

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

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019

, and ending 12-31-2019

Name of foundation The Looper Foundation		<b>A Employer identification number</b> 76-0330594	
Number and street (or P.O. box number if mail is not delivered to street address) 11757 Katy Freeway		Room/suite	<b>B Telephone number</b> (see instructions) (281) 368-2734
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77079		<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... ▶ <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 40,280,097		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... ▶ <input type="checkbox"/>	
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</small>		(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)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	513	513		
	4 Dividends and interest from securities . . . . .	663,519	663,519		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10  -554,701	-554,701			
	b Gross sales price for all assets on line 6a _____ 3,016,562				
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	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) . . . . . 	407,836	386,733		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	517,167	1,050,765		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . . 	838			838
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . . 	460,278	176,769		283,509
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . . 	21,000			
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	4,808			4,808
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . . 	832,311	558,017		1,957
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,319,235	734,786		291,112
	25 Contributions, gifts, grants paid . . . . .	2,689,650			2,689,650
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	4,008,885	734,786		2,980,762
	27 Subtract line 26 from line 12:				
	a <b>Excess of revenue over expenses and disbursements</b>	-3,491,718			
	b <b>Net investment income</b> (if negative, enter -0-)		315,979		
c <b>Adjusted net income</b> (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form 990-PF (2019)



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	942,362	156,590	156,590
	<b>2</b> Savings and temporary cash investments . . . . .	170,350	1,039,447	1,039,447
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____	1,697,025		
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	12,658,686	11,054,912	17,094,204
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	9,926,954	10,470,912	10,122,227
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	11,684,015	10,865,813	11,867,629
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	37,079,392	33,587,674	40,280,097	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds	37,079,392	33,587,674	
	<b>29</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	37,079,392	33,587,674	
<b>30</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	37,079,392	33,587,674		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	37,079,392
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,491,718
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	33,587,674
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	33,587,674



**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.)
<b>1 a</b> Publicly traded securities			
<b>b</b> Capital gain distributions			
<b>c</b> Passthrough - capital loss			
<b>d</b> Sale of HV Partners LP	P	2007-01-01	2019-04-04
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 2,838,858		3,480,540	-641,682
<b>b</b> 142,342			142,342
<b>c</b> 41,080			-41,080
<b>d</b> 90,650		90,722	-72
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>a</b>			-641,682
<b>b</b>			142,342
<b>c</b>			-41,080
<b>d</b>			-72
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center; justify-content: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div style="text-align: left; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="font-size: 3em; margin-left: 5px;">}</div> </div>	<b>2</b>	-540,492
<b>3</b> 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	<div style="display: flex; align-items: center; justify-content: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div style="text-align: left; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div> <div style="font-size: 3em; margin-left: 5px;">}</div> </div>	<b>3</b>	

**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	12,208,549	43,955,652	0.27775
2017	10,002,865	55,234,041	0.18110
2016	5,342,863	58,641,589	0.09111
2015	1,244,591	60,638,227	0.02053
2014	1,035,660	57,389,931	0.01805

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.588528
<b>3</b> 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	<b>3</b>	0.117706
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	<b>4</b>	39,302,674
<b>5</b> Multiply line 4 by line 3	<b>5</b>	4,626,161
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,160
<b>7</b> Add lines 5 and 6	<b>7</b>	4,629,321
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,980,762

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	6,320
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	6,320
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	6,320
<b>6</b>	Credits/Payments:		
<b>a</b>	2019 estimated tax payments and 2018 overpayment credited to 2019	<b>6a</b>	21,546
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	2,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	23,546
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ▶	<b>10</b>	17,226
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> ▶ 17,226 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	Yes
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	Yes
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
<b>b</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>	<b>8b</b>	Yes
<b>9</b> 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> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .	<b>10</b>	No



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

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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 . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ▶ <u>Susan Connell</u> Telephone no. ▶ <u>(281) 368-2734</u>			

Located at ▶ 11757 Katy Freeway Suite 1400 Houston TX ZIP+4 ▶ 77079

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>			
<b>16</b>	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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

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

<b>1a</b>	During the year did the foundation (either directly or indirectly):		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 . . . . .	<b>1b</b>		<b>No</b>
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>			
<b>c</b>	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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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)):			
<b>a</b>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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.) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>



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

<b>5a</b>	During the year did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 . . . . .		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input type="checkbox"/>		
<b>c</b>	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	If "Yes" to 6b, file Form 8870.			
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>	
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			
<b>8</b>	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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(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
Terry Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	President 10.00	0		
Jeannie Lynn Able 11757 Katy Freeway Suite 1400 Houston, TX 77079	Vice Pres. 2.00	0		
Doris Looper 11757 Katy Freeway Suite 1400 Houston, TX 77079	Secretary 2.00	0		
Tanya Jean Pitre 11757 Katy Freeway Suite 1400 Houston, TX 77079	Treasurer 2.00	0		
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000.</b> . . . . .				



**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
Hire Universe 5517 Aspen St Houston, TX 77081	See Part IX-A	130,000
Gardner Russo & Gardner 222 East Chestnut St Lancaster, PA 17602	Investment mgmt	63,653
Northern Trust 50 South Lasalle Street Chicago, IL 60603	Investment mgmt	52,800
Lynn Ziegenfuss 11965 Thomas Hayes Lane San Diego, CA 92126	See Part IX-A	70,900

**Total** number of others receiving over \$50,000 for professional services. . . . . ▶**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
<b>1</b> The Foundation engages consultants to advise its grantees in the areas of operating efficiency, community profile and awareness, relations among operating personnel, counseling and program evaluations.	283,509
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	26,783,580
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,232,331
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	11,885,281
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	39,901,192
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	39,901,192
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	598,518
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	39,302,674
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,965,134

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,965,134
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5. . . . .	<b>2a</b>	6,320
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	6,320
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	1,958,814
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,958,814
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,958,814

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	2,980,762
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,980,762
<b>5</b>	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. . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	2,980,762

**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
<b>1</b> Distributable amount for 2019 from Part XI, line 7				1,958,814
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2019:				
<b>a</b> From 2014. . . . .				
<b>b</b> From 2015. . . . .				
<b>c</b> From 2016. . . . .				2,165,208
<b>d</b> From 2017. . . . .				7,274,595
<b>e</b> From 2018. . . . .				10,030,418
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	19,470,221			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,980,762				
<b>a</b> Applied to 2018, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				1,958,814
<b>e</b> Remaining amount distributed out of corpus	1,021,948			
<b>5</b> Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,492,169			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2020.</b> Subtract lines 7 and 8 from line 6a. . . . .	20,492,169			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015. . . . .				
<b>b</b> Excess from 2016. . . . .				2,165,208
<b>c</b> Excess from 2017. . . . .				7,274,595
<b>d</b> Excess from 2018. . . . .				10,030,418
<b>e</b> Excess from 2019. . . . .				1,021,948



## Part XIV

**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(i)(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 . . . . .

**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 . . . . .

## Part XV

## 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i> See attachment State and zipcode for e-filing purposes, TX 77079	N/A	PC	See attachment	2,689,650
<b>Total</b> . . . . .			<b>3a</b>	2,689,650
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	



Enter gross amounts unless otherwise indicated.

## 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). (See instructions.)
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[illegible]



## Part XVII

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|  |  | <b>Yes</b> | <b>No</b> |
|--|--|------------|-----------|

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|-------|--|----|
| 1a(1) |  | No |
| 1a(2) |  | No |

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- |              |  |           |
|--------------|--|-----------|
| <b>1b(1)</b> |  | <b>No</b> |
| <b>1b(2)</b> |  | <b>No</b> |
| <b>1b(3)</b> |  | <b>No</b> |
| <b>1b(4)</b> |  | <b>No</b> |
| <b>1b(5)</b> |  | <b>No</b> |
| <b>1b(6)</b> |  | <b>No</b> |

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

value  
ue


[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

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

**b** If "Yes," complete the following schedule.

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

<b>Sign Here</b> 	*****	2020-11-13	*****	<div style="border: 1px solid black; padding: 5px;">             May the IRS discuss this return with the preparer shown below              (see instr.) <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> </div>
	_____ Signature of officer or trustee	_____ Date	_____ Title	

<b>Paid Preparer Use Only</b>	Kurt Coburn				
	Firm's name ► Blazek & Vetterling				Firm's EIN ► 76-0269860
	Firm's address ► 2900 Wesleyan Suite 200 Houston, TX 77027				Phone no. (713) 439-5739

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**



**Form 990PF Part XV Line 1a - 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).**

Terry Looper
Doris Looper



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

**TY 2019 Gain/Loss from Sale of Other Assets Schedule**

**Name:** The Looper Foundation

**EIN:** 76-0330594

**Software ID:** 19009920

**Software Version:** 2019v5.0

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Passthrough - LT capital gain UBI					4,674		Cost		4,674	
Passthrough - 1231 loss UBI					18,882		Cost		-18,882	
Passthrough - ST capital gain UBI						1	Cost		-1	



**TY 2019 Investments Corporate Bonds Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
194,513 shs Metropolitan West Total Fund	2,114,378	2,126,035
282,423 shs PIMCO Incm Inst Fund	3,524,232	3,400,376
124,750 shs Templeton Global Bond Fund	1,558,267	1,331,089
83,338 shs Allianz GI Short Duration	1,264,566	1,211,738
75,700 shs Guggenheim Total Return	2,009,469	2,052,989



**TY 2019 Investments Corporate Stock Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Corporate stocks - see attachment	11,054,912	17,094,204



**TY 2019 Investments - Other Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Encino Energy, LLC	AT COST	950,955	381,774
Salient Zarvona Energy Fund, LP	AT COST	793,875	1,406,843
StepStone Secondary Opportunities Fd LP	AT COST	1,021,121	1,019,493
Sanderson International Value Fund	AT COST	5,512,177	6,246,562
Salient Zarvona Energy Fund II	AT COST	1,396,113	1,050,845
GP Invitation Fund I, LP	AT COST	1,191,572	1,762,112



**TY 2019 Legal Fees Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance	838	0	0	838



**TY 2019 Other Expenses Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	85			85
Discipleship roundtable	1,872			1,872
K-1 expenses	830,354	558,017		



**TY 2019 Other Income Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough K-1 income	407,836	386,733	



**TY 2019 Other Professional Fees Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Investment management services	176,769	176,769	0	0
Nonprofit consult - see Part IX-A	283,509	0	0	283,509



**TY 2019 Taxes Schedule****Name:** The Looper Foundation**EIN:** 76-0330594**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal tax	21,000			



Investment Detail

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
T ROWE PRICE QM US SMALL <sup>◇</sup> CAP GWTH EQTY FD INV SYMBOL: PRDSX	87,367.3280	39.70000	3,468,482.92	24%	29.14	2,546,165.32	922,317.60
<b>Total Equity Funds</b>	<b>87,367.3280</b>		<b>3,468,482.92</b>	<b>24%</b>		<b>2,546,165.32</b>	<b>922,317.60</b>



Investment Detail - Equities

		Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities		Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
AB INBEV	ORDF	5,330.0000	81.54087	434,612.84	6%	(69,118.14)	N/A	N/A
SYMBOL: BUDFF		50.0000	95.2576	4,762.88	05/02/13	(685.84)	2434	Long-Term
		100.0000	95.2530	9,525.30	05/02/13	(1,371.21)	2434	Long-Term
		100.0000	95.2551	9,525.51	05/02/13	(1,371.42)	2434	Long-Term
		100.0000	95.2553	9,525.53	05/02/13	(1,371.44)	2434	Long-Term
		100.0000	95.2553	9,525.53	05/02/13	(1,371.44)	2434	Long-Term
		100.0000	95.2568	9,525.68	05/02/13	(1,371.59)	2434	Long-Term
		100.0000	95.2575	9,525.75	05/02/13	(1,371.66)	2434	Long-Term
		200.0000	95.2558	19,051.16	05/02/13	(2,742.99)	2434	Long-Term
		1,300.0000	95.2558	123,832.55	05/02/13	(17,829.42)	2434	Long-Term
		50.0000	89.4926	4,474.63	07/18/13	(397.59)	2357	Long-Term
		75.0000	116.2849	8,721.37	10/19/15	(2,605.80)	1534	Long-Term
		100.0000	117.9928	11,799.28	10/27/15	(3,645.19)	1526	Long-Term
		50.0000	120.5726	6,028.63	10/30/15	(1,951.59)	1523	Long-Term
		100.0000	118.4931	11,849.31	11/06/15	(3,695.22)	1516	Long-Term
		100.0000	122.1596	12,215.96	11/11/15	(4,061.87)	1511	Long-Term
		25.0000	125.1316	3,128.29	11/17/15	(1,089.77)	1505	Long-Term
		80.0000	126.8161	10,145.29	12/17/15	(3,622.02)	1475	Long-Term



Investment Detail - Equities (continued)

		Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)		Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
AB INBEV	ORDF	35.0000	130.8274	4,578.96	09/26/16	(1,725.03)	1191	Long-Term
		110.0000	104.9813	11,547.95	11/21/16	(2,578.45)	1135	Long-Term
		150.0000	122.2330	18,334.95	10/06/17	(6,103.82)	816	Long-Term
		50.0000	110.9790	5,548.95	12/12/17	(1,471.91)	749	Long-Term
		25.0000	115.4080	2,885.20	01/05/18	(846.68)	725	Long-Term
		50.0000	114.2110	5,710.55	02/01/18	(1,633.51)	698	Long-Term
		25.0000	110.9580	2,773.95	03/02/18	(735.43)	669	Long-Term
		200.0000	109.6547	21,930.95	04/06/18	(5,622.78)	634	Long-Term
		100.0000	97.9195	9,791.95	05/04/18	(1,637.86)	606	Long-Term
		75.0000	98.1550	7,361.63	06/12/18	(1,246.06)	567	Long-Term
		125.0000	85.2296	10,653.70	10/17/18	(461.09)	440	Long-Term
		70.0000	69.3607	4,855.25	01/04/19	852.61	361	Short-Term
		105.0000	73.1671	7,682.55	01/14/19	879.24	351	Short-Term
		220.0000	73.4335	16,155.39	01/22/19	1,783.60	343	Short-Term
		1,260.0000	79.9653	100,756.40	11/19/19	1,985.10	42	Short-Term
Cost Basis				503,730.98				
ALPHABET INC.		213.0000	1,337.02000	284,785.26	4%	30,369.82	N/A	N/A
CLASS SYMBOL: GOOG	C	28.0000	1,139.7146	31,912.01	06/04/18	5,524.55	575	Long-Term
		15.0000	1,037.0900	15,556.35	11/21/18	4,498.95	405	Long-Term
		11.0000	1,007.6381	11,084.02	12/26/18	3,623.20	370	Long-Term
		11.0000	1,187.2309	13,059.54	04/01/19	1,647.68	274	Short-Term
		4.0000	1,226.2375	4,904.95	04/16/19	443.13	259	Short-Term
		8.0000	1,182.1687	9,457.35	04/30/19	1,238.81	245	Short-Term
		6.0000	1,160.8150	6,964.89	05/09/19	1,057.23	236	Short-Term
		9.0000	1,050.9655	9,458.69	06/04/19	2,574.49	210	Short-Term
		15.0000	1,082.5900	16,238.85	06/13/19	3,816.45	201	Short-Term
		3.0000	1,111.0533	3,333.16	06/20/19	677.90	194	Short-Term
		7.0000	1,150.2328	8,051.63	07/11/19	1,307.51	173	Short-Term
		14.0000	1,236.5078	17,311.11	09/13/19	1,407.17	109	Short-Term
		14.0000	1,239.0335	17,346.47	09/19/19	1,371.81	103	Short-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>ALPHABET INC.</b>	8.0000	1,221.6875	9,773.50	10/14/19	922.66	78	Short-Term
	13.0000	1,332.8230	17,326.70	11/15/19	54.56	46	Short-Term
	14.0000	1,326.4571	18,570.40	11/18/19	147.88	43	Short-Term
	14.0000	1,325.9421	18,563.19	12/05/19	155.09	26	Short-Term
	19.0000	1,342.2436	25,502.63	12/06/19	(99.25)	25	Short-Term
<i>Cost Basis</i>			254,415.44				
<b>ALTRIA GROUP INC</b>	<b>1,113.0000</b>	<b>49.91000</b>	<b>55,549.83</b>	<b>&lt;1%</b>	<b>14,960.86</b>	<b>6.73%</b>	<b>3,739.68</b>
SYMBOL: MO	888.0000	36.6196	32,518.27	05/02/13	11,801.81	2434	Long-Term
	225.0000	35.8697	8,070.70	09/19/13	3,159.05	2294	Long-Term
<i>Cost Basis</i>			40,588.97				<b>Accrued Dividend: 934.92</b>
<b>BERKSHIRE HATHAWAY</b>	<b>1,250.0000</b>	<b>226.50000</b>	<b>283,125.00</b>	<b>4%</b>	<b>132,469.72</b>	<b>N/A</b>	<b>N/A</b>
CLASS B	100.0000	107.1348	10,713.48	05/02/13	11,936.52	2434	Long-Term
SYMBOL: BRKB	100.0000	107.1372	10,713.72	05/02/13	11,936.28	2434	Long-Term
	100.0000	107.1372	10,713.72	05/02/13	11,936.28	2434	Long-Term
	400.0000	107.1371	42,854.85	05/02/13	47,745.15	2434	Long-Term
	400.0000	107.1371	42,854.87	05/02/13	47,745.13	2434	Long-Term
	150.0000	218.6976	32,804.64	11/18/19	1,170.36	43	Short-Term
<i>Cost Basis</i>			150,655.28				
<b>BROWN FORMAN CORP</b>	<b>3,925.0000</b>	<b>67.60000</b>	<b>265,330.00</b>	<b>3%</b>	<b>153,935.65</b>	<b>0.98%</b>	<b>2,606.20</b>
CLASS B	15.0000	28.3820	425.73	05/02/13	588.27	2434	Long-Term
SYMBOL: BFB	20.0000	28.3780	567.56	05/02/13	784.44	2434	Long-Term
	50.0000	28.3862	1,419.31	05/02/13	1,960.69	2434	Long-Term
	82.5000	28.3797	2,341.33	05/02/13	3,235.67	2434	Long-Term
	90.0000	28.3896	2,555.07	05/02/13	3,528.93	2434	Long-Term
	167.5000	28.3796	4,753.59	05/02/13	6,569.41	2434	Long-Term
	250.0000	28.3677	7,091.93	05/02/13	9,808.07	2434	Long-Term
	250.0000	28.3677	7,091.93	05/02/13	9,808.07	2434	Long-Term
	250.0000	28.3781	7,094.53	05/02/13	9,805.47	2434	Long-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>BROWN FORMAN CORP</b>	250.0000	28.3781	7,094.53	05/02/13	9,805.47	2434	Long-Term
	250.0000	28.3781	7,094.53	05/02/13	9,805.47	2434	Long-Term
	250.0000	28.3792	7,094.81	05/02/13	9,805.19	2434	Long-Term
	500.0000	28.3781	14,189.07	05/02/13	19,610.93	2434	Long-Term
	1,500.0000	28.3869	42,580.43	05/02/13	58,819.57	2434	Long-Term
<i>Cost Basis</i>			111,394.35				<i>Accrued Dividend: 684.13</i>
<b>COMCAST CORP</b>	<b>3,590.0000</b>	<b>44.97000</b>	<b>161,442.30</b>	<b>2%</b>	<b>81,772.50</b>	<b>1.86%</b>	<b>3,015.60</b>
CLASS A	715.0000	20.2459	14,475.87	05/03/13	17,677.68	2433	Long-Term
SYMBOL: CMCSA	2,500.0000	19.4285	48,571.45	06/26/13	63,853.55	2379	Long-Term
	375.0000	44.3266	16,622.48	11/18/19	241.27	43	Short-Term
<i>Cost Basis</i>			79,669.80				
<b>COMPAGNIE FINAN RI ORDF</b>	<b>6,215.0000</b>	<b>77.90000</b>	<b>484,148.50</b>	<b>6%</b>	<b>(8,486.24)</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: CFRHF	3,100.0000	82.8569	256,856.49	05/03/13	(15,366.49)	2433	Long-Term
	150.0000	86.7096	13,006.45	09/23/14	(1,321.45)	1925	Long-Term
	200.0000	82.6447	16,528.95	10/09/14	(948.95)	1909	Long-Term
	100.0000	83.0895	8,308.95	11/06/14	(518.95)	1881	Long-Term
	175.0000	81.6511	14,288.95	07/10/15	(656.45)	1635	Long-Term
	175.0000	83.3511	14,586.45	07/14/15	(953.95)	1631	Long-Term
	50.0000	81.3790	4,068.95	11/11/15	(173.95)	1511	Long-Term
	125.0000	75.2716	9,408.95	12/02/15	328.55	1490	Long-Term
	175.0000	72.2511	12,643.95	12/15/15	988.55	1477	Long-Term
	135.0000	73.2162	9,884.20	12/17/15	632.30	1475	Long-Term
	185.0000	65.5983	12,135.70	01/28/16	2,275.80	1433	Long-Term
	180.0000	65.2997	11,753.95	02/01/16	2,268.05	1429	Long-Term
	175.0000	67.2011	11,760.20	02/18/16	1,872.30	1412	Long-Term
	125.0000	66.3216	8,290.20	03/21/16	1,447.30	1380	Long-Term
	25.0000	57.7080	1,442.70	07/11/16	504.80	1268	Long-Term
	25.0000	62.3580	1,558.95	09/13/16	388.55	1204	Long-Term
	25.0000	64.7936	1,619.84	10/11/16	327.66	1176	Long-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
<b>Equities</b> (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>COMPAGNIE FINAN RI ORDF</b>	275.0000	86.8658	23,888.10	08/06/18	(2,465.60)	512	Long-Term
	30.0000	73.5126	2,205.38	10/11/18	131.62	446	Long-Term
	60.0000	66.9325	4,015.95	11/21/18	658.05	405	Long-Term
	110.0000	67.9450	7,473.95	12/03/18	1,095.05	393	Long-Term
	615.0000	76.2724	46,907.53	11/19/19	1,000.97	42	Short-Term
<i>Cost Basis</i>			492,634.74				
<b>DIAGEO PLC ORDF</b>	<b>3,640.0000</b>	<b>42.43006</b>	<b>154,445.42</b>	<b>2%</b>	<b>44,013.69</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: DGEAF	1,000.0000	30.9549	30,954.97	05/03/13	11,475.09	2433	Long-Term
	500.0000	29.0639	14,531.97	06/26/13	6,683.06	2379	Long-Term
	1,775.0000	29.0639	51,588.48	06/26/13	23,724.88	2379	Long-Term
	25.0000	29.6780	741.95	02/04/15	318.80	1791	Long-Term
	100.0000	28.9436	2,894.36	03/20/15	1,348.65	1747	Long-Term
	240.0000	40.5000	9,720.00	11/19/19	463.21	42	Short-Term
<i>Cost Basis</i>			110,431.73				
<b>HEINEKEN HLDG NV ORDF</b>	<b>5,530.0000</b>	<b>96.89357</b>	<b>535,821.44</b>	<b>7%</b>	<b>171,561.09</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: HKHHF	200.0000	60.9519	12,190.39	05/03/13	7,188.32	2433	Long-Term
	4,400.0000	60.9519	268,188.56	05/03/13	158,143.15	2433	Long-Term
	150.0000	67.0596	10,058.95	11/21/14	4,475.09	1866	Long-Term
	75.0000	70.6193	5,296.45	01/31/17	1,970.57	1064	Long-Term
	705.0000	97.2000	68,526.00	11/19/19	(216.03)	42	Short-Term
<i>Cost Basis</i>			364,260.35				
<b>J C DECAUX SA ORDF</b>	<b>4,100.0000</b>	<b>30.81753</b>	<b>126,351.87</b>	<b>2%</b>	<b>(13,909.23)</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: JCDXF	500.0000	34.9133	17,456.65	03/13/15	(2,047.88)	1754	Long-Term
	625.0000	42.6142	26,633.89	07/16/15	(7,372.93)	1629	Long-Term
	100.0000	36.3295	3,632.95	08/28/15	(551.20)	1586	Long-Term
	175.0000	35.6581	6,240.18	01/12/16	(847.11)	1449	Long-Term
	315.0000	39.0831	12,311.18	02/04/16	(2,603.66)	1426	Long-Term
	700.0000	34.1126	23,878.88	06/28/16	(2,306.61)	1281	Long-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
<b>Equities</b> (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>J C DECAUX SA ORDF</b>	510.0000	28.5175	14,543.95	12/20/16	1,172.99	1106	Long-Term
	325.0000	32.7951	10,658.42	08/31/17	(642.72)	852	Long-Term
	850.0000	29.3000	24,905.00	11/19/19	1,289.90	42	Short-Term
<i>Cost Basis</i>			140,261.10				
<b>MARTIN MARIETTA MATR</b>	<b>856.0000</b>	<b>279.64000</b>	<b>239,371.84</b>	<b>3%</b>	<b>144,711.63</b>	<b>0.78%</b>	<b>1,883.20</b>
SYMBOL: MLM	20.0000	104.5600	2,091.20	05/03/13	3,501.60	2433	Long-Term
	36.0000	104.5597	3,764.15	05/03/13	6,302.89	2433	Long-Term
	44.0000	104.5597	4,600.63	05/03/13	7,703.53	2433	Long-Term
	200.0000	104.5598	20,911.97	05/03/13	35,016.03	2433	Long-Term
	475.0000	99.2008	47,120.40	06/26/13	85,708.60	2379	Long-Term
	35.0000	211.0094	7,385.33	08/04/17	2,402.07	879	Long-Term
	10.0000	202.5490	2,025.49	08/24/17	770.91	859	Long-Term
	36.0000	187.8066	6,761.04	02/05/19	3,306.00	329	Short-Term
<i>Cost Basis</i>			94,660.21				
<b>MASTERCARD INC</b>	<b>3,596.0000</b>	<b>298.59000</b>	<b>1,073,729.64</b>	<b>14%</b>	<b>877,654.54</b>	<b>0.44%</b>	<b>4,746.72</b>
CLASS A	96.0000	54.5259	5,234.49	05/02/13	23,430.15	2434	Long-Term
SYMBOL: MA	500.0000	54.5258	27,262.94	05/02/13	122,032.06	2434	Long-Term
	1,000.0000	54.5258	54,525.89	05/02/13	244,064.11	2434	Long-Term
	2,000.0000	54.5258	109,051.78	05/02/13	488,128.22	2434	Long-Term
<i>Cost Basis</i>			196,075.10				
<b>NESTLE S A F</b>	<b>7,405.0000</b>	<b>108.26000</b>	<b>801,665.30</b>	<b>10%</b>	<b>252,970.80</b>	<b>2.23%</b>	<b>17,946.02</b>
SPONSORED ADR	6,175.0000	70.8714	437,631.09	05/02/13	230,874.41	2434	Long-Term
1 ADR REPS 1 ORD SHS	75.0000	67.3593	5,051.95	08/14/13	3,067.55	2330	Long-Term
SYMBOL: NSRGY	50.0000	67.6690	3,383.45	09/16/13	2,029.55	2297	Long-Term
	125.0000	76.7716	9,596.45	09/08/14	3,936.05	1940	Long-Term
	125.0000	72.8116	9,101.46	11/03/14	4,431.04	1884	Long-Term
	100.0000	74.0659	7,406.59	11/14/14	3,419.41	1873	Long-Term



Investment Detail - Equities (continued)

				% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income	
		Quantity	Market Price	Market Value				
Equities (continued)		Units Purchased	Cost Per Share	Cost Basis	Acquired			
						Holding Days	Holding Period	
NESTLE S A	F	25.0000	76.2900	1,907.25	02/19/15	799.25	1776	Long-Term
		85.0000	76.1412	6,472.01	04/17/17	2,730.09	988	Long-Term
		645.0000	105.6500	68,144.25	11/18/19	1,683.45	43	Short-Term
Cost Basis				548,694.50				
PERNOD-RICARD	ORDF	2,800.0000	178.75967	500,527.08	6%	161,330.56	N/A	N/A
SYMBOL: PDRDF		200.0000	123.7043	24,740.87	05/03/13	11,011.06	2433	Long-Term
		1,850.0000	123.7043	228,853.08	05/03/13	101,852.31	2433	Long-Term
		50.0000	112.5290	5,626.45	06/26/13	3,311.53	2379	Long-Term
		25.0000	118.3580	2,958.95	07/26/13	1,510.04	2349	Long-Term
		25.0000	115.2228	2,880.57	12/27/13	1,588.42	2195	Long-Term
		65.0000	112.5376	7,314.95	01/16/14	4,304.43	2175	Long-Term
		15.0000	113.9966	1,709.95	02/12/14	971.45	2148	Long-Term
		45.0000	117.5988	5,291.95	03/28/14	2,752.24	2104	Long-Term
		25.0000	120.3580	3,008.95	04/22/14	1,460.04	2079	Long-Term
		125.0000	115.6716	14,458.95	09/23/14	7,886.01	1925	Long-Term
		25.0000	117.5580	2,938.95	02/20/15	1,530.04	1775	Long-Term
		25.0000	119.1580	2,978.95	07/10/15	1,490.04	1635	Long-Term
		50.0000	121.4290	6,071.45	07/14/15	2,866.53	1631	Long-Term
		30.0000	109.1483	3,274.45	10/06/15	2,088.34	1547	Long-Term
		25.0000	109.6080	2,740.20	01/11/16	1,728.79	1450	Long-Term
		90.0000	110.7494	9,967.45	05/26/16	6,120.92	1314	Long-Term
		80.0000	111.3618	8,908.95	06/08/16	5,391.82	1301	Long-Term
		50.0000	109.4290	5,471.45	06/22/16	3,466.53	1287	Long-Term
Cost Basis				339,196.52				



Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
<b>PHILIP MORRIS INTL</b>	<b>5,270.0000</b>	<b>85.09000</b>	<b>448,424.30</b>	<b>6%</b>	<b>(43,827.05)</b>	<b>5.50%</b>	<b>24,663.60</b>
SYMBOL: PM	100.0000	95.0009	9,500.09	05/02/13	(991.09)	2434	Long-Term
	150.0000	94.9969	14,249.54	05/02/13	(1,486.04)	2434	Long-Term
	840.0000	95.0019	79,801.62	05/02/13	(8,326.02)	2434	Long-Term
	3,300.0000	94.9989	313,496.45	05/02/13	(32,699.45)	2434	Long-Term
	85.0000	85.6243	7,278.07	05/08/15	(45.42)	1698	Long-Term
	50.0000	84.2590	4,212.95	10/09/15	41.55	1544	Long-Term
	25.0000	100.6040	2,515.10	03/20/18	(387.85)	651	Long-Term
	95.0000	83.8121	7,962.15	04/19/18	121.40	621	Long-Term
	625.0000	85.1766	53,235.38	11/18/19	(54.13)	43	Short-Term
<i>Cost Basis</i>			492,251.35				<b>Accrued Dividend: 6,165.90</b>
<b>SWATCH GROUP AG ORDF</b>	<b>670.0000</b>	<b>266.16000</b>	<b>178,327.20</b>	<b>2%</b>	<b>(68,630.46)</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: SWGAF	60.0000	402.8548	24,171.29	10/23/15	(8,201.69)	1530	Long-Term
	103.0000	390.8569	40,258.27	10/27/15	(12,843.79)	1526	Long-Term
	38.0000	387.3800	14,720.44	10/29/15	(4,606.36)	1524	Long-Term
	5.0000	406.5460	2,032.73	11/04/15	(701.93)	1518	Long-Term
	79.0000	377.3989	29,814.52	11/06/15	(8,787.88)	1516	Long-Term
	27.0000	353.7196	9,550.43	11/23/15	(2,364.11)	1499	Long-Term
	5.0000	357.6580	1,788.29	12/02/15	(457.49)	1490	Long-Term
	30.0000	346.4156	10,392.47	12/17/15	(2,407.67)	1475	Long-Term
	20.0000	328.9805	6,579.61	01/05/16	(1,256.41)	1456	Long-Term
	20.0000	346.9425	6,938.85	02/18/16	(1,615.65)	1412	Long-Term
	5.0000	348.7640	1,743.82	04/14/16	(413.02)	1356	Long-Term
	20.0000	301.3050	6,026.10	05/26/16	(702.90)	1314	Long-Term
	15.0000	315.2066	4,728.10	06/07/16	(735.70)	1302	Long-Term
	25.0000	323.2112	8,080.28	06/08/16	(1,426.28)	1301	Long-Term
	10.0000	296.9350	2,969.35	10/11/16	(307.75)	1176	Long-Term
	23.0000	306.7326	7,054.85	11/09/16	(933.17)	1147	Long-Term
	15.0000	395.5900	5,933.85	08/25/17	(1,941.45)	858	Long-Term



Investment Detail - Equities (continued)

		Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)		Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
SWATCH GROUP AG ORDF		60.0000	398.2646	23,895.88	10/26/17	(7,926.28)	796	Long-Term
		10.0000	388.8860	3,888.86	12/12/17	(1,227.26)	749	Long-Term
		40.0000	443.3987	17,735.95	08/06/18	(7,089.55)	512	Long-Term
		30.0000	341.6290	10,248.87	10/11/18	(2,264.07)	446	Long-Term
		30.0000	280.1616	8,404.85	11/19/19	(420.05)	42	Short-Term
Cost Basis				246,957.66				
UNILEVER N V F		7,280.0000	57.46000	418,308.80	5%	99,369.57	3.14%	13,150.59
SPONSORED ADR		4,150.0000	42.4011	175,964.80	05/02/13	62,494.20	2434	Long-Term
1 ADR REPS 1 ORD SHS		325.0000	40.9375	13,304.70	05/31/13	5,369.80	2405	Long-Term
SYMBOL: UN		150.0000	38.6576	5,798.65	06/26/13	2,820.35	2379	Long-Term
		190.0000	40.5171	7,698.25	09/20/13	3,219.15	2293	Long-Term
		235.0000	39.4480	9,270.30	11/18/13	4,232.80	2234	Long-Term
		40.0000	39.4537	1,578.15	12/24/13	720.25	2198	Long-Term
		145.0000	38.7817	5,623.35	01/10/14	2,708.35	2181	Long-Term
		130.0000	38.9872	5,068.34	01/16/14	2,401.46	2175	Long-Term
		135.0000	39.6146	5,347.98	03/25/14	2,409.12	2107	Long-Term
		145.0000	42.6797	6,188.56	05/08/14	2,143.14	2063	Long-Term
		355.0000	38.3590	13,617.48	10/29/14	6,780.82	1889	Long-Term
		175.0000	40.8111	7,141.95	12/13/16	2,913.55	1113	Long-Term
		175.0000	40.1711	7,029.95	12/16/16	3,025.55	1110	Long-Term
		10.0000	52.4500	524.50	03/02/18	50.10	669	Long-Term
		170.0000	59.7636	10,159.82	09/23/19	(391.62)	99	Short-Term
		750.0000	59.4966	44,622.45	11/18/19	(1,527.45)	43	Short-Term
Cost Basis				318,939.23				



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Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
<b>Equities</b> (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>WELLS FARGO BK N A</b>	398.0000	56.5124	22,491.95	07/03/18	(1,079.55)	546	Long-Term
	375.0000	55.9582	20,984.33	07/06/18	(809.33)	543	Long-Term
	140.0000	53.2010	7,448.15	10/16/18	83.85	441	Long-Term
	265.0000	48.3876	12,822.74	04/30/19	1,434.26	245	Short-Term
	55.0000	46.3927	2,551.60	07/19/19	407.40	165	Short-Term
	165.0000	48.3496	7,977.70	07/25/19	899.30	159	Short-Term
	675.0000	53.9861	36,440.62	11/18/19	(125.62)	43	Short-Term
<i>Cost Basis</i>			315,726.45				
<b>1/100 BERKSHIRE HTWY CLA</b>	<b>200.0000</b>	<b>3,395.90000</b>	<b>679,180.00</b>	<b>9%</b>	<b>357,771.05</b>	<b>N/A</b>	<b>N/A</b>
100 SHS=1 WHOLE SH BRK A	100.0000	1,607.0447	160,704.47	05/02/13	178,885.53	2434	Long-Term
	100.0000	1,607.0448	160,704.48	05/02/13	178,885.52	2434	Long-Term
<i>Cost Basis</i>			321,408.95				
<b>Total Equities</b>	<b>70,408.0000</b>		<b>7,524,611.62</b>	<b>98%</b>	<b>2,402,658.91</b>		<b>86,898.61</b>
		<b>Total Cost Basis:</b>	<b>5,121,952.71</b>				

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Investment Detail - Equities

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>A T &amp; T INC</b>	<b>3,079.0000</b>	<b>39.08000</b>	<b>120,327.32</b>	<b>2%</b>	<b>18,248.82</b>	<b>5.22%</b>	<b>6,281.16</b>
SYMBOL: T	862.2000	32.5400	28,055.99	05/15/13	5,638.79	2421	Long-Term
	574.8000	32.5399	18,703.99	05/17/13	3,759.19	2419	Long-Term
	1,642.0000	33.6897	55,318.52	07/24/13	8,850.84	2351	Long-Term
<i>Cost Basis</i>			102,078.50				



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
<b>ABBOTT LABORATORIES</b>	<b>1,275.0000</b>	<b>86.86000</b>	<b>110,746.50</b>	<b>2%</b>	<b>64,739.78</b>	<b>1.47%</b>	<b>1,632.00</b>
SYMBOL: ABT	825.0000	36.2399	29,897.98	05/10/13	41,761.52	2426	Long-Term
	450.0000	35.7972	16,108.74	06/26/13	22,978.26	2379	Long-Term
<i>Cost Basis</i>			46,006.72				
<b>ABBVIE INC</b>	<b>1,050.0000</b>	<b>88.54000</b>	<b>92,967.00</b>	<b>1%</b>	<b>44,224.38</b>	<b>4.83%</b>	<b>4,494.00</b>
SYMBOL: ABBV	850.0000	47.0847	40,022.07	05/17/13	35,236.93	2419	Long-Term
	200.0000	43.6027	8,720.55	06/26/13	8,987.45	2379	Long-Term
<i>Cost Basis</i>			48,742.62				
<b>ADOBE INC</b>	<b>650.0000</b>	<b>329.81000</b>	<b>214,376.50</b>	<b>3%</b>	<b>185,398.01</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: ADBE	650.0000	44.5822	28,978.49	06/21/13	185,398.01	2384	Long-Term
<b>AIR PROD &amp; CHEMICALS</b>	<b>425.0000</b>	<b>234.99000</b>	<b>99,870.75</b>	<b>2%</b>	<b>50,425.67</b>	<b>1.97%</b>	<b>1,972.00</b>
SYMBOL: APD	400.0000	114.4709	45,788.39	09/29/15	48,207.61	1554	Long-Term
	25.0000	146.2676	3,656.69	12/22/16	2,218.06	1104	Long-Term
<i>Cost Basis</i>			49,445.08				
<b>AKAMAI TECHNOLOGIES INC</b>	<b>1,150.0000</b>	<b>86.38000</b>	<b>99,337.00</b>	<b>2%</b>	<b>44,532.86</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: AKAM	1,000.0000	47.4691	47,469.15	12/24/13	38,910.85	2198	Long-Term
	150.0000	48.8999	7,334.99	06/20/17	5,622.01	924	Long-Term
<i>Cost Basis</i>			54,804.14				
<b>ALPHABET INC.</b>	<b>30.0000</b>	<b>1,339.39000</b>	<b>40,181.70</b>	<b>&lt;1%</b>	<b>27,363.33</b>	<b>N/A</b>	<b>N/A</b>
CLASS A	30.0000	427.2790	12,818.37	05/06/13	27,363.33	2430	Long-Term
SYMBOL: GOOGL							
<b>ALPHABET INC.</b>	<b>60.0000</b>	<b>1,337.02000</b>	<b>80,221.20</b>	<b>1%</b>	<b>54,736.35</b>	<b>N/A</b>	<b>N/A</b>
CLASS C	60.0000	424.7475	25,484.85	05/06/13	54,736.35	2430	Long-Term
SYMBOL: GOOG							



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>AMAZON.COM INC</b>	<b>135.0000</b>	<b>1,847.84000</b>	<b>249,458.40</b>	<b>4%</b>	<b>214,601.79</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: AMZN	135.0000	258.1971	34,856.61	05/06/13	214,601.79	2430	Long-Term
<b>APPLE INC</b>	<b>750.0000</b>	<b>293.65000</b>	<b>220,237.50</b>	<b>4%</b>	<b>171,159.70</b>	<b>1.04%</b>	<b>2,310.00</b>
SYMBOL: AAPL	750.0000	65.4370	49,077.80	05/06/13	171,159.70	2430	Long-Term
<b>BANK OF AMERICA CORP</b>	<b>3,300.0000</b>	<b>35.22000</b>	<b>116,226.00</b>	<b>2%</b>	<b>14,642.34</b>	<b>2.04%</b>	<b>2,376.00</b>
SYMBOL: BAC	2,500.0000	30.0266	75,066.70	02/09/18	12,983.30	690	Long-Term
	800.0000	33.1462	26,516.96	11/22/19	1,659.04	39	Short-Term
<i>Cost Basis</i>			101,583.66				
<b>BECTON DICKINSON&amp;CO</b>	<b>400.0000</b>	<b>271.97000</b>	<b>108,788.00</b>	<b>2%</b>	<b>13,172.15</b>	<b>1.16%</b>	<b>1,264.00</b>
SYMBOL: BDX	150.0000	220.9630	33,144.45	12/20/18	7,651.05	376	Long-Term
	250.0000	249.8856	62,471.40	11/22/19	5,521.10	39	Short-Term
<i>Cost Basis</i>			95,615.85				
<b>BLACK KNIGHT INC</b>	<b>1,800.0000</b>	<b>64.48000</b>	<b>116,064.00</b>	<b>2%</b>	<b>5,511.24</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: BKI	1,800.0000	61.4182	110,552.76	11/22/19	5,511.24	39	Short-Term
<b>CHEVRON CORP</b>	<b>725.0000</b>	<b>120.51000</b>	<b>87,369.75</b>	<b>1%</b>	<b>(914.29)</b>	<b>3.94%</b>	<b>3,451.00</b>
SYMBOL: CVX	300.0000	123.4910	37,047.30	05/06/13	(894.30)	2430	Long-Term
	200.0000	123.1687	24,633.75	05/17/13	(531.75)	2419	Long-Term
	225.0000	118.2355	26,602.99	12/19/19	511.76	12	Short-Term
<i>Cost Basis</i>			88,284.04				
<b>CINTAS CORP</b>	<b>425.0000</b>	<b>269.08000</b>	<b>114,359.00</b>	<b>2%</b>	<b>49,642.30</b>	<b>0.94%</b>	<b>1,083.75</b>
SYMBOL: CTAS	425.0000	152.2745	64,716.70	02/09/18	49,642.30	690	Long-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>COLGATE-PALMOLIVE CO</b>	<b>1,250.0000</b>	<b>68.84000</b>	<b>86,050.00</b>	<b>1%</b>	<b>10,420.80</b>	<b>2.49%</b>	<b>2,150.00</b>
SYMBOL: CL	1,100.0000	59.7056	65,676.20	06/18/13	10,047.80	2387	Long-Term
	150.0000	66.3533	9,953.00	12/22/16	373.00	1104	Long-Term
<i>Cost Basis</i>			75,629.20				
<b>COMERICA INCORPORATE</b>	<b>1,100.0000</b>	<b>71.75000</b>	<b>78,925.00</b>	<b>1%</b>	<b>38,412.04</b>	<b>3.73%</b>	<b>2,948.00</b>
SYMBOL: CMA	1,100.0000	36.8299	40,512.96	05/06/13	38,412.04	2430	Long-Term
							<i>Accrued Dividend: 737.00</i>
<b>CULLEN FROST BANKERS</b>	<b>775.0000</b>	<b>97.78000</b>	<b>75,779.50</b>	<b>1%</b>	<b>28,671.24</b>	<b>2.90%</b>	<b>2,201.00</b>
SYMBOL: CFR	775.0000	60.7848	47,108.26	05/06/13	28,671.24	2430	Long-Term
<b>DANAHER CORP</b>	<b>700.0000</b>	<b>153.48000</b>	<b>107,436.00</b>	<b>2%</b>	<b>74,938.47</b>	<b>0.44%</b>	<b>476.00</b>
SYMBOL: DHR	700.0000	46.4250	32,497.53	05/06/13	74,938.47	2430	Long-Term
							<i>Accrued Dividend: 119.00</i>
<b>ECOLAB INC</b>	<b>450.0000</b>	<b>192.99000</b>	<b>86,845.50</b>	<b>1%</b>	<b>30,074.35</b>	<b>0.95%</b>	<b>828.00</b>
SYMBOL: ECL	200.0000	108.0414	21,608.28	09/29/15	16,989.72	1554	Long-Term
	150.0000	106.6746	16,001.20	03/11/16	12,947.30	1390	Long-Term
	100.0000	191.6167	19,161.67	12/19/19	137.33	12	Short-Term
<i>Cost Basis</i>			56,771.15				<i>Accrued Dividend: 164.50</i>
<b>EOG RESOURCES INC</b>	<b>900.0000</b>	<b>83.76000</b>	<b>75,384.00</b>	<b>1%</b>	<b>13,561.44</b>	<b>1.37%</b>	<b>1,035.00</b>
SYMBOL: EOG	600.0000	62.4290	37,457.40	05/06/13	12,798.60	2430	Long-Term
	300.0000	81.2172	24,365.16	12/19/19	762.84	12	Short-Term
<i>Cost Basis</i>			61,822.56				
<b>EXXON MOBIL CORP</b>	<b>625.0000</b>	<b>69.78000</b>	<b>43,612.50</b>	<b>&lt;1%</b>	<b>(12,753.55)</b>	<b>4.98%</b>	<b>2,175.00</b>
SYMBOL: XOM	625.0000	90.1856	56,366.05	05/06/13	(12,753.55)	2430	Long-Term



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>F M C CORP</b>	<b>1,150.0000</b>	<b>99.82000</b>	<b>114,793.00</b>	<b>2%</b>	<b>19,392.25</b>	<b>1.60%</b>	<b>1,840.00</b>
SYMBOL: FMC	500.0000	64.6634	32,331.70	12/20/18	17,578.30	376	Long-Term
	650.0000	97.0293	63,069.05	11/22/19	1,813.95	39	Short-Term
<i>Cost Basis</i>			95,400.75				
<b>FLIR SYSTEMS INC</b>	<b>1,000.0000</b>	<b>52.07000</b>	<b>52,070.00</b>	<b>&lt;1%</b>	<b>9,579.85</b>	<b>1.30%</b>	<b>680.00</b>
SYMBOL: FLIR	1,000.0000	42.4901	42,490.15	12/20/18	9,579.85	376	Long-Term
<b>FORTIVE CORP DISC</b>	<b>950.0000</b>	<b>76.39000</b>	<b>72,570.50</b>	<b>1%</b>	<b>30,067.28</b>	<b>0.36%</b>	<b>266.00</b>
SYMBOL: FTV	350.0000	28.8878	10,110.73	05/06/13	16,625.77	2430	Long-Term
	600.0000	53.9874	32,392.49	12/22/16	13,441.51	1104	Long-Term
<i>Cost Basis</i>			42,503.22				
<b>HOME DEPOT INC</b>	<b>615.0000</b>	<b>218.38000</b>	<b>134,303.70</b>	<b>2%</b>	<b>87,525.70</b>	<b>2.49%</b>	<b>3,345.60</b>
SYMBOL: HD	615.0000	76.0617	46,778.00	05/10/13	87,525.70	2426	Long-Term
<b>HONEYWELL INTL INC</b>	<b>625.0000</b>	<b>177.00000</b>	<b>110,625.00</b>	<b>2%</b>	<b>45,620.87</b>	<b>2.03%</b>	<b>2,250.00</b>
SYMBOL: HON	475.0000	81.0946	38,519.96	09/16/13	45,555.04	2297	Long-Term
	150.0000	176.5611	26,484.17	11/22/19	65.83	39	Short-Term
<i>Cost Basis</i>			65,004.13				
<b>J P MORGAN CHASE &amp; CO</b>	<b>900.0000</b>	<b>139.40000</b>	<b>125,460.00</b>	<b>2%</b>	<b>82,411.84</b>	<b>2.58%</b>	<b>3,240.00</b>
SYMBOL: JPM	900.0000	47.8312	43,048.16	05/06/13	82,411.84	2430	Long-Term
<b>JOHNSON &amp; JOHNSON</b>	<b>250.0000</b>	<b>145.87000</b>	<b>36,467.50</b>	<b>&lt;1%</b>	<b>4,580.05</b>	<b>2.60%</b>	<b>950.00</b>
SYMBOL: JNJ	250.0000	127.5498	31,887.45	12/20/18	4,580.05	376	Long-Term
<b>KIMBERLY-CLARK CORP</b>	<b>525.0000</b>	<b>137.55000</b>	<b>72,213.75</b>	<b>1%</b>	<b>18,279.92</b>	<b>2.99%</b>	<b>2,163.00</b>
SYMBOL: KMB	525.0000	102.7311	53,933.83	09/17/14	18,279.92	1931	Long-Term
							<i>Accrued Dividend: 540.75</i>



Investment Detail - Equities (continued)

		Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)		Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>LINDE PLC</b>	<b>F</b>	<b>500.0000</b>	<b>212.90000</b>	<b>106,450.00</b>	<b>2%</b>	<b>24,725.00</b>	<b>1.64%</b>	<b>1,750.00</b>
SYMBOL: LIN		400.0000	163.4500	65,380.00	12/22/16	19,780.00	1104	Long-Term
		100.0000	163.4500	16,345.00	06/20/17	4,945.00	924	Long-Term
<i>Cost Basis</i>				81,725.00				
<b>MARTIN MARIETTA MATR</b>		<b>425.0000</b>	<b>279.64000</b>	<b>118,847.00</b>	<b>2%</b>	<b>24,726.07</b>	<b>0.78%</b>	<b>935.00</b>
SYMBOL: MLM		325.0000	229.2475	74,505.44	06/20/17	16,377.56	924	Long-Term
		100.0000	196.1549	19,615.49	09/20/18	8,348.51	467	Long-Term
<i>Cost Basis</i>				94,120.93				
<b>MEDTRONIC PLC</b>	<b>F</b>	<b>400.0000</b>	<b>113.45000</b>	<b>45,380.00</b>	<b>&lt;1%</b>	<b>18,628.17</b>	<b>1.90%</b>	<b>864.00</b>
SYMBOL: MDT		400.0000	66.8795	26,751.83	09/29/15	18,628.17	1554	Long-Term
<b>MERCK &amp; CO. INC.</b>		<b>1,200.0000</b>	<b>90.95000</b>	<b>109,140.00</b>	<b>2%</b>	<b>54,499.73</b>	<b>2.41%</b>	<b>2,640.00</b>
SYMBOL: MRK		1,100.0000	45.4867	50,035.41	05/06/13	50,009.59	2430	Long-Term
		100.0000	46.0486	4,604.86	05/17/13	4,490.14	2419	Long-Term
<i>Cost Basis</i>				54,640.27				<b>Accrued Dividend: 732.00</b>
<b>MICROSOFT CORP</b>		<b>850.0000</b>	<b>157.70000</b>	<b>134,045.00</b>	<b>2%</b>	<b>89,107.93</b>	<b>1.29%</b>	<b>1,734.00</b>
SYMBOL: MSFT		850.0000	52.8671	44,937.07	03/11/16	89,107.93	1390	Long-Term
<b>MONDELEZ INTL</b>		<b>1,900.0000</b>	<b>55.08000</b>	<b>104,652.00</b>	<b>2%</b>	<b>19,116.64</b>	<b>2.06%</b>	<b>2,166.00</b>
CLASS	<b>A</b>	1,200.0000	45.0340	54,040.91	12/28/16	12,055.09	1098	Long-Term
SYMBOL: MDLZ		700.0000	44.9920	31,494.45	04/28/17	7,061.55	977	Long-Term
<i>Cost Basis</i>				85,535.36				
<b>MOODYS CORP</b>		<b>300.0000</b>	<b>237.41000</b>	<b>71,223.00</b>	<b>1%</b>	<b>29,516.58</b>	<b>0.84%</b>	<b>600.00</b>
SYMBOL: MCO		300.0000	139.0214	41,706.42	12/20/18	29,516.58	376	Long-Term



Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
<b>NIKE INC</b>	<b>925.0000</b>	<b>101.31000</b>	<b>93,711.75</b>	<b>1%</b>	<b>59,260.36</b>	<b>0.86%</b>	<b>814.00</b>
CLASS B	925.0000	37.2447	34,451.39	05/12/14	59,260.36	2059	Long-Term
SYMBOL: NKE							<b>Accrued Dividend: 226.63</b>
<b>NTNL INSTRUMENTS</b>	<b>1,150.0000</b>	<b>42.34000</b>	<b>48,691.00</b>	<b>&lt;1%</b>	<b>17,248.19</b>	<b>2.36%</b>	<b>1,150.00</b>
SYMBOL: NATI	1,150.0000	27.3415	31,442.81	05/06/13	17,248.19	2430	Long-Term
<b>ORACLE CORP</b>	<b>1,100.0000</b>	<b>52.98000</b>	<b>58,278.00</b>	<b>&lt;1%</b>	<b>3,702.05</b>	<b>1.81%</b>	<b>1,056.00</b>
SYMBOL: ORCL	1,100.0000	49.6145	54,575.95	12/11/17	3,702.05	750	Long-Term
<b>PAYPAL HOLDINGS INCORPOR</b>	<b>950.0000</b>	<b>108.17000</b>	<b>102,761.50</b>	<b>2%</b>	<b>70,886.68</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: PYPL	950.0000	33.5524	31,874.82	03/27/14	70,886.68	2105	Long-Term
<b>PEPSICO INC</b>	<b>615.0000</b>	<b>136.67000</b>	<b>84,052.05</b>	<b>1%</b>	<b>32,198.46</b>	<b>2.79%</b>	<b>2,349.30</b>
SYMBOL: PEP	615.0000	84.3147	51,853.59	05/15/13	32,198.46	2421	Long-Term
							<b>Accrued Dividend: 587.33</b>
<b>PERKINELMER INC</b>	<b>1,300.0000</b>	<b>97.10000</b>	<b>126,230.00</b>	<b>2%</b>	<b>68,564.24</b>	<b>0.28%</b>	<b>364.00</b>
SYMBOL: PKI	1,300.0000	44.3582	57,665.76	09/17/14	68,564.24	1931	Long-Term
<b>PFIZER INC</b>	<b>1,850.0000</b>	<b>39.18000</b>	<b>72,483.00</b>	<b>1%</b>	<b>19,112.77</b>	<b>3.67%</b>	<b>2,664.00</b>
SYMBOL: PFE	1,850.0000	28.8487	53,370.23	05/06/13	19,112.77	2430	Long-Term
<b>PIONEER NATURAL RES</b>	<b>425.0000</b>	<b>151.37000</b>	<b>64,332.25</b>	<b>1%</b>	<b>4,810.26</b>	<b>0.58%</b>	<b>374.00</b>
SYMBOL: PXD	175.0000	125.1658	21,904.02	12/24/15	4,585.73	1468	Long-Term
	100.0000	156.2395	15,623.95	12/11/17	(486.95)	750	Long-Term
	150.0000	146.6268	21,994.02	12/19/19	711.48	12	Short-Term
Cost Basis			59,521.99				



Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>PROCTER &amp; GAMBLE</b>	<b>350.0000</b>	<b>124.90000</b>	<b>43,715.00</b>	<b>&lt;1%</b>	<b>16,054.66</b>	<b>2.38%</b>	<b>1,044.26</b>
SYMBOL: PG	150.0000	79.1732	11,875.99	06/18/13	6,859.01	2387	Long-Term
	200.0000	78.9217	15,784.35	06/27/14	9,195.65	2013	Long-Term
<i>Cost Basis</i>			27,660.34				
<b>REALPAGE INC</b>	<b>1,525.0000</b>	<b>53.75000</b>	<b>81,968.75</b>	<b>1%</b>	<b>14,251.72</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: RP	1,525.0000	44.4046	67,717.03	12/11/17	14,251.72	750	Long-Term
<b>ROPER TECHNOLOGIES</b>	<b>300.0000</b>	<b>354.23000</b>	<b>106,269.00</b>	<b>2%</b>	<b>69,870.93</b>	<b>0.52%</b>	<b>555.00</b>
SYMBOL: ROP	300.0000	121.3269	36,398.07	05/10/13	69,870.93	2426	Long-Term
<b>THE COCA-COLA CO</b>	<b>1,450.0000</b>	<b>55.35000</b>	<b>80,257.50</b>	<b>1%</b>	<b>19,675.31</b>	<b>2.89%</b>	<b>2,320.00</b>
SYMBOL: KO	975.0000	42.1422	41,088.71	05/06/13	12,877.54	2430	Long-Term
	300.0000	38.6258	11,587.75	09/04/13	5,017.25	2309	Long-Term
	175.0000	45.1756	7,905.73	12/11/17	1,780.52	750	Long-Term
<i>Cost Basis</i>			60,582.19				
<b>THERMO FISHER SCNTFC</b>	<b>400.0000</b>	<b>324.87000</b>	<b>129,948.00</b>	<b>2%</b>	<b>63,055.82</b>	<b>0.23%</b>	<b>304.00</b>
SYMBOL: TMO	300.0000	120.5243	36,157.31	09/29/15	61,303.69	1554	Long-Term
	100.0000	307.3487	30,734.87	11/22/19	1,752.13	39	Short-Term
<i>Cost Basis</i>			66,892.18				<b>Accrued Dividend: 76.00</b>
<b>TRIMBLE INC</b>	<b>2,100.0000</b>	<b>41.69000</b>	<b>87,549.00</b>	<b>1%</b>	<b>41,501.96</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: TRMB	1,100.0000	27.1128	29,824.09	05/06/13	16,034.91	2430	Long-Term
	1,000.0000	16.2229	16,222.95	09/29/15	25,467.05	1554	Long-Term
<i>Cost Basis</i>			46,047.04				
<b>TRUIST FINL CORP</b>	<b>1,877.0000</b>	<b>56.32000</b>	<b>105,712.64</b>	<b>2%</b>	<b>62,844.91</b>	<b>N/A</b>	<b>N/A</b>
SYMBOL: TFC	1,877.0000	22.8384	42,867.73	05/06/13	62,844.91	2430	Long-Term



Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
<b>U S BANCORP</b>	<b>1,950.0000</b>	<b>59.29000</b>	<b>115,615.50</b>	<b>2%</b>	<b>46,830.72</b>	<b>2.83%</b>	<b>3,276.00</b>
SYMBOL: USB	1,900.0000	35.2641	67,001.81	05/22/13	45,649.19	2414	Long-Term
	50.0000	35.6594	1,782.97	06/21/13	1,181.53	2384	Long-Term
<i>Cost Basis</i>			68,784.78				
<b>VF CORP</b>	<b>1,550.0000</b>	<b>99.66000</b>	<b>154,473.00</b>	<b>2%</b>	<b>22,734.43</b>	<b>1.92%</b>	<b>2,976.00</b>
SYMBOL: VFC	750.0000	86.0568	64,542.66	09/20/18	10,202.34	467	Long-Term
	100.0000	67.3292	6,732.92	12/20/18	3,233.08	376	Long-Term
	700.0000	86.3757	60,462.99	11/22/19	9,299.01	39	Short-Term
<i>Cost Basis</i>			131,738.57				
<b>VISA INC</b>	<b>500.0000</b>	<b>187.90000</b>	<b>93,950.00</b>	<b>1%</b>	<b>58,069.91</b>	<b>0.63%</b>	<b>600.00</b>
CLASS A	500.0000	71.7601	35,880.09	03/11/16	58,069.91	1390	Long-Term
SYMBOL: V							
<b>WALGREENS BOOTS ALLI</b>	<b>725.0000</b>	<b>58.96000</b>	<b>42,746.00</b>	<b>&lt;1%</b>	<b>7,738.26</b>	<b>3.10%</b>	<b>1,326.75</b>
SYMBOL: WBA	725.0000	48.2865	35,007.74	05/06/13	7,738.26	2430	Long-Term
<b>WALMART INC</b>	<b>540.0000</b>	<b>118.84000</b>	<b>64,173.60</b>	<b>1%</b>	<b>22,277.62</b>	<b>1.78%</b>	<b>1,144.80</b>
SYMBOL: WMT	290.0000	79.0440	22,922.78	05/06/13	11,540.82	2430	Long-Term
	250.0000	75.8928	18,973.20	06/18/13	10,736.80	2387	Long-Term
<i>Cost Basis</i>			41,895.98				<i>Accrued Dividend: 286.20</i>
<b>WALT DISNEY CO</b>	<b>750.0000</b>	<b>144.63000</b>	<b>108,472.50</b>	<b>2%</b>	<b>59,429.21</b>	<b>1.21%</b>	<b>1,320.00</b>
SYMBOL: DIS	750.0000	65.3910	49,043.29	06/18/13	59,429.21	2387	Long-Term
							<i>Accrued Dividend: 660.00</i>
<b>WASTE MANAGEMENT INC</b>	<b>925.0000</b>	<b>113.96000</b>	<b>105,413.00</b>	<b>2%</b>	<b>68,548.87</b>	<b>1.79%</b>	<b>1,896.25</b>
SYMBOL: WM	925.0000	39.8531	36,864.13	06/26/13	68,548.87	2379	Long-Term



Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
<b>ZIONS BANCORP N A</b>	<b>2,225.0000</b>	<b>51.92000</b>	<b>115,522.00</b>	<b>2%</b>	<b>41,771.40</b>	<b>2.61%</b>	<b>3,026.00</b>
SYMBOL: ZION	1,625.0000	26.9582	43,807.18	05/15/13	40,562.82	2421	Long-Term
	600.0000	49.9057	29,943.42	11/22/19	1,208.58	39	Short-Term
<i>Cost Basis</i>			73,750.60				
<b>ZOETIS INC</b>	<b>1,375.0000</b>	<b>132.35000</b>	<b>181,981.25</b>	<b>3%</b>	<b>125,289.09</b>	<b>0.49%</b>	<b>902.00</b>
CLASS A	1,375.0000	41.2306	56,692.16	03/14/16	125,289.09	1387	Long-Term
SYMBOL: ZTS							
<b>Total Equities</b>	<b>59,501.0000</b>		<b>6,101,109.86</b>	<b>97%</b>	<b>2,714,314.93</b>		<b>91,562.87</b>
		<b>Total Cost Basis:</b>	<b>3,386,794.93</b>				

	Cost	FMV
Total Page 1	2,546,165	3,468,483
Total Page 12	5,121,952	7,524,612
Total Page 22	3,386,795	6,101,110
<b>Total Part II, Line 10b</b>	<b>11,054,912</b>	<b>17,094,204</b>



**Part XV - Grants and Contributions Paid During the Year**

<b>Grantee Name and Address</b>	<b>Public Status</b>	<b>Purpose</b>	<b>Amount</b>
<b>Counseling</b>			
Serenity Retreat 953 Memory Lane Bellville, TX 77418	PC	General Support	100,000
There's Still Hope 3810 42nd Ave W. Bradenton, FL 34205	PC	General Support	\$ 50,000
<b>Subtotal Counseling</b>			<b>\$ 150,000</b>
<b>Discipleship</b>			
College of Biblical Studies 7000 Regency Square Blvd Houston, TX 77038	PC	Discipleship Grant	200,000
Fuller Theological Seminary 135 North Oakland Avenue Pasadena, CA 91182	PC	Discipleship Grants	754,650
Gordon-Conwell Theological Seminary 130 Essex Street South Hamilton, MA 01982	PC	Discipleship Grant	30,000
Grace School of Theology 3705 College Park Drive The Woodlands, TX 77384	PC	Discipleship Grant	75,000
LC Pastoral Services 3202 Wildcandle Drive Spring, TX 77388	PC	General Support	55,000
Prison Fellowship 44180 Riverside Parkway Lansdowne, VA 20176	PC	Discipleship After-Care Program Grant	65,000
Seven Mile Road Houston, Inc. PO Box 271628 Houston, TX 77277	PC	Discipleship Grant	50,000



**Part XV - Grants and Contributions Paid During the Year**

Grantee Name and Address	Public Status	Purpose	Amount
Young Life P.O. Box 520 Colorado Springs, CO 80901	PC	Discipleship Camp Scholarships	600,000
Subtotal Discipleship			\$ 1,829,650
Evangelism			
Young Life PO Box 520 Colorado Springs, CO 80901	PC	General Support	\$ 340,000
		Soul Care Grant	\$ 95,000
Subtotal Evangelism			\$ 435,000
Human Services			
The Brookwood Community 1752 FM 1489 Houston, TX 77092	PC	Beyond Capital Campaign Grant	\$ 250,000
Subtotal Human Services			\$ 250,000
Poor/Homeless			
The Jesse Tree 1619 Sealy Avenue Galveston, TX 77550	PC	General Support	25,000
Subtotal Poor/Homeless			\$ 25,000
Total			\$ 2,689,650