29491009012041

EXTENDED TO NOVEMBER 16, 2020

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation HILDEBRAND FOUNDATION	A Employer identification number 76-0699250
Number and street (or P O box number if mail is not delivered to street address) 1111 TRAVIS ST. — Room/suite	B Telephone number 713-655-6300
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 149,312,549. — J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	109.	109.		STATEMENT 1
	4 Dividends and interest from securities	3,386,990.	3,386,709.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,684,918.			
	b Gross sales price for all assets on line 6a 71,352,281.				
	7 Capital gain net income (from Part IV, line 2)		4,684,918.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	30,903.	30,903.		STATEMENT 3
	12 **Total** Add lines 1 through 11	8,102,920.	8,102,639.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	21,672.	10,836.		10,836.
	c Other professional fees STMT 5	514,723.	364,298.		150,425.
	17 Interest				
	18 Taxes STMT 6	25,996.	25,996.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	306.	0.		306.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	562,697.	401,130.		161,567.
	25 Contributions, gifts, grants paid	18,880,697.			18,880,697.
	26 **Total expenses and disbursements.** Add lines 24 and 25	19,443,394.	401,130.		19,042,264.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-11,340,474.			
	b **Net investment income** (if negative, enter -0-)		7,701,509.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing		9,714,711.	7,849,632.	7,849,632.
2 Savings and temporary cash investments				
3 Accounts receivable ▶	236,044.			
Less: allowance for doubtful accounts ▶		256,246.	236,044.	
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 8	80,434,858.	70,646,904.	102,100,780.
c Investments - corporate bonds	STMT 9	36,622,697.	36,999,654.	38,439,558.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 10	896,467.	853,336.	922,579.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)		127,924,979.	116,585,570.	149,312,549.
Liabilities 17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ FEES PAYABLE)		11,118.	12,183.	
23 **Total liabilities** (add lines 17 through 22)		11,118.	12,183.	
Net Assets or Fund Balances **Foundations that follow FASB ASC 958, check here ▶ [X] and complete lines 24, 25, 29, and 30.**				
24 Net assets without donor restrictions		127,913,861.	116,573,387.	
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				
27 Paid-in or capital surplus, or land, bldg., and equipment fund				
28 Retained earnings, accumulated income, endowment, or other funds				
29 **Total net assets or fund balances**		127,913,861.	116,573,387.	
30 **Total liabilities and net assets/fund balances**		127,924,979.	116,585,570.	

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	127,913,861.
2 Enter amount from Part I, line 27a	2	-11,340,474.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	116,573,387.
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	116,573,387.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	SECURITY LITIGATION	P	VARIOUS	02/20/19
c	SECURITY LITIGATION	P	VARIOUS	10/15/19
d	SECURITY LITIGATION	P	VARIOUS	09/30/19
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	71,347,627.		66,667,363.	4,680,264.
b	1,300.			1,300.
c	3,338.			3,338.
d	16.			16.
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				4,680,264.
b				1,300.
c				3,338.
d				16.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 4,684,918.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	16,723,968.	150,575,041.	.111067
2017	10,339,844.	150,760,975.	.068584
2016	13,086,333.	146,465,476.	.089348
2015	7,947,847.	153,117,850.	.051907
2014	10,475,471.	153,117,927.	.068414

2	**Total** of line 1, column (d)	2	.389320
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	.077864
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	139,491,880.
5	Multiply line 4 by line 3	5	10,861,396.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	77,015.
7	Add lines 5 and 6	7	10,938,411.
8	Enter qualifying distributions from Part XII, line 4	8	19,042,264.

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 ▶ [X] and enter 1% of Part I, line 27b	1	77,015.
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	77,015.
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	77,015.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 94,182.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	94,182.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	17,167.
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 17,167. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions SEE STATEMENT 11	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DOUG KELLY Telephone no. ▶ 713-655-6300

Located at ▶ 1111 TRAVIS ST., HOUSTON, TX ZIP+4 ▶ 77002

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2019 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFERY D HILDEBRAND 1111 TRAVIS ST. HOUSTON, TX 77002	PRESIDENT 4.00	0.	0.	0.
MELINDA B HILDEBRAND 1111 TRAVIS ST. HOUSTON, TX 77002	VICE PRESIDENT 5.00	0.	0.	0.
JEAN-PAUL BUDINGER 1111 TRAVIS ST. HOUSTON, TX 77002	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HILCORP VENTURES, INC. 1111 TRAVIS, HOUSTON, TX 77002	ACCOUNTING/MANAGEMENT	230,583.
AVALON ADVISORS LLC - 2929 ALLEN PARKWAY, SUITE 3000, HOUSTON, TX 77019	ADVISORY	208,022.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	135,268,810.
b	Average of monthly cash balances	1b	6,347,312.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	141,616,122.
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	141,616,122.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,124,242.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	139,491,880.
6	**Minimum investment return** Enter 5% of line 5	6	6,974,594.

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	6,974,594.
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a: 77,015.		
b	Income tax for 2019. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	77,015.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,897,579.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,897,579.
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	6,897,579.

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	19,042,264.
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	19,042,264.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	77,015.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	18,965,249.

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				6,897,579.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014 2,964,312.				
b From 2015 399,790.				
c From 2016 5,963,810.				
d From 2017 2,954,220.				
e From 2018 9,383,486.				
f **Total** of lines 3a through e	21,665,618.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 19,042,264.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				6,897,579.
e Remaining amount distributed out of corpus	12,144,685.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,810,303.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	2,964,312.			
9 **Excess distributions carryover to 2020** Subtract lines 7 and 8 from line 6a	30,845,991.			
10 Analysis of line 9:				
a Excess from 2015 399,790.				
b Excess from 2016 5,963,810.				
c Excess from 2017 2,954,220.				
d Excess from 2018 9,383,486.				
e Excess from 2019 12,144,685.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 12

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABIDE COLLECTIVE P.O. BOX 891 FAYETTEVILLE, AR 72702		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
AMAZING PLACE 3735 DREXEL DRIVE HOUSTON, TX 77027		PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
AUSTIN COUNTY FAIR P.O. BOX 141 BELLVILLE, TX 77418		PUBLIC CHARITY	GENERAL SUPPORT	9,127.
BIG BROTHERS BIG SISTERS GREATER HOUSTON 1003 WASHINGTON AVE HOUSTON, TX 77002		PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	18,880,697.
b *Approved for future payment*				
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002		PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000.
BROOKWOOD COMMUNITY 1752 FM 1489 RD. BROOKSHIRE, TX 77423		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
CAMP ALLEN 18800 FM 362 NAVASOTA, TX 77868		PUBLIC CHARITY	CAPITAL CAMPAIGN	175,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	64,214,833.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	109.	
4 Dividends and interest from securities			14	3,386,990.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	30,903.	
8 Gain or (loss) from sales of assets other than inventory			18	4,684,918.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		8,102,920.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 8,102,920.

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

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 9/1/20 Title: President

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
JONATHAN D. ADINOLFI	Jonath D. Adinolfi	8/7/2020		P00848630
Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 1330 POST OAK BLVD, STE 2400 HOUSTON, TX 77056			Phone no. 713-625-3500	

923622 12-17-19

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROOKWOOD COMMUNITY 1752 FM 1489 RD. BROOKSHIRE, TX 77423		PUBLIC CHARITY	CAPITAL CAMPAIGN	125,000.
CAMP ALLEN 18800 FM 362 NAVASOTA, TX 77868		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
CAMP ARANZAZU 8945 LONG POINT RD., STE. 200 HOUSTON, TX 77055		PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000.
CAREPARTNERS 701 N. POST OAK RD, SUITE 330 HOUSTON, TX 77024		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CATHOLIC CHARITIES 2900 LOUISIANA ST HOUSTON, TX 77006		PUBLIC CHARITY	PROGRAM SUPPORT	80,000.
CATHOLIC RELIEF SERVICES P.O BOX 17526 BALTIMORE, MD 21298-8180		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
CBHS - RECOVERY RISING P.O. BOX 130862 HOUSTON, TX 77219		PUBLIC CHARITY	PROGRAM SUPPORT	125.
CHRISTIAN COMMUNITY SERVICE CENTER P.O. BOX 27924 HOUSTON, TX 77227-7924		PUBLIC CHARITY	CAPITAL CAMPAIGN	83,333.
CHRISTUS FOUNDATION FOR HEALTHCARE P.O. BOX 1919 HOUSTON, TX 77251		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
COLORADO COUNTY FAIR ASSOCIATION P.O. BOX 506 COLUMBUS, TX 79834		PUBLIC CHARITY	GENERAL SUPPORT	8,964.
Total from continuation sheets				18,731,570.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLUMBUS FFA SHOW & SALE 105 CARDINAL LN. COLUMBUS, TX 78934		PUBLIC CHARITY	GENERAL SUPPORT	9,649.
CRISTO REY JESUIT 6700 MOUNT CARMEL ST. HOUSTON, TX 77087		PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
CRU HOUSTON 4635 SOUTHWEST FWY, SUITE 500 HOUSTON, TX 77027		PUBLIC CHARITY	EVENT SUPPORT	500.
DIOCESAN SERVICES FUND PO BOX 4681 HOUSTON, TX 77210		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
EAST WEST MINISTRIES INTERNATIONAL 2001 W. PLANO PARKWAY, STE. 3000 PLANO, TX 75075		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
EDIFY 8825 AERO DRIVE, SUITE 220 SAN DIEGO, CA 92123		PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
EPISCOPAL HIGH SCHOOL ENDOWMENT FUND 4650 BISSONNET BELLAIRE, TX 77401		PUBLIC CHARITY	ENDOWMENT	985,000.
FAITH IN PRACTICE 7500 BEECHNUT STREET, SUITE 208 HOUSTON, TX 77074		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
FAMILY LEGACY 5005 WEST ROYAL LANE, SUITE 252 IRVING, TX 75063		PUBLIC CHARITY	PROGRAM SUPPORT	41,912.
FORT BEND FAMILY PROMISE 4645 CARTWRIGHT RD. MISSOURI CITY, TX 77459		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GARWOOD COMMUNITY FOUNDATION 1111 OLD NADA RD. COLORADO, TX 77442		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
GENERATION ONE P.O. BOX 8280 HOUSTON, TX 77288		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GLENWOOD CEMETERY 2525 WASHINGTON AVE. HOUSTON, TX 77007		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DR., SUITE 6000 HOUSTON, TX 77056		PUBLIC CHARITY	GENERAL SUPPORT	1,510,000.
HIS FATHER'S HEART MINISTRIES 5715 NORTHWEST CENTRAL DR., SUITE F-109 HOUSTON, TX 77092		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
HOLLY HALL RETIREMENT COMMUNITY 2000 HOLLY HALL STREET HOUSTON, TX 77054		PUBLIC CHARITY	EVENT SUPPORT	1,000.
HOPE AND HEALING CENTER & INSTITUTE 717 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
HOPE RISING 114 E. ALAMO, SUITE 27 BRENHAM, TX 77833		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HOUSTON PARKS BOARD 300 N. POST OAK LANE HOUSTON, TX 77024		PUBLIC CHARITY	CAPITAL CAMPAIGN	2,000,000.
HOUSTON POLICE FOUNDATION P.O. BOX 346 HOUSTON, TX 77001		PUBLIC CHARITY	GENERAL SUPPORT	334,334.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSTON PREGNANCY HELP CENTER 3636 SAN JACINTO ST. HOUSTON, TX 77004		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HUMBLE AREA ASSISTANCE MINISTRIES P.O. BOX 14051 HUMBLE, TX 77347		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
INCARNATE WORD ACADEMY 609 CRAWFORD STREET HOUSTON, TX 77002		PUBLIC CHARITY	GENERAL SUPPORT	15,000.
INNER CITY CATHOLIC SCHOOLS P.O. BOX 4343, DEPT 116 HOUSTON, TX 77210		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
KATY CHRISTIAN MINISTRIES P.O. BOX 986 KATY, TX 77492		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
KATY ISD LIVESTOCK SHOW 6301 S. STADIUM LN. KATY, TX 77494		PUBLIC CHARITY	GENERAL SUPPORT	9,699.
L.I.F.E. HOUSTON 2002 S. WAYSIDE, SUITE 113 HOUSTON, TX 77023		PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
LIFEHOUSE OF HOUSTON P.O. BOX 27127 HOUSTON, TX 77227		PUBLIC CHARITY	PROGRAM SUPPORT	31,500.
LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN HOUSTON, TX 77004		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
MAIN STREET MINISTRIES 5100 TRAVIS ST HOUSTON, TX 77002		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMORIAL ASSISTANCE MINISTRIES 1625 BLALOCK ROAD HOUSTON, TX 77080		PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
MISSION OF YAHWEH 10247 ALGIERS RD. HOUSTON, TX 77041		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
MUSEUM OF FINE ARTS, HOUSTON P.O. BOX 6826 HOUSTON, TX 77265-6826		PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
NEHEMIAH CENTER 5015 FANNIN STREET HOUSTON, TX 77004		PUBLIC CHARITY	EVENT SUPPORT	5,000.
NEIGHBORS IN ACTION, INC. 7927 FLAXMAN STREET HOUSTON, TX 77029		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
OPEN DOOR MISSION 5803 HARRISBURG BLVD. HOUSTON, TX 77011		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
PINE COVE CHRISTIAN CAMP P.O. BOX 9000 TYLER, TX 75711		PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000.
PRO-VISION 4590 WILMINGTON STREET HOUSTON, TX 77051		PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PROYECTO DESARROLLO HUMANO, INC. P.O. BOX 1017 PENITAS, TX 78576		PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027		PUBLIC CHARITY	CAPITAL CAMPAIGN	1,001,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROYAL FFA LIVESTOCK SHOW P.O. BOX 816 PATTISON, TX 77466		PUBLIC CHARITY	GENERAL SUPPORT	17,157.
SEARCH HOMELESS SERVICES 2505 FANNIN ST. HOUSTON, TX 77002		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SERENITY RETREAT 953 MEMORY LANE BELLVILLE, TX 77418		PUBLIC CHARITY	GENERAL SUPPORT	45,000.
SOCIETY OF ST. VINCENT DE PAUL 2403 HOLCOMBE BLVD HOUSTON, TX 77021		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ST. ANNE CATHOLIC CHURCH 2140 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ST. ANNE CATHOLIC COMMUNITY 2120 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	GENERAL SUPPORT	1,000,000.
ST. ANNE CATHOLIC SCHOOL 2140 WESTHEIMER RD. HOUSTON, TX 77098-1496		PUBLIC CHARITY	CAPITAL CAMPAIGN	5,000.
ST. AUSTIN CATHOLIC SCHOOL 1911 SAN ANTONIO STREET AUSTIN, TX 78705		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
ST. DOMINIC VILLAGE 2401 HOLCOMBE BLVD. HOUSTON, TX 77021		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
ST. MARY CATHOLIC CHURCH 533 E. MAIN STREET ASPEN, CO 81611		PUBLIC CHARITY	CAPITAL CAMPAIGN	60,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. MARY'S CATHOLIC CENTER TEXAS A&M 603 CHURCH AVE. COLLEGE STATION, TX 77840		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
ST. MICHAEL CATHOLIC CHURCH 1801 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	GENERAL SUPPORT	11,000.
ST. MICHAEL CATHOLIC SCHOOL 1833 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
ST. THERESA CATHOLIC CHURCH 6622 HASKELL HOUSTON, TX 77007		PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
ST. THOMAS HIGH SCHOOL 4500 MEMORIAL DRIVE HOUSTON, TX 77007-7332		PUBLIC CHARITY	CAPITAL CAMPAIGN	400,000.
STAR OF HOPE MISSION 4848 LOOP CENTRAL DRIVE, SUITE 500 HOUSTON, TX 77081-2356		PUBLIC CHARITY	EVENT SUPPORT	100,000.
THE BEACON 1117 TEXAS AVENUE HOUSTON, TX 77002		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE BRIDGE OVER TROUBLED WATERS P.O. BOX 3488 PASADENA, TX 77501		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE COUNCIL ON RECOVERY P.O. BOX 2768 HOUSTON, TX 77252-2768		PUBLIC CHARITY	PROGRAM SUPPORT	143,826.
THE MENTORING ALLIANCE 1909 S. BROADWAY AVE., TYLER , TX 75701		PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SOURCE FOR WOMEN 6009 RICHMOND AVE., SUITE 130 HOUSTON, TX 77057		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
TOUCHDOWN CLUB OF HOUSTON 8106 BO JACK DRIVE HOUSTON, TX 77040		PUBLIC CHARITY	EVENT SUPPORT	10,000.
UNIVERSITY CATHOLIC CENTER 2010 UNIVERSITY AVE AUSTIN, TX 78705		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
UNIVERSITY OF ST. THOMAS 3800 MONTROSE BOULEVARD HOUSTON, TX 77006-4626		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	PROGRAM SUPPORT	3,945,000.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	GENERAL SUPPORT	3,925,000.
WALLER COUNTY FAIR ASSOCIATION P.O. BOX 911 HEMPSTEAD, TX 77445		PUBLIC CHARITY	GENERAL SUPPORT	19,571.
WARM P.O. BOX 1774 WALLER, TX 77484		PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000.
WELLSPRINGS VILLAGE, INC. POST OFFICE BOX 311017 HOUSTON, TX 77231		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
WESLEY COMMUNITY CENTER 1410 LEE STREET HOUSTON, TX 77009-8228		PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEST HOUSTON ASSISTANCE MINISTRIES, INC. 10501 MEADOWGLEN LANE HOUSTON, TX 77042		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
WESTCOTT STUDY CENTER 410 WESTCOTT STREET HOUSTON, TX 77007		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
YMCA OF GREATER HOUSTON 2600 NORTH LOOP WEST, STE. 300 HOUSTON, TX 77092		PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
YWAM COSTA RICA P.O. BOX 603 BENTONVILLE, AR 72712		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
YWAM EL PASO JUAREZ 4444 EDGAR PARK AVE. EL PASO, TX 79904		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
YWAM SAN DIEGO/BAJA 100 W. 35TH ST., STE. R NATIONAL CITY, CA 91950		PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
YWAM SHIPS KONA 4444 EDGAR PARK AVENUE EL PASO, TX 79904		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHOLIC RELIEF SERVICES P.O BOX 17526 BALTIMORE, MD 21298-8180		PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
CHRISTIAN COMMUNITY SERVICE CENTER P.O. BOX 27924 HOUSTON, TX 77227-7924		PUBLIC CHARITY	CAPITAL CAMPAIGN	166,667.
EPISCOPAL HIGH SCHOOL ENDOWMENT FUND 4650 BISSONNET BELLAIRE, TX 77401		PUBLIC CHARITY	ENDOWMENT	4,500,000.
GLENWOOD CEMETERY 2525 WASHINGTON AVE. HOUSTON, TX 77007		PUBLIC CHARITY	GENERAL SUPPORT	600,000.
HOUSTON PARKS BOARD 300 N. POST OAK LANE HOUSTON, TX 77024		PUBLIC CHARITY	CAPITAL CAMPAIGN	1,000,000.
HOUSTON POLICE FOUNDATION P.O. BOX 346 HOUSTON, TX 77001		PUBLIC CHARITY	GENERAL SUPPORT	165,666.
MUSEUM OF FINE ARTS, HOUSTON P.O. BOX 6826 HOUSTON, TX 77265-6826		PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027		PUBLIC CHARITY	CAPITAL CAMPAIGN	3,750,000.
ST. ANNE CATHOLIC COMMUNITY 2120 WESTHEIMER RD. HOUSTON, TX 77098		PUBLIC CHARITY	GENERAL SUPPORT	3,000,000.
ST. MARY'S CATHOLIC CENTER TEXAS A&M 603 CHURCH AVE. COLLEGE STATION, TX 77840		PUBLIC CHARITY	CAPITAL CAMPAIGN	75,000.
Total from continuation sheets				63,914,833.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. THERESA CATHOLIC CHURCH 6622 HASKELL HOUSTON, TX 77007		PUBLIC CHARITY	CAPITAL CAMPAIGN	200,000.
STAR OF HOPE MISSION 4848 LOOP CENTRAL DRIVE, SUITE 500 HOUSTON, TX 77081-2356		PUBLIC CHARITY	EVENT SUPPORT	200,000.
UNIVERSITY OF ST. THOMAS 3800 MONTROSE BOULEVARD HOUSTON, TX 77006-4626		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
UNIVERSITY OF TEXAS P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
UNIVERSITY OF TEXAS P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	CAPITAL CAMPAIGN	7,500,000.
UNIVERSITY OF TEXAS P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	PROGRAM SUPPORT	15,000,000.
UNIVERSITY OF TEXAS P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000,000.
UNIVERSITY OF TEXAS P.O. BOX 7458 AUSTIN, TX 78713-7458		PUBLIC CHARITY	PROGRAM SUPPORT	2,337,500.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BNY MONEY MARKET	109.	109.	
TOTAL TO PART I, LINE 3	109.	109.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY 8000-DIVIDENDS	1,068,839.	0.	1,068,839.	1,068,839.	
BNY 8000-INTEREST	2,078.	0.	2,078.	2,078.	
BNY 8010-DIVIDENDS	224,468.	0.	224,468.	224,468.	
BNY 8010-INTEREST	573,420.	0.	573,420.	573,420.	
BNY 8010-OID	1,367.	0.	1,367.	1,367.	
BNY 8010-OID AMORT	-293.	0.	-293.	-293.	
BNY 8010-TAX AMORT	-37,455.	0.	-37,455.	-37,455.	
BNY 8020-DIVIDENDS	205.	0.	205.	205.	
BNY 8020-INTEREST	19.	0.	19.	19.	
BNY 8030-DIVIDENDS	23,149.	0.	23,149.	23,149.	
BNY 8030-INTEREST	502,784.	0.	502,784.	502,784.	
BNY 8030-OID	2,339.	0.	2,339.	2,339.	
BNY 8030-OID AMORT	-20.	0.	-20.	-20.	
BNY 8030-T/E AMORT	-855.	0.	-855.	0.	
BNY 8030-T/E OID	1,136.	0.	1,136.	0.	
BNY 8030-TAX AMORT	-54,284.	0.	-54,284.	-54,284.	
BNY 8040-DIVIDENDS	909,322.	0.	909,322.	909,322.	
BNY 8040-INTEREST	1,089.	0.	1,089.	1,089.	
BNY 8100-DIVIDENDS	168,449.	0.	168,449.	168,449.	
BNY 8100-INTEREST	1,233.	0.	1,233.	1,233.	
TO PART I, LINE 4	3,386,990.	0.	3,386,990.	3,386,709.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED MARKET DISCOUNT	30,903.	30,903.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,903.	30,903.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,672.	10,836.		10,836.
TO FORM 990-PF, PG 1, LN 16B	21,672.	10,836.		10,836.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	284,140.	284,140.		0.
MANAGEMENT/ADMIN FEES	230,583.	80,158.		150,425.
TO FORM 990-PF, PG 1, LN 16C	514,723.	364,298.		150,425.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	25,996.	25,996.		0.
TO FORM 990-PF, PG 1, LN 18	25,996.	25,996.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	306.	0.		306.
TO FORM 990-PF, PG 1, LN 23	306.	0.		306.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON #8000 - STOCKS	37,739,514.	58,838,257.
BNY MELLON #8040 - STOCKS	26,476,224.	35,903,808.
BNY MELLON #8100 - STOCKS	6,431,166.	7,358,715.
TOTAL TO FORM 990-PF, PART II, LINE 10B	70,646,904.	102,100,780.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON #8010 - BONDS	25,700,180.	26,692,712.
BNY MELLON #8030 - BONDS	11,299,474.	11,746,846.
TOTAL TO FORM 990-PF, PART II, LINE 10C	36,999,654.	38,439,558.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON #8030 - OTHER	COST	853,336.	922,579.
TOTAL TO FORM 990-PF, PART II, LINE 13		853,336.	922,579.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 11

EXPLANATION

THE FOUNDATION MADE A DISTRIBUTION TO THE GREATER HOUSTON COMMUNITY FOUNDATION DONOR ADVISED FUND (HILDEBRAND FUND). THE DONOR ADVISED FUND MAKES CONTRIBUTIONS ONLY TO PUBLIC CHARITIES FOR RELIGIOUS, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES OR FOR THE PREVENTION OF CRUELTY CHILDREN AND ANIMALS AS DESCRIBED IN SECTION 170(C) (2) (B).

THE DISQUALIFIED PERSONS MAY MAKE RECOMMENDATIONS ONLY AS TO RECIPIENT ORGANIZATIONS.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 12

NAME OF MANAGER

JEFFERY D HILDEBRAND
MELINDA B HILDEBRAND

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS ADMINISTRATOR C/O CAROL DEASON
1111 TRAVIS ST.
HOUSTON, TX 77002

TELEPHONE NUMBER

713-965-9177

FORM AND CONTENT OF APPLICATIONS

CHARITIES SHOULD INITIALLY SUBMIT A LETTER OF INQUIRY, ON THE CHARITY'S LETTERHEAD, STATING THE MISSION OF THE CHARITY, THE AMOUNT OF THE DONATION THEY ARE SEEKING AS WELL AS THE PURPOSE THE DONATION WILL SERVE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE