

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

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

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

OMB No. 1545-0052
2019
Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019

Name of foundation The Cullen Foundation		A Employer identification number 76-0647361	
Number and street (or P.O. box number if mail is not delivered to street address) 2727 Allen Parkway Suite 1050	Room/suite	B Telephone number (see instructions) (713) 651-8839	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77019		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>336,507,791</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> <i>(Part I, column (d) must be on cash basis.)</i>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	157,206	157,206		
	4 Dividends and interest from securities	2,467,757	2,467,757		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,834,936			
	b Gross sales price for all assets on line 6a	116,973,251			
	7 Capital gain net income (from Part IV, line 2)		20,426,560		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,564,550	1,511,131			
12 Total. Add lines 1 through 11	27,024,449	24,562,654			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	630,685	189,206		441,480
	14 Other employee salaries and wages	250,144	80,960		160,144
	15 Pension plans, employee benefits	194,787	61,795		132,992
	16a Legal fees (attach schedule)	19,760			19,760
	b Accounting fees (attach schedule)	28,975	12,487		14,488
	c Other professional fees (attach schedule)	1,351,738	1,333,937		17,800
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	727,259	10,228		
	19 Depreciation (attach schedule) and depletion	20,054	5,911		
	20 Occupancy	69,677	20,206		49,471
	21 Travel, conferences, and meetings	22,069	5,432		16,162
	22 Printing and publications				
	23 Other expenses (attach schedule)	251,440	193,696		57,744
	24 Total operating and administrative expenses. Add lines 13 through 23	3,566,588	1,913,858		910,041
	25 Contributions, gifts, grants paid	15,022,000			15,022,000
26 Total expenses and disbursements. Add lines 24 and 25	18,588,588	1,913,858		15,932,041	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8,435,861				
b Net investment income (if negative, enter -0-)		22,648,796			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	386,599	168,040	168,040
	2 Savings and temporary cash investments	10,052,016	1,716,971	1,716,971
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	94,334,465 <input type="checkbox"/>	58,088,675	81,468,314
	c Investments—corporate bonds (attach schedule)	<input type="checkbox"/>	9,984,554	9,911,244
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			277,580
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	163,140,680 <input type="checkbox"/>	206,411,435	242,830,600
	14 Land, buildings, and equipment: basis ▶ _____ 192,542 Less: accumulated depreciation (attach schedule) ▶ _____ 57,500	155,096 <input type="checkbox"/>	135,042	135,042
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	268,068,856	276,504,717	336,507,791	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	5,367,756	5,367,756	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds	262,701,100	271,136,961	
29 Total net assets or fund balances (see instructions)	268,068,856	276,504,717		
30 Total liabilities and net assets/fund balances (see instructions) .	268,068,856	276,504,717		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	268,068,856
2 Enter amount from Part I, line 27a	2	8,435,861
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	276,504,717
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	276,504,717

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
(i) F.M.V. as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))	
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 20,426,560
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	12,480,906	304,928,482	0.04093
2017	15,106,647	301,278,304	0.05014
2016	12,860,161	266,644,403	0.04823
2015	13,107,461	274,395,585	0.04777
2014	12,699,181	277,211,792	0.04581
2 Total of line 1, column (d)			2 0.232881
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 0.046576
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 322,530,583
5 Multiply line 4 by line 3			5 15,022,184
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 226,488
7 Add lines 5 and 6			7 15,248,672
8 Enter qualifying distributions from Part XII, line 4			8 15,932,041

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

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

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total amount owed is 23,305.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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. 11 Yes
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 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.cullenfdn.org 13 Yes
14 The books are in care of Peggy Reid Telephone no. (713) 651-8839

Located at 2727 Allen Parkway Suite 1050 Houston TX ZIP+4 770192115

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here 15
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions 1b No
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? Yes No
If "Yes," list the years 20, 20, 20, 20
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.) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019? 4b No

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

5a During the year did the foundation pay or incur any amount to:			Yes	No
(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 type="checkbox"/> Yes	<input checked="" 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			5b	
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
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?			6b	No
<i>If "Yes" to 6b, file Form 8870.</i>				
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?			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 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, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	(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
Peggy Reid 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Controller 40.00	180,000	42,587	
Gina McEvily 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Grant admin 33.00	70,144	17,467	
Total number of other employees paid over \$50,000.	<input type="checkbox"/>			

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Northern Trust Company 50 South LaSalle Chicago, IL 60603	Custody/Inv mgmt	157,427
LSV International Small Cap Equity Fund LP 155 North Wacker Drive Ste 4600 Chicago, IL 60603	Investment mgmt	85,190
The Silchester Intl Investors Intl Val Eqty 780 Third Avenue 42nd Floor New York, NY 10017	Investment mgmt	79,178
Fayez Sarofim & Co 909 Fannin Ste 2907 Houston, TX 77010	Investment mgmt	61,302
Albourne America LLC 655 Montgomery St Ste 1910 San Francisco, CA 94111	Investment advisory	120,000
Total number of others receiving over \$50,000 for professional services. ▶		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	123,247,873
b	Average of monthly cash balances.	1b	6,817,352
c	Fair market value of all other assets (see instructions).	1c	197,376,991
d	Total (add lines 1a, b, and c).	1d	327,442,216
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	
3	Subtract line 2 from line 1d.	3	327,442,216
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,911,633
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	322,530,583
6	Minimum investment return. Enter 5% of line 5.	6	16,126,529

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	16,126,529
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	226,488
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	468,589
c	Add lines 2a and 2b.	2c	695,077
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	15,431,452
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	15,431,452
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	15,431,452

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	15,932,041
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,932,041
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	226,488
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	15,705,553

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				15,431,452
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			3,875,161	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ <u>15,932,041</u>				
a Applied to 2018, but not more than line 2a			3,875,161	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				12,056,880
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				3,374,572
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a 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).)

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
 Gina McEvily
 2727 Allen Parkway Suite 1050
 Houston, TX 770192115
 (713) 651-8837
 gina@cullenfdn.org

b The form in which applications should be submitted and information and materials they should include:
 See www.cullenfdn.org for online application and information.

c Any submission deadlines:
 None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 Restricted to Texas-based charitable organizations for programs in Texas, primarily in the Houston area.

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See attachment State and zip code provided for efilg, TX 77002	N/A		See attachment	15,022,000
Total ▶ 3a				15,022,000
b <i>Approved for future payment</i> Texas Children's Hospital 1919 S Braeswood Blvd Ste 5214 Houston, TX 77030	N/A	PC	The Cullen Foundation Distinguished Endowed Chair at the Jan and Dan Duncan Neurological Research Institute	1,500,000
Total ▶ 3b				1,500,000

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
Publicly traded securities			
Passthrough K-1 capital loss			
Loss on redempt of OCM IVb	P	2019-01-01	2019-01-01
Gain on redempt of OCM POF III	P	2019-01-01	2019-01-01
Loss on redempt of LSV Intl Small Cap	P	2019-01-01	2019-01-01
Gain on redempt of Stelliam Opp Fd	P	2019-01-01	2019-01-01
Loss on redempt of Stelliam Offshore Fd	P	2019-01-01	2019-01-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
113,135,189		92,396,383	20,738,806
1,384,791			1,384,791
		98	-98
44,269			44,269
		42,671	-42,671
626			626
		1,699,163	-1,699,163

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			20,738,806
			1,384,791
			-98
			44,269
			-42,671
			626
			-1,699,163

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

(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
Isaac Arnold Jr 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Chairman/Dir 2.00	0		
Wilhelmina E Robertson 2727 Allen Parkway Suite 1050 Houston, TX 770192115	VC/Sec/A.T./Dir 10.00	0		
Meredith T Cullen 2727 Allen Parkway Suite 1050 Houston, TX 770192115	A. Sec/A.T./Dir 2.00	0		
Bert L Campbell 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Director 2.00	0		
Carla Knobloch 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Director 2.00	0		
Scott W Wise 2727 Allen Parkway Suite 1050 Houston, TX 770192115	President/Treas 40.00	417,635	58,750	
Laura Chapman 2727 Allen Parkway Suite 1050 Houston, TX 770192115	Vice President 40.00	213,050	27,044	

TY 2019 Accounting Fees Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit fees	19,671	9,835	0	9,836
Tax compliance	9,304	2,652	0	4,652

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

TY 2019 Depreciation Schedule

Name: The Cullen Foundation

EIN: 76-0647361

Software ID: 19009920

Software Version: 2019v5.0

Depreciation Schedule

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
Equipment	2009-01-01	27,336	13,524	SL	5.0000	4,106	1,189		
Leasehold improvements	2017-04-01	100,442	10,044	SL	15.0000	6,696	1,942		
Furniture	2017-01-01	64,765	13,878	SL	7.0000	9,252	2,780		

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

TY 2019 Gain/Loss from Sale of Other Assets Schedule

Name: The Cullen Foundation

EIN: 76-0647361

Software ID: 19009920

Software Version: 2019v5.0

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Passthrough - LT capital gain - UBTI					7,208		Cost		7,208	
Passthrough 1231 capital gain - UBTI		Purchase			2,401,168		Cost		2,401,168	

TY 2019 Investments Corporate Bonds Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pimco Short Term Fund Instl	9,984,554	9,911,244

TY 2019 Investments Corporate Stock Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1100 shs Canadian Pac RY Ltd Com Npv	139,149	280,445
6350 shs Novo-Nordisk A S ADR	86,075	367,538
1400 shs Asml Hldg NV NY Reg 2012	142,010	414,316
3930 shs Nestle S A Sponsored Adr Repstg	161,002	425,462
9660 shs Roche Hldg Ltd Sponsored ADR	197,961	392,776
2800 shs United Mandatory Exchange Com	379,792	419,328
3560 shs Abbott Lab Com	128,233	309,222
3370 shs Abbvie Inc Com	79,283	298,380
1000 shs Air Prod & Chem Inc Com	156,680	234,990
650 shs Alphabet Inc Cap	515,430	869,063
6770 shs Altria Group Inc Com	70,596	337,891
465 shs Amazon Com Inc Com	862,411	859,246
3150 shs American Express Co	265,189	392,144
4830 shs Apple Inc Com	137,883	1,418,330
850 shs Automatic Data Processing Inc	31,906	144,925
1050 shs Blackrock Inc Com	327,033	527,835
105 shs Booking Hldgs Inc Com	202,634	215,642
1700 shs Broadridge Finl Solutions Inc	209,825	210,018
3560 shs Chevron Corp Com	193,571	429,016
2350 shs Chubb Ltd Ord	243,923	365,801
9320 shs Coca Cola Co Com	232,497	515,862
11780 shs Comcast Corp New-CI A	377,968	529,747
3560 shs Conocophillips Com	100,644	231,507
2700 shs Estee Lauder Companies Inc	229,689	557,658
6910 shs Exxon Mobil Corp Com	474,253	482,180
5650 shs Facebook Inc Com CI 'A'	786,370	1,159,663
2850 shs Intercontinental Exchange Inc	133,878	263,768
925 shs Intuitive Surgical Inc Com New	277,924	546,814
5358 shs Jpmorgan Chase & Co Com	204,119	746,905
850 shs Mastercard Inc CI A	189,124	253,802

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1820 shs Mc Donalds Corp Com	105,810	359,650
10250 shs Microsoft Corp Com	602,285	1,616,425
3900 shs Nike Inc Cl B	217,806	395,109
2150 shs Pepsico Inc Com	121,555	293,841
6280 shs Philip Morris Intl Com Stk Npv	243,529	534,365
2700 shs Progressive Corp Oh Com	200,934	195,453
1800 shs S&P Global Inc Com	423,809	491,490
450 shs Sherwin-Williams Co Com	205,006	262,593
4640 shs Texas Instruments Inc Com	121,199	595,266
2850 shs Union Pac Corp Com	302,940	515,252
2850 shs Unitedhealth Group Inc Com	679,725	837,843
1600 shs Verisk Analytics Inc	158,276	238,944
3700 shs Visa Inc Com Cl A	290,606	695,230
3858 shs Walt Disney Co	388,959	557,983
2631 shs Firstservice Corp Com Npv	223,523	244,788
2502 shs Restaurant Brands Intl Inc Com	135,320	159,553
1669 shs Icon Plc Com	88,358	287,452
5395 shs Inmode Ltd Com	163,724	211,484
12256 shs Nomad Foods Limited Com	236,086	274,167
2479 shs Iberiabank Corp Mrgr First Hold	204,297	185,504
2467 shs Addus Homecare Corp Com	153,746	239,842
1834 shs Advance Auto Pts Inc Com	323,288	293,733
2812 shs Affiliated Managers Group Inc	236,795	238,289
2063 shs Akamai Technologies Inc Com	129,033	178,202
1064 shs Bio Rad Labs Inc Cl A	328,808	393,712
18260 shs Bjs Whsl Club Hldgs Inc Com	464,561	415,232
30881 shs Celsius Hldgs Inc Com New Com	139,711	149,155
4069 shs Church & Dwight Inc	203,634	286,213
12842 shs Colfax Corp Com Us	383,338	467,192
2296 shs Coresite Rlty Corp Com Coresite	88,035	257,428

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2764 shs Employers Hldgs Inc Com	122,017	115,397
2154 shs Euronet Worldwide Inc Com	202,481	339,384
3542 shs Firstcash Inc Com	188,147	285,591
1828 shs Fleetcor Technologies Inc Com	283,878	525,952
7070 shs Healthcare Svcs Group Inc Com	243,014	171,942
8579 shs Home Bancshares Inc Com	164,882	168,663
14818 shs Inovalon Hldgs Inc Com Cl A	204,080	278,875
4073 shs J2 Global Inc Com	376,371	381,681
3442 shs Landstar Sys Inc Com	362,321	391,941
3827 shs Lgi Homes Inc Com	220,215	270,378
201 shs Market Corp Holding Co Com	228,757	229,777
1966 shs Marriott Vacations Worldwide Co	238,748	253,142
7521 shs National Storage Affiliates Tr	218,024	252,856
1576 shs Old Dominion Freight Line Inc C	198,632	299,093
3533 shs Ollies Bargain Outlet Hldgs Inc	149,415	230,740
9308 shs Onespaworld Hldgs Ltd	125,133	156,747
19839 shs Parsley Energy Inc Cl A Cl A	421,200	375,155
2787 shs Perkinelmer Inc Com	240,592	270,618
2205 shs Post Hldgs Inc Com	206,686	240,566
3934 shs Pra Health Sciences Inc	338,956	437,264
3522 shs Prosperity Bancshares Inc	257,445	253,197
18218 shs Radiant Logistics Inc Com	113,537	101,474
3206 shs Ryman Hospitality Pptys Inc	218,337	277,832
42652 shs Sandstorm Gold Ltd Com New	260,039	317,757
23947 shs Solaris Oilfield Infrastructur	368,402	335,258
3891 shs Stericycle Inc Com	238,952	248,285
1602 shs Svb Financial Group Com	322,254	402,166
760 shs Teleflex Inc Com	229,954	286,094
2210 shs Thor Inds Inc Com	162,303	164,181
2053 shs Toro Co Com	159,595	163,563

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5219 shs Tradeweb Mkts Inc Cl A	244,011	241,901
3178 shs Transunion Com	121,921	272,069
3294 shs United Rentals Inc	412,655	549,340
1814 shs Unvl Health Services Inc Cl B C	240,818	260,236
7306 shs Upland Software Inc Com	221,345	260,897
6827 shs Webster FncI Corp Waterbury Con	346,867	364,289
4778 shs Western Alliance Bancorporation	236,336	272,346
1157 shs Wex Inc Com	235,872	242,345
253 shs White Mountains Insurance Group	243,183	282,216
2206 shs Mfc Spdr Ser Tr S&P Biotech Etf	131,469	209,813
216000 shs China Hongxing Spo	1	1
173683.41 shs NTGI-Qm Daily Russell 1000	33,488,082	44,215,628

TY 2019 Investments - Other Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AKO European Long-Only Fund Ltd	AT COST	20,000,000	26,363,932
Blackgold Private Energy Partners LP	AT COST	6,075,580	5,749,892
Cedar Rock Capital Partners LLC	AT COST	21,454,387	23,610,523
Cevian Capital II Ltd	AT COST	12,000,000	12,227,256
Coatue Offshore Fund Ltd	AT COST	18,000,000	17,834,463
CREA Partners II LP	AT COST	8,418,924	7,947,778
Diameter Offshore Fund LP	AT COST	10,000,000	10,254,343
Eminence Fund Ltd	AT COST	20,000,000	26,769,535
Encap Flatrock Midstream Fund II-C LP	AT COST	1,946,456	1,543,133
GSR 2017 Opportunities Fund LP	AT COST	256,986	287,499
GSR Ventures VI LP	AT COST	447,530	489,875
GSR Zebra SPV LP	AT COST	154,823	200,351
Highland Cap Invs Corp Hldg (Red River)	AT COST	803,114	1
IR&M Core Plus Bond Fund LLC	AT COST	20,011,044	20,006,713
Merit Energy Partners K LP	AT COST	1,043,977	1,028,091
Oaktree Mezzanine Fund III LP	AT COST	6,334	14,744
OCM Opportunities Fund IV-B LP	AT COST	160	1
OCM Opportunities Fund VIIB LP	AT COST	275,375	136,071
SCF-IX LP	AT COST	864,457	1,002,433
Silchester Intl Investors Intl Val Eqty	AT COST	26,493,518	27,956,290
Silver Point Distressed Opp Instl Pts	AT COST	242,303	155,096
Stonelake Opportunity Partners II LP	AT COST	987,335	6,918,879
Stonelake Opportunity Partners III LP	AT COST	2,908,180	11,041,720
Stonelake Opportunity Partners IV LP	AT COST	5,445,582	7,301,015
Stonelake Opportunity Partners V LP	AT COST	1,575,370	1,774,735
Tremblant Long Fund Ltd	AT COST	15,000,000	18,369,988
ValueAct Capital Intl II LP	AT COST	12,000,000	13,483,437
Accrued Income	AT COST		362,806

**TY 2019 Land, Etc.
Schedule****Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	64,764	23,130	41,634	41,634
Machinery and Equipment	27,336	17,630	9,706	9,706
Improvements	100,442	16,740	83,702	83,702

TY 2019 Legal Fees Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal fees	19,760	0	0	19,760

TY 2019 Other Expenses Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	2,740	877		1,863
Bank custodial fees	142,192	142,192		
Dues and subscriptions	7,777	1,288		6,489
Insurance	23,094	7,390		15,704
Oil & gas other deductions	25,512	25,512		
Other administrative expenses	12,927	4,137		8,790
Other investment fees	583	583		
Repairs/maintenance	1,453	465		988
Supplies	10,694	3,422		7,272
Technology	24,468	7,830		16,638

TY 2019 Other Income Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Commission recapture	4,999	4,999	
Oil & gas royalties	169,738	169,738	
Passthrough K-1 Income	1,389,813	1,336,394	

TY 2019 Other Professional Fees Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Appraisal and env study fees	12,230	0	0	12,230
Investment consulting fees	120,000	120,000	0	0
Investment management fees	1,211,316	1,211,316	0	0
Payroll services	8,192	2,621	0	5,570

TY 2019 Taxes Schedule**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

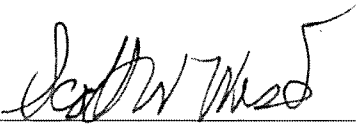
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ad valorem taxes	4,148	4,148		
Excise tax	112,031			
Income tax	605,000			
O & G production taxes	6,080	6,080		

TY 2019 TransfersFrmControlledEntities**Name:** The Cullen Foundation**EIN:** 76-0647361**Software ID:** 19009920**Software Version:** 2019v5.0

Name	US / Foreign Address	EIN	Description	Amount
BlackGold Private Equity Partners	109 N Post Oak Ln Ste 500 Houston, TX 77024	81-1616295	Distribution from investment fund. Entity is not a business enterprise, per IRC 4943(d)(3)(B).	3,864,244
Total				3,864,244

CULLEN
FOUNDATION

For the year ending December 31, 2019, Scott W. Wise, as an officer of The Cullen Foundation, hereby certifies that the attached First Amendment to Amended and Restated Bylaws of The Cullen Foundation are complete and accurate.



Scott W. Wise
President and Treasurer

THE CULLEN FOUNDATION

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS

The following amendments to the Amended and Restated Bylaws of The Cullen Foundation (the "Foundation"), adopted January 26, 2017 (the "Bylaws"), were approved and adopted by the Board of Directors of the Foundation at a Regular Meeting of the Board of Directors held at the offices of the Foundation, in Houston, Texas, on May 2, 2019 at 10:00 a.m.:

ARTICLE VI of the Bylaws is amended to read as follows:

**ARTICLE VI
INDEMNIFICATION**

The Foundation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any Director, officer, member of a Board-designated committee, employee or agent of the Foundation or other person who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, organization or employee benefit plan (including without limitation, any such person who is or was a delegate to the Legacy Holding Company 401(k) Plan Committee or similar employee benefit committee relating to an employee benefit plan in which persons who are employed by the Foundation may participate by reason of such employment), to the fullest extent required or permitted by applicable law, including Chapter 8 of the TBOC. In addition, the Foundation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Foundation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Foundation would have the power to indemnify such person under the foregoing provisions. The right of indemnification under this Article VI shall be in addition to and not exclusive of all other rights to which any person may be entitled. Any amendment to this Article VI shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

CERTIFICATION

I hereby certify that this First Amendment to Amended and Restated Bylaws of The Cullen Foundation was adopted by the Board of Directors of the Foundation at a meeting of the Board of Directors held on May 2, 2019.



Wilhelmina E. Robertson, Secretary

Attachment to Part XV, Line 3a - Grants Paid

Recipient Name and Address	Status of Recipient	Purpose of Grant	Amount Paid
Cultural			
A. D. Players 5420 Westheimer Road, Houston, TX 77056	PC	The George Theater - Technical Capacity Building	155,000
Alley Theatre 615 Texas Avenue, Houston, TX 77002	PC	Annual Giving Grant	150,000
The Children's Museum of Houston 1500 Binz, Houston, TX 77004	PC	The Museum Field Adventure Program for Title 1 children	60,000
Da Camera Society of Texas 1402 Sul Ross, Houston, TX 77006	PC	Annual Giving Grant	72,500
Houston Ballet Foundation 601 Preston Street, Houston, TX 77002	PC	Program Support - Stanton Welch's World Premiere of The Nutcracker	60,000
Houston Ballet Foundation 601 Preston Street, Houston, TX 77002	PC	Annual Giving Grant	150,000
Houston Grand Opera Association, Inc. 510 Preston Street, Houston, TX 77002	PC	Program Support - Holiday Opera Series 2019	50,000
Houston Grand Opera Association, Inc. 510 Preston Street, Houston, TX 77002	PC	Program Support - Holiday Opera Series 2020	100,000
Houston Grand Opera Association, Inc. 510 Preston Street, Houston, TX 77002	PC	Annual Giving Grant	150,000
Houston Museum of Natural Science 5555 Hermann Park Drive, Houston, TX 77030	PC	Annual Giving Grant	150,000
Houston Public Media Foundation 4343 Elgin Street, Houston, TX 77204	PC	Annual Giving Grant	75,000
Houston Public Media Foundation 4343 Elgin Street, Houston, TX 77204	PC	Radio and TV Transmission Relocation and Consolidation	250,000
Houston Symphony Society 615 Louisiana Street, Ste 102, Houston, TX	PC	Annual Giving Grant	150,000
Menil Foundation, Inc. 1519 Branard Street, Houston, TX 77006	PC	Annual Giving Grant	125,000
The Museum of Fine Arts, Houston P.O. Box 6826, Houston, TX 77265	PC	Annual Giving Grant	150,000
Rothko Chapel 1409 Sul Ross Street, Houston, TX 77006	PC	Capital Campaign - Opening Spaces	500,000

Attachment to Part XV, Line 3a - Grants Paid

Recipient Name and Address	Status of Recipient	Purpose of Grant	Amount Paid
Cultural Total			2,347,500
Education			
The Beta Foundation dba Beta Academy 9701 Almeda Genoa Rd, Houston, TX 78758	PC	Capital Campaign - The Joy Campaign	350,000
The Brenda and John H. Duncan Rise School of Houston 5618 H. Mark Crosswell Jr. St., Houston, TX 77021	PC	General Operating Support	50,000
EMERGE Fellowship 11251 NW Fwy #330, Houston, TX 77092	PC	College Success Program Expansion	200,000
IDEA Public Schools 2700 Post Oak Blvd Ste 2100, Houston, TX	PC	Greater Houston 2020-21 Campus Launch	1,500,000
The Kinkaid School 201 Kinkaid School Drive, Houston, TX 77024	PC	Annual Giving Grant Engineering, Math and Science Institute	57,500
Pro-Vision, Inc. 4590 Wilmington St, Houston, TX 77051	PC	Capital Campaign - Potential + Opportunity + Effort = Transformation	200,000
University of Houston System One Main St Ste 990S, Houston, TX 77202	GOV	UH Downtown College of Sciences & Technology Building	250,000
W. Oscar Neuhaus Memorial Foundation 4433 Bissonnet, Bellaire, TX 77401	PC	Annual Giving Grant	52,500
YES Prep Public Schools, Inc. 5515 South Loop East Ste B, Houston, TX 77033	PC	Capital Campaign - Leading Houston Forward	2,000,000
Education Total			4,660,000
Health Care			
Asian American Health Coalition of The Greater Houston Area 7001 Corporte Dr #120, Houston, TX 77036	PC	Capital Campaign- A Vision of HOPE	1,000,000
The Brookwood Community Inc. 1752 FM 1489, Brookshire, TX 77423	PC	Capital Campaign - Brookwood and Beyond Expanding the Vision - Transforming Lives	350,000
The Center for Hearing and Speech 1417 Houston Ave, Houston, TX 77007	PC	Capital Campaign - Campaign for Our Future	500,000

Attachment to Part XV, Line 3a - Grants Paid

Recipient Name and Address	Status of Recipient	Purpose of Grant	Amount Paid
Houston Area Parkinson Society 2700 Southwest Fwy Ste 296, Houston, TX	PC	2020 Focus on the Caregiver Initiative	50,000
Texas Children's Hospital 1919 S Braesweed Blvd Ste 5214, Houston, TX 77030	PC	The Cullen Foundation Distinguished Endowed Chair at the Jan and Dan Duncan Neurological Research Institute	900,000
Health Care Total			2,800,000
Public Service			
Avenue Community Development Corporation 2505 Washington Ave, Houston, TX 77007	PC	Avenue Center: A Community Hub for Greater Northside Houston	200,000
Central Houston Civic Improvement, Inc. 701 Avenida de las Americas Level 2 Houston, TX 77010	PC	Capital Campaign - Lynn Wyatt Square For The Performing Arts	300,000
Discovery Green Conservancy 1500 McKinney, Houston, TX 77010	PC	Discovery Green Conservancy Master Plan	500,000
Harmony House, Inc. 602 Girard St, Houston, TX 77007	PC	Capital Campaign	250,000
Houston Arboretum & Nature Center 4501 Woodway Drive, Houston, TX 77024	PC	Annual Giving Grant	32,500
The Houston Food Bank 535 Portwall St, Houston, TX 77029	PC	Texans Cafe Remodel Project	250,000
Houston's Amazing Place, Inc. 3735 Drexel Drive, Houston, TX 77027	PC	Capital Campaign - Amazing Together	500,000
Kids' Meals Inc. 330 Garden Oaks Blvd, Houston, TX 77018	PC	Healthy Meal Delivery Route Expansion Project	30,000
LINK Houston 708 Main Str 10th Fl, Houston, TX 77002	PC	The Nexus of Naturally Occurring Affordable Housing and "Good" Transit Project	77,000
Memorial Park Conservancy, Inc. 7575 North Picnic Lane, Houston, TX 77007	PC	Capital Campaign - Memorial Park Conservancy's 100th Anniversary	1,500,000
The Men's Center, Inc. dba Recenter 3816 Fannin St, Houston, TX 77004	PC	LifeMap Program	75,000
Neighbors In Action, Inc. 7927 Flaxman St, Houston, TX 77029	SO 1	Capital Campaign - Building Neighbors in Action	50,000

Attachment to Part XV, Line 3a - Grants Paid

Recipient Name and Address	Status of Recipient	Purpose of Grant	Amount Paid
New Hope Housing, Inc. 1117 Texas Ave, Houston, TX 77002	PC	New Hope Housing Avenue J – Affordable Housing for Working Poor Families	1,000,000
NextOp, Inc. 2929 McKinney St, Houston, TX 77003	PC	Texas Veteran Employment Program	25,000
SER-Jobs for Progress of the Texas Gulf Coast Inc.	PC	Capital Campaign - Investing in the Future	125,000
The United Way of Greater Houston 50 Waugh Drive, Houston, TX 77007	PC	Annual Giving Grant	300,000
Public Service Total			5,214,500
Total Grants Paid			15,022,000