



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	<b>1</b> Cash—non-interest-bearing . . . . .	2,237,637	3,387,511	3,387,511
	<b>2</b> Savings and temporary cash investments . . . . .	745,225	74,739,456	74,739,456
	<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 . . . . .	133,367	1,735,338	
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	561,043,255	589,210,546	991,209,176
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	5,147,802	4,000,000	4,002,875
	<b>11</b> Investments—land, buildings, and equipment basis ▶ 12,899,004 Less accumulated depreciation (attach schedule) ▶ 6,392,808	6,684,609	6,506,196	107,411,980
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ 109,562 Less accumulated depreciation (attach schedule) ▶ 76,968	42,570	32,594	0
<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)	576,034,465	679,611,641	1,180,750,998	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable. . . . .			
	<b>19</b> Deferred revenue . . . . .		313,508	
	<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) . . . . .	0	313,508	
Net Assets or Fund Balances	<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>27</b> Capital stock, trust principal, or current funds . . . . .	27,860,290	27,860,291	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	548,174,175	651,437,842	
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	576,034,465	679,298,133		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	576,034,465	679,611,641		

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>	576,034,465
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	103,263,668
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	679,298,133
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<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>	679,298,133

**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 )
<b>1 a</b> Expired Call Options	P		
<b>b</b> Publicly Traded Securities	P		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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> 4,808,804			4,808,804
<b>b</b> 416,397,263		315,356,350	101,040,913
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			4,808,804
<b>b</b>			101,040,913
<b>c</b>			
<b>d</b>			
<b>e</b>			

<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>	105,849,717
<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>	

**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))
2016	45,859,982	1,014,851,537	0 045189
2015	46,330,404	927,967,232	0 049927
2014	35,403,925	965,868,338	0 036655
2013	46,054,473	946,720,308	0 048646
2012	38,635,824	842,706,740	0 045847
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 226264
<b>3</b> 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			<b>3</b> 0 045253
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 1,116,118,468
<b>5</b> Multiply line 4 by line 3			<b>5</b> 50,507,709
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,575,234
<b>7</b> Add lines 5 and 6			<b>7</b> 52,082,943
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 52,682,317

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)**

<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>	1,575,234
<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>	1,575,234
<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>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,575,234
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	3,310,572
<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>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	3,310,572
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	1,735,338
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <b>▶</b> 393,900 <b>Refunded</b> <b>▶</b>	<b>11</b>	1,341,438

**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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> OK, IL, DE, 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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<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>11</b>		<b>No</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>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.mabeefoundation.com</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>The JE and LE Foundation Inc</u> Telephone no ► <u>(918) 584-4286</u>			

Located at ► 401 S Boston Suite 3001 Tulsa OKZIP+4 ► 741034017

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —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 2017, 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>16</b>	<b>Yes</b>	<b>No</b>
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> 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>	
	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 2017?		<b>1c</b>	<b>No</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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<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 <b>all</b> 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 <b>any</b> 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 2017 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 2017).		<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>No</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 2017?		<b>4b</b>	<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to				
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?	<b>5b</b>			
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>	
<b>c</b>	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?				
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
	<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>6b</b>			<b>No</b>
	<i>If "Yes" to 6b, file Form 8870</i>				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
	<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>			

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
See Additional Data Table				

**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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
John C McDermett	Petroleum Engineer	225,039	0	0
6 Desta Drive Suite 5800 Midland, TX 79705	40 00			
Debra Harber	Accounting Associate	54,269	24,225	0
401 S Boston Suite 3001 Tulsa, OK 74103	40 00			
Martin A Vaughn	Land Manager	58,762	0	0
401 S Boston Suite 3001 Tulsa, OK 74103	37 50			

Total number of other employees paid over \$50,000. . . . . ► 0

**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
Morgan Stanley Private Wealth Management	Investment Advisory	200,000
600 Travis Street Suite 3700 Houston, TX 77002		
UBS Financial Services Inc	Investment Advisory	200,000
2431 East 61st Street 8th Floor Tulsa, OK 74136		

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>	
<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>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	

Total. 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>	1,017,096,011
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	16,494,283
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	99,524,902
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	1,133,115,196
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	1,133,115,196
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	16,996,728
<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>	1,116,118,468
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	55,805,923

**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>	55,805,923
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	1,575,234
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,575,234
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	54,230,689
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	54,230,689
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<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>	54,230,689

**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>	52,682,317
<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>	52,682,317
<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>	1,575,234
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	51,107,083

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				54,230,689
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			49,149,489	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>52,682,317</u>				
<b>a</b> Applied to 2016, but not more than line 2a			49,149,489	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				3,532,828
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<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. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				50,697,861
<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). . . . .	0			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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) 2017	(b) 2016	(c) 2015	(d) 2014	
<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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input type="checkbox"/> 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.	
<b>a</b> The name, address, and telephone number or e-mail address of the person to whom applications should be addressed Raymond Tullius co JE LE Mabee Foun 401 S Boston Suite 3001 Tulsa, OK 74103 (918) 584-4286	
<b>b</b> The form in which applications should be submitted and information and materials they should include No prescribed form, however, requirements include project description and budget, IRS exemption letter and current financial statements	
<b>c</b> Any submission deadlines First work day of September, December, March and June	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Geographical area served-AR,KS,MO,NM,OK,and TX No tax supported organizations considered Principally capital projects	

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				52,139,000
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				44,857,000

## Enter gross amounts unless otherwise indicated

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**Form **990-PF** (2017)

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

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

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

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

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

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

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-12-14 Date	***** Title

May the IRS discuss this return with the preparer shown below  
 (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Alan R Schmitz				P00168987
	Firm's name ▶ Schmitz & Burwell PLLC				Firm's EIN ▶ 46-4206735
Firm's address ▶ 2524 E 71st Street Suite B Tulsa, OK 74136					Phone no (918) 280-3680

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
James E Jones  3550 West 12th Street Houston, TX 77008	Trustee 10 00	40,000	0	0
Kathleen A Kastelic  401 S Boston Suite 3001 Tulsa, OK 74103				
R Danny Cambell  5029 Mira Vista Court Midland, TX 79705	Trustee 10 00	40,000	0	0
Joseph G Mabee Jr  2555 Stagecoach Drive Gordon, TX 76453				
John Mabee  6 Desta Drive Suite 5750 Midland, TX 79705	Chairman 20 00	40,000	0	0
Raymond L Tullius Jr  401 S Boston Suite 3001 Tulsa, OK 74103				
Greg Daggett  26 Mosiac Point Place The Woodlands, TX 77389	Trustee 10 00	40,000	0	0

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)				
<b>a</b> <i>Paid during the year</i>				
Abilene Boys RanchAvailable on Request Abilene, TX 79601	Not applicable	PC	Building (New)	300,000
Abilene Youth Sports Authority Available on Request Abilene, TX 79606	Not applicable	PC	Building (New)	750,000
Agape' Mission of Bartlesville Available on Request Bartlesville, OK 74003	Not applicable	PC	Building (New)	100,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Alcohol and Drug Abuse Council for the Concho Valley Available on Request San Angelo, TX 76901	Not applicable	PC	Building (New)	500,000
Arkansas Baptist Assembly Available on Request Siloam Springs, AR 72761	Not applicable	PC	Building (New)	250,000
Autistic Treatment Center Available on Request Dallas, TX 75243	Not applicable	PC	Building (New)	300,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000



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)				
<b>a</b> <i>Paid during the year</i>				
Baptist Care Facilities for Persons wMental Disabilities Available on Request Tyler, TX 75704	Not applicable	PC	Building (New)	300,000
Bethel Neighborhood Center Available on Request Kansas City, KS 66101	Not applicable	PC	Building Renovation	250,000
Boy Scouts of America Rio Grande Council Available on Request Harlingen, TX 78550	Not applicable	PC	Building (New)	1,200,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Boy Scouts of America Sam Houston Area Council Available on Request Houston, OK 77008	Not applicable	PC	Building (New)	1,000,000
Boys & Girls Club of Oklahoma County Inc Available on Request Oklahoma City, OK 73102	Not applicable	PC	Building (New)	100,000
Boys & Girls Clubs of Austin and Travis County Inc Available on Request Austin, TX 78723	Not applicable	PC	Building (New)	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Briarwood-Brookwood Community Available on Request Brookshire, TX 77423	Not applicable	PC	Building (New)	2,000,000
Catholic Charities of the Diocese of Tulsa Available on Request Tulsa, OK 74103	Not applicable	PC	Building (New)	100,000
Center Against Sexual and Family Violence Available on Request El Paso, TX 79901	Not applicable	PC	Building (New)	400,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Central Methodist University Available on Request Fayette, MO 65248	Not applicable	PC	Building Renovation	1,000,000
Children's Advocacy Center for Denton County Inc Available on Request Lewisville, TX 75077	Not applicable	PC	Building Renovation	600,000
Children's Association for Maximum Potential (CAMP) Available on Request San Antonio, TX 78205	Not applicable	PC	Building (New)	750,000
<b>Total . . . . .</b> ▶ <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Christus Foundation for Healthcare Available on Request Houston, TX 77002	Not applicable	PC	Building Renovation	250,000
Christus St Michael Health System Available on Request Texarkana, TX 75503	Not applicable	PC	Equipment	420,000
City of Midland Aquatics Inc Available on Request Midland, TX 79705	Not applicable	PC	Building (New)	120,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Community Action Project of Tulsa County Inc Available on Request Tulsa, OK 74146	Not applicable	PC	Building Renovation	1,000,000
Community Services League Available on Request Independence, MO 64050	Not applicable	PC	Building Renovation	150,000
Counseling & Recovery Services of Oklahoma Inc Available on Request Tulsa, OK 74136	Not applicable	PC	Building Renovation	240,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Counseling Associates Inc Available on Request Conway, AR 72034	Not applicable	PC	Building (New)	380,000
Culver-Stockton College Available on Request Canton, MO 63435	Not applicable	PC	Building (New)	400,000
Dallas Baptist University Available on Request Dallas, TX 75211	Not applicable	PC	Building (New)	1,500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Driscoll Children's Hospital Available on Request Corpus Christi, TX 78411	Not applicable	PC	Building (New)	1,000,000
East Texas Baptist University Available on Request Marshall, TX 75670	Not applicable	PC	Building Renovation	400,000
El Centro del Barrio Inc Available on Request San Antonio, TX 78221	Not applicable	PC	Building (New)	400,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000



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)				
<b>a</b> <i>Paid during the year</i>				
Emergency Infant Services Available on Request Tulsa, OK 74127	Not applicable	PC	Building Renovation	600,000
Good Samaritan Ministry Inc Available on Request Claremore, OK 74017	Not applicable	PC	Building (New)	18,000
Gracewood IncAvailable on Request Houston, TX 77080	Not applicable	PC	Building (New)	1,000,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Hall-Voyer Foundation Available on Request Honey Grove, TX 75446	Not applicable	PC	Building Renovation	90,000
Halo House Foundation Available on Request Houston, TX 77025	Not applicable	PC	Building (New)	800,000
Hardin-Simmons University Available on Request Abilene, TX 79601	Not applicable	PC	Building (New)	600,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Healing House IncAvailable on Request Kansas City, MO 64123	Not applicable	PC	Building Renovation	300,000
Interfaith Family Services Available on Request Dallas, TX 75206	Not applicable	PC	Building (New)	1,250,000
Iron Gate at Trinity Inc Available on Request Tulsa, OK 74103	Not applicable	PC	Building (New)	1,000,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Junior Achievement of Oklahoma Inc Available on Request Tulsa, OK 74146	Not applicable	PC	Program Support	75,000
Kanakuk MinistriesAvailable on Request Branson, MO 65616	Not applicable	PC	Building (New)	500,000
Kansas City Autism Training Center Available on Request Prairie Village, KS 66208	Not applicable	PC	Building Renovation	325,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000


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)				
<b>a</b> <i>Paid during the year</i>				
Kansas City University of Medicine & Biosciences Available on Request Kansas City, MO 64106	Not applicable	PC	Building (New)	1,000,000
Kitchen Inc (The)Available on Request Springfield, MO 65803	Not applicable	PC	Building (New)	600,000
K-Life of Bartlesville Inc Available on Request Bartlesville, OK 74006	Not applicable	PC	Building (New)	250,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000


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)				
<b>a</b> <i>Paid during the year</i>				
Lake Whitney Ministerial Alliance Available on Request Whitney, TX 76692	Not applicable	PC	Building (New)	50,000
Least of These IncAvailable on Request Nixa, MO 65714	Not applicable	PC	Building (New)	300,000
Legacy Community Health Endowment Inc Available on Request Houston, TX 77002	Not applicable	PC	Building (New)	1,500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
LIFE Senior Services Inc Available on Request Tulsa, OK 74135	Not applicable	PC	Building Renovation	250,000
Little Brothers of the Lamb Inc Available on Request Kansas City, KS 66101	Not applicable	PC	Building (New)	50,000
Little Light House Inc (The) Available on Request Tulsa, OK 74135	Not applicable	PC	Building Renovation	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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)				
<b>a</b> <i>Paid during the year</i>				
Marbridge Foundation Inc Available on Request Manchaca, TX 78652	Not applicable	PC	Building (New)	800,000
McGee Eye Institute (Dean A) Available on Request Oklahoma City, OK 73104	Not applicable	PC	Building Renovation	500,000
Mercy Health Foundation Springfield Available on Request Springfield, MO 65807	Not applicable	PC	Building (New)	1,500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000



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)				
<b>a</b> <i>Paid during the year</i>				
Midwestern Baptist Theological Seminary Available on Request Kansas City, MO 64118	Not applicable	PC	Building (New)	1,000,000
Miriam Foundation Available on Request St Louis, MO 63119	Not applicable	PC	Building Renovation	500,000
Mission Centers of Houston Available on Request Houston, TX 77002	Not applicable	PC	Building (New)	20,000
<b>Total</b> . . . . . 				52,139,000
<b>3a</b>				

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
North Texas Food Bank Available on Request Dallas, TX 75237	Not applicable	PC	Building Renovation	2,000,000
Northland Early Education Cetner Available on Request Kansas City, MO 64155	Not applicable	PC	Building Renovation	500,000
Odessa Rape Crisis Center Available on Request Odessa, TX 79761	Not applicable	PC	Building (New)	500,000
<b>Total</b> . . . . . 				52,139,000
<b>3a</b>				

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Oklahoma League for the Blind Available on Request Oklahoma City, OK 73130	Not applicable	PC	Building Renovation	500,000
Oklahoma Methodist Manor Available on Request Tulsa, OK 74135	Not applicable	PC	Building (New)	1,000,000
Oklahoma United Methodist Circle of Care Inc Available on Request Oklahoma City, OK 73106	Not applicable	PC	Building (New)	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Operation Breakthrough Inc Available on Request Kansas City, MO 64109	Not applicable	PC	Building Renovation	1,500,000
Ouachita Baptist University Available on Request Arkadelphia, AR 71923	Not applicable	PC	Building Renovation	250,000
Ozarks Food Harvest Inc Available on Request Springfield, MO 65803	Not applicable	PC	Building Renovation	700,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Paws and Stripes Inc Available on Request Rio Rancho, NM 87124	Not applicable	PC	Building Renovation	200,000
Philanthropy Southwest Available on Request Dallas, TX 75206	Not applicable	PC	Program Support	6,000
Pine Cove IncAvailable on Request Tyler, TX 75701	Not applicable	PC	Building (New)	750,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Positive Tomorrows Inc Available on Request Oklahoma City, OK 73106	Not applicable	PC	Building (New)	800,000
Presbyterian VillageAvailable on Request Little Rock, AR 72205	Not applicable	PC	Building RenovationBuilding (New)	400,000
projectHandUpAvailable on Request Grapevine, TX 76051	Not applicable	PC	Building (New)	250,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Regional East Texas Food Bank Available on Request Tyler, TX 75701	Not applicable	PC	Building Renovation	450,000
ReMerge of Oklahoma County Inc Available on Request Oklahoma City, OK 73103	Not applicable	PC	Building (New)	1,000,000
Restoration House of Greater Kansas City Available on Request Greenwood, MO 64034	Not applicable	PC	Building Renovation	100,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Rice UniversityAvailable on Request Houston, TX 77002	Not applicable	PC	Building (New)	750,000
Richardson Medical Center Foundation Available on Request Richardson, TX 75082	Not applicable	PC	Equipment	50,000
Sherwood Forest Camp Inc Available on Request St Louis, MO 63143	Not applicable	PC	Building (New)	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000




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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Sky Ranches IncAvailable on Request Dallas, TX 75251	Not applicable	PC	Building (New)	100,000
Southwest Baptist University Available on Request Bolivar, MO 65613	Not applicable	PC	Building Renovation	65,000
Springboard Center (The) Available on Request Midland, TX 79705	Not applicable	PC	Building (New)	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
St Mary's Catholic Campus Ministry Available on Request Nacogdoches, TX 75965	Not applicable	PC	Building (New)	120,000
St Mary's Catholic Center Available on Request College Station, TX 77840	Not applicable	PC	Building (New)	500,000
Synergy Services Inc Available on Request Parkville, MO 64152	Not applicable	PC	Building (New)	100,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Tarrant Area Food Bank Available on Request Fort Worth, TX 76107	Not applicable	PC	Building Renovation	500,000
Teen Challenge of Oklahoma Available on Request Oklahoma City, OK 73159	Not applicable	PC	Building (New)	200,000
Texas Wesleyan University Available on Request Fort Worth, TX 76105	Not applicable	PC	Building (New)	1,000,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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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)				
<b>a</b> <i>Paid during the year</i>				
The Community Betterment Foundation Inc Available on Request Hartville, MO 65667	Not applicable	PC	Building Renovation	10,000
Tulsa Area United Way Available on Request Tulsa, OK 74119	Not applicable	PC	Program Support	300,000
Tulsa Psychiatric Center Available on Request Tulsa, OK 74120	Not applicable	PC	Building (New)	1,500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

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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)				
<b>a</b> <i>Paid during the year</i>				
Union Rescue Mission of Wichita Inc Available on Request Wichita, KS 67219	Not applicable	PC	Building (New)	500,000
United Way of Midland Inc Available on Request Midland, TX 79701	Not applicable	PC	Program Support	100,000
Via Christi Hospitals - Wichita Available on Request Wichita, KS 67226	Not applicable	PC	Building (New)	300,000
<b>Total</b> . . . . . 				52,139,000
<b>3a</b>				

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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)				
<b>a</b> <i>Paid during the year</i>				
Wildwood Outdoor Education Center Inc Available on Request Kansas City, KS 66103	Not applicable	PC	Building Renovation	100,000
YMCA of the Greater Houston Area Available on Request Houston, TX 66103	Not applicable	PC	Building (New)	1,500,000
<b>Total . . . . . ▶</b> <b>3a</b>				52,139,000

**TY 2017 Accounting Fees Schedule****Name:** The JE and LE Mabee Foundation Inc**EIN:** 73-6090162**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
HoganTaylor, LLP	28,500	22,800	0	5,700
Schmitz & Burwell, PLLC	2,300	1,840	0	460

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The JE and LE Mabee Foundation Inc

EIN: 73-6090162

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Producing O&G Royalties and Minerals		6,417,109	6,174,882		0 %	0	0	0	



TY 2017 Investments Corporate Bonds Schedule

**Name:** The JE and LE Mabee Foundation Inc

**EIN:** 73-6090162

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bank of America \$4 due 7/26/24	4,000,000	4,002,875

**TY 2017 Investments Corporate Stock Schedule**

**Name:** The JE and LE Mabee Foundation Inc  
**EIN:** 73-6090162

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T, Inc.	21,613,025	20,617,269
Astra Zeneca PLC (ADR)	13,879,413	22,083,840
BP PLC (ADR)	16,296,303	22,228,006
Air Products & Chemicals, Inc.	14,438,127	30,065,232
Chevron Corporation	4,298,487	38,521,060
Colgate Palmolive Company	6,087,176	10,864,676
Exxon Mobil Corp.	1,061,865	31,392,007
Johnson & Johnson	1,295,794	31,988,875
JP Morgan Chase & Co.	14,274,819	36,616,331
Kraft Foods Group, Inc.	15,149,476	19,063,671
McDonalds Corporation	8,341,995	22,225,510
Merck & Co,, Inc.	14,887,406	26,722,664
Microsoft Corporation	9,787,978	69,532,270
Nike, Inc.	21,892,864	25,309,544
ONEOK, Inc.	11,227,754	24,250,662
PepsiCo, Inc.	3,171,715	15,024,125
Pfizer, Inc.	5,371,403	25,116,528
Philip Morris International, Inc.	20,522,351	23,405,945
Royal Dutch Shell PLC (ADR)	24,649,509	25,772,850
Royal Bank of Canada (USA)	18,057,369	24,030,944
Schlumberger Limited	12,220,070	9,644,532
Thermo Fisher Scientific Inc.	7,440,297	42,272,880
Trans Canada Corp.	6,906,990	6,547,620
Travelers Companies, Inc.	19,518,670	19,539,968
United Technologies Corporation	15,606,300	26,636,325
Verizon Communications, Inc.	18,986,326	28,990,356
Wal-Mart Stores, Inc.	6,622	6,039
YumI Brands, Inc.	3,890,795	11,643,260
Bristol-Meyers Squibb Company	19,767,066	19,987,555
DowDuPont Inc.	19,204,672	30,941,356

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Ford Motor Company	8,137,363	7,017,570
Honeywell International, Inc.	23,198,198	40,189,849
LyondellBasell Industries NV	8,111,191	7,697,235
Total SA ADR	9,209,338	9,902,568
Williams Companies, Inc.	9,894,664	10,350,582
ONE Gas, Inc.	1,106,034	5,929,722
Apple, Inc.	8,827,131	17,817,738
Eaton Corp PLC	18,691,125	18,930,978
Hewlett Packard	10,823,133	11,173,845
Enlink Midstream LLC	4,725,162	4,596,241
Plains GP Holdings LP	10,530,755	9,158,345
Targa Resources Corp.	6,366,915	6,812,159
TJX Companies Inc.	24,436,175	26,502,770
Wells Fargo & CO	29,149,514	31,163,992
Cisco Systems Inc.	5,882,328	6,592,260
Credit Suisse Group AG ADR	8,885,316	7,250,750
Intel Corp	9,970,409	9,346,990
Lockheed Martin	12,500,211	12,479,970
UBS Group AG	8,912,947	7,253,712

**TY 2017 Investments - Land Schedule****Name:** The JE and LE Mabee Foundation Inc**EIN:** 73-6090162

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Land	3,626	0	3,626	22,758
Producing O&G Royalties	7,228,871	6,392,808	836,063	69,443,000
Non-Producing O&G Activities	5,666,507	0	5,666,507	37,946,222

# TY 2017 Other Expenses Schedule

**Name:** The JE and LE Mabee Foundation Inc

**EIN:** 73-6090162

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Computer supplies & support	1,701	1,361	0	340
Employee parking	4,440	3,552	0	888
Insurance	4,719	3,775	0	944
Telephone	7,396	5,917	0	1,479
Postage	755	604	0	151
Equipment maintenance	463	391	0	72
Equipment rental	991	771	0	220
Bank charges	73	58	0	15
Office supplies	4,279	3,423	0	856
Dues	1,291	1,033	0	258

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Subscriptions	3,614	2,891	0	723

**TY 2017 Other Professional Fees Schedule****Name:** The JE and LE Mabee Foundation Inc**EIN:** 73-6090162

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Morgan Stanley Private Wealth Management	200,000	200,000	0	0
CT Corporation	1,018	814	0	204
TRC Consultants	834	834	0	0
Ryan LLC	8,785	8,785	0	0
ADP	3,576	2,861	0	715
UBS Financial Services	200,000	200,000	0	0
Oklahoma Well Log Library	1,500	1,500	0	0

**TY 2017 Taxes Schedule****Name:** The JE and LE Mabee Foundation Inc**EIN:** 73-6090162

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Excise tax based on income	1,575,234	0	0	0
Illinois Charity Bureau	25	20	0	5
Oklahoma Franchise	100	80	0	20
Midland County Property Tax	515	412	0	103
Delaware Franchise Tax	25	20	0	5
Ad Valorem Taxes	644,516	644,516	0	0
Taxes Withheld From Foreign Dividends	152,408	152,408	0	0
Other Taxes	71	57	0	14