

29491142132041

Form **990-PF****Return of Private Foundation**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

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

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

1912

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation

JESSE W. COUCH CHARITABLE FOUNDATION

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

Room/suite

A Employer identification number

81-1587228

B Telephone number (see instructions)

(800) 839-1754

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation 04

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 39,078,299.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d), must be on cash basis)

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1	Contributions, gifts, grants, etc., received (attach schedule)	10,147.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.	6,484.	6,484.		
4	Dividends and interest from securities	841,925.	841,925.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,190,096.			
b	Gross sales price for all assets on line 6a	10,470,307.			
7	Capital gain net income (from Part IV, line 2)		1,276,431.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	72.	72.		
12	Total. Add lines 1 through 11	2,048,724.	2,124,912.		
13	Compensation of officers, directors, trustees, etc.	100,000.			100,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	7,650.			7,650.
16a	Legal fees (attach schedule) ATCH. 2	7,230.			7,230.
b	Accounting fees (attach schedule) ATCH. 3	5,200.			5,200.
c	Other professional fees (attach schedule) [4]	197,412.	54,753.		142,659.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	18,747.	847.		
19	Depreciation (attach schedule) and depletion	694.			
20	Occupancy				
21	Travel, conferences, and meetings	263.			263.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	89,859.	342.		89,517.
24	Total operating and administrative expenses. Add lines 13 through 23.	427,055.	55,942.		352,519.
25	Contributions, gifts, grants paid	1,010,000.			1,010,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,437,055.	55,942.	0.	1,362,519.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	611,669.			
b	Net investment income (if negative, enter -0-)		2,068,970.		
c	Adjusted net income (if negative, enter -0-)				

RECEIVED LB ON 702

SEP 23 2020

IRS KANSAS CITY, MO

939

29491142132051

6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	622,701.	6,244,010.	6,244,010.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule).			
	b	Investments - corporate stock (attach schedule) ATCH 7	26,922,453.	21,438,918.	26,960,067.
	c	Investments - corporate bonds (attach schedule) ATCH 8	5,226,330.	5,454,919.	5,624,865.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	3.	3.	3.
	14	Land, buildings, and equipment basis ▶ 4,858.			ATCH 10
		Less accumulated depreciation ▶ (attach schedule) 1,504.	4,048.	3,354.	3,354.
	15	Other assets (describe ▶ ATCH 11)		246,000.	246,000.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,775,535.	33,387,204.	39,078,299.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> 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	32,775,535.	33,387,204.	
	29	Total net assets or fund balances (see instructions).	32,775,535.	33,387,204.	
	30	Total liabilities and net assets/fund balances (see instructions)	32,775,535.	33,387,204.	

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	32,775,535.
2	Enter amount from Part I, line 27a.	2	611,669.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,387,204.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	33,387,204.

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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
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					
b					
c					
d					
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					
b					
c					
d					
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	1,276,431.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	1,070,611.	34,601,956.	0.030941
2017	1,053,303.	16,879,873.	0.062400
2016			
2015			
2014			
2 Total of line 1, column (d)			2 0.093341
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.046671
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 35,769,790.
5 Multiply line 4 by line 3.			5 1,669,412.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 20,690.
7 Add lines 5 and 6.			7 1,690,102.
8 Enter qualifying distributions from Part XII, line 4. 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			8 1,608,519.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	41,379.
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	
3	Add lines 1 and 2	3	41,379.
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	41,379.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	18,827.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	22,568.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	41,395.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.
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	
11	Enter the amount of line 10 to be Credited to 2020 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i>		
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> TN, 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 <i>General Instruction G</i> ? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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))?	<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 checked="" type="checkbox"/> Yes	<input 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	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.		
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		100,000.	0.	0.

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

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

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

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
ATCH 13		240,658.

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
1 VIDEO CREATION AND DISTRIBUTION- TO HIRE THIRD-PARTY SERVICE PROVIDERS TO CREATE VIDEO CONTENT OF THE PUBLIC CHARITIES THE FDN SUPPORTS, RAISING AWARENESS OF THOSE ENTITIES.	1,399.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 PORTFOLIO VISIONS- TO DEVELOP & LAUNCH PROJECT SCALEUP, ON ONLINE PLATFORM FOR PROJECT-BASED EDUCATIONAL MODELS WHICH WILL ASSIST TEACHERS & PARENTS IN PROJECT-BASED LEARNING.	246,000.
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶ 246,000.Form **990-PF** (2019)

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	35,636,527.
b	Average of monthly cash balances	1b	677,978.
c	Fair market value of all other assets (see instructions)	1c	3.
d	Total (add lines 1a, b, and c)	1d	36,314,508.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	36,314,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	544,718.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,769,790.
6	Minimum investment return. Enter 5% of line 5	6	1,788,490.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,788,490.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	41,379.
b	Income tax for 2019 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	41,379.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,747,111.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,747,111.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,747,111.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1a	1,362,519.
b	Program-related investments - total from Part IX-B.	1b	246,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,608,519.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,608,519.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,747,111.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			337,986.	
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>1,608,519.</u>				
a Applied to 2018, but not more than line 2a			337,986.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2019 distributable amount.				1,270,533.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				476,578.
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)				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

NOT APPLICABLE

- 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 foundation is a private operating foundation described in section

4942(j)(3) or

~~4942(1)(5)~~

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

b 85% of line 2a

C Qualifying distributions from Part XII, line 4, for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon . . .

a "Assets" alternative test - enter

(1) Value of all assets. . . .

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (i)(3)(B)(iii).

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income.

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 14				
Total			3a	1,010,000.
b Approved for future payment				
Total			3b	

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)
▼	

[illegible]

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

OMB No 1545-0047

2019▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

JESSE W. COUCH CHARITABLE FOUNDATION

Employer identification number

81-1587228

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**Employer identification number
81-1587228**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JESSE W COUCH 2603 AUGUSTA DR SUITE 1400 HOUSTON, TX 77057	\$ 10,147.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **JESSE W. COUCH CHARITABLE FOUNDATION**

Employer identification number

81-1587228

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	72.	72.
TOTALS	<u>72.</u>	<u>72.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DOCUMENT REVIEW/DRAFTING	5,230.			5,230.
GENERAL CONSULTATIONS	2,000.			2,000.
TOTALS	<u>7,230.</u>			<u>7,230.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	5,200.			5,200.
TOTALS	<u>5,200.</u>			<u>5,200.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION OF FOUNDATION	101,684.		101,684.
INVESTMENT MANAGEMENT SERVICES	54,753.	54,753.	
WEBSITE DEVELOPMENT	40,975.		40,975.
TOTALS	<u>197,412.</u>	<u>54,753.</u>	<u>142,659.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2019	17,900.	847.
FOREIGN TAX PAID	847.	
TOTALS	<u>18,747.</u>	<u>847.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	84,221.		84,221.
BANK CHARGES	342.	342.	
COMPUTERS/ELECTRONIC DEVICES	4,335.		4,335.
POSTAGE/DELIVERY SERVICE	71.		71.
WEBSITE HOSTING/SUPPORT	890.		890.
TOTALS	<u>89,859.</u>	<u>342.</u>	<u>89,517.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	198,168.	347,440.
ABBVIE INC	120,969.	155,211.
ADOBE SYSTEMS, INC	90,544.	187,992.
AIR PRODS & CHEM INC	102,980.	148,044.
AKAMAI TECH COM STK	107,706.	120,932.
ALPHABET INC CL C	190,078.	254,034.
AMAZON COM	176,243.	332,611.
AMERICAN ELECTRIC POWER INC	81,444.	100,464.
AMERICAN EXPRESS CO	37,994.	39,837.
AMGEN INC	142,242.	188,035.
APPLE INC	431,625.	883,006.
ARES CAP CORP	89,305.	94,947.
AT&T, INC	355,846.	424,761.
BANK OF AMERICA CORP	194,789.	265,911.
BHP BILLITON SP ADR	111,903.	118,418.
BLACK KNIGHT, INC	31,281.	32,240.
BROADCOM INC	111,863.	133,992.
CHEVRON CORP	357,161.	408,770.
CINTAS CRP	16,298.	16,145.
CISCO SYSTEMS INC	167,809.	248,816.
COMERICA INC	180,900.	167,895.
CONOCOPHILLIPS	79,605.	87,140.
CROWN CASTLE INTL	121,651.	173,281.
CULLEN FROST BANKERS INC	147,221.	146,670.
CUMMINS INC	97,992.	120,082.
CVS CAREMARK CORP	129,295.	150,734.
DANAHER CORP	70,083.	116,645.
DIGITAL RLTY TR INC	127,423.	133,390.
DUKE ENERGY CO	140,061.	152,321.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EMERSON ELECTRIC CO	176,440.	200,564.
ENERGY CORP	84,384.	119,441.
EOG RESOURCES INC	38,985.	32,666.
ESTEE LAUDER COMPANIES INC	35,772.	49,570.
F M C CP	69,300.	95,827.
FIRST ENERGY CORP	84,491.	109,690.
FLIR SYSTEMS INC	24,388.	23,432.
GARMIN LTD	69,142.	106,340.
GENUINE PARTS COMPANY	86,779.	104,849.
GILEAD SCIENCES INC	149,556.	153,808.
GLACIER BANCORP INC	81,006.	101,178.
GLAXOSMITHKLINE PLC	132,441.	153,046.
GOODYEAR TIRE & RUBBER COMPANY	96,957.	109,865.
HOME DEPOT INC	175,845.	248,953.
HONEYWELL INTL	153,582.	194,700.
INVESCO PREFERRED ETF	91,096.	93,302.
ISHARES IBOX \$ INVESTMENT GRA	71,817.	76,392.
ISHARES S&P GLOBAL TIMBER & FO	98,805.	102,175.
JP MORGAN CHASE	407,802.	536,272.
KIMBERLY CLARK CORP	203,294.	235,898.
KINDER MORGAN INC	79,442.	91,751.
KIRBY CORPORATION	68,258.	73,415.
LAMAR ADVERTISING CO CL A REIT	126,462.	157,008.
LOCKHEED MARTIN CORP	109,999.	147,575.
MARTIN MARIETTA MATLS INC	124,107.	167,784.
MAXIM INTEGRATED PRODS INC	76,213.	104,875.
MERCK & CO INC	225,230.	343,518.
METLIFE INC	108,592.	112,440.
MICROSOFT CORP	116,139.	212,895.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MOODYS CORP	63,476.	90,216.
NATIONAL INSTRUMENTS CORPORATI	55,710.	50,808.
NATIONAL RETAIL PROPERTIES INC	130,522.	126,061.
NEXTERA ENERGY PARTNERS LP	85,208.	91,190.
NIKE INC-CL B	103,446.	148,926.
OMNICOM GROUP	129,343.	134,250.
PAYCHEX	88,893.	129,036.
PAYPAL HOLDINGS, INC	22,369.	22,716.
PEPSICO INC	228,114.	267,463.
PERKIN ELMER INC	67,539.	96,129.
PFIZER INC	144,081.	162,323.
PIONEER NAT RES CO	97,854.	113,528.
PROCTER GAMBLE CO	260,270.	368,455.
REAL ESTATE SELECT SECTOR SPDR	94,427.	95,592.
ROCKWELL AUTOMATION INC	154,761.	162,136.
ROPER INDUSTRIES	141,748.	191,284.
SELECT SECTOR SPDR ENERGY FUND	182,524.	181,981.
SPDR BLOOMBERG BARCLAYS HYB ET	87,262.	88,727.
SPDR WELLS FARGO PREFERRED STO	117,664.	118,167.
TARGET CORPORATION	86,603.	145,390.
TESLA MOTORS INC	38,515.	41,833.
TEXAS INSTRUMENTS INC	129,273.	167,547.
THE COCA-COLA CO	534,402.	646,765.
THERMO FISHER SCIENTIFIC INC	118,067.	172,181.
TORONTO DOMINION	100,095.	94,747.
TRIMBLE NAV LTD	30,478.	35,853.
TRUIST FINANCIAL CORPORATION	96,131.	110,162.
UNION PACIFIC	128,198.	195,253.
UNITED PARCEL SERVICE	195,311.	204,621.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US BANCORP	35,664.	41,503.
V F CORP	131,531.	176,398.
VANGUARD FTSE SOCIAL INDEX FUN	4,516,146.	6,060,210.
VANGUARD MID-CAP INDEX FD ADMI	1,129,313.	1,371,514.
VANGUARD SMALL CAP VALUE INDEX	2,264,357.	2,459,708.
VANGUARD TOTAL INT ST IDX-AD	1,188,077.	1,238,330.
VERIZON COMMUNICATIONS	172,156.	230,987.
VISA INC	158,916.	242,391.
WALT DISNEY HOLDINGS CO	122,325.	160,539.
WASTE CONNECTIONS	55,393.	69,000.
WESTERN UNION CO	113,576.	148,790.
WHIRLPOOL CORP	86,185.	92,206.
ZIONS BANCORP	84,902.	83,072.
ZOETIS INC	91,290.	123,086.
TOTALS	<u>21,438,918.</u>	<u>26,960,067.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON - 3.800% - 12/05/2024	261,293.	269,843.
APPLE INC - 2.850% - 05/11/202	504,846.	517,219.
AUTOMATIC DATA PROCESSING - 3.	260,065.	265,370.
BERKSHIRE HATHAWAY NOTE - 3.12	96,625.	105,493.
CHEVRON CORP NEW NOTE - 2.419%	502,352.	502,224.
DUKE ENERGY CO - 3.250% - 08/1	256,736.	262,633.
EXXON MOBIL - 2.397% - 03/06/2	251,761.	252,725.
JOHNSON & JOHNSON - 2.450% - 0	233,095.	253,895.
MICROSOFT CORP - 2.650% - 11/0	252,757.	256,040.
MIDAMERICAN ENERGY - 3.700% -	261,631.	262,918.
MIDAMERICAN ENERGY CO - 3.100%	242,188.	260,713.
NORTHERN STS PWR - 2.150% - 08	249,130.	251,738.
PRECISION CASTPARTS - 3.250% -	510,608.	527,969.
PUBLIC SVC ENTERPRISE GROUP IN	262,012.	264,550.
SAN DIEGO GAS & ELECTRIC - 2.5	231,420.	248,738.
SHELL INT'L FINANCE - 2.875% -	237,500.	259,425.
SOUTHERN CALIFORNIA GAS - 2.60	91,353.	100,232.
TOTAL CAPITAL CANADA LTD - 2.7	252,841.	256,450.
TOYOTA MOTOR CREDIT CORP MTN -	246,858.	252,458.
WAL-MART STORES, INC BOND - 2.	249,848.	254,232.
TOTALS	<u>5,454,919.</u>	<u>5,624,865.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTEREST - BRAZORIA CT	1.	1.
MINERAL INTEREST - CALHOUN CTY	1.	1.
MINERAL INTEREST - VICTORIA CT	1.	1.
TOTALS	<u>3.</u>	<u>3.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10470307.		PUBLICLY-TRADED SECURITIES 9,193,876.					1,276,431.	
TOTAL GAIN (LOSS)							<u>1,276,431.</u>	

Part VII-B, Line 5c (990-PF) – Expenditure Responsibility

Pursuant to IRC Regulation 53.4945-5(d)(2), Jesse W. Couch Charitable Foundation provides the following information for one program related investment:

- | | | |
|-------------|------------------------------------|---|
| (i) | PRI Recipient: | Portfolio Visions, Inc
27 N. Moore Street
New York, NY 10013 |
| (ii) | Date and Amount of PRI | 7/25/2019 \$246,000 |
| (iii) | Purpose of PRI: | To develop and launch Project ScaleUp, an online platform to collect and distribute project-based educational models which will assist teachers and homeschooling parents in adopting and integrating project-based learning into their classrooms and promote the educational development of students. |
| (iv) & (vi) | Reports of Amounts Expended | Recipient is expected to submit a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a statement that it has complied with the terms of the investment in 2020.

This investment remained on the Foundation's books as of 12/31/19. |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made. |
| (vii) | Verification: | None necessary. |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI - PORTFOLIO VISIONS, INC	246,000.	246,000.
TOTALS	<u>246,000.</u>	<u>246,000.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 10

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
CAMERA & GEAR	SL	4,858			4,858	810	694
TOTALS		<u>4,858</u>			<u>4,858</u>	<u>810</u>	<u>1,504</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SEAN COUCH FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 30.00	100,000.	0.	0.
HOUSTON TRUST COMPANY* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 * HOUSTON TRUST COMPANY, TRUSTEE OF JESSE W. COUCH CHARITABLE FOUNDATION (THE "FOUNDATION"), IS A DISQUALIFIED PERSON WITH RESPECT TO THE FOUNDATION. DURING TAXABLE YEAR ENDING DECEMBER 31, 2019, THE FOUNDATION PAID \$156,437 TO HOUSTON TRUST COMPANY FOR ADMINISTRATION OF FOUNDATION AND INVESTMENT MANAGEMENT SERVICES AS REPORTED IN FORM 990-PF, PART I, LINE 16C.	TRUSTEE 2.00	0.	0.	0.
LARRY MADDOX* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 * LARRY MADDOX, TRUSTEE OF JESSE W. COUCH CHARITABLE FOUNDATION (THE "FOUNDATION"), IS A PARTNER AT THE ACCOUNTING FIRM OF MADDOX THOMSON & ASSOCIATES, A DISQUALIFIED PERSON WHICH PROVIDES ACCOUNTING SERVICES TO THE FOUNDATION. DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2019, THE FOUNDATION PAID \$5,200 FOR ACCOUNTING SERVICES RENDERED BY SUCH DISQUALIFIED PERSON AS REPORTED IN FORM 990-PF, PART I, LINE 16B. SUCH ACCOUNTING FIRM BILLED THE FOUNDATION AT THE SAME RATE OR BELOW THE RATE IT CHARGES ITS OTHER CLIENTS.	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		100,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HOUSTON TRUST COMPANY 1001 FANNIN STUITE 700 HOUSTON, TX 77002	INVESTMENT & ADMIN	156,437.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	84,221.
TOTAL COMPENSATION		<u>240,658.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRENDA AND JOHN H DUNCAN RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	N/A PC	ENDOWMENT FUND	100,000
DONORSCHOOSE ORG 134 W 37TH ST, 11TH FL NEW YORK, NY 10018	N/A PC	PROJECT-BASED LEARNING FUND	150,000
HELPING RHINOS USA PO BOX 2615 PALM DESERT, CA 92261	N/A PC	OL PEJETA CONSERVANCY / NORTHERN WHITE RHINOCEROS FUND	10,000
HOUSTON BOTANIC GARDEN 8205 N BAYOU DR HOUSTON, TX 77017	N/A PC	GROW HOUSTON'S GARDEN CAMPAIGN	125,000
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO A 900 PORTWAY DR HOUSTON, TX 77024	N/A PC	MORE THAN SHELTER CAMPAIGN	250,000
KIPP TEXAS INC 10711 KIPP WAY DR HOUSTON, TX 77099	N/A PC	KTC PROGRAM	50,000

ATTACHMENT 14

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MENIL FOUNDATION INC 1511 BRANARD ST HOUSTON, TX 77006	N/A PC		WRITING AT THE MENIL PROJECT	50,000
NONPAREIL INSTITUTE 5240 TENNYSON PKWY STE 105 PLANO, TX 75024	N/A PC		INVEST IN BETTER FUTURES PROJECT - HOUSTON	25,000
PILGRIMAGE FOUNDATION INC 230 FRANKLIN RD FRANKLIN, TN 37064	N/A PC		DARK HORSE INSTITUTE FOR AUDIO RECORDING, FRIENDS OF FRANKLIN PARKS PROGRAM, NEW MENTORING ARTIST PROGRAM	30,000
PILGRIMAGE PRESENTS INC 230 FRANKLIN RD STE 11HH FRANKLIN, TN 37064	N/A PC		CHARITABLE EVENT	45,000
THE CORAL REEF ALLIANCE 1330 BROADWAY STE 600 OAKLAND, CA 94612	N/A PC		MULTIPURPOSE AREA OF RETENTION, RECHARGE AND RECREATION BUILD FUND IN WEST MAUI, HAWAII	75,000
WORLD CENTRAL KITCHEN INCORPORATED 1342 FLORIDA AVE NW WASHINGTON, DC 20009	N/A PC		HURRICANE DORIAN RELIEF FUND	100,000
TOTAL CONTRIBUTIONS PAID				<u>1,010,000</u>

ATTACHMENT 14 (CONT'D)

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLASS ACTION LAWSUIT PROCEEDS			01	72.	
TOTALS				72.	