

TEXAS, TROPICAL STORM IMELDA
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: **DAVID WEEKLEY FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1111 NORTH POST OAK ROAD**

City or town, state or province, country, and ZIP or foreign postal code: **HOUSTON, TX 77055**

A Employer identification number: **76-0324538**

B Telephone number: **713-361-3470**

C If exemption application is pending, check here

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 119,487,704.**

J Accounting method: Cash Accrual
 Other (specify)

Part I Analysis of Revenue and Expenses		(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	3,000,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,137.	4,137.		STATEMENT 1
4	Dividends and interest from securities	2,734,387.	2,734,371.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,773,617.			
b	Gross sales price for all assets on line 6a	34,753,081.			
7	Capital gain net income (from Part IV, line 2)		6,773,617.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-497,398.	-224,722.		STATEMENT 3
12	Total. Add lines 1 through 11	12,014,743.	9,287,403.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	144,900.	0.		144,900.
14	Other employee salaries and wages	77,612.	0.		77,612.
15	Pension plans, employee benefits	16,489.	0.		16,489.
16a	Legal fees	10,792.	0.		10,792.
b	Accounting fees	58,442.	52,580.		5,844.
c	Other professional fees	410,158.	206,534.		203,624.
17	Interest	1,367.	1,367.		0.
18	Taxes	265,769.	45,584.		17,127.
19	Depreciation and depletion	39,020.	39,020.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	460,658.	77,100.		380,990.
24	Total operating and administrative expenses. Add lines 13 through 23	1,485,207.	422,185.		857,378.
25	Contributions, gifts, grants paid	13,803,429.			13,803,429.
26	Total expenses and disbursements. Add lines 24 and 25	15,288,636.	422,185.		14,660,807.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-3,273,893.			
b	Net investment income (if negative, enter -0-)		8,865,218.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		6,061,424.	1,028,945.	1,028,945.
	2	Savings and temporary cash investments		5,672,148.	13,782,244.	13,782,244.
	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				
	7	Other notes and loans receivable ▶	642,965.			
		Less: allowance for doubtful accounts ▶	0.	665,467.	642,965.	642,965.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 11	90,510,780.	85,784,059.	84,068,077.
	c	Investments - corporate bonds	STMT 12	7,063,081.	6,781,360.	6,214,797.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 13	14,741,038.	13,501,032.	12,468,370.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)	STATEMENT 14)	805,530.	700,943.	1,282,306.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		125,519,468.	122,221,548.	119,487,704.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow 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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		125,519,468.	122,221,548.		
30	Total net assets or fund balances		125,519,468.	122,221,548.		
31	Total liabilities and net assets/fund balances		125,519,468.	122,221,548.		

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	125,519,468.
2	Enter amount from Part I, line 27a	2	-3,273,893.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	117,485.
4	Add lines 1, 2, and 3	4	122,363,060.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	141,512.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	122,221,548.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	34,753,081.	27,979,464.	6,773,617.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,773,617.

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	6,773,617.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	8,560,102.	129,513,776.	.066094
2016	11,104,800.	115,415,226.	.096216
2015	7,635,824.	111,251,943.	.068635
2014	8,764,009.	99,772,250.	.087840
2013	6,855,984.	83,447,475.	.082159

2 Total of line 1, column (d)	2	.400944
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.080189
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	133,857,930.
5 Multiply line 4 by line 3	5	10,733,934.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88,652.
7 Add lines 5 and 6	7	10,822,586.
8 Enter qualifying distributions from Part XII, line 4	8	14,660,807.

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.

DAVID WEEKLEY FAMILY FOUNDATION

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 TIFF MULTI-ASSET FUND	P		11/20/18
b SETTLEMENT FUND REVENUE	P		
c SOVEREIGN'S CAPITAL LP	P		
d APOLLO GLOBAL MANAGEMENT LLC	P		
e THE BLACKSTONE GROUP LP	P		
f THE BLACKSTONE GROUP LP	P		
g THE BLACKSTONE GROUP LP	P		
h OAKTREE CAPITAL GROUP LP	P		
i OAKTREE CAPITAL GROUP LP	P		
j PLAINS ALL AMERICAN PIPELINE LP	P		
k PLAINS ALL AMERICAN PIPELINE LP	P		
l BUCKEYE PARTNERS LP	P		
m PIN OAK ALTERNATIVE INCOME FUND LP	P		
n PIN OAK ALTERNATIVE INCOME FUND LP	P		
o PIN OAK ALTERNATIVE INCOME FUND LP	P		

(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		477,589.	-477,589.
b	4,830.		4,830.
c		12,261.	-12,261.
d		276.	-276.
e	8.	1.	7.
f	2,227.		2,227.
g	1,184.		1,184.
h	768.		768.
i	4,525.		4,525.
j	1,035.		1,035.
k	748.		748.
l	2,539.		2,539.
m		419.	-419.
n		333.	-333.
o	171.		171.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			-477,589.
b			4,830.
c			-12,261.
d			-276.
e			7.
f			2,227.
g			1,184.
h			768.
i			4,525.
j			1,035.
k			748.
l			2,539.
m			-419.
n			-333.
o			171.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

DAVID WEEKLEY FAMILY FOUNDATION

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 PELICAN ENERGY PARTNERS LP	P		
b QUANTUM ENERGY PARTNERS IV LP	P		
c QUANTUM ENERGY PARTNERS IV LP	P		
d CARSON PRIVATE CAPITAL/LION FUND II LP	P		
e ENERGY TRANSFER LP	P		
f SALIENT MLP TOTAL RETURN TE FUND LP	P		
g SALIENT MLP TOTAL RETURN TE FUND LP	P		
h SCHWAB S&P 500 INDEX FD: SWPPX	P	08/15/17	04/19/18
i AMERICAN FD NEW WORLD FD CL F3	P	08/22/16	11/15/18
j AMG YACKTMAN FD I: YACKX	P		04/19/18
k DFA EMERGING MKTS CORE EQTY PORT	P		
l DFA INTL CORE EQTY PORT INSTL: DFIEX	P	08/22/16	11/15/18
m DFA US LARGE CAP VALUE PORT INSTL	P		04/19/18
n FIDELITY CONTRA FUND: FCNTX	P		04/19/18
o FIDELITY INTL SMALL CAP FD: FISMX	P	08/15/17	11/15/18

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		1,550.	-1,550.
b		110,117.	-110,117.
c	36,911.		36,911.
d		122,323.	-122,323.
e	7.		7.
f	2,326.		2,326.
g	4,422.		4,422.
h	900,000.	827,517.	72,483.
i	960,000.	864,741.	95,259.
j	1,180,000.	833,985.	346,015.
k	941,285.	944,943.	-3,658.
l	1,500,000.	1,394,324.	105,676.
m	1,180,000.	719,920.	460,080.
n	880,000.	524,256.	355,744.
o	1,500,000.	1,592,288.	-92,288.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			-1,550.
b			-110,117.
c			36,911.
d			-122,323.
e			7.
f			2,326.
g			4,422.
h			72,483.
i			95,259.
j			346,015.
k			-3,658.
l			105,676.
m			460,080.
n			355,744.
o			-92,288.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

DAVID WEEKLEY FAMILY FOUNDATION

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 FIRST EAGLE GLOBAL FUND CL I: SGIIX	P		05/07/18
b OPPENHEIMER DEVELOPING MKTS FD CL I	P		
c T ROWE PRICE GWTH STOCK FD I: PRUFX	P	10/23/13	04/19/18
d TEMPLETON INST FOREIGN SMALLER COMP	P		11/15/18
e TWEEDY BROWNE GLOBAL VALUE FUND	P	04/29/13	11/15/18
f VANGUARD DIV GROWTH FD INVESTOR	P	08/22/16	04/19/18
g VANGUARD EQUITY INCOME FD ADMIRAL	P	10/21/13	04/19/18
h VANGUARD MID CAP INDEX FUND ADMIRAL	P		05/07/18
i VANGUARD SELECTED VALUE FUND INV	P		
j VANGUARD SMALL CAP ETF: VB	P		
k VANGUARD TAX MANAGED SMALL CAP FD	P	08/22/16	04/19/18
l ARMADA HOFFLER PPTYS INC COM	P	07/05/17	05/23/18
m CYRUSONE INC COM	P	11/08/17	09/14/18
n EXTRA SPACE STORAGE INC	P	03/29/18	06/13/18
o GGP INC COM	P		03/27/18

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,434,985.		1,234,051.	200,934.
b 1,008,985.		918,365.	90,620.
c 880,000.		643,599.	236,401.
d 1,500,000.		1,482,326.	17,674.
e 1,700,000.		1,574,198.	125,802.
f 900,000.		817,861.	82,139.
g 1,180,000.		943,652.	236,348.
h 2,260,000.		1,756,734.	503,266.
i 2,140,000.		1,951,991.	188,009.
j 979,665.		696,697.	282,968.
k 1,000,000.		775,125.	224,875.
l 14,334.		12,765.	1,569.
m 68,265.		62,355.	5,910.
n 77,708.		69,664.	8,044.
o 162,750.		171,892.	-9,142.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			200,934.
b			90,620.
c			236,401.
d			17,674.
e			125,802.
f			82,139.
g			236,348.
h			503,266.
i			188,009.
j			282,968.
k			224,875.
l			1,569.
m			5,910.
n			8,044.
o			-9,142.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

DAVID WEEKLEY FAMILY FOUNDATION

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 JBG SMITH PPTYS COM	P		07/26/18
b WHITESTONE REIT CL B SHS	P		03/09/18
c AMERICAN TOWER REIT COM	P		12/03/18
d ARMADA HOFFLER PPTYS INC COM	P		05/23/18
e EASTGROUP PPTYS INC	P		09/18/18
f EXTRA SPACE STORAGE INC	P		06/13/18
g GGP INC COM	P		03/27/18
h JBG SMITH PPTYS COM	P		07/26/18
i KITE RLTY GROUP TR	P		09/14/18
j WEINGARTEN RLTY INVS COM	P		09/12/18
k JBG SMITH PPTYS COM	P	11/16/10	07/26/18
l LIFE STORAGE INC	P		
m FRONTIER COMMUNICATIONS CORP	P	11/22/17	10/01/18
n BMC SOFTWARE INC	P	04/28/14	03/29/18
o CHARTS INDS INC COM	P		08/06/18

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 113,873.		106,644.	7,229.
b 565,412.		552,858.	12,554.
c 97,496.		74,021.	23,475.
d 86,003.		64,983.	21,020.
e 340,332.		196,618.	143,714.
f 456,535.		382,973.	73,562.
g 854,437.		1,031,432.	-176,995.
h 126,328.		108,504.	17,824.
i 83,104.		119,613.	-36,509.
j 359,753.		397,085.	-37,332.
k 8,896.		6,956.	1,940.
l 535,266.		185,939.	349,327.
m 300,000.		300,966.	-966.
n 167,405.		173,193.	-5,788.
o 4,517.			4,517.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			7,229.
b			12,554.
c			23,475.
d			21,020.
e			143,714.
f			73,562.
g			-176,995.
h			17,824.
i			-36,509.
j			-37,332.
k			1,940.
l			349,327.
m			-966.
n			-5,788.
o			4,517.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6); If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

DAVID WEEKLEY FAMILY FOUNDATION

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 INTERNATIONAL GAME TECHNOLOGY	P	12/15/16	10/25/18
b SOLARCITY CORP FIXED RATE	P	04/04/17	11/01/18
c WHITING PETE CORP	P	12/27/13	01/26/18
d CHART INDS INC ST SUB - 2.0% 08/01/18	P		
e ICAHN ENTERPRISE LP 6%	P	09/16/18	02/26/18
f INTELSAT JACKSON 7.5%	P	08/15/18	11/01/18
g INTELSAT JACKSON 7.5%	P	09/12/18	10/09/18
h NORTHERN OIL & GAS 8%	P		10/11/18
i PERRY ELLIS 7.875%	P	09/24/14	05/29/18
j RITE AID CORP 6.75%	P	06/30/17	06/25/18
k SANCHEZ ENERGY	P	05/17/17	02/27/18
l STONE ENERGY CORP 7.5%	P		
m AMPLIFY ENERGY CORP	P		
n LINN ENERGY INC CLASS A	P		
o RIVIERA RESOURCES INC	P	08/08/18	09/24/18

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 87,058.		86,922.	136.
b 170,000.		166,778.	3,222.
c 257,440.		256,808.	632.
d 191,917.		175,448.	16,469.
e 152,793.		144,208.	8,585.
f 81,000.		81,116.	-116.
g 20,250.		20,279.	-29.
h 230,000.		174,997.	55,003.
i 58,000.		59,892.	-1,892.
j 162,701.		159,796.	2,905.
k 130,355.		160,583.	-30,228.
l 35,224.		57,344.	-22,120.
m 33,034.		166,208.	-133,174.
n 17,883.		106,220.	-88,337.
o 22,825.			22,825.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			136.
b			3,222.
c			632.
d			16,469.
e			8,585.
f			-116.
g			-29.
h			55,003.
i			-1,892.
j			2,905.
k			-30,228.
l			-22,120.
m			-133,174.
n			-88,337.
o			22,825.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

DAVID WEEKLEY FAMILY FOUNDATION

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 ROYAL DUTCH SHELL	P		
b TALOS ENERGY INC	P	05/10/18	09/24/18
c TALOS ENERGY INC	P	05/10/18	09/26/18
d TEEKAY OFFSHORE PARTNER	P	03/08/17	08/29/18
e AVENUE CREDIT	P		
f APOLLO GLOBAL MGMT LLC	P		
g FOREST CITY REALTY	P	03/08/18	08/24/18
h MAIN STREET CA 6.125%	P	01/25/18	04/03/18
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 99,074.		74,044.	25,030.
b 59,023.		67,238.	-8,215.
c 34,435.		39,258.	-4,823.
d 49,580.		106,282.	-56,702.
e 251,981.		253,526.	-1,545.
f 354,174.		175,991.	178,183.
g 125,266.		104,030.	21,236.
h 100,000.		102,593.	-2,593.
i 3,520,033.			3,520,033.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			25,030.
b			-8,215.
c			-4,823.
d			-56,702.
e			-1,545.
f			178,183.
g			21,236.
h			-2,593.
i			3,520,033.
j			
k			
l			
m			
n			
o			

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	6,773,617.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	88,652.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	88,652.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	88,652.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	77,442.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	102,442.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,790.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 13,790. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ DAVIDWEEKLEYFOUNDATION.ORG	X	
14 The books are in care of ▶ PATTY DETTLOFF Telephone no. ▶ 713-316-3470 Located at ▶ 1111 NORTH POST OAK RD, HOUSTON, TX ZIP+4 ▶ 77005		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	5b		X
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? SEE STATEMENT 16 If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID M. WEEKLEY 1111 N. POST OAK RD HOUSTON, TX 77005	PRESIDENT 15.00	0.	0.	0.
BONNIE S. WEEKLEY 1111 N. POST OAK RD HOUSTON, TX 77005	SECRETARY 2.00	0.	0.	0.
ROBIN WEEKLEY BRUCE 1111 N. POST OAK RD HOUSTON, TX 77005	VICE PRESIDENT 40.00	144,900.	13,010.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EVIE KLING - 1111 N. POST OAK RD, HOUSTON, TX 77005	DIR. OF INTL GIVING 40.00	55,740.	2,103.	0.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	120,744,610.
b	Average of monthly cash balances	1b	10,858,215.
c	Fair market value of all other assets	1c	4,293,551.
d	Total (add lines 1a, b, and c)	1d	135,896,376.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	135,896,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,038,446.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	133,857,930.
6	Minimum investment return. Enter 5% of line 5	6	6,692,897.

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	6,692,897.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	88,652.
b	Income tax for 2018. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	88,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,604,245.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,604,245.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,604,245.

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	14,660,807.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	14,660,807.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	88,652.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,572,155.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				6,604,245.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016	308,818.			
e From 2017	2,285,521.			
f Total of lines 3a through e	2,594,339.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 14,660,807.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				6,604,245.
e Remaining amount distributed out of corpus	8,056,562.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,650,901.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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)	3,000,000.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	7,650,901.			
10 Analysis of line 9.				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018	7,650,901.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

SEE STATEMENT 20

- 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.

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email address of the person to whom applications should be addressed.
- b The form in which applications should be submitted and information and materials they should include.
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOAPBOX SOAPS LLC 1027 33RD STREET NW SUITE 250 WASHINGTON, DC 20007		K-1 FLOW THROUGH	GENERAL PURPOSE	3,562.
AFRICAN ENTREPRENEURSHIP COLLECTIVE P.O. BOX 209 CLINTON, WA 98236		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	50,000.
ALEX CRISP FOUNDATION 6719 FAIRVIEW RD STE C CHARLOTTE, NC 28210		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
ALPHA HOUSTON 3262 WESTHEIMER #157 HOUSTON, TX 77098		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	60,000.
ALPHA USA 1635 EMERSON LANE NAPERVILLE, IL 60504		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	400,000.
Total	SEE CONTINUATION SHEET(S)			13,803,429.
b Approved for future payment				
NONE				
Total				0.

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
APARTMENT LIFE INC 610 S INDUSTRIAL BLVD STE 170 EULESS, TX 76040		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	50,000.
ARIZONANS FOR CHILDREN, INC. 2435 E LA JOLLA DRIVE TEMPE, AZ 85282		PUBLIC CHARITY	YOUTH DEVELOPMENT	3,934.
ARROW CHILD AND FAMILY MINISTRIES 2929 FARM TO MARKET 2920 SPRING, TX 77388		PUBLIC CHARITY	SUPPORTING FAMILIES	250,000.
ASPIRE FOR HUMANITY INITIATIVES 24 PREBLE STREET THIRD FLOOR PORTLAND, ME 04101		PUBLIC CHARITY	COMMUNITY DEVELOPMENT	15,000.
AXIS P.O. BOX 63572 COLORADO SPRINGS, CO 80962		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	75,000.
BAYLOR COLLEGE OF MEDICINE 7200 CAMBRIDGE, 10TH FLOOR, SUITE B HOUSTON, TX 77030		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	35,000.
BIBLICAL STUDIES FOUNDATION 1101 E ARAPHAO RD SUITE 260 RICHARDSON, TX 75081		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	5,000.
BIG BROTHERS BIG SISTERS OF AMERICA 500 DALLAS, SUITE 2900 HOUSTON, TX 77002		PUBLIC CHARITY	SUPPORTING FAMILIES	125,000.
BOOKS FOR DEVELOPMENT 3709 POLK ST HOUSTON, TX 77003		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	7,500.
BOY SCOUTS OF AMERICA PO BOX 924528 HOUSTON, TX 77292-4528		PUBLIC CHARITY	YOUTH DEVELOPMENT	552,500.
Total from continuation sheets				13,287,367.

DAVID WEEKLEY FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUILD AID HOUSTON 9511 WEST SAM HOUSTON PKWY N HOUSTON, TX 77064		PUBLIC CHARITY	SUPPORTING FAMILIES	100,000.
BULAMU HEALTHCARE INTERNATIONAL 1933 WAVERLEY STREET PALO ALTO, CA 94301		PUBLIC CHARITY	HEALTH ORGANIZATION	186,500.
CAMP BERE A INC 68 BERE A ROAD HEBRON, NH 03241		PUBLIC CHARITY	CAMPING	150,000.
CAMP EAGLE 6424 HACKBERRY ROAD ROCKSPRINGS, TX 78880		PUBLIC CHARITY	CAMPING	21,200.
CANCARE INC 9575 KATY FWY #428 HOUSTON, TX 77024		PUBLIC CHARITY	HEALTH ORGANIZATION	50,000.
CBMC 2420 GUN AND ROD CIRCLE BRENHAM, TX 77833		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	2,000.
CHAMPION FELLOWSHIP CHURCH 1801 S MARKET ST BRENHAM, TX 77833		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	25,000.
CHRISTIAN CAMPING INTERNATIONAL, INC. PO BOX 9508 TYLER, TX 75703		PUBLIC CHARITY	CAMPING	5,000.
COMMUNITIES IN SCHOOLS CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	20,000.
CONCENTRIC DEVELOPMENT 103 PRINCE WILLIAM LANE CARY, NC 27511		PUBLIC CHARITY	CAPACITY BUILDING	40,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CRESTED BUTTE CENTER FOR THE ARTS 606 6TH ST CRESTED BUTTE, CO 81224		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	2,000.
CYSTIC FIBROSIS FOUNDATION 50 BRIAR HOLLOW LANE, SUITE 250E HOUSTON, TX 77027		PUBLIC CHARITY	HEALTH ORGANIZATION	10,000.
DESIRING GOD MINISTRIES P.O. BOX 2901 MINNEAPOLIS, MN 55402		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	100,000.
DEVELOPMENT ASSOCIATE INTERNATIONAL 13710 STRUTHERS ROAD SUITE 120 COLORADO SPRINGS, CO 80921		PUBLIC CHARITY	HEALTH ORGANIZATION	20,000.
DIGITAL DIVIDE DATA 115 WEST 30TH STREET, SUITE 400 NEW YORK, NY 10001		PUBLIC CHARITY	YOUTH DEVELOPMENT	150,000.
DOLPHINS CANCER CHALLENGE 347 DON SHULA DRIVE MIAMI GARDENS, FL 33056		PUBLIC CHARITY	HEALTH ORGANIZATION	1,149.
DOST EDUCATION 172A LANGTON ST SAN FRANCISCO, CA 94103		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	26,500.
EDIFY 8825 AERO DR. SUITE 220 SAN DIEGO, CA 92123		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	300,000.
FAITH IN PRACTICE 7500 BEECHNUT, SUITE 208 HOUSTON, TX 77074		PUBLIC CHARITY	HEALTH	51,824.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	300,000.
Total from continuation sheets				

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST LIBERTY 2001 WEST PLANO PARKWAY SUITE 1600 PLANO, TX 75075		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	100,000.
FORGOTTEN VOICES INTERNATIONAL 1215 GETTYSBURG PIKE DILLSBURG, PA 17019		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	50,000.
FRIENDS OF RAISING THE VILLAGE 422-215 SPADINA AVENUE, 4TH FLOOR TORONTO, ONTARIO, CANADA		PUBLIC CHARITY	SUPPORTING FAMILIES	101,500.
FUELED SCHOOLS 3000 RICHMOND AVE SUITE 340 HOUSTON, TX 77098		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	10,000.
GREATER HOUSTON COMMUNITY FOUNDATION 515 POST OAK BLVD SUITE 1000 HOUSTON, TX 77027		PUBLIC CHARITY	GENERAL SUPPORT	1,000,000.
HEART OF A CHAMPION P.O. BOX 92970 SOUTHLAKE, TX 76092		PUBLIC CHARITY	YOUTH DEVELOPMENT	50,000.
HOPE AND HEALING CENTER 717 SAGE ROAD HOUSTON, TX 77056		PUBLIC CHARITY	SUPPORTING FAMILIES	200,000.
HOPE INTERNATIONAL 227 GRANITE RUN DRIVE, SUITE 250 LANCASTER, PA 17601		PUBLIC CHARITY	SUPPORTING FAMILIES	300,000.
HOUSTON GRADUATE SCHOOL OF THEOLOGY 4300-C WEST BELLFORT HOUSTON, TX 77035		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	10,000.
INTEGRATE HEALTH P.O. BOX 605 MEDWAY, MA 02053		PUBLIC CHARITY	HEALTH ORGANIZATION	151,500.
Total from continuation sheets				

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL CARE MINISTRIES 7498 SHERIDAN PLACE LA PLATA, MD 20646		PUBLIC CHARITY	SUPPORTING FAMILIES	200,000.
INTERNATIONAL JUSTICE MISSION P.O. BOX 58147 WASHINGTON, DC 20037		PUBLIC CHARITY	COMMUNITY SUPPORT	750,000.
JUSTICE VENTURES INTERNATIONAL 14500 NEW HAMPSHIRE AVE SILVER SPRING, MD 20904		PUBLIC CHARITY	COMMUNITY SUPPORT	101,500.
KANAKUK MINISTRIES 1353 LAKE SHORE DR BRANSON, MO 65616		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	50,000.
LANDESA RURAL DEVELOPMENT INSTITUTE 1424 FOURTH AVE SUITE 300 SEATTLE, WA 98101		PUBLIC CHARITY	COMMUNITY SUPPORT	790,000.
LIFENET 3815 SILVER STAR ROAD ORLANDO, FL 32808		PUBLIC CHARITY	HEALTH ORGANIZATION	101,500.
LIFEWATER P.O. BOX 3131 SAN LUIS OBISPO, CA 93403		PUBLIC CHARITY	HEALTH ORGANIZATION	100,000.
LIVING WATER INTERNATIONAL 4001 GREENBRIAR DRIVE STAFFORD, TX 77477		PUBLIC CHARITY	HEALTH ORGANIZATION	100,000.
LWALA COMMUNITY ALLIANCE INC P.O. BOX 60688 NASHVILLE, TN 37206		PUBLIC CHARITY	HEALTH ORGANIZATION	76,500.
MAM 1625 BLALOCK ROAD HOUSTON, TX 77080		PUBLIC CHARITY	SUPPORTING FAMILIES	10,000.
Total from continuation sheets				

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEDIC MOBILE INC 3254 19TH STREET FLOOR TWO SAN FRANCISCO, CA 94110		PUBLIC CHARITY	HEALTH ORGANIZATION	252,500.
MEMORIAL DRIVE PRESBYTERIAN CHURCH 11612 MEMORIAL DRIVE HOUSTON, TX 77024		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	107,000.
MULAGO FOUNDATION 15 MAIDEN LN STE 500 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT	4,000.
MUSO 3254 19TH ST, 2ND FLOOR SAN FRANCISCO, CA 94110		PUBLIC CHARITY	HEALTH ORGANIZATION	262,500.
MYAGRO FARMS 3161 CATALINA ISLAND ROAD WEST SACRAMENTO, CA 95691		PUBLIC CHARITY	HUMAN SERVICES	250,000.
NEMOURS 10140 CENTURION PARKWAY NORTH JACKSONVILLE, FL 32256		PUBLIC CHARITY	HEALTH ORGANIZATION	4,500.
NOORA HEALTH 2443 FILLMORE ST 380-3203 SAN FRANCISCO, CA 94115		PUBLIC CHARITY	HEALTH ORGANIZATION	51,500.
OH-BE-JOYFUL CHURCH 625 MAROON AVENUE CRESTED BUTTE, CO 81224		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	260,000.
ONE ACRE FUND 1954 FIRST ST #183 HIGHLAND PARK, IL 60035		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	200,000.
ONEGOAL 7457 HARWIN DRIVE SUITE 263 HOUSTON, TX 77036		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ONEWORLD HEALTH 21-D GAMECOCK AVENUE CHARLESTON, SC 29407		PUBLIC CHARITY	HEALTH ORGANIZATION	75,000.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, SUITE 550 SOUTH WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	65,000.
PIVOT 201 NE 50TH ST OKLAHOMA CITY, OK 73105		PUBLIC CHARITY	HEALTH ORGANIZATION	50,000.
POP-UP BIRTHDAY 3300 BEE CAVES RD. #650-141 AUSTIN, TX 78746		PUBLIC CHARITY	SUPPORTING FAMILIES	650.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTORFF AVE., SUITE 100 MOUNTAIN VIEW, CA 94043		PUBLIC CHARITY	YOUTH DEVELOPMENT	200,000.
PRAXIS 409 W 45TH ST APT 3 NEW YORK, NY 10036		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	345,136.
PRECISION AGRICULTURE FOR DEVELOPMENT INC 32 ATLANTIC AVE PILOT HOUSE BOSTON, MA 02110		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	100,000.
PROJECT HEALTHY CHILDREN 200 FRIBERG PARKWAY SUITE 4006 WESTBOROUGH, MA 01581		PUBLIC CHARITY	HEALTH ORGANIZATION	51,500.
PROXIMITY DESIGNS 1107 FAIR OAKS AVENUE #802 SOUTH PASADENA, CA 91030		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	300,000.
PTSD FOUNDATION OF AMERICA 9724 DERRINGTON RD HOUSTON, TX 77064		PUBLIC CHARITY	CAMPING	2,348.
Total from continuation sheets				

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REVIVAL SPORT INC P.O. BOX 130698 THE WOODLANDS, TX 77393		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	51,500.
RONALD MCDONALD HOUSE OF CHAPEL HILL 101 OLD MASON FARM ROAD CHAPEL HILL, NC 27517		PUBLIC CHARITY	SUPPORTING FAMILIES	1,100.
ROOT CAPITAL 130 BISHOP ALLEN DRIVE 2ND FLOOR CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
SAHA GLOBAL 8 BYRON ST BOSTON, MA 02108		PUBLIC CHARITY	HEALTH ORGANIZATION	51,500.
SCENIC HOUSTON 5615 KIRBY DRIVE SUITE 645 HOUSTON, TX 77005		PUBLIC CHARITY	SUPPORTING FAMILIES	7,500.
SHAWN M HURWITZ FELLOWSHIP 3900 ESSEX LANE SUITE 1200 HOUSTON, TX 77027		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	10,000.
ST. PAUL FREE WILL BAPTIST CHURCH 335 N LANCASTER HUTCHINS RD LANCASTER, TX 75146		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	2,500.
STONEY CREEK FOUNDATION 510 BERING DRIVE, SUITE 100 HOUSTON, TX 77057		PUBLIC CHARITY	CAMPING	50,000.
STRONGMINDS 515 VALLEY STREET SUITE 6 MAPLEWOOD, NJ 07040		PUBLIC CHARITY	EDUCATIONAL ORGANIZATION	126,500.
TEACHACLASS 2211 25TH ST SAN FRANCISCO, CA 94107		PUBLIC CHARITY	SUPPORTING FAMILIES	15,000.
Total from continuation sheets				

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEEN AND FAMILY SERVICES 11140 GREENBAY STREET HOUSTON, TX 77024		PUBLIC CHARITY	SUPPORTING FAMILIES	20,000.
TELLURIDE ACADEMY 300 MAHONEY DR. TELLURIDE, CO 81435		PUBLIC CHARITY	LAKE IRWIN COALITION	10,930.
THE FORGE FOR FAMILIES INC 3435 DIXIE DRIVE HOUSTON, TX 77021		PUBLIC CHARITY	SUPPORTING FAMILIES	25,000.
THE MISSION OF YAHWEH INC P.O. BOX 40787 HOUSTON, TX 77040		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	25,000.
TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	HEALTH ORGANIZATION	76,500.
TREE FOLKS INC. PO BOX 704 AUSTIN, TX 78767		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	2,500.
UNITED WAY OF GREATER HOUSTON 50 WAUGH DRIVE HOUSTON, TX 77007		PUBLIC CHARITY	SUPPORTING FAMILIES	200,000.
USO OF CENTRAL FLORIDA, INC. 4100 GEORGE J BEAN PARKWAY, #2441 TAMPA, FL 33607		PUBLIC CHARITY	SUPPORTING FAMILIES	2,750.
VILLAGE REACH 2900 EASTLAKE AVE. E, SUITE 230 SEATTLE, WA 98102		PUBLIC CHARITY	HUMAN SERVICES	100,000.
VILLAGE SCHOOLS INTERNATIONAL PO BOX 1929 TOMBALL, TX 77377		PUBLIC CHARITY	EDUCATION ORGANIZATION	326,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VISIONSPRING 322 EIGHT AVENUE SUITE 201 NEW YORK, NY 10001		PUBLIC CHARITY	CULTURAL/ENVIRONMENTAL	250,000.
WATSI, INC. 2132 FOLSOM STREET, SUITE 2 SAN FRANCISCO, CA 94110		PUBLIC CHARITY	HEALTH ORGANIZATION	101,546.
WORLD HOPE MINISTRIES INTERNATIONAL 17111 OLD LOUETTA RD HOUSTON, TX 77070		PUBLIC CHARITY	HEALTH ORGANIZATION	50,000.
YES PREPARATORY SCHOOL 5515 SOUTH LOOP EAST, SUITE B HOUSTON, TX 77033		PUBLIC CHARITY	EDUCATION ORGANIZATION	100,000.
YMCA OF COLUMBIA - WILLAMETTE 9500 SW BARBUR BLVD SUITE 200 PORTLAND, OR 97219		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	125,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	1,575,000.
YOUNG LIFE GREATER HOUSTON REGION 900 TOWN & COUNTRY, SUITE 302 HOUSTON, TX 77024		PUBLIC CHARITY	EVANGELISM/DISCIPLESHI	166,800.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a SEE STATEMENT 22					36,753.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,137.	
4 Dividends and interest from securities			14	2,734,387.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	6,773,617.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 21		-272,259.		-261,475.	-417.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-272,259.		9,250,666.	36,336.
13 Total. Add line 12, columns (b), (d), and (e)					9,014,743.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A	KROCHET KIDS INTL. EXISTS TO EMPOWER PEOPLE TO RISE ABOVE POVERTY THROUGH THE PROVISION OF FAIR WAGE JOBS, HOLISTIC EDUCATION, ONE-ON-ONE MENTORSHIP, AND ACCESS TO MICRO-FINANCE FOR VULNERABLE WOMEN IN THE DEVELOPING WORLD. THE GOAL OF THE WORK IS TO HELP INDIVIDUALS AND COMMUNITIES LIVING IN POVERTY CREATE A PATH TOWARD INDEPENDENCE.
1B	NOVASTAR IS A VENTURE CATALYST FIRM ASSISTING THE NEXT GENERATION OF EXCEPTIONAL ENTREPRENEURS WHO ARE DESIGNING AND EXECUTING INNOVATIVE BUSINESS MODELS TO PROFITABLY SERVE EAST AFRICA'S ASPIRING MASS MARKET. THESE "NEW STARS" ARE THE CATALYSTS FOR INNOVATION, ACCOUNTABILITY, EFFICIENCY AND THE ACCUMULATION OF WEALTH FOR THE COMMON GOOD.
1C	AN AFFILIATE CONTROLLED BY OPPORTUNITY INTERNATIONAL, INC. OPPORTUNITY INTERNATIONAL PROVIDES FINANCIAL SOLUTIONS AND TRAINING, THEREBY EMPOWERING PEOPLE LIVING IN POVERTY TO TRANSFORM THEIR LIVES, THEIR CHILDREN'S FUTURES AND THEIR COMMUNITIES.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2018

Name of the organization

DAVID WEEKLEY FAMILY FOUNDATION

Employer identification number

76-0324538

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization DAVID WEEKLEY FAMILY FOUNDATION	Employer identification number 76-0324538
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID AND BONNIE WEEKLEY 819 COUNTRY LANE HOUSTON, TX 77024	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DAVID WEEKLEY FAMILY FOUNDATION	Employer identification number 76-0324538
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CADENCE BANK	3,819.	3,819.	
OTHER INTEREST	318.	318.	
TOTAL TO PART I, LINE 3	4,137.	4,137.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT LLC	585.	0.	585.	585.	
BUCKEYE PARTNERS LP	328.	0.	328.	328.	
CAPITAL GAIN DISTRIBUTIONS	3,520,033.	3,520,033.	0.	0.	
CARSON PRIVATE CAPITAL/LION FUND II LP	90.	0.	90.	90.	
CHARLES SCHWAB #1264 (DIVIDENDS)	203,796.	0.	203,796.	203,796.	
CHARLES SCHWAB #1264 (INTEREST)	117,300.	0.	117,300.	117,300.	
CHARLES SCHWAB #7227 (DIVIDENDS)	1,590,014.	0.	1,590,014.	1,590,014.	
ENERGY TRANSFER LP	116.	0.	116.	116.	
ENERGY TRANSFER PARTNERS LP	865.	0.	865.	865.	
HIGHLY MDG OFFSHORE	1,890.	0.	1,890.	1,890.	
OAKTREE CAPITAL GROUP LLC	6,862.	0.	6,862.	6,862.	
OAKTREE CAPITAL GROUP LLC (TE INTEREST)	16.	0.	16.	0.	
OTHER DIVIDENDS - SPRINT CORPORATION	1,389.	0.	1,389.	1,389.	
PELICAN ENERGY PARTNERS LP	143.	0.	143.	143.	
PERSHING #0774 (DIVIDENDS)	32,804.	0.	32,804.	32,804.	
PERSHING #0774 (INTEREST)	229,444.	0.	229,444.	229,444.	

PERSHING #7598 (DIVIDENDS)	468,615.	0.	468,615.	468,615.
PIN OAK ALTERNATIVE INCOME FUND	8,021.	0.	8,021.	8,021.
PLAINS ALL AMERICAN PIPELINE LP	16.	0.	16.	16.
QUANTUM ENERGY PARTNERS IV LP	3,357.	0.	3,357.	3,357.
SALIENT MLP TOTAL RETURN TE FUND LP	24,153.	0.	24,153.	24,153.
SOAPBOX LLC	15,434.	0.	15,434.	15,434.
SOVEREIGN'S CAPITAL LP	66.	0.	66.	66.
THE BLACKSTONE GROUP LP	5,676.	0.	5,676.	5,676.
TIFF MULTI-ASSET FUND	22,852.	0.	22,852.	22,852.
VANGUARD	555.	0.	555.	555.
TO PART I, LINE 4	6,254,420.	3,520,033.	2,734,387.	2,734,371.

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KROCHET KIDS INTEREST - PRI	4,688.	4,688.	
NOVASTAR VENTURES EAST AFRICA FUND I LP	773.	773.	
OPPORTUNITY TRANSFORMATION INTEREST - PRI	31,292.	31,292.	
ENTERPRISE PRODUCTS PARTNERS LP (UBTI)	-8,449.	0.	
SOAPBOX SOAPS (UBTI)	-70,469.	0.	
APOLLO GLOBAL MANAGEMENT LLC	261.	261.	
APOLLO GLOBAL MANAGEMENT LLC (UBTI)	-1.	0.	
THE BLACKSTONE GROUP LP	616.	616.	
THE BLACKSTONE GROUP LP	54.	54.	
THE BLACKSTONE GROUP LP (UBTI)	865.	0.	
SOVEREIGN'S CAPITAL LP (UBTI)	-391.	0.	
OAKTREE CAPITAL GROUP LLC	854.	854.	
OAKTREE CAPITAL GROUP LLC (UBTI)	230.	0.	
PELICAN ENERGY PARTNERS LP	4,914.	4,914.	
PELICAN ENERGY PARTNERS LP (UBTI)	-9,337.	0.	
PLAINS ALL AMERICAN PIPELINE LP	3.	3.	
PLAINS ALL AMERICAN PIPELINE LP (UBTI)	-5,350.	0.	
BUCKEYE PARTNERS	178.	178.	

BUCKEYE PARTNERS (UBTI)	-2,438.	0.
QUANTUM ENERGY PARTNERS IV LP (COD INCOME)	80,449.	80,449.
QUANTUM ENERGY PARTNERS IV LP (UBTI)	1,776.	0.
KAMMOK HOLDINGS LLC (UBTI)	-40,437.	0.
CARSON PRIVATE CAPITAL/LION FUND II LP (SECTION 987/988 LOSS)	-31,860.	-31,860.
FANNIN PARTNERS LLC (UBTI)	-122,161.	0.
NOVASTAR VENTURES EAST AFRICA FUND I LP	-417.	0.
ENERGY TRANSFER PARTNERS LP	-126.	-126.
ENERGY TRANSFER PARTNERS LP	4.	4.
ENERGY TRANSFER PARTNERS LP (UBTI)	-8,541.	0.
ENERGY TRANSFER LP	-17.	-17.
ENERGY TRANSFER LP	1.	1.
ENERGY TRANSFER LP (UBTI)	-7,837.	0.
PIN OAK ALTERNATIVE INCOME FUND QP LP	4,461.	4,461.
PIN OAK ALTERNATIVE INCOME FUND QP LP (UBTI)	281.	0.
SALIENT MLP TOTAL RETURN TE FUND LP (SWAP LOSS)	-321,267.	-321,267.
TOTAL TO FORM 990-PF, PART I, LINE 11	-497,398.	-224,722.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL	10,792.	0.		10,792.
TO FM 990-PF, PG 1, LN 16A	10,792.	0.		10,792.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	58,442.	52,580.		5,844.
TO FORM 990-PF, PG 1, LN 16B	58,442.	52,580.		5,844.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVIOSRY FEES	206,534.	206,534.		0.
CONSULTING	203,624.	0.		203,624.
TO FORM 990-PF, PG 1, LN 16C	410,158.	206,534.		203,624.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	17,127.	0.		17,127.
FOREIGN TAXES - CHARLES SCHWAB	44,546.	44,546.		0.
FOREIGN TAXES - THE BLACKSTONE GROUP LP	32.	32.		0.
FOREIGN TAXES - OAKTREE CAPITAL GROUP LLC	7.	7.		0.
FOREIGN TAXES - PLAINS ALL AMERICAN PIPELINE LP	518.	518.		0.
FEDERAL EXCISE TAX	203,058.	0.		0.
FOREIGN TAXES - BUCKEYE PARTNERS LP	81.	81.		0.
FOREIGN TAXES - SALIENT MLP TOTAL RETURN TE FUND LP	400.	400.		0.
TO FORM 990-PF, PG 1, LN 18	265,769.	45,584.		17,127.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	25,687.	3,000.		22,687.
EXPENSES FBO CHARITIES	358,303.	0.		358,303.
BANK FEES	225.	225.		0.
DUES & SUBSCRIPTIONS	3,850.	3,850.		0.
OFFICE SUPPLIES	7,600.	7,600.		0.

ENTERPRISE PRODUCTS PARTNERS LP	237.	237.	0.
ENTERPRISE PRODUCTS PARTNERS LP - NDE	4.	0.	0.
MINDSHARE CLOUDFACTORY BRIDGE LP	196.	196.	0.
SOAPBOX SOAPS LLC - NDE	781.	0.	0.
APOLLO GLOBAL MANAGEMENT LLC	6.	6.	0.
THE BLACKSTONE GROUP LP	306.	306.	0.
THE BLACKSTONE GROUP LP - NDE	2.	0.	0.
SOVEREIGN'S CAPITAL LP	5,224.	5,224.	0.
OAKTREE CAPITAL GROUP LLC	365.	365.	0.
OAKTREE CAPITAL GROUP LLC - NDE	1.	0.	0.
PELICAN ENERGY PARTNERS LP	25,556.	25,556.	0.
PELICAN ENERGY PARTNERS LP - NDE	951.	0.	0.
CARSON PRIVATE CAPITAL/LION FUND II LP	963.	963.	0.
PLAINS ALL AMERICAN PIPELINE LP	11.	11.	0.
PLAINS ALL AMERICAN PIPELINE LP - NDE	62.	0.	0.
QUANTUM ENERGY PARTNERS IV LP	1,743.	1,743.	0.
QUANTUM ENERGY PARTNERS IV LP - NDE	214.	0.	0.
BUCKEYE PARTNERS LP	3.	3.	0.
BUCKEYE PARTNERS LP - NDE	48.	0.	0.
KAMMOK HOLDINGS LLC	8,728.	8,728.	0.
FANNIN PARTNERS LLC	1,902.	1,902.	0.
FANNIN PARTNERS LLC - NDE	471.	0.	0.
ENERGY TRANSFER PARTNERS LP	128.	128.	0.
ENERGY TRANSFER PARTNERS LP - NDE	23.	0.	0.
ENERGY TRANSFER LP	1.	1.	0.
ENERGY TRANSFER LP - NDE	3.	0.	0.
PIN OAK ALTERNATIVE INCOEM FUND QP LP	3,616.	3,616.	0.
PIN OAK ALTERNATIVE INCOEM FUND QP LP - NDE	8.	0.	0.
SALIENT MLP TOTAL RETURN TE FUND LP	13,440.	13,440.	0.
TO FORM 990-PF, PG 1, LN 23	460,658.	77,100.	380,990.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
PELICAN ENERGY PARTNERS LP (BOOK/TAX DIFFERENCE)		117,485.	
TOTAL TO FORM 990-PF, PART III, LINE 3		117,485.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
SALIENT MLP TOTAL RETURN TE FUND LP (BOOK/TAX DIFFERENCE)		38,430.	
CARSON PRIVATE CAP LION II (BOOK/TAX DIFFERENCE)		232.	
PIN OAK ALTERNATIVE INCOME FUND QP LP (BOOK/TAX DIFFERENCE)		12,725.	
QUANTUM ENERGY PARTNERS IV LP (BOOK/TAX DIFFERENCE)		55,076.	
SOVEREIGN'S CAPITAL LP (BOOK/TAX DIFFERENCE)		3,672.	
FANNIN PARTNERS LLC (BOOK/TAX DIFFERENCE)		30,816.	
APOLLO GLOBAL MANAGEMENT (BOOK/TAX DIFFERENCE)		561.	
TOTAL TO FORM 990-PF, PART III, LINE 5		141,512.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMERICAN FD CAP	2,766,079.	2,623,193.	
AMERICAN FD NEW WORLD	1,166,488.	1,098,157.	
AMERICAN HOMES 4 RENT CL A	413,481.	377,150.	
AMERICAN TOWER REIT COM	441,372.	917,502.	
AMERICOLD RLTY TR COM	408,799.	408,640.	
AMG YACKTMAN FD I	4,549,618.	3,994,128.	
ANGEL OAK MULTI STRATEGY	200,000.	199,799.	
ANNALY CAPITAL 7.5% PFD	53,583.	56,902.	
ARMADA HOFFLER PPTYS INC COM	257,884.	365,560.	
AVALONBAY CMNTYS INC COM	764,520.	948,573.	
BLACKROCK CORPORATE HIGH	286,442.	256,360.	
BLACKROCK CREDIT ALLOCAT	199,643.	176,644.	
BOSTON PPTYS INC COM	836,230.	877,890.	
CAMDEN PPTY TR COM	420,374.	757,230.	
COHEN & STEERS PREFERRED	199,670.	190,727.	
CROWN CASTLE INTL CORP NEW COM	680,241.	923,355.	
CYRUSONE INC COM	338,537.	687,440.	
DFA EMERGING MKTS CORE	1,071,556.	1,076,757.	
DFA INTL CORE EQTY PORT	1,776,871.	1,689,420.	

DFA US LARGE CAP VALUE	3,844,489.	4,014,107.
DOUBLELINE TOTAL RETURN	201,160.	196,071.
DOUGLAS EMMETT INC COM	534,385.	477,820.
EASTGROUP PPTYS INC COM	176,550.	321,055.
EATON VANCE LIMITED DURA	197,204.	175,224.
EMPIRE ST RLTY TR INC CL A	531,417.	441,130.
EQUINIX INC COM	1,151,622.	987,168.
ESSEX PROPERTY TRUST	706,195.	980,840.
FIDELITY CONTRA FUND	2,727,583.	3,143,876.
FIDELITY INTL SMALL CAP	2,011,877.	1,673,103.
FIRST EAGLE GLOBAL FUND CL I	3,967,910.	3,751,704.
FS INVESTMENT CORP	201,205.	115,255.
HARTFORD MIDCAP Y	2,500,015.	1,981,107.
HARVEST OIL & GAS CORP	316,535.	248,735.
HILTON WORLDWIDE HLDGS INC	425,289.	387,720.
HOST HOTELS & RESORTS INC	396,813.	366,740.
INDEPENDENCE RLTY TR INC COM	360,048.	367,200.
INVITATION HOMES INC COM	612,550.	542,160.
IVA WORLDWIDE FD CL I	3,950,841.	3,621,272.
KILROY REALTY CORP COM	606,192.	597,360.
KINDER MORGAN INC	98,778.	84,590.
KITE RLTY GROUP TR COM NEW	488,088.	352,250.
LIBERTY PPTY TR SH BEN INT	596,509.	586,320.
MACERICH CO COM	678,331.	432,800.
MACQUARIE INFRASTRUC	168,353.	139,842.
MORGAN STANL 6.375% PFD	96,501.	85,782.
NEW MOUNTAIN FIN CO	141,530.	128,002.
OPPENHEIMER DEVELOPING	1,015,669.	1,084,947.
PENNANTPARK CAP LTD	136,060.	133,055.
PFIZER INCORPORATED	87,603.	130,950.
PIMCO INCM INST CL	200,000.	190,614.
REGENCY CTRS CORP COM	643,568.	586,800.
RETAIL OPPORTUNITY INVTS CORP COM	407,122.	301,720.
REXFORD INDL RLTY INC COM	454,788.	471,520.
ROYAL DUTCH SHELL	123,730.	131,108.
SBA COMMUNICATIONS CORP NEW CL A	556,838.	534,237.
SCHWAB S&P 500 INDEX FD	6,366,940.	6,027,600.
SIMON PPTY GROUP INC NEW COM	906,385.	1,343,920.
T ROWE PRICE GWTH STOCK	2,915,210.	3,133,514.
TANGER FACTORY OUTLET CENTERS INC	369,045.	222,420.
TEMPLETON INST FOREIGN	1,768,198.	1,425,222.
TETRAGON FINL GROU ORDF	140,870.	158,440.
THORNBURG INVT INCOME	2,547,494.	2,677,041.
TWEEDY BROWNE GLOBAL	1,936,960.	1,821,327.
URBAN EDGE PPTYS COM	492,916.	349,020.
VANGUARD DIV GROWTH FD	3,317,197.	3,334,836.
VANGUARD EQUITY INCOME	4,088,913.	4,114,012.
VANGUARD MID CAP INDEX	4,208,013.	4,090,591.
VANGUARD SELECTED VALUE	2,593,824.	1,934,505.
VANGUARD TAX MANAGED	5,325,616.	5,320,756.
VEREIT INC	100,169.	106,470.
VORNADO RLTY TR COM	411,705.	496,240.
WESTRN ASST HIGH INCM OP	149,868.	122,552.
TOTAL TO FORM 990-PF, PART II, LINE 10B	85,784,059.	84,068,077.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CARRIZO OIL & GA 6.25%	153,770.	138,750.
CENTRAL GARDEN & PET CO GTD FXD RT SR NT	265,283.	249,375.
CENTRAL GARDEN 6.125%23	141,420.	139,650.
CORRECTIONS CORP AMER NEW GTD SR NT	242,308.	244,375.
ENERGEN CORP SR FIXED RT NT	283,224.	297,000.
ENTERPRISE PRODS OPER LLC	237,155.	208,055.
FRONTIER COMM CO 8.75%22	171,593.	95,625.
GAP INC FIXED RT NT 5.950% 04/12/21 B/E	264,280.	255,275.
GENERAL MTRS FINL CO INC GTD SR NT	258,383.	199,375.
GENESIS ENERGY LP	250,312.	231,250.
HCA INC GTD FXD RT SR NT	251,530.	243,750.
HEXION U S FIN CORP / HEXION NOVA SCOTIA	227,247.	197,780.
HEXION U.S. FIN 6.625%20	241,015.	203,044.
ICAHN ENTERPRISE LP 6%20	252,520.	240,625.
INTERNATIONAL GAME TECHNOLOGY FIXED RT	24,835.	24,180.
MATTEL INC FXD RT SR NT	185,015.	177,000.
NUSTAR LOGISTICS L P GTD FIXED RT SR NT	237,468.	245,000.
OASIS PETROLEUM 6.875%	154,145.	139,500.
REVLON CONSUMER PRODS CORP GTD FIXED	280,237.	213,710.
SERVICE CORP INTL SR NT	145,610.	148,875.
SIGNET UK FIN PLC SR NT	239,064.	221,250.
SPRINT CAP CORP NT 6.900%	212,417.	201,000.
STEEL DYNAMICS INC GTD SR NT FULLY	233,292.	222,750.
STONEMOR PARTNE 7.875%21	261,642.	232,688.
TRANSDIGM INC GTD SR SUB NT	239,826.	239,355.
TRANSDIGM INC. 6.5%24	262,185.	252,525.
TRANSOCEAN INC ISIN#US893830BD08	257,475.	246,250.
UNDER ARMOUR INC FXD RT SR NT	227,999.	209,445.
WACHOVIA CAP TR III FIXED-FLTG RATE_PFD	242,133.	226,125.
WEATHERFORD INTL LTD	188,144.	109,715.
WHITING PETROLEU 5.75%21	149,833.	161,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,781,360.	6,214,797.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OAKTREE CAP GRP LLC	FMV	130,972.	127,200.
APOLLO GLOBAL MGMT LP	FMV	125,037.	122,700.
BLACKSTONE GROUP LP LP	FMV	175,111.	186,313.
BUCKEYE PARTNERS LP LP	FMV	57,399.	43,485.
ENERGY SELECT SECTOR	FMV	2,652,845.	2,047,624.

ENERGY TRANSFER PART LP	FMV	95,480.	97,648.
ENTERPRISE PRODUCTS LP	FMV	70,811.	165,983.
FANNIN PARTNERS, LLC	COST	57,777.	57,777.
GREAT ELM CAPITA 6.5%	FMV	102,775.	98,600.
PELICAN ENERGY PARTNERS	FMV	386,448.	393,877.
QUANTUM ENERGY PARTNERS IV, LP	FMV	441,450.	259,262.
PIN OAK ALTERNATIVE	FMV	995,680.	1,000,000.
PLAINS ALL AMERICAN LP	FMV	70,057.	120,240.
SALIENT MLP TOTAL RETURN TE FUND LP	FMV	1,657,364.	1,657,364.
SPDR S&P OIL & GAS EXPL	FMV	1,219,265.	756,185.
VANGUARD SMALL CAP ETF	FMV	5,262,561.	5,334,112.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,501,032.	12,468,370.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
AAVISHKAAR INDIA MICRO CAP FUND - PRI	396,398.	396,398.	396,398.
ACCRUED INTEREST PAID	28,278.	4,142.	4,142.
SOAPBOX SOAPS LLC - MRI	-130,407.	-205,218.	0.
SOVEREIGN'S CAPITAL, LP - MRI	210,782.	186,547.	562,692.
MINDSHARE CLOUDFACTORY BRIDGE - PRI	103,178.	102,982.	102,982.
NOVASTAR VENTURES AFRICA FUND - PRI	144,967.	212,923.	212,923.
KAMMOK HOLDINGS LLC - MRI	52,334.	3,169.	3,169.
TO FORM 990-PF, PART II, LINE 15	805,530.	700,943.	1,282,306.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT 15
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EXPLANATION

THIS YEAR THE FOUNDATION MADE A QUALIFYING DISTRIBUTION TO GREATER HOUSTON COMMUNITY FOUNDATION FOR A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. DONOR ADVISED FUNDS THAT ARE EXEMPT UNDER INTERNAL REVENUE CODE (IRC) SECTION 501(C)(3) MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES DESCRIBED IN IRC SECTION 170(C)(2)(B) AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. THE FOUNDATION'S TRUSTEES REGULARLY MAKE RECOMMENDATIONS FOR GRANTS TO BE MADE BY THE DONOR ADVISED FUND TO PUBLIC CHARITIES FOR CHARITABLE PURPOSES SIMILAR TO THE GRANTS MADE DIRECTLY BY THE FOUNDATION.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

AAVISHKAR

GRANTEE'S ADDRESS13B 6TH FLOOR TECHNIPLEX II IT PARK
OFF VEER SARVARKAR FLY OVER, GOREGAON WEST, INDIA

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
500,000.	01/01/09	396,398.

PURPOSE OF GRANT

AAVISHKAR CATALYZES DEVELOPMENT IN INDIA'S UNDERSERVED REGIONS, IT IDENTIFIES CAPABLE ENTREPRENEURS, PROVIDES THEM WITH CAPITAL, SUPPLEMENTS IT WITH A NURTURING ENVIRONMENT AND HELPS BUILD SUSTAINABLE ENTERPRISES. AAVISHKAAR IS DRIVEN BY THE BELIEF THAT AN 'ENTERPRISE-BASED' DEVELOPMENT APPROACH CAN ENHANCE LIVELIHOODS AND REDUCE VULNERABILITIES FOR THE LOW-INCOME POPULATION.

DATES OF REPORTS BY GRANTEE

06/2017

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OF THE REPORTS. NO INDEPENDENT VERIFICATION OF THE REPORT HAS BEEN MADE.

GRANTEE'S NAME

KROCHET KIDS

GRANTEE'S ADDRESS

1630 SUPERIOR AVENUE UNIT C
COSTA MESA, CA 92627

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
125,000.	04/20/15	62,500.	12/01/18

PURPOSE OF GRANT

KROCHET KIDS INTL. EXISTS TO EMPOWER PEOPLE TO RISE ABOVE POVERTY THROUGH THE PROVISION OF FAIR WAGE JOBS, HOLISTIC EDUCATION, ONE-ON-ONE MENTORSHIP, AND ACCESS TO MICRO-FINANCE FOR VULNERABLE WOMEN IN THE DEVELOPING WORLD. THE GOAL OF THE WORK IS TO HELP INDIVIDUALS AND COMMUNITIES LIVING IN POVERTY CREATE A PATH TOWARD INDEPENDENCE.

DATES OF REPORTS BY GRANTEE

3/2018 AND 12/2018

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

AT THE FOUNDATION'S DIRECTION, AN EVALUATION OF THE GRANT WAS COMPLETED. BASED ON THAT EVALUATION AND THE GRANTEE'S REPORTS, TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED FROM THE PURPOSES OF THE GRANT. THE FOUNDATION IS CONTINUING TO MONITOR THE GRANTEE'S EXPENDITURE OF FUNDS.

GRANTEE'S NAME

MINDSHARE CLOUDFACTORY BRIDGE LP

GRANTEE'S ADDRESS

201 WEST MAIN STREET SUITE 101 PBM 307
DURHAM, NC 27701

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
100,000.	01/23/14	100,000.

PURPOSE OF GRANT

CLOUDFACTORY IS ON A MISSION TO CONNECT ONE MILLION PEOPLE IN THE DEVELOPING WORLD TO DIGITAL-AGE WORK, WHILE RAISING THEM UP AS LEADERS TO ADDRESS POVERTY IN THEIR OWN COMMUNITIES.

DATES OF REPORTS BY GRANTEE

1/2018, 5/2018, 9/2018 & 12/2018

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OF THE REPORTS. NO INDEPENDENT VERIFICATION OF THIS REPORT HAS BEEN MADE.

GRANTEE'S NAME

NOVASTAR VENTURES

GRANTEE'S ADDRESS

PO BOX 339-00502
 NAIROBI, KENYA

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	03/27/14	165,643.

PURPOSE OF GRANT

NOVASTAR IS A VENTURE CATALYST FIRM ASSISTING THE NEXT GENERATION OF EXCEPTIONAL ENTREPRENEURS WHO ARE DESIGNING AND EXECUTING INNOVATIVE BUSINESS MODELS TO PROFITABLY SERVE EAST AFRICA'S ASPIRING MASS MARKET. THESE 'NEW STARS' ARE THE CATALYSTS FOR INNOVATION, ACCOUNTABILITY, EFFICIENCY AND THE ACCUMULATION OF WEALTH FOR THE COMMON GOOD.

DATES OF REPORTS BY GRANTEE

1/2018, 5/2018, 9/2018 & 12/2018

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OF THE REPORTS. NO INDEPENDENT VERIFICATON OF THIS REPORT HAS BEEN MADE.

GRANTEE'S NAME

OPPORTUNITY TRANSFORMATION

GRANTEE'S ADDRESS

550 W VAN BUREN SUITE 200
CHICAGO, IL 60607

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
500,000.	12/17/14	334,565.

PURPOSE OF GRANT

AN AFFILIATE CONTROLLED BY OPPORTUNITY INTERNATIONAL, INC. OPPORTUNITY INTERNATIONAL PROVIDES FINANCIAL SOLUTIONS AND TRAINING, THEREBY EMPOWERING PEOPLE LIVING IN POVERTY TO TRANSFORM THEIR LIVES, THEIR CHILDREN'S FUTURES AND THEIR COMMUNITIES.

DATES OF REPORTS BY GRANTEE

1/2018, 5/2018, 9/2018 & 12/2018

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OF THE REPORTS. NO INDEPENDENT VERIFICATION OF THIS REPORT HAS BEEN MADE.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY ONE

THE FOUNDATION IS A CHRISTIAN FAITH-BASED FOUNDATION THAT IMPACTS THE WORLD THROUGH BOTH CHRIST-CENTERED AND SECULAR ORGANIZATIONS. IN OUR PHILANTHROPY, WE LOOK FOR THREE FUNDAMENTAL PRINCIPLES IN AN ORGANIZATION. HIGH LEVERAGE; THEY ACCOMPLISH A LOT WITH A LITTLE. SCALABLE; THEY HAVE THE PROPENSITY TO GROW TO IMPACT MILLIONS OF PEOPLE. SUSTAINABLE; OVER TIME THEIR MODEL UTILIZES SOME TYPE OF SELF-GENERATING REVENUE. OUR FOCUS IS ON ENABLING THE MATERIALLY POOR TO LIFT THEMSELVES OUT OF POVERTY. WE CONCENTRATE ON INCREASING INCOME AND IMPROVING JOB OPPORTUNITIES IN THE MAJORITY WORLD. WITH GREATER INCOME, PEOPLE ARE BETTER ABLE TO SUPPORT THEIR FAMILIES BY PROVIDING FOOD, ACCESSING HEALTHCARE, AND PURSUING EDUCATION. BY HELPING ORGANIZATIONS FULFILL THESE BASIC NEEDS WITH MARKET-BASED SOLUTIONS, WE STRENGTHEN SOCIETIES AND DEVELOP ECONOMIES. IN 2018, THE DIRECTOR OF INTERNATIONAL GIVING VISITED 3 DIFFERENT COUNTRIES AND CONDUCTED 9 SITE VISITS TO THOROUGHLY VET POTENTIAL GRANTEES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

172,257.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY TWO

THE FOUNDATION ENGAGES NONPROFIT ORGANIZATION CONSULTING FIRMS TO PROVIDE TECHNICAL ASSISTANCE TO ITS GRANTEES, INCLUDING STRATEGIC PLANNING, BOARD DEVELOPMENT, FINANCIAL PLANNING, PROGRAM EVALUATIONS AND OTHER SUPPORT TO IMPROVE THEIR PERFORMANCE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

203,624.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY THREE

DURING 2018 THE FOUNDATION INCURRED EXPENSES SUPPORTING BUILD AID, A JOINT PROGRAM WITH HOME AID HOUSTON, A 501(C)(3) CHARITY, THAT HELPS HURRICANE HARVEY VICTIMS REBUILD THEIR HOMES BY MATCHING THEM WITH A BUILDER WHO COORDINATES ALL RE-BUILD ACTIVITIES FOR THE HOMEOWNER. BUILD AID EITHER PROVIDES A GRANT TO THE HOMEOWNER OR A LOAN. AS OF THE FILING DATE FOR THIS TAX RETURN, 218 HOMES WERE REBUILT AND 39 HOMES WERE UNDER CONSTRUCTION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	186,046.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 20

NAME OF MANAGER

DAVID M. WEEKLEY
 BONNIE S. WEEKLEY

FORM 990-PF OTHER REVENUE STATEMENT 21

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
ENTERPRISE PRODUCTS PARTNERS LP (UBTI)	900099				
SOAPBOX SOAPS (UBTI)	900099	-8,449.			
APOLLO GLOBAL MANAGEMENT LLC			01	261.	
APOLLO GLOBAL MANAGEMENT LLC (UBTI)	900099	-1.			
THE BLACKSTONE GROUP LP			01	616.	
THE BLACKSTONE GROUP LP			15	54.	
THE BLACKSTONE GROUP LP (UBTI)	900099	865.			
SOVEREIGN'S CAPITAL LP (UBTI)	900099	-391.			
OAKTREE CAPITAL GROUP LLC			01	854.	

DAVID WEEKLEY FAMILY FOUNDATION

76-0324538

OAKTREE CAPITAL GROUP LLC (UBTI)	900099			230.	
PELICAN ENERGY PARTNERS LP			01	4,914.	
PELICAN ENERGY PARTNERS LP (UBTI)	900099			-9,337.	
PLAINS ALL AMERICAN PIPELINE LP			01	3.	
PLAINS ALL AMERICAN PIPELINE LP (UBTI)	900099			-5,350.	
BUCKEYE PARTNERS BUCKEYE PARTNERS (UBTI)	900099		01	178.	
QUANTUM ENERGY PARTNERS IV LP (COD INCOME)			01	80,449.	
QUANTUM ENERGY PARTNERS IV LP (UBTI)	900099			1,776.	
KAMMOK HOLDINGS LLC (UBTI)	900099			-40,437.	
CARSON PRIVATE CAPITAL/LION FUND II LP (SECTION 987/988 LOSS)			01	-31,860.	
FANNIN PARTNERS LLC (UBTI)	900099			-122,161.	
NOVASTAR VENTURES EAST AFRICA FUND I LP					-417.
ENERGY TRANSFER PARTNERS LP			01	-126.	
ENERGY TRANSFER PARTNERS LP			15	4.	
ENERGY TRANSFER PARTNERS LP (UBTI)	900099			-8,541.	
ENERGY TRANSFER LP			01	-17.	
ENERGY TRANSFER LP			15	1.	
ENERGY TRANSFER LP (UBTI)	900099			-7,837.	
PIN OAK ALTERNATIVE INCOME FUND QP LP			01	4,461.	
PIN OAK ALTERNATIVE INCOME FUND QP LP (UBTI)	900099			281.	
SALIENT MLP TOTAL RETURN TE FUND LP (SWAP LOSS)			01	-321,267.	
TOTAL TO FORM 990-PF, PG 12, LN 11				<u>-272,259.</u>	<u>-417.</u>
				<u>-261,475.</u>	<u>-417.</u>

FORM 990-PF PROGRAM SERVICE REVENUE STATEMENT 22

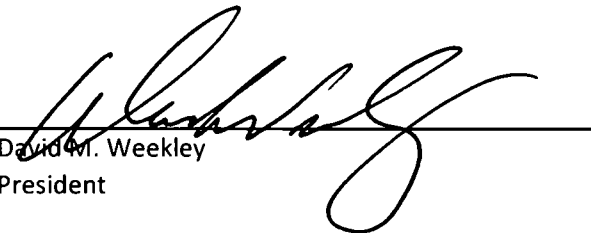
DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
KROCHET KIDS INTEREST - PRI					4,688.
NOVASTAR VENTURES EAST AFRICA FUND I LP OPPORTUNITY					773.
TRANSFORMATION INTEREST - PRI					31,292.
TOTAL TO FORM 990-PF, PG 12, LINE 1					36,753.

Election to Treat Unused Prior Year Corpus Distributions As Current Year Corpus Distributions

Pursuant to Regulation §53.4942(a)-3(c)(2)(iv), the foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior years distributions that were treated as corpus distributions under Regulation §53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
12/31/2016	\$ 308,818
12/31/2017	\$ 2,285,521
12/31/2018	\$ 405,661

Signed:



David W. Weekley
President