

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

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

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

OMB No 1545-0052

**2018**

Open to Public Inspection

**For calendar year 2018 or tax year beginning , 2018, and ending , 20**

Name of foundation <b>The Huchton Family Foundation</b>		<b>A</b> Employer identification number 45-3589637
Number and street (or P.O. box number if mail is not delivered to street address) <b>1619 Latexo Drive</b>	Room/suite	<b>B</b> Telephone number (see instructions) (713) 906-9618
City or town, state or province, country, and ZIP or foreign postal code <b>Houston TX 77018-1809</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>4,281,687.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	6,389.	6,389		
	<b>4</b> Dividends and interest from securities	38,145.	38,145.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	349,956.			
	<b>b</b> Gross sales price for all assets on line 6a <b>2,094,695.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		349,957.		
	<b>8</b> Net short-term capital gain			0.	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) See Stmt.	32,284.	42,613.			
<b>12</b> <b>Total.</b> Add lines 1 through 11	426,774.	437,104.	0.		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	71,500.			71,500.
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	13,365.			13,365.
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest	3,137.	3,137.		
	<b>18</b> Taxes (attach schedule) (see instructions) See Stmt.	6,547.	1,050.		5,493.
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) See Stmt.	19,437.	14,960.		380.
	<b>24</b> <b>Total operating and administrative expenses.</b> Add lines 13 through 23	113,986.	19,147.		90,738.
	<b>25</b> Contributions, gifts, grants paid	241,500.			241,500.
<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25	355,486.	19,147.		332,238.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	71,288.				
<b>b</b> Net investment income (if negative, enter -0-)		417,957.			
<b>c</b> Adjusted net income (if negative, enter -0-)			0.		

For Paperwork Reduction Act Notice, see instructions.

Cat No. 11289X

Form **990-PF** (2018)

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	181,652.	603,194.	603,194.
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .	168,686.	0.	0.
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	943,844.	901,672.	1,026,333.
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	784,229.	450,000.	417,550.
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	2,003,217.	2,191,680.	2,234,610.
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>15</b> Other assets (describe ▶ . . . . .)			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	4,081,628.	4,146,546.	4,281,687.
	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
<b>Net Assets or Fund Balances</b>	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . .)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>			
	<b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
<b>Net Assets or Fund Balances</b>	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	4,081,628.	4,146,546.	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,081,628.	4,146,546.	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,081,628.	4,146,546.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	4,081,628.
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	71,288.
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,152,916.
<b>5</b> Decreases not included in line 2 (itemize) ▶ <u>Bond Premium Amortization</u> . . . . .	<b>5</b>	6,370.
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	4,146,546.

**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.)
<b>1a</b> UBS 08059 - See Statement Attached	P	01/01/2018	06/30/2018
<b>b</b> UBS 08061 - See Statement Attached	P	01/01/2018	06/30/2018
<b>c</b> UBS 08062 - See Statement Attached	P	01/01/2018	06/30/2018
<b>d</b> UBS 08063 - See Statement Attached	P	01/01/2018	06/30/2018
<b>e</b> See Statement			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
<b>a</b> 82,040.		88,014.	-5,974.
<b>b</b> 210,054.		214,169.	-4,115.
<b>c</b> 20,160.		23,311.	-3,151.
<b>d</b> 271,182.		273,557.	-2,375.
<b>e</b> 1,511,260.		1,145,688.	365,572.

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))
<b>a</b>			-5,974.
<b>b</b>			-4,115.
<b>c</b>			-3,151.
<b>d</b>			-2,375.
<b>e</b>			365,572.

  

<b>2</b> 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 }	<b>2</b>	349,957.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	<b>3</b>	-15,615.

**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))
2017	477,346.	4,303,734.	0.110914
2016	224,872.	4,897,210.	0.045918
2015	77,452.	4,828,044.	0.016042
2014	242,083.	5,179,367.	0.046740
2013	84,907.	4,566,517.	0.018593

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.238207
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.047641
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	4,072,252.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	194,006.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	4,180.
<b>7</b> Add lines 5 and 6	<b>7</b>	198,186.
<b>8</b> 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.	<b>8</b>	332,238.

**Form 990-PF: Return of Private Foundation****Part IV: Capital Gains and Losses for Tax on Investment Income****Continuation Statement**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired	(d) Date sold
UBS 08058 - See Statement Attached		P	01/01/17	12/31/18
UBS 08059 - See Statement Attached		P	01/01/17	12/31/18
UBS 08062 - See Statement Attached		P	01/01/17	12/31/18
UBS 08063 - See Statement Attached		P	01/01/17	12/31/18
UBS 08063 - See Statement Attached		P	01/01/17	12/31/18
1099 Capital Gain Distributions		P	01/01/17	12/31/18
Partnership Long Term Loss		P	01/01/17	12/31/18
Partnership Section 1231 Gain		P	01/01/17	12/31/18
(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)	
100,000.		100,000.	0.	
414,830.		314,871.	99,959.	
132,155.		95,633.	36,522.	
156,440.		156,495.	-55.	
73,754.		72,706.	1,048.	
84.		0.	84.	
400,160.		405,983.	-5,823.	
233,837.		0.	233,837.	
1,511,260.	0.	1,145,688.	365,572.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
			0.	
			99,959.	
			36,522.	
			-55.	
			1,048.	
			84.	
			-5,823.	
			233,837.	
0.	0.	0.	365,572.	

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

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<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	4,180.	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	0.	
<b>3</b> Add lines 1 and 2	<b>3</b>	4,180.	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	0.	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	4,180.	
<b>6</b> Credits/Payments:			
<b>a</b> 2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	1,868.	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	2,312.	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	4,180.	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0.	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0.	
<b>11</b> Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</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 <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	X	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

	Yes	No
<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions . . . . .		<b>x</b>
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . .		<b>x</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<b>x</b>	
<b>14</b> The books are in care of ▶ <u>Katy Richardson</u> Telephone no. ▶ <u>(713) 906-9618</u> Located at ▶ <u>1619 Latexo Drive Houston TX</u> ZIP+4 ▶ <u>77018-1809</u>		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>		
<b>16</b> At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .		<b>x</b>
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
<b>1a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 . . . . .	<b>1b</b>	<b>x</b>
Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? . . . . .	<b>1c</b>	<b>x</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) . . . . .	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>x</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	<b>4b</b>	<b>x</b>

**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 instructionsOrganizations 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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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. 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
Jacob N. Huchton c/o 1619 Latexo Drive Houston TX 77018	VP 1.00	0.	0.	0.
Jenna C. Huchton c/o 1619 Latexo Drive Houston TX 77018	VP 1.00	0.	0.	0.
Julie A. Huchton c/o 1619 Latexo Drive Houston TX 77018	Co-Pres / Dir 1.00	0.	0.	0.
See Statement	2.00	71,500.	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 ☐ 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

**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
<b>1</b> N/A	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

	Amount
<b>1</b> None	0.
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b> None	0.
<b>Total.</b> Add lines 1 through 3 . . . . .	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,926,546.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	207,720.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	4,134,266.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	4,134,266.
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	62,014.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,072,252.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	203,613.

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

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	203,613.
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5 . . . . .	<b>2a</b>	4,180.
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	4,180.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	199,433.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	199,433.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	199,433.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	332,238.
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	332,238.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions . . . . .	<b>5</b>	4,180.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	328,058.

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7 . . . . .				199,433.
<b>2</b> Undistributed income, if any, as of the end of 2018:				
<b>a</b> Enter amount for 2017 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013 . . . . . 0.				
<b>b</b> From 2014 . . . . . 0.				
<b>c</b> From 2015 . . . . . 0.				
<b>d</b> From 2016 . . . . . 0.				
<b>e</b> From 2017 . . . . . 36,230.				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	36,230.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 332,238.				
<b>a</b> Applied to 2017, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2018 distributable amount . . . . .				199,433.
<b>e</b> Remaining amount distributed out of corpus . . . . .	132,805.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	169,035.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019 . . . . .				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
<b>9</b> <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	169,035.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014 . . . . . 0.				
<b>b</b> Excess from 2015 . . . . . 0.				
<b>c</b> Excess from 2016 . . . . . 0.				
<b>d</b> Excess from 2017 . . . . . 36,230.				
<b>e</b> Excess from 2018 . . . . . 132,805.				

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

N/A

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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)

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

Tax year	Prior 3 years				(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015		
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 Managers Contributed More than 2% Statement

**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 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
<b>a</b> <i>Paid during the year</i> See statement attached				241,500.
<b>Total</b>			▶ <b>3a</b>	241,500.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
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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 (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion 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	6,389.	
4	Dividends and interest from securities . . . . .			14	38,145.	
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 . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	349,956.	
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a Partnership K-1	525990	-12,830.			
b	Other Income			14	42,613.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . . .		-12,830.		437,103.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	424,273.

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

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

[illegible]

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?

- (1) Cash** . . . . .

- (2) Other assets** . . . . .

- (1) Sales of assets to a noncharitable exempt organization** . . . . .

- (2) Purchases of assets from a noncharitable exempt organization . . . . .**

- (3) Rental of facilities, equipment, or other assets . . . . .**

- (4) Reimbursement arrangements . . . . .**

- (5) Loans or loan guarantees** . . . . .

- (6) Performance of services or membership or fundraising solicitations . . . . .**

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .

[illegible]

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

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

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.

5/20/19  
Date

President  
Title

May the IRS discuss this return with the preparer shown below?  
See instructions. ☒ Yes ☐ No

Print/Type preparer's name

Jay F Rea

Preparer's signature

Date	
------	--

5/14/19

Check ☒ if self-employed

PTIN

P00751116

Firm's name ▶ Jay F. Rea, CPA

Firm's EIN ▶ 76-0262208

Firm's address ► One Sugar Creek Center Boulevard, Suite 970

Phone no. (281) 565-9200

BAA Sugar Land TX 77478 Form 990-PF (2018)

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

**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**      **Continuation Statement**

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Terry J. Huchton c/o 1619 Latexo Drive Houston, TX 77018	Co-Pres / Dir	0.	0.	0.
	1.00			
Kathryn A. Richardson 1619 Latexo Drive Houston, TX 77018	VP / Dir	71,500.	0.	0.
	1.00			
		71,500.	0.	0.

**Additional information from your Form 990-PF: Return of Private Foundation****Form 990-PF: Return of Private Foundation****Other Income****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
K-1 Allen Harrison Multifamily	-20,842.		
K-1 Dallas Medical Office Building, LLC	-3,406.		
K-1 Dallas Mockingbird Land LLC	-10,259.		
K-1 San Antonio STMC Hospital, LLC	-3,554.		
K-1 Southlake Flex Office Portfolio LLC	12,370.		
K-1 Wilmeth Ridge, LLC	12,861.		
Nondividend Income	2,501.		
Other Income	42,613.	42,613.	
<b>Total</b>	<b>32,284.</b>	<b>42,613.</b>	

**Form 990-PF: Return of Private Foundation****Taxes****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
990-PF 2018	600.			
990-PF 2017 Refund	-596.			
Foreign Tax	1,050.	1,050.		
Payroll Tax	5,493.			5,493.
<b>Total</b>	<b>6,547.</b>	<b>1,050.</b>		<b>5,493.</b>

**Form 990-PF: Return of Private Foundation****Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Investment fees	14,960.	14,960.		
Registered Agent Fee	380.			380.
Miscellaneous and nondeductible	4,097.			
<b>Total</b>	<b>19,437.</b>	<b>14,960.</b>		<b>380.</b>

**Form 990-PF: Return of Private Foundation****Managers Contributed More than 2%****Continuation Statement**

List
Julie A. Huchton
Terry J. Huchton

**Additional information from your Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets****Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets****Net Gain or Loss from Sale of Assets****Continuation Statement**

Description of Property	Business Code	Exclusion Code	Date Acquired	How Acquired	Date Sold	Name of Buyer	Buyer a Business	Sale Price	Cost or other basis	Sale Expense	Valuation Method	Total Gain or Loss	Accumulated Depreciation
UBS 08058 - See Statement Attached		18	Various	Purchased	12/31/18			100,000.	100,000.			0.	
UBS 08059 - See Statement Attached		18	Various	Purchased	12/31/18			414,830.	314,871.			99,959.	
UBS 08062 - See Statement Attached		18	Various	Purchased	12/31/18			132,155.	95,633.			36,522.	
UBS 08063 - See Statement Attached		18	Various	Purchased	12/31/18			156,439.	156,495.			-56.	
UBS 08063 - See Statement Attached		18	Various	Purchased	12/31/18			73,754.	72,706.			1,048.	
1099 Capital Gain Distributions		18	Various	Purchased	12/31/18			84.				84.	
Partnership Long Term Loss		18	Various	Purchased	12/31/18			400,160.	405,983.			-5,823.	
Partnership Section 1231 Gain		18	Various	Purchased	12/31/18			233,837.				233,837.	

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
Form 990-PF, Page 2, Part II, Line 10, a - U.S. and State Obligations				
10 0000	FFCB Bond - 1 1% - 11/6/2018	9,980 00	0 00	0 00
16 0000	FNMA NTS - 1 625% - 11/27/2018	16,063 06	0 00	0 00
26 0000	FFCB Bond - 1 18% - 10/18/2019	25,984 52	0 00	0 00
13 0000	FNMA NTS - 1 55% - 8/25/2020	12,993 50	0 00	0 00
12 0000	FFCB Bond - 1 375% - 10/19/2020	11,988 00	0 00	0 00
24 0000	US TSY Infl Prot Note - 0 125% - 1/15/2022	26,315 33	0 00	0 00
13 0000	FFCB Bond - 1 92% - 4/19/2022	12,993 97	0 00	0 00
25 0000	US TSY Infl Prot Note - 0 25% - 1/15/2025	26,028 48	0 00	0 00
26 0000	US TSY Infl Prot Note - 0 375% - 1/15/2027	26,339 03	0 00	0 00
Total Line 10a - U.S. and State Obligations		168,685.89	0.00	0 00

## Form 990-PF, Page 2, Part II, Line 10, b - Corporate Stock

151 0000	Accenture PLC Ireland Class A	16,624 27	15,292 57	21,292 51
102 0000	Accenture PLC Ireland Class A	14,138 68	11,956 63	14,383 02
114 0000	Adidas AG	7,067 07	10,213 79	11,894 76
130 0000	Adobe Systems Inc	14,753 64	21,487 95	29,411 20
549 0000	AIA Group Ltd	17,651 39	15,466 45	18,051 12
50 0000	Alphabet Inc Class A	14,820 49	49,270 84	52,248 00
110 0000	Amadeus IT Group	0 00	8,503 35	7,701 65
117 0000	American Tower Corp REIT	22,072 69	15,736 01	18,508 23
85 0000	Ameriprise Financial Inc	14,818 68	8,074 24	8,871 45
296 0000	Amesourcebergen Corp	24,866 64	0 00	0 00
44 0000	ASML Hldg NV	0 00	7,478 11	6,847 28
374 0000	Atlas CopCo. AB	15,984 30	13,883 90	8,949 82
46 0000	Blackrock Inc	20,838 67	17,877 39	18,069 72
84 0000	Canadian PAC Railway Ltd	14,231 88	11,664 35	14,920 08
254 0000	CHR Hansen Hldg	5,795 22	4,705 62	11,268 71
109 0000	Chubb Ltd	13,327 60	11,174 68	14,080 62
382 0000	Colgate Palmolive Co	23,298 48	26,313 81	22,736 64
884 0000	Coloplast AS	5,971 42	0 00	0 00
467 0000	Comcast Corp New Class A	20,148 12	15,174 63	15,901 35
630 0000	Compass Group PLC	13,400 04	11,403 70	13,167 00
89 0000	Core Laboratories NV Europe	12,649 35	10,721 83	5,309 74
275 0000	CSL Ltd	14,253 80	9,881 61	17,795 25
302 0000	CVS Healthcare Corp	24,862 41	0 00	0 00
225 0000	Danaher Corp	20,463 74	19,324 77	23,202 00
384 0000	DSV AS	10,066 59	8,440 11	12,652 80
140 0000	Ecolab Inc	21,010 64	16,429 42	20,629 00
225 0000	Essilor Intl	8,948 12	13,488 90	14,211 00
715 0000	Expens PLC	15,295 61	13,010 99	17,270 82
33 0000	Facebook Inc Class A	15,380 66	4,617 29	4,325 97
89 0000	Ferran NV New Europe	9,686 20	0 00	0 00
202 0000	Gebent AG	0 00	7,647 24	7,944 66
138 0000	HDFC Bank Ltd	9,709 33	8,110 03	14,295 42
200 0000	Hermes Intl SCA	7,592 95	0 00	0 00
278 0000	Hexagon AB UN	0 00	16,651 84	13,010 40
126 0000	Home Depot Inc	18,595 53	16,544 69	21,649 32
167 0000	Honeywell Intl Inc	17,875 43	22,596 10	22,064 04
87 0000	Icon PLC	6,532 22	5,775 58	11,241 27
298 0000	Industria de Diseno Textil IND	4,933 55	4,441 69	3,787 58
182 0000	IntercontinentalExchange Group	17,837 35	9,468 82	13,710 06
709 0000	Invesco Ltd	17,488 56	0 00	0 00
181 0000	Lowe's Companies Inc	23,049 98	14,082 05	16,717 16
138 0000	Luxottica Group SPA	7,335 44	0 00	0 00
226 0000	LVMH Moet Hennessy Louis	9,965 97	8,247 86	13,211 96
235 0000	Medtronic PLC	24,122 99	18,815 73	21,375 60
22 0000	Mettler-Toledo Intl	0 00	12,815 68	12,442 76
456 0000	Microsoft Corp	0 00	46,665 61	48,315 92
487 0000	Mondelez Intl Inc	26,628 90	21,164 69	19,494 61
173 0000	Nestle SA	14,398 56	12,331 44	14,008 08
248 0000	Novozymes A/S	8,476 64	0 00	0 00
53 0000	O'Reilly Automotive Inc	29,391 03	12,625 30	18,249 49
87 0000	Parker Hannifin Corp	23,877 26	15,548 33	12,975 18
375 0000	Pernod Ricard SA	0 00	12,237 00	12,277 50
926 0000	Reckitt Benckiser PLC	15,496 61	0 00	0 00
76 0000	Resmed Inc	0 00	8,217 76	8,654 12
178 0000	Red Hat Inc	15,860 38	19,622 82	31,263 92
74 0000	Rockwell Automation Inc New	14,678 58	9,013 71	11,135 52
73 0000	RyanAir Holdings PLC	9,939 36	8,848 45	5,207 82
74 0000	Schlumberger Ltd Netherlands Antilles	23,974 77	4,390 09	2,669 92
93 0000	Shopify Inc Cl A	0 00	11,183 11	12,875 85
126 0000	SPDR S&P 500 ETF TR	0 00	34,261 44	31,489 92
434 0000	Starbucks Corp	24,364 20	0 00	0 00
75 0000	Stens PLC GBP	0 00	8,646 95	8,013 75
195 0000	SysMex Corp	3,040 05	0 00	0 00
384 0000	Taiwan Semiconductor Mfg Co Ltd	9,242 40	7,749 08	14,173 44
368 0000	Tencent Hldgs Ltd	4,203 14	7,069 30	14,524 96
111 0000	Thermo Fisher Scientific Inc	18,008 04	16,755 18	24,840 69
336 0000	TJX Cos Inc New	24,021 79	12,420 77	15,032 64
144 0000	UnitedHealth Group Inc	0 00	33,436 25	35,873 28
150 0000	Untd Technologies Corp	21,285 51	15,617 26	15,972 00
291 0000	Visa Inc Class A	18,466 46	32,697 42	38,394 54
360 0000	Walmart de Mexico SAB de CV	8,327 43	7,221 04	9,671 00

Page 2, Part II, Supplemental Statement

Year End Quantity	Description	Beginning of Year Book Value	End of year Book Value	Fair Market Value
256 0000	Walt Disney Co (Holding Co)	24,536 24	27,159 25	28,070 40
396 0000	Yandex NV	8,168 77	0 00	0 00
<b>Total Line 10b - Corporate Stock</b>		<b>943,843 80</b>	<b>901,672 30</b>	<b>1,026,332 52</b>

Form 990-PF, Page 2, Part II, Line 10, c - Corporate Bonds

13 0000	AFLAC Inc - 3 625% - 6/15/2023	12,438 63	0 00	0 00
12 0000	Air Lease Corp - 3 0% - 9/15/2023	13,059 83	0 00	0 00
12 0000	Bank of America Corp - 3 875% - 8/1/2025	12,196 84	0 00	0 00
13 0000	Capital One Financial Co - 3 75% - 3/9/2027	13,037 01	0 00	0 00
10 0000	Consol Energy Inc - 5 875% - 4/15/2022	12,845 00	0 00	0 00
10,000 0000	Credit Suisse AG - 2020	100,000 00	0 00	0 00
10,000 0000	Credit Suisse AG - 2021	100,000 00	100,000 00	92,800 00
15,000 0000	Deutsche Bank AG	150,000 00	150,000 00	144,150 00
13 0000	Discovery Comm Inc - 4 9% - 3/11/2026	12,647 79	0 00	0 00
12 0000	Goldman Sachs Group Inc - 3 75% - 5/22/2025	13,157 11	0 00	0 00
10,000 0000	GS Finance Corp	0 00	100,000 00	87,400 00
10,000 0000	HSBC USA Inc	100,000 00	100,000 00	93,200 00
14 0000	Icahn Enterprises LP - 6 25% - 2/01/2022	10,529 21	0 00	0 00
13 0000	Jefferies Grp LLC - 4 85% - 1/15/2027	15,936 59	0 00	0 00
10 0000	Kennametal Inc - 2 65% - 11/1/2019	12,021 07	0 00	0 00
12 0000	Kroger Co B/E - 3 4% - 4/15/2022	10,199 58	0 00	0 00
12 0000	L-3 Comms Corp - 4 75% - 7/15/2020	10,447 39	0 00	0 00
10 0000	Lazard Group LLC - 4 25% - 11/14/2020	12,338 44	0 00	0 00
13 0000	Level 3 Fing Inc - 5 375% - 5/1/2025	12,369 62	0 00	0 00
10 0000	LyondellBasell Ind NV - 6 0% - 11/15/2021	11,808 04	0 00	0 00
13 0000	Morgan Stanley - 3 591% - 7/22/2028	13,194 04	0 00	0 00
13 0000	Newfield Exploration Co - 5 625% - 7/1/2024	12,720 48	0 00	0 00
10 0000	Nokia Corp B/E - 5 375% - 5/15/2019	10,450 32	0 00	0 00
12 0000	Owens Corning Inc - 4 2% - 12/15/2022	12,535 38	0 00	0 00
15 0000	Raymond James Financial - 3 625% - 9/15/2026	13,074 77	0 00	0 00
13 0000	Seagate HDD Cayman NTS - 4 875% - 6/1/2027	12,626 25	0 00	0 00
13 0000	Sherwin Williams Co - 3 45% - 6/1/2027	13,139 23	0 00	0 00
11 0000	Thomson Reuters Corp NTS - 4 7% - 10/15/2019	11,540 38	0 00	0 00
12 0000	Valero Energy Corp - 3 65% - 3/15/2025	13,069 48	0 00	0 00
11 0000	Venzon Communications - 3 5% - 11/1/2021	10,314 87	0 00	0 00
13 0000	Wellpoint Inc - 3 5% - 8/15/2024	13,491 52	0 00	0 00
12 0000	Zunch Reinsurance Senior Note - 7 125% - 10/15/2023	13,042 02	0 00	0 00
<b>Total Line 10c - Corporate Bonds</b>		<b>784,228 89</b>	<b>450,000.00</b>	<b>417,550.00</b>

Form 990-PF, Page 2, Part II, Line 13 - Private Partnerships

Allen Hamson Multifamily	765,099 80	544,356 48	544,356 48
Dallas Medical Office Building	184,058 00	177,439 00	177,439 00
Dallas Mockingbird Land	253,314 00	0 00	0 00
Fort Worth Tollway Retail	0 00	196,837 00	196,837 00
San Antonio STMC Hospital	213,132 83	172,133 83	172,133 83
Southlake Flex-Office Portfolio	124,877 74	127,302 26	127,302 26
Wilmeth Ridge LLC	212,735 00	197,923 00	197,923 00
<b>Total Line 13 - Private Partnerships</b>		<b>1,753,217.37</b>	<b>1,415,991.57</b>

Form 990-PF, Page 2, Part II, Line 13 - Other Investments

5,249 2440	Banngs Active Short Duration Bond Funds Class Y	0 00	51,861 24	51,547 57
5,340 9680	Blackrock Strategies Income Opp Portfolio Instnl	0 00	53,665 18	51,273 29
2,334 8410	Blackrock Total Return Fund Instnl Class	0 00	27,030 38	26,196 91
2,513 7630	Braddock Mult-Strategy Income Fund Class I	0 00	25,865 80	25,539 83
506 0000	First Trust Low Duration Mortgage Opp Fund	0 00	25,722 51	25,831 30
429 0000	First Trust Enhanced Short Mat Fund	0 00	25,748 08	25,675 65
2,544 8700	Guggenheim Macro Opportunities Fund Class Instnl	0 00	68,532 65	66,166 62
4,750 5340	Hartford Emerging Markets Local Debt Fund	0 00	28,869 41	28,032 92
5,308 5620	Invesco High Yield Municipal Fund Class Y	0 00	53,221 47	52,130 07
	Millennium International Hedgefocus Fund	250,000 00	250,000 00	304,471 00
6,399 0660	Oppenheimer Sr Floating Rate Fund Class Y	0 00	52,138 06	49,144 82
1,889 5630	Performance Trust Strategic Fund Class I	0 00	42,347 24	41,759 34
3,766 7080	PGIM Total Return Bond CI Z	0 00	51,945 48	52,394 90
1,957 4020	Semper MBS Total Return Fund Class Instnl	0 00	20,941 08	20,454 85
<b>Total Line 13 - Other Investments</b>		<b>250,000.00</b>	<b>775,688.54</b>	<b>818,619.07</b>
<b>Grand Total Line 13</b>		<b>2,003,217.37</b>	<b>2,191,680.11</b>	<b>2,234,610.64</b>

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	Amount
Angel Reach Inc 729 N Frazier Conroe, TX 77301	N/A	Public	Unrestricted use by Angel Reach Inc	Person or Business <input checked="" type="checkbox"/>	10,000 00
Briarwood-Brookwood Inc 1752 FM 1489 Brookshire, TX 77423	N/A	Public	Unrestricted use by Briarwood-Brookwood Inc	Person or Business <input checked="" type="checkbox"/>	10,000 00
Casady School PO Box 20390 Oklahoma City, OK 73156	N/A	Public	Unrestricted use by Casady School	Person or Business <input checked="" type="checkbox"/>	5,500 00
Covenant House of Texas 1111 Lovett Boulevard Houston, TX 77006	N/A	Public	Unrestricted use by Covenant House of Texas	Person or Business <input checked="" type="checkbox"/>	25,000 00
International Justice Mission PO Box 58147 Washington, DC 20037-8147	N/A	Public	Unrestricted use by International Justice Mission	Person or Business <input checked="" type="checkbox"/>	25,000 00
International Leadership Institute PO Box 1005 Carrollton, GA 30112	N/A	Public	Unrestricted use by International Leadership Institute	Person or Business <input checked="" type="checkbox"/>	25,000 00
Montgomery County Women's Center 1401 Airport Road Conroe, TX 77301	N/A	Public	Unrestricted use by Montgomery County Women's Center	Person or Business <input checked="" type="checkbox"/>	25,000 00
Oak Forest Elementary 1401 W 43rd St Houston, TX 77018	N/A	Public	Unrestricted use by Oak Forest Elementary	Person or Business <input checked="" type="checkbox"/>	1,000 00
Oklahoma Baptist Homes for Children Inc 3800 North May Avenue Oklahoma City, OK 73112	N/A	Public	Unrestricted use by Oklahoma Baptist Homes for Children Inc	Person or Business <input checked="" type="checkbox"/>	15,000 00
Prison Fellowship Ministries 44180 Riverside Parkway Landsdowne, VA 20176	N/A	Public	Unrestricted use by Prison Fellowship Ministries	Person or Business <input checked="" type="checkbox"/>	15,000 00
Samaritan's Purse PO Box 3000 Boone, NC 28607	N/A	Public	Unrestricted use by Samaritan's Purse	Person or Business <input checked="" type="checkbox"/>	10,000 00
Star of Hope Mission 6897 Ardmore Street Houston, TX 77054-2307	N/A	Public	Unrestricted use by Star of Hope Mission	Person or Business <input checked="" type="checkbox"/>	10,000 00
The Children's Center Inc 6800 NW 39th Expressway Bethany, OK 73008	N/A	Public	Unrestricted use by The Children's Center Inc	Person or Business <input checked="" type="checkbox"/>	10,000 00
Water 4 Inc 2405 NW 10th Street Oklahoma City, OK 73107	N/A	Public	Unrestricted use by Water 4 Inc	Person or Business <input checked="" type="checkbox"/>	15,000 00
Westside Homeless Prevention 9610 Long Point Rd, Suite 110 Oklahoma City, OK 73107	N/A	Public	Unrestricted use by Westside Homeless Prevention	Person or Business <input checked="" type="checkbox"/>	25,000 00
Wounded Warrior Project 9610 Long Point Rd, Suite 110 Oklahoma City, OK 73107	N/A	Public	Unrestricted use by Wounded Warrior Project	Person or Business <input checked="" type="checkbox"/>	15,000 00
<b>Total</b>				<b>3a</b>	<b>241,500</b>

Quantity	Description	How Acquired		Date Acquired	Date Sold	Proceeds	Cost	Adjustments	Gain/(Loss)
		P-Purchased	D-Donated						
Short-Term Capital Gains and Losses									
	UBS 08059 - See Statement Attached	p	Various	Various	81,973.03	88,014.21	66.78	(5,974.40)	
	UBS 08061 - See Statement Attached	p	Various	Various	209,969.79	214,169.15	83.84	(4,115.52)	
	UBS 08062 - See Statement Attached	p	Various	Various	20,120.13	23,311.45	39.89	(3,151.43)	
	UBS 08063 - See Statement Attached	p	Various	Various	271,181.76	273,556.88	0.00	(2,375.12)	
Total Short Term					583,244.71	599,051.69	190.51	(15,616.47)	
Long-Term Capital Gains and Losses									
	UBS 08058 - See Statement Attached	p	Various	Various	100,000.00	100,000.00	0.00	0.00	
	UBS 08059 - See Statement Attached	p	Various	Various	414,561.03	314,871.35	269.25	99,958.93	
	UBS 08062 - See Statement Attached	p	Various	Various	132,155.13	95,633.42	0.00	36,521.71	
	UBS 08063 - See Statement Attached	p	Various	Various	156,706.29	156,495.30	(266.59)	(55.60)	
	UBS 08063 - See Statement Attached	p	Various	Various	73,754.35	72,705.71	0.00	1,048.64	
Total Long Term					877,176.80	739,705.78	2.66	137,473.68	
GRAND TOTAL					1,460,421.51	1,338,757.47	193.17	121,857.21	