

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2023 or tax year beginning **JUL 1, 2023**, and ending **JUN 30, 2024**

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) \$ 230,659,511.	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		93,914.	93,914.		STATEMENT 1
4 Dividends and interest from securities		5,125,230.	5,125,230.		STATEMENT 2
5a Gross rents		35,214.	35,214.		STATEMENT 3
b Net rental income or (loss) 35,214.					
6a Net gain or (loss) from sale of assets not on line 10		7,463,108.			
b Gross sales price for all assets on line 6a 11,002,398.					
7 Capital gain net income (from Part IV, line 2)			7,463,108.		
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		2,905,116.	2,905,116.		STATEMENT 4
12 Total. Add lines 1 through 11		15,622,582.	15,622,582.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	615,000.	0.		615,000.
	14 Other employee salaries and wages	449,852.	0.		449,852.
	15 Pension plans, employee benefits	210,393.	0.		210,393.
	16a Legal fees STMT 5	890.	0.		890.
	b Accounting fees STMT 6	22,543.	11,272.		11,271.
	c Other professional fees STMT 7	176,028.	122,592.		53,436.
	17 Interest				
	18 Taxes STMT 8	634,421.	354,465.		65,439.
	19 Depreciation and depletion	322,553.	233,950.		
	20 Occupancy				
	21 Travel, conferences, and meetings	39,731.	0.		39,731.
	22 Printing and publications	1,403.	0.		1,403.
	23 Other expenses STMT 9	360,108.	23,431.		336,677.
24 Total operating and administrative expenses. Add lines 13 through 23	2,832,922.	745,710.		1,784,092.	
25 Contributions, gifts, grants paid	10,669,536.			10,669,536.	
26 Total expenses and disbursements. Add lines 24 and 25	13,502,458.	745,710.		12,453,628.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	2,120,124.				
b Net investment income (if negative, enter -0-)		14,876,872.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		29,186.	12,641.	12,641.	
	2	Savings and temporary cash investments		1,729,044.	2,240,832.	2,240,832.	
	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		84,002,836.	84,154,399.	172,992,913.
	c	Investments - corporate bonds	STMT 11		38,342,520.	39,776,896.	36,869,503.
	11	Investments - land, buildings, and equipment: basis	241,365.				
	Less: accumulated depreciation			241,365.	241,365.	5,070,000.	
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis	4,168,700.					
	Less: accumulated depreciation	STMT 12	1,157,282.	3,100,021.	3,011,418.	2,265,000.	
15	Other assets (describe STATEMENT 13)			4,309,879.	4,437,424.	11,208,622.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			131,754,851.	133,874,975.	230,659,511.	
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 FASB ASC 958, check here <input type="checkbox"/> and complete lines 24, 25, 29, and 30.						
	24	Net assets without donor restrictions					
	25	Net assets with donor restrictions					
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30.						
	26	Capital stock, trust principal, or current funds			0.	0.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			32,975,680.	32,975,680.	
	28	Retained earnings, accumulated income, endowment, or other funds			98,779,171.	100,899,295.	
	29	Total net assets or fund balances			131,754,851.	133,874,975.	
30	Total liabilities and net assets/fund balances			131,754,851.	133,874,975.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	131,754,851.
2	Enter amount from Part I, line 27a	2	2,120,124.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	133,874,975.
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 29	6	133,874,975.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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			
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			
11,002,398.		3,539,290.	7,463,108.

(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			
			7,463,108.

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	7,463,108.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	N/A

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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)	1	206,789.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	206,789.
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	206,789.
6 Credits/Payments:		
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	190,000.
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	190,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,789.
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 2024 estimated tax Refunded	11	

Part VI-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		X
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.		
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. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ TX		
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 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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?	X	
Website address <u>ABELL-HANGER.ORG</u>		
14 The books are in care of <u>WADE KUEHLER</u> Telephone no. <u>432-684-6655</u> Located at <u>112 CORPORATE DRIVE, MIDLAND, TX</u> ZIP+4 <u>79705</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2023, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

Part VI-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?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(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)?	1a(5)	X
(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.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	N/A
c Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>
d 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 2023?	1d	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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	X
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.)	2b	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?	3a	X
b If "Yes," did it have excess business holdings in 2023 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2023?	4b	X

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

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

Part VII 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		615,000.	118,825.	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
HELGA HOBAN - 112 CORPORATE DRIVE, MIDLAND, TX 79705	GRANTS OFFICER 40.00	164,200.	30,500.	0.
JULIA VICKERY - 112 CORPORATE DRIVE, MIDLAND, TX 79705	PROGRAM MANAGER 40.00	156,500.	31,300.	0.
BOBBIE CHAPPELL - 112 CORPORATE DRIVE, MIDLAND, TX 79705	ASSISTANT TREASURER 40.00	129,152.	25,830.	0.

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

Part VII 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 VIII-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 160 ORGANIZATIONS	10,669,536.
2 OPERATING AND ADMINISTRATIVE	1,490,983.
3 DIRECT PROGRAM COSTS	293,109.
4	

Part VIII-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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Part IX		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	198,116,093.
b	Average of monthly cash balances	1b	1,777,389.
c	Fair market value of all other assets (see instructions)	1c	18,543,622.
d	Total (add lines 1a, b, and c)	1d	218,437,104.
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	218,437,104.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	3,276,557.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	215,160,547.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	10,758,027.

Part X		Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here <input type="checkbox"/> and do not complete this part.)	
1	Minimum investment return from Part IX, line 6	1	10,758,027.
2a	Tax on investment income for 2023 from Part V, line 5	2a	206,789.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	206,789.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,551,238.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,551,238.
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 XII, line 1	7	10,551,238.

Part XI		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	12,453,628.
b	Program-related investments - total from Part VIII-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 XII, line 4	4	12,453,628.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				10,551,238.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019	1,554,648.			
c From 2020				
d From 2021				
e From 2022	223,606.			
f Total of lines 3a through e	1,778,254.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 12,453,628.				
a Applied to 2022, 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 2023 distributable amount				10,551,238.
e Remaining amount distributed out of corpus	1,902,390.			
5 Excess distributions carryover applied to 2023 (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:	3,680,644.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2022. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				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 2018 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	3,680,644.			
10 Analysis of line 9:				
a Excess from 2019	1,554,648.			
b Excess from 2020				
c Excess from 2021				
d Excess from 2022	223,606.			
e Excess from 2023	1,902,390.			

Part XIII Private Operating Foundations (see instructions and Part VI-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 2023, 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) 2023	(b) 2022	(c) 2021	(d) 2020	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed _____					
b 85% (0.85) of line 2a _____					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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 XIV 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 SOCIAL SERVICES P.O. BOX 9161 MIDLAND, TX 79708			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	20,000.
ALPINE PUBLIC LIBRARY 805 W. AVENUE E ALPINE, TX 79830			FOR THE CAMPAIGN FOR KIDS LIBRARY EXPANSION	100,000.
AMARILLO AREA FOUNDATION, INC. 919 S POLK ST AMARILLO, TX 79101			ASSISTANCE FOR THE TEXAS PANHANDLE RESIDENTS AFFECTED BY WILDFIRES	15,000.
AMERICAN INSTITUTES FOR RESEARCH 1400 CRYSTAL DR 10TH FLR WASHINGTON, DC 20007			FOR WHITEPAPER ON IMPACT OF SCHOOL BONDS AND STANDARDIZED TEST SCORES	12,500.
AMERICAN RED CROSS P.O. BOX 60310 MIDLAND, TX 79711			TO SUPPORT DISASTER RELIEF IN THE PERMIAN BASIN	30,000.
Total			SEE CONTINUATION SHEET(S)	3a 10,669,536.
b Approved for future payment				
NONE				
Total			3b	0.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	93,914.	
4 Dividends and interest from securities			14	5,125,230.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			15	35,214.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,463,108.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a WATER WELL LEASE			15	40,000.	
b OIL & GAS ROYALTIES			15	2,832,191.	
c MISCELLANEOUS INCOME			15	1,109.	
d SOLAR LEASE			15	31,054.	
e SHUT-IN ROYALTY			15	762.	
12 Subtotal. Add columns (b), (d), and (e)		0.		15,622,582.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 15,622,582.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVI 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?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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: [Signature] Date: [Date] Title: CFO

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

Paid Preparer Use Only: Print/Type preparer's name: JOE ROGERS, Preparer's signature: JOE ROGERS, Date: 09/26/24, Check [] 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 TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	08/03/23
b VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	10/12/23
c VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	11/02/23
d VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	02/06/24
e VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	02/15/24
f VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	05/02/24
g VANGUARD TOTAL STOCK MARKET INDEX FUND INSTITUTIO	P	01/01/22	06/20/24
h RIGHT OF WAY EASEMENT	P	01/01/22	02/21/23
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 23,978.		8,157.	15,821.
b 3,900,000.		1,392,716.	2,507,284.
c 27,769.		9,997.	17,772.
d 30,097.		9,505.	20,592.
e 4,350,000.		1,347,124.	3,002,876.
f 31,337.		9,757.	21,580.
g 2,625,000.		762,034.	1,862,966.
h 14,217.			14,217.
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			15,821.
b			2,507,284.
c			17,772.
d			20,592.
e			3,002,876.
f			21,580.
g			1,862,966.
h			14,217.
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	7,463,108.
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 XIV 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
AMERICA'S WARRIOR PARTNERSHIP, INC. 1450 GREENE ST. SUITE 135 AUGUSTA, GA 30901			PERMIAN WARRIOR PARTNERSHIP EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
ANGELO STATE UNIVERSITY SCHOLARSHIP PROGRAMS OFFICE SAN ANGELO, TX 76909			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
ANGELO STATE UNIVERSITY SCHOLARSHIP PROGRAMS OFFICE SAN ANGELO, TX 76909			INDIVIDUAL STUDENT SCHOLARSHIPS	6,143.
ANGELO STATE UNIVERSITY - SCHOLARSHIPS SCHOLARSHIP PROGRAMS OFFICE SAN ANGELO, TX 76909			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
ANGELO STATE UNIVERSITY - SCHOLARSHIPS SCHOLARSHIP PROGRAMS OFFICE SAN ANGELO, TX 76909			INDIVIDUAL STUDENT SCHOLARSHIPS	6,142.
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DRIVE MIDLAND, TX 79703			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	50,000.
ARTS COUNCIL OF MIDLAND PO BOX 3494 MIDLAND, TX 79702			LINEBERRY CAPITAL CAMPAIGN	2,500.
ASSOCIATION OF FUNDRAISING PROFESSIONALS, PERMIAN BASIN CHAPTER P.O. BOX 10193 MIDLAND, TX 79702			FOR THE ANNUAL "NATIONAL PHILANTHROPY DAY"	5,000.
BASIN DREAM CENTER FOR ORPHANS 2502 W. CUTHBERT AVE. MIDLAND, TX 79701			FOR CONSULTATION SERVICES FOR THE YOUTH EMERGENCY SHELTER PROJECT	70,000.
BASIN DREAM CENTER FOR ORPHANS 2502 W. CUTHBERT AVE. MIDLAND, TX 79701			HONORARIUM FOR PRESENTING AT LEGACY FELLOWS WINTER RETREAT	1,000.
Total from continuation sheets				10,492,036.

Part XIV 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
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			UNRESTRICTED DONATION	5,000.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			BASIN DREAM CENTER FOR ORPHANS EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			UNRESTRICTED DONATION	2,500.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			UNRESTRICTED DONATION	3,000.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			UNRESTRICTED DONATION	2,500.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			UNRESTRICTED DONATION	5,000.
BASIN DREAM CENTER FOR ORPHANS P.O. BOX 52473 MIDLAND, TX 79710			FOR THE EXPANSION OF SERVICES FOR PERMIAN BASIN HOMELESS YOUTH	250,000.
BASIN PBS P. O. BOX 8940 MIDLAND, TX 79708			FOR THE 2024 HERITAGE FESTIVAL	50,000.
BASIN PBS P. O. BOX 8940 MIDLAND, TX 79708			HERITAGE FESTIVAL	2,500.
BATTLESHIP TEXAS FOUNDATION, INC. ONE RIVERWAY SUITE 2200 HOUSTON, TX 77056			UNRESTRICTED DONATION	2,500.
Total from continuation sheets				

Part XIV 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
BE THE CHANGE PO BOX 52643 MIDLAND, TX 79710			FOR UNRESTRICTED GENERAL OPERATING	10,000.
BIG BEND YOUNG LIFE PO BOX 1761 MARFA, TX 79843			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	15,000.
BIG BROTHERS BIG SISTERS OF THE PERMIAN BASIN 714 W. LOUISIANA AVE. MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	45,000.
BOY SCOUTS OF AMERICA - BUFFALO TRAIL COUNCIL, INC. 1101 WEST TEXAS AVENUE MIDLAND, TX 79701			DISCRETIONARY GIFTS PLAN	5,000.
BOY SCOUTS OF AMERICA COUNCIL 1101 W TEXAS AVE MIDLAND, TX 79701			UNRESTRICTED DONATION	188.
BOYS AND GIRLS CLUBS OF THE PERMIAN BASIN, INC. 800 E. 13TH STREET ODESSA, TX 79761			THE BOYS AND GIRLS CLUBS OF THE PERMIAN BASIN- EVERY NEIGHBOR MICRO GRANT	4,000.
BOYS AND GIRLS CLUBS OF THE PERMIAN BASIN, INC. 800 E. 13TH STREET ODESSA, TX 79761			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	90,000.
BUCKNER CHILDREN AND FAMILY SERVICES 425 W. PECAN MIDLAND, TX 79705			UNRESTRICTED GENERAL OPERATING SUPPORT FOR BUCKNER MIDLAND	50,000.
BUSH TENNIS CENTER 5700 BRIARWOOD AVENUE MIDLAND, TX 79707			TO CONSTRUCT AND EQUIP A LARGER PRO SHOP TO SERVE ADDITIONAL MEMBERS AND MANAGE NEW PROGRAMS AND EVENTS	50,000.
BYNUM SCHOOL 5100 AVALON DRIVE MIDLAND, TX 79707			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	80,000.
Total from continuation sheets				

Part XIV 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
BYNUM SCHOOL 5100 AVALON DRIVE MIDLAND, TX 79707			UNRESTRICTED DONATION	10,000.
CASA DE AMIGOS OF MIDLAND, INC. 1101 GARDEN LN MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	30,000.
CASA DE AMIGOS OF MIDLAND, INC. 1101 GARDEN LANE MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	30,000.
CASA DE AMIGOS OF MIDLAND, INC. 1101 GARDEN LANE MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	25,000.
CASA DE AMIGOS OF MIDLAND, INC. 1101 GARDEN LANE MIDLAND, TX 79701			UNRESTRICTED DONATION	2,000.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	75,000.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			MATCHING GIFTS PROGRAM	5,000.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			MATCHING GIFTS PROGRAM	225.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			UNRESTRICTED DONATION - OCTOBER THRU DECEMBER 2023	225.
CASA OF WEST TEXAS 1611 W. TEXAS AVE MIDLAND, TX 79701			UNRESTRICTED DONATION	450.
Total from continuation sheets				

Part XIV 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
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HWY MIDLAND, TX 79703			PROFESSIONAL DEVELOPMENT	12,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HWY MIDLAND, TX 79703			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	85,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HWY MIDLAND, TX 79703			HONORARIUM FOR PRESENTING AT LEGACY FELLOWS WINTER RETREAT	1,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			GENERAL OPERATING	1,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			FOR THE SECURITY ASSESSMENT CONDUCTED BY THE RICHARDSON GROUP	3,600.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			UNRESTRICTED DONATION	52.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			GENERAL OPERATING	1,000.
CENTERS FOR CHILDREN AND FAMILIES, INC. 3701 ANDREWS HIGHWAY MIDLAND, TX 79703			FOR GENERAL OPERATING	5,000.
CHURCH ON WHEELS, INC. DBA BREAKING BREAD KITCHEN 410 E. FLORIDA MIDLAND, TX 79701			UNRESTRICTED DONATION	5,000.
CHURCH ON WHEELS, INC. DBA BREAKING BREAD KITCHEN 410 E. FLORIDA MIDLAND, TX 79701			BREAKING BREAD KITCHEN EVERY NEIGHBOR MICRO GRANT	4,000.
Total from continuation sheets				

Part XIV 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
CHURCH ON WHEELS, INC. DBA BREAKING BREAD KITCHEN 410 E. FLORIDA MIDLAND, TX 79701			GENERAL FUND	2,500.
CHURCH ON WHEELS, INC. DBA BREAKING BREAD KITCHEN 410 E. FLORIDA MIDLAND, TX 79701			UNRESTRICTED DONATION	2,500.
CITY OF MIDLAND AQUATICS, INC. 3003 NORTH A STREET MIDLAND, TX 79705			TO UNDERWRITE A NEW MEMBERSHIP AND BILLING SOFTWARE PROGRAM AND COMPREHENSIVE EMPLOYEE MANAGEMENT SOFTWARE	55,600.
CITY OF MIDLAND FIRE DEPARTMENT P.O. BOX 1152 MIDLAND, TX 79702			FOR THE ANNUAL "TRUCK OR TREAT" COMMUNITY EVENT	2,500.
COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN, INC. P.O. BOX 10532 MIDLAND, TX 79702			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	60,000.
COMMUNITY CHILDRENS MINISTRY PO BOX 3328 MIDLAND, TX 79702			UNRESTRICTED DONATION	500.
COMMUNITY CHILDRENS MINISTRY PO BOX 3328 MIDLAND, TX 79702			UNRESTRICTED DONATION	3,000.
COMMUNITY CHILDRENS MINISTRY PO BOX 3328 MIDLAND, TX 79702			GENERAL OPERATING	1,000.
COMMUNITY CHILDRENS MINISTRY PO BOX 3328 MIDLAND, TX 79702			UNRESTRICTED DONATION	2,500.
COMMUNITY CHILDREN'S MINISTRY P.O. BOX 3328 MIDLAND, TX 79702			FOR CAPITAL IMPROVEMENT TO THE CURRENT FACILITY	50,000.
Total from continuation sheets				

Part XIV 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
CONCHO VALLEY COMMUNITY ACTION AGENCY PO BOX 671 SAN ANGELO, TX 76902			FOR THE HOMELESS INTEGRATED SERVICES - RAPID REHOUSING PROGRAM	11,953.
CRISIS CENTER OF WEST TEXAS 910-B SOUTH GRANT ODESSA, TX 79761			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	55,000.
CRU / CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR #2400 ORLANDO, FL 32832			PROJECT #0849797	600.
CRU / CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR #2400 ORLANDO, FL 32832			PROJECT #0849797	600.
DOCS INTERNATIONAL HEALTH AND RESCUE ALLIANCE LTD PO BOX 2109 NORWALK, CT 06850			UNRESTRICTED DONATION	10,000.
ENGAGE HOPE MINISTRIES 6505 W. PARK BLVD., #306315 PLANO, TX 75093			UNRESTRICTED DONATION	10,000.
EVERY NATION CHURCHES & MINISTRIES P. O. BOX 1787 BRENTWOOD, TN 37024			MATCHING GIFTS PROGRAM	330.
EVERY NATION CHURCHES & MINISTRIES 783 OLD HICKORY BLVD, SUITE 210E BRENTWOOD, TN 37027			NICK RUSSELL (OCTOBER - DECEMBER 2023)	330.
EVERY NATION CHURCHES & MINISTRIES 783 OLD HICKORY BLVD, SUITE 210E BRENTWOOD, TN 37027			SUPPORT OF NICK RUSSELL (JAN-JUNE 2024)	660.
FAITH INCLUSION NETWORK 1301 W. LOUISIANA MIDLAND, TX 79701			UNRESTRICTED DONATION	2,500.
Total from continuation sheets				

Part XIV 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
FAITH INCLUSION NETWORK 1301 W. LOUISIANA MIDLAND, TX 79701			SEED FUNDING FOR PROGRAMMING	10,000.
FAMILY PROMISE OF MIDLAND, INC. 2908 W. OHIO MIDLAND, TX 79701			FOR THE "A HAND UP" PROGRAM	35,000.
FAMILY PROMISE OF ODESSA INC. P.O. BOX 12781 ODESSA, TX 79768			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	12,500.
FLORIDA COLLEGE 119 N GLEN ARVEN AVE TEMPLE TERRACE, FL 33617			FOR ADOPT-A-STUDENT - IN MEMORY OF JAMES L. HODGES	600.
FORT MCKAVETT TEXAS VOLUNTEER FIRE DEPARTMENT INC PO BOX 91 FORT MC KAVETT, TX 76841			UNRESTRICTED DONATION	1,000.
FRIENDS OF LHS BOYS GOLF 5320 SHADY BEND CT. MIDLAND, TX 79707			UNRESTRICTED DONATION	250.
FRIENDSHIP HOUSE P O BOX 52621 MIDLAND, TX 79710			MATCHING GIFTS PROGRAM	250.
FRIENDSHIP HOUSE P O BOX 52621 MIDLAND, TX 79710			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	25,000.
FRONTIER CASA INC. P.O. BOX 1232 ALPINE, TX 79831			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	15,000.
FRONTLINE HEALING FOUNDATION PO BOX 9100, PMB 104 BANDERA, TX 78003			WARRIORS HEART	2,500.
Total from continuation sheets				

Part XIV 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
FUEL THE MISSION CORP. 32531 N. SCOTTSDALE RD., #105-57 SCOTTSDALE, AZ 85266			FOR UNRESTRICTED DONATION	2,500.
GIRL SCOUTS OF THE DESERT SOUTHWEST 901 W DENGAR AVENUE MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	15,000.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132			FOR UNRESTRICTED GENERAL OPERATING SUPPORT FOR WEST TEXAS AREA	10,000.
GREATER EUROPE MISSION 209 E. LIBERTY DRIVE WHEATON, IL 60189			MATCHING GIFTS PROGRAM	500.
GREATER EUROPE MISSION (GEM) PO BOX 5224 WHEATON, IL 60189			PROJECT # 49150 AND PROJECT #3305	1,225.
GREATER IDEAL BAPTIST LIFE CENTER 301 S. TYLER ST. MIDLAND, TX 79701			\$2,500 - WOMEN'S DOMESTIC PROGRAM; \$2,500 - AFTER SCHOOL PROGRAMMING	5,000.
GREATER IDEAL FAMILY LIFE CENTER 301 SOUTH TYLER MIDLAND, TX 79701			FOR 2024 SUMMER CAMP	75,000.
HARMONY HOME CHILDREN'S ADVOCACY CENTER PO BOX 3087 ODESSA, TX 79760			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	40,000.
HARMONY PUBLIC SCHOOLS 3809 RESEARCH BLVD SUITE 500 AUSTIN, TX 78750			FOR THE PURPOSE OF CONSTRUCTING AND OPERATING AN OPEN-ENROLLMENT CHARTER SCHOOL FOCUSED	850,000.
HARTWELL GLOBAL EDUCATION FOUNDATION 10000 N. CENTRAL EXPRESSWAY, SUITE 400 DALLAS, TX 75231			UNRESTRICTED DONATION	10,000.
Total from continuation sheets				

Part XIV 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
HELLINGHAUSEN HOPE, INC. 1710 N. EDWARDS STREET MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	30,000.
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND, TX 79703			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	30,000.
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND, TX 79703			UNRESTRICTED DONATION	250.
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND, TX 79703			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	30,000.
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND, TX 79703			UNRESTRICTED DONATION	250.
HELPING HANDS OF MIDLAND 1301 BRINSON MIDLAND, TX 79703			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	25,000.
HIGH SKY CHILDREN'S RANCH 8613 W COUNTY RD 60 MIDLAND, TX 79707			PROFESSIONAL DEVELOPMENT	12,000.
HIGH SKY CHILDREN'S RANCH 8613 W COUNTY RD 60 MIDLAND, TX 79707			MATCHING GIFTS PROGRAM	1,000.
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY ROAD 60 MIDLAND, TX 79707			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	75,000.
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY ROAD 60 MIDLAND, TX 79707			FOR THE SECURITY ASSESSMENT CONDUCTED BY THE RICHARDSON GROUP	3,600.
Total from continuation sheets				

Part XIV 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 ROAD 60 MIDLAND, TX 79707			GENERAL OPERATING	1,000.
HIGH SKY CHILDREN'S RANCH 8613 W. COUNTY ROAD 60 MIDLAND, TX 79707			TO EXPAND AND ENHANCE COMMUNITY MENTAL & BEHAVIORAL HEALTH SERVICES	100,000.
HISPANIC CULTURAL CENTER OF MIDLAND P.O. BOX 51404 MIDLAND, TX 79710			FOR THE MARIACHI WORKSHOP IN APRIL 2024	10,000.
I-20 WILDLIFE PRESERVE PO BOX 2906 MIDLAND, TX 79702			UNRESTRICTED GENERAL OPERATING SUPPORT	30,000.
I-20 WILDLIFE PRESERVE PO BOX 2906 MIDLAND, TX 79702			ABELL-HANGER ENDOWED PROFESSOR IN HONOR OF ELAINE MAGRUDER'S TRUSTEE SERVICE	30,000.
JOURNEY TO DREAM FOUNDATION KYLE'S PLACE 579 NORTH VALLEY PARKWAY #200 LEWISVILLE, TX 75067			KYLE'S PLACE	5,000.
KNOWN LEGACY MINISTRIES 1307 CRESCENT DR. ALLEN, TX 75002			UNRESTRICTED DONATION	500.
LEGACY HIGH SCHOOL ORCHESTRA BOOSTER CLUB PO BOX 80301 MIDLAND, TX 79708			FOR THE MARIACHI PROGRAM	2,500.
LHS BAND BOOSTER CLUB P. O. BOX 8741 MIDLAND, TX 79708			DISCRETIONARY GIFTS PLAN	7,500.
LITERACY COALITION OF THE PERMIAN BASIN 3500 N. A STREET, SUITE 2700 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	9,360.
Total from continuation sheets				

Part XIV 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
LITERACY COALITION OF THE PERMIAN BASIN 3500 N. A STREET, SUITE 2700 MIDLAND, TX 79705			FOR THE LAURA BUSH LADIES FOR LITERACY EDUCATOR SCHOLARSHIP	3,750.
MANOR PARK INC 2208 N LOOP 250 W MIDLAND, TX 79707			UNRESTRICTED DONATION	1,000.
MANOR PARK INC 2208 N LOOP 250 W MIDLAND, TX 79707			UNRESTRICTED DONATION	3,000.
MARATHON PUBLIC LIBRARY P.O. BOX 177 MARATHON, TX 79842			FOR THE HEART OF MARATHON EXPANSION CAMPAIGN	100,000.
MARC INC. DBA SPECTRUM OF SOLUTIONS 2701 NORTH A STREET MIDLAND, TEXAS 79705 MIDLAND, TX 79705			UNRESTRICTED DONATION	2,000.
MARFA PUBLIC RADIO / WEST TEXAS PUBLIC RADIO PO BOX 238 MARFA, TX 79843			MATCHING GIFTS PROGRAM	100.
MEADOWS MENTAL HEALTH POLICY INSTITUTE P.O. BOX 140836 DALLAS, TX 75214			FOR YEAR 4 SUPPORT	10,000.
MIDLAND ATHLETIC SYNDICATE INC 300 N. MARIENFELD ST., STE 700 MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	190,000.
MIDLAND ATHLETIC SYNDICATE INC. PO BOX 11086 MIDLAND, TX 79702			UNRESTRICTED DONATION	1,000.
MIDLAND CHAMBER OF COMMERCE FOUNDATION, INC. 303 W. WALL STREET, SUITE 200 MIDLAND, TX 79701			EVENT SPONSOSHIP	1,000.
Total from continuation sheets				

Part XIV 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 CHILDRENS REHABILITATION CENTER INC. 802 VENTURA MIDLAND, TX 79705			UNRESTRICTED DONATION	3,000.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD ST MIDLAND, TX 79705			FOR LEGACY SCHOLARSHIPS	296,800.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD ST MIDLAND, TX 79705			FOR THE SCHOLAR DOLLARS SCHOLARSHIP	13,838.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD ST MIDLAND, TX 79705			FOR CONSULTATION WITH DINI SPHERIS	90,000.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD ST MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	500.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			COLLEGE AND CAREER CONNECTIONS (C3)	385,788.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			FOR EARLY COLLEGE HIGH SCHOOL AT MIDLAND COLLEGE (ECHS@MC)	50,000.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			FOR KIDS' COLLEGE	5,000.
MIDLAND COLLEGE FOUNDATION 3600 N. GARFIELD MIDLAND, TX 79705			FOR ENGINEERING AND ARCHITECTURAL DESIGN SERVICES	2,250,000.
MIDLAND COMMUNITY HEALTHCARE SERVICES PO BOX 5576 MIDLAND, TX 79704			FOR THE CONSULTATION ENGAGEMENT WITH DINI SPHERIS	15,000.
Total from continuation sheets				

Part XIV 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 COMMUNITY THEATRE, INC. 2000 W WADLEY AVE. MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT AND THE 2024 REACH OUT PROGRAM	55,000.
MIDLAND FAIR HAVENS INC 2400 WHITMIRE BLVD, STE. 100 MIDLAND, TX 79705			GENERAL SUPPORT	5,000.
MIDLAND FAIR HAVENS INC 2400 WHITMIRE BLVD, STE. 100 MIDLAND, TX 79705			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	10,000.
MIDLAND FAIR HAVENS INC 2400 WHITMIRE BLVD, STE. 100 MIDLAND, TX 79705			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	10,000.
MIDLAND FAIR HAVENS, INC. 2400 WHITMIRE BLVD STE 100 MIDLAND, TX 79705			FOR 2023-2024 EMERGENCY ASSISTANCE PROGRAM	8,000.
MIDLAND HABITAT FOR HUMANITY P.O. BOX 2555 MIDLAND, TX 79702			PROFESSIONAL DEVELOPMENT	12,000.
MIDLAND HABITAT FOR HUMANITY PO BOX 2555 MIDLAND, TX 79702			FOR THE SECURITY ASSESSMENT CONDUCTED BY THE RICHARDSON GROUP	3,600.
MIDLAND HABITAT FOR HUMANITY PO BOX 2555 MIDLAND, TX 79702			TO CONSTRUCT ONE AFFORDABLE HOME IN MIDLAND, TEXAS	80,000.
MIDLAND HISTORICAL SOCIETY P O BOX 5901 MIDLAND, TX 79704			UNRESTRICTED DONATION	2,500.
MIDLAND ISD EDUCATION FOUNDATION 615 W. MISSOURI, SUITE 224 MIDLAND, TX 79701			TO OUTFIT Misd POLICE OFFICERS FOR 2023	65,000.
Total from continuation sheets				

Part XIV 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 ISD EDUCATION FOUNDATION 615 W. MISSOURI, SUITE 224 MIDLAND, TX 79701			PROFESSIONAL DEVELOPMENT	12,000.
MIDLAND ISD EDUCATION FOUNDATION 615 W. MISSOURI, SUITE 224 MIDLAND, TX 79701			FOR THE TEACHER WINTER WISHES SPECTACULAR	15,000.
MIDLAND ISD EDUCATION FOUNDATION 615 W MISSOURI AVE, SUITE 224 MIDLAND, TX 79701			LEGACY HIGH SCHOOL BAND AND MARIACHI	200.
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701			DISCRETIONARY GIFTS PLAN	2,500.
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701			FOR THE BEHAVIORAL HEALTH HOSPITAL	5,000.
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701			DR. CHARLES M. YOUNGER AND KATHY BLACKWELL PERMANENT ENDOWMENT	5,000.
MIDLAND MEMORIAL FOUNDATION 400 ROSALIND REDFERN GROVER PARKWAY MIDLAND, TX 79701			UNRESTRICTED DONATION	2,500.
MIDLAND RAPE CRISIS CENTER, INC. 1700 BIG SPRING ST MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	75,000.
MIDLAND SHARED SPACES 3500 N A ST STE 1100 MIDLAND, TX 79705			TO CONTRACT THE COMPLETION OF A LEGAL AND FEASIBILITY STUDY TO CREATE A GROUP HEALTH BENEFIT PLAN	15,000.
MIDLAND SHARED SPACES, INC. (MSS) 3500 N A STREET, SUITE 1100 MIDLAND, TX 79705			FISCAL AGENT FOR THE MIDLAND 150 PROJECT	62,000.
Total from continuation sheets				

Part XIV 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 SHARED SPACES, INC. (MSS) 3500 N A STREET, SUITE 1100 MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	70,000.
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LN MIDLAND, TX 79701			GENERAL FUND	2,500.
MIDLAND TEEN COURT, INC. 615 W. MISSOURI, #226 MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	20,000.
MILAGROS FOUNDATION 103 S. CHURCH MCKINNEY, TX 75069			MATCHING GIFTS PROGRAM	2,500.
MISSION INDIA PO BOX 141312 GRAND RAPIDS, MI 49514			KHORDA DISTRICT STRATEGY	2,500.
MISSION INDIA PO BOX 141312 GRAND RAPIDS, MI 49514			KHORDA DISTRICT STRATEGY	10,000.
MISSION INDIA PO BOX 141312 GRAND RAPIDS, MI 49514			DISTRICT STRATEGY - KHORDA, INDIA DISTRICT	15,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD, CO 80227			MATCHING GIFTS PROGRAM	500.
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD, CO 80227			UNRESTRICTED DONATION	3,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 S. LEWIS WAY LAKEWOOD, CO 80227			UNRESTRICTED DONATION	1,000.
Total from continuation sheets				

Part XIV 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
MOVING WATERS 16635 SPRING CYPRESS RD #1477 CYPRESS, TX 77429			UNRESTRICTED DONATION	10,000.
MOVING WATERS 16635 SPRING CYPRESS RD #1477 CYPRESS, TX 77429			UNRESTRICTED DONATION	5,000.
MUSEUM OF THE SOUTHWEST 1705 WEST MISSOURI AVENUE MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	75,000.
NATIONAL ALLIANCE FOR CHILDREN'S GRIEF 5109 - 82ND STREET, SUITE 7, #1117 LUBBOCK, TX 79424			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	1,000.
NATIONAL ASSOCIATION OF STUDENT PERSONNEL ADMINISTRATORS INC 111 K STREET NE WASHINGTON, DC 20002			CENTER FOR FIRST-GENERATION STUDENT SUCCESS EXPANSION IN WEST TEXAS	75,000.
NEW VENTURE FUND PO BOX 37734 BALTIMORE, MD 21297			FOR THE ORGANIZER ZERO INITIATIVE TO SUPPORT EFFORTS IN MIDLAND, TEXAS	75,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			EVENT SPONSOSHIP	5,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			TO PROVIDE TECHNICAL ASSISTANCE TO THE STRAIGHT LINE FOUNDATION	750.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	90,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			DISCRETIONARY GIFTS PLAN	2,500.
Total from continuation sheets				

Part XIV 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			DISCRETIONARY GIFTS PLAN	5,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			HONORARIUM FOR PRESENTING AT LEGACY FELLOWS WINTER RETREAT	1,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET, SUITE 2300 MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	96.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			UNRESTRICTED DONATION	96.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			UNRESTRICTED DONATION	100.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			FOR FUNDER'S ROUNDTABLE MONTHLY LUNCHEON MEETINGS	500.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			EVENT SPONSOSHIP	5,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			FOR THE MIDLAND GIVES DAY ADMINISTRATION (MAY 2024)	15,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			FOR WEST TEXAS RURAL PHILANTHROPY DAYS	15,000.
NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 3500 NORTH A STREET STE 2300 MIDLAND, TX 79705			IN APPRECIATION FOR THE YEARS OF SERVICE LAURIE JOHNSON	2,500.
Total from continuation sheets				

Part XIV 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 STE 2300 MIDLAND, TX 79705			UNRESTRICTED DONATION	120.
ODESSA COLLEGE FOUNDATION 201 WEST UNIVERSITY BOULEVARD ODESSA, TX 79764			SIP PROGRAM BUDGET FOR 2023-2024 (ALL CAMPUSES AND MAILED \$10,000 TO MIDLAND COLLEGE FOUNDATION)	163,500.
ODESSA COMMUNITY FOUNDATION INC 700 N. GRANT AVE #200 ODESSA, TX 79761			TO HOST THE CIVICS BEE	10,000.
ODESSA COUNCIL FOR THE ARTS & HUMANITIES PO BOX 7195 ODESSA, TX 79761			FOR THE ONE BOOK FOR THE BASIN PROJECT	10,000.
ODESSA FAMILY YMCA 3001 E. UNIVERSITY BLVD. ODESSA, TX 79762			ODESSA FAMILY YMCA EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
ONE ACCORD FOR KIDS 18 DESTA DR. MIDLAND, TX 79705			ONE ACCORD FOR KIDS EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
OUR DAILY BREAD 909 N LOOP 288 DENTON, TX 76209			OPERATIONS	5,000.
PERMIAN BASIN AREA FOUNDATION 3312 ANDREWS HWY MIDLAND, TX 79703			TOMMY NORWOOD MEMORIAL SCHOLARSHIP FUND IN MEMORY OF JUDY NORWOOD	200.
PERMIAN BASIN AREA FOUNDATION 3312 ANDREWS HWY MIDLAND, TX 79703			CINDY JENKINS PERMANENT ENDOWMENT	5,000.
PERMIAN BASIN BEHAVIORAL HEALTH CENTER PO BOX 61950 MIDLAND, TX 79711			FOR UNRESTRICTED GENERAL OPERATING SUPPORT FOR THE PERMIAN BASIN BEHAVIORAL HEALTH	1,150,000.
Total from continuation sheets				

Part XIV 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 BEHAVIORAL HEALTH CENTER PO BOX 61950 MIDLAND, TX 79711			UNRESTRICTED DONATION	1,000.
PERMIAN BASIN FELLOWSHIP OF CHRISTIAN ATHLETES 3500 N A ST. MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT AND EXPANSION	30,000.
PERMIAN BASIN FIRST PRIORITY INC. P.O. BOX 11221 ODESSA, TX 79760			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	10,000.
PERMIAN BASIN MISSION CENTER 208 ADAMS AVE ODESSA, TX 79761			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	8,000.
PERMIAN BASIN MISSION CENTER 208 ADAMS AVE ODESSA, TX 79761			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	10,000.
PERMIAN BASIN MISSION CENTER 208 ADAMS AVE ODESSA, TX 79761			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	4,000.
PERMIAN BASIN PETROLEUM MUSEUM, LIBRARY & HALL OF FAME 1500 INTERSTATE 20 WEST MIDLAND, TX 79701			FOR THE ARLEN L. EDGAR LECTURE SERIES	30,000.
PERMIAN BASIN PETROLEUM MUSEUM, LIBRARY & HALL OF FAME 1500 INTERSTATE 20 WEST MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT AND EDUCATOR SUPPORT MATCHING GRANT	75,000.
PERMIAN BASIN REHABILITATION CENTER 620 N. ALLEGHANEY AVE. ODESSA, TX 79761			UNRESTRICTED GENERAL OPERATING SUPPORT	55,000.
PERMIAN BASIN REHABILITATION CENTER 620 N. ALLEGHANEY AVE. ODESSA, TX 79761			PERMIAN BASIN REHABILITATION CENTER AND EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
Total from continuation sheets				

Part XIV 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 REHABILITATION CENTER 620 N. ALLEGHANNEY AVE. ODESSA, TX 79761			UNRESTRICTED DONATION	300.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANNEY ODESSA, TX 79761			MATCHING GIFTS PROGRAM	200.
PERMIAN BASIN REHABILITATION CENTER FOR CHILDREN & ADULTS 620 N. ALLEGHANNEY ODESSA, TX 79761			MATCHING GIFTS PROGRAM	250.
PERMIAN BASIN TELECOMMUNICATIONS P. O. BOX 8940 MIDLAND, TX 79708			MATCHING GIFTS PROGRAM	150.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, SUITE 400N WASHINGTON, DC 20036			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	10,000.
POLWARTH MINISTRIES 3512 STURGIS LN WACO, TX 76708			UNRESTRICTED DONATION	10,000.
PREVENT BLINDNESS TEXAS 2180 NORTH LOOP WEST, SUITE 435 HOUSTON, TX 77018			FOR THE AM EYE HEALTHY? (ADULT EYE CARE PREVENTION, EDUCATION, AND TREATMENT PROGRAM)	10,000.
PROJECT2FOURTEEN 2907 PRINCETON AVE MIDLAND, TX 79701			HONORARIUM FOR PRESENTING AT LEGACY FELLOWS WINTER RETREAT	1,000.
RED RIVER MINISTRIES INC 3112 WINDSOR ROAD STE. A112 AUSTIN, TX 78703			UNRESTRICTED DONATION	1,000.
REEL WIVES 9801 S COUNTY ROAD 1214 MIDLAND, TX 79706			RETREAT FOR MILITARY WIVES	5,000.
Total from continuation sheets				

Part XIV 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
REGIONAL ADULT PROTECTIVE SERVICES ADVISORY BOARD P.O. BOX 60605 MIDLAND, TX 79711			TO PROVIDE DIRECT AID TO CLIENT'S LIVING CONDITIONS	10,000.
ROPE YOUTH 3500 W. GOLF COURSE ROAD MIDLAND, TX 79703			MATCHING GIFTS PROGRAM	5,000.
ROPE YOUTH 3500 W. GOLF COURSE RD. MIDLAND, TX 79703			FOR THE FOOD FIRST PROGRAM	20,000.
ROPE YOUTH 3500 W. GOLF COURSE RD. MIDLAND, TX 79703			UNRESTRICTED DONATION	2,500.
SAFE PLACE OF THE PERMIAN BASIN P.O. BOX 11331 MIDLAND, TX 79702			MATCHING GIFTS PROGRAM	500.
SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND, TX 79702			FOR GENERAL OPERATING SUPPORT	500.
SAN ANGELO AREA FOUNDATION 221 S. IRVING ST SAN ANGELO, TX 76903			TO UNDERWRITE THE PERMIAN AREA FUNDERS NETWORK EVENT	7,500.
SENIOR LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			FOR THE MEALS ON WHEELS AND HOMEBOUND SERVICES	50,000.
SENIOR LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			GENERAL OPERATING	1,000.
SENIOR LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			GENERAL FUND	2,500.
Total from continuation sheets				

Part XIV 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 LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			MEALS ON WHEELS PROGRAM	2,500.
SENIOR LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			UNRESTRICTED DONATION	2,000.
SENIOR LIFE MIDLAND P.O. BOX 80519 MIDLAND, TX 79702			GENERAL OPERATING	2,500.
SHARING HANDS A RESPITE EXPERIENCE, INC. (SHARE) 3500 N. A ST., STE 2500 MIDLAND, TX 79705			UNRESTRICTED DONATION	2,500.
SHUMLA ARCHAEOLOGICAL RESEARCH & EDUCATION CENTER 5706 E. MOCKINGBIRD LANE DALLAS, TX 75206			UNRESTRICTED DONATION	5,000.
SHUMLA SCHOOL, INC. 5706 E. MOCKINGBIRD LANE DALLAS, TX 75206			FOR THE SHUMLA OUTREACH AND EDUCATION PROGRAMMING	35,000.
SOUTHWESTERN DIABETIC FOUNDATION, INC. PO BOX 918 GAINESVILLE, TX 76241			TO SEND WEST TEXAS CAMPERS TO CAMP SWEENEY	15,000.
SPECIAL OLYMPICS TEXAS, INC. 15 SMITH ROAD MIDLAND, TX 79705			TO SUPPORT SPECIAL OLYMPICS OF THE PERMIAN BASIN	15,000.
SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	1,000.
SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	5,000.
Total from continuation sheets				

Part XIV 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
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105			MATCHING GIFTS PROGRAM	1,000.
ST. VINCENT DE PAUL SOCIETY P.O. BOX 711 MIDLAND, TX 79702			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	7,500.
ST. VINCENT DE PAUL SOCIETY P.O. BOX 711 MIDLAND, TX 79702			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	5,000.
STREETSIDE SHOWERS P.O. BOX 2623 MCKINNEY, TX 75070			MATCHING GIFTS PROGRAM	5,000.
SUNSHINE HOUSE INC. 402 E. HOLLAND ALPINE, TX 79830			TO PROVIDE HEALTHY OPTIONS INITIATIVE	15,000.
TEEN CHALLENGE ADULT CENTERS OF TEXAS PO BOX 251 MIDLAND, TX 79702			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	75,000.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702 MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	50,000.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702 MIDLAND, TX 79701			TEEN F.L.O.W. YOUTH MINISTRY EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
TEEN F.L.O.W. YOUTH MINISTRY P.O. BOX 733 MIDLAND, TX 79702 MIDLAND, TX 79701			GENERAL FUND	2,500.
TEXAS A&M UNIVERSITY P.O. BOX 30016 COLLEGE STATION, TX 77842			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
Total from continuation sheets				

Part XIV 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 A&M UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS & FINANCIAL AID COLLEGE STATION, TX 77842			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS BAPTIST MEN 5351 CATRON DR DALLAS, TX 75227			UNRESTRICTED DONATION	2,500.
TEXAS DEPARTMENT OF AGRICULTURE P. O. BOX 12847 AUSTIN, TX 78711			FOR THE STAR FUND	2,500.
TEXAS INTERSCHOLASTIC LEAGUE FOUNDATION P.O. BOX 151027 AUSTIN, TX 78715			FOR THE 2023-2024 ANNUAL SCHOLARSHIPS	84,000.
TEXAS STATE HISTORICAL ASSOCIATION P.O. BOX 5428 AUSTIN, TX 78763			2024 TEXAS HISTORY DAY	10,000.
TEXAS STATE UNIVERSITY STUDENT FINANCIAL AID SAN MARCOS, TX 78666			INDIVIDUAL STUDENT SCHOLARSHIPS	571.
TEXAS STATE UNIVERSITY - SCHOLARSHIPS FINANCIAL AID AND SCHOLARSHIPS SAN MARCOS, TX 78666			INDIVIDUAL STUDENT SCHOLARSHIPS	571.
TEXAS TECH FOUNDATION, INC. BOX 45025 LUBBOCK, TX 79409			MATCHING GIFTS PROGRAM	100.
TEXAS TECH FOUNDATION, INC. BOX 45025 LUBBOCK, TX 79409			FOR THE TEXAS TECH ALUMNI ASSOCIATION	100.
TEXAS TECH UNIVERSITY OFFICE OF STUDENT FINANCIAL AID LUBBOCK, TX 79409			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
Total from continuation sheets				

Part XIV 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 OFFICE OF STUDENT FINANCIAL AID LUBBOCK, TX 79409			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	25,000.
TEXAS TECH UNIVERSITY OFFICE OF STUDENT FINANCIAL AID LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY OFFICE OF STUDENT FINANCIAL AID LUBBOCK, TX 79409			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	18,750.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
Total from continuation sheets				

Part XIV 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 - SCHOLARSHIPS SCHOLARSHIPS OFFICE, WEST HALL RM 205 LUBBOCK, TX 79409			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER - SCHOOL OF NURSING 801 W 4TH STREET ODESSA, TX 79763			SCHOLARSHIP DOLLARS FOR PERMIAN BASIN TRADITIONAL UNDERGRADUATE STUDENTS IN TTUHSC-SCHOOL OF	100,000.
THE RECORDING LIBRARY OF WEST TEXAS 3500 NORTH A. STREET SUITE 2800 MIDLAND, TX 79705			THE RECORDING LIBRARY OF WEST TEXAS EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
THE SALVATION ARMY MIDLAND CORP 600 E. WALL ST. MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	15,000.
THE SALVATION ARMY MIDLAND CORP. 600 E. WALL ST. MIDLAND, TX 79701			FOR THE 2023-2024 EMERGENCY ASSISTANCE PROGRAM	12,500.
THE SALVATION ARMY MIDLAND CORP. 600 E. WALL ST. MIDLAND, TX 79701			FOR THE BACK-TO-SCHOOL SHOE PROGRAM FOR 2024 AND 2025	30,000.
THE SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	65,000.
THE SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705			TO ENHANCE THE TELEHEALTH SERVICES	64,177.
THE SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705			GENERAL OPERATING	1,000.
THE SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705			GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Part XIV 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
THE SQUARED NETWORK 389 SOPRIS AVENUE CARBONDALE, CO 81623			TO SUPPORT MIDLAND STUDENTS ATTENDING THE NEW SQUARED NETWORK CAMPUS	50,000.
THRIVING UNITED, INC. 201 E. ILLINOIS MIDLAND, TX 79701			THRIVING UNITED, INC AND EVERY NEIGHBOR MICRO GRANT OPPORTUNITY	4,000.
THRIVING UNITED, INC. 501 N. LORAIN MIDLAND, TX 79701			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	35,000.
THRIVING UNITED, INC. 201 E. ILLINOIS MIDLAND, TX 79701			UNRESTRICTED DONATION	1,000.
THRIVING UNITED, INC. 201 E. ILLINOIS MIDLAND, TX 79701			GENERAL OPERATING	2,500.
TRINITY SCHOOL OF MIDLAND TEXAS 3500 WEST WADLEY AVE. MIDLAND, TX 79707			MATCHING GIFTS PROGRAM	75.
TYING VINES P.O. BOX 4354 GETTYSBURG, PA 17325			MATCHING GIFTS PROGRAM	500.
TYING VINES INC P. O. BOX 4354 GETTYSBURG, PA 17325			PROJECT #2110	600.
TYING VINES INC P. O. BOX 4354 GETTYSBURG, PA 17325			UNRESTRICTED DONATION	250.
TYING VINES INC P. O. BOX 4354 GETTYSBURG, PA 17325			UNRESTRICTED DONATION	2,500.
Total from continuation sheets				

Part XIV 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 EL PASO COUNTY 100 N. STANTON, SUITE 500 EL PASO, TX 79901			FOR THE 2023-2024 DONOR NETWORK MATCH	75,000.
UNITED WAY OF MIDLAND, INC. 1209 WEST WALL ST. MIDLAND, TX 79701			FOR THE EXCELLENCE IN EDUCATION AWARD EVENT	30,000.
UNITED WAY OF MIDLAND, INC. 1209 W. WALL STREET MIDLAND, TX 79701			TO CONSTRUCT THE COMMUNITY GATHERING SPACE FACILITY	50,000.
UNIVERSITY NORTH TEXAS HSC - SCHOLARSHIPS FINANCIAL AID OFFICE FORT WORTH, TX 76107			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY NORTH TEXAS HSC - SCHOLARSHIPS FINANCIAL AID OFFICE FORT WORTH, TX 76107			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF HOUSTON SCHOLARSHIPS & FINANCIAL AID HOUSTON, TX 77251			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF HOUSTON - SCHOLARSHIPS SCHOLARSHIPS & FINANCIAL AID HOUSTON, TX 77251			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF NORTH TEXAS OFFICE OF ADMISSIONS DENTON, TX 76203			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF NORTH TEXAS - SCHOLARSHIPS STUDENT FINANCIAL AID & SCHOLARSHIPS DENTON, TX 76203			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF NORTH TEXAS HEALTH SCIENCE CENTER AT FORT WORTH FINANCIAL AID OFFICE FORT WORTH, TX 76107			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
Total from continuation sheets				

Part XIV 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			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7458 AUSTIN, TX 78713			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN - SCHOLARSHIPS OFFICE OF FINANCIAL AID, GENERAL ACCOUNTING AUSTIN, TX 78712			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT AUSTIN - SCHOLARSHIPS OFFICE OF FINANCIAL AID, GENERAL ACCOUNTING AUSTIN, TX 78712			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT EL PASO OFFICE OF SCHOLARSHIPS EL PASO, TX 79902			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6900 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6900 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS AT SAN ANTONIO 6900 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT SAN ANTONIO - SCHOLARSHIPS FINANCIAL AID & SCHOLARSHIPS SAN ANTONIO, TX 78249			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
Total from continuation sheets				

Part XIV 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 SAN ANTONIO - SCHOLARSHIPS FINANCIAL AID & SCHOLARSHIPS SAN ANTONIO, TX 78249			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS AT SAN ANTONIO - SCHOLARSHIPS FINANCIAL AID & SCHOLARSHIPS SAN ANTONIO, TX 78249			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS EL PASO - SCHOLARSHIPS INSTITUTIONAL ADVANCEMENT EL PASO, TX 79902			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	11,686.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	12,500.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E. UNIVERSITY, MB 4230 ODESSA, TX 79762			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
Total from continuation sheets				

Part XIV 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 - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	5,435.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN - SCHOLARSHIPS OFFICE OF STUDENT FINANCIAL AID ODESSA, TX 79764			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
UNIVERSITY OF TEXAS PERMIAN BASIN 4901 E. UNIVERSITY BLVD ODESSA, TX 79762			COLLEGE OF BUSINESS SCHOLARSHIPS	2,500.
UNLOCK MINISTRIES INC. 3310 WEST WADLEY AVE MIDLAND, TX 79707			FOR UNRESTRICTED GENERAL OPERATING SUPPORT	60,000.
VAPOR MINISTRIES 338 TALLADEGA SPRINGS RD SYLACAUGA, AL 35151			DESIGNATED FOR WORK IN HAITI	5,000.
W.I. COOK FOUNDATION, INC. 701 SEVENTH AVENUE FORT WORTH, TX 76104			FOR THE COOK CHILDREN'S MIDLAND SPECIALTY CLINIC	20,000.
WEST TEXAS A&M UNIVERSITY P.O. BOX 60909 CANYON, TX 79016			FALL 2023 INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
WEST TEXAS A&M UNIVERSITY - SCHOLARSHIPS SCHOLARSHIP SERVICES CANYON, TX 79016			INDIVIDUAL STUDENT SCHOLARSHIPS	6,250.
Total from continuation sheets				

Part XIV 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 PO BOX 4242 ODESSA, TX 79760			MATCHING GIFTS PROGRAM	5,000.
WEST TEXAS FOOD BANK PO BOX 4242 ODESSA, TX 79760			FOR THE ANNUAL DONOR MATCH	100,000.
YMCA OF MIDLLAND P.O. BOX 954 MIDLAND, TX 79702			CAPITAL CAMPAIGN	500.
YOUNG LIFE 420 N CASCADE AVE COLORADO SPRINGS, CO 80903			FOR YOUNG LIFE CAMP - GENERAL DONATION	20,000.
YOUNG LIFE 5240 SONATA TRAIL FORT WORTH, TX 76126			TEXAS SMALL TOWN - JW HARLE ACCOUNT #AG866	5,000.
YOUNG LIFE OF MIDLAND 925 W. WADLEY MIDLAND, TX 79705			MATCHING GIFTS PROGRAM	5,000.
Total from continuation sheets				

Part XIV Supplementary Information

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

NAME OF RECIPIENT - HARMONY PUBLIC SCHOOLS
FOR THE PURPOSE OF CONSTRUCTING AND OPERATING AN OPEN-ENROLLMENT
CHARTER SCHOOL FOCUSED ON STEM IN MIDLAND, TEXAS

NAME OF RECIPIENT - PERMIAN BASIN BEHAVIORAL HEALTH CENTER
FOR UNRESTRICTED GENERAL OPERATING SUPPORT FOR THE PERMIAN BASIN
BEHAVIORAL HEALTH CENTER

NAME OF RECIPIENT - TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER - SCHOOL
OF NURSING
SCHOLARSHIP DOLLARS FOR PERMIAN BASIN TRADITIONAL UNDERGRADUATE
STUDENTS IN TTUHSC-SCHOOL OF NURSING

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return. **FORM 990-PF**

2023

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name ABELL-HANGER FOUNDATION	Employer identification number 75-6020781
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	206,789.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	206,789.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	164,517.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	164,517.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

6 The corporation is using the adjusted seasonal installment method.

7 The corporation is using the annualized income installment method.

8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/23	12/15/23	03/15/24	06/15/24
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10				
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	60,000.	20,000.	70,000.	40,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		60,000.	80,000.	150,000.
13 Add lines 11 and 12	13		80,000.	150,000.	190,000.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	60,000.	80,000.	150,000.	190,000.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	60,000.	80,000.	150,000.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions 19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38 \$			0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods.				
a	Tax year beginning in 2020	1a			
b	Tax year beginning in 2021	1b			
c	Tax year beginning in 2022	1c			
2	Enter taxable income for each period for the tax year beginning in 2023. See the instructions for the treatment of extraordinary items	2			
3	Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months
a	Tax year beginning in 2020	3a			Entire year
b	Tax year beginning in 2021	3b			
c	Tax year beginning in 2022	3c			
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4			
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5			
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6			
7	Add lines 4 through 6	7			
8	Divide line 7 by 3.0	8			
9a	Divide line 2 by line 8	9a			
b	Extraordinary items (see instructions)	9b			
c	Add lines 9a and 9b	9c			
10	Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 1, or comparable line of corp's return	10			
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a			
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b			
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c			
12	Add lines 11a through 11c	12			
13	Divide line 12 by 3.0	13			
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14			
15	Enter any alternative minimum tax (trusts only) for each payment period. See instructions	15			
16	Enter any other taxes for each payment period. See instr.	16			
17	Add lines 14 through 16	17			
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18			
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19			

Part II **Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items				
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22				
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b				
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return				
25	Enter any alternative minimum tax (trusts only) for each payment period. See instructions				
26	Enter any other taxes for each payment period. See instr.				
27	Total tax. Add lines 24 through 26				
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-				
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30				

Part III **Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
		Note: Complete lines 32 through 38 of one column before completing the next column.			
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	0.	0.	0.	0.
33	Add the amounts in all preceding columns of line 32. See instructions				
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-				
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	41,129.	62,265.	51,697.	51,698.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		41,129.	103,394.	155,091.
37	Add lines 35 and 36	41,129.	103,394.	155,091.	206,789.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	0.	0.	0.	0.

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**

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	93,914.	93,914.	
TOTAL TO PART I, LINE 3	93,914.	93,914.	

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	5,125,230.	0.	5,125,230.	5,125,230.	
TO PART I, LINE 4	5,125,230.	0.	5,125,230.	5,125,230.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	35,214.
TOTAL TO FORM 990-PF, PART I, LINE 5A		35,214.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WATER WELL LEASE	40,000.	40,000.	
OIL & GAS ROYALTIES	2,832,191.	2,832,191.	
MISCELLANEOUS INCOME	1,109.	1,109.	
SOLAR LEASE	31,054.	31,054.	
SHUT-IN ROYALTY	762.	762.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,905,116.	2,905,116.	

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	890.	0.		890.
TO FM 990-PF, PG 1, LN 16A	890.	0.		890.

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	22,543.	11,272.		11,271.
TO FORM 990-PF, PG 1, LN 16B	22,543.	11,272.		11,271.

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	121,592.	121,592.		0.
ADVALOREM RENDERING FEES	1,000.	1,000.		0.
CONSULTING FEES	26,450.	0.		26,450.
CONTRACT AND CONSULTING	26,986.	0.		26,986.
TO FORM 990-PF, PG 1, LN 16C	176,028.	122,592.		53,436.

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	91,947.	91,947.		0.
ES EXCISE TAX DEPOSITS	190,000.	0.		0.
GROSS PRODUCTION TAXES	262,518.	262,518.		0.
EMPLOYER FICA	65,439.	0.		65,439.
EXCISE TAXES	24,517.	0.		0.
TO FORM 990-PF, PG 1, LN 18	634,421.	354,465.		65,439.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE CLEANING EXPENSE	13,975.	0.		13,975.
WATER WELL				
MAINT/SUPPLIES/LABOR	2,310.	0.		2,310.
BUILDING MAINTENANCE	14,414.	0.		14,414.
ALARM MONITORING SERVICE	1,020.	0.		1,020.
DUES & MEMBERSHIPS	1,255.	0.		1,255.
OFFICE SUPPLIES	4,082.	0.		4,082.
CLEANING SUPPLIES	806.	0.		806.
POSTAGE & PITNEY BOWES	745.	0.		745.
COPIER EXPENSE	1,083.	0.		1,083.
BREAKROOM SUPPLIES	2,431.	0.		2,431.
AWARDS/HONORARIUMS/FLOWERS/M				
EMO	1,052.	0.		1,052.
PERMITS - ALARM, ETC.	20.	0.		20.
BLACKBAUD & GUIDESTAR	22,149.	0.		22,149.
LANDSCAPE MAINTENANCE				
EXPENSE	15,503.	0.		15,503.
COMPUTER EXPENSES	9,968.	0.		9,968.
INSURANCE	232,085.	23,431.		208,654.
TELEPHONE AND UTILITIES	26,179.	0.		26,179.
EXTERMINATOR SERVICE	250.	0.		250.
RECEPTIONS & EVENTS	2,776.	0.		2,776.
SUPPLIES	1,945.	0.		1,945.
MEALS	1,568.	0.		1,568.
TRAINING	4,338.	0.		4,338.
ADMIN.FEES/SVC				
CHARGES/MISC.PRO	154.	0.		154.
TO FORM 990-PF, PG 1, LN 23	360,108.	23,431.		336,677.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MKT INDEX FUND	31,385,248.	106,770,156.
VANGUARD DEVELOPED MKT INDEX FUND	43,527,633.	55,898,843.
VANGUARD EMERGING MKT FUND	9,241,518.	10,323,914.
TOTAL TO FORM 990-PF, PART II, LINE 10B	84,154,399.	172,992,913.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL BOND INDEX FUND	16,355,612.	14,899,231.
VANGUARD INTERMEDIATE-TERM CORPORATE BOND FUND	16,351,347.	15,656,805.
VANGUARD-INTERNAT'L BOND INDEX	7,069,937.	6,313,467.
TOTAL TO FORM 990-PF, PART II, LINE 10C	39,776,896.	36,869,503.

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 (HLC)	1,193.	1,193.	0.
LAND	10,000.	0.	10,000.
BUILDING	47,919.	10,702.	37,217.
LAND	311,700.	0.	311,700.
NEW BUILDING FURNITURE & FIXTURES	162,750.	162,750.	0.

<u>ABELL-HANGER FOUNDATION</u>			<u>75-6020781</u>
NEW BUILDING	1,318,040.	292,899.	1,025,141.
NEW BUILDING CONSTRUCTION COSTS	2,049,748.	455,502.	1,594,246.
NEW BUILDING ARCHITECTURAL COSTS	31,818.	7,072.	24,746.
NEW BUILDING ENGINEERING COSTS	1,200.	269.	931.
FOR DLS CHAIR	1,880.	1,880.	0.
NEW BUILDING FURNITURE	41,721.	41,721.	0.
NEW BUILDING FURNITURE	53,505.	53,505.	0.
FILE COMPRESSORS NEW FILE CABINETS	1,531.	1,531.	0.
DRAPES FOR BOARD ROOM	1,107.	1,107.	0.
RUG / TAPESTRY	2,623.	2,623.	0.
6 OFFICE CHAIR MATS	2,800.	2,800.	0.
REFRAME / STRETCH GHA PAINTING	8,053.	8,053.	0.
DEPOSIT FOR IRRIGATION WATER METER	3,240.	0.	3,240.
NEW BUILDING IT CONSULTING	5,393.	1,196.	4,197.
PHONE NETWORK INSTALL	533.	533.	0.
PHONE NETWORK INSTALL	5,106.	5,106.	0.
NETWORK SETUP CHARGES	900.	900.	0.
UBIQUITI ACCESS POINT	458.	458.	0.
RACK MOUNTABLE UPS	520.	520.	0.
RACK MOUNTABLE PORTS AND CABLE	1,323.	1,323.	0.
BOARD ROOM TABLETS	9,130.	9,130.	0.
OPEN LAN STATION	1,345.	1,345.	0.
PHONE SYSTEM	7,895.	7,895.	0.
DELL 255W POWER SUPPLY	75.	75.	0.
TABLES MODULES/LAN KIT/ SWITCH	1,545.	1,545.	0.
CABLES AND SUPPLIES	25.	25.	0.
PRIVACY PANELS FOR BOARD ROOM	1,547.	1,547.	0.
DELL OPTIPLEX - WADE	1,035.	1,035.	0.
DELL FILE SERVER - POWEREDGE 7430	5,895.	5,895.	0.
DELL NEW COMPUTER	1,409.	1,409.	0.
C308/C368:26K COPIER	7,755.	7,755.	0.
2 LAPTOPS	3,209.	3,209.	0.
CUSTOM RUGS	12,708.	12,708.	0.
BOARDROOM AUDIO	9,766.	9,766.	0.
CONFERENCE ROOM AUDIO	11,062.	11,062.	0.
85" BOARDROOM TV	3,683.	3,683.	0.
TOTAL TO FM 990-PF, PART II, LN 14	4,168,700.	1,157,282.	3,011,418.

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.	1,130,000.
PRODUCING ROYALTIES & OVERRIDES	34,279.	34,279.	6,269,853.
OILFIELD PAINTINGS & SKETCHES	39,790.	39,790.	171,920.
BOOT CREEK ROYALTY	1,552,054.	1,496,324.	1,496,324.
SPUR CREEK ROYALTY	463,788.	446,568.	446,568.
GATEWAY ROYALTY IV	575,255.	549,863.	549,863.
GATEWAY ROYALTY V	725,743.	679,586.	679,586.
GATEWAY ROYALTY VI	192,464.	464,508.	464,508.
TO FORM 990-PF, PART II, LINE 15	4,309,879.	4,437,424.	11,208,622.

FORM 990-PF

PART VII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

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	0.	0.	0.
JAMES C. TROTT 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
JOHN BERGMAN 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
RICHARD COATS 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
LAURA ROMAN 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
WES PERRY 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
ROY NELSON 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
KAREN SPARKS 112 CORPORATE DRIVE MIDLAND, TX 79705	TRUSTEE 4.00	0.	0.	0.
MARK PALMER 112 CORPORATE DRIVE MIDLAND, TX 79705	EXECUTIVE VP 40.00	350,000.	65,825.	0.
WADE KUEHLER 112 CORPORATE DRIVE MIDLAND, TX 79705	CFO 40.00	265,000.	53,000.	0.

ABELL-HANGER FOUNDATION

75-6020781

GEORGE T. ABELL - DECEASED
112 CORPORATE DRIVE
MIDLAND, TX 79705

FOUNDATION MGR (DECEASED)
0.00 0.

0. 0.

GLADYS H. ABELL - DECEASED
112 CORPORATE DRIVE
MIDLAND, TX 79705

FOUNDATION MGR (DECEASED)
0.00 0.

0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII

615,000. 118,825. 0.

FORM 990-PF

PART XIV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

GLADYS H. ABELL - DECEASED
GEORGE T. ABELL - DECEASED

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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.
251	COMPUTER (HLC)	02/01/12	200DB	5.00		HY17	1,193.			597.	596.	596.		0.	596.
274	LAND	04/30/14	L				10,000.				10,000.			0.	
275	BUILDING	11/01/15	SL	39.00		MM16	47,919.				47,919.	9,473.		1,229.	10,702.

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Asset No.	Description	Date Acquired	Method	Life	C o n v	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
286	LAND	09/01/14	L				311,700.				311,700.			0.	
297	NEW BUILDING FURNITURE & FIXTURES	11/01/15	200DB	7.00	HY	17	162,750.				162,750.	162,750.		0.	162,750.
298	NEW BUILDING	11/01/15	SL	39.00	MM	16	1,318,040.				1,318,040.	259,103.		33,796.	292,899.
309	NEW BUILDING CONSTRUCTION COSTS	11/01/15	SL	39.00	MM	16	2,049,748.				2,049,748.	402,944.		52,558.	455,502.
310	NEW BUILDING ARCHITECTURAL COSTS	11/01/15	SL	39.00	MM	16	31,818.				31,818.	6,256.		816.	7,072.
311	NEW BUILDING ENGINEERING COSTS	11/01/15	SL	39.00	MM	16	1,200.				1,200.	238.		31.	269.
312	FOR DLS CHAIR	11/01/15	200DB	7.00	HY	17	1,880.				1,880.	1,880.		0.	1,880.
313	NEW BUILDING FURNITUE	11/01/15	200DB	7.00	HY	17	41,721.				41,721.	41,721.		0.	41,721.
314	NEW BUILDING FURNITURE	11/01/15	200DB	7.00	HY	17	53,505.				53,505.	53,505.		0.	53,505.
315	FILE COMPRESSORS NEW FILE CABINETS	11/01/15	200DB	7.00	HY	17	1,531.				1,531.	1,531.		0.	1,531.
316	DRAPES FOR BOARD ROOM	11/01/15	200DB	7.00	HY	17	1,107.				1,107.	1,107.		0.	1,107.
317	RUG / TAPESTRY	11/01/15	200DB	7.00	HY	17	2,623.				2,623.	2,623.		0.	2,623.
318	6 OFFICE CHAIR MATS	11/01/15	200DB	7.00	HY	17	2,800.				2,800.	2,800.		0.	2,800.
319	REFRAME / STRETCH GHA PAINTING	11/01/15	200DB	7.00	HY	17	8,053.				8,053.	8,053.		0.	8,053.
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	MM	16	5,393.				5,393.	1,058.		138.	1,196.
322	PHONE NETWORK INSTALL	11/01/15	200DB	5.00	HY	17	533.				533.	533.		0.	533.
323	PHONE NETWORK INSTALL	11/01/15	200DB	5.00	HY	17	5,106.				5,106.	5,106.		0.	5,106.

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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
324	NETWORK SETUP CHARGES	11/01/15	200DB	5.00		HY17	900.				900.	900.		0.	900.
325	UBIQUITI ACCESS POINT	11/01/15	200DB	5.00		HY17	458.				458.	458.		0.	458.
326	RACK MOUNTABLE UPS	11/01/15	200DB	5.00		HY17	520.				520.	520.		0.	520.
327	RACK MOUNTABLE PORTS AND CABLE	11/01/15	200DB	5.00		HY17	1,323.				1,323.	1,323.		0.	1,323.
328	BOARD ROOM TABLETS	11/01/15	200DB	5.00		HY17	9,130.				9,130.	9,130.		0.	9,130.
329	OPEN LAN STATION	11/01/15	200DB	5.00		HY17	1,345.				1,345.	1,345.		0.	1,345.
330	PHONE SYSTEM	11/01/15	200DB	5.00		HY17	7,895.				7,895.	7,895.		0.	7,895.
331	DELL 255W POWER SUPPLY	11/01/15	200DB	5.00		HY17	75.				75.	75.		0.	75.
332	TABLES MODULES/LAN KIT/SWITCH	11/01/15	200DB	5.00		HY17	1,545.				1,545.	1,545.		0.	1,545.
333	CABLES AND SUPPLIES	11/01/15	200DB	5.00		HY17	25.				25.	25.		0.	25.
344	PRIVACY PANELS FOR BOARD ROOM	11/16/16	200DB	7.00		HY17	1,547.			774.	773.	738.		35.	773.
345	DELL OPTIPLEX - WADE	09/19/16	200DB	5.00		HY17	1,035.			518.	517.	517.		0.	517.
346	DELL FILE SERVER - POWEREDGE 7430	12/14/16	200DB	5.00		HY17	5,895.			2,948.	2,947.	2,947.		0.	2,947.
357	DELL NEW COMPUTER	03/15/18	200DB	5.00		HY17	1,409.			1,409.				0.	
368	C308/C368:26K COPIER	07/01/18	200DB	5.00		HY17	7,755.			7,755.				0.	
369	2 LAPTOPS	07/01/18	200DB	5.00		HY17	3,209.			3,209.				0.	
370	CUSTOM RUGS	07/04/19	200DB	5.00		HY17	12,708.			12,708.				0.	
371	BOARDROOM AUDIO	07/09/19	200DB	5.00		HY17	9,766.			9,766.				0.	

2023 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
372	CONFERENCE ROOM AUDIO	09/01/19	200DB	5.00		HY17	11,062.			11,062.				0.	
373	85" BOARDROOM TV	11/10/21	200DB	5.00		HY17	3,683.			3,683.				0.	
	* TOTAL 990-PF PG 1 DEPR						4,168,700.			54,429.	4,114,271.	1,014,250.		88,603.	1,102,853.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Electronic Filing PDF Attachment

BY-LAWS
OF
ABELL-HANGER FOUNDATION

Midland, Texas

Amended and Restated as of June 19, 2024

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

Section 103. 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. The sole exception is self-defense communications. The Foundation may engage in activity and grant-making protecting the organization's existence, tax-exempt status, powers, and duties.
- (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 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.

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. 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 sole exception is self-defense communications. The Foundation may engage in activity and grant-making protecting the organization's existence, tax-exempt status, powers, and duties. 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. Number and qualifications - There shall be no less than three or more than five shareholders. All shareholders shall reside in Midland County Texas. Shareholders living outside of Midland County Texas as of June 16, 2021, are exempted from the residency requirement. 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.

Section 203. 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. 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. 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. 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.

Section 301. Number and Qualifications - The Board of Trustees shall consist of no less than five nor more than ten trustees elected or appointed by the shareholders. All the members of the Board of Trustees shall reside in Midland County Texas. Trustees living outside of Midland County Texas as of June 16, 2021, are exempted from the residency requirement. Each trustee shall possess such qualifications as the shareholders shall determine.

Section 302. 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. Service Limitation – Trustee service shall be limited to 25 years or attainment of age 75, whichever comes first.

Section 304. Meetings - Trustees shall hold an annual meeting 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. 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.
- (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. Trustees' Fee - Members of the board of trustees shall be compensated up to \$12,000 per year for their board service. Compensation will be reduced on a prorated basis in the event the trustee is unable to attend a regularly scheduled trustee meeting.

Section 308. 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, arbitral 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 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. 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. 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 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. 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 up to \$1,500 in addition to the trustee's fee provided herein.

Section 403. Executive Vice President - There shall be the office of executive vice president who shall act as the chief executive 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. 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. 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.

Article V. Committees.

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

Section 602. 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. 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, communitization 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.