

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury Internal Revenue Service

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2018

Open to Public Inspection

For calendar year 2018 or tax year beginning, 2018, and ending, 20

Name of foundation: GREATER TEXAS FOUNDATION. Employer identification number: 74-2158821. Telephone number: (979) 779-6100. City: BRYAN, TX 77807. Accounting method: Accrual.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income and Adjusted net income.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,468,495.	7,332,169.	7,332,169.
	3	Accounts receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	65,707.	57,212.	57,212.
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 7 . . . . .	124,303,235.	111,326,964.	111,326,964.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment: basis ▶ _____			
	Less: accumulated depreciation (attach schedule) ▶ _____				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . . ATCH 8	110,144,124.	104,861,152.	104,829,766.	
14	Land, buildings, and equipment: basis ▶ _____ 8,842,638.			ATCH 9	
	Less: accumulated depreciation (attach schedule) ▶ _____ 1,427,102.	7,544,901.	7,415,536.	7,415,536.	
15	Other assets (describe ▶ _____ ATCH 10 )	25,712,927.	16,194,888.	16,194,888.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	269,239,389.	247,187,921.	247,156,535.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	320,128.	917,215.	
	18	Grants payable . . . . .	17,716,172.	16,982,000.	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .	2,711,500.	2,346,154.	ATCH 11
	22	Other liabilities (describe ▶ _____ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	20,747,800.	20,245,369.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/> X and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted . . . . .	248,491,589.	226,942,552.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	248,491,589.	226,942,552.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	269,239,389.	247,187,921.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 248,491,589.
2	Enter amount from Part I, line 27a . . . . .	2 10,245,822.
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 258,737,411.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5 31,794,859.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 226,942,552.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> SEE PART IV SCHEDULE				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> 5,239,478.
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }		<b>3</b> 365,191.

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) ATCH 24 Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	24,231,448.	249,083,571.	0.097282
2016	7,102,603.	229,653,589.	0.030927
2015			
2014			
2013			
<b>2</b>	<b>Total</b> of line 1, column (d)		<b>2</b> 0.128209
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		<b>3</b> 0.064104
<b>4</b>	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		<b>4</b> 242,140,245.
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 15,522,158.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 119,588.
<b>7</b>	Add lines 5 and 6.		<b>7</b> 15,641,746.
<b>8</b>	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b> 12,498,319.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, and credits/payments. Total tax due is 139,025.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, and foreign interests.

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

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

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interests.

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

5a During the year, did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. . . . .
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?. . . . .
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . .
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions. . . . .
Organizations relying on a current notice regarding disaster assistance, check here . . . . .
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .
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? . . . . .
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .
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? . . . . .

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

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

Table with 5 columns: (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. Row 1: ATCH 14, 519,000, 27,500, 600.

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

Table with 5 columns: (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. Row 1: ATCH 15, 465,610, 46,561, 3,000.

Total number of other employees paid over \$50,000. . . . . 1

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		843,460.

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

**Part IX-A Summary of Direct Charitable Activities**

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

1	Expenses
NONE	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
SEE ATTACHMENT 10A	
	12,416,135.
All other program-related investments. See instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	12,416,135.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	124,159,480.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	10,621,449.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	111,046,731.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	245,827,660.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	245,827,660.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	3,687,415.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	242,140,245.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	12,107,012.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	12,107,012.
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5 . . . . .	<b>2a</b>	239,175.
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	239,175.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	11,867,837.
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	37,827.
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	11,905,664.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	11,905,664.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26. . . . .	<b>1a</b>	12,458,408.
<b>b</b>	Program-related investments - total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	39,911.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	12,498,319.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions. . . . .	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	12,498,319.

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



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7 . . . . .				11,905,664.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only. . . . .				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013 . . . . .				
b From 2014 . . . . .				
c From 2015 . . . . .				
d From 2016 . . . . .				
e From 2017 . . . . .				12,025,043.
f Total of lines 3a through e . . . . .	12,025,043.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ <u>12,498,319.</u>				
a Applied to 2017, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2018 distributable amount. . . . .				11,905,664.
e Remaining amount distributed out of corpus. . .	592,655.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	12,617,698.			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019. . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	12,617,698.			
10 Analysis of line 9:				
a Excess from 2014 . . . . .				
b Excess from 2015 . . . . .				
c Excess from 2016 . . . . .				
d Excess from 2017 . . . . .				12,025,043.
e Excess from 2018 . . . . .				592,655.

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . . ▶

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplementary Information (Complete this part only if the 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).)

NONE

**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. See instructions.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

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

**Part XV** Supplementary Information *(continued)*

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

Recipient 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
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 17</p>				
<b>Total</b> .....				<b>3a</b> 10,244,249.
<p><b>b</b> <i>Approved for future payment</i></p> <p>ATCH 18</p>				
<b>Total</b> .....				<b>3b</b> 4,432,500.



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
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.

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 No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here: Signature of officer or trustee, Date, Title. May the IRS discuss this return with the preparer shown below? See instructions. [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name (LORI A MCLAUGHLIN), Preparer's signature, Date, Check self-employed if PTIN (P01231707), Firm's name (KPMG LLP), Firm's EIN (13-5565207), Firm's address (210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102), Phone no. (864-250-2620)

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19932403.		REALIZED GAIN ON SECURITIES PROPERTY TYPE: SECURITIES 16635215.				P	VAR 3,297,188.	VAR
1,942,290.		REALIZED GAIN FROM FLOW-THROUGH INVESTME PROPERTY TYPE: SECURITIES				P	VAR 1,942,290.	VAR
TOTAL GAIN(LOSS) .....							<u>5,239,478.</u>	

# Inclusion of Deferred Foreign Income Upon Transition to Participation Exemption System

▶ Attach to tax return.

▶ Go to [www.irs.gov/Form965](http://www.irs.gov/Form965) for instructions and the latest information.

For calendar year 20 18 , or other tax year beginning , 20 , and ending , 20 , of the filer.

Name of person filing this return <b>GREATER TEXAS FOUNDATION</b>	Identifying number <b>74-2158821</b>
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**Note.** Throughout this form, the term "2018 tax year" refers to 2018 calendar tax years and fiscal tax years of the person filing this return that begin in 2018. The term "2017 tax year" refers to 2017 calendar tax years and fiscal tax years of the person filing this return that begin in 2017.

**Part I Section 965(a) Inclusion**

<b>1</b>	2018 tax year section 965(a) inclusion amounts from Schedule A. Enter the sum of column (k) of Schedule A . . . . .	<b>1</b>	
<b>2</b>	2018 tax year section 965(a) inclusions from pass-throughs. Attach schedule. <u>ATCH 20</u>	<b>2</b>	57,592
<b>3</b>	<b>Total 2018 tax year section 965(a) inclusion.</b> Add lines 1 and 2. Enter the sum here and on your tax return as follows. Corporations: Enter the line 3 total on Form 1120, Schedule C, line 15, column (a), or the corresponding line of other corporate tax returns. All others: See instructions . . . . . ▶	<b>3</b>	57,592
<b>4</b>	2017 tax year section 965(a) inclusion amounts from Schedule A. Enter the sum of column (j) of Schedule A . . . . .	<b>4</b>	
<b>5</b>	2017 tax year section 965(a) inclusions from pass-throughs. Attach schedule. <u>ATCH 21</u>	<b>5</b>	71,512
<b>6</b>	<b>Total 2017 tax year section 965(a) inclusion.</b> Add lines 4 and 5 . . . . . ▶	<b>6</b>	71,512

**Part II Section 965(c) Deduction**

SECTION 1-Section 965(c) Deduction by Tax Year		2018 Tax Year
<b>7</b> Enter the amount from Part I, line 1. If -0-, skip to line 16 . . . . .	<b>7</b>	
<b>8</b> <b>Aggregate Foreign Cash Position.</b> Enter the sum from Schedule D, line 21 . . . . .	<b>8</b>	
<b>9</b> Enter the smaller of line 7 or 8 . . . . .	<b>9</b>	
<b>10</b> <b>Enter the 2018 15.5% Rate Equivalent Percentage from Part II, Section 2.</b> Enter amount from Section 2, line 1a . . . . .	<b>10</b>	0
<b>11</b> <b>Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage.</b> Multiply line 9 by line 10 . . . . .	<b>11</b>	
<b>12</b> Subtract line 9 from line 7 . . . . .	<b>12</b>	
<b>13</b> <b>Enter the 2018 8% Rate Equivalent Percentage from Part II, Section 2.</b> Enter amount from Section 2, line 1b . . . . .	<b>13</b>	0
<b>14</b> <b>Section 965(c) Deduction Related to 8% Rate Equivalent Percentage.</b> Multiply line 12 by line 13 . . . . .	<b>14</b>	
<b>15</b> <b>2018 tax year section 965(c) deduction not from pass-throughs.</b> Add lines 11 and 14 . . . . .	<b>15</b>	
<b>16</b> <b>2018 tax year section 965(c) deduction from pass-throughs.</b> Attach schedule. . . . . <u>ATCH 22</u>	<b>16</b>	34,953
<b>17</b> <b>Total 2018 tax year section 965(c) deduction.</b> Add lines 15 and 16. Enter the sum here and on your tax return as follows. Corporations: Enter the line 17 total on Form 1120, Schedule C, line 15, column (c), or the corresponding line of other corporate tax returns. All others: See instructions . . . . .	<b>17</b>	34,953

<b>SECTION 1 - Section 965(c) Deduction by Tax Year (continued)</b>		<b>2017 Tax Year</b>
<b>18</b>	Enter the amount from Part I, line 4. If -0-, skip to line 27 . . . . .	<b>18</b>
<b>19</b>	<b>Aggregate Foreign Cash Position.</b> Enter the sum from Schedule D, line 19 . . . . .	<b>19</b>
<b>20</b>	Enter the smaller of line 18 or 19 . . . . .	<b>20</b>
<b>21</b>	<b>Enter the 2017 15.5% Rate Equivalent Percentage from Part II, Section 2.</b> For calendar year persons, enter amount from Section 2, line 1a. For fiscal year persons, enter amount from Section 2, line 2c . . . . .	<b>21</b> 0.557142857
<b>22</b>	<b>Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage.</b> Multiply line 20 by line 21. . . . .	<b>22</b>
<b>23</b>	Subtract line 20 from line 18 . . . . .	<b>23</b>
<b>24</b>	<b>Enter the 2017 8% Rate Equivalent Percentage from Part II, Section 2.</b> For calendar year persons, enter amount from Section 2, line 1b. For fiscal year persons, enter amount from Section 2, line 2e . . . . .	<b>24</b> 0.771428571
<b>25</b>	<b>Section 965(c) Deduction Related to 8% Rate Equivalent Percentage.</b> Multiply line 23 by line 24. . . . .	<b>25</b>
<b>26</b>	<b>2017 tax year section 965(c) deductions not from pass-throughs.</b> Add lines 22 and 25 . . . . .	<b>26</b>
<b>27</b>	<b>2017 tax year section 965(c) deductions from pass-throughs.</b> Attach schedule . . . . . <b>ATCH 23</b>	<b>27</b> 40,443
<b>28</b>	<b>Total 2017 tax year section 965(c) deductions.</b> Add lines 26 and 27 . . . . .	<b>28</b> 40,443

**SECTION 2 - Rate Equivalent Percentages**

<b>1</b>	<b>Calendar Year Persons</b>	<b>2017</b> Calendar Year	<b>2018</b> Tax Year
<b>a</b>	15.5 Percent Rate Equivalent Percentage	0.557142857	0.261904762
<b>b</b>	8 Percent Rate Equivalent Percentage	0.771428571	0.619047619
<b>2</b>	<b>2017 Fiscal Year Persons</b>		
<b>a</b>	Enter the section 15 blended rate calculated in accordance with section 965(c)(2) (see instructions) <b>15.5 Percent Rate Equivalent Percentage</b>	<b>2a</b>	
<b>b</b>	Subtract 15.5% from line 2a. . . . .	<b>2b</b>	0
<b>c</b>	Divide line 2b by line 2a . . . . . <b>8 Percent Rate Equivalent Percentage</b>	<b>2c</b>	0
<b>d</b>	Subtract 8% from line 2a . . . . .	<b>2d</b>	0
<b>e</b>	Divide line 2d by line 2a . . . . .	<b>2e</b>	0

<b>Part III</b>	<b>Elections</b>	<b>Yes</b>	<b>No</b>
<b>A</b>	Was an election made to pay the net tax liability over 8 years as provided for in section 965(h)? . . . . .		X
<b>B</b>	Complete if a shareholder in an S corporation. Was an election made to defer payment of net tax liability as provided for in section 965(i)? . . . . .		X
<b>C</b>	Complete if a Real Estate Investment Trust. Was an election made to include income over 8 years as provided for in section 965(m)? . . . . .		X
<b>D</b>	Was an election made not to apply a net operating loss deduction as provided in section 965(n)? . . . . .		X
<b>E</b>	Was the election provided for in Regulations section 1.965-2(f)(2) made? . . . . .		X



▶ Go to [www.irs.gov/Form965B](http://www.irs.gov/Form965B) for instructions and the latest information.

Check this box if this is an amended report  . . . . . ▶

Name of taxpayer or REIT <b>GREATER TEXAS FOUNDATION</b>	Identifying number <b>74-2158821</b>	Taxable year of reporting <b>2018</b>
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REITs Electing To Account for Section 965 Amounts Over Time Must Fill Out Part III.

**Part I Report of Net 965 Tax Liability and Election To Pay in Installments**

	(a) Year of Section 965(a) Inclusion or Liability Assumed (see instructions)	(b) Taxpayer's Net Tax Liability with all 965 amounts (see instructions)	(c) Taxpayer's Net Tax Liability without 965 amounts (see instructions)	(d) Net 965 Tax Liability (subtract column (c) from column (b))	(e) Installment Election Made		(f) Net 965 Tax Liability to be paid in full in Year 1 (if column (e) is "No," enter amount from column (d))	(g) Net 965 Tax Liability to be paid in installments (if column (e) is "Yes," enter amount from column (d) and see instructions)	(h) Net 965 Tax Liability Transferred (Out), Transferred In, or Subsequent Adjustments, if any (see instructions)	(i) Tax Identification Number of buyer/transferee or seller/transferor
					Yes	No				
1	2017	123,887	123,172	715						
2	2018	237,492	236,340	1,152						
3										
4										
5										
6										
7										

**Part II Record of Amount of Net 965 Tax Liability Paid by the Taxpayer (see instructions)**

	(a) Year of Section 965(a) Inclusion or Liability Assumed (see instructions)	(b) Paid for Year 1	(c) Paid for Year 2	(d) Paid for Year 3	(e) Paid for Year 4	(f) Paid for Year 5
1	2017					
2	2018					
3						
4						
5						
6						
7						

	(g) Paid for Year 6	(h) Paid for Year 7	(i) Paid for Year 8	(j) Net 965 Tax Liability Remaining Unpaid (see instructions)	(k) Net 965 Tax Liability Paid for the Reporting Year
1					
2					
3					
4					
5					
6					
7					

**Totals** . . . . . ▶

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

**Part III Electing REIT Report of Section 965 Amounts Accounted for Over Time** (see instructions)

	(a) Tax Year of Section 965(a) Inclusion and Section 965(c) Deduction	(b) Amount Elected to be Accounted for Over Time	(c) Portion Accounted for in Year 1	(d) Portion Accounted for in Year 2	(e) Portion Accounted for in Year 3	(f) Portion Accounted for in Year 4
<b>1a</b>	2017 Section 965(a) Inclusion					
<b>1b</b>	2017 Section 965(c) Deduction					
<b>2a</b>	2018 Section 965(a) Inclusion					
<b>2b</b>	2018 Section 965(c) Deduction					
<b>3a</b>						
<b>3b</b>						
	(g) Portion Accounted for in Year 5	(h) Portion Accounted for in Year 6	(i) Portion Accounted for in Year 7	(j) Portion Accounted for in Year 8	(k) Amount Remaining to be Accounted for	(l) Portion Accounted for in this Reporting Year
<b>1a</b>						
<b>1b</b>						
<b>2a</b>						
<b>2b</b>						
<b>3a</b>						
<b>3b</b>						
<b>Totals</b> .....						

If more lines are needed for any Parts on this form, attach additional sheets.

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME	14,500,279.	1,803,572.
FEDERAL INCOME TAX REFUND	41,397.	
INTEREST INCOME - GTS NOTE	263,101.	263,101.
ADMINISTRATOR FEE	72,937.	
SECTION 965(A) INCOME FROM FLOW-THROUGH RECOVERIES PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS	37,827.	57,592.
RECOVERIES NOT PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS	16,285.	
TOTALS	<u>14,931,826.</u>	<u>2,124,265.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	77,237.	4,610.		84,701.
TOTALS	<u>77,237.</u>	<u>4,610.</u>		<u>84,701.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	133,795.	49,983.		37,074.
TOTALS	<u>133,795.</u>	<u>49,983.</u>		<u>37,074.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES	311,718.	32,297.	279,421.
IT SERVICES	24,360.		24,360.
INVESTMENT MANAGER FEES	464,857.	464,857.	
TOTALS	<u>800,935.</u>	<u>497,154.</u>	<u>303,781.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE & INCOME TAX EXPENSE	38,805.
DEFERRED TAX	584,358.
STATE INCOME TAX	20,324.
TOTALS	<u>643,487.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BUSINESS INSURANCE	46,232.	4,623.	41,609.
OFFICE EXPENSES	92,840.	9,284.	83,556.
CONVENING EXPENSE	50,798.		50,798.
TOTALS	<u>189,870.</u>	<u>13,907.</u>	<u>175,963.</u>



FORM 990-PF, PART II - CORPORATE STOCK

	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
Am Beacon Shapiro Eq Opp	3,715,299	3,715,299
DFA US Core 1	13,782,529	13,782,529
Edgewood Growth Fd	4,304,676	4,304,676
GMO Quality Fund	7,754,191	7,754,191
Vanguard Total Mkt Idx Adm	16,045,167	16,045,167
Artisan Intl Institutional Fund	8,209,994	8,209,994
DFA International Core Equity I	6,742,883	6,742,883
Dodge&Cox Intl Stock	7,726,999	7,726,999
DFA Emerging Mkts Core Eq Portfolio	3,634,344	3,634,344
Lazard Emerging Markets Equity	4,162,841	4,162,841
Dodge & Cox Income	9,707,869	9,707,869
MetWest Total Ret Fund	13,919,954	13,919,954
PIMCO Total Ret Fd	11,620,835	11,620,835
Other immaterial adjustments	(617)	(617)
<b>TOTAL</b>	<b><u>111,326,964</u></b>	<b><u>111,326,964</u></b>

## FORM 990-PF, PART II - OTHER INVESTMENTS

	ENDING BOOK VALUE	ENDING FMV
<b><u>GTF LIMITED LIABILITY ALTERNATIVE INVESTMENTS</u></b>		
ABRAMS CAPITAL	3,164,932	3,164,932
AG REALTY PARTNERS FUND VII	68,023	68,023
ANCHORAGE	4,281,047	4,281,047
BAIN XI	2,394,790	2,394,790
GNDI HOLDINGS WITH BAIN	509,867	509,867
BAIN XII	605,859	544,469
CENTERBRIDGE	1,939,777	1,939,777
DAVIDSON KEMPNER INSTITUTIONAL PARTNER	7,731,352	7,731,352
DENHAM	1,634,253	1,634,253
ELLIOTT	5,465,121	5,356,800
ENCAP ENERGY IV	1	-
ENCAP ENERGY IX	2,157,194	2,157,194
ENCAP ENERGY V	2,875	2,875
ENCAP ENERGY VI	95,482	119,384
ENCAP ENERGY VII	247,499	247,498
ENCAP ENERGY VIII	415,966	415,967
ENCAP ENERGY X	2,095,367	2,207,861
ENCAP ENERGY XI	206,191	206,191
GOVERNORS LANE	3,178,807	3,178,807
MASON	3,849,876	3,849,876
MERIT ENERGY PARTNERS F-1, LP	2,778	2,778
MERIT ENERGY PARTNERS G	308,894	308,894
MERIT ENERGY PARTNERS H	1,429,587	1,429,587
MERIT ENERGY PARTNERS I	3,652,473	3,652,473
MERIT ENERGY PARTNERS J	2,559,625	2,559,625
NATURAL GAS PARTNERS IX	71,605	71,605
NATURAL GAS PARTNERS XI	2,431,189	2,431,189
OCM OPPORTUNITIES FUND	1	-
OLD IRONSIDES	353,895	353,895
OZ OVERSEAS FUND	16,133	16,113
PARK STREET CAPITAL PRIVATE EQUITY VII	1,338,353	1,338,353
SENATOR	3,377,260	3,375,753
REALTY ASSOCIATES VIII	19,318	19,318
VALUEACT ALLCAP INTERNATIONAL	8,024,000	8,024,000
VARDE INVESTMENT PARTNERS	5,089,742	5,089,741
WHEELOCK	804,289	804,289
EMMINENCE	5,293,796	5,293,796
HIGHFIELD	1,838,788	1,838,788
HOPELITE	4,215,896	4,215,896
KENSICO	4,783,713	4,783,713
AKO	5,000,000	5,000,000
CANTILLON	10,790,042	10,790,157
CEDAR ROCK	3,310,477	3,310,591
	<u>104,756,135</u>	<u>104,721,517</u>
<b><u>GTF MUTUAL FUNDS ALTERNATIVE INVESTMENTS</u></b>		
TIFF V US	105,017	108,249
<b><u>GRAND TOTAL</u></b>	<u><u>104,861,152</u></u>	<u><u>104,829,766</u></u>

## FORM 990-PF, PART II - LAND, BUILDINGS, AND EQUIPMENT

	BALANCE AS OF 12/31/2017	ADDITIONS	RETIREMENTS	BALANCE AS OF 12/31/2018
PROPERTY AND EQUIPMENT				
PROPERTY AND EQUIPMENT NOT BEING DEPRECIATED:				
LAND AND IMPROVEMENTS	3,441,198			3,441,198
TOTAL PROPERTY AND EQUIPMENT NOT BEING DEPRECIATED	3,441,198	-	-	3,441,198
OTHER PROPERTY AND EQUIPMENT:				
PROPERTY, PLANT & EQUIPMENT	115,235	29,107		144,342
FURNITURE, ART & ACCESSORIES (NEW BUILD)	392,431	10,804		403,235
BUILDING (MOVED FROM CONST IN PROGRESS)	4,853,863			4,853,863
TOTAL OTHER PROPERTY AND EQUIPMENT	5,361,529	39,911	-	5,401,440
LESS: ACCUMULATED DEPRECIATION				
PROPERTY, PLANT & EQUIPMENT	94,747	12,546		107,293
FURNITURE, ART & ACCESSORIES (NEW BUILD)	360,021	32,273		392,294
BUILDING	803,058	124,458		927,516
TOTAL ACCUMULATED DEPRECIATION	1,257,826	169,276	-	1,427,102
TOTAL PROPERTY AND EQUIPMENT, NET	7,544,901	(129,365)	-	7,415,536

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI: GTS NOTE-ADMIN FEE REC	13,222.	11,502.	11,502.
PRI: GTS NOTE-INTEREST REC	110,286.	110,286.	110,286.
INCOME/EXCISE TAX RECEIVABLE	199,754.	256,345.	256,345.
REC-LIMITED PARTNER DISTRIB.	12,973,530.	3,400,620.	3,400,620.
PRI: GTS NOTE REC	12,416,135.	12,416,135.	12,416,135.
TOTALS	<u>25,712,927.</u>	<u>16,194,888.</u>	<u>16,194,888.</u>

GREATER TEXAS FOUNDATION  
EIN: 74-2158821  
DECEMBER 31, 2018

PART II, LINE 15 - PROGRAM RELATED INVESTMENT FOR WHICH EXPENDITURE  
RESPONSIBILITY IS EXERCISED

GREATER TEXAS FOUNDATION MADE A LOAN TO GREATER TEXAS SERVICES IN 2018 FOR WHICH IT EXERCISED EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION 4945(H). ALTHOUGH EXERCISING EXPENDITURE RESPONSIBILITY FOR THIS INVESTMENT IS NOT REQUIRED, THE FOUNDATION HAS DONE SO.

1. NAME AND ADDRESS OF LOAN RECIPIENT:

GREATER TEXAS SERVICES  
6100 FOUNDATION PLACE DRIVE  
BRYAN, TX 77807

2. DATE AND AMOUNT OF LOAN:

ISSUED 2/1/2017  
\$12,416,135

3. PURPOSE OF THE LOAN:

GREATER TEXAS FOUNDATION TRANSFERRED ITS STUDENT LOAN PORTFOLIO TO GREATER TEXAS SERVICES ON FEBRUARY 1, 2017 BY AN ASSIGNMENT AND ASSUMPTION AGREEMENT. AS PART OF THIS AGREEMENT, GREATER TEXAS SERVICES ASSUMED ALL STUDENT LOAN OBLIGATIONS PREVIOUSLY HELD BY THE FOUNDATION, AND THE FOUNDATION ISSUED A LOAN TO GREATER TEXAS SERVICES IN THE AMOUNT OF \$12,416,135, EQUAL TO THE EQUITY VALUE OF THE PORTFOLIO ON THE DATE OF TRANSFER. THIS NOTE RECEIVABLE IS A PROGRAM RELATED INVESTMENT TO THE FOUNDATION.

THE PURPOSE OF THE LOAN IS TO ASSIST GREATER TEXAS SERVICES IN ACHIEVING ITS CHARITABLE GOAL OF ENGAGING IN EDUCATIONAL ACTIVITIES FOR THE BENEFIT OF STUDENTS IN THE STATE OF TEXAS AND PROVIDING FUNDING TO ANY STUDENT THROUGH LOANS, SCHOLARSHIPS, AND OTHER MEANS.

4. LOAN BALANCE AS OF 12/31/18:

\$12,416,135

5. DIVERSION OF FUNDS FROM THE PURPOSE OF THE LOAN:

NONE

6. GRANTEE REPORTS:

THE GRANTEE PROVIDED AUDITED FINANCIAL STATEMENTS AND CONFIRMATION OF COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT IN 2019 FOR THE 2018 CALENDAR YEAR.

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: THE BANK AND TRUST  
 ORIGINAL AMOUNT: 3,697,500.  
 INTEREST RATE: TARGET FED FUNDS + 1.5% WITH A FLOOR OF 1.75%  
 DATE OF NOTE: 05/06/2015  
 MATURITY DATE: 04/23/2025  
 REPAYMENT TERMS: \$35,602/MONTH  
 SECURITY PROVIDED: BUILDING  
 PURPOSE OF LOAN: FINANCE BUILDING

BEGINNING BALANCE DUE .....	2,711,500.
ENDING BALANCE DUE .....	<u>2,346,154.</u>
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	<u>2,711,500.</u>
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	<u>2,346,154.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	31,794,859.
TOTAL	<u>31,794,859.</u>

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT 336,044.

CONTROLLED ENTITY'S NAME: GREATER TEXAS SERVICES, INC.  
CONTROLLED ENTITY'S ADDRESS: 6100 FOUNDATION PLACE DRIVE  
SECOND LINE ADDRESS: BRYAN, TX 77807  
EIN: 74-2471210  
TRANSFER AMOUNT: 263,107.  
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:  
NOTE RECEIVABLE INTEREST

CONTROLLED ENTITY'S NAME: GREATER TEXAS SERVICES, INC.  
CONTROLLED ENTITY'S ADDRESS: 6100 FOUNDATION PLACE DRIVE  
SECOND LINE ADDRESS: BRYAN, TX 77807  
EIN: 74-2471210  
TRANSFER AMOUNT: 72,937.  
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:  
ADMINISTRATIVE FEE

GREATER TEXAS SERVICES, INC. IS NOT AN EXCESS BUSINESS HOLDING WITH RESPECT TO GREATER TEXAS FOUNDATION.



FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MR. RALPH RUSHING 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CHAIRMAN 3.29	32,000.	0.	0.
DR. SAMUEL GILLESPIE 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	VICE CHAIRMAN 6.94	28,000.	0.	0.
MR. BILL YOUNGKIN 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SECRETARY 2.80	28,000.	0.	0.
DR. JOHN MOSS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 5.50	28,000.	0.	0.
MRS. JUDY N. HOLT 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 1.48	24,000.	0.	0.
MR. A.D. JAMES, JR. 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.53	24,000.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DR. TERRY JONES 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 1.69	24,000.	0.	0.
DR. ALONZO SOSA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.47	28,000.	0.	0.
DR. DONALD THOMPSON 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 3.42	28,000.	0.	0.
SUE MCMILLIN 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	PRESIDENT/CEO 40.00	275,000.	27,500.	600.
	GRAND TOTALS	<u>519,000.</u>	<u>27,500.</u>	<u>600.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
AMBER BASS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CFO 32.00	131,840.	13,184.	600.
CAROL MILLER 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	GRANT MANAGER 40.00	103,000.	10,300.	600.
LESLIE GURROLA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	STRATEGY MANAGER 40.00	97,850.	9,785.	600.
ALLISON PENNINGTON 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	PROJECT ASSOCIATE 40.00	67,000.	6,700.	600.
ERIN ARNOLD 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SENIOR ACCOUNTANT 32.00	65,920.	6,592.	600.
	TOTAL COMPENSATION	<u>465,610.</u>	<u>46,561.</u>	<u>3,000.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PRODIGY ASSET MANAGEMENT, LLC 14100 CRAWFORD STREET BOYS TOWN, NE 68010-7520	INVESTMENT MANAGER	473,412.
KPMG, LLP P.O. BOX 120001 DALLAS, TX 75312	AUDIT & TAX	101,638.
LARRY HOLT 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	LEGAL	70,410.
DESIGN GROUP 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SCHOLARS EVALUATION	198,000.
	TOTAL COMPENSATION	<u>843,460.</u>

## FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Austin Community Foundation for the Capital Area	4315 Guadalupe St., Ste. 300, Austin, TX 78751-3644	\$ 25,000	None	PC	To support policy research as part of TEGAC's guided pathways policy work group in 2018-2019.
Baylor University	1 Bear Pl., Unit 97301, Waco, TX 76798	\$ 5,000	None	PC	To provide scholarship to Baylor School of Law through the Larry G. Holt Endowed Scholarship.
Breakthrough	1050 E. 11th Street, Suite 350, Austin, TX 78702-0000	\$ 55,000	None	PC	To support a strategic planning process for Breakthrough.
Catch the Next, Inc.	582 Ocean Avenue, Suite A, West Haven, CT 06516-0978	\$ 357,000	None	PC	To support scaling an effort to improve post-secondary preparation, access, persistence, and success in Texas.
Catch the Next, Inc.	582 Ocean Avenue, Suite A, West Haven, CT 06516-0978	\$ 22,750	None	PC	To support the Puente model in Texas.
College for All Texans Foundation Closing the Gaps	1200 E. Anderson Ln., Austin, TX 78752-1706	\$ 35,000	None	SO Type I	To support an in-depth study of the effectiveness of currently delivered dual credit programs in Texas.
College Forward	P.O. Box 142308, Austin, Texas 78714	\$ 50,000	None	PC	To support institutions of higher education develop the capacity to effectively support their most vulnerable students.
Communities Foundation of Texas, Inc. (dba Educate Texas)	5500 Caruth Haven Ln., Dallas, TX 75225-8146	\$ 160,000	None	PC	To support a foundational strategy for aligning the community, utilizing data to inform strategies, and accelerating efforts to increase student success.
Communities Foundation of Texas, Inc. (dba Educate Texas)	5500 Caruth Haven Ln., Dallas, TX 75225-8146	\$ -	None	PC	To support the Texas College Access Network (TxCAN).
Council for Adult and Experiential Learning	55 E. Monroe St., Ste. 2710, Chicago, IL 60603-5720	\$ 266,432	None	PC	To support The Council for Adult and Experiential Learning (CAEL), in partnership with Excelencia in Education (Excelencia), in a three-year Adult Learner 360 Academy (Academy).
Council on Foundations, Inc.	1828 L Street, NW, No. 300, Washington, DC 20036-0000	\$ 17,900	None	PC	To support the foundation's 2018 membership.
Council on Foundations, Inc.	1828 L Street, NW, No. 300, Washington, DC 20036-0000	\$ 17,900	None	PC	To support the foundation's 2019 membership to the Council on Foundations.
Dallas County Community College District Foundation, Inc.	1601 S. Lamar Street, Dallas, TX 75215	\$ 25,000	None	PC	To support a mixed-methods case study to evaluate the Dallas Promise Network.
E3 Alliance	5930 Middle Fiskville Rd., No. 507, Austin, TX 78752-4390	\$ 12,848	None	PC	To support Pathways of Promise 2.0 (PoP2) to provide broader and more equitable educational pathways leading to postsecondary credentials and meaningful careers.
E3 Alliance	5930 Middle Fiskville Rd., No. 507, Austin, TX 78752-4390	\$ 500,000	None	PC	To support Pathways of Promise 3.0 whose purpose of is to Build Systems for Equitable STEM and Career Pathways.
EduGuide	321 N. Pine St., Lansing, MI 48933-1023	\$ 100,000	None	PC	To support a program that will build student grit and other non-cognitive skills.
Excelencia in Education, Inc.	1156 15th St., NW, Suite 1001, Washington, DC 20005	\$ 5,000	None	PC	To support Excelencia in Education's consulting services for the Latino Student Success Funders Group.
Genesys Works	14400 Memorial Drive, #200, Houston, TX 77079	\$ 150,000	None	PC	To support Genesys Works to create a transfer program.
Grantmakers for Education	851 SW 6th Avenue, Suite 350, Portland, OR 97204	\$ 2,500	None	PC	2018 membership support for Grantmakers for Education.

## FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Houston Independent School District Foundation	4400 W. 18th St., Houston, TX 77092-8501	\$ 50,000	None	PC	To support the technology needs of students and teachers whose schools were severely damaged by Hurricane Harvey.
Howard Payne University	1000 Fisk Ave., Brownwood, TX 76801-2715	\$ 10,000	None	PC	To create a scholarship endowment at Howard Payne University.
Howard Payne University	1000 Fisk Ave., Brownwood, TX 76801-2715	\$ 5,000	None	PC	To create a scholarship endowment at Howard Payne University.
Intercultural Development Research Association	5815 Callaghan Rd., Ste. 101, San Antonio, TX 78228-1102	\$ 18,000	None	PC	To support a mixed-method study of the implementation of HB5.
Intercultural Development Research Association	5815 Callaghan Rd., Ste. 101, San Antonio, TX 78228-1102	\$ 350,000	None	PC	To support research into challenges presented by HB5 to counselors and students.
Jobs for the Future, Inc.	88 Broad St., Fl. 8, Boston, MA 02110-3407	\$ 447,500	None	PC	To support Jobs for the Future in bringing the evidenced based Back on Track to College model to five Texas dropout recovery schools.
Jobs for the Future, Inc.	88 Broad St., Fl. 8, Boston, MA 02110-3407	\$ 135,000	None	PC	To support a due diligence process for the selection of schools and programs serving off-track and out-of-school youth.
KIPP Texas, Inc.	10711 KIPP Way, Houston, TX 77099-2675	\$ 15,000	None	PC	To support Phase III of United for College Success.
KIPP Texas, Inc.	10711 KIPP Way, Houston, TX 77099-2675	\$ 250,000	None	PC	To support United for College Success (UFCS) Phase IV.
Lee College Foundation, Inc.	909 Decker Dr., Baytown, TX 77520	\$ -	None	PC	To support the development of the Lee College Dual Credit Institute.
National College Access Network, Inc.	1001 Connecticut Ave. E., NW, Ste. 632, Washington, DC 20036-5508	\$ 5,000	None	PC	To support the 2018 NCAN National Conference, September 24-26 in Pittsburgh, PA.
Northeast Texas Community College Foundation	PO Box 1307, Mt. Pleasant, TX 75456-9991	\$ 25,000	None	PC	To support NTCC's Work Scholarship Program.
P16PLUS Council of Greater Bexar County Foundation, Inc.	1142 E. Commerce St., San Antonio, TX 78205	\$ 500,000	None	PC	To support an intensive two-year intervention to build the capacity of Bexar County school districts to implement high-quality dual credit options for their students.
Paul Quinn College	3837 Simpson Stuart Rd., Dallas, TX 75241-4331	\$ 500	None	PC	To support scholarships at Paul Quinn College
Paul Quinn College	3837 Simpson Stuart Rd., Dallas, TX 75241-4331	\$ 10,000	None	PC	To provide scholarships at Paul Quinn College.
PEAK Grantmaking, Inc.	1666 K St., NW, Ste. 440, Washington, DC 20006-1242	\$ 266	None	PC	To support the foundation's 2019 membership in PEAK Grantmaking.
Pharr San Juan Alamo Independent School District	PO Box 1150, Pharr, TX 78577-0345	\$ 10,000	None	GOV	To support the College for All Initiative which will allow PSJA ISD to continue share strategies and progress on key initiatives.
Roscoe Collegiate Independent School District	PO Box 579, Roscoe, TX 79545	\$ 100,000	None	GOV	To support Roscoe Collegiate ISD in driving and sustaining educational innovation in Roscoe, and creating a P-20 demonstration site as a trial and adoption center in the district.
Sam Houston State University	Box 2537, Huntsville, TX 77341-2537	\$ 30,813	None	GOV	To support research to develop a special section of the first-year seminar to enhance the academic performance of students.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Southwestern University	1001 E. University Ave., Georgetown, TX 78626-6100	\$ 500	None	PC	To support student scholarships at Southwestern University.
Texas A&M Foundation	401 George Bush Drive, College Station, TX 77840-2811	\$ 1,255,200	None	PC	To increase the number of rural students enrolling in and completing a postsecondary certificate or degree program.
Texas A&M Foundation	401 George Bush Drive, College Station, TX 77840-2811	\$ 10,000	None	PC	To provide scholarships for the veterans.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 65,000	None	GOV	A scholarship and retention program for early college high school graduates.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 162,796	None	GOV	To support the dissemination of institutional capacity-building tools and activities (CBTA) to create stronger pathways to and through college for male students of color.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 182,000	None	GOV	A scholarship and retention program for early college high school graduates.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 50,000	None	GOV	To support college advising at two Bryan ISD high schools.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ -	None	GOV	To support educational scholarships for leadership at Texas A&M University.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 6,000	None	GOV	To support educational scholarships for leadership at Texas A&M University.
Texas A&M University-Commerce	P.O. Box 3011, Commerce, TX 75429-3011	\$ 29,846	None	GOV	To support research focusing on teachers working with students from diverse backgrounds in rural east Texas.
Texas A&M University-San Antonio	One University Way, San Antonio, TX 78224	\$ 110,000	None	GOV	A scholarship and retention program for early college high school graduates.
Texas Community College Education Initiative	1304 San Antonio St., Ste. 201, Austin, TX 78701-1686	\$ 13,900	None	PC	To support a Board of Trustees Institute over three to promote student access and success in Texas Community Colleges.
Texas Community College Education Initiative	1304 San Antonio St., Ste. 201, Austin, TX 78701-1686	\$ 375,000	None	PC	To support an integrated, system-wide approach to student success.
Texas State University	601 University Dr., San Marcos, TX 78666-4684	\$ 10,000	None	GOV	To support research that will investigate the efficacy of new Integrated Reading & Writing (IRW) courses.
Texas State University	601 University Dr., San Marcos, TX 78666-4684	\$ 10,000	None	GOV	To provide scholarships at the McCoy College of Business at Texas State University.
Texas Tech University	Texas Tech University, Lubbock, TX 79409-1035	\$ 30,000	None	GOV	To support research to examine the influence of dual enrollment participation on working-class, first-generation, students of color on college matriculation, transition, and persistence.
Texas Tribune, Inc.	919 Congress Avenue, Sixth Floor, Austin, TX 78701	\$ 10,000	None	PC	To support the renewal of data analysis and presentation of a critical education-related project.
Texas Tribune, Inc.	919 Congress Avenue, Sixth Floor, Austin, TX 78701	\$ 20,000	None	PC	To support The Texas Tribune's education data applications and education reporting.
Texas Tribune, Inc.	919 Congress Avenue, Sixth Floor, Austin, TX 78701	\$ 10,000	None	PC	To support the The Texas Tribune to work with the Texas Rural Strategy Group.
The Aspen Institute, Inc.	2300 N Street, NW, Suite 700, Washington, DC 20037	\$ 165,000	None	PC	To support the Opportunity Youth Incentive Fund.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

The Aspen Institute, Inc.	2300 N Street, NW, Suite 700, Washington, DC 20037	\$ 160,000	None	PC	To support the development of a cadre of exceptional leaders who can transform community colleges to achieve higher levels of student success.
The Texas A&M University Commerce Foundation	P.O. Box 3425, Commerce, TX 75429-3425	\$ 2,000	None	PC	To provide need based scholarships at Texas A&M University-Commerce.
The Texas A&M University Commerce Foundation	P.O. Box 3425, Commerce, TX 75429-3425	\$ 3,000	None	PC	To provide scholarships at Texas A&M University-Commerce.
The University of Texas at Arlington	701 S. Nedderman, Ste. 421, UTA Box 19193, Arlington, TX 76019-0193	\$ 24,786	None	GOV	To support research that will investigate the effects of students' transfer pathways, early academic momentum, and course-taking patterns.
The University of Texas at Arlington	701 S. Nedderman, Ste 421, UTA Box 19193, Arlington, TX 76019-0193	\$ 2,500	None	GOV	To provide scholarships through the Department of English at the University of Texas at Arlington.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 50,000	None	GOV	To support research that will document the Survey of Entering Student Engagement (SENSE) validity.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 30,000	None	GOV	To support a study that will examine transfer policies in Texas.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 8,332	None	GOV	To support 15 small, rural colleges' institutional capacity to collect, analyze, and use a variety of student data to build a culture of evidence on their campuses.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 30,000	None	GOV	To support research into what information students receive about transfer policies and how it influences students' educational decisions and trajectories.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 29,105	None	GOV	To support research examining the effects of Transitions to College Mathematics course on post-secondary participation.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ -	None	GOV	To support regional partnerships that impact systems change in math course pathways.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 30,000	None	GOV	To support research to investigate Black student networks at two universities to understand how they facilitate college completion.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 100,000	None	GOV	To establish an innovative technology to inform students about efficient pathways to completion of undergraduate certificates and degrees.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 5,000	None	GOV	To support the 2018 UTeach Annual Conference.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 500,000	None	GOV	To provide a comprehensive approach to enhance student outcomes in math.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 150,000	None	GOV	To support a three-phase strategy to bring together practitioners, policymakers, researchers, and influencers to develop evidence-based recommendations that inform and influence an action plan.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 250,000	None	GOV	Research to build a stronger understanding of the longitudinal transfer process.



FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 10,000	None	GOV	To support the 5th Annual Texas Male Student Leadership Summit convened by the Texas Education Consortium for Male Students of Color.
The University of Texas at El Paso	500 West University Avenue, El Paso, TX 79968-0569	\$ 50,000	None	GOV	Support for Region XIX accelerated ECHS students to Baccalaureate completion and graduate school.
The University of Texas at El Paso	500 West University Avenue, El Paso, TX 79968-0569	\$ 104,872	None	GOV	A scholarship and retention program for early college high school graduates.
The University of Texas at Permian Basin	4901 East University Blvd., Odessa, TX 79762-0001	\$ 70,000	None	GOV	To support the Rural Digital Early College High School Initiative which provides blended online and face-to-face instruction through ECHS partnerships.
The University of Texas at Permian Basin	4901 East University Blvd., Odessa, TX 79762-0001	\$ 110,000	None	GOV	A scholarship and retention program for early college high school graduates.
The University of Texas at Tyler	3900 University Blvd., Tyler, TX 75701-6699	\$ 110,000	None	GOV	A scholarship and retention program for early college high school graduates.
The University of Texas at Tyler	3900 University Blvd., Tyler, TX 75701-6699	\$ 43,296	None	GOV	To support a one-year, professional development program addressing the content areas of Algebraic Thinking and Proportional Reasoning.
The University of Texas at Tyler	3900 University Blvd., Tyler, TX 75701-6699	\$ 600,000	None	GOV	To support professional development to 5th grade Mathematics to high school Geometry teachers in Rural East Texas.
The University of Texas Rio Grande Valley	1201 W. University Dr., EITTB 1.210, Edinburg, TX 78539	\$ 50,000	None	GOV	A scholarship and retention program for early college high school graduates.
The University of Texas Rio Grande Valley	1201 W. University Dr., EITTB 1.210, Edinburg, TX 78539	\$ 190,000	None	GOV	A scholarship and retention program for early college high school graduates.
The University of Texas Rio Grande Valley	1201 W. University Dr., EITTB 1.210, Edinburg, TX 78539	\$ 29,500	None	GOV	To support research which will address the need for a more inclusive science curriculum to better prepare Latina/o students.
University of Arizona Foundation	1111 N. Cherry Ave., Tucson, AZ 85721-0111	\$ 2,500	None	PC	To provide a scholarship at The University of Arizona in the name of Jill Koyama.
University of Houston	5000 Gulf Freeway, Building 1, Room 241, Houston, TX 77204-5049	\$ 29,207	None	GOV	To support research that studies the effectiveness of the University of Houston's teacher preparation program and supporting recent graduates into their first two years of teaching.
University of Houston	5000 Gulf Freeway, Building 1, Room 241, Houston, TX 77204-5049	\$ 50,000	None	GOV	A scholarship and retention program for early college high school graduates.
University of Houston	5000 Gulf Freeway, Building 1, Room 241, Houston, TX 77204-5049	\$ 150,000	None	GOV	To support research to determine the impact of a new 15 to Finish initiative on degree attainment among students attending Houston Community College.
University of Houston-Downtown	One Main Street, Houston, TX 77002	\$ 110,000	None	GOV	A scholarship and retention program for early college high school graduates.

## FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

University of North Texas	1155 Union Circle, #311250, Denton, TX 76203-5017	\$ 600,000	None	GOV	To support high school and middle school students with career guidance that will lead to greater confidence in post-graduation plans.
University of North Texas at Dallas Foundation	7300 University Hills Blvd DALLAS TX 75241-4605	\$ 10,000	None	PC	To provide scholarships to first generation students at the University of North Texas at Dallas.
University of North Texas Foundation	1155 Union Circle, #311250, Denton, TX 76203-5017	\$ -	None	GOV	A scholarship and retention program for early college high school graduates.
University of North Texas Foundation	1155 Union Circle, #311250, Denton, TX 76203-5017	\$ 120,000	None	PC	A scholarship and retention program for early college high school graduates.
Valley Initiative for Development and Advancement (VIDA)	417 S. Ohio, Mercedes, TX 78570	\$ 125,000	None	PC	To support VIDA in assisting 100 low income women in completing post-secondary training.
Waco Foundation	1227 N. Valley Mills Dr., Ste. 235, Waco, TX 76710-4447	\$ 3,000	None	PC	To support convening expenses of the Rural Funders Collaborative in Texas.
Waco Foundation	1227 N. Valley Mills Dr., Ste. 235, Waco, TX 76710-4447	\$ 5,000	None	PC	To support convening travel stipends for the education representatives of the Rural Funders Collaborative in Texas.
West Texas A&M University Foundation	WTAMU Box 60766, Canyon, TX 79016-0001	\$ 10,000	None	PC	To support a landscape assessment that will help West Texas A&M University and partners increase educational attainment.
Yes We Must Coalition	5 Coltsway, Wayland, MA 01778	\$ 2,500	None	PC	To support round table discussions at the Yeas We Must Coalition's national conference to be held October 24-26, 2018 in Austin, TX.
<b>TOTAL</b>		<b>\$ 10,244,249</b>			

## FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Organization Legal Name	Organization Address	Amount Outstanding at 12/31/18	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Breakthrough	1050 E. 11th Street, Suite 350, Austin, TX 78702-0000	\$ 10,000	None	PC	To support a strategic planning process for Breakthrough.
Catch the Next, Inc.	582 Ocean Avenue, Suite A, West Haven, CT 06516-0978	\$ 357,000	None	PC	To support scaling an effort to improve post-secondary preparation, access, persistence, and success in Texas.
Council for Adult and Experiential Learning	55 E. Monroe St., Ste. 2710, Chicago, IL 60603-5720	\$ 233,465	None	PC	To support The Council for Adult and Experiential Learning (CAEL), in partnership with Excelencia in Education (Excelencia), in a three-year Adult Learner 360 Academy (Academy).
Dallas County Community College District Foundation, Inc.	1601 S. Lamar Street, Dallas, TX 75215	\$ 175,000	None	PC	To support a mixed-methods case study to evaluate the Dallas Promise Network.
E3 Alliance	5930 Middle Fiskville Rd., No. 507, Austin, TX 78752-4390	\$ 212,120	None	PC	To support Pathways of Promise 3.0 whose purpose of is to Build Systems for Equitable STEM and Career Pathways.
Genesys Works	14400 Memorial Drive, #200, Houston, TX 77079	\$ 15,000	None	PC	To support Genesys Works to create a transfer program.
Intercultural Development Research Association	5815 Callaghan Rd., Ste. 101, San Antonio, TX 78228-1102	\$ 218,858	None	PC	To support research into challenges presented by HB5 to counselors and students.
Jobs for the Future, Inc.	88 Broad St., Fl. 8, Boston, MA 02110-3407	\$ 447,500	None	PC	To support Jobs for the Future in bringing the evidenced based Back on Track to College model to five Texas dropout recovery schools.
KIPP Texas, Inc.	10711 KIPP Way, Houston, TX 77099-2675	\$ 211,032	None	PC	To support United for College Success (UFCS) Phase IV.
Northeast Texas Community College Foundation	PO Box 1307, Mt. Pleasant, TX 75456-9991	\$ 225,000	None	PC	To support NTCC's Work Scholarship Program.
P16PLUS Council of Greater Bexar County Foundation, Inc.	1142 E. Commerce St., San Antonio, TX 78205	\$ 231,000	None	PC	To support an intensive two-year intervention to build the capacity of Bexar County school districts to implement high-quality dual credit options for their students.
Roscoe Collegiate Independent School District	PO Box 579, Roscoe, TX 79545	\$ 332,000	None	GOV	To support Roscoe Collegiate ISD in driving and sustaining educational innovation in Roscoe, and creating a P-20 demonstration site as a trial and adoption center in the district.
Texas A&M University	4222 TAMU, College Station, TX 77843	\$ 4,000	None	GOV	To support educational scholarships for leadership at Texas A&M University.
Texas Tribune, Inc.	919 Congress Avenue, Sixth Floor, Austin, TX 78701	\$ 180,000	None	PC	To support The Texas Tribune's education data applications and education reporting.
The Aspen Institute, Inc.	2300 N Street, NW, Suite 700, Washington, DC 20037	\$ 100,000	None	PC	To support the development of a cadre of exceptional leaders who can transform community colleges to achieve higher levels of student success.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 100,000	None	GOV	To establish an innovative technology to inform students about efficient pathways to completion of undergraduate certificates and degrees.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 725,158	None	GOV	To provide a comprehensive approach to enhance student outcomes in math.
The University of Texas at Austin	110 Inner Campus Drive, Austin, TX 78705	\$ 148,000	None	GOV	Research to build a stronger understanding of the longitudinal transfer process.
The University of Texas at Tyler	3900 University Blvd., Tyler, TX 75701-6699	\$ 265,963	None	GOV	To support professional development to 5th grade Mathematics to high school Geometry teachers in Rural East Texas.
University of Houston	5000 Gulf Freeway, Building 1, Room 241, Houston, TX 77204-5049	\$ 166,404	None	GOV	To support research to determine the impact of a new 15 to Finish initiative on degree attainment among students attending Houston Community College.
Valley Initiative for Development and Advancement (VIDA)	417 S. Ohio, Mercedes, TX 78570	\$ 75,000	None	PC	To support VIDA in assisting 100 low income women in completing post-secondary training.

TOTAL \$ 4,432,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME			14	14,500,279.	
INTEREST INCOME - GTS NOTE			14	263,101.	
ADMINISTRATOR FEE			14	72,937.	
FEDERAL INCOME TAX REFUND			01	41,397.	
RECOVERIES PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS			01	37,827.	
RECOVERIES NOT PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS			01	16,285.	
TOTALS				<u>14,931,826.</u>	

FORM 965, PAGE 1 DETAIL

Part I, Line 2 - 2018 Tax Year Sec 965(a) Inclusion from Pass-Through  
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Varde Investment Partners, L.P.

57,592

**TOTAL**

**57,592**

FORM 965, PAGE 1 DETAILPart I, Line 5 - 2017 Tax Year Sec 965(a) Inclusion from Pass-Through

Centerbridge Credit Partners TE, LP	11,593
Davidson Kempner Institutional Partners LP	2,006
Park Street Captial Private Equity Fund VII, L.P.	5,620
TIFF Partners V-US, LLC	226
Varde Investment Partners, L.P.	52,057

**TOTAL**71,502

FORM 965, PAGE 1 DETAIL

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Part II, Line 16 - 2018 Tax Year Sec 965(c) Deduction from Pass-Through  
Varde Investment Partners, L.P.

34,953

**TOTAL**

**34,953**

FORM 965, PAGE 1 DETAILPart II, Line 27 - 2017 Tax Year Sec 965(c) Deduction from Pass-Through

Centerbridge Credit Partners TE, LP	6,459
Davidson Kempner Institutional Partners LP	1,473
Park Street Captial Private Equity Fund VII, L.P.	3,385
TIFF Partners V-US, LLC	131
Varde Investment Partners, L.P.	28,995

**TOTAL****40,443**



FORM 990-PF, PART V, LINE 1, COLUMN C

FOR TAX YEARS 2016 AND 2017, THE INCORRECT VALUATION WAS USED FOR THE FOUNDATION'S NONCHARITABLE USE LAND. THIS WAS AN INADVERTENT ERROR AND WAS NOT WILLFUL. THE TAXPAYER HAS CORRECTED THE VALUATION OF NONCHARITABLE USE LAND BASED ON THE THIRD PARTY APPRAISAL REPORT OBTAINED IN 2015 ACCORDANCE WITH TREAS. REG. SEC. 53.4942(a)-2(c)(4)(iv)(b).

Name: **GREATER TEXAS FOUNDATION** Employer identification number: **74-2158821**

**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**

<b>1</b>	Total tax (see instructions) . . . . .	<b>1</b>	239,175.
<b>2a</b>	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 . . . . .	<b>2a</b>	
<b>b</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 . . . . .	<b>2b</b>	
<b>c</b>	Credit for federal tax paid on fuels (see instructions) . . . . .	<b>2c</b>	
<b>d</b>	<b>Total.</b> Add lines 2a through 2c . . . . .	<b>2d</b>	
<b>3</b>	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty . . . . .	<b>3</b>	239,175.
<b>4</b>	Enter the tax shown on the corporation's 2017 income tax return. See instructions. <b>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 . . . . .</b>	<b>4</b>	124,236.
<b>5</b>	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 . . . . .	<b>5</b>	124,236.

**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.**

<b>6</b>	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
<b>7</b>	<input type="checkbox"/>	The corporation is using the annualized income installment method.
<b>8</b>	<input type="checkbox"/>	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)
<b>9</b> <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year . . . . .	05/15/2018	06/15/2018	09/17/2018	12/17/2018
<b>10</b> <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule 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 . . . . .	31,059.	31,059.	31,059.	31,059.
<b>11</b> Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions . . . . .	220,200.		36,000.	
<b>Complete lines 12 through 18 of one column before going to the next column.</b>				
<b>12</b> Enter amount, if any, from line 18 of the preceding column . . . . .		189,141.	158,082.	163,023.
<b>13</b> Add lines 11 and 12 . . . . .		189,141.	194,082.	163,023.
<b>14</b> Add amounts on lines 16 and 17 of the preceding column . . . . .				
<b>15</b> Subtract line 14 from line 13. If zero or less, enter -0- . . . . .	220,200.	189,141.	194,082.	163,023.
<b>16</b> If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- . . . . .				
<b>17</b> <b>Underpayment.</b> 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 . . . . .				
<b>18</b> <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column . . . . .	189,141.	158,082.	163,023.	

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)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C Corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions . . . . .	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19. . . . .	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2018 and before 7/1/2018	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365} \times 5\%$ (0.05)	<b>22</b>	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2018 and before 10/1/2018	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365} \times 5\%$ (0.05)	<b>24</b>	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2018 and before 1/1/2019	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365} \times 5\%$ (0.05)	<b>26</b>	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2018 and before 4/1/2019	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 6\%$ (0.06)	<b>28</b>	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2019 and before 7/1/2019	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times \%$	<b>30</b>	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2019 and before 10/1/2019	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times \%$	<b>32</b>	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2019 and before 1/1/2020	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times \%$	<b>34</b>	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2019 and before 3/16/2020	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{366} \times \%$	<b>36</b>	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 . . . . .	<b>37</b>	\$	\$	\$
<b>38 Penalty.</b> 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 . . . . .	<b>38</b>	\$		

\*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](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.