

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

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0047

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

**HAMILL FOUNDATION**

A Employer identification number

**23-7028238**

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

**1160 DAIRY ASHFORD RD STE 250**

Room/suite

B Telephone number

**2815569581**

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

**HOUSTON, TX 77079-3014**C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) \_\_\_\_\_▶ \$ **230,955,344.** (Part I, column (d), must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

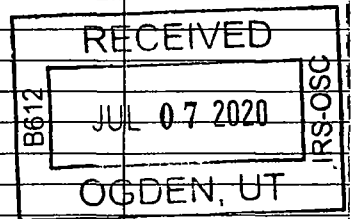
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			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	71.	71.		STATEMENT 1
	4 Dividends and interest from securities	3,930,807.	3,930,807.		STATEMENT 2
	5a Gross rents	63,571.	63,571.		STATEMENT 3
	b Net rental income or (loss)	63,465.			STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	6,126,784.			
	b Gross sales price for all assets on line 6a	58,256,564.			
	7 Capital gain net income (from Part IV, line 2)		6,126,784.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales price for all assets on line 6a				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,194,747.	5,194,747.		STATEMENT 5
	12 Total. Add lines 1 through 11	15,315,980.	15,315,980.		
	13 Compensation of officers, directors, trustees, etc	625,000.	170,000.		455,000.
	14 Other employee salaries and wages	176,000.	135,000.		41,000.
	15 Pension plans, employee benefits	122,359.	72,457.		49,902.
	16a Legal fees STMT 6	15,576.	15,576.		0.
	b Accounting fees STMT 7	38,765.	31,012.		7,753.
	c Other professional fees STMT 8	966,697.	966,697.		0.
	17 Interest				
	18 Taxes STMT 9	910,680.	778,164.		0.
	19 Depreciation and depletion	751.	18,871.		
	20 Occupancy	83,115.	74,803.		8,312.
	21 Travel, conferences, and meetings	6,435.	2,597.		3,838.
	22 Printing and publications				
	23 Other expenses STMT 10	53,244.	34,680.		18,564.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,998,622.	2,299,857.		584,369.
	25 Contributions, gifts, grants paid	11,567,000.			11,567,000.
	26 Total expenses and disbursements. Add lines 24 and 25	14,565,622.	2,299,857.		12,151,369.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	750,358.			
	b Net investment income (if negative, enter -0-)		13,016,123.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	6,142.	80,394.	80,394.
	2	Savings and temporary cash investments	17,504,545.	15,219,136.	15,219,136.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 11	18,649,698.	17,791,730.	18,557,868.
	b	Investments - corporate stock STMT 12	85,226,747.	87,065,826.	113,892,739.
	c	Investments - corporate bonds STMT 13	36,073,284.	38,064,588.	38,223,042.
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶ 3,271,922.		
		Less: accumulated depreciation ▶ 6,837.	3,265,190.	3,265,085.	24,313,600.
12		Investments - mortgage loans			
13		Investments - other STMT 14	6,251,123.	6,240,750.	20,653,258.
14		Land, buildings, and equipment: basis ▶ 328,020.			
		Less: accumulated depreciation ▶ 123,001.	205,441.	205,019.	11,381.
15		Other assets (describe ▶ DEPOSITS)	3,926.	3,926.	3,926.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	167,186,096.	167,936,454.	230,955,344.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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 FASB ASC 958, check here and complete lines 24, 25, 29, and 30. ▶ <input type="checkbox"/>			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds	75,100.	75,100.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	1,793,084.	1,793,084.	
	28	Retained earnings, accumulated income, endowment, or other funds	165,317,912.	166,068,270.	
	29	Total net assets or fund balances	167,186,096.	167,936,454.	
	30	Total liabilities and net assets/fund balances	167,186,096.	167,936,454.	

## 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 29 (must agree with end-of-year figure reported on prior year's return)	1	167,186,096.
2	Enter amount from Part I, line 27a	2	750,358.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	167,936,454.
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 29	6	167,936,454.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>		
<b>b MUTUAL FUND LONG TERM DISTRIBUTIONS</b>	<b>P</b>		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b> 57,247,167.		52,129,780.	5,117,387.
<b>b</b> 1,009,397.			1,009,397.
<b>c</b>			
<b>d</b>			
<b>e</b>			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			5,117,387.
<b>b</b>			1,009,397.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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 6,126,784.
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))
2018	11,705,024.	236,973,802.	.049394
2017	11,249,367.	230,513,208.	.048801
2016	10,711,065.	220,863,432.	.048496
2015	10,851,395.	224,874,803.	.048255
2014	10,740,324.	218,318,994.	.049196

2 Total of line 1, column (d)	2 .244142
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 .048828
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4 217,942,553.
5 Multiply line 4 by line 3	5 10,641,699.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 130,161.
7 Add lines 5 and 6	7 10,771,860.
8 Enter qualifying distributions from Part XII, line 4	8 12,151,369.

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	130,161.
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	130,161.
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	130,161.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	127,000.	
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	127,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	3,161.	
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 2020 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> TX		
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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

**Part VII-A Statements Regarding Activities** (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address ► N/A

- 14 The books are in care of ► CHARLIE H. READ

Telephone no. ► 281-556-9581

Located at ► 1160 DAIRY ASHFORD, STE 250, HOUSTON, TX

ZIP+4 ► 77079

- 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	
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- 16 At any time during calendar year 2019, 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?

	Yes	No
16		X

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

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

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

- 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☒ Yes ☐ No☐ Yes ☒ No☐ Yes ☒ No

	Yes	No
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- 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		X
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- 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 2019?

1c		X
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- 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?

☐ Yes ☒ No

If "Yes," list the years ► , , ,

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A

2b		
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- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► , , ,

- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

- b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)

N/A

3b		
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- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a		X
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- 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 2019?

4b		X
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**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

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

N/A

**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 15		625,000.	43,512.	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
SANDRA WRIGHT - 1160 DAIRY ASHFORD, SUITE 250, HOUSTON, TX 77079	ACCOUNTANT 35.00	73,500.	44,560.	0.
PAMELA Y STANTON - 1160 DAIRY ASHFORD, SUITE 250, HOUSTON, TX	EXECUTIVE ASSISTANT 40.00	102,500.	4,447.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VAUGHAN NELSON 600 TRAVIS, STE 6300, HOUSTON, TX 77002	INVESTMENT MANAGER	355,148.
AVALON ADVISORS 717 TEXAS AVENUE, STE 3000, HOUSTON, TX 77002	INVESTMENT MANAGER	250,708.
BBVA COMPASS BANK P O BOX 10566, BIRMINGHAM, AL 35282	INVESTMENT MANAGER	144,132.

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	159,078,775.
b	Average of monthly cash balances	1b	17,127,913.
c	Fair market value of all other assets	1c	45,054,787.
d	<b>Total</b> (add lines 1a, b, and c)	1d	221,261,475.
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	221,261,475.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,318,922.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,942,553.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	10,897,128.

**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	10,897,128.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	130,161.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	130,161.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,766,967.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,766,967.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,766,967.

**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	12,151,369.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	12,151,369.
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	130,161.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	12,021,208.

**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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				10,766,967.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	63,509.			
b From 2015				
c From 2016				
d From 2017	59,887.			
e From 2018	185,586.			
f Total of lines 3a through e	308,982.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 12,151,369.				
a Applied to 2018, but not more than line 2a			0.	
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 2019 distributable amount				10,766,967.
e Remaining amount distributed out of corpus	1,384,402.			
5 Excess distributions carryover applied to 2019 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,693,384.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	63,509.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	1,629,875.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017	59,887.			
d Excess from 2018	185,586.			
e Excess from 2019	1,384,402.			

**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 2019, 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.

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).)

NONE

**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:

**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
<b>a Paid during the year</b>				
SEE STATEMENT 18 VARIOUS HOUSTON, TX 00000			VARIOUS	11,567,000.
<b>Total</b>			<b>3a</b>	11,567,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.





## 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
INTEREST - CHECKING/SAVINGS	71.	71.	
TOTAL TO PART I, LINE 3	71.	71.	

## 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
DIVIDENDS - AVALON ADVISORS	408,083.	0.	408,083.	408,083.	
DIVIDENDS - AVALON EQ INC	587,583.	0.	587,583.	587,583.	
DIVIDENDS - COMPASS	304,043.	0.	304,043.	304,043.	
DIVIDENDS - VN SELECT	300,202.	0.	300,202.	300,202.	
DIVIDENDS - VN VO	160,728.	0.	160,728.	160,728.	
INTEREST - COMPASS ST	261,409.	0.	261,409.	261,409.	
INTEREST - INVEST/AVA EQ INC	4,812.	0.	4,812.	4,812.	
INTEREST - INVEST/AVALON	7,794.	0.	7,794.	7,794.	
INTEREST - INVEST/COMPASS EQ	6,269.	0.	6,269.	6,269.	
INTEREST - INVEST/FIDELITY	9.	0.	9.	9.	
INTEREST - INVEST/VN FI	1,862,066.	0.	1,862,066.	1,862,066.	
INTEREST - INVEST/VN SC	16,630.	0.	16,630.	16,630.	
INTEREST - VN VO	11,179.	0.	11,179.	11,179.	
TO PART I, LINE 4	3,930,807.	0.	3,930,807.	3,930,807.	

FORM 990-PF	RENTAL INCOME	STATEMENT 3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM & RANCH	1	63,571.
TOTAL TO FORM 990-PF, PART I, LINE 5A		63,571.

FORM 990-PF	RENTAL EXPENSES		STATEMENT 4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		106.	
- SUBTOTAL -	1		106.
TOTAL RENTAL EXPENSES			106.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			63,465.

FORM 990-PF	OTHER INCOME		STATEMENT 5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEASE BONUS INCOME	118,904.	118,904.	
ROYALTY INCOME	4,812,032.	4,812,032.	
MISCELLANEOUS INCOME	263,811.	263,811.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,194,747.	5,194,747.	

FORM 990-PF	LEGAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	15,576.	15,576.		0.
TO FM 990-PF, PG 1, LN 16A	15,576.	15,576.		0.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	26,530.	21,224.		5,306.
TAX PREPARATION FEES	12,235.	9,788.		2,447.
TO FORM 990-PF, PG 1, LN 16B	38,765.	31,012.		7,753.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	817,822.	817,822.		0.
BANK SERVICE CHARGES	55,254.	55,254.		0.
OTHER PROFESSIONAL FEES	93,621.	93,621.		0.
TO FORM 990-PF, PG 1, LN 16C	966,697.	966,697.		0.

## FORM 990-PF

## TAXES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	2,800.	2,800.		0.
AD VALOREM TAX	86,396.	86,396.		0.
OIL AND GAS PRODUCTION TAX	688,968.	688,968.		0.
FEDERAL EXCISE TAX	132,516.	0.		0.
TO FORM 990-PF, PG 1, LN 18	910,680.	778,164.		0.



FORM 990-PF	OTHER EXPENSES		STATEMENT 10	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	6,354.	5,098.		1,256.
INSURANCE - LIABILITY	26,257.	21,006.		5,251.
OFFICE SUPPLIES	4,636.	3,709.		927.
ABANDONED ASSET	10,372.	0.		10,372.
TELEPHONE	3,904.	3,323.		581.
MISC	875.	700.		175.
REPAIRS & MAINT	0.	0.		0.
POSTAGE	11.	9.		2.
RECORDING FEES	835.	835.		0.
TO FORM 990-PF, PG 1, LN 23	53,244.	34,680.		18,564.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 11	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIG - VAUGHAN	X		17,791,730.	18,557,868.
TOTAL U.S. GOVERNMENT OBLIGATIONS			17,791,730.	18,557,868.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			17,791,730.	18,557,868.

FORM 990-PF	CORPORATE STOCK		STATEMENT 12	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - AVALON			13,629,238.	17,127,176.
COMMON STOCK - AVALON EQUITY			13,262,004.	16,712,400.
COMMON STOCK - FIDELITY			17,275,859.	25,161,342.
COMMON STOCK - VN SELECT			13,575,609.	16,737,179.
COMMON STOCK - VN VO			9,799,459.	12,679,201.
COMMON STOCK - COMPASS EQUITY			19,523,657.	25,475,441.
TOTAL TO FORM 990-PF, PART II, LINE 10B			87,065,826.	113,892,739.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS - VAUGHAN	38,064,588.	38,223,042.
TOTAL TO FORM 990-PF, PART II, LINE 10C	38,064,588.	38,223,042.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NONPRODUCING ROYALTIES/MINERAL	COST	2,953,821.	2,671,275.
PRODUCING ROYALTIES/MINERALS	COST	3,286,929.	17,981,983.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,240,750.	20,653,258.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLIE H. READ 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	PRES., TREAS., DIR. 40.00	250,000.	24,731.	0.
CHARLES H. READ 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	40,000.	0.	0.
CHARLES W. SNIDER 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	V.P., DIR. 5.00	40,000.	0.	0.
THOMAS H. BROWN 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	VP, GRANTS DIRECTOR 40.00	175,000.	18,781.	0.
THOMAS H. BROWN 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	40,000.	0.	0.
WILLIAM T. MILLER 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	40,000.	0.	0.
BARBARA L. STROBEL 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	40,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		625,000.	43,512.	0.