

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

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

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

► 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.

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning **JUN 1, 2019**, and ending **MAY 31, 2020**

Name of foundation
WILLIAM E SCOTT FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
801 CHERRY STREET 2000

City or town, state or province, country, and ZIP or foreign postal code
FORT WORTH, TX 76102-6836

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 23,760,899.

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

A Employer identification number
75-6024661

B Telephone number
817-336-2400

C If exemption application is pending, check here ☐ **4**

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

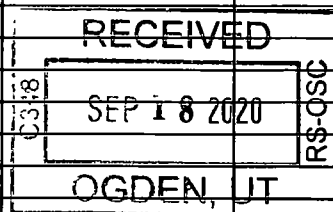
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		24.	24.		STATEMENT 1
4 Dividends and interest from securities		459,574.	459,574.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-113,167.			
b Gross sales price for all assets on line 6a		5,809,406.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		114,791.	114,791.		STATEMENT 3
12 Total Add lines 1 through 11		461,222.	574,389.		
13 Compensation of officers, directors, trustees, etc		15,000.	7,500.		7,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		5,778.	5,778.		0.
b Accounting fees STMT 5		13,625.	11,125.		2,500.
c Other professional fees STMT 6		139,387.	137,887.		1,500.
17 Interest					0.
18 Taxes STMT 7		29,994.	20,512.		
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,981.	0.		2,981.
22 Printing and publications					
23 Other expenses STMT 8		3,744.	2,121.		1,623.
24 Total operating and administrative expenses Add lines 13 through 23		210,509.	184,923.		16,104.
25 Contributions, gifts, grants paid		907,000.			907,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,117,509.	184,923.		923,104.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-656,287.			
b Net investment income (if negative, enter -0-)			389,466.		
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	End of year	
		(a) Book Value	(b) Book Value	
		(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	29,265.	66,010.	66,010.
	2 Savings and temporary cash investments	1,101,468.	1,292,899.	1,292,899.
	3 Accounts receivable ▶ 268,951.			
	Less: allowance for doubtful accounts ▶	321,087.	268,951.	268,951.
	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 9	11,106,978.	10,294,030.	17,265,271.
	c Investments - corporate bonds STMT 10	4,415,536.	4,396,157.	4,555,768.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	77,481.	77,481.	312,000.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,051,815.	16,395,528.	23,760,899.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	26 Capital stock, trust principal, or current funds	2,205,884.	2,205,884.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	14,845,931.	14,189,644.	
	29 Total net assets or fund balances	17,051,815.	16,395,528.	
30 Total liabilities and net assets/fund balances	17,051,815.	16,395,528.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	17,051,815.
2 Enter amount from Part I, line 27a	2	-656,287.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,395,528.
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	16,395,528.

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 SEE ATTACHMENT #D-1			
b SEE ATTACHMENT #D-2			
c SEE ATTACHMENT #D-3			
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,014,217.		1,061,315.	-47,098.
b 3,884,846.		4,237,655.	-352,809.
c 881,740.		623,603.	258,137.
d 28,603.			28,603.
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			-47,098.
b			-352,809.
c			258,137.
d			28,603.
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	-113,167.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	1,064,912.	21,720,465.	.049028
2017	1,028,860.	21,641,319.	.047541
2016	1,109,602.	20,178,390.	.054990
2015	1,231,433.	18,848,535.	.065333
2014	1,043,705.	21,614,873.	.048286

2 Total of line 1, column (d)	2	.265178
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	.053036
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	22,499,094.
5 Multiply line 4 by line 3	5	1,193,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,895.
7 Add lines 5 and 6	7	1,197,157.
8 Enter qualifying distributions from Part XII, line 4	8	923,104.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	7,789.
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	7,789.
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	7,789.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	13,680.
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	13,680.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,891.
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ 5,891. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
1c 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. ☐ \$ 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.		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		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? If "Yes," attach the statement required by General Instruction T.		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?	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. ☐ 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	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

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

14 The books are in care of **DECKER JONES, P. C.** Telephone no. **817-336-0361**
 Located at **801 CHERRY STREET, STE 2000, FORT WORTH, TX** ZIP+4 **76102-6836**

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**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **16** **X**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year, did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		N/A	
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?			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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			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?			X

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

5a During the year, did the foundation pay or incur any amount to:

(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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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?

☐ 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
RAYMOND B. KELLY III	PRESIDENT			
301 VIRGINIA PLACE				
FORT WORTH, TX 76107	8.00	0.	0.	0.
CAROLYN PHILLIPS	DIRECTOR			
301 VIRGINIA PLACE				
FORT WORTH, TX 76107	2.00	0.	0.	0.
SUSAN HALL	DIRECTOR			
301 VIRGINIA PLACE				
FORT WORTH, TX 76107	2.00	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 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	22,473,120.
b	Average of monthly cash balances	1b	56,600.
c	Fair market value of all other assets	1c	312,000.
d	Total (add lines 1a, b, and c)	1d	22,841,720.
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	22,841,720.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	342,626.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,499,094.
6	Minimum investment return. Enter 5% of line 5	6	1,124,955.

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	1,124,955.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	7,789.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,789.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,117,166.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,117,166.
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	1,117,166.

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	923,104.
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	923,104.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	923,104.

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				1,117,166.
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				
b From 2015	289,996.			
c From 2016	125,966.			
d From 2017				
e From 2018				
f Total of lines 3a through e	415,962.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 923,104.				
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				923,104.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	194,062.			194,062.
6 Enter the net total of each column as indicated below:	221,900.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see 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	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	221,900.			
10 Analysis of line 9:				
a Excess from 2015	95,934.			
b Excess from 2016	125,966.			
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2019)

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				
ALZHEIMER'S ASSOCIATION 2630 WEST FWY #100 FORT WORTH, TX 76102	N/A	PUBLIC	SOCIAL WELFARE	5,000.
BALLET CONCERTO INC 3803 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	6,000.
BOTANICAL RESEARCH INSTITUTE OF TEXAS 1700 UNIVERSITY DR FORT WORTH, TX 76107	N/A	PUBLIC	EDUCATIONAL	35,000.
CASA MANANA INC 3101 W LANCASTER FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	25,000.
COOKS CHILDREN'S - CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH, TX 76102	N/A	PUBLIC	SOCIAL WELFARE	75,000.
Total	SEE CONTINUATION SHEET(S)			907,000.
b Approved for future payment				
NONE				
Total				0.

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
DAVEY O'BRIEN FOUNDATION 306 W. 7TH STREET, STE 305 FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	9,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY ST FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	100,000.
FORT WORTH ZOO 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	N/A	PUBLIC	EDUCATIONAL	125,000.
GOODFELLOW FUND P O BOX 1870 FORT WORTH, TX 76101	N/A	PUBLIC	SOCIAL WELFARE	3,000.
JAMES "JIM BOB" NORMAN SCHOLARSHIP FUND P O BOX 17005 FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	5,000.
KIMBELL ART MUSEUM 3333 CAMP BOWIE FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	10,000.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	5,000.
PERFORMING ARTS FORT WORTH 330 E 4TH STREET FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	10,000.
STREAMS AND VALLEYS INC 2918 WINGATE STREET FORT WORTH, TX 76107	N/A	PUBLIC	TRINITY RIVER PRESERVATION	40,000.
TEXAS BALLET THEATER 1600 GREEN OAKS ROAD FORT WORTH, TX 76116	N/A	PUBLIC	CULTURAL	50,000.
Total from continuation sheets				761,000.

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 CLIBURN FOUNDATION 201 MAIN ST #100 FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	27,000.
THE MULTICULTURAL ALLIANCE 500 WEST 7TH STREET, SUITE 1707 FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	11,000.
LENA POPE HOME 3200 SANGUINET ST FORT WORTH, TX 76107	N/A	PUBLIC	SOCIAL WELFARE	15,000.
FORT WORTH PUBLIC LIBRARY 500 W THIRD STREET FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	25,000.
KEY CENTER 3947 EAST LOOP 820 SOUTH FORT WORTH, TX 76119	N/A	PUBLIC	EDUCATIONAL	35,000.
CANCER CARE SERVICES 623 S HENDERSON STREET FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	12,000.
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137	N/A	PUBLIC	SOCIAL WELFARE	10,000.
COOK CHILDRENS HEALTH CARE CENTER 1300 LANCASTER AVENUE FORT WORTH, TX 76102	N/A	PUBLIC	SOCIAL WELFARE	100,000.
UNT HEALTH SCIENCE CENTER FOUNDAT FOUNDATION 3500 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A	PUBLIC	EDUCATIONAL	6,500.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132	N/A	PUBLIC	SOCIAL WELFARE	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
FORT WORTH SYMPHONY ASSOCIATION 330E 4TH STREET #200 FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	50,000.
KIDS WHO CARE INC 1300 GENDY STREET FORT WORTH, TX 76107	N/A	PUBLIC	EDUCATIONAL	25,000.
ARLINGTON LIFE SHELTER 325 W DIVISION STREET ARLINGTON, TX 76011	N/A	PUBLIC	SOCIAL WELFARE	15,000.
STAGE WEST THEATRE 821 W HICKERY BLVD FORT WORTH, TX 76104	N/A	PUBLIC	CULTURAL	20,000.
PRESBYTERIAN NIGHT SHELTER 2400 CYPRESS STREET FORT WORTH, TX 76102	N/A	PUBLIC	SOCIAL WELFARE	10,000.
FORT WORTH CHRISTIAN SCHOOL 6200 HOLIDAY LANE NORTH RICHLAND HILLS, TX 76180	N/A	SCHOOL	EDUCATIONAL	10,000.
C R SMITH MUSEUM 4601 HWY 360 FORT WORTH, TX 76155	N/A	PUBLIC	EDUCATIONAL	10,000.
BREAKTHROUGH FORT WORTH (FORT WORTH COUNTRY DAY SCHOOL) 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A	SCHOOL	EDUCATIONAL	15,000.
THE WARM PLACE 809 LIPSCOMB STREET FORT WORTH, TX 76104	N/A	PUBLIC	GRIEF SUPPORT FOR CHILDREN	2,500.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	24.	
4 Dividends and interest from securities			14	459,574.	
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	114,791.	
8 Gain or (loss) from sales of assets other than inventory			18	-113,167.	
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.		461,222.	0.
13 Total. Add line 12, columns (b), (d), and (e)				461,222.	0.

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

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

[illegible]

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
BANK OF AMERICA, N.A.	8.	8.	
INTERNAL REVENUE SERVICE	16.	16.	
TOTAL TO PART I, LINE 3	24.	24.	

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
BANK OF AMERICA-AGENCY ACCT-7308	329,517.	0.	329,517.	329,517.	
BANK OF AMERICA-AGENCY ACCT-7308	28,559.	28,559.	0.	0.	
BANK OF AMERICA-CUSTODIAL ACCT-7033	130,057.	0.	130,057.	130,057.	
BANK OF AMERICA-CUSTODIAL ACCT-7033	44.	44.	0.	0.	
TO PART I, LINE 4	488,177.	28,603.	459,574.	459,574.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	114,692.	114,692.	
LITIGATION SETTLEMENTS	99.	99.	
TOTAL TO FORM 990-PF, PART I, LINE 11	114,791.	114,791.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DECKER, JONES, MCMACKIN, MCCLANE, HALL & BATES	5,778.	5,778.		0.
TO FM 990-PF, PG 1, LN 16A	5,778.	5,778.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUSAN F. HALL - ACCOUNTING FEE	3,000.	1,500.		1,500.
ACCOUNTING FEES	10,625.	9,625.		1,000.
TO FORM 990-PF, PG 1, LN 16B	13,625.	11,125.		2,500.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAYMOND KELLY III - MANAGEMENT	6,000.	4,500.		1,500.
INVESTMENT MANAGEMENT FEES	133,387.	133,387.		0.
TO FORM 990-PF, PG 1, LN 16C	139,387.	137,887.		1,500.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	1,737.	1,737.		0.
GROSS PRODUCTION TAXES	12,649.	12,649.		0.
US TREASURY	9,482.	0.		0.
FOREIGN TAXES	6,126.	6,126.		0.
TO FORM 990-PF, PG 1, LN 18	29,994.	20,512.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,498.	1,498.		1,000.
OFFICE EXPENSE	1,246.	623.		623.
TO FORM 990-PF, PG 1, LN 23	3,744.	2,121.		1,623.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - ATTACHMENT II	7,382,185.	10,149,786.
CORPORATE STOCK - ATTACHMENT I	2,911,845.	7,115,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,294,030.	17,265,271.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - ATTACHMENT II	2,937,978.	3,070,914.
CORPORATE BONDS - ATTACHMENT I	1,458,179.	1,484,854.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,396,157.	4,555,768.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL PROPERTIES	COST	77,481.	312,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		77,481.	312,000.