

EXTENDED TO OCTOBER 15, 2020

Return of Private Foundation

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning DEC 1, 2018, and ending NOV 30, 2019

Name of foundation
GEORGE & FAY YOUNG FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
14850 MONTFORT DRIVE, SUITE 269

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75254

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 89,582,941.

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

A Employer identification number
75-2478225

B Telephone number
972-404-4001

C If exemption application is pending, check here ☐ **6**

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,949.	1,949.		STATEMENT 1
4 Dividends and interest from securities		1,700,136.	1,700,136.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,526,894.			
b Gross sales price for all assets on line 6a		28,875,416.			
7 Capital gain net income (from Part IV, line 2)			2,526,894.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,767.	2,767.		STATEMENT 3
12 Total. Add lines 1 through 11		4,231,746.	4,231,746.		
13 Compensation of officers, directors, trustees, etc		318,243.	6,875.		311,368.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		46,604.	0.		46,604.
16a Legal fees		1,904.	0.		1,904.
b Accounting fees		32,697.	8,761.		23,936.
c Other professional fees		455,431.	442,232.		13,199.
17 Interest					
18 Taxes		114,831.	66,119.		12,607.
19 Depreciation and depletion					
20 Occupancy		12,750.	0.		12,750.
21 Travel, conferences, and meetings		6,842.	0.		6,842.
22 Printing and publications					
23 Other expenses		113,884.	97,288.		16,558.
24 Total operating and administrative expenses. Add lines 13 through 23		1,103,186.	621,275.		445,768.
25 Contributions, gifts, grants paid		3,772,700.			3,772,700.
26 Total expenses and disbursements. Add lines 24 and 25		4,875,886.	621,275.		4,218,468.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-644,140.			
b Net investment income (if negative, enter -0-)			3,610,471.		
c Adjusted net income (if negative, enter -0-)				N/A	

ORIGINAL

G-22

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,487,522.	2,044,145.	2,044,145.
	3 Accounts receivable ▶ 3,699.			
	Less: allowance for doubtful accounts ▶	3,902.	3,699.	3,699.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	9,800.	103,895.	103,895.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	53,962,009.	53,512,289.	80,791,153.
	c Investments - corporate bonds STMT 10	2,084,844.	2,243,171.	2,267,645.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	4,843,977.	4,840,715.	4,371,410.	
14 Land, buildings, and equipment basis ▶ 16,467.				
Less: accumulated depreciation STMT 12 ▶ 16,467.				
15 Other assets (describe ▶ RENT DEPOSIT)	994.	994.	994.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	63,393,048.	62,748,908.	89,582,941.	
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			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	25,582.	25,582.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	51,878,168.	51,878,168.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,489,298.	10,845,158.	
30 Total net assets or fund balances	63,393,048.	62,748,908.		
31 Total liabilities and net assets/fund balances	63,393,048.	62,748,908.		

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 63,393,048.
2 Enter amount from Part I, line 27a	2 -644,140.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 62,748,908.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 62,748,908.

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			
b SEE ATTACHED STATEMENTS			
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 28,875,416.		26,348,522.	2,526,894.

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			2,526,894.

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	2,526,894.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	3,861,627.	86,382,014.	.044704
2016	3,307,544.	78,673,696.	.042041
2015	3,371,829.	65,601,403.	.051399
2014	3,436,117.	70,692,240.	.048607
2013	2,997,634.	69,271,105.	.043274

2 Total of line 1, column (d)	2	.230025
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	.046005
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	84,333,133.
5 Multiply line 4 by line 3	5	3,879,746.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,105.
7 Add lines 5 and 6	7	3,915,851.
8 Enter qualifying distributions from Part XII, line 4	8	4,218,468.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	36,105.
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	36,105.
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	36,105.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	136,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	136,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	99,895.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 20,000. Refunded <input checked="" type="checkbox"/>	11	79,895.	

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. 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.		X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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. <u>TX</u>		
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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GFYFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>CAROL Y MARVIN</u> Telephone no. ► <u>972-404-4001</u> Located at ► <u>14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX</u> ZIP+4 ► <u>75254</u>		
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	N/A
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 ►		X

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 checked="" type="checkbox"/> Yes <input 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		X
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? If "Yes," list the years ►	<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	
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?	<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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

5a During the year, did the foundation pay or incur any amount to:

(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

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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.

(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
SEE STATEMENT 13		318,243.	41,000.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	77,959,002.
b	Average of monthly cash balances	1b	3,178,393.
c	Fair market value of all other assets	1c	4,479,999.
d	Total (add lines 1a, b, and c)	1d	85,617,394.
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	85,617,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,284,261.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	84,333,133.
6	Minimum investment return. Enter 5% of line 5	6	4,216,657.

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	4,216,657.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	36,105.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,105.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,180,552.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,180,552.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,180,552.

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	4,218,468.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,218,468.
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	5	36,105.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,182,363.

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				4,180,552.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			3,713,849.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 4,218,468.				
a Applied to 2017, but not more than line 2a			3,713,849.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				504,619.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				3,675,933.
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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

- 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)

- 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.

- 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(i)(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).)

CAROL Y MARVIN

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT: PT XV-1 ATTACHED				3,772,700.
Total			▶ 3a	3,772,700.
b Approved for future payment				
SEE STATEMENT: PT XV-2 ATTACHED				835,000.
Total			▶ 3b	835,000.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|--------------|------------|
| 1 | <p>Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes |
| | | 1a(1) | |
| | | 1a(2) | |
| | | | |
| | | 1b(1) | |
| | | 1b(2) | |
| | | 1b(3) | |
| | | 1b(4) | |
| | | 1b(5) | |
| | | 1b(6) | |
| | | 1c | |




	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SUSAN I. ADAMS	<i>Susan I. Adams</i>	4-8-20		P00701646
	Firm's name ▶ HUSELTON, MORGAN & MAULTSBY, P.C.			Firm's EIN ▶ 75-2409112	
	Firm's address ▶ 12221 MERIT DRIVE, SUITE 1800 DALLAS, TX 75251			Phone no. (972) 404-1010	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PARTNERSHIP FLOW-THROUGH		P	VARIOUS	VARIOUS
b PART IV - STATEMENT 1		P	VARIOUS	VARIOUS
c PART IV - STATEMENT 1		P	VARIOUS	VARIOUS
d PART IV - STATEMENT 2		P	VARIOUS	VARIOUS
e PART IV - STATEMENT 2		P	VARIOUS	VARIOUS
f PART IV - STATEMENT 3		P	VARIOUS	VARIOUS
g PART IV - STATEMENT 3		P	VARIOUS	VARIOUS
h PART IV - STATEMENT 4		P	VARIOUS	VARIOUS
i PART IV - STATEMENT 4		P	VARIOUS	VARIOUS
j PART IV - STATEMENT 5		P	VARIOUS	VARIOUS
k PART IV - STATEMENT 5		P	VARIOUS	VARIOUS
l PART IV - STATEMENT 6		P	VARIOUS	VARIOUS
m PART IV - STATEMENT 6		P	VARIOUS	VARIOUS
n PART IV - STATEMENT 7		P	VARIOUS	VARIOUS
o PART IV - STATEMENT 7		P	VARIOUS	VARIOUS

(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 96,297.			96,297.
b 1,702,688.		1,541,179.	161,509.
c 2,650,819.		4,048,772.	-1,397,953.
d 254,040.		348,164.	-94,124.
e 253,539.		452,635.	-199,096.
f 35,930.		36,316.	-386.
g 1,376,567.		1,270,740.	105,827.
h 2,751,811.		3,041,429.	-289,618.
i 744,608.		661,184.	83,424.
j 1,148,895.		1,220,404.	-71,509.
k 3,076,464.		1,855,636.	1,220,828.
l 65,298.		65,298.	0.
m 548,616.		554,890.	-6,274.
n 3,302,224.		3,113,059.	189,165.
o 4,279,526.		2,999,662.	1,279,864.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			96,297.
b			161,509.
c			-1,397,953.
d			-94,124.
e			-199,096.
f			-386.
g			105,827.
h			-289,618.
i			83,424.
j			-71,509.
k			1,220,828.
l			0.
m			-6,274.
n			189,165.
o			1,279,864.

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). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PART IV - STATEMENT 8	P	VARIOUS	VARIOUS
b	PART IV - STATEMENT 8	P	VARIOUS	VARIOUS
c	PART IV - STATEMENT 9	P	VARIOUS	VARIOUS
d	PART IV - STATEMENT 9	P	VARIOUS	VARIOUS
e	PLAINS ALL AMERICAN PIPELINE	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,490,379.		1,593,836.	-103,457.
b 1,995,996.		1,803,856.	192,140.
c 998,454.		1,127,430.	-128,976.
d 614,971.		613,898.	1,073.
e		134.	-134.
f 1,488,294.			1,488,294.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-103,457.
b			192,140.
c			-128,976.
d			1,073.
e			-134.
f			1,488,294.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	2,526,894.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST BANK	1,949.	1,949.	
TOTAL TO PART I, LINE 3	1,949.	1,949.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE NORTHERN TRUST COMPANY	1,488,294.	1,488,294.	0.	0.	
THE NORTHERN TRUST COMPANY - DIVIDENDS	1,628,918.	0.	1,628,918.	1,628,918.	
THE NORTHERN TRUST COMPANY-BOND ACCRUED INTEREST	-2,273.	0.	-2,273.	-2,273.	
THE NORTHERN TRUST COMPANY-INTEREST	73,491.	0.	73,491.	73,491.	
TO PART I, LINE 4	3,188,430.	1,488,294.	1,700,136.	1,700,136.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	2,767.	2,767.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,767.	2,767.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,904.	0.		1,904.
TO FM 990-PF, PG 1, LN 16A	1,904.	0.		1,904.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,697.	8,761.		23,936.
TO FORM 990-PF, PG 1, LN 16B	32,697.	8,761.		23,936.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	30,087.	30,087.		0.
INVESTMENT CONSULTANT	372,398.	372,398.		0.
ADMINISTRATION FEES	13,199.	0.		13,199.
NORTHERN TRUST CUSTODY FEES	39,747.	39,747.		0.
TO FORM 990-PF, PG 1, LN 16C	455,431.	442,232.		13,199.

FORM 990-PF	TAXES	STATEMENT	7
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT SOURCE (DIVIDENDS)	66,119.	66,119.		0.
TAX ON INVESTMENT INCOME	36,105.	0.		0.
PAYROLL TAXES	12,456.	0.		12,456.
PROPERTY TAX	151.	0.		151.
TO FORM 990-PF, PG 1, LN 18	114,831.	66,119.		12,607.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP EXPENSES	97,275.	97,237.		0.
OFFICE SUPPLIES	7,761.	0.		7,761.
DISTRIBUTION EXPENSE	6,200.	0.		6,200.
REGISTRATION FEE	50.	0.		50.
BUSINESS MEALS	354.	0.		354.
INSURANCE EXPENSE	1,797.	0.		1,797.
MAINTENANCE & REPAIRS	396.	0.		396.
BANK FEES	51.	51.		0.
TO FORM 990-PF, PG 1, LN 23	113,884.	97,288.		16,558.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-1	53,512,289.	80,791,153.
TOTAL TO FORM 990-PF, PART II, LINE 10B	53,512,289.	80,791,153.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-2	2,243,171.	2,267,645.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,243,171.	2,267,645.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST		
INSTITUTIONAL, LP		1,600,973.	1,159,264.
KNIGHTSBRIDGE VENTURE CAPITAL VIII, LP	COST	823,602.	866,494.
NB CROSSROADS FUND XVIII - ASSET ALLOCATION, LP	COST	80,254.	66,473.
NYES LEDGE CAPITAL OFFSHORE FUND, LTD.	COST	1,000,000.	836,279.
SVB STRATEGIC INVESTORS FUND III, LP	COST	112,334.	195,903.
WISDOMTREE CONTINUOUS COMMODITY INDEX FUND (MFC GREENHAVEN)	COST	1,197,182.	1,222,783.
ENTERPRISE PRODUCTS PARTNERS LP	COST	26,370.	24,214.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,840,715.	4,371,410.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
-------------	--	--------------

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FILING CABINET	470.	470.	0.
FURNITURE	1,185.	1,185.	0.
ZAENGLEIN FRAMED PHOTO	253.	253.	0.
FILE CABINET	569.	569.	0.
FRAMING	378.	378.	0.
CHAIR	126.	126.	0.
FURNITURE	5,000.	5,000.	0.
2 COMPUTERS	2,224.	2,224.	0.
FILE CABINET	780.	780.	0.
DELL COMPUTER	866.	866.	0.
PHONE SYSTEM	1,760.	1,760.	0.

COMPUTER	2,856.	2,856.	0.
TOTAL TO FM 990-PF, PART II, LN 14	16,467.	16,467.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT	
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,000.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIRECTOR 2.00	5,000.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASST SEC/ASST TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	TREASURER 2.00	0.	0.	0.
JOHN C FRANKLIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75231	DIRECTOR 1.00	2,500.	0.	0.
MICHAEL E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIRECTOR 1.00	5,000.	0.	0.
CHRISTOPHER M SHAW 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	EXEC DIR/DIR/SEC/ASST TREA 40.00	290,743.	41,000.	0.
MARGARET M KELLY 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIRECTOR 1.00	5,000.	0.	0.
LYLE MASON 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIRECTOR 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		318,243.	41,000.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL Y MARVIN
14850 MONTFORT DRIVE, SUITE 269
DALLAS, TX 75254

TELEPHONE NUMBER

972-404-4001

FORM AND CONTENT OF APPLICATIONS

PROVIDE (AT A MINIMUM) EVIDENCE OF THEIR PUBLIC CHARITY STATUS, DESCRIPTION OF ACTIVITIES & PROPOSED USE.

ANY SUBMISSION DEADLINES

BOARD OF DIRECTORS GENERALLY MEET IN THE SPRING AND FALL OF EACH YEAR TO CONSIDER GRANT REQUESTS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEES MUST GENERALLY BE SECTION 501(C)(3) ORGANIZATIONS WHICH ARE PUBLIC CHARITIES.