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Extended to November 16, 2020

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 for instructions and the latest information.

1912

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation: Perkins-Prothro Foundation

A Employer identification number: 75-1247407

Number and street (or P O box number if mail is not delivered to street address): 2304 Midwestern Parkway — Room/suite: 200

B Telephone number: (940)691-7770

City or town, state or province, country, and ZIP or foreign postal code: Wichita Falls, TX 76308

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 30,447,810.16

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d), must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc., received	25,224.73		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	107,777.33	107,777.33		Statement 1
	4 Dividends and interest from securities	531,923.86	522,965.61		Statement 2
	5a Gross rents	2,218.79	2,218.79		Statement 3
	b Net rental income or (loss) 2,119.23				Statement 4
	6a Net gain or (loss) from sale of assets not on line 10	803,775.66			
	b Gross sales price for all assets on line 6a 10350279.01				
	7 Capital gain net income (from Part IV, line 2)		803,775.66		
	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	470,942.12	470,942.12		Statement 5
	12 **Total** Add lines 1 through 11	1,941,862.49	1,907,679.51		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees etc	70,000.00	35,000.00		35,000.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 6	84,539.61	42,269.81		42,269.80
	c Other professional fees Stmt 7	146,965.98	146,965.98		0.00
	17 Interest				
	18 Taxes Stmt 8	154,137.64	80,414.02		1,836.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 9	4,395.65	4,395.65		0.00
	24 **Total operating and administrative expenses** Add lines 13 through 23	460,038.88	309,045.46		79,105.80
	25 Contributions, gifts, grants paid	1,233,340.34			1,233,340.34
	26 **Total expenses and disbursements** Add lines 24 and 25	1,693,379.22	309,045.46		1,312,446.14
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	248,483.27			
	b **Net investment income** (if negative, enter -0-)		1,598,634.05		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 12-17-19 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2019)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,073,207.34	1,266,785.92	1,266,785.92
	3 Accounts receivable ▶ 19,361.79			
	Less: allowance for doubtful accounts ▶	43,520.90	19,361.79	19,361.79
	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			
	b Investments - corporate stock Stmt 10	12,707,835.54	12,557,021.79	23,306,489.34
	c Investments - corporate bonds Stmt 11	2,285,660.02	3,730,386.83	3,772,795.56
	11 Investments - land, buildings, and equipment basis ▶ 42.85			
	Less accumulated depreciation ▶	14,757.91	42.85	42.85
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	382,898.04	182,763.84	2,082,334.70
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,507,879.75	17,756,363.02	30,447,810.16
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)	0.00	0.00	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30**			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [X] and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	0.00	0.00	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	8,883,403.15	9,131,886.42	
	28 Retained earnings, accumulated income, endowment, or other funds	8,624,476.60	8,624,476.60	
	29 **Total net assets or fund balances**	17,507,879.75	17,756,363.02	
	30 **Total liabilities and net assets/fund balances**	17,507,879.75	17,756,363.02	

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	17,507,879.75
2	Enter amount from Part I, line 27a	2	248,483.27
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	17,756,363.02
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	17,756,363.02

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 Lamar Street Land (BOA)	P	Various	11/26/19
b ALL UBS Accounts	P	Various	Various
c ALL ML	P	Various	Various
d Capital Gains Dividends			
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	9,375.00		15,718.84	<6,343.84>
b	9,743,099.96		8,987,818.79	755,281.17
c	595,091.13		542,965.72	52,125.41
d	2,712.92			2,712.92
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				<6,343.84>
b				755,281.17
c				52,125.41
d				2,712.92
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 } 2 803,775.66

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	1,672,779.92	27,383,039.12	.061088
2017	1,671,323.53	26,093,701.03	.064051
2016	1,473,179.41	23,295,999.58	.063237
2015	1,907,039.72	24,387,972.25	.078196
2014	2,405,953.73	27,202,527.66	.088446

2 **Total** of line 1, column (d)	2	.355018
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	.071004
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	27,624,946.75
5 Multiply line 4 by line 3	5	1,961,481.72
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,986.34
7 Add lines 5 and 6	7	1,977,468.06
8 Enter qualifying distributions from Part XII, line 4	8	1,312,446.14

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	31,972.68
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	0.00
3	Add lines 1 and 2		3	31,972.68
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.00
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	31,972.68
6	Credits/Payments:			
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a 54,123.47		
b	Exempt foreign organizations - tax withheld at source	6b 0.00		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.00		
d	Backup withholding erroneously withheld	6d 0.00		
7	Total credits and payments. Add lines 6a through 6d		7	54,123.47
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0.00
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	22,150.79
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 22,150.79 **Refunded** ▶		11	0.00

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
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? N/A	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. ▶ 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

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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	11		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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Mark H. Prothro, Treasurer Telephone no. ▶ (940) 691-7770

Located at ▶ 2304 Midwestern Parkway, Suite 200, Wichita Falls ZIP+4 ▶ 76308

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

			Yes	No
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	16		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		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 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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2019?	4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
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		70,000.00	0.00	0.00

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 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
UBS Financial Services - 100 Crescent Court, Suite 400, Dallas, TX 75201	Investment Fees	99,767.98

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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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	24,754,063.06
b	Average of monthly cash balances		1b	1,968,531.74
c	Fair market value of all other assets		1c	1,323,036.42
d	**Total** (add lines 1a, b, and c)		1d	28,045,631.22
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets		2	0.00
3	Subtract line 2 from line 1d		3	28,045,631.22
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	420,684.47
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	27,624,946.75
6	**Minimum investment return** Enter 5% of line 5		6	1,381,247.34

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	1,381,247.34
2a	Tax on investment income for 2019 from Part VI, line 5	2a 31,972.68		
b	Income tax for 2019 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	31,972.68
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,349,274.66
4	Recoveries of amounts treated as qualifying distributions		4	0.00
5	Add lines 3 and 4		5	1,349,274.66
6	Deduction from distributable amount (see instructions)		6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,349,274.66

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,312,446.14
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8; and Part XIII, line 4	4	1,312,446.14
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	0.00
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,312,446.14

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				1,349,274.66
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.00	
b Total for prior years: _____ , _____ , _____		0.00		
3 Excess distributions carryover, if any, to 2019:				
a From 2014 1113987.71				
b From 2015 715,776.41				
c From 2016 352,325.22				
d From 2017 403,558.89				
e From 2018 357,751.43				
f **Total** of lines 3a through e	2,943,399.66			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $1,312,446.14				
a Applied to 2018, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2019 distributable amount				1,312,446.14
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	36,828.52			36,828.52
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,906,571.14			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr			0.00	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				0.00
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)	0.00			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	1,077,159.19			
9 **Excess distributions carryover to 2020** Subtract lines 7 and 8 from line 6a	1,829,411.95			
10 Analysis of line 9:				
a Excess from 2015 715,776.41				
b Excess from 2016 352,325.22				
c Excess from 2017 403,558.89				
d Excess from 2018 357,751.43				
e Excess from 2019				

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)

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
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.

See Statement 14

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

Check here ▶ [X] 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

N/A

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*				
Aging Mind Foundation 1918 N. Olive St #2301 Dallas, TX 75201		501(c)(3)	Spring Awakening	3,332.50
Alzheimer's Association 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Art Alliance Austin PO Box 5705 Austin, TX 78763		501(c)(3)	As Needed	2,000.00
Arts Council WF Area 2120 Speedway Wichita Falls, TX 76308		501(c)(3)	Sounds of Speedway	1,000.00
AT&T Performing Arts Center 700 N Pearl St, Ste N1800 Dallas, TX 75201		501(c)(3)	Annual Fund	13,900.00
Total See continuation sheet(s)			▶ 3a	1,233,340.34
b *Approved for future payment* None				
Total			▶ 3b	0.00

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AT&T Performing Arts Center 700 N Pearl St, Ste N1800 Dallas, TX 75201		501(c)(3)	Bravo table Sponsor	2,500.00
AT&T Performing Arts Center 700 N. Pearl St, Suite N 1800 Dallas, TX 75201		501(c)(3)	Honor of Douglas T. Curtis	16,667.00
Austin Area Art from the Streets PO Box 202742 Austin, TX 78720		501(c)(3)	Open Contribution	10,000.00
Backdoor Theatre 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Backdoor Theatre PO Box 896 Wichita Falls, TX 76307		501(c)(3)	Operating Budget	300.00
Baylor Health Care System Foundation 3600 Gaston, Suite 100 Dallas, TX 75246		501(c)(3)	Annual Gift	2,500.00
Bedford Presbyterian Church 4 Church Rd Bedford, NH 03110		501(c)(3)	Use as needed	6,666.67
Big Brothers Big Sisters 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Boy Scouts of America 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Boys & Girls Club 1318 6th Stret Wichita Falls, TX 76301		501(c)(3)	Operating Budget	300.00
Total from continuation sheets				1,213,056.41

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Camelot Therapeutic Horsemanship 23623 North Scottsdale Rd D3 Scottsdale, AZ 85255		501(c)(3)	Open Contribution	1,000.00
Camp Fire North Texas 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
CASA of New Hampshire PO Box 1327 Manchester, NH 83105		501(c)(3)	As Needed	33,333.33
CASA Travis County 7600 Chevy Chase Dr. Ste 200 Austin, TX 78752		501(c)(3)	As Needed	4,000.00
Clay County Animal Shelter 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Crime Stoppers 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Crystal Charity Ball 3838 Oak Lawn Ave, Ste L150 Dallas, TX 75219		501(c)(3)	Open Contribution	2,500.00
Dallas Foundation 3963 Maple Ave, Ste 390 Dallas, TX 75219		501(c)(3)	WPI honoring Mary Jalonick	2,500.00
Dallas Holocaust Museum 211 N. Record Street, Ste 100 Dallas, TX 75202		501(c)(3)	Open Contribution	5,832.50
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201		501(c)(3)	Seat at Silver Supper 2020	1,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201		501(c)(3)	Annual Fund	6,250.00
Easter Seals New Hampshire 555 Auburn Street Manchester, NH 03103		501(c)(3)	Farnum Spirit of Hope	6,666.66
Educational Opportunities, Inc 3419 Westminister Ave, Suite 218 Dallas, TX 75205		501(c)(3)	As Needed	3,000.00
Egyptian Theatre PO Box 3119 Park City, UT 84060		501(c)(3)	Open Contribution	8,170.00
Emancipet 7010 Easy Wind Dr., Suite 260 Austin, TX 78752		501(c)(3)	General Operations	4,000.00
Enviornmental Learning Center Inc 255 Live Okad Dr Vero Beach, FL 32963		501(c)(3)	Where it is needed most	3,333.33
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229		501(c)(3)	Open Contribution	6,668.00
Faith Mission 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Faith Refuge P O Box 965 Wichita Falls, TX 76307		501(c)(3)	Decorator Showcase	450.00
First United Methodist Church PO Box 2125 Wichita Falls, TX 76307		501(c)(3)	2019 Budget	73,500.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Frank Buck Zoological Society PO Box 621 Gainesville, TX 76341		501(c)(3)	In honor of List	150.00
Georgia O'Keeffe Museum 217 Johnson Street Santa Fe, NM 87501		501(c)(3)	Annual Fund	2,500.00
Greater Bedford Womenade PO Box 10522 Bedford, NH 03110		501(c)(3)	As Needed	3,333.33
Greater Dallas Youth Orchestra 3630 Harry Hines Blvd Dallas, TX 75219		501(c)(3)	Chuck Moore Endowment	1,000.00
Habitat for Humanity 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Hands to Hands Community Fund 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Hands to Hands Community Fund PO Box 4641 Wichita Falls, TX 76308		501(c)(3)	Operating Budget	300.00
Hands to Hands Community Fund PO Box 4641 Wichita Falls, TX 76308		501(c)(3)	Community Support	12,500.00
Highland Park High School 4201 Grassmere Land Dallas, TX 75205		501(c)(3)	HP 106 Celebration	474.00
Highland Park High School PTA 7506 W. Northwest Parkway Dallas, TX 75205		501(c)(3)	Support PTA & Junior/Senior Prom	700.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Highland Park ISD 4201 Grassmere Land Dallas, TX 75205		501(c)(3)	Mad for Plaid	6,666.00
Highland Park UMC 3300 Mockingbird Lane Dallas, TX 75205		501(c)(3)	Open Contribution	11,490.00
Highland Park UMC 3300 Mockingbird Lane Dallas, TX 75205		501(c)(3)	Wesley House - SMU ministry	22,000.00
Hospice of WF P O Box 4804 Wichita Falls, TX 76308		501(c)(3)	Capital Campaign	55,000.00
Hospice of Wichita Falls PO Box 4804 Wichita Falls, TX 76308		501(c)(3)	Memorials	75.00
Hospice of Wichita Falls 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Hospice of Wichita Falls PO Box 4804 Wichita Falls, TX 76308		501(c)(3)	Tree of Lights	150.00
Humane Society of Wichita County 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Humane Society of Wichita County PO Box 3648 Wichita Falls, TX 76301		501(c)(3)	Raise the Woof	10,000.00
Humanities Texas 1410 Rio Grande St Austin, TX 78701		501(c)(3)	Open Contribution	500.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Indian River State College FDN Inc. 3209 Virginia Ave Fort Pierce, FL 34981		501(c)(3)	As Needed	3,333.33
Junior League of Dallas 8003 Inwood Road Dallas, TX 75209		501(c)(3)	Centennial Endowment Fund	3,332.50
Kemp Center for the Arts 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	Operating Budget	900.00
Kimball Art Center PO Box 1478 Park City, UT 84060		501(c)(3)	Membership	250.00
Lake Wichita Revitalization Project 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Leadership Wichita Falls 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Letot Center Capital Foundation 10505 Denton Dr Dallas, TX 75220		501(c)(3)	As Needed	2,000.00
Little Pink Houses of Hope 2442 Tribek Ct Burlington, NC 27215		501(c)(3)	Honor of Penny & John Graves	500.00
Lumin Education 924 Wayne St Dallas, TX 75223		501(c)(3)	Development	1,500.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308		170(c)(1)	Akin Music Series	48,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308		170(c)(1)	Dale & Joe Prothro Piano Fund	200,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308		170(c)(1)	President's Excellence Circle	16,000.00
Mills College 5000 MacArthur Blvd Oakland, CA 94613		501(c)(3)	Annual Fund	2,500.00
MSU Burns Fantasy of Lights 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Muddy Paws Rescue 28-21 46th St. 1FL Long Island, NY 11103		501(c)(3)	Team Strutt Your Mutt	10,000.00
Museum of North Texas History 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Open Contribution	102.56
National Ability Center PO Box 682799 Park City, UT 84068		501(c)(3)	Red, White & Snow	9,100.00
National Cowgirl Museum 1720 Gendy St Fort Worth, TX 76107		501(c)(3)	Sponsorship Table	1,250.00
North Dallas Young Life 11300 N Central Expy, Suite 600 Dallas, TX 75234		501(c)(3)	Open Contribution	200.00
North Texas Rehabilitation Center 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Notes for Education 575 Oakville Crossroad Napa, CA 94558		501(c)(3)	Open Contribution	1,666.66
P.E.T.S. PO Box 4669 Wichita Falls, TX 76308		501(c)(3)	Open Contribution	1,050.00
P.E.T.S. PO Box 4669 Wichita Falls, TX 76308		501(c)(3)	Building Fund	9,000.00
Park City Community Foundation PO Box 681499 Park City, UT 84068		501(c)(3)	Open Contribution	2,500.00
Park City Historical Society PO Box 555 Park City, UT 84060		501(c)(3)	Contribution	350.00
Park City Institute PO Box 1297 Park City, UT 84060		501(c)(3)	Open Contribution CC payment	10,000.00
Park City Ski Education Foundation PO Box 118 Park City, UT 84060		501(c)(3)	Open Contribution	7,000.00
Peyton's Project 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
POETIC PO Box 132633 Dallas, TX 75380		501(c)(3)	North Texas Giving Day	5,000.00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308		501(c)(3)	Good Samaritan Fund	1,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
River Bend Nature Center PO Box 3674 Wichita Falls, TX 76301		501(c)(3)	Operating Budget	1,551.43
S.M. Wright Foundation 9213 Sovereign Row Dallas, TX 75247		501(c)(3)	Christmas in the Park	2,000.00
Saint Louise House PO Box 150637 Austin, TX 78715		501(c)(3)	As Needed	6,000.00
Saint Michael & All Angels Ep Church 8011 Douglas Avenue Dallas, TX 75225		501(c)(3)	Open Contribution	1,000.00
Salesmanship Club Charitable Golf 106 E. 10th Street Dallas, TX 75203		501(c)(3)	Open Contribution	20,000.00
Salvation Army 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Santa Fe Opera P O Box 2408 Santa Fe, NM 87504		501(c)(3)	Annual Fund	2,500.00
Southern Methodist University PO Box 6500880 Dallas, TX 75265		170(c)(1)	SMU in Taos	2,500.00
Southern Methodist University PO Box 750460 Dallas, TX 75275		170(c)(1)	J. Erik Jonsson Ethics Luncheon	5,000.00
Southern Methodist University PO Box 750356 Dallas, TX 75275		170(c)(1)	Meadows School of the Arts	5,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Southwestern University PO Box 770 Georgetown, TX 78627		501(c)(3)	Southwestern Fund	50.00
Southwestern University PO Box 770 Georgetown, TX 78627		501(c)(3)	Unrestricted Annual Support	15,000.00
Southwestern University PO Box 770 Georgetown, TX 78627		501(c)(3)	Elizabeth Yeager/Lara Herried Endowed Scholarship	15,000.00
SPCA 2400 Lone Star Drive Dallas, TX 75212		501(c)(3)	Open Contribution	10,000.00
St. Mark's School of Texas 10600 Preston Road Dallas, TX 75230		501(c)(3)	Open Contribution	200.00
Straight Street PO Box 1684 Wichita Falls, TX 76301		501(c)(3)	Open Contribution	251.43
Sweet Briar College 134 Chapel Road Sweet Briar, VA 24595		501(c)(3)	Open Contribution	10,000.00
TACA 1722 Routh St, Suite 115 Dallas, TX 75201		501(c)(3)	2020 Silver Cup - Matrice Ellis-Kirk & Mike Rawlings	3,332.50
Texas Discovery Gardens PO Box 152537 Dallas, TX 75315		501(c)(3)	Flora Award -Hegi	1,000.00
Texas Methodist Foundaton 11709 Boulder Lane, Suite 100 Austin, TX 78726		501(c)(3)	John Thornberg Innovation Fund	33,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Texas State History Museum Foundation PO Box 12456 Austin, TX 78711		501(c)(3)	Texas Independence Day Dinner	1,666.50
Texas Wesleyan University 1201 Wesleyan Fort Worth, TX 76105		501(c)(3)	Annual Fund	1,000.00
The Arts Magnet Advisory Board PO Box 192648 Dallas, TX 75219		501(c)(3)	Patron of the Arts Magnet program	3,000.00
The Kitchen Meals on Wheels 1000 Burnett Street Wichita Falls, TX 76301		501(c)(3)	Weekend Meals on Wheels	5,051.43
The Senior Source 3910 Hary Hines Blvd Dallas, TX 75219		501(c)(3)	Bronze Underwriter/Marla&Mike Boone	2,500.00
Trinity University One Trinity Place San Antonio, TX 78212		501(c)(3)	Support Higher Education	2,000.00
Union Development Corporation PO Box 224486 Dallas, TX 75222		501(c)(3)	Gospel Goes Classic Event	2,500.00
University of TX President's Associates PO Box 65080 San Antonio, TX 78265		501(c)(3)	President's Associates	750.00
US Speedskating 5662 S. Cougar Lane Salt Lake City, UT 84118		501(c)(3)	Contribution	1,800.00
UT Southwestern Circle of Friends PO Box 910888 Dallas, TX 75391		501(c)(3)	Open Contribution	3,334.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Utah Symphony & Opera 123 West Wouth Temple Park City, UT 84101		501(c)(3)	DVMF	25,000.00
Visiting Nurse Assc 1600 Viceroy Dr. Suite 400 Dallas, TX 75235		501(c)(3)	Celebrity Chef	3,332.50
Visiting Nurse Assc & Hospice Fnd 1110 35th Lane Vero Beach, FL 32960		501(c)(3)	Golf-A-Thon	1,800.00
Wake Forest University PO Box 7227 Winston Salem, NC 27109		501(c)(3)	University Advancement	5,000.00
Western Hills Baptist Church 5107 Ridgecreat Street Wichita Falls, TX 76310		501(c)(3)	Sponsor Singing Men of Texas	3,000.00
WFACF Volunteer Fire Department Fund 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Wichita County Heritage Society 900 Bluff Wichita Falls, TX 76301		501(c)(3)	Open Contribution	100.00
Wichita County Heritage Society 900 Bluff Wichita Falls, TX 76301		501(c)(3)	Texoma Gives 2019	51.43
Wichita County Heritage Society 900 Bluff Wichita Falls, TX 76301		501(c)(3)	Operating Budget	450.00
Wichita Falls Alliance for Arts & Culture 1005 9th Street, Suite 102 Wichita Falls, TX 76301		501(c)(3)	Lincoln Center Institute at MSU	15,000.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Wichita Falls Area Community Foundation 2405 Kell, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	4,400.00
Wichita Falls Area Food Bank PO Box 623 Wichita Falls, TX 76307		501(c)(3)	Operating Budget	750.00
Wichita Falls Ballet Theatre 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Wichita Falls Museum of Art 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Wichita Falls Symphony League PO Box 1257 Wichita Falls, TX 76307		501(c)(3)	Operating Budget	900.00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	Operating Budget	55,641.43
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	2019-2020 Season Sponsorship	30,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	September Guest artist	8,500.00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	Operating Budget	1,251.43
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301		501(c)(3)	Gail Key Academy of Music	9,250.00
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Wichita West Volunteer Fire Department 7622 Seymour Highway Wichita Falls, TX 76310		501(c)(3)	Brush Truck	5,000.00
Wild Bird Rescue 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Wofford College 429 North Church Street Spartanburg, SC 29303		501(c)(3)	JPP Endowed Scholarship	1,000.00
Wofford College 429 North Church Street Spartanburg, SC 29303		501(c)(3)	Annual Fund	2,000.00
Wofford College Terrier Club 429 North Church Street Spartanburg, SC 29303		501(c)(3)	As Needed	7,000.00
World Wildlife Fund 1250 24th St. NW Washington, DC 20037		501(c)(3)	As Needed	5,000.00
Yellowstone Forever 222 East Main St., Suite 301 Bozeman, MT 59715		501(c)(3)	Plein Air Event	59,000.00
YMCA 1010 9th Street Wichita Falls, TX 76301		501(c)(3)	Capital Campaign	140,000.00
Young Life of Wichita Falls 2405 Kell Blvd, Suite 100 Wichita Falls, TX 76308		501(c)(3)	Texoma Gives 2019	51.43
Zavala Hispanic Cultural Initiative P O Box 373 Wichita Falls, TX 76307		501(c)(3)	Summer Road to College Program	7,000.00
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	107,777.33	
4 Dividends and interest from securities			14	531,923.86	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	2,119.23	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	470,942.12	
8 Gain or (loss) from sales of assets other than inventory			14	803,775.66	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.00		1,916,538.20	0.00
13 Total Add line 12, columns (b), (d), and (e)					13 1,916,538.20

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

▶ Mark H Prothro 9-3-2020 ▶ Treasurer

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 ☐ if self-employed	PTIN
Mac Cannedy	Mac Cannedy	9/2/20		P00123468

Firm's name ▶ Freemon, Shapard & Story — Firm's EIN ▶ 75-0706311

Firm's address ▶ 807 8th. Street, Suite 200 Wichita Falls 76301-3381 — Phone no. 940-322-4436

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

Schedule of Contributors

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

OMB No 1545 0047

2019

Name of the organization	Employer identification number
Perkins-Prothro Foundation	75-1247407

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Perkins-Prothro Foundation

Employer identification number: 75-1247407

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 N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	$ 4,445.10	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	$ 7,356.74	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	$ 4,170.85	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	$ 6,977.04	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	$ 2,275.00	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
6		$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: Perkins-Prothro Foundation

Employer identification number: 75-1247407

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	53 Shs Ansys Inc	$ 11,529.36	08/22/19
2	69 Shs Facebook Inc 69 Shs Facebook Inc	$ 12,558.69	08/22/19
3	115 Shs Five Below Inc	$ 13,583.23	08/22/19
4	239 Shs Natl Instruments Corp	$ 10,226.81	08/22/19
5	195 Shs Rollins Inc	$ 6,465.71	08/22/19
		$	

Name of organization: Perkins-Prothro Foundation

Employer identification number: 75-1247407

Part III Exclusively religious, charitable, etc , contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
Merrill Lynch	2,127.21	2,127.21	
UBS Financial Services LLC	105,650.12	105,650.12	
Total to Part I, line 3	107,777.33	107,777.33	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Merrill Lynch	288,408.80	0.00	288,408.80	288,408.80	
UBS Financial Services LLC	246,227.98	2,712.92	243,515.06	234,556.81	
To Part I, line 4	534,636.78	2,712.92	531,923.86	522,965.61	

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	2,218.79
Total to Form 990-PF, Part I, line 5a		2,218.79

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Utilities		99.56	
- Subtotal -	1		99.56
Total rental expenses			99.56
Net rental Income to Form 990-PF, Part I, line 5b			2,119.23

Form 990-PF Other Income Statement 5

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & Gas Royalties	112,895.08	112,895.08	
Oil & Gas Royalties - Partnership K-1'S	379,290.00	379,290.00	
Partnerships - K-1's	<21,243.00>	<21,243.00>	
Miscellaneous Income-Partnership	0.04	0.04	
Total to Form 990-PF, Part I, line 11	470,942.12	470,942.12	

Form 990-PF Accounting Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00		7,500.00
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	69,539.61	34,769.81		34,769.80
To Form 990-PF, Pg 1, ln 16b	84,539.61	42,269.81		42,269.80

Form 990-PF Other Professional Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	47,498.00	47,498.00		0.00
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	99,467.98	99,467.98		0.00
To Form 990-PF, Pg 1, ln 16c	146,965.98	146,965.98		0.00

Form 990-PF Taxes Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Expense	10,458.20	10,458.20		0.00
Ad Valorem	6,666.76	6,666.76		0.00
Federal Excise & Misc. Taxes	71,887.62	0.00		0.00
Gross Production Tax	5,437.57	5,437.57		0.00
Payroll Taxes	3,672.00	1,836.00		1,836.00
Gross Production Tax-Partnerships	56,015.49	56,015.49		0.00
To Form 990-PF, Pg 1, ln 18	154,137.64	80,414.02		1,836.00

Form 990-PF Other Expenses Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses - Royalties	1,543.93	1,543.93		0.00
Miscellaneous Expenses	2,752.16	2,752.16		0.00
Utilities	99.56	99.56		0.00
To Form 990-PF, Pg 1, ln 23	4,395.65	4,395.65		0.00

Form 990-PF	Corporate Stock	Statement 10

Description	Book Value	Fair Market Value
ML Corporate Stocks	3,953,149.23	12,821,150.26
UBS Corporate Stocks	8,603,872.56	10,485,339.08
Total to Form 990-PF, Part II, line 10b	12,557,021.79	23,306,489.34

Form 990-PF	Corporate Bonds	Statement 11

Description	Book Value	Fair Market Value
UBS Corporate Bonds & Notes	3,730,386.83	3,772,795.56
Total to Form 990-PF, Part II, line 10c	3,730,386.83	3,772,795.56

Form 990-PF	Other Investments	Statement 12

Description	Valuation Method	Book Value	Fair Market Value
Mineral Investments - Producing	COST	309.46	297,740.46
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - Prothro Investments	COST	12,554.28	1,022,002.28
UBS Partnership Investments	COST	166,606.42	759,298.28
Total to Form 990-PF, Part II, line 13		182,763.84	2,082,334.70

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 13

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	48,000.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President/Treasurer 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President/Secretary 10.00	16,000.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	6,000.00	0.00	0.00
David H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	0.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		70,000.00	0.00	0.00

Form 990-PF Part XV - Line 1b List of Foundation Managers Statement 14

Name of Manager
Kathryn P. Yeager
Mark H. Prothro