TX 77713**

b The form in which applications should be submitted and information and materials they should include
See Statement 9

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year 100 CLUB OF HOUSTON 5555 SAN FELIPE STREET #5 HOUSTON TX 77056	UNRELATED	PC	DONATION	500
ASGCA 9831 SHADOW VILLA LANE HOUSTON TX 77044	UNRELATED	PC FUNDRAISER FOR EVENT		400
BEAUMONT POLICE DEPT BENEFIT ASSOC. P.O. BOX 22722 BEAUMONT TX 77720	UNRELATED	PC CHAMPIONSHIP SPONSORSHIP		500
BOYS HAVEN 3655 N. MAJOR DRIVE BEAUMONT TX 77713	UNRELATED	PC SERVICES FOR BOYS HAVEN		1,000
BUNA BRIDLE CLUB P.O. BOX 741 BUNA TX 77612	UNRELATED	NC FUNDRAISER FOR EVENTS		400
CHRISTUS HEALTH FOUNDATION 2830 CALDER BEAUMONT TX 77702	SETX UNRELATED	PC	FUNDRAISER	11,500
FIRE MUSEUM OF TX 400 WALNUT STREET BEAUMONT TX 77701	UNRELATED	PC FIRE EDUCATION FOR KIDS		10,000
GIFT OF LIFE 2390 DOWLEN ROAD BEAUMONT TX 77706	UNRELATED	PC CANCER SCREENING SUPPORT		201,000
GIRLS HAVEN 3380 FANNIN STREET BEAUMONT TX 77701	UNRELATED	PC FUNDRAISER FOR ORGANIZATION		22,100
HARDIN COUNTY ANGEL CARE P.O. BOX 8072 LUMBERTON TX 77657	UNRELATED	PC	DONATION	1,000
Total			▶ 3a	523,603
b Approved for future payment N/A				
Total			▶ 3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> HARDIN COUNTY YOUTH PROJECT SHOW P.O. BOX 1394 KOUNTZE TX 77625	UNRELATED	NC	FALL SHOW PROJECTS	26,650
IN TOUCH MINISTRIES P.O. BOX 7900 ATLANTA GA 30357	UNRELATED	PC	MINISTRIES	13,000
JASPER COUNTY JR LIVESTOCK FOUND. P.O. BOX 253 KIRBYVILLE TX 75956	UNRELATED	PC	CALF SCRAMBLE	3,000
JEFFERSON COUNTY PRECINCT 525 LAKESHORE DRIVE PORT ARTHUR TX 77640	UNRELATED	GOV	HEALTH FAIR	1,000
KOUNTZE HIGH SCHOOL PO BOX 460 - 1488 FM 1293 KOUNTZE TX 77625	UNRELATED	GOV	FISHING TEAM SPONSORSHIP	750
KOUNTZE HIGH SCHOOL PO BOX 460 - 1488 FM 1293 KOUNTZE TX 77625	UNRELATED	GOV	FFA DONATION	2,044
KOUNTZE HIGH SCHOOL P.O. BOX 460 -1488 FM 129 KOUNTZE TX 77625	UNRELATED	GOV	SCHOLARSHIP	20,000
KOUNTZE HIGH SCHOOL PO BOX 460 - 1488 FM 1293 KOUNTZE TX 77625	UNRELATED	PC	DONATION	1,150
LAMAR UNIVERSITY P.O. BOX 10011 BEAUMONT TX 77710	UNRELATED	GOV	MENS GOLF	825
LIT FOUNDATION P.O. BOX 10085 BEAUMONT TX 77710	UNRELATED	PC	SHOOT-OUT	2,500
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

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 MARAUDER BASEBALL CLUB INC P.O. BOX 8830 LUMBERTON TX 77657	UNRELATED	PC	TEAM SPONSOR	1,000
MD ANDERSON CANCER CENTER P.O. BOX 4486 HOUSTON TX 77210-4486	UNRELATED	PC	CANCER RESEARCH	25,000
MISSISSIPPI CHARITY HORSE SHOW P.O. BOX 22707 JACKSON MS 39225	UNRELATED	PC	KIDS IN HOSPITAL	1,000
NAFUD SHRINERS 3318 HWY 365 BOX #209 NEDERLAND TX 77627	UNRELATED	PC	SCHOOL SUPPLIES FOR KIDS	1,000
NEDERLAND BABE RUTH LEAGUE PO BOX 368 NEDERLAND TX 77627	UNRELATED	PC	DONATION	400
NEDERLAND HERITAGE FESTIVAL P.O. BOX 1176 NEDERLAND TX 77627	UNRELATED	PC	COMMUNITY CELEBRATION	100
NEDERLAND HIGH SCHOOL 220 N. 17TH ST NEDERLAND TX 77627	UNRELATED	GOV	OPERATION GRADUATION	500
NEDERLAND YOUTH FOOTBALL ASSOC PO BOX 765 NEDERLAND TX 77627	UNRELATED	PC	DONATION	300
TEXAS CHILDRENS HOSPITAL 1102 BATES AVE HOUSTON TX 77030	UNRELATED	PC	DONATION	50,000
TEXAS RICE FESTIVAL P.O. BOX 147 WINNIE TX 77665	UNRELATED	PC	COMMUNITY CELEBRATION	300
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> THE 100 CLUB OF SOUTHEAST TEXAS P.O. BOX 3405 BEAUMONT TX 77704	UNRELATED	PC FUNDRAISER FOR ORGANIZATION		10,000
THE 100 CLUB OF SOUTHEAST TEXAS P.O. BOX 3405 BEAUMONT TX 77704	UNRELATED	PC	SURVIVOR FUND	20,000
THE NOON MIDCOUNTY OPTIMIST 920 SHANNON LANE NEDERLAND TX 77627	UNRELATED	PC	DONATION	834
THE NOON MIDCOUNTY OPTIMIST 920 SHANNON LANE NEDERLAND TX 77627	UNRELATED	PC	SPONSORSHIP	100
THREE RIVER COUNCIL 4650 CARDINAL DR BEAUMONT TX 77705	UNRELATED	PC	DONATION	2,500
THSRA REGION V 704 1/2 SOUTHVIEW CIRCLE CENTER TX 75935	UNRELATED	NC FUNDRAISER - SADDLE SPONSOR		1,750
TJHRA REGION V P.O. BOX 886 CALDWELL TX 77836	UNRELATED	NC FUNDRAISER - SADDLE SPONSOR		1,000
WEST BROOK HIGH SCHOOL 148 S DOWLEN ROAD BEAUMONT TX 77707	UNRELATED	GOV	DONATION	1,000
WEST END LITTLE LEAGUE PO BOX 5853 BEAUMONT TX 77726	UNRELATED	PC	DOANTION	300
YMBL 7250 WESPARK DR BEAUMONT TX 77705	UNRELATED	PC LIVESTOCK	PROJECTS	23,250
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> YOUNGLIFE PO BOX 520 COLORADO SPRINGS CO 80901	UNRELATED	PC	KIDS IN CHRIST	4,550
INDIAN SPRINGS SPECIAL NEEDS CAMP 6106 HALLAND CEMETARY ROAD KOUNTZE TX 77625	UNRELATED	PC	DONATION	5,000
AUGUSTA'S ANGELS 3195 DOWLEN ROAD STE 101- BEAUMONT TX 77706	UNRELATED	PC	DONATION	500
FRANCHISE ELITE BASEBALL 11523 HWY 90 BEAUMONT TX 77713	UNRELATED	PC	DONATION	2,500
MKCHS GOLF 4950 KELLY DRIVE BEAUMONT TX 77707	UNRELATED	PC	DONATION	1,500
WOMEN'S CLUB OF KOUNTZE P.O. BOX 1368 KOUNTZE TX 77625	UNRELATED	PC	DONATION	100
BEAUMONT PROFESSIONAL FIREFIGHTERS 1307 WALL BEAUMONT TX 77701	UNRELATED	PC	ALARM	5,000
CATHOLIC RELIEF SERVICES 2780 EASTEX FWY BEAUMONT TX 77703	UNRELATED	PC	DONATION	750
EL MINA SHRINE CENTER 2610 SWEETGUM LN BEAUMONT TX 77703	UNRELATED	PC	DONATIONS	6,800
FAMILY SERVICES 3550 FANNIN ST BEAUMONT TX 77701	UNRELATED	PC	FUNDRAISER	4,500
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
JONATHAN WILLIAMS CENTER FOR THE PE P.O. BOX 7833 BEAUMONT TX 77726	UNRELATED	PC	DONATION	500
JUNIOR LEAGUE OF BEAUMONT 2388 MCFADDIN AVE BEAUMONT TX 77702	UNRELATED	PC	FUNDRAISER	1,500
KOUNTZE INDEPEDENT SCHOOL DISTRICT 160 VAUGHN ST KOUNTZE TX 77625	UNRELATED	PC	SPONSOR	500
KOUNTZE LITTLE DRIBBLERS P.O. BOX 1539 KOUNTZE TX 77625	UNRELATED	PC	DONATION	500
KOUNTZE LITTLE LEAGUE P.O. BOX 939 KOUNTZE TX 77629	UNRELATED	PC	DONATION	3,500
KOUNTZE VOLUNTEER FIRE DEPARTMENT 350 E DEER ST KOUNTZE TX 77625	UNRELATED	PC	DONATION	2,800
NEDERLAND HIGH SCHOOL 220 N. 17TH ST NEDERLAND TX 77627	UNRELATED	GOV	SPONSOR CHEER BACKERS	500
NORTHEAST RODEO TEAM P.O. BOX 1307 MT PLEASANT TX 75456	UNRELATED	PC	SPONSOR	250
RAD KIDS P.O. BOX 1290 SILSBEE TX 77656	UNRELATED	PC	DONATION	500
SALT CLUB 900 T.B. ELLISON PKWY PORT ARTHUR TX 77640	UNRELATED	PC	DONATION	6,600
Total				▶ 3a
b Approved for future payment				
N/A				
Total				▶ 3b

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SOUR LAKE VOLUNTEER FIRE DEPARTMENT 711 6TH ST SOUR LAKE TX 77659	UNRELATED	PC	FUNDRAISER	12,000
ST ANNE CATHOLIC SCHOOL 375 N 11TH ST BEAUMONT TX 77702	UNRELATED	PC	SPONSOR	1,000
VVA #292 P.O. BOX 1071 BEAUMONT TX 77704	UNRELATED	PC	DONATION	1,000
WEST HARDIN YOUTH SPORTS P.O. BOX 197 SARATOGA TX 77585	UNRELATED	PC	SPONSORSHIP	300
ETPOA P.O. BOX 631052 NACOGDOCHES TX 75963	UNRELATED	PC	SPONSORSHIP	1,000
LITTLE LEAGUE PO BOX 2112 BAYTOWN TX 77522	UNRELATED	PC	DONATION	300
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2018

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

Name of the organization

Employer identification number

PENLAND FOUNDATION

20-5692339

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 33¹/₃% 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).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

PENLAND FOUNDATION

Employer identification number

20-5692339

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	JOE PENLAND, SR. 6550 TRAM ROAD BEAUMONT TX 77713	\$ 99,576	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	QUALITY MAT COMPANY - JOE PENLAND, SR., CEO 6550 TRAM ROAD BEAUMONT TX 77713	\$ 180,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Form 990-PF	Receivables Due from Officers, Directors, Trustees, and Key Employees	2018
For calendar year 2018, or tax year beginning 10/01/18 , and ending 09/30/19		

Name PENLAND FOUNDATION	Employer Identification Number 20-5692339
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Form 990-PF, Part II, Line 6 - Additional Information

Name of borrower	Title
(1) JOE PENLAND, SR.	PRESIDENT
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 1,500	Various	12/31/19	IN FULL	0.000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1) NONE	REIMBURSE EXPENSE PAID BY FOUNDATION
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value
(1)	0	1,500	1,500
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals		1,500	1,500

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description	Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
				Purchase					
	Various	11/21/18			\$ 1,328,665	\$ 966,552	\$	\$	\$ 362,113
Total					\$ 1,328,665	\$ 966,552	\$ 0	\$ 0	\$ 362,113

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ARPA ADV. RADIATION PHYS., LP	\$ 9,257	\$	\$
Total	\$ 9,257	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 4,245	\$	\$	\$
Total	\$ 4,245	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBI TAX	\$ 2,235	\$	\$	\$
EXCESS TAX	1,753	\$	\$	\$
Total	\$ 3,988	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK CHARGES	30			
Total	<u>30</u>	<u>0</u>	<u>0</u>	<u>0</u>

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ARPA ADV. RADIATION PHYS. ASSOC., LP	\$ 39,353	\$ 38,551	Cost	\$ 38,551
INVESTMENT - CBTX, INC	2,000,000	3,077,287	Cost	5,374,987
INVESTMENT - CITIGROUP, INC	966,552		Cost	
INVESTMENT - WILLISTON BASIN	307,622	308,543	Cost	166,522
Total	<u>\$ 3,313,527</u>	<u>\$ 3,424,381</u>		<u>\$ 5,580,060</u>

Federal Statements**Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
Nondeductible expenses from Passthrough K1	\$ 92
Total	\$ 92

Statement 8 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
JOE PENLAND, SR.	\$ 99,576
QUALITY MAT COMPANY - JOE PENLAND, SR. CEO	180,000
Total	\$ 279,576

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

NO SPECIFIC PRESCRIBED FORM IS REQUIRED AND INVESTIGATION IS MADE ON A CASE BY CASE BASIS TO DETERMINE SPECIFIC NEEDS OF THE CHARITY AND IS APPROVED BY THE BOARD, PURSUANT TO THE IRS CODE SEC. 170(C)(2) AND SEC. (501)(C)(3)