

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation THE MILES FOUNDATION INC		A Employer identification number 75-2739180	
Number and street (or P.O. box number if mail is not delivered to street address) 5049 EDWARDS RANCH ROAD SUITE 280		Room/suite	B Telephone number (see instructions) (817) 293-5555
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 761094133		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: ☒ 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) ▶ \$ 54,418,627		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	275,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	523,476	523,476		
	5a Gross rents	178,455	178,455		
	b Net rental income or (loss) 44,913				
	6a Net gain or (loss) from sale of assets not on line 10	1,280,431			
	b Gross sales price for all assets on line 6a 10,973,368				
	7 Capital gain net income (from Part IV, line 2) . . .		1,280,431		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,755,078	3,559,723		
	12 Total. Add lines 1 through 11	4,012,440	5,542,085		
	13 Compensation of officers, directors, trustees, etc.	261,000	130,500		130,500
	14 Other employee salaries and wages	341,867	34,187		307,680
	15 Pension plans, employee benefits	101,498	25,375		76,124
	16a Legal fees (attach schedule)	159,568	91,106		68,462
	b Accounting fees (attach schedule)	151,559	22,734		128,825
	c Other professional fees (attach schedule)	573,940	412,181		161,759
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	242,958	150,747		27,446
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	124,686	31,171		93,514
	21 Travel, conferences, and meetings	62,643	15,661		46,982
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,494,921	155,020		29,529
	24 Total operating and administrative expenses. Add lines 13 through 23	8,514,640	1,068,682		1,070,821
	25 Contributions, gifts, grants paid	2,713,323			2,713,323
	26 Total expenses and disbursements. Add lines 24 and 25	11,227,963	1,068,682		3,784,144
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-7,215,523			
	b Net investment income (if negative, enter -0-)		4,473,403		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	658,301	1,319,906	1,319,906
	2 Savings and temporary cash investments	664,051	794,356	794,356
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ <u>9,960,165</u> Less: allowance for doubtful accounts ▶ <u>0</u>	15,088,424	9,960,165	9,960,165
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	448,773	464,314	468,354
	b Investments—corporate stock (attach schedule)	12,921,973	13,151,390	15,400,279
	c Investments—corporate bonds (attach schedule)	1,080,652	738,834	751,315
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____	2,279,585		
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	25,444,121	25,817,257	25,612,045
	14 Land, buildings, and equipment: basis ▶ <u>382,622</u> Less: accumulated depreciation (attach schedule) ▶ <u>270,415</u>	379,602	112,207	112,207
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	58,965,482	52,358,429	54,418,627	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow 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 ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	58,965,482	52,358,429	
	29 Total net assets or fund balances (see instructions)	58,965,482	52,358,429	
30 Total liabilities and net assets/fund balances (see instructions) .	58,965,482	52,358,429		

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	58,965,482
2 Enter amount from Part I, line 27a	2	-7,215,523
3 Other increases not included in line 2 (itemize) ▶ _____	3	608,470
4 Add lines 1, 2, and 3	4	52,358,429
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	52,358,429

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a MINERAL INTERESTS	P		
b PUBLICLY TRADED SECURITIES	P		
c FLOW-THROUGH FROM PARTNERSHIPS	P		
d REAL PROPERTY - N. BEACH STREET	P		
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 504,400		300,000	204,400
b 7,504,104		6,894,779	609,325
c 16,706			16,706
d 2,948,158		2,498,158	450,000
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			204,400
b			609,325
c			16,706
d			450,000
e			

2 Capital gain net income or (net capital loss)	2	1,280,431
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐

Yes

☒

No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	3,000,211	74,827,876	0.040095
2017	3,188,152	62,260,415	0.051207
2016	2,581,093	50,870,011	0.050739
2015	2,743,611	37,308,543	0.073538
2014	2,594,284	47,338,803	0.054802

2 Total of line 1, column (d)	2	0.270381
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.054076
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	55,809,407
5 Multiply line 4 by line 3	5	3,017,949
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	44,734
7 Add lines 5 and 6	7	3,062,683
8 Enter qualifying distributions from Part XII, line 4	8	3,784,144

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	44,734
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	44,734
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	44,734
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	104,049
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	21,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	125,049
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	80,315
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 80,315 Refunded ▶	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
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? <i>If "No," attach explanation .</i>	8b	Yes
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 taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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 	11	Yes	
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.MILESDFN.ORG	13	Yes	
14	The books are in care of GRANT COATES Telephone no. (817) 293-5555			

Located at **5049 EDWARDS RANCH ROAD STE 280 FORT WORTH TX**ZIP+4 **76109**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15		
16	At any time during calendar year 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	Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance check here. ☐	1b	No
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	No
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 (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ 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 Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.)	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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:		Yes	No
(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		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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
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 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, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C GRANT COATES 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	CEO/DIRECTOR 40.00	231,000	43,179	0
JACK L BURDETT 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	CHAIRMAN 5.00	15,000	0	0
SHERRY A WILSON 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	DIRECTOR 5.00	15,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARA REDINGTON 5049 EDWARDS RANCH ROAD STE 280 FORT WORTH, TX 76109	DIRECTOR OF COMMUNIC 40.00	144,259	47,075	0
KATE WISNIEWSKI 5049 EDWARDS RANCH ROAD STE 280 FORT WORTH, TX 76109	DIRECTOR OF PROGRAMS 40.00	109,160	31,928	0
LAUREN JANCOSKI 5049 EDWARDS RANCH ROAD STE 280 FORT WORTH, TX 76109	EXECUTIVE ASSISTANT 40.00	46,648	11,079	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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MCR CAPITAL ADVISORS CORPORATION 13601 PRESTON ROAD SUITE 417W DALLAS, TX 75240	CFO/FINANCIAL SERVICES	128,400
KPMG LLP 2323 ROSS AVE 1400 DALLAS, TX 75201	ACCOUNTING SERVICES	101,396
DEPLOYED INC 9600 ESCARPMENT BLVD AUSTIN, TX 78749	TECHNOLOGY SERVICES	87,651
JARED P HARRELL 4710 121ST STREET LUBBOCK, TX 79424	LEGAL SERVICES	66,000
BONDS ELLIS EPPICH SCHAFER JONES LLP 420 THROCKMORTON STREET FORT WORTH, TX 76102	LEGAL SERVICES	54,520
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
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	15,785,058
b	Average of monthly cash balances.	1b	1,598,825
c	Fair market value of all other assets (see instructions).	1c	39,275,413
d	Total (add lines 1a, b, and c).	1d	56,659,296
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	56,659,296
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	849,889
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,809,407
6	Minimum investment return. Enter 5% of line 5.	6	2,790,470

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	2,790,470
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	44,734
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	44,734
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,745,736
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,745,736
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,745,736

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	3,784,144
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,784,144
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	44,734
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,739,410

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				2,745,736
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			3,614,594	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>3,784,144</u>				
a Applied to 2018, but not more than line 2a			3,614,594	
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.				169,550
e Remaining amount distributed out of corpus	0			
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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				2,576,186
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 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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.

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	2,713,323
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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1a(1)	No
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1a(2)		No
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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[illegible]

described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here ***** Signature of officer or trustee	2020-11-16 Date	***** Title
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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
	LAUREN NOWAKOWSKI		2020-11-16		P01796934
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 210 PARK AVE SUITE 1725 OKLAHOMA CITY, OK 73102				Phone no. (405) 239-7961

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AB CHRISTIAN LEARNING CENTER 5005 BRENTWOOD STAIR ROAD SUITE 207 FORT WORTH, TX 76112		PC	2019 SUMMER FREEDOM SCHOOLS	26,000
AVANCE INC 2060 SINGLETON BLVD SUITE 103 DALLAS, TX 75212		PC	FUEL SERIES & 19-20 PEC & 2019-2020 REVJEN R-SQUARED PARTICIPATION	39,500
BEN HOGAN FOUNDATION PO BOX 121518 FORT WORTH, TX 76121		PC	2019 BEN HOGAN CLASSIC IN FORT HOOD	30,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRUCE SHULKEY ELEMENTARY 5533 WHITMAN AVENUE FORT WORTH, TX 76133		GOV	02/22/19 SUBSTITUTES FOR MS. HURD TRAINING	200
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137		PC	EARLY CHILDHOOD APPRENTICESHIP AND SCHOOL READINESS	45,000
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE SUITE 505 FORT WORTH, TX 76102		PC	2019 EDUCATIONAL ADVOCACY WORK	10,000
Total ► 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR NONPROFIT MANAGEMENT 6688 NORTH CENTRAL EXPY SUITE 1025 DALLAS, TX 75206		PC	2019 FORT WORTH OUTCOMES-BASED PROGRAM EVALUATION INSTITUTE	20,000
CENTER FOR TRANSFORMING LIVES 512 W 4TH STREET FORT WORTH, TX 76102		PC	2019-2020 EARLY EDUCATION PROGRAMMING	30,000
CHILD CARE ASSOCIATES 3000 E BELKNAP STREET FORT WORTH, TX 76111		PC	TX CHILD CARE TOOLS AND MOMENTUM	39,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNIO FOUNDATION 5901 KINGSTOWNE VILLAGE PKWY SUITE 102 ALEXANDRIA, VA 22315		PC	2019 TARRANT VIABILITY PROJECT & COMMUNIO TARRANT COUNTY	100,000
COMMUNITIES FOUNDATION OF TEXAS INC 5500 CARUTH HAVEN LANE DALLAS, TX 75225		PC	2019 NORTH TEXAS GIVING DAY & TEGAC MEMBERSHIP	10,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 5601 BRIDGE STREET SUITE 501 FORT WORTH, TX 76112		PC	2019 PARTNERSHIP WITH IDEA RISE CAMPUS	24,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CRISTO REY FORT WORTH 2633 ALTAMESA BLVD FORT WORTH, TX 76133		PC	2019 GENERAL OPERATIONS SUPPORT	25,000
DECATUR INDEPENDENT SCHOOL DISTRICT 307 S CATES STREET DECATUR, TX 76234		GOV	2019-2020 AVID PROGRAMMING SUPPORT	20,000
DONORSTRUST 1800 DIAGONAL STREET SUITE 280 ALEXANDRIA, VA 22314		PC	THE MILES FOUNDATION DONOR ADVISED FUND & THE GRANT COATES FAMILY FUND	617,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EDUCATIONAL FIRST STEPS 2815 GASTON AVENUE DALLAS, TX 75226		PC	2019-2020 WEDGWOOD SUPPORT	12,000
FIRST3YEARS 1199 S BELTLINE ROAD SUITE 100 COPPELL, TX 76102		PC	INVOICE 1158 - BABY DAY DONATION & 2019 ROFW	35,798
FORT WORTH INDEPENDENT SCHOOL DISTRICT 100 N UNIVERSITY FORT WORTH, TX 76107		GOV	2019 ABYDOS TRAINER	1,500
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FORTRESS YOUTH DEVELOPMENT CENTER PO BOX 422 FORT WORTH, TX 76101		PC	BRIDGES OUT OF POVERTY PROGRAM & 2019-2020 PEC SUPPORT	32,500
GREAT HEARTS TEXAS 824 BROADWAY SUITE 101 SAN ANTONIO, TX 78215		PC	GENERAL SUPPORT	100,000
IDEA PUBLIC SCHOOLS TARRANT COUNTY 2833 CROCKETT STREET FORT WORTH, TX 76107		PC	2019 CIS PARTNERSHIP AT RISE CAMPUS	50,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IMPOSSIBLE POSSIBILITIES PO BOX 470906 FORT WORTH, TX 76147		PC	MAVENS MILESTONES	5,000
JUNIOR ACHIEVEMENT OF THE CHISHOLM TRAIL 6300 RIDGLEA PL STE 400 FORT WORTH, TX 76116		PC	FUEL SERIES PARTICIPATION WITH REVJEN	7,500
LEADERSHIP ACADEMY AT JOHN T WHITE 7300 JOHN T WHITE ROAD FORT WORTH, TX 76120		GOV	HOSPITALITY FUND & FAMILY MATH NIGHT 2019	3,500
Total ► 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LENA POPE HOME INC 3200 SANGUINET STREET FORT WORTH, TX 76107		PC	2019-2020 STAFF DEVELOPMENT	15,000
LITERACY CONNEXUS 3020 S CHERRY LANE 123168 FORT WORTH, TX 76121		PC	2019 READY FOR SCHOOL PROGRAMMING	5,000
LVTRISE8201 CALMONT AVENUE FORT WORTH, TX 76116		PC	COMMUNITY CENTER CAMPAIGN	25,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOMENTOUS INSTITUTE 106 E 10TH STREET DALLAS, TX 75203		PC	2019 CHANGING THE ODDS CONFERENCE	5,000
NEW DAY SERVICES 6816 CAMP BOWIE BLVD W SUITE 112 FORT WORTH, TX 76116		PC	2019-2020 STRATEGIC PLANNING SUPPORT	7,375
NEW TEACHER CENTER 1205 PACIFIC AVENUE SANTA CRUZ, CA 95060		PC	2019-2020 FWISD COACHING SUPPORT	25,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH TEXAS COMMUNITY FOUNDATION 306 W 7TH STREET SUITE 1045 FORT WORTH, TX 76102		PC	THE MILES FOUNDATION COMMUNITY FUND, 2019 ELA SUPPORT & READ FORT WORTH SUPPORT	262,700
NORTHSIDE INTER-COMMUNITY AGENCY 1600 CIRCLE PARK BLVD FORT WORTH, TX 76164		PC	CIRCLE OF WINNERS	5,000
PROJECT TRANSFORMATION OF CENTRAL TEXAS 1310 S COLLARD STREET FORT WORTH, TX 76105		PC	SUMMER PROGRAMMING SUPPORT	30,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204		PC	2019 SUPPORT	35,000
RIVERTREE ACADEMY INC 5443 BONNELL AVENUE FORT WORTH, TX 76107		PC	2019-2020 GENERAL OPERATIONS SUPPORT	25,000
SOUTHERN METHODIST UNIVERSITY- CENTER ON RESEARCH AND EVALUATION 3140 DYER STREET DALLAS, TX 75205		PC	IDEA DATA EVALUATION	4,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STAND TOGETHER TRUST 2300 WILSON BOULEVARD SUITE 500 ARLINGTON, VA 22201		PC	ACE SCHOLARSHIP PROGRAM AND KOCHS EDUCATION ADVOCACY GROUP	125,000
STAR SPONSORSHIP PROGRAM INC 6707 BRENTWOOD STAIR ROAD SUITE 205 FORT WORTH, TX 76112		PC	2019-2020 PROGRAMMING SUPPORT	20,000
TENEO2605 W 8TH STREET AUSTIN, TX 78703		PC	2019 CHIEF OF STAFF SUPPORT	50,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS BOOK FESTIVAL 1023 SPRINGDALE ROAD BUILDING 14 SUITE B AUSTIN, TX 78701		PC	TARRANT COUNTY READING ROCKSTARS	10,000
TEXAS CHARTER SCHOOL ASSOCIATION 3801 S CAPITAL OF TEXAS HWY SUITE 330 AUSTIN, TX 78704		PC	PUBLIC NARRATIVE AND COMMUNICATIONS SUPPORT	25,000
TEXAS EDUCATION AGENCY WILLIAM B TRAVIS BUILDING CONGRESS AVENUE AUSTIN, TX 78701		GOV	TEXAS PRESCHOOL DEVELOPMENT GRANT	25,000
Total ► 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVENUE AUSTIN, TX 78701		PC	SUPPORT OF LLC, LITIGATION AND EDUCATION FREEDOM INITIATIVES	150,000
THE CONCILIO 400 S ZANG BLVD SUITE 300 DALLAS, TX 75208		PC	2019-2020 PEC SUPPORT	51,500
THE ESSILOR VISION FOUNDATION 13515 NORTH STEMMONS FREEWAY DALLAS, TX 75234		PC	FORT WORTH VISION VAN	20,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FIRST TEE OF FORT WORTH 1900 ROCKWOOD PARK DRIVE NORTH FORT WORTH, TX 76114		PC	FUEL SERIES & 2019-2020 CAPACITY BUILDING	67,500
THE GATEHOUSE 670 WESTPORT PARKWAY GRAPEVINE, TX 76051		PC	2019-2020 EARLY CHILDHOOD PROGRAMMING	25,000
THE GEORGE W BUSH FOUNDATION 6116 N CENTRAL EXPRESSWAY SUITE 400 DALLAS, TX 75206		PC	PRESIDENTIAL LEADERSHIP SCHOLARS PROGRAMMING	25,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE LINCOLN NETWORK 2443 FILMORE STREET 380-3386 SAN FRANCISCO, CA 941151800		PC	SCHOOL CHOICE PRODUCT DEVELOPMENT	150,000
THE OAKRIDGE SCHOOL 5900 W PIONEER PKWY ARLINGTON, TX 76013		GOV	LAUSANNE CONFERENCE	900
THE PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH, TX 76107		PC	2019-2020 PEC SUPPORT	22,800
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE PHILANTHROPY ROUNDTABLE 1120 20TH STRET NW SUITE 550 SOUTH WASHINGTON, DC 20036		PC	TEXAS-BASED SCHOOL CHOICE INITIATIVES	25,000
TRINITY CHRISTIAN ACADEMY 4594 E 1-20 SERVICE RD SOUTH WILLOW PARK, TX 76087		PC	2019 T-CAMP	3,500
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132		PC	2019 TVS SUMMER CAMP MEALS	3,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED COMMUNITY CENTERS INC 1200 E MADDOX AVENUE FORT WORTH, TX 76104		PC	SUMMER TRANS., I CAN READ, CITY CENTERS	76,550
UNIVERSITY OF OKLAHOMA FOUNDATION INC 307 W BROOKS STREET ROOM 105 NORMAN, OK 73019		PC	MBA DALLAS CORPORATE SCHOLARS ON BEHALF OF JACK BURDETT	25,000
UNT DALLAS FOUNDATION 7300 UNIVERSITY HILS BLVD DALLAS, TX 75241		PC	FORT WORTH PRINCIPAL PARTICIPATION IN PIC	20,000
Total ▶ 3a				2,713,323

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNT HEALTH SCIENCE CENTER FOUNDATION 3500 CAMP BOWIE BLVD EAD 802 FORT WORTH, TX 76107		PC	2019 PLEDGE FULFILLMENT	25,000
UPLIFT EDUCATION 3000 PEGASUS PARK DRIVEF DALLAS, TX 75247		PC	PRE-K SUPPORT AT UPLIFT ASCEND	25,000
WATERSTONE SUPPORT FOUNDATION INC 10807 NEW ALLEGIANCE DRIVE SUITE 240 COLORADO SPRINGS, CO 80921		SO II	2019 RIVERTREE FARM SUPPORT	15,000
Total ▶ 3a				2,713,323

TY 2019 Accounting Fees Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	151,559	22,734		128,825

TY 2019 Investments Corporate Bonds Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC.	47,094	48,990
APPLE INC.	49,891	50,298
BB&T CORPORATION	47,859	48,136
BP CAPITAL MARKETS PLC	25,010	25,006
CITIGROUP INC.	26,436	26,440
CVS HEALTH CORP.	50,986	51,075
DOWDUPONT INC	48,351	51,358
FISERV INC.	51,946	51,901
GENERAL DYNAMICS CORP.	47,681	48,808
GILEAD SCIENCES INC	47,741	48,204
GOLDMAN SACHS GROUP INC.	47,360	49,993
JPMORGAN CHASE & CO	50,357	51,193
MCDONALD'S CORP	24,095	24,164
MORGAN STANLEY	27,198	27,499
UNITED TECHNOLOGIES CORP.	49,113	50,176
WAL-MART STORES INC.	48,803	49,067
WELLS FARGO & COMPANY	48,913	49,007

TY 2019 Investments Corporate Stock Schedule

Name: THE MILES FOUNDATION INC
 EIN: 75-2739180

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	31,797	27,522
ABBVIE INC. SHS	45,322	47,192
ADOBE INC.	26,477	50,131
AES CORP.	66,178	91,062
ALIBABA GROUP HOLDING LT	96,021	114,322
ALIGN TECH INC. DEL COM	19,129	27,625
ALLY FINL INC	70,959	76,369
ALPHABET INC SHS CL C	76,783	152,420
ALPHABET INC. SHS CL A	90,724	206,266
ALTRIA GROUP INC.	188,229	158,215
AMAZON COM INC. COM	76,567	134,892
AMCOR PLC REG SHS	56,862	58,037
ANSELL LTD-SPON ADR	18,338	20,763
APPLE INC.	169,497	358,253
ASML HLDG NV NY REG SHS	23,015	38,768
ASTRAZENECA PLC SPND ADR	13,955	19,745
AUTODESK INC. DEL PV\$0.01	19,734	29,904
BAE SYS PLC SPN ADR	84,666	92,960
BALL CORP COM	25,010	22,182
BIOGEN INC	77,815	77,743
BLACKROCK ALLOCATION	62,019	61,416
BLACKROCK FLOATING RATE	779,333	763,674
BLACKROCK STRATEGIC	2,316,091	2,296,270
BOEING COMPANY	22,385	19,546
BOSTON SCIENTIFIC CORP	14,535	23,288
BP PLC SPON ADR	84,575	80,688
BRITISH AMN TOBACO SPADR	75,583	58,595
BURLINGTON STORES INC	14,828	22,119
CDK GLOBAL INC SHS	61,307	58,234
CDW CORP	18,976	54,422

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP	101,474	102,434
CIE FINANCIERE RICHEMONT	13,755	15,278
CISCO SYSTEMS INC COM	142,276	205,796
CITIGROUP INC COM NEW	29,198	43,141
CITIZENS FINL GROUP INC	29,758	33,828
CME GROUP INC	27,538	32,115
COCA COLA COM	41,639	52,250
COGNIZANT TECH SOLUTINS A	104,894	98,054
COMCAST CORP NEW CL A	94,608	148,536
CONOCOPHILLIPS	70,546	76,670
CONSTELLATION BRANDS INC	22,214	19,734
CORTEVA INC REG SHS	101,855	109,402
COSTAR GROUP INC COM	24,887	40,684
COUPA SOFTWARE INC	10,553	10,969
D R HORTON INC	77,925	118,846
DARDEN RESTAURANTS INC	28,482	26,380
DBS GROUP HLDGS SPN ADR	20,426	23,379
DELTA AIR LINES INC	73,241	87,252
DEUTSCHE POST AG SHS	49,100	44,892
DIAGEO PLC SPSD ADR NEW	17,416	21,389
DISH NETWORK CORPORATION	51,551	68,244
DOLLAR GENERAL CORP	75,238	106,066
DOLLAR TREE INC	121,332	114,177
DOMINOS PIZZA INC	8,007	9,695
DUPONT DE NEMOURS INC	27,005	22,598
E TRADE FINL CORP	81,456	72,456
FACEBOOK INC.	56,426	65,064
FERRARI NV	6,138	7,118
FORTIVE CORP	82,925	88,001
FOX CORP REG SHS CL A	63,676	66,874

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENUINE PARTS CO	50,130	56,621
GLAXOSMITHKLINE PLC ADR	47,018	56,623
GODADDY INC SHS CL A	13,213	12,497
HASBRO INC COM	35,430	37,175
HEINEKEN N V ADR	19,163	21,105
HOME DEPOT INC	22,640	23,803
HONEYWELL INTL INC DEL	6,373	7,965
HUBBELL INC SHS	62,690	77,310
HUMANA INC	82,018	145,142
IAC INTERACTIVE CORP	36,544	42,847
ILLUMINA INC COM	8,744	11,611
INTL PAPER CO	52,623	49,181
INTUIT INC COM	33,126	41,385
INTUITIVE SURGICAL INC	31,682	36,060
IQVIA HLDGS INC	25,694	27,966
ISHARES CORE S&P MID-CAP	455,260	509,816
ISHARES CORE S&P SMALL	455,137	497,650
ISHARES EDGE MSCI	911,918	974,685
ISHARES EDGE MSCI	634,934	657,902
ISHARES EDGE MSCI MIN	607,866	602,321
JOHNSON & JOHNSON COM	63,535	66,663
JPMORGAN CHASE & CO	96,049	219,276
KAR AUCTION SERVICES INC	67,027	64,542
KEYSIGHT TECHNOLOGIES	15,621	18,679
KONE OYJ	15,766	19,364
KONINKL PHIL NV SH NEW	36,311	42,700
LABORATORY CP AMER HLDGS	101,120	116,896
LOCKHEED MARTIN CORP	28,961	29,593
LOWE'S COMPANIES INC	101,772	148,383
M&T BANK CORPORATION	29,711	30,725

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARATHON OIL CORP	62,425	46,878
MASTERCARD INC	52,541	83,904
MEDTRONIC PLC SHS	30,358	41,296
MERCADOLIBRE INC	16,958	28,597
MICROSOFT CORP	165,104	470,419
MOLSON COOR BREW CO CL B	56,046	48,564
NESTLE S A REP RG SH ADR	40,769	53,047
NETFLIX COM INC	30,529	45,947
NIKE INCL CL B	21,698	30,089
NORFOLK SOUTHERN CORP	44,016	66,587
NOVARTIS ADR	119,740	143,739
NOVO NORDISK A S ADR	93,297	108,814
O'REILLY AUTOMOTIVE INC	77,987	107,374
PACKAGING CORP AMERICA	42,215	54,875
PAYCHEX INC	34,338	39,893
PAYPAL HOLDINGS INC SHS	9,812	14,495
PEPSICO INC	25,744	32,254
PFIZER INC	160,467	181,756
PHILIP MORRIS INTL INC.	57,325	51,054
PROCTER & GAMBLE CO	23,895	36,096
PROLOGIS INC	9,549	9,895
REGIONS FINL CORP	61,316	68,039
RELX PLC	16,966	20,671
ROGERS COMMUNICATIONS B	52,799	52,303
ROPER TECHNOLOGIES INC	14,085	18,066
S&P GLOBAL INC	26,762	40,684
SALESFORCE COM INC	37,651	46,840
SANOFI ADR	32,050	37,248
SBA COMMUNICATIONS CORP	21,454	31,811
SCHEIDER ELEC SE ADR	21,511	27,846

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SERVICENOW INC	29,768	44,607
SGS SA ADR	16,758	17,373
SHERWIN WILLIAMS	23,509	33,262
SHOPIFY INC CL A	7,833	9,542
SONIC HEALTHCARE LTD SHS	21,745	25,624
SONY CORP ADR NEW	52,738	67,048
SVENSKA HANDELSBANKEN AB	14,999	15,162
TAIWAN S MANUFCTRING ADR	78,813	120,906
TELUS CORP COM	71,505	75,717
TEXAS INSTRUMENTS	20,402	26,684
TRANSUNION	18,507	23,372
TRUIST FINL CORP	50,475	83,860
UNILEVER NV NY REG SHS	101,767	100,095
UNION PACIFIC CORP	13,129	18,079
UNITED TECHS CORP COM	31,347	37,590
UNITEDHEALTH GROUP INC	107,404	198,730
UNTD OVERSEAS BK SPN ADR	21,066	22,292
US BANCORP	87,601	122,671
VERIZON COMMUNICATIONS	140,199	149,263
VERTEX PHARMCTLS INC	16,025	22,771
VISA INC CL A SHS	51,827	91,319
WALMART INC	101,661	144,272
WASTE MANAGEMENT INC NEW	14,356	14,131
WELLS FARGO & CO NEW DEL	32,444	30,989
XILINX INC	20,292	20,923
ZOETIS INC	15,488	24,485

TY 2019 Investments Government Obligations Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180**US Government Securities - End
of Year Book Value:**

464,314

**US Government Securities - End
of Year Fair Market Value:**

468,354

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2019 Investments - Other Schedule

Name: THE MILES FOUNDATION INC
EIN: 75-2739180

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2912 W 6TH LLC	AT COST	257,687	257,687
4621 ROSS AVE, LP	AT COST	248,513	248,513
920 FOCH, LLC	AT COST	198,548	198,548
CB MINERALS	AT COST	34,126	1,500
DOMINION BANCSHARES	AT COST	500,000	500,000
DOS RIOS PARTNERS, LP	AT COST	2,055,348	2,055,348
ESCALANTE KINGSMILL, LLC	AT COST	444,256	444,256
FOUNDANT TECHNOLOGIES HOLDINGS	AT COST	999,998	999,998
FUND I, A SERIES OF ESCONDIDO VENTURES, LP	AT COST	290,869	290,869
GSO RESCUE FINANCE FUND III (OFFSHORE) LP	AT COST	140,625	123,180
HCF	AT COST	1,832,593	1,832,593
IDONATE, LLC	AT COST	228,507	228,507
KOC DFW WEST INVESTORS, LP	AT COST	696,261	696,261
KOC ONE ARLINGTON INVESTORS, LP	AT COST	273,751	273,751
LEGACY VENTURE IX, LLC	AT COST	375,439	375,439
LEGACY VENTURE VIII, LLC	AT COST	1,831,841	1,831,841
LIFE PARTNERS, INC.	AT COST	89,773	89,773
LLCP STRUCTURED EQUITY	AT COST	445,000	344,522
MILES PRODUCTION, LP	AT COST	1,901,521	1,901,521
OIL & GAS NET PROFITS INTEREST	AT COST	1	1
OIL & GAS ROYALTIES NAVASOTA MINERALS	AT COST	277,292	277,292
OIL & GAS ROYALTY INTERESTS LA	AT COST	642,243	642,243
OIL & GAS ROYALTY INTERESTS OH	AT COST	355,016	355,016
OIL & GAS ROYALTY INTERESTS TX	AT COST	6,836,283	6,781,620
PRP OXFORD CARROLLTON, LLC	AT COST	1,753	1,753
RCP ARGYLE 114 LTD	AT COST	93,610	93,610
ROYALTIES BONANZA II	AT COST	1,604,500	1,604,500
SILVER TREE REALTY FUND II LP	AT COST	6,561	6,561
STP 17480 NDP, LP	AT COST	487,700	487,700
STRONG BLOCKS MILWAUKEE II, LLC	AT COST	21,050	21,050

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TRUST VENTURES FUND I, LP	AT COST	349,118	349,118
TRUST VENTURES FUND II	AT COST	130,257	130,257
VALQUEST CONROE MARINAS LP	AT COST	142,270	142,270
VALQUEST PRINCETON 55 LP	AT COST	47,122	47,122
VHFW OAKBEND, LLC	AT COST	408,213	408,213
WTB HOLDING COMPANY LLC	AT COST	1,569,612	1,569,612

**TY 2019 Land, Etc.
Schedule****Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	52,422	37,049	15,373	
FURNITURE & FIXTURES	173,410	122,556	50,854	
LEASEHOLD IMPROVEMENTS	156,790	110,810	45,980	

TY 2019 Legal Fees Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	159,568	91,106		68,462

TY 2019 Other Expenses Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER EXPENSES	22,043	11,022		11,022
DUES, SUBSCRIPTIONS, & FEES	2,249	225		2,024
INSURANCE EXPENSE	8,250	0		8,250
BANK CHARGES	817	817		0
LICENSES/PERMITS	1,724	1,293		431
OTHER INVESTMENT EXPENSES	319	319		0
IT EQUIPMENT/SOFTWARE	15,604	7,802		7,802
WRITE-OFF OF UNCOLLECTIBLE NOTE RECEIVABLE - DIGITAL CONNECTIONS, INC.	3,649,185	0		0
WRITE-OFF OF UNCOLLECTIBLE INVESTMENTS - HEARTLAND CAPITAL CORP	58,188	0		0
WRITE-OFF OF UNCOLLECTIBLE INVESTMENTS - HEARTLAND MILES INVESTMENTS	2,603,000	0		0

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL PROPERTY RENTAL OPERATING EXPENSES	133,542	133,542		0

TY 2019 Other Income Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALTIES	2,819,977	2,819,977	2,819,977
PARTNERSHIP INCOME - BOOK	67,583	0	67,583
PARTNERSHIP INCOME - NII	0	-41,285	0
INTEREST ON NOTES RECEIVABLE	738,070	738,070	738,070
OTHER INVESTMENT INCOME	42,562	42,562	42,562
STATE UBI TAX REFUNDS	399	399	399
PARTNERSHIP INCOME - UBI	-1,913,513		-1,913,513

TY 2019 Other Increases Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Description	Amount
UNREALIZED LOSS ON ACTION ALIGNMENT INVESTMENT	467,471
PRIOR PERIOD DEPRECIATION ADJUSTMENT	140,999

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Other
Notes/Loans Receivable
Long Schedule

Name: THE MILES FOUNDATION INC
EIN: 75-2739180

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NORTON AUTO GROUP	NONE	500,000	500,000	2014-09	2020-09	INTEREST QUARTERLY, MONTHLY P&I BEG 10/25/18	900.0000000000 %	VEHICLES & LEASES WITH A TOTAL VALUE OF AT LEAST 150%	WORKING CAPITAL	CASH	500,000
BRADLEY BIOPIC LLC	NONE	200,000	243,600	2014-12	2018-12	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY	1500.0000000000 %	ALL PROPERTY OF THE BORROWER	PRODUCTION COSTS FOR A FILM ABOUT BRADLEY SNIDER	CASH	200,000
PUBLISHING CONCEPTS INC	NONE	600,000	757,000	2015-12	2020-03	MONTHLY INTEREST ONLY TO 3/1/20	1353.0000000000 %	PERSONAL GUARANTEE FROM OWNER	WORKING CAPITAL	CASH	600,000
ORGAN TRANSPLANT SYSTEMS INC	NONE	400,000	0	2014-05	2016-05	PRINCIPAL AND INTEREST DUE AT MATURITY (IN DEFAULT)	1000.0000000000 %	ALL ASSETS OF THE BORROWER	WORKING CAPITAL	CASH	400,000
DELTA STRUCTURAL TECH	NONE	2,000,000	2,000,000	2016-11	2019-11	MONTHLY INTEREST, PRINCIPAL DUE AT MATURITY	1200.0000000000 %	ALL PROPERTY OF THE BORROWER, INCLUDING INSURANCE POLICIES	WORKING CAPITAL	CASH	2,000,000
GATLIN HOLDINGS LLC	NONE	500,000	797,030	2016-02	2019-03	MONTHLY INTEREST THRU 3/1/19; REMAINING P&I DUE AT MATURITY (IN DEFAULT)	800.0000000000 %	PERSONAL GUARANTEE	WORKING CAPITAL	CASH	500,000
TRINITY CONT-OFFICE	NONE	1,080,000	796,648	2011-12	2022-01	MONTHLY P&I PAYMENTS, ALL UNPAID P&I DUE AT MATURITY	600.0000000000 %	LOTS 5, 7, AND 8, BLOCK A, OF ARGYLE TOWN SQUARE	MORTGAGED PROPERTY	CASH	1,080,000
US TRINITY HOLDINGS	NONE	1,728,932	1,671,071	2016-03	2026-03	MONTHLY INTEREST PAYMENTS FROM 4/1/16 TO 3/1/19	700.0000000000 %	REAL PROPERTY - VARSITY TRACT	ACQUISITION OF MORTGAGED PROPERTY	CASH	1,728,932
ORGAN TRANSPLANT SYSTEMS INC	NONE	10,455	0	2015-08	2017-06	PRINCIPAL AND INTEREST DUE AT MATURITY	1000.0000000000 %	UNSECURED	WORKING CAPITAL	CASH	10,455
175 BEAR CAT LLC	NONE	675,000	0	2017-12	2020-12	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY	1100.0000000000 %	SECOND LIEN DEED OF TRUST ON PROPERTY	WORKING CAPITAL	CASH	675,000
BONANZA MINERALS LA LP	NONE	492,500	0	2017-12	2020-12	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY	600.0000000000 %	ACQUIRED MINERAL PROPERTIES	ACQUISITION OF MINERAL ACREAGE (REAL PROPERTY)	CASH	492,500
DELTA STRUCTURAL TECH	NONE	125,000	425,000	2017-12	2020-01	DUE AT MATURITY	1600.0000000000 %	ALL PROPERTY OF BORROWER, INCLUDING INSURANCE POLICIES	WORKING CAPITAL	CASH	125,000
DIGITAL CONNECTIONS INC	NONE	1,571,591	0	2017-01	2020-01	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY	650.0000000000 %	ALL ASSETS OF THE COMPANY	WORKING CAPITAL	CASH	1,571,591
DAGGETT LLC	NONE	1,302,500	1,302,500	2018-12	2019-12	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY	1200.0000000000 %	EQUITY PLEDGES OF LLC MEMBERSHIP INTERESTS BY MEMBERS & PERSONAL GUARANTIES	ACQUISITION OF REAL PROPERTY	CASH	1,302,500
ACTION ALIGNMENT LLC	NONE	55,000	55,000	2018-07	2020-12	PRINCIPAL AND INTEREST DUE AT MATURITY	600.0000000000 %	UNSECURED CONVERTIBLE PROMISSORY NOTE	WORKING CAPITAL	CASH	55,000
ACTION ALIGNMENT LLC	NONE	55,000	316,000	2018-12	2020-12	PRINCIPAL AND INTEREST DUE AT MATURITY	600.0000000000 %	UNSECURED WITH WARRANTS	WORKING CAPITAL	CASH	55,000
ESCALANTE BLEDSOE LLC	NONE	168,750	509,615	2018-01	2022-12	MONTHLY PRINCIPAL AND INTEREST	800.0000000000 %	SECOND LIEN DEED OF TRUST ON PROPERTY	ACQUISITION OF REAL PROPERTY	CASH	168,750
NAVASOTA ROYALTY LP	NONE	586,701	586,701	2019-09	2020-10	INTEREST DUE MONTHLY, PRINCIPAL DUE AT MATURITY	500.0000000000 %	ALL ASSETS OF THE BORROWER	WORKING CAPITAL	CASH	586,701

TY 2019 Other Professional Fees Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS PROFESSIONAL FEES	159,149	159,149		0
INVESTMENT MANAGEMENT FEES	87,308	87,308		0
HUMAN RESOURCES	16,323	6,529		9,794
TECHNOLOGY SERVICES	12,000	0		12,000
PR/COMMUNICATIONS	116,370	0		116,370
CFO/FINANCIAL CONSULTING	81,600	81,600		0
REAL PROPERTY INVESTMENT CONSULTING	54,000	54,000		0
MISCELLANEOUS PROFESSIONAL FEES	47,190	23,595		23,595

TY 2019 Taxes Schedule**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	135,669	135,669		0
FOREIGN TAXES	5,929	5,929		0
PAYROLL TAXES	36,595	9,149		27,446
INCOME TAXES	64,459	0		0
STATE TAXES	306	0		0

TY 2019 TransfersFrmControlledEntities**Name:** THE MILES FOUNDATION INC**EIN:** 75-2739180

Name	US / Foreign Address	EIN	Description	Amount
TMF REAL ESTATE INVESTMENTS LLC	5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	75-2739180	WORKING CAPITAL	0
Total				2,550,000

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TY 2019 TransfersToControlledEntities				
Name: THE MILES FOUNDATION INC				
EIN: 75-2739180				
Name	US / Foreign Address	EIN	Description	Amount
HEARTLAND CAPITAL FUNDING LLC	5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	75-2739180	WORKING CAPITAL	36,891
Total				36,891

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047 2019
	Name of the organization THE MILES FOUNDATION INC	Employer identification number 75-2739180

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 other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, 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 990PF, 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
THE MILES FOUNDATION INC

Employer identification number
75-2739180

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	MILES PRODUCTION LP 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	\$ 275,000	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization THE MILES FOUNDATION INC	Employer identification number 75-2739180
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given (see instructions). Use duplicate copies of Part II if additional space is needed.	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization THE MILES FOUNDATION INC	Employer identification number 75-2739180
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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 information once. See instructions.) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee