

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

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

OMB No 1545-0052

2016

Open to Public Inspection

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation LUKE AND LORI MORROW FAMILY FOUNDATION		A Employer identification number 45-3982079	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 61447	Room/suite	B Telephone number (see instructions) (432) 425-9110	
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79711		C If exemption application is pending, check here <input type="checkbox"/>	
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 16,914,047		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,169	1,169		
	4 Dividends and interest from securities	582,818	582,818		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,435			
	b Gross sales price for all assets on line 6a	982,553			
	7 Capital gain net income (from Part IV, line 2)		5,435		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	127,963	127,963			
12 Total. Add lines 1 through 11	717,385	717,385			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	86	86		
	17 Interest	2,495	2,495		
	18 Taxes (attach schedule) (see instructions)	325			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	244,777	244,777		
	24 Total operating and administrative expenses. Add lines 13 through 23	247,683	247,358		0
	25 Contributions, gifts, grants paid	1,050,000			1,050,000
26 Total expenses and disbursements. Add lines 24 and 25	1,297,683	247,358		1,050,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-580,298				
b Net investment income (if negative, enter -0-)		470,027			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	185,632	497,009	497,009
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	13,192,339	12,572,967	14,502,942
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	2,822,014	2,549,711	1,914,096	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,199,985	15,619,687	16,914,047	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	16,199,985	15,619,687		
30 Total net assets or fund balances (see instructions)	16,199,985	15,619,687		
31 Total liabilities and net assets/fund balances (see instructions) .	16,199,985	15,619,687		

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 30 (must agree with end-of-year figure reported on prior year's return)	1	16,199,985
2 Enter amount from Part I, line 27a	2	-580,298
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	15,619,687
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,619,687

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
(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
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))	
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 5,435
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,171,003	17,401,520	0.067293
2014	1,143,027	18,703,415	0.061113
2013	998,522	18,558,618	0.053804
2012	996,851	18,624,780	0.053523
2011		18,715,046	
2 Total of line 1, column (d)			2 0.235733
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.058933
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 16,379,982
5 Multiply line 4 by line 3			5 965,321
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,700
7 Add lines 5 and 6			7 970,021
8 Enter qualifying distributions from Part XII, line 4			8 1,050,000

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 7,300.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of MARCIA WALKER Telephone no (432) 563-2766

Located at PO BOX 61447 MIDLAND TX ZIP+4 79711

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

16 At any time during calendar year 2016, 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? Includes instructions for FinCEN Form 114.

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

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

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-1c, 2a-2c, 3a-3b, 4a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No
 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? 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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LUKE MORROW PO BOX 61447 MIDLAND, TX 79711	DIRECTOR 000 00	0	0	0
LORI MORROW PO BOX 61447 MIDLAND, TX 79711	DIRECTOR 000 00	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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	14,255,223
b	Average of monthly cash balances.	1b	341,321
c	Fair market value of all other assets (see instructions).	1c	2,032,879
d	Total (add lines 1a, b, and c).	1d	16,629,423
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	16,629,423
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	249,441
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	16,379,982
6	Minimum investment return. Enter 5% of line 5.	6	818,999

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	818,999
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,700
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,700
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	814,299
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	814,299
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	814,299

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,050,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,050,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	4,700
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,045,300

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				814,299
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.			5,255	
c From 2013.			83,547	
d From 2014.			223,502	
e From 2015.			312,921	
f Total of lines 3a through e.	625,225			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____ 1,050,000				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				814,299
e Remaining amount distributed out of corpus	235,701			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	860,926			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	860,926			
10 Analysis of line 9				
a Excess from 2012.			5,255	
b Excess from 2013.			83,547	
c Excess from 2014.			223,502	
d Excess from 2015.			312,921	
e Excess from 2016.			235,701	

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization 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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				1,050,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
0425 CHUBB LTD	P	2016-01-19	2016-01-20
1075 CHUBB CORP	P	2014-05-27	2016-01-19
6838 COTY INC	P	2014-11-18	2016-10-10
3100 G E O GROUP INC	P	2013-10-24	2016-06-22
5200 ISHARES IBOX HIGH YIELD	P	2012-05-21	2016-06-09
2375 ISHARES MSCI MEXICO	P	2012-05-21	2016-06-22
50 ISHARES MSCI SINGAPORE	P	2012-05-22	2016-11-08
600 MC DONALDS CORP	P	2012-05-21	2016-07-01
2100 ICAHN ENTERPRISES LP	P	2013-06-20	2016-06-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5		5	
139,484		99,446	40,038
16		15	1
103,602		110,732	-7,130
438,057		457,858	-19,801
117,126		133,434	-16,308
11		12	-1
72,160		54,122	18,038
112,092		121,494	-9,402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			40,038
			1
			-7,130
			-19,801
			-16,308
			-1
			18,038
			-9,402

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902				
BOTH ENDS BURNING 16009 NORTH 81ST STREET SCOTTSDALE, AZ 85260				
BOYS & GIRLS CLUB OF MIDLAND PO BOX 284 MIDLAND, TX 79702				
BUCKNER INTERNATIONAL 700 N PEARL ST STE 1200 DALLAS, TX 75201				
CAMP FIRE PO BOX 50988 MIDLAND, TX 79710				
Total ▶ 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE ORLANDO, FL 32832		501C3	OPERATIONS	15,000
CASA DE AMIGOS 1101 E GARDEN LANE MIDLAND, TX 79701		501C3	OPERATIONS	20,000
CHILD FUND INTERNATIONAL 2821 EMERYWOOD PARKWAY RICHMOND, VA 23294		501C3	OPERATIONS	30,000
CHRISTIAN ALLIANCE FOR ORPHANS 6723 WHITTIER AVE ST 202 MCLEAN, VA 22101		501C3	OPERATIONS	5,000
CHRISTIAN VETERINARY MISSION 19303 FREEMONT AVE N SEATTLE, WA 98133		501C3	OPERATIONS	5,000
Total ▶ 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80997				
DOMINICAN DEVELOPMENT GROUP PO BOX 661 ELLENTON, FL 34222				
ELAM MINISTRIES 5755 N POINT PKWY ST 217 ALPHARETTA, GA 30022				
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920				
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132				
Total ▶ 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGH SKY CHILDRENS RANCH 8701 WEST CITY RD 60 MIDLAND, TX 79707		501C3	OPERATIONS	10,000
HOSPICE MIDLAND 911 WEST TEXAS MIDLAND, TX 79701		501C3	OPERATIONS	5,000
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037		501C3	OPERATIONS	150,000
LA DREAM CENTER 2301 BELLEVUE AVE LOS ANGELES, CA 90026		501C3	OPERATIONS	20,000
LIVING WATER INTERNATIONAL 4001 GREENBRIAR DRIVE STAFFORD, TX 77477		501C3	OPERATIONS	50,000
Total ▶ 3a				1,050,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAAS CO 1ST PRESBYTERIAN CH 800 W TEXAS MIDLAND, TX 79701		501C3	OPERATIONS	45,000
MERCY SHIPS PO BOX 2020 GARDEN VALLEY, TX 75771		501C3	OPERATIONS	30,000
MIDLAND FAIR HAVENS 2400 WHITMIRE BLVD 100 MIDLAND, TX 79705		501C3	OPERATIONS	5,000
OPERATION ENDURING SUPPORT INC 5900 DEEP SPRING COVE AUSTIN, TX 78730		501C3	OPERATIONS	10,000
PARTNERS RELIEF & DEVELOPMENT PO BOX 912418 DENVER, CO 80291		501C3	OPERATIONS	15,000
Total 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAYS OF HOPE 900 W WALL MIDLAND, TX 79701				
RIGHT FROM THE HEART MINISTRIES 1507 JOHNSON FERRY RD MARIETTA, GA 30062				
SAFE PLACE PO BOX 11331 MIDLAND, TX 79702				
SAMARITANS PURSE PO BOX 3000 BOONE, NC 28607				
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880				
Total 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
T BAR M CAMPS 2549 STATE HWY 46 WEST NEW BRAUNFELS, TX 78132		501C3	OPERATIONS	5,000
TEEN CHALLENGE OF THE PERMIAN 6901 SCR 1200 MIDLAND, TX 79706		501C3	OPERATIONS	5,000
TEEN FLOW MINISTRIES 711 S MAIN MIDLAND, TX 79701		501C3	OPERATIONS	10,000
UNITED WAY OF MIDLAND 1209 W WALL MIDLAND, TX 79701		501C3	OPERATIONS	10,000
UNITED WAY OF ODESSA 128 E 2ND STREET ODESSA, TX 79761		501C3	OPERATIONS	10,000
Total ▶ 3a				1,050,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WATER MISSIONS INTERNATIONAL PO BOX 31258 CHARLESTON, SC 29417				
WEARS VALLEY RANCH 3601 LYON SPRINGS RD SEVIERVILLE, TN 37862				
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063				
YOUNG LIFE PO BOX 70065 PRESCOTT, AZ 86304				
Total 3a				1,050,000

TY 2016 Investments - Other Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHARLES SCHWAB	AT COST	12,572,967	14,502,942

TY 2016 Other Assets Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT BOOT CREEK ROYALTY LTD	2,687,570	2,542,458	1,906,843
INVESTMENT ICAHN ENTERPRISES LP	127,191		
PERMIAN BASIN RECEIVABLE	7,253	7,253	7,253

TY 2016 Other Expenses Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	89,419	89,419		
PASSTHROUGH ICAHN INVST FEE	1,095	1,095		
BOOT CREEK ROYALTY EXPENSE	154,263	154,263		

TY 2016 Other Income Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BOOT CREEK ROYALTIES	123,076	123,076	
BOOT CREEK LEASE BONUS INC	1,943	1,943	
BOOT CREEK ORDINARY INCOME	2,570	2,570	
ICAHN PASSIVE INCOME/LOSS	-278	-278	
ICAHN NET INCOME	415	415	
ICAHN RENT INCOME	131	131	
ICAHN OTHER GAIN/LOSS	120	120	
ICAHN SECTION 1231 GAIN	2	2	
ICAHN CANCELLATION OF DEBT	-16	-16	

TY 2016 Other Professional Fees Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	86	86		

TY 2016 Taxes Schedule

Name: LUKE AND LORI MORROW FAMILY
FOUNDATION

EIN: 45-3982079

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAX	325			