

Return of Private Foundation

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

2017

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.

Open to Public Inspection

For calendar year 2017 or tax year beginning **JUL 1, 2017**, and ending **JUN 30, 2018**

Name of foundation ABELL-HANGER FOUNDATION		A Employer identification number 75-6020781
Number and street (or P.O. box number if mail is not delivered to street address) 112 CORPORATE DRIVE	Room/suite	B Telephone number 432-684-6655
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79705		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) ▶ \$ 180,517,439.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		127.	127.		STATEMENT 1
4 Dividends and interest from securities		3,977,240.	3,977,240.		STATEMENT 2
5a Gross rents		2,550.	2,550.		STATEMENT 3
b Net rental income or (loss) 2,550.					
6a Net gain or (loss) from sale of assets not on line 10		4,382,725.			
b Gross sales price for all assets on line 6a 18,435,722.					
7 Capital gain net income (from Part IV, line 2)			4,382,725.		
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		2,489,089.	2,489,089.		STATEMENT 4
12 Total. Add lines 1 through 11		10,851,731.	10,851,731.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	450,845.	0.		450,845.
	14 Other employee salaries and wages	309,998.	0.		309,998.
	15 Pension plans, employee benefits	272,516.	0.		272,516.
	16a Legal fees STMT 5	3,775.	0.		3,775.
	b Accounting fees STMT 6	15,524.	7,762.		7,762.
	c Other professional fees STMT 7	31,122.	31,122.		0.
	17 Interest				
	18 Taxes STMT 8	317,902.	155,169.		43,733.
	19 Depreciation and depletion	343,377.	197,979.		
	20 Occupancy				
	21 Travel, conferences, and meetings	39,479.	0.		39,479.
	22 Printing and publications	1,010.	0.		1,010.
	23 Other expenses STMT 9	419,023.	14,981.		404,042.
24 Total operating and administrative expenses. Add lines 13 through 23	2,204,571.	407,013.		1,533,160.	
25 Contributions, gifts, grants paid	8,417,235.			8,417,235.	
26 Total expenses and disbursements. Add lines 24 and 25	10,621,806.	407,013.		9,950,395.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	229,925.				
b Net investment income (if negative, enter -0-)		10,444,718.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,179,058.	1,733,975.	1,733,975.
	2 Savings and temporary cash investments			
	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 ▶ 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			
	b Investments - corporate stock STMT 10	83,405,367.	79,713,805.	125,406,122.
	c Investments - corporate bonds STMT 11	36,348,016.	40,474,543.	40,609,661.
	11 Investments - land, buildings, and equipment: basis ▶ 254,967. Less: accumulated depreciation ▶	254,967.	254,967.	2,215,500.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 4,140,336. Less: accumulated depreciation STMT 12 ▶ 466,375.	3,817,950.	3,673,961.	2,490,246.
15 Other assets (describe ▶ STATEMENT 13)	3,896,950.	4,280,982.	8,061,935.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	129,902,308.	130,132,233.	180,517,439.	
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	32,975,680.	32,975,680.	
29 Retained earnings, accumulated income, endowment, or other funds	96,926,628.	97,156,553.		
30 Total net assets or fund balances	129,902,308.	130,132,233.		
31 Total liabilities and net assets/fund balances	129,902,308.	130,132,233.		

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	129,902,308.
2 Enter amount from Part I, line 27a	2	229,925.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	130,132,233.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	130,132,233.

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 18,435,722.		14,052,997.	4,382,725.

(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			4,382,725.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
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	4,382,725.
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))
2016	10,283,319.	167,734,447.	.061307
2015	9,822,119.	164,054,430.	.059871
2014	9,522,590.	175,012,595.	.054411
2013	8,868,012.	166,560,409.	.053242
2012	8,641,991.	149,740,771.	.057713

2 Total of line 1, column (d)	2	.286544
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	.057309
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	179,270,218.
5 Multiply line 4 by line 3	5	10,273,797.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	104,447.
7 Add lines 5 and 6	7	10,378,244.
8 Enter qualifying distributions from Part XII, line 4	8	9,950,395.

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)

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	208,894.
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	208,894.
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	208,894.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	191,421.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	191,421.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	17,473.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>TX</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ▶ ABELL-HANGER.ORG	X	
14 The books are in care of ▶ WADE KUEHLER Telephone no. ▶ 432-684-6655 Located at ▶ 112 CORPORATE DRIVE, MIDLAND, TX ZIP+4 ▶ 79705		
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		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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		N/A
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)		N/A
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 2017?		X

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 checked="" type="checkbox"/> Yes	<input 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	X
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?	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			

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
SEE STATEMENT 14		450,845.	33,000.	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
SUZANNE C. THOMAS - 112 CORPORATE DRIVE, MIDLAND, TX 79705	GRANTS OFFICER 40.00	181,385.	27,927.	0.
BOBBIE CHAPPELL - 112 CORPORATE DRIVE, MIDLAND, TX 79705	ASSISTANT TREASURER 40.00	108,663.	13,624.	0.

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

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

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

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

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANTS TO 156 ORGANIZATIONS	
2 OPERATING AND ADMINISTRATIVE	8,417,235.
3	1,533,160.
4	

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 **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	168,121,620.
b	Average of monthly cash balances	1b	1,110,920.
c	Fair market value of all other assets	1c	12,767,681.
d	Total (add lines 1a, b, and c)	1d	182,000,221.
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	182,000,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,730,003.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	179,270,218.
6	Minimum investment return. Enter 5% of line 5	6	8,963,511.

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	8,963,511.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	208,894.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	208,894.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,754,617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,754,617.
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	8,754,617.

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	9,950,395.
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	9,950,395.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,950,395.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,754,617.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,274,078.			
b From 2013	762,356.			
c From 2014	1,119,490.			
d From 2015	1,749,955.			
e From 2016	2,060,197.			
f Total of lines 3a through e	6,966,076.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	9,950,395.			
a Applied to 2016, 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 2017 distributable amount				8,754,617.
e Remaining amount distributed out of corpus	1,195,778.			
5 Excess distributions carryover applied to 2017 (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	8,161,854.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	1,274,078.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,887,776.			
10 Analysis of line 9:				
a Excess from 2013	762,356.			
b Excess from 2014	1,119,490.			
c Excess from 2015	1,749,955.			
d Excess from 2016	2,060,197.			
e Excess from 2017	1,195,778.			

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 15

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:
MARK PALMER, 432-684-6655, MPALMER@ABELL-HANGER.ORG
112 CORPORATE DRIVE, MIDLAND, TX 79705

b The form in which applications should be submitted and information and materials they should include:
GENERAL INFORMATION AND GRANT FORMS ON ABELL-HANGER.ORG WEB SITE.

c Any submission deadlines:
GENERAL INFORMATION AND GRANT FORMS ON ABELL-HANGER.ORG WEB SITE.

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

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				
ADDY'S HOPE ADOPTION AGENCY PO BOX 9161 MIDLAND, TX 79708			FOR UNRESTRICTED OPERATING SUPPORT	15,000.
ADVOCATES FOR CAMP ABLE P.O. BOX 695 BUFFALO GAP, TX 79508			FOR UNRESTRICTED OPERATING SUPPORT	10,000.
AGAPE COUNSELING SERVICES OF WEST TEXAS 3500 NORTH A STREET, SUITE 2400 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	100.
AGAPE COUNSELING SERVICES OF WEST TEXAS 3500 NORTH A STREET, SUITE 2400 MIDLAND, TX 79705			MATCHING GRANT FOR THE INTERNSHIP PROGRAM	30,000.
AMERICAN RED CROSS, NATIONAL HEADQUARTERS P.O. BOX 37295 WASHINGTON, DC 20013			MATCHING GIFTS PROGRAM	100.
Total	SEE CONTINUATION SHEET(S)			8,417,235.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Other revenue.

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

Table with 2 columns: 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.

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: _____ Date: _____ Title: **CFO**

May the IRS discuss this return with the preparer shown below? See instr.
 Yes No

Paid Preparer Use Only	Print/Type preparer's name JOE ROGERS	Preparer's signature	Date 10/19/18	Check <input type="checkbox"/> if self-employed	PTIN P00141523
	Firm's name ▶ SPROLES WOODARD L.L.P.			Firm's EIN ▶ 75-0807999	
	Firm's address ▶ P.O. BOX 151 MIDLAND, TX 79702			Phone no. 432-682-7323	

ABELL-HANGER 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	VANGUARD SHORT TERM INFLATIONARY PROTECTED SECURI	P	12/13/16	09/25/17
b	VANGUARD DEVELOPED MARKETS INDEX FUND INSTITUTION	P	04/04/14	09/22/17
c	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	01/17/07	09/22/17
d	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	12/31/07	09/22/17
e	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	08/12/08	09/22/17
f	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	10/16/08	09/22/17
g	VANGUARD DEVELOPED MARKETS INDEX FUND INSTITUTION	P	04/04/14	09/25/17
h	VANGUARD SHORT TERM INFLATIONARY PROTECTED SECURI	P	01/07/14	09/25/17
i	VANGUARD SHORT TERM INFLATIONARY PROTECTED SECURI	P	01/07/14	09/25/17
j	VANGUARD SHORT TERM INFLATIONARY PROTECTED SECURI	P	01/07/14	09/25/17
k	VANGUARD SHORT TERM INFLATIONARY PROTECTED SECURI	P	12/17/14	09/25/17
l	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	10/16/08	09/25/17
m	TOTAL STOCK MARKET INDEX	P	10/18/01	09/25/17
n	TOTAL STOCK MARKET INDEX	P	10/18/01	12/08/17
o	VANGUARD EMERGING MARKETS STOCK INDEX INSTL	P	10/16/08	03/22/18

	(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	60,391.		60,087.	304.
b	1,000,000.		856,035.	143,965.
c	157,506.		137,797.	19,709.
d	75,666.		66,197.	9,469.
e	261,286.		228,591.	32,695.
f	105,543.		92,336.	13,207.
g	1,026,810.		882,787.	144,023.
h	979,743.		974,806.	4,937.
i	278,372.		276,969.	1,403.
j	6,180,877.		6,149,729.	31,148.
k	67,198.		66,860.	338.
l	226,770.		201,718.	25,052.
m	1,690,560.		876,059.	814,501.
n	2,250,000.		1,095,055.	1,154,945.
o	400,000.		329,772.	70,228.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			304.
b			143,965.
c			19,709.
d			9,469.
e			32,695.
f			13,207.
g			144,023.
h			4,937.
i			1,403.
j			31,148.
k			338.
l			25,052.
m			814,501.
n			1,154,945.
o			70,228.

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

ABELL-HANGER 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 TOTAL STOCK MARKET INDEX	P	10/18/01	03/22/18
b TOTAL STOCK MARKET INDEX	P	10/18/01	06/22/18
c			
d			
e			
f			
g			
h			
i			
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 1,000,000.		493,309.	506,691.
b 2,675,000.		1,264,890.	1,410,110.
c			
d			
e			
f			
g			
h			
i			
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			506,691.
b			1,410,110.
c			
d			
e			
f			
g			
h			
i			
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	4,382,725.
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 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
AMERICARES FOUNDATION, INC. 88 HAMILTON AVENUE STAMFORD, CT 06902			MATCHING GIFTS PROGRAM	1,000.
AMERICARES FOUNDATION, INC. 88 HAMILTON AVENUE STAMFORD, CT 06902			FOR HURRICANE HARVEY RELIEF EFFORTS IN TEXAS	50,000.
ANGELO STATE UNIVERSITY ASU STATION #11023 SAN ANGELO, TX 76909-1023			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
ANGELO STATE UNIVERSITY ASU STATION #11023 SAN ANGELO, TX 76909-1023			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	4,071.
ANGELO STATE UNIVERSITY ASU STATION #11023 SAN ANGELO, TX 76909-1023			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
ANGELO STATE UNIVERSITY ASU STATION #11023 SAN ANGELO, TX 76909-1023			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	26,642.
APHASIA CENTER OF WEST TEXAS, INC. 5214 THOMASON DRIVE MIDLAND, TX 79703			FOR UNRESTRICTED OPERATING SUPPORT	40,000.
APHASIAACCESS 405 NORTH STANWICK ROAD MOORESTOWN, NJ 08057			FOR FINAL SUPPORT OF APHASIA ACCESS	10,000.
ASSOCIATION OF FUNDRAISING PROFESSIONALS, PERMIAN BASIN CHAPTER P.O. BOX 10193 MIDLAND, TX 79702			TO CONTINUE THE I.U. LILY TRAINING	7,500.
ASSOCIATION OF FUNDRAISING PROFESSIONALS, PERMIAN BASIN CHAPTER P.O. BOX 10193 MIDLAND, TX 79702			FOR SPONSORSHIP OF THE 2017 NATIONAL PHILANTHROPY DAY	5,000.
Total from continuation sheets				8,362,035.

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
ASSOCIATION OF FUNDRAISING PROFESSIONALS, PERMIAN BASIN CHAPTER P.O. BOX 10193 MIDLAND, TX 79702			TO CONTINUE THE I.U. LILY TRAINING	7,500.
BIG BROTHERS BIG SISTERS OF MIDLAND, INC. 714 W. LOUISIANA AVE. MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	20,000.
BILL OF RIGHTS INSTITUTE 200 N. GLEBE ROAD, SUITE 200 ARLINGTON, VA 22203			FOR SUPPORT OF THE MIDLAND ISD PROFESSIONAL DEVELOPMENT COLLABORATION	30,000.
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201			MATCHING GIFTS PROGRAM	50.
BOYS & GIRLS CLUB OF MENARD P.O. BOX 1043 MENARD, TX 76859			FOR UNRESTRICTED OPERATING SUPPORT	20,000.
BOYS AND GIRLS CLUB OF MIDLAND, INC. 1321 SOUTH GOODE STREET MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	45,000.
BOYS AND GIRLS CLUB OF ODESSA, INC. 800 E. 13TH ST ODESSA, TX 79701			CHALLENGE FINALE GRANT FOR THE NEW BOYS & GIRLS CLUB IN FAR WEST ODESSA	100,000.
BOYS AND GIRLS CLUB OF ODESSA, INC. 800 E. 13TH ST ODESSA, TX 79761			FOR UNRESTRICTED OPERATING SUPPORT	35,000.
BOYS AND GIRLS CLUBS OF THE PERMIAN BASIN, INC. 800 E. 13TH ST. ODESSA, TX 79761			MATCHING GIFTS PROGRAM	500.
BUCKNER CHILDREN AND FAMILY SERVICES, INC. 425 W PECAN AVE. MIDLAND, TX 79705			FOR PROGRAM SUPPORT OF THE MIDLAND OFFICE	35,000.
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
BUCKNER CHILDREN AND FAMILY SERVICES, INC. 425 W PECAN AVE. MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	4,000.
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708			FINALE GRANT FOR BYNUM SCHOOL CAPITAL CAMPAIGN	166,000.
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708			FOR UNRESTRICTED OPERATING SUPPORT	60,000.
CACTUS HEALTH SERVICES 301 N. WATER STREET FORT STOCKTON, TX 79735			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	50,000.
CAMP FIRE USA, WEST TEXAS COUNCIL P.O. BOX 50988 MIDLAND, TX 79710-0988			FOR UNRESTRICTED OPERATING SUPPORT	20,000.
CASA DE AMIGOS OF MIDLAND, INC. 1101 EAST GARDEN LANE MIDLAND, TX 79701-3683			FOR UNRESTRICTED OPERATING SUPPORT	55,000.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			MATCHING GIFTS PROGRAM	4,000.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	55,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			FOR UNRESTRICTED OPERATING SUPPORT	75,000.
CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022			MATCHING GIFTS PROGRAM	50.
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
CHILDREN'S ADVOCACY CENTER OF THE BIG BEND, INC. PO BOX 2016 ALPINE, TX 79831			FOR UNRESTRICTED OPERATING SUPPORT	10,000.
CHINA AID ASSOCIATION P.O. BOX 8513 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	1,500.
CHINA AID ASSOCIATION P.O. BOX 8513 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	500.
CHRISTIAN COMMUNITY SERVICE CENTER P. O. BOX 27924 HOUSTON, TX 77227			MATCHING GIFTS PROGRAM	6,500.
CHRISTIAN COMMUNITY SERVICE CENTER P. O. BOX 27924 HOUSTON, TX 77227			MATCHING GIFTS PROGRAM	6,500.
CHURCH ON WHEELS, INC. P.O. BOX 9402 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	4,000.
CHURCH ON WHEELS, INC. P.O. BOX 9402 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	250.
CITY OF MIDLAND AQUATICS, INC. 3003 NORTH A STREET MIDLAND, TX 79705			TO UNDERWRITE A MAJOR USA SWIM EVENT	15,000.
CITY OF MIDLAND AQUATICS, INC. 3003 NORTH A STREET MIDLAND, TX 79705			FINALE GRANT TO COMPLETE EXPANSION OF THE PHYSICAL THERAPY CLINIC AND WELLNESS CENTER	150,000.
CITY OF MIDLAND FIRE DEPARTMENT P.O. BOX 1152 MIDLAND, TX 79702			FOR THE MIDLAND FIRE DEPARTMENT "TRUCK OR TREAT" SAFETY FAIR AND OPEN HOUSE	3,500.
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
CLUB FORT DAVIS-AFTER SCHOOL PROGRAM INC. P.O. BOX 535 FORT DAVIS, TX 79734			FOR UNRESTRICTED OPERATING SUPPORT	2,000.
CLUB FORT DAVIS-AFTER SCHOOL PROGRAM INC. P.O. BOX 535 FORT DAVIS, TX 79734			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	7,543.
COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN INC. P.O. BOX 10532 MIDLAND, TX 79702			FOR UNRESTRICTED OPERATING SUPPORT	50,000.
COMMUNITY CHILDREN'S MINISTRY P.O. BOX 3328 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	250.
COMMUNITY CHILDREN'S MINISTRY P.O. BOX 3328 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	2,500.
COOK CHILDREN'S MEDICAL CENTER 801 SEVENTH AVENUE FORT WORTH, TX 76104			FOR UNRESTRICTED OPERATING SUPPORT OF THE MIDLAND CLINIC	30,000.
CRISIS CENTER 910-B SOUTH GRANT ODESSA, TX 79761			FINALE GRANT FOR THE LOUISE WOOD ANGEL HOUSE - PATHWAY TO SUCCESS SHELTER CAMPAIGN	300,000.
CROHNS & COLITIS FOUNDATION OF AMERICA P. O. BOX 1245 ALBERT LEE, MN 56007-9918			MATCHING GIFTS PROGRAM	100.
CROHNS & COLITIS FOUNDATION OF AMERICA P. O. BOX 1245 ALBERT LEE, MN 56007-9918			MATCHING GIFTS PROGRAM	100.
CRUSADER TRACK CLUB 5116 SAN ANTONIO AVE. MIDLAND, TX 79707			FOR SUPPORT OF THE 2018 TRACK PROGRAM	5,000.
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
EDUCATE MIDLAND 3500 N. "A" STREET, SUITE 2700 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	225,000.
EDUCATE MIDLAND 3500 N. "A" STREET, SUITE 2700 MIDLAND, TX 79705			FOR THE MISD TEACHING AWARDS	25,000.
ELAM MINISTRIES 5755 NORTH POINT PARKWAY, SUITE 217 ALPHARETTA, GA 30022			MATCHING GIFTS PROGRAM	500.
FAMILY CRISIS CENTER OF THE BIG BEND, INC. P. O. BOX 1470 ALPINE, TX 79831			FOR THE OUTREACH AND FOOD BASKET PROGRAM	10,000.
FAMILY PROMISE OF MIDLAND 3500 NORTH A STREET, SUITE 1400 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	25,000.
FAMILY PROMISE OF MIDLAND 3500 NORTH A STREET, SUITE 1400 MIDLAND, TX 79705			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	25,000.
FARRIS TALL CITY CHRISTIAN TRACK CLUB 400 EAST OAK MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	5,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 3500 N. A STREET, SUITE 2600 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	2,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 3500 N. A STREET, SUITE 2600 MIDLAND, TX 79705			FOR OPERATING SUPPORT FOR THE PERMIAN BASIN PROGRAMS	20,000.
FRIENDS OF MIDLAND SOCCER 1405 W. ILLINOIS AVE. MIDLAND, TX 79701			FOR CAPITAL IMPROVEMENTS TO BEAL PARK FOR SOCCER FIELDS	-75,000.
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
FRIENDS OF THE GOOD SAMARITANS, INC. 1 MACKLEM DRIVE WILMORE, KY 40390			MATCHING GIFT PROGRAM	10,000.
FRIENDS OF THE TERRELL COUNTY PUBLIC LIBRARY P.O. BOX 250 SANDERSON, TX 79848			TO PURCHASE COMPUTER EQUIPMENT AND SOFTWARE	5,000.
FRONTIER CASA INC. P.O. BOX 1232 ALPINE, TX 76132			TO BE USED FOR DIRECT OPERATING EXPENSES AND VOLUNTEER RECRUITMENT	10,000.
GIRL SCOUTS OF THE DESERT SOUTHWEST 5217 N. DIXIE BLVD. ODESSA, TX 79762			MATCHING GIFTS PROGRAM	2,360.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132			FOR UNRESTRICTED OPERATING SUPPORT FOR THE PERMIAN BASIN GLADNEY CENTER	10,000.
GLASSCOCK COUNTY JUNIOR LIVESTOCK ASSOCIATION P.O. BOX 299 GARDEN CITY, TX 79739			MATCHING GIFTS PROGRAM	200.
GRACE SCHOOL OF THEOLOGY 3705 COLLEGE PARK DRIVE, STE. 140 THE WOODLAND, TX 77384			MATCHING GIFTS PROGRAM	1,000.
GRACE SCHOOL OF THEOLOGY 3705 COLLEGE PARK DRIVE, STE. 140 THE WOODLAND, TX 77384			FOR SEMINARY TRAINING FOR MIDLAND-AREA SPANISH LEADERS	50,000.
GREATER IDEAL FAMILY LIFE CENTER 301 SOUTH TYLER MIDLAND, TX 79701			FOR THE 2018 SUMMER DAY CAMP PROGRAM	75,000.
GREATERGOOD.ORG 600 UNIVERSITY STREET #1000 SEATTLE, WA 98101			MATCHING GIFTS PROGRAM	50.
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
GREENWOOD VOLUNTEER FIRE DEPARTMENT 2900 S COUNTY ROAD 1083 MIDLAND, TX 79706			MATCHING GRANT FOR CONSTRUCTION OF A NEW FIRE STATION	100,000.
HEALTHY CITY PO BOX 4532 MIDLAND, TX 79704			TO UNDERWRITE THE FOOD IS MEDICINE SEMINAR	5,000.
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202			MATCHING GIFTS PROGRAM	200.
HELLINGHAUSEN HOPE, INC. 1710 N. EDWARDS STREET MIDLAND, TX 79701			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	30,000.
HELPING HANDS OF MIDLAND 1301 BRINSON LANE MIDLAND, TX 79703			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	10,000.
HELPING HANDS OF MIDLAND 1301 BRINSON LANE MIDLAND, TX 79703			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	20,000.
HELPING HANDS OF MIDLAND 1301 BRINSON LANE MIDLAND, TX 79703			MATCHING GIFTS PROGRAM	225.
HELPING HANDS OF MIDLAND 1301 BRINSON LANE MIDLAND, TX 79703			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	10,000.
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY RD 60 MIDLAND, TX 79707			FOR THE CAMPUS IMPROVEMENT CAPITAL CAMPAIGN	400,000.
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY RD 60 MIDLAND, TX 79707			FOR THE CAMPUS IMPROVEMENT CAPITAL CAMPAIGN	400,000.
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
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY RD 60 MIDLAND, TX 79707			MATCHING GIFTS PROGRAM	500.
HIS VOICE GLOBAL P.O. BOX 10651 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	500.
HISPANIC CULTURAL CENTER OF MIDLAND P.O. BOX 51404 MIDLAND, TX 79710-1404			FOR CONSTRUCTION OF A MULTI-PURPOSE ROOM	10,000.
HOPE MOMMIES 4084 CR A4401 ACKERLY, TX 79713			TO PROVIDE HOPE BOXES FOR WEST TEXAS MOMS AND FAMILIES	5,000.
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER P.O. BOX 2906 MIDLAND, TX 79702			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	20,000.
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER P.O. BOX 2906 MIDLAND, TX 79702			THREE YEAR MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT OF THE JENNA WELCH NATURE CENTER	17,500.
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER P.O. BOX 2906 MIDLAND, TX 79702			FOR UNRESTRICTED OPERATING SUPPORT	15,000.
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER P.O. BOX 2906 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	217.
KALEIDOSCOPE MINISTRIES PO BOX 51601 MIDLAND, TX 79710			FOR UNRESTRICTED OPERATING SUPPORT	10,000.
LAMESA BOYS & GIRLS CLUB P.O. BOX 826 LAMESA, TX 79331			FOR THE AFTER SCHOOL AND SUMMER PROGRAM	10,000.
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
MAKE A WISH FOUNDATION, WEST TEXAS OFFICE 407 N. BIG SPRING, SUITE 208 MIDLAND, TX 79701			TO COVER EXPENSES FOR GRANTING WISHES IN MIDLAND	10,000.
MANOR PARK, INC. 2208 N. LOOP 250 W. MIDLAND, TX 79707-6011			FOR THE VILLAGE SOUTH ACTIVITY CENTER CAPITAL CAMPAIGN	300,000.
MANOR PARK, INC. 2208 N. LOOP 250 W. MIDLAND, TX 79707-6011			MATCHING GIFTS PROGRAM	500.
MARFA PUBLIC RADIO / WEST TEXAS PUBLIC RADIO 2000 E 42ND STREET SUITE C-193 ODESSA, TX 79762			FOR THE WIDENING THE RANGE CAMPAIGN	20,000.
MIDLAND AFRICAN AMERICAN ROOTS HISTORICAL-CULTURAL ARTS COUNCIL P.O. BOX 50473 MIDLAND, TX 79710			TO UNDERWRITE THE 2017 JAZZ FESTIVAL AND WORKSHOP	7,500.
MIDLAND BAPTIST CRISIS CENTER P.O. BOX 2382 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	6,000.
MIDLAND BAPTIST CRISIS CENTER P.O. BOX 2382 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	9,000.
MIDLAND BAPTIST CRISIS CENTER P.O. BOX 2382 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	7,000.
MIDLAND CHAMBER OF COMMERCE FOUNDATION, INC. 109 N. MAIN ST. MIDLAND, TX 79701			FOR THE STATE OF EDUCATION LUNCHEON	1,000.
MIDLAND CHAMBER OF COMMERCE FOUNDATION, INC. 109 N. MAIN ST. MIDLAND, TX 79701			FOR THE EDUCATE MIDLAND LECTURE SERIES	75,000.
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
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	50.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	100,000.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	2,500.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	2,188.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	10,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE 2018-2019 DOLLARS FOR SCHOLARS SCHOLARSHIP PROGRAM FOR STUDENTS ATTENDING THE WILLIAMS REGIONAL	30,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE EARLY COLLEGE HIGH SCHOOL AT MIDLAND COLLEGE	50,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR SCHOLARSHIPS TO THE 2018 KIDS COLLEGE	5,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE STUDENTS IN PHILANTHROPY DOMAIN RENEWAL TO GODADDY	40.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE PERSONAL WEBSITE BUILDER RENEWAL ON GODADDY FOR SIP	120.
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
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE LEGACY SCHOLARSHIP PROGRAM (2014-2018)	313,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE 2017-2018 MIDLAND COLLEGE STUDENTS IN PHILANTHROPY PROGRAM	54,500.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE 2017-2018 MISD HIGH SCHOOL STUDENTS IN PHILANTHROPY PROGRAMS	20,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE 2017-2018 GREENWOOD HIGH SCHOOL STUDENTS IN PHILANTHROPY PROGRAM	9,000.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			FOR THE ADVANCED TECHNOLOGY CENTER	100,000.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	500.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	500.
MIDLAND COMMUNITY THEATRE, INC. 2000 W. WADLEY AVE. MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	2,500.
MIDLAND COMMUNITY THEATRE, INC. 2000 W. WADLEY AVE. MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT AND FOR THE REACH OUT/PAY WHAT YOU CAN PROGRAMS	45,000.
MIDLAND COUNTY PUBLIC LIBRARY FOUNDATION P.O. BOX 1634 MIDLAND, TX 79702			FOR THE PROJECT LITERACY WEEK DINNER	15,000.
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
MIDLAND FAIR HAVENS, INC. 2400 WHITMIRE BLVD, SUITE 100 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	1,000.
MIDLAND FAIR HAVENS, INC. 2400 WHITMIRE BLVD, SUITE 100 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	5,000.
MIDLAND FAIR HAVENS, INC. 2400 WHITMIRE BLVD, SUITE 100 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	40,000.
MIDLAND HABITAT FOR HUMANITY P.O. BOX 2555 MIDLAND, TX 79702-2555			TO FUND THE COST OF A HABITAT HOME	70,000.
MIDLAND ISD EDUCATIONAL FOUNDATION P.O. BOX 73 MIDLAND, TX 79702			FOR THE PARENT LIAISON PROGRAM	50,000.
MIDLAND ISD EDUCATIONAL FOUNDATION P.O. BOX 73 MIDLAND, TX 79702			TO UNDERWRITE THE VETERAN'S DAY PROGRAM	5,000.
MIDLAND ISD EDUCATIONAL FOUNDATION P.O. BOX 73 MIDLAND, TX 79702			FOR THE PROFESSIONAL LEARNING COMMUNITIES PROJECT	80,000.
MIDLAND ISD EDUCATIONAL FOUNDATION P.O. BOX 73 MIDLAND, TX 79702			FOR THE NEW TEACHER PROJECT (TNTP)	350,000.
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701			FOR OPERATING SUPPORT OF THE BEHAVIORAL HEALTH LEADERSHIP TEAM INITIATIVE	75,000.
MIDLAND NEED TO READ, INC. 1709 WEST WALL STREET MIDLAND, TX 79701			FOR CONTINUING ORGANIZATIONAL DEVELOPMENT WORK	8,000.
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
MIDLAND/ODESSA AREA AIDS SUPPORT, INC. 800 WEST TEXAS AVE. MIDLAND, TX 79701-6166			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	10,000.
MIDLAND ODESSA SYMPHONY & CHORALE, INC. P.O. BOX 60658 MIDLAND, TX 79711			FOR UNRESTRICTED OPERATING SUPPORT	35,000.
MIDLAND RAPE CRISIS CENTER, INC. P.O. BOX 10081 MIDLAND, TX 79702			FOR UNRESTRICTED OPERATING SUPPORT	50,000.
MIDLAND SHARED SPACES 3500 NORTH A STREET, SUITE 1100 MIDLAND, TX 79705			TO UNDERWRITE THE COST OF THE EXECUTIVE DIRECTOR SEARCH	16,000.
MIDLAND SHARED SPACES 3500 NORTH A STREET, SUITE 1100 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	60,000.
MIDLAND SHARED SPACES 3500 NORTH A STREET, SUITE 1100 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	100.
MIDLAND SHARED SPACES 3500 NORTH A STREET, SUITE 1100 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	500.
MIDLAND SHARED SPACES 3500 NORTH A STREET, SUITE 1100 MIDLAND, TX 79705			TO UNDERWRITE THE COST OF THE EXECUTIVE DIRECTOR SEARCH	8,000.
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LANE MIDLAND, TX 79701			MATCHING GIFTS PROGRAM	225.
MIDLAND TENNIS CENTER (DBA BUSH TENNIS CENTER) 5700 BRIARWOOD AVENUE MIDLAND, TX 79707			FINALE GRANT FOR CONSTRUCTION OF THE NEW CHRIS DAVIDSON OPPORTUNITY PARK AT THE BUSH TENNIS CENTER	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
MIDLAND TENNIS CENTER (DBA BUSH TENNIS CENTER) 5700 BRIARWOOD AVENUE MIDLAND, TX 79707			FINALE GRANT FOR CONSTRUCTION OF THE NEW CHRIS DAVIDSON OPPORTUNITY PARK AT THE BUSH TENNIS CENTER	100,000.
MISSION HEALTH CARE INC. 3500 N. A STREET STE 1300 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	45,000.
MUSEUM OF THE SOUTHWEST 1705 WEST MISSOURI AVENUE MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	20,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY, LONE STAR CHAPTER 8111 NORTH STADIUM DRIVE, SUITE 100 HOUSTON, TX 77054			MATCHING GIFTS PROGRAM	500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY, LONE STAR CHAPTER 8111 NORTH STADIUM DRIVE, SUITE 100 HOUSTON, TX 77054			MATCHING GIFTS PROGRAM	100.
NATIONAL MULTIPLE SCLEROSIS SOCIETY, LONE STAR CHAPTER 8111 NORTH STADIUM DRIVE, SUITE 100 HOUSTON, TX 77054			MATCHING GIFTS PROGRAM	500.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			FOR A GRANT IN LIEU OF 2018 MEMBERSHIP DUES FOR FUNDERS ROUNDTABLE	1,150.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			FOR SUPPORT OF PDAP THROUGH THE DISSOLUTION PROCESS	1,500.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			MATCHING GIFTS PROGRAM	100.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			FOR UNRESTRICTED OPERATING SUPPORT	125,000.
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
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			MATCHING GIFTS PROGRAM	500.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705-3603			FOR THE 2017 BEACON AWARDS LUNCHEON	5,000.
ODESSA COLLEGE FOUNDATION 201 WEST UNIVERSITY BOULEVARD ODESSA, TX 79764-7105			FOR THE 2017-2018 UTPB STUDENTS IN PHILANTHROPY PROGRAM	54,000.
ODESSA COLLEGE FOUNDATION 201 WEST UNIVERSITY BOULEVARD ODESSA, TX 79764-7105			FOR THE 2017-2018 OC STUDENTS IN PHILANTHROPY PROGRAM	46,000.
ODESSA COLLEGE FOUNDATION 201 WEST UNIVERSITY BOULEVARD ODESSA, TX 79764-7105			FOR THE 2017-2018 ECISD STUDENTS IN PHILANTHROPY PROGRAMS	23,000.
ODESSA FAMILY YMCA 3001 E. UNIVERSITY ODESSA, TX 79762			CHALLENGE GRANT FOR THE INSTALLATION OF A FIRE ALARM SYSTEM AT THE CENTRAL LOCATION	15,000.
OFFSHORE RIG MUSEUM, INC. 5555 SAN FELIPE STREET, STE. 2119 HOUSTON, TX 77084			FOR THE MOBILE OILFIELD LEARNING UNIT (MOLU) TRAVELING EXHIBIT SCHOOL VISIT TO MIDLAND, TEXAS	11,000.
PALMER DRUG ABUSE PROGRAM 1208 W. WALL ST. MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	50,000.
PERMIAN BASIN BOOKIES 3318 HAYNES AVE. MIDLAND, TX 79707			FOR THE 2018 PERMIAN BASIN WRITER'S WORKSHOP	5,000.
PERMIAN BASIN HONOR FLIGHT, INC. P.O. BOX 52890 MIDLAND, TX 79710			FOR TRAVEL EXPENSES FOR VETERANS' TRIP TO WASHINGTON, D.C.	30,000.
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
PERMIAN BASIN OPERA (FORMERLY MIDLAND OPERA THEATER) 3500 N A ST., STE 2100 MIDLAND, TX 79705			TO UNDERWRITE THE "TOSCA" PRODUCTION	15,000.
PERMIAN BASIN PETROLEUM MUSEUM, LIBRARY & HALL OF FAME 1500 INTERSTATE 20 WEST MIDLAND, TX 79701			TO FUND THE ARLEN L. EDGAR DISTINGUISHED LECTURE SERIES	30,000.
PERMIAN BASIN PETROLEUM MUSEUM, LIBRARY & HALL OF FAME 1500 INTERSTATE 20 WEST MIDLAND, TX 79701			FOR UNRESTRICTED OPERATING SUPPORT	25,000.
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS INC. P.O. BOX 8940 MIDLAND, TX 79708-8940			MATCHING GIFTS PROGRAM	150.
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS INC. P.O. BOX 8940 MIDLAND, TX 79708-8940			FOR UNRESTRICTED OPERATING SUPPORT	25,000.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANEY ODESSA, TX 79761			MATCHING GRANT FOR BUILDING RENOVATION AND TECHNOLOGY IMPROVEMENTS	25,000.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANEY ODESSA, TX 79761			MATCHING GIFTS PROGRAM	200.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANEY ODESSA, TX 79761			MATCHING GIFTS PROGRAM	250.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANEY ODESSA, TX 79761			FOR BUILDING RENOVATION AND TECHNOLOGY IMPROVEMENTS	25,000.
PERMIAN BASIN WOMEN'S RESOURCE CENTER (AKA THE LIFE CENTER) 2101 W. WALL STREET MIDLAND, TX 79701			FOR THE MEDICAL SERVICES EXPANSION PILOT PROGRAM FOR STI/STD TESTING AND TREATMENT	50,000.
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
PHILANTHROPY ROUNDTABLE 1730 M STREET, NW WASHINGTON, DC 20036			FOR THE ALLIANCE FOR CHARITABLE REFORM	20,000.
PHILANTHROPY SOUTHWEST 624 N. GOOD-LATIMER EXPY., SUITE 100 DALLAS, TX 75204			FOR GENERAL OPERATING SUPPORT IN LIEU OF MEMBERSHIP DUES	4,250.
PIONEERS, INC. 10123 WILLIAM CAREY DRIVE ORLANDO, FL 32832			MATCHING GIFTS PROGRAM	300.
PIONEERS, INC. 10123 WILLIAM CAREY DRIVE ORLANDO, FL 32832			MATCHING GIFTS PROGRAM	300.
PIONEERS, INC. 10123 WILLIAM CAREY DRIVE ORLANDO, FL 32832			MATCHING GIFTS PROGRAM	300.
PIONEERS, INC. 10123 WILLIAM CAREY DRIVE ORLANDO, FL 32832			MATCHING GIFTS PROGRAM	300.
RECORDING LIBRARY OF WEST TEXAS 3500 N. A STREET, STE 2800 MIDLAND, TX 79705			FOR UNRESTRICTED OPERATING SUPPORT	20,000.
RED RIVER MINISTRIES, INC. 3112 WINDSOR ROAD, SUITE A #112 AUSTIN, TX 78703			MATCHING GIFTS PROGRAM	500.
RED RIVER MINISTRIES, INC. 3112 WINDSOR ROAD, SUITE A #112 AUSTIN, TX 78703			MATCHING GIFTS PROGRAM	500.
RED RIVER MINISTRIES, INC. 3112 WINDSOR ROAD, SUITE A #112 AUSTIN, TX 78703			MATCHING GIFTS PROGRAM	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
REFLECTION MINISTRIES OF TEXAS INC. PO BOX 52371 MIDLAND, TX 79710			FOR UNRESTRICTED OPERATING SUPPORT	15,000.
RING 14 USA P O BOX 9562 MIDLAND, TX 79710			MATCHING GIFT PROGRAM	100.
SALVATION ARMY, HOUSTON 1221 RIVER BEND DR. DALLAS, TX 75247			MATCHING GIFTS PROGRAM	5,000.
SALVATION ARMY, MIDLAND CORPS P.O. BOX 594 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	10,000.
SALVATION ARMY, MIDLAND CORPS P.O. BOX 594 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	10,000.
SALVATION ARMY, MIDLAND CORPS P.O. BOX 594 MIDLAND, TX 79702			FOR THE BUILDING HOPE REBUILDING LIVES 2016 CAPITAL CAMPAIGN	250,000.
SALVATION ARMY, MIDLAND CORPS P.O. BOX 594 MIDLAND, TX 79702			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	10,000.
SAMARITAN COUNSELING CENTER OF WEST TEXAS, INC. P.O. BOX 60312 MIDLAND, TX 79711-0312			MATCHING GIFTS PROGRAM	1,332.
SAMARITAN COUNSELING CENTER OF WEST TEXAS, INC. P.O. BOX 60312 MIDLAND, TX 79711-0312			FOR UNRESTRICTED OPERATING SUPPORT	60,000.
SAMARITAN'S PURSE P. O. BOX 3000 BOONE, NC 28607			MATCHING GIFTS PROGRAM	1,000.
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
SENIOR LINK MIDLAND P.O. BOX 80519 MIDLAND, TX 79708			FOR THE MEALS ON WHEELS AND HOMEBOUND SERVICES	25,000.
SENIOR LINK MIDLAND P.O. BOX 80519 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	500.
SENIOR LINK MIDLAND P.O. BOX 80519 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	250.
SHUMLA SCHOOL, INC. P.O. BOX 627 COMSTOCK, TX 78837			FOR THE ALEXANDRIA PROJECT TO DOCUMENT THE ANCIENT NARRATIVE MURALS OF THE LOWER PECOS CANYONLANDS OF	25,000.
SKYLINE URBAN MINISTRY INC 500 SE 15TH STREET OKLAHOMA CITY, OK 73129			MATCHING GIFTS PROGRAM	500.
SOUTHWESTERN DIABETIC FOUNDATION, INC. PO BOX 918 GAINESVILLE, TX 76241			FOR SUMMER CAMP FEES FOR WEST TEXAS CHILDREN	15,000.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			MATCHING GIFTS PROGRAM	1,000.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			MATCHING GIFTS PROGRAM	500.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			FOR START UP COSTS FOR ADOLESCENT PROGRAMMING	20,000.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			MATCHING GIFTS PROGRAM	1,000.
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
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			MATCHING GIFTS PROGRAM	10,000.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			FOR CONSTRUCTION OF AN EXTENDED CARE FACILITY AND A NEW ADMINISTRATIVE WING IN HONOR OF TEVIS HERD	165,000.
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705-4621			FOR CONSTRUCTION OF AN EXTENDED CARE FACILITY AND A NEW ADMINISTRATIVE WING IN HONOR OF TEVIS HERD	165,000.
ST. ANDREWS PRESBYTERIAN MISSION 1708 N. FORT WORTH MIDLAND, TX 79701			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	9,000.
ST. ANDREWS PRESBYTERIAN MISSION 1708 N. FORT WORTH MIDLAND, TX 79701			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	9,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105			MATCHING GIFTS PROGRAM	1,000.
ST. VINCENT DE PAUL SOCIETY - ST. ANN'S CONFERENCE P.O. BOX 711 MIDLAND, TX 79702-0711			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	2,000.
ST. VINCENT DE PAUL SOCIETY - ST. ANN'S CONFERENCE P.O. BOX 711 MIDLAND, TX 79702-0711			FOR THE 2017-2018 UTILITY BILL ASSISTANCE PROGRAM	9,000.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
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
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TARLETON STATE UNIVERSITY FOUNDATION BOX T-0260 STEPHENVILLE, TX 76402			MATCHING GIFTS PROGRAM	500.
TEAM RUBICON 6171 W. CENTURY BLVD. SUITE 310 LOS ANGELES, CA 90045			FOR HURRICANE HARVEY DISASTER RELIEF IN HOUSTON	50,000.
TEEN CHALLENGE - ADULT CENTERS OF TEXAS INC. P.O. BOX 251 MIDLAND, TX 79702			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	40,000.
TEEN CHALLENGE - ADULT CENTERS OF TEXAS INC. P.O. BOX 251 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	250.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702			FOR UNRESTRICTED OPERATING SUPPORT (\$35,000) AND FOR A FINANCIAL AUDIT (\$10,000)	9,000.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702			UNRESTRICTED	1,000.
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
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	2,000.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702			FOR UNRESTRICTED OPERATING SUPPORT	35,000.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	13,032.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS A&M UNIVERSITY COLLEGE STATION COLLEGE STATION, TX 77840			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	30,182.
TEXAS INTERSCHOLASTIC LEAGUE FOUNDATION P.O. BOX 151027 AUSTIN, TX 78715			FOR THE 2017-2018 ANNUAL SCHOLARSHIPS	96,000.
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE. AUSTIN, TX 78701-2421			MATCHING GIFTS PROGRAM	5,000.
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
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE. AUSTIN, TX 78701-2421			MATCHING GIFTS PROGRAM	1,250.
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVE. AUSTIN, TX 78701-2421			MATCHING GIFTS PROGRAM	500.
TEXAS STATE HISTORY MUSEUM FOUNDATION P.O. BOX 12456 AUSTIN, TX 78711			FOR FIVE REGIONAL PROFESSIONAL DEVELOPMENT WORKSHOPS IN MIDLAND	10,000.
TEXAS STATE UNIVERSITY 429 N. GUADALUPE SAN MARCOS, TX 78666-5709			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	5,095.
TEXAS STATE UNIVERSITY 429 N. GUADALUPE SAN MARCOS, TX 78666-5709			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	10,190.
TEXAS TECH FOUNDATION, INC. BOX 45025 LUBBOCK, TX 79409			MATCHING GIFTS PROGRAM	100.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	18,750.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
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
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	885.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409-5011			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	19,888.
TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER 3601 4TH STREET, MS 6264 LUBBOCK, TX 79430			TO PROVIDE SCHOLARSHIPS FOR TUITION AND BOOKS FOR STUDENTS IN THE SCHOOL OF NURSING PROGRAMS	90,000.
THRIVE MINISTRY 9150 W JEWELL AVE, SUITE 102 LAKEWOOD, CO 80215			MATCHING GIFTS PROGRAM	100.
TRINITY SCHOOL OF MIDLAND TEXAS 3500 WEST WADLEY AVE. MIDLAND, TX 79707			MATCHING GIFTS PROGRAM	100.
UMC FOUNDATION 602 INDIANA AVE. LUBBOCK, TX 79415			TO PURCHASE A BK3500 ULTRASOUND SYSTEM FOR THE TIMOTHY J. HARNAR REGIONAL BURN CENTER	75,000.
UNITED WAY OF EL PASO COUNTY P.O. BOX 3488 EL PASO, TX 79923			MATCHING GRANT FOR THE 2017-2018 FUNDRAISING CAMPAIGN	50,000.
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
UNITED WAY OF MIDLAND, INC. 1209 WEST WALL ST. MIDLAND, TX 79701-6619			MATCHING GRANT FOR THE 2017-2018 ANNUAL FUNDRAISING CAMPAIGN	100,000.
UNITED WAY OF MIDLAND, INC. 1209 WEST WALL ST. MIDLAND, TX 79701-6619			MATCHING GIFTS PROGRAM	500.
UNITED WAY OF MIDLAND, INC. 1209 WEST WALL ST. MIDLAND, TX 79701-6619			MATCHING GIFTS PROGRAM	2,500.
UNITED WAY OF ODESSA, INC. P.O. BOX 632 ODESSA, TX 79760			MATCHING GRANT FOR THE 2017-2018 FUNDRAISING CAMPAIGN	40,000.
UNIVERSITY OF TEXAS AT ARLINGTON P.O. BOX 19198 ARLINGTON, TX 76019			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT ARLINGTON P.O. BOX 19198 ARLINGTON, TX 76019			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT ARLINGTON P.O. BOX 19198 ARLINGTON, TX 76019			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			MATCHNG GIFTS PROGRAM	500.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	5,000.
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
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	5,000.
UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY 2515 SPEEDWAY, STOP C1402 AUSTIN, TX 78712-1206			TO PROVIDE PROFESSIONAL DEVELOPMENT FOR VISITORS' CENTER STAFF IN SUPPORT OF ENHANCED	31,500.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6900 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249-0601			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6901 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249-0601			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6902 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249-0601			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6903 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249-0601			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT TYLER 3900 UNIVERSITY BLVD. TYLER, TX 75799			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
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
UNIVERSITY OF TEXAS HEALTH SCIENCES CENTER AT SAN ANTONIO 7703 FLOYD CURL DRIVE MAIL CODE 7835 SAN ANTONIO, TX 78229			MATCHING GIFTS PROGRAM	2,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	3,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			SPRING 2018 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	3,500.
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
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2017 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			TO FUND THE FIRST 5 PROGRAM	250,000.
UNLOCK MINISTRIES INC. P.O. BOX 7742 MIDLAND, TX 79708			FOR UNRESTRICTED OPERATING SUPPORT	40,000.
UNLOCK MINISTRIES INC. P.O. BOX 7742 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	250.
VAPOR SPORTS MINISTRIES 338 TALLADEGA SPRINGS ROAD SYLACAUGA, AL 35151			MATCHING GIFTS PROGRAM	5,000.
WARD COUNTY GREATER WORKS, INC. 922 S MAIN STREET MIDLAND, TX 79701			FOR THE MONAHANS KIDZONE CHILDREN'S AFTER SCHOOL AND SUMMER PROGRAM	20,000.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			FOR WATER RECOVERY EFFORTS IN PUERTO RICO FOLLOWING HURRICANE MARIA	50,000.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFT PROGRAM	250.
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
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	250.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GRANT FOR UNRESTRICTED OPERATING SUPPORT	100,000.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	750.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	200.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	250.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	250.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	250.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	10,000.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242			MATCHING GIFTS PROGRAM	250.
YMCA OF MIDLAND P.O. BOX 954 MIDLAND, TX 79702			TO PURCHASE TRANSPORTATION FOR THE AFTER SCHOOL PROGRAM	50,000.
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
YOUNG LIFE OF MIDLAND 925 W. WADLEY MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	500.
YOUNG LIFE OF MIDLAND 925 W. WADLEY MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	650.
Total from continuation sheets				

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - MIDLAND COLLEGE

FOR THE 2018-2019 DOLLARS FOR SCHOLARS SCHOLARSHIP PROGRAM FOR STUDENTS
ATTENDING THE WILLIAMS REGIONAL TECHNICAL TRAINING CENTER IN FORT
STOCKTON

NAME OF RECIPIENT - SHUMLA SCHOOL, INC.

FOR THE ALEXANDRIA PROJECT TO DOCUMENT THE ANCIENT NARRATIVE MURALS OF
THE LOWER PECOS CANYONLANDS OF WEST TEXAS

NAME OF RECIPIENT - UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY
TO PROVIDE PROFESSIONAL DEVELOPMENT FOR VISITORS' CENTER STAFF IN
SUPPORT OF ENHANCED EDUCATIONAL AND INTERPRETIVE PROGRAMMING

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
SAVINGS & CASH INVESTMENTS	127.	127.	
TOTAL TO PART I, LINE 3	127.	127.	

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
INTEREST & DIVIDENDS	3,977,240.	0.	3,977,240.	3,977,240.	
TO PART I, LINE 4	3,977,240.	0.	3,977,240.	3,977,240.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	2,550.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,550.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEASE BONUS	845,243.	845,243.	
WATER WELL LEASE	40,000.	40,000.	
OIL & GAS ROYALTIES	1,515,589.	1,515,589.	
MISCELLANEOUS INCOME	1,000.	1,000.	
R-O-W EASEMENT	80,002.	80,002.	
SOLAR LEASE	7,255.	7,255.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,489,089.	2,489,089.	

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,775.	0.		3,775.
TO FM 990-PF, PG 1, LN 16A	3,775.	0.		3,775.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,524.	7,762.		7,762.
TO FORM 990-PF, PG 1, LN 16B	15,524.	7,762.		7,762.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	3,337.	3,337.		0.
ADVALOREM TAX RENDERING	1,550.	1,550.		0.
APPRAISAL FEES	26,235.	26,235.		0.
TO FORM 990-PF, PG 1, LN 16C	31,122.	31,122.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVALOREM TAXES	38,299.	38,299.		0.
ES EXCISE TAX DEPOSITS	119,000.	0.		0.
GROSS PRODUCTION TAXES	116,870.	116,870.		0.
EMPLOYER FICA	43,733.	0.		43,733.
TO FORM 990-PF, PG 1, LN 18	317,902.	155,169.		43,733.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	322.	0.		322.
COMPUTER EXPENSES	8,532.	0.		8,532.
DUES	480.	0.		480.
INSURANCE	249,703.	14,981.		234,722.
OFFICE SUPPLIES	4,578.	0.		4,578.
PERIODICALS	240.	0.		240.
POSTAGE	1,613.	0.		1,613.
STORAGE	900.	0.		900.
TELEPHONE & UTILITIES	24,382.	0.		24,382.
GUIDESTAR & MICROEDGE	32,627.	0.		32,627.
PERMITS - ALARM	20.	0.		20.
AWARDS / HONORARIUMS / MEMORIALS	681.	0.		681.
CONTRACT LABOR	16,231.	0.		16,231.
OFFICE CLEANING EXPENSE	11,644.	0.		11,644.
CONTRACT SERVICES - MISC.	30,598.	0.		30,598.
CLEANING SUPPLIES	1,299.	0.		1,299.
OTHER MISC. EXPENSES	3,803.	0.		3,803.
SIP REIMBURSABLE EXPENSES	656.	0.		656.
ADMIN.FEES/SVC CHARGES/MISC.PRO	23.	0.		23.
WATER WELL MAINT/SUPPLIES/LABOR	284.	0.		284.
LANDSCAPE MAINTENANCE EXPENSE	30,407.	0.		30,407.
TO FORM 990-PF, PG 1, LN 23	419,023.	14,981.		404,042.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD TOTAL STOCK MKT INDEX FUND	36,457,990.	75,978,953.	
VANGUARD DEVELOPED MKT INDEX FUND	35,469,981.	40,925,774.	
VANGUARD EMERGING MKT FUND	7,785,834.	8,501,395.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	79,713,805.	125,406,122.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD TOTAL BOND INDEX FUND	17,810,767.	17,845,925.	
VANGUARD INTERMEDIATE-TERM CORPORATE BOND FUND	15,938,956.	16,029,978.	
VANGUARD-INTERNAT'L BOND INDEX	6,724,820.	6,733,758.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	40,474,543.	40,609,661.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IBM TYPEWRITER (FR)	1,195.	1,195.	0.
PRINTER FONT CARTRIDGE	299.	299.	0.
COFFEE CARAFES (CONF)	200.	200.	0.
HC - DESK CALCULATOR	215.	215.	0.
PRINTER STAND (SCT)	192.	192.	0.
2 - PRINTER STANDS (DLS, HLC)	384.	384.	0.
2 - 3 SECTION SOFA (RECP, CONF)	6,352.	6,352.	0.
4 - CUSTOM FRAMES - LOVELL SKETCHES	1,519.	1,519.	0.
5 - CUSTOM FRAMES - MAPS	1,484.	1,484.	0.
TTEE PORTRAITS	1,140.	1,140.	0.
2 - REUPHOLSTERED CHAIRS (RECP)	950.	950.	0.
13 - FRAMES FOR TTEES PICTURES	760.	760.	0.
PAPER FLOW / VISION SOFTWARE	6,010.	6,010.	0.
INTEGRA/ADVANTAGE UPGRADE	2,460.	2,460.	0.
XEROX SCAN SOFTWARE	2,395.	2,395.	0.
COMPUTER (DLS)	1,090.	1,090.	0.
COMPUTERS (SCT & BRC)	1,888.	1,888.	0.
LAPTOP - VOSTRO 3700	948.	948.	0.
LAPTOP - VOSTRO 3700	948.	948.	0.
LAPTOP - VOSTRO 3700	948.	948.	0.
LAPTOP - NEW	988.	988.	0.
LAPTOP - NEW	988.	988.	0.
LAPTOP - NEW	1,345.	1,345.	0.
COMPUTER (HLC)	1,193.	1,193.	0.
XEROX COPIER	9,473.	9,473.	0.
COMPUTER (DLS)	1,204.	1,204.	0.
LAND	10,000.	0.	10,000.
BUILDING	47,919.	3,328.	44,591.
LAND	311,700.	0.	311,700.
NEW BUILDING FURNITURE & FIXTURES	162,750.	91,576.	71,174.

ABELL-HANGER FOUNDATION

75-6020781

NEW BUILDING	1,318,040.	90,123.	1,227,917.
NEW BUILDING CONSTRUCTION COSTS	2,049,748.	140,154.	1,909,594.
NEW BUILDING ARCHITECTURAL COSTS	31,818.	2,176.	29,642.
NEW BUILDING ENGINEERING COSTS FOR DLS CHAIR	1,200.	83.	1,117.
NEW BUILDING FURNITUE	1,880.	1,058.	822.
NEW BUILDING FURNITURE	41,721.	23,475.	18,246.
FILE COMPRESSORS NEW FILE CABINETS	53,505.	30,106.	23,399.
DRAPES FOR BOARD ROOM	1,531.	862.	669.
RUG / TAPESTRY	1,107.	623.	484.
6 OFFICE CHAIR MATS	2,623.	1,476.	1,147.
REFRAME / STRETCH GHA PAINTING	2,800.	1,576.	1,224.
DEPOSIT FOR IRRIGATION WATER METER	8,053.	4,531.	3,522.
NEW BUILDING IT CONSULTING	3,240.	0.	3,240.
PHONE NETWORK INSTALL	5,393.	368.	5,025.
PHONE NETWORK INSTALL	533.	379.	154.
NETWORK SETUP CHARGES	5,106.	3,635.	1,471.
UBIQUITI ACCESS POINT	900.	641.	259.
RACK MOUNTABLE UPS	458.	326.	132.
RACK MOUNTABLE PORTS AND CABLE	520.	370.	150.
BOARD ROOM TABLETS	1,323.	942.	381.
OPEN LAN STATION	9,130.	6,501.	2,629.
PHONE SYSTEM	1,345.	957.	388.
DELL 255W POWER SUPPLY	7,895.	5,621.	2,274.
TABLES MODULES/LAN KIT/ SWITCH	75.	53.	22.
CABLES AND SUPPLIES	1,545.	1,100.	445.
PRIVACY PANELS FOR BOARD ROOM	25.	18.	7.
DELL OPTIPLEX - WADE	1,547.	1,073.	474.
DELL FILE SERVER - POWEREDGE 7430	1,035.	787.	248.
DELL NEW COMPUTER	5,895.	4,480.	1,415.
	1,409.	1,409.	0.
TOTAL TO FM 990-PF, PART II, LN 14	4,140,337.	466,375.	3,673,962.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NONPRODUCING MINERALS & ROYALTIES	726,506.	726,506.	1,094,308.
PRODUCING ROYALTIES & OVERRIDES	34,279.	34,279.	3,299,000.
OILFIED PAINTINGS & SKETCHES	38,790.	39,790.	188,220.
BOOT CREEK ROYALTY	2,107,594.	1,970,203.	1,970,203.
SPUR CREEK ROYALTY	989,781.	916,782.	916,782.
GATEWAY ROYALTY IV	0.	593,422.	593,422.
TO FORM 990-PF, PART II, LINE 15	3,896,950.	4,280,982.	8,061,935.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK F. HARPER 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
JAMES C. TROTT 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
JOHN BERGMAN 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
RICHARD COATS 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
TEVIS HERD 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
ELAINE MAGRUDER 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,000.	0.	0.
WES PERRY 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	14,000.	0.	0.
DAVID SMITH 112 CORPORATE DRIVE MIDLAND, TN 79705	TRUSTEE 4.00	8,000.	0.	0.
MARK PALMER 112 CORPORATE DRIVE MIDLAND, TX 79705	EXECUTIVE VP 40.00	200,476.	18,858.	0.
HERBERT L. CARTWRIGHT 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	8,125.	0.	0.
WADE KUEHLER 112 CORPORATE DRIVE MIDLAND, TX 79705	CFO 40.00	172,244.	14,142.	0.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
87	IBM TYPEWRITER (FR)	01/10/89	SL	6.00		16	1,195.				1,195.	1,195.		0.	1,195.
91	PRINTER FONT CARTRIDGE	11/30/89	SL	6.00		16	299.				299.	299.		0.	299.
110	COFFEE CARAFES (CONF)	12/01/91	SL	10.00		16	200.				200.	200.		0.	200.
132	HC - DESK CALCULATOR	06/01/99	200DB	7.00		HY17	215.				215.	215.		0.	215.
138	PRINTER STAND (SCT)	08/15/99	200DB	7.00		HY17	192.				192.	192.		0.	192.
145	2 - PRINTER STANDS (DLS, HLC)	09/15/99	200DB	7.00		HY17	384.				384.	384.		0.	384.
157	2 - 3 SECTION SOFA (RECP, CONF)	09/15/99	200DB	7.00		HY17	6,352.				6,352.	6,352.		0.	6,352.
163	4 - CUSTOM FRAMES - LOVELL SKETCHES	11/15/99	200DB	7.00		HY17	1,519.				1,519.	1,519.		0.	1,519.
165	5 - CUSTOM FRAMES - MAPS	12/15/99	200DB	7.00		HY17	1,484.				1,484.	1,484.		0.	1,484.
167	TTEE PORTRAITS	01/15/00	200DB	7.00		HY17	1,140.				1,140.	1,140.		0.	1,140.
168	2 - REUPHOLSTERED CHAIRS (RECP)	01/15/00	200DB	7.00		HY17	950.				950.	950.		0.	950.
171	13 - FRAMES FOR TTEES PICTURES	03/15/00	200DB	7.00		HY17	760.				760.	760.		0.	760.
174	PAPER FLOW / VISION SOFTWARE	05/15/00	SL	3.00		16	6,010.				6,010.	6,010.		0.	6,010.
193	INTEGRA/ADVANTAGE UPGRADE	05/13/05	200DB	7.00		HY17	2,460.				2,460.	2,460.		0.	2,460.
195	XEROX SCAN SOFTWARE	08/02/05	SL	3.00		16	2,395.				2,395.	2,395.		0.	2,395.
209	COMPUTER (DLS)	05/27/08	200DB	5.00		MC17	1,090.			545.	545.	545.		0.	545.
222	COMPUTERS (SCT & BRC)	01/21/10	200DB	5.00		HY17	1,888.				1,888.	1,888.		0.	1,888.
233	LAPTOP - VOSTRO 3700	11/21/10	200DB	5.00		HY17	948.				948.	948.		0.	948.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
234	LAPTOP - VOSTRO 3700	11/21/10	200DB	5.00		HY17	948.				948.	948.		0.	948.
235	LAPTOP - VOSTRO 3700	11/21/10	200DB	5.00		HY17	948.				948.	948.		0.	948.
236	LAPTOP - NEW	02/01/11	200DB	5.00		HY17	988.				988.	988.		0.	988.
237	LAPTOP - NEW	02/01/11	200DB	5.00		HY17	988.				988.	988.		0.	988.
248	LAPTOP - NEW	08/01/11	200DB	5.00		HY17	1,345.			1,345.				0.	
251	COMPUTER (HLC)	02/01/12	200DB	5.00		HY17	1,193.			597.	596.	596.		0.	596.
262	XEROX COPIER	09/02/12	200DB	5.00		HY17	9,473.			4,737.	4,736.	4,463.		273.	4,736.
263	COMPUTER (DLS)	10/01/12	200DB	5.00		HY17	1,204.			602.	602.	567.		35.	602.
274	LAND	04/30/14	L				10,000.				10,000.			0.	
275	BUILDING	11/01/15	SL	39.00		MM16	47,919.				47,919.	2,099.		1,229.	3,328.
286	LAND	09/01/14	L				311,700.				311,700.			0.	
297	NEW BUILDING FURNITURE & FIXTURES	11/01/15	200DB	7.00		HY17	162,750.				162,750.	63,107.		28,469.	91,576.
298	NEW BUILDING	11/01/15	SL	39.00		MM16	1,318,040.				1,318,040.	56,327.		33,796.	90,123.
309	NEW BUILDING CONSTRUCTION COSTS	11/01/15	SL	39.00		MM16	2,049,748.				2,049,748.	87,596.		52,558.	140,154.
310	NEW BUILDING ARCHITECTURAL COSTS	11/01/15	SL	39.00		MM16	31,818.				31,818.	1,360.		816.	2,176.
311	NEW BUILDING ENGINEERING COSTS	11/01/15	SL	39.00		MM16	1,200.				1,200.	52.		31.	83.
312	FOR DLS CHAIR	11/01/15	200DB	7.00		HY17	1,880.				1,880.	729.		329.	1,058.
313	NEW BUILDING FURNITUE	11/01/15	200DB	7.00		HY17	41,721.				41,721.	16,177.		7,298.	23,475.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
314	NEW BUILDING FURNITURE	11/01/15	200DB	7.00		HY17	53,505.				53,505.	20,747.		9,359.	30,106.
315	FILE COMPRESSORS NEW FILE CABINETS	11/01/15	200DB	7.00		HY17	1,531.				1,531.	594.		268.	862.
316	DRAPES FOR BOARD ROOM	11/01/15	200DB	7.00		HY17	1,107.				1,107.	429.		194.	623.
317	RUG / TAPESTRY	11/01/15	200DB	7.00		HY17	2,623.				2,623.	1,017.		459.	1,476.
318	6 OFFICE CHAIR MATS	11/01/15	200DB	7.00		HY17	2,800.				2,800.	1,086.		490.	1,576.
319	REFRAME / STRETCH GHA PAINTING	11/01/15	200DB	7.00		HY17	8,053.				8,053.	3,122.		1,409.	4,531.
320	DEPOSIT FOR IRRIGATION WATER METER	11/01/15	NC	.000		HY	3,240.				3,240.			0.	
321	NEW BUILDING IT CONSULTING	11/01/15	SL	39.00		MM16	5,393.				5,393.	230.		138.	368.
322	PHONE NETWORK INSTALL	11/01/15	200DB	5.00		HY17	533.				533.	277.		102.	379.
323	PHONE NETWORK INSTALL	11/01/15	200DB	5.00		HY17	5,106.				5,106.	2,655.		980.	3,635.
324	NETWORK SETUP CHARGES	11/01/15	200DB	5.00		HY17	900.				900.	468.		173.	641.
325	UBIQUITI ACCESS POINT	11/01/15	200DB	5.00		HY17	458.				458.	238.		88.	326.
326	RACK MOUNTABLE UPS	11/01/15	200DB	5.00		HY17	520.				520.	270.		100.	370.
327	RACK MOUNTABLE PORTS AND CABLE	11/01/15	200DB	5.00		HY17	1,323.				1,323.	688.		254.	942.
328	BOARD ROOM TABLETS	11/01/15	200DB	5.00		HY17	9,130.				9,130.	4,748.		1,753.	6,501.
329	OPEN LAN STATION	11/01/15	200DB	5.00		HY17	1,345.				1,345.	699.		258.	957.
330	PHONE SYSTEM	11/01/15	200DB	5.00		HY17	7,895.				7,895.	4,105.		1,516.	5,621.
331	DELL 255W POWER SUPPLY	11/01/15	200DB	5.00		HY17	75.				75.	39.		14.	53.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
332	TABLES MODULES/LAN KIT/ SWITCH	11/01/15	200DB	5.00		HY17	1,545.				1,545.	803.		297.	1,100.
333	CABLES AND SUPPLIES	11/01/15	200DB	5.00		HY17	25.				25.	13.		5.	18.
344	PRIVACY PANELS FOR BOARD ROOM	11/16/16	200DB	7.00		HY17	1,547.			774.	773.	110.		189.	299.
345	DELL OPTIPLEX - WADE	09/19/16	200DB	5.00		HY17	1,035.			518.	517.	103.		166.	269.
346	DELL FILE SERVER - POWEREDGE 7430	12/14/16	200DB	5.00		HY17	5,895.			2,948.	2,947.	589.		943.	1,532.
357	DELL NEW COMPUTER	03/15/18	200DB	5.00		HY19B	1,409.			1,409.				1,409.	
	* TOTAL 990-PF PG 1 DEPR						4,140,337.			13,475.	4,126,862.	308,911.		145,398.	452,900.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						4,138,928.			12,066.	4,126,862.	308,911.			452,900.
	ACQUISITIONS						1,409.			1,409.	0.	0.			0.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						4,140,337.			13,475.	4,126,862.	308,911.			452,900.
	ENDING ACCUM DEPR											466,375.			
	ENDING BOOK VALUE											3,673,962.			

Depreciation and Amortization
 (Including Information on Listed Property) 990-PF

OMB No. 1545-0172

2017
 Attachment
 Sequence No. 179

▶ Attach to your tax return.
 ▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

ABELL-HANGER FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 75-6020781
-------------------------	---	--------------------------------------

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	510,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,030,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13 Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12	▶ 13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	1,409.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	88,568.

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2017	17	55,421.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>	

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a Class life					S/L
b 12-year			12 yrs.		S/L
c 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	145,398.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with 9 columns for property details and percentages.

27 Property used 50% or less in a qualified business use: Table with 9 columns for property details and percentages.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main rows (30-36) and 12 columns for vehicle use metrics (a-f) and personal use availability (Yes/No).

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

Table for Section C with 5 rows (37-41) and 2 columns (Yes/No) for employer questions.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2017 tax year: Table with 6 columns for cost details.

43 Amortization of costs that began before your 2017 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44

Electronic Filing PDF Attachment

BY-LAWS
OF
ABELL-HANGER FOUNDATION

Midland, Texas

Amended and Restated as of June 20, 2018

Article I. Purposes and Scope.

Section 101. Purposes - The Abell-Hanger Foundation is a non-profit corporation organized exclusively for benevolent, charitable and educational purposes. The Foundation shall, in accordance with plans formulated by the Board of Trustees, engage in such benevolent, charitable and educational undertakings as shall be in furtherance of the public welfare and tend to promote the well-doing or well-being, or both, of mankind. The particular activities undertaken from time to time shall be specifically authorized by resolution of the Board of Trustees. The Foundation shall not engage in any activity that is inconsistent with the charter or these by-laws.

Section 102.¹ Principal Office - The principal office and place of business shall be in the City of Midland, Midland County, Texas.

Section 103.² Prohibited Transactions - The Foundation shall be operated exclusively for the educational, charitable and benevolent purposes specified in the charter, and the activities thereof, shall be subject to the following specific limitations:

- (1) The Foundation shall not engage in carrying on propaganda, or otherwise attempting to influence legislation.
- (2) No part of the income of the Foundation shall ever inure to any private benefit.
- (3) No part of the income or property of the Foundation shall be distributed among, returned to, or inure to the benefit of the original subscribers, the trustees, shareholders, or to those who make contributions to the Foundation, except as reasonable compensation for actual services rendered and for expenses incurred in the affairs of the Foundation.
- (4) The Foundation may engage in business to the extent necessary to administer the property and assets which are owned by it and to receive and administer the proceeds, profits, income, rents, increment and increase of and from the property and from the

¹ Section 103 Other Offices deleted in its entirety on June 23, 2000 and all ensuing sections renumbered.

² On June 20, 2013 Limitations (7) stating, "shall be operated exclusively for the educational, charitable and benevolent purposes specified in the charter," was deleted entirely and inserted into the body of the Prohibited Transactions statement above and all ensuing limitations renumbered.

investment and reinvestment thereof; provided, however, that such business activities shall never be the primary purpose of the Foundation.

- (5) While the income, funds and property of the Foundation may be accumulated to meet the needs of the business of the Foundation, within the limits specified in (4) above, or to provide an endowment for the Foundation, the income, funds and property of the Foundation shall nevertheless be and hereby are, dedicated to the benevolent, charitable and educational purposes of the Foundation and ultimately are to be spent, disbursed and used only for the accomplishment of such purposes.
- (6) The corporation shall not -
 - (a) lend money to,
 - (b) purchase property or securities from,
 - (c) sell its property or securities to,
 - (d) make any of its services available on a preferential basis to,
 - (e) otherwise engage in any business transactions with, or
 - (f) employ (except in connection with services actually rendered and then only for a reasonable salary or other compensation for such services),
any person who has made a substantial contribution of cash, property or securities to the Foundation, or the children, spouse, parents or lineal descendants of such a contributor, or a corporation in which such contributor owns 50% or more of the voting power or 50% of the value of all shares of stock.
- (7) No part of the funds or property of the Foundation, or the increase, proceeds, revenue or profits therefrom, shall ever be used to declare or pay any dividend, either in cash or in kind, either during the existence of the Foundation or upon its liquidation.
- (8) If the Foundation ceases to exist for any reason, or is dissolved, the property of the Foundation shall immediately vest in the trustees and their successors to be held in trust for the accomplishment of the charitable, benevolent and educational purposes of the Foundation as though the Foundation had not ceased to exist or been dissolved.

Section 104. Donations and Contributions - The Foundation may accept any gift, donation or contribution, either in cash, securities or other property which, in the opinion of the Board of Trustees, will further the purposes of the Foundation. Title to all property and funds so given, donated or contributed, and the increase, income and proceeds thereof, shall be vested in the Foundation and held, managed, invested, reinvested, disbursed and expended by the Foundation in the manner in which the Board of Trustees thereof determine will best accomplish its educational, charitable and benevolent purposes. The Foundation shall not accept or administer any gift, fund,

endowment, or trust which is subject to any condition, limitation or reservation inconsistent with the purposes of the Foundation.

Section 105.³ Use of Funds - The Foundation shall have full power and authority to convey, invest or expend or otherwise use any property or funds acquired by it from any source to carry on the work of the Foundation and the Foundation shall acquire by gift, purchase or otherwise such property, buildings, equipment and facilities as it may deem necessary in connection with the accomplishment of its educational, charitable and benevolent purposes and shall employ or otherwise secure the services of such persons, attorneys, accountants and advisors as it may deem necessary in connection therewith. The Foundation shall use the funds available to it solely in furtherance of its religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals. No part of the property or assets of the Foundation shall inure to the benefit of any private shareholder or individual, and no part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation or of participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Foundation may, however, create or maintain such reserves and make such investments as it determines are appropriate; and, in conformity with all laws, rules and regulations governing charitable foundations for the continuation of, as well as the expansion of, its assets and improvement of the facilities and services of the Foundation and to replace or restore existing facilities or add new facilities or services.

Article II. Shareholders.

Section 201.⁴ Number and qualifications - There shall be no less than three or more than five shareholders. A majority of shareholders shall reside in Midland County, Texas. The shareholders shall be the original subscribers to the Foundation and their successors. The existing shareholders may from time to time provide for an increase in the number of shareholders, and elect additional shareholders and, any additional shareholders so elected, and their successors, shall be shareholders upon the same terms and conditions provided in the charter and herein with reference to the original shareholders.

Section 202. Duties of Shareholders - The shareholders shall elect or appoint a Board of Trustees and, on their own motion, or at the suggestion of the Board of Trustees, shall have authority to amend the by-laws of the Foundation, provided that any such amendment is consistent with the provisions of the charter and the subscription agreement made and entered into between the original subscribers and incorporators of the Foundation. The shareholders shall also authorize the Board of Trustees to engage in any and all educational, benevolent and charitable undertakings authorized by the charter and not otherwise specifically provided for herein.

³ Amended June 27, 1991. The last three sentences substituted for previous wording.

⁴ Amended June 14, 2000 - Increase shareholders from **three** to **five** and a majority of shareholders must reside in Midland County. Amended June 11, 2004 to "There shall be no less than three or more than five shareholders."

Section 203.⁵ Shareholders' Regular Meetings - Regular meetings of the shareholders shall be held in the month of June of each fiscal year at the City of Midland, Midland County, Texas, upon one week's notice and it shall be the duty of each shareholder to attend the meeting.

Section 204.⁶ Shareholders' Special Meetings - Special meetings of the shareholders may be requested by a majority of the Board of Trustees upon one week's notice, or such special meeting may be held at any time upon one week's notice by unanimous consent of the shareholders.

Section 205. Conduct of Meetings - A majority of the shareholders shall constitute a quorum and a majority of a quorum shall decide any question. A chairman shall be elected to preside at all shareholders' meetings. The shareholders shall likewise choose a secretary who shall keep the records and minutes of all shareholders' meetings.

Section 206.⁷ Share Certificates - The Foundation shall issue to each original subscriber and each successor a share certificate as evidence that the original subscribers and their successors are shareholders of the Foundation with the rights, privileges and responsibilities thereof subject to the limitations of the charter and of these by-laws, and of the original subscription agreement. The form of the share certificate shall be prescribed by the shareholders.

Section 207.⁸ Transfer of Share Certificates - The share certificates and rights, privileges and responsibilities of a shareholder shall be transferable only on the books of the Foundation and then only with the written consent of all other shareholders; provided, however, that subject to all the provisions of Section 201 that -

- (1) Whenever any shareholder resigns, dies or is otherwise unable to serve as a shareholder, without having transferred the share certificate and the rights, privileges and responsibilities of being a shareholder of the Foundation as provided in the preceding portions of this Section 207, then, and in that event only, the remaining shareholders shall elect, by majority vote, a successor to fill the vacancy so created and any shareholder so elected shall have all the rights, privileges and responsibilities of an original subscriber to the Foundation.
- (2) Before any successor shareholder is entitled to the rights, privileges and responsibilities of a shareholder of the Foundation, such shareholder shall agree in writing to the terms, limitations and provisions contained in the charter and the subscription agreement made and entered into by the original subscribers and shareholders.

Section 208. Compensation - No shareholder shall receive any compensation, preference or privileges from the Foundation by virtue of being a shareholder thereof.

Article III. Board of Trustees.

⁵ Amended June 19, 2002 - shareholder meetings be held in the **month** of June

⁶ Amended June 20, 2013 to read " ... may be requested by **a majority of** the Board of Trustees..."

⁷ Amended June 12, 2009 to read, "prescribed by the **shareholders**", instead of trustees.

⁸ Amended June 12, 2003 to **eliminate** a shareholder's right to transfer shares to spouse, child or lineal descendant and item numbers (1) and (2) were added.

Section 301.⁹ Number and Qualifications - The Board of Trustees shall consist of no less than five nor more than nine trustees elected or appointed by the shareholders. A majority of the members of the Board of Trustees shall reside in Midland County, Texas. Each trustee shall possess such qualifications as the shareholders shall determine.

Section 302.¹⁰ Term of Office - Each trustee shall be elected by a majority vote. Each trustee so elected shall serve for the term of one year and until his successor shall be elected and shall qualify. In the case of any vacancy in the Board of Trustees through death, resignation, disqualification or other cause, the shareholders may elect a successor to hold office for the unexpired portion of the term, and until the election of his successor.

Section 303.¹¹ Service Limitation - Trustee service shall be limited to 20 years or attainment of age 75, whichever comes first.

Section 304.¹² Meetings - Trustees shall hold regular quarterly meetings during each fiscal year and such special meetings as may be necessary to transact the business of the Foundation, at such times and places as they may determine. Any business may be transacted at a regular meeting without notice thereof. No special meetings shall be held without notice of the time, place and purpose thereof, given at least one week in advance thereof, to the trustees, or without the unanimous consent of all trustees.

Section 305.¹³ Duties and Responsibilities -

- (1) The Board of Trustees and each member thereof shall have and exercise the powers necessary to perform all duties imposed by law and that usually pertain to the duties of directors of corporations. The business and property of the Foundation shall be managed and controlled by the Board of Trustees which shall, by resolution, authorize the undertaking of such educational, charitable and benevolent activities as shall promote and further the purposes of the Foundation and The Board of Trustees and the appropriate officers of the Foundation shall have full power and authority to do and perform every act requisite to carry on the business of the Foundation. The Board of Trustees shall employ such officers, agents and employees as shall be necessary in connection therewith.

⁹ Amended June 16, 1975 to increase number of Trustees to **five**. Amended June 26, 1989 to increase number of Trustees to **six**. Amended June 23, 2000 to increase number of Trustees to **eight**. Amended June 22, 2001 to increase number of Trustees to **nine**. Amended June 11, 2004 to "no less than **five** or more than **nine** trustees."

¹⁰ Amended June 20, 2013 to read, "...and each trustee so elected... **and until his successor shall be elected and shall qualify.**" Deleted June 20, 2018, "...and each shareholder shall have one vote for each trustee and..."

¹¹ This section was adopted and added in its entirety June 12, 2003.

¹² Amended June 19, 2002 - Board of Trustee Meetings will be held **quarterly** instead of annually.

¹³ The last three paragraphs of this section were added June 11, 2004. Amended June 20, 2013 to include "Responsibilities" and (1) to bestow full power and authority to the Board of Trustees and appropriate officers to perform every act requisite to carry on the business of the Foundation. (2) There will be full disclosure to the Board of Trustees in the event of conflicts of interest by individual trustee.

- (2) The Board of Trustees and each member thereof shall be subject to two primary obligations: a duty of care and a duty of loyalty. The duty of care calls for each trustee to actively participate in the decisions of the board and to be informed as to data relevant to such decisions. Attendance at regularly scheduled meetings both board and committee, exercise of independent judgment on all corporate matters and advance preparation for all meetings based on adequate information provided by foundation staff are essential elements of the duty of care. The duty of loyalty requires each trustee to exercise their powers in the interest of the corporation, not in their own interest or in the interest of another entity or person. Each trustee will comply with foundation procedures for disclosing potential conflicts of interest and shall be under a positive obligation to recognize that conflict prior to discussion or action by the Board when conflicts of interest arise. Conflicts of interest shall be dealt with candidly and with full disclosure to the Board of Trustees.

Section 306. Removal of Trustees - Shareholders may, at any special or regular meeting, by the affirmative vote of a majority thereof, remove any trustee and elect a successor to the unexpired term of the removed trustee and each trustee shall hold office subject to this reserved power of the shareholders.

Section 307.¹⁴ Trustees' Fee - Trustees will be paid \$2,000.00 per meeting, or such other sum as may be determined by a majority of the Shareholders.

Section 308.¹⁵ Indemnification -

- (1) The Corporation shall indemnify any trustee or officer or former trustee or officer of the Corporation, against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including court costs and attorneys' fees, actually incurred by such person in connection with any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding, any inquiry or investigation that could lead to such an action, suit or proceeding, in which such person was, is, or is threatened to be named defendant or respondent because of being or having been such trustee or officer or because of serving or having served in such capacity at the request of the Corporation, in which case indemnification shall be limited to reasonable expenses actually incurred by the person in connection with such action, suit or proceeding, if the person (1) conducted himself in good faith, (2) reasonably believed, in the case of conduct in his official capacity as a trustee, officer, agent or employee of the Corporation, that his conduct was in the Corporation's best interests, and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Such person may not be indemnified for

¹⁴ Amended July 7, 1981 to provide for fees of \$500 per meeting and \$1,000 to President. Amended January 27, 1984 to provide for fees of \$1,000 per meeting. Amended June 22, 2001 to increase fees to \$2,000 per meeting. Amended June 12, 2009 to read, "\$2,000 **or less** per meeting." Amended June 20, 2013 to state, " ... \$2,000 per meeting, or such sum as may be determined by a majority of the Shareholders."

¹⁵ This section added in its entirety June 29, 1988.

obligations resulting from such action, suit or proceeding in which the person is found (a) liable on the basis that personal benefit was improperly received by him whether or not the benefit resulted from an action taken in the person's official capacity, or (b) liable to the Corporation; provided, however, that nothing in this Section shall be construed to limit the protection or the rights afforded any trustee or officer or former trustee or officer or other person entitled to indemnity hereunder under the Corporation's articles of incorporation or by-laws (as either may be amended from time to time) or under any agreement, insurance policy or vote of shareholders, or otherwise. In this Section, "official capacity" shall, when used with respect to a trustee, mean the office of trustee in the Corporation, and shall, when used with respect to a person other than a trustee, mean the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but, in each instance, does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. Indemnification in all cases not provided for in this Section shall be governed by the Texas Non-Profit Corporation Act, as amended and in effect from time to time.

- (2) Any indemnification or advance of expenses to a trustee in accordance with this Section shall be reported in writing to the shareholders of the Corporation with or before the notice or waiver of notice of the next meeting of shareholders, or with or before the next submission to shareholders of a consent to action without a meeting and, in any case, within the twelve-month period immediately following the date of the indemnification or advance.
- (3) For purposes of indemnification as provided in this Section 308, a Foundation manager or former Foundation manager of the corporation shall be deemed to be an officer of the corporation.

Section 309.¹⁶ Trustee Emeritus - By unanimous written consent of the shareholders, a person who has served as an officer or trustee of the Foundation for an aggregate of ten (10) years or more and is no longer active in either capacity may be elected as a trustee emeritus of the Foundation. Election of one as a trustee emeritus recognizes thereby valued and distinguished service rendered to the Foundation. A trustee emeritus may attend and participate in all meetings of the Board of Trustees, without the right to vote on Foundation matters or to receive any remuneration for such participation.

Article IV. Officers.

Section 401.¹⁷ Selection - The Board of Trustees shall elect all officers of the corporation and have sole power to remove any person so chosen to fill any office. Officers shall be elected annually

¹⁶This section was **added** in its entirety September 11, 1990. Revised June 17, 2005 - all reference to "Honorary Trustee" changed to "**Trustee Emeritus.**" Amended June 12, 2009-Trustee Emeritus age requirements eliminated and required service years increased from five to ten.

¹⁷ Amended June 20, 2013 to provide **sole** power to remove any person in any office of the corporation. It was further amended to read that all officers shall be **elected** (instead of chosen) ...

following the regular meeting of the shareholders at which the trustees for the ensuing year are elected, unless a vacancy shall occur sooner.

Section 402.¹⁸ President - There shall be the office of president who shall be elected from among the Trustees. The president shall preside at all Trustees meetings, act for and represent the Foundation in all matters, except as the president's power to act and to represent the Foundation is otherwise limited by law or the provisions hereof. The president shall direct the activities of the Foundation and will be the principal representative of the Trustees to all Foundation staff members. In recognition of the responsibilities of the office, the president shall be paid a quarterly fee of \$1,500 in addition to the trustee's fee provided herein.

Section 403.¹⁹ Executive Vice President - There shall be the office of executive vice president who shall act as the chief operating officer of the Foundation subject to direction from the president, and shall be principally responsible for day to day operations of, and all the Foundation activities and staff members. In the absence of the president or in the event of his death, inability or refusal to act, the executive vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 404.²⁰ Vice President - There shall be the office of vice president, and in the absence of the president or the executive vice president, or in the event of their death, inability, or refusal to act, the vice president shall perform the duties of the president or executive vice president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 405. Secretary and Treasurer - There shall be the office of Secretary and Treasurer, who shall perform such duties as may be delegated by the Board of Trustees, president, or executive vice president. In the event of the absence, death, inability or refusal to act of the president, executive vice president and vice president, the Secretary and Treasurer shall have all the powers of and be subject to all restrictions, upon such offices.

Section 406.²¹ Compensation - The officers of the Foundation shall receive as compensation for their services the salaries individually determined for them from time to time by the Board of Trustees.

¹⁸ Amended June 22,2001 to pay the President of the Board of Trustees \$1,500 per quarter. The provision to pay the president a quarterly fee of \$1,500 was restated to say, "in addition to the regular authorized trustee fee provided herein," was reiterated June 20, 2013.

¹⁹ This section was added in its entirety June 20, 2002.

²⁰ This section added at June 4, 1981. Amended June 20, 2013 to include the wording, " ... the duties of the president **or executive vice president. ..**"

²¹ Amended June 12, 2009 wording changed from "officers' to "employee officers." Amended June 20, 2013

Article V. Committees.²²

Section 501. Investment Committee- The Investment Committee shall report and make investment-related recommendations to the Board of Trustees and will be responsible for monitoring investment performance, periodically directing the re-balancing of the fund into conformity with the approved asset allocation and advising the Board of Trustees of any matters of investment policy and administration that may be important to the investment success of the fund.

Section 502. Human Resource and Governance Committee- The Human Resource Committee is charged by the Board of Trustees with oversight of all personnel matters pertaining to the foundation. Annually it is responsible for investigating prevailing salaries and fringe benefits being provided to employees in comparable positions and make recommendations to the trustees as to appropriate changes. The committee will also track and anticipate normal employee retirement dates and keep the trustees informed in this regard. Their governance duties will include a biennial nominating function to elect the President of the Trustees and to appoint committee chairs and populate the committees. From time to time they will engage the trustees in strategic planning.

Section 503. Finance Committee- The Finance committee is charged with oversight of all financial activity of the Foundation and in conjunction with the independent auditors and management, the committee shall review (1) the audit scope and plan to assure completeness of coverage, (ii) the adequacy of existing internal controls of the foundation including computerized information systems controls and security, (iii) all written communications between independent auditors and management including the final audit report, (iv) the 990-PF tax return, and (v) recommend to the Board of Trustees any appropriate changes to the Foundation policies and procedures to enhance the effectiveness of internal controls. The committee will also approve the annual budget and monitor adherence to it.

From time to time, the Trustees may create a temporary committee or task force.

Article VI. Miscellaneous.

Section 601.²³ Corporate Seal - The corporate seal shall have inscribed thereon the name of the Foundation, the words "Midland, Texas" and such other information as may be prescribed by the

²² Article V was added June 21, 2018, in its entirety resulting in **renaming the formerly Article V. Miscellaneous and Article VI. Miscellaneous.**

²³ Amended June 20, 2013 to add, "**...and its use shall be as prescribed by law.**"

Board of Trustees. The seal shall be in the custody of the secretary and its use shall be as prescribed by law.

Section 602.²⁴ Fiscal Year - The fiscal year of the Foundation shall be the period beginning July 1st of each year and ending June 30th of each year and all reports and accounts of the Foundation shall be kept in accordance therewith.

Section 603. Voting Stock Owned by the Foundation - Unless otherwise ordered by the Board of Trustees, the president and the secretary, or either of them, shall have full power and authority in behalf of the Foundation to attend and to vote and to grant proxies to be used at any meetings of stockholders of any corporation, association or trust in which the Foundation may hold stock or other certificates of ownership. The Board of Trustees, by resolution, may confer like powers upon any other person or persons.

Section 604. Negotiable Instruments - All checks, drafts, notes or other obligations of the Foundation shall be signed by such of its officers or by such other person or persons as may be thereunto authorized by the Board of Trustees.

Section 605.²⁵ Real Estate Transactions - No contract to buy or sell real estate or purchase or assign an interest in real estate shall be made unless authorized by the Board of Trustees; provided, however, that the president or executive vice president, and in their absence or inability to serve, the vice president may enter into the following transactions without further authorization by the Board of Trustees: (1) a lease or leases of real estate for a term of not to exceed one year and contracts; and (2) agreements primarily affecting oil, gas and other mineral interests, specifically including, but not limited to, oil and gas leases or other mineral leases and documents relating thereto, including, but not limited to, oil and gas lease contracts, assignments, division orders, communization agreements, ratifications and amendments thereof and regardless of the duration thereof.

Section 606. Amendments to By-Laws - The Shareholders shall have power to make, amend and repeal the by-laws of the Foundation, by vote of a majority of the Shareholders, at any regular or special meeting thereof; provided that no amendment thereto which is inconsistent with, in violation of, or which would change the educational, charitable or benevolent purposes of the Foundation as set forth in the charter and subscription agreement of the original subscribers, shall ever be effective for any purpose. These by-laws shall be effective when approved by the Shareholders.

²⁴ Amended September 20, 1990 to change the fiscal year beginning date from June 1 to **July 1**.

²⁵ Amended June 29, 1988 to authorize vice president to execute real estate contracts and permitting execution of contracts and agreements primarily affecting oil, gas and other minerals. Amended June 20, 2013 to read, " ... the president, **executive vice president, and in their absence or inability to serve, the** vice president may enter into **the following transactions without further authorization by the Board of Trustees: ...** " The last sentence containing the former language was struck entirely.

