

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

2018

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2018 or tax year beginning _____, **2018, and ending** _____

Sterling-Turner Foundation
5850 San Felipe #125
Houston, TX 77057

A Employer identification number
74-1460482

B Telephone number (see instructions)
713-237-1117

C If exemption application is pending, check here. ▶

D 1 Foreign organizations, check here. ▶

2 Foreign organizations meeting the 85% test, check here and attach computation ▶

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 48,599,272.

J Accounting method: Cash Accrual
 Other (specify) Modified Cash
(Part I, column (d) must be on cash basis.)

| | 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).) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule). . . | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 11,953. | 11,953. | N/A | |
| | 4 Dividends and interest from securities | 2,088,914. | 2,088,914. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 2,713,871. | | | |
| | b Gross sales price for all assets on line 6a | 2,867,656. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,713,871. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule). | | | | | |
| 11 Other income (attach schedule). | | | | | |
| 12 Total. Add lines 1 through 11. | 4,814,738. | 4,814,738. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 2,500. | | | 2,500. |
| | 14 Other employee salaries and wages | 82,250. | | | 82,250. |
| | 15 Pension plans, employee benefits | 20,111. | | | 20,111. |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) . . . See St. 1 | 21,584. | 10,792. | | 10,792. |
| | c Other professional fees (attach sch) . . See St. 2 | 89,367. | 80,276. | | 9,091. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) . . See Stm 3 | 47,237. | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | 27,790. | | | 27,790. |
| | 21 Travel, conferences, and meetings. | 3,296. | | | 3,296. |
| | 22 Printing and publications. | 1,187. | | | 1,187. |
| | 23 Other expenses (attach schedule) | | | | |
| | See Statement 4 | 8,437. | | | 8,437. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23. | 303,759. | 91,068. | | 165,454. |
| 25 Contributions, gifts, grants paid. Part XV | 2,615,400. | | | 2,615,400. | |
| 26 Total expenses and disbursements. Add lines 24 and 25. | 2,919,159. | 91,068. | | 2,780,854. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 1,895,579. | | | | |
| b Net investment income (if negative, enter -0-) | | 4,723,670. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | | |
|-----------------------------|--|---|----------------|-----------------------|-------------|
| | | Beginning of year | End of year | | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 | Cash – non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 131,340. | 309,772. | 309,772. |
| | 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 sch) | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 33,321. | 6,084. | 6,084. |
| | 10a | Investments – U.S. and state government obligations (attach schedule) | | | |
| | b | Investments – corporate stock (attach schedule) Statement 5 | 3,971,558. | 5,839,900. | 48,278,738. |
| | 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) Statement 6 | | -123,958. | -1,625. | |
| 14 | Land, buildings, and equipment: basis 133,687. | | | | |
| | Less: accumulated depreciation (attach schedule) See Stmt 7 131,007. | 2,680. | 2,680. | 2,680. | |
| 15 | Other assets (describe See Statement 8) | 3,623. | 3,623. | 3,623. | |
| 16 | Total assets (to be completed by all filers – see the instructions. Also, see page 1, item l). | 4,142,522. | 6,038,101. | 48,599,272. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Unrestricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 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 | 4,142,522. | 6,038,101. | | |
| 30 | Total net assets or fund balances (see instructions) | 4,142,522. | 6,038,101. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 4,142,522. | 6,038,101. | | |

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 | 4,142,522. |
| 2 | Enter amount from Part I, line 27a | 2 | 1,895,579. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 6,038,101. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 6,038,101. |

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.) |
|---|---|---|--|---|
| 1 a | Publicly traded securities | | | |
| 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 | 2,867,656. | 153,785. | 2,713,871. | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 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 | | |
| a | | | 2,713,871. | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 | Capital gain net income or (net capital loss)..... | <input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7 | | 2 2,713,871. |
| 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 0. |

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) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|---|--|--|
| 2017 | 2,663,872. | 55,706,779. | 0.047820 |
| 2016 | 1,652,659. | 57,366,872. | 0.028809 |
| 2015 | 3,433,094. | 56,003,279. | 0.061302 |
| 2014 | 2,783,005. | 65,108,509. | 0.042744 |
| 2013 | 2,690,987. | 61,745,044. | 0.043582 |
| 2 | Total of line 1, column (d)..... | | 2 0.224257 |
| 3 | Average distribution ratio for the 5-year base period — divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years..... | | 3 0.044851 |
| 4 | Enter the net value of noncharitable-use assets for 2018 from Part X, line 5..... | | 4 54,208,212. |
| 5 | Multiply line 4 by line 3..... | | 5 2,431,293. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b)..... | | 6 47,237. |
| 7 | Add lines 5 and 6..... | | 7 2,478,530. |
| 8 | Enter qualifying distributions from Part XII, line 4..... | | 8 2,780,854. |

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

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

| | | | |
|---|-----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 47,237. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 47,237. |
| 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 | 47,237. |
| 6 Credits/Payments: | | | |
| a 2018 estimated tax pmts and 2017 overpayment credited to 2018 | 6 a | 53,321. | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 53,321. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 6,084. | |
| 11 Enter the amount of line 10 to be: Credited to 2019 estimated tax 6,084. Refunded | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|-----|
| 1 a 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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col. (c), and Part XV | X | |
| 8 a 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|-----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule. See instructions. | 11 | 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. | 12 | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>www.sterlingturnerfoundation.org</u> | 13 | X |
| 14 The books are in care of <u>Pat Stilley</u> Telephone no. <u>713-237-1117</u> Located at <u>5850 San Felipe Ste 125 Houston TX</u> ZIP + 4 <u>77057</u> | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u> | | N/A |
| 16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country | 16 | X |

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

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

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

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 9 | | 2,500. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| Salient Capital, L.P. 4265 San Felipe, 8th Floor Houston, TX 77027 | Investment mgmt | 79,875. |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total number of others receiving over \$50,000 for professional services | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|----------------|----------|
| 1 N/A ----- | |
| 2 ----- | |
| 3 ----- | |
| 4 ----- | |

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

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

| | Amount |
|--|--------|
| 1 N/A ----- | |
| 2 ----- | |
| All other program-related investments. See instructions. 3 ----- | |
| Total. Add lines 1 through 3 | |

BAA

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

| | | |
|--|------------|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a Average monthly fair market value of securities | 1 a | 54,048,407. |
| b Average of monthly cash balances | 1 b | 985,311. |
| c Fair market value of all other assets (see instructions) | 1 c | |
| d Total (add lines 1a, b, and c) | 1 d | 55,033,718. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 55,033,718. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 825,506. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 54,208,212. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 2,710,411. |

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

| | | |
|---|------------|------------|
| 1 Minimum investment return from Part X, line 6 | 1 | 2,710,411. |
| 2 a Tax on investment income for 2018 from Part VI, line 5 | 2 a | 47,237. |
| b Income tax for 2018. (This does not include the tax from Part VI.) | 2 b | |
| c Add lines 2a and 2b | 2 c | 47,237. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,663,174. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 2,663,174. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 2,663,174. |

Part XII Qualifying Distributions (see instructions)

| | | |
|--|------------|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 | 1 a | 2,780,854. |
| b Program-related investments — total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b Cash distribution test (attach the required schedule) | 3 b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 | 4 | 2,780,854. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions | 5 | 47,237. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,733,617. |

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 | | | | 2,663,174. |
| 2 Undistributed income, if any, as of the end of 2018: | | | | |
| a Enter amount for 2017 only | | | 992,551. | |
| b Total for prior years: 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2018: | | | | |
| a From 2013 | | | | |
| b From 2014 | | | | |
| c From 2015 | | | | |
| d From 2016 | | | | |
| e From 2017 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ <u>2,780,854.</u> | | | | |
| a Applied to 2017, but not more than line 2a .. | | | 992,551. | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required – see instructions) | 0. | | | |
| d Applied to 2018 distributable amount | | | | 1,788,303. |
| e Remaining amount distributed out of corpus .. | 0. | | | |
| 5 Excess distributions carryover applied to 2018. (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5. | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019 | | | | 874,871. |
| 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 2013 not applied on line 5 or line 7 (see instructions) .. | 0. | | | |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2014 | | | | |
| b Excess from 2015 | | | | |
| c Excess from 2016 | | | | |
| d Excess from 2017 | | | | |
| e Excess from 2018 | | | | |

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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:

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a Paid during the year See Statement 11 | | | | |
| Total ▶ 3 a | | | | 2,615,400. |
| b Approved for future payment | | | | |
| Total ▶ 3 b | | | | |

Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return.

2018

Department of the Treasury
Internal Revenue Service

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

| | |
|---|---|
| Name Sterling-Turner Foundation | Employer identification number 74-1460482 |
|---|---|

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 | 47,237. |
| 2a 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 | 47,237. |
| 4 Enter the tax shown on the corporation's 2017 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 | 22,262. |
| 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 | 22,262. |

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 | 5/15/18 | 6/15/18 | 9/15/18 | 12/15/18 |
| 10 Required installments. 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 | 10 | 5,566. | 18,053. | 11,809. | 11,809. |
| 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 | 33,321. | | 10,000. | 10,000. |
| 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 | | 27,755. | 9,702. | 7,893. |
| 13 Add lines 11 and 12 | 13 | | 27,755. | 19,702. | 17,893. |
| 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 | 33,321. | 27,755. | 19,702. | 17,893. |
| 16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- | 16 | | 0. | 0. | |
| 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 | 27,755. | 9,702. | 7,893. | |

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.

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 4/15/2018 and before 7/1/2018..... | 21 | | | |
| 22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 5% (0.05) | 22 | | | |
| 23 Number of days on line 20 after 6/30/2018 and before 10/1/2018..... | 23 | | | |
| 24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 5% (0.05) | 24 | | | |
| 25 Number of days on line 20 after 9/30/2018 and before 1/1/2019..... | 25 | | | |
| 26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 5% (0.05) | 26 | | | |
| 27 Number of days on line 20 after 12/31/2018 and before 4/1/2019..... | 27 | | | |
| 28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 6% (0.06) | 28 | | | |
| 29 Number of days on line 20 after 3/31/2019 and before 7/1/2019..... | 29 | | | |
| 30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x ____ %... | 30 | | | |
| 31 Number of days on line 20 after 6/30/2019 and before 10/1/2019..... | 31 | | | |
| 32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x ____ %... | 32 | | | |
| 33 Number of days on line 20 after 9/30/2019 and before 1/1/2020..... | 33 | | | |
| 34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x ____ %... | 34 | | | |
| 35 Number of days on line 20 after 12/31/2019 and before 3/16/2020..... | 35 | | | |
| 36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{366}$ x ____ %... | 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 1-800-829-4933 to get interest rate information.

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Accounting fees..... | \$ 7,519. | \$ 3,759. | | \$ 3,760. |
| Audit and tax compliance..... | 14,065. | 7,033. | | 7,032. |
| Total | <u>\$ 21,584.</u> | <u>\$ 10,792.</u> | | <u>\$ 10,792.</u> |

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Information technology services.... | \$ 9,091. | | | \$ 9,091. |
| Investment management fees..... | 80,276. | \$ 80,276. | | |
| Total | <u>\$ 89,367.</u> | <u>\$ 80,276.</u> | | <u>\$ 9,091.</u> |

Statement 3
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Excise tax..... | \$ 47,237. | | | |
| Total | <u>\$ 47,237.</u> | <u>\$ 0.</u> | | <u>\$ 0.</u> |

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Insurance..... | \$ 4,038. | | | \$ 4,038. |
| Office expense..... | 2,540. | | | 2,540. |
| Telephone..... | 1,859. | | | 1,859. |
| Total | <u>\$ 8,437.</u> | <u>\$ 0.</u> | | <u>\$ 8,437.</u> |

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|-------------------------------------|---------------------|----------------------|-----------------------|
| 3,745 AES Corp | Cost | \$ 55,937. | \$ 54,153. |
| 2,315 Ally Financial Inc | Cost | 56,040. | 52,458. |
| 16,000 Altria Group Inc | Cost | 235,236. | 790,240. |
| 285 Amgen Inc | Cost | 56,161. | 55,480. |
| 6,500 Bank of America Corp | Cost | 300,170. | 160,160. |
| 7,000 Bank of NY Mellon Corp | Cost | 246,627. | 329,490. |
| 250 Broadcom Inc | Cost | 56,441. | 63,569. |
| 895 Citigroup Inc | Cost | 56,210. | 46,594. |
| 1,590 Citizens Finl Group Inc | Cost | 56,153. | 47,271. |
| 70,000 Coca Cola Co | Cost | 94,736. | 3,314,500. |
| 676 Copa Holdings SA A | Cost | 51,305. | 53,208. |
| 740 CVS Health Corp | Cost | 56,062. | 48,485. |
| 1,605 Dicks Sporting Goods Inc | Cost | 55,532. | 50,076. |
| 1,230 Exelon Corp | Cost | 55,996. | 55,473. |
| 512,660 Exxon Mobil Corp | Cost | 1,518,301. | 34,958,285. |
| 2,080 Fifth Third Bancorp | Cost | 56,150. | 48,942. |
| 25,000 General Electric Co | Cost | 42,321. | 189,250. |
| 825 Gilead Sciences Inc | Cost | 56,072. | 51,604. |
| 415 HCA Healthcare Inc | Cost | 55,989. | 51,647. |
| 987 Herbalife Nutrition Ltd | Cost | 55,619. | 58,183. |
| 3,860 Hewlett Packard Enterprise Co | Cost | 55,957. | 50,991. |
| 600 HSBC Holdings PLC | Cost | 50,951. | 24,666. |
| 2,810 Huntsman Corp | Cost | 56,078. | 54,205. |
| 4,000 Johnson & Johnson | Cost | 47,910. | 516,200. |
| 415 Jones Land Lasalle Inc | Cost | 56,322. | 52,539. |
| 10,000 Kinder Morgan Inc | Cost | 239,479. | 153,800. |
| 860 Kohls Corp | Cost | 55,835. | 57,051. |
| 1,895 Kroger Co | Cost | 56,099. | 52,113. |
| 2,020 Legg Mason | Cost | 56,339. | 51,530. |
| 615 Lyondellbasell Industries NV | Cost | 56,269. | 51,143. |
| 715 ManPowerGroup Inc | Cost | 56,044. | 46,332. |
| 910 Marathon Petroleum Corp | Cost | 56,196. | 53,699. |
| 25,000 Marck & Co Inc | Cost | 234,794. | 1,910,250. |
| 455 McKesson Corp | Cost | 56,079. | 50,264. |
| 24,000 Microsoft Corp | Cost | 629,314. | 2,437,680. |
| 1,300 Morgan Stanley | Cost | 56,009. | 51,545. |
| 740 Omnicom Group Inc | Cost | 56,025. | 54,198. |
| 1,515 PBV Energy Inc | Cost | 56,319. | 49,495. |
| 6,000 Philip Morris Intl Inc | Cost | 129,497. | 400,560. |
| 605 Phillips 66 | Cost | 56,103. | 52,121. |
| 13,850 Procter and Gamble Co | Cost | 113,374. | 1,273,092. |
| 3,035 Santander Consumer USA Hldgs | Cost | 55,924. | 53,386. |
| 2,210 Synchrony Financial Com | Cost | 56,088. | 51,847. |
| 1,630 Telephone & Data Systems Inc | Cost | 55,820. | 53,040. |
| 1,840 Terex Corp | Cost | 56,027. | 50,729. |
| 715 Valero Energy Corp | Cost | 56,303. | 53,604. |
| 715 Walgreens Boots Alliance Inc | Cost | 56,164. | 48,856. |
| 1,210 Western Digital Corp | Cost | 55,523. | 44,734. |
| | Total | \$ <u>5,839,900.</u> | \$ <u>48,278,738.</u> |

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

| | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---|-----------------------------|-----------------------|------------------------------|
| <u>Other Publicly Traded Securities</u> | | | |
| 50 Call (XOM) 01/18/19 \$80 per 100 | Cost | \$ -26,718. | \$ -50. |
| 225 Call (XOM) 01/18/19 \$85 per 100 | Cost | -53,869. | -225. |
| 50 Call (XOM) 01/18/19 \$82.50 per 100 | Cost | -20,368. | -50. |
| 52 Call (XOM) 01/18/19 \$82.50 per 100 | Cost | -23,003. | -1,300. |
| | Total | <u>\$ -123,958.</u> | <u>\$ -1,625.</u> |

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

| <u>Category</u> | <u>Basis</u> | <u>Accum. Deprec.</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|------------------------|--------------------|---------------------------|-----------------------|------------------------------|
| Furniture and Fixtures | \$ 133,687. | \$ 131,007. | \$ 2,680. | \$ 2,680. |
| Total | <u>\$ 133,687.</u> | <u>\$ 131,007.</u> | <u>\$ 2,680.</u> | <u>\$ 2,680.</u> |

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

| | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------|-------------------|------------------------------|
| Deposits..... | \$ 3,623. | \$ 3,623. |
| Total | <u>\$ 3,623.</u> | <u>\$ 3,623.</u> |

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u> | <u>Title and Average Hours Per Week Devoted</u> | <u>Compen- sation</u> | <u>Contri- bution to EBP & DC</u> | <u>Expense Account/ Other</u> |
|--|---|---------------------------|---|---------------------------------------|
| T. R. Reckling, III 5850 San Felipe St., Ste 125 Houston, TX 77057 | President 1.00 | \$ 100. | \$ 0. | \$ 0. |
| Isla C. Reckling 5850 San Felipe St., Ste 125 Houston, TX 77057 | Treasurer 1.00 | 100. | 0. | 0. |

Statement 9 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u> | <u>Title and Average Hours Per Week Devoted</u> | <u>Compen- sation</u> | <u>Contri- bution to EBP & DC</u> | <u>Expense Account/ Other</u> |
|---|---|---------------------------|---|---------------------------------------|
| Christiana R. McConn 5850 San Felipe St., Ste 125 Houston, TX 77057 | Secretary 1.00 | \$ 100. | \$ 0. | \$ 0. |
| Chaille W. Hawkins 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 600. | 0. | 0. |
| T. R. Reckling, IV 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 100. | 0. | 0. |
| James S. Reckling 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 100. | 0. | 0. |
| Blake W. Winston 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 0. | 0. | 0. |
| Stephen M. Reckling 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 0. | 0. | 0. |
| Carroll R. Goodman 5850 San Felipe St., Ste 125 HOUSTON, TX 77057 | Asst Secretary 1.00 | 0. | 0. | 0. |
| John B. Reckling 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 100. | 0. | 0. |
| Thomas K. Reckling 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 0. | 0. | 0. |
| L. David Winston 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 600. | 0. | 0. |
| Bert F. Winston, III 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 0. | 0. | 0. |
| Isla C. Jornayvaz 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | 100. | 0. | 0. |

Statement 9 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u> | <u>Title and Average Hours Per Week Devoted</u> | <u>Compen- sation</u> | <u>Contri- bution to EBP & DC</u> | <u>Expense Account/ Other</u> |
|---|---|-----------------------|---------------------------------------|-------------------------------|
| E. Carroll Schuler 5850 San Felipe St., Ste 125 Houston, TX 77057 | Asst Secretary 1.00 | \$ 600. | \$ 0. | \$ 0. |
| | | Total \$ 2,500. | \$ 0. | \$ 0. |

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Charitable
Name: Sterling-Turner Foundation
Care Of: Patricia Stilley
Street Address: 5850 San Felipe Suite 125
City, State, Zip Code: Houston, TX 77057
Telephone: 713-237-1117
E-Mail Address: pstilley@stfdn.org
Form and Content: Application forms and instructions on the Sterling-Turner Foundation website.
Submission Deadlines: Prior to March 1st of each year
Restrictions on Awards: Awards are limited to Texas public charities which are exempt under 501(c)(3). The charities must be within certain geographic boundaries.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found- ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|--|---------------------------|----------------------------|-------------------------|---------------|
| Angela House 6725 Reed Rd Houston TX 77087 | N/A | PC | General support | \$ 10,000. |
| Boys and Girls Clubs of Greater Houston 815 Crosby St Houston TX 77019 | N/A | PC | BookNook app | 25,000. |
| Bridges to Life PO Box 570895 Houston TX 77257 | N/A | PC | General support | 10,000. |

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found-ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|---|---------------------------|---------------------------|--|---------------|
| Casa de Esperanza de los Ninos Inc PO Box 66581 Houston TX 77266 | N/A | PC | General support | \$ 25,000. |
| Childrens Museum Inc 1500 Binz St Houston TX 77004 | N/A | PC | General support | 10,000. |
| Clayton Dabney Fdn for Kids with Cancer 6500 Greenville Ave Ste 342 Dallas TX 75206 | N/A | PC | General support for Houston location | 25,000. |
| Comal Independent School District 1404 IH 35 North New Braunfels TX 78130 | N/A | GOV | Timberwood Park Elementary PTA staff training and safety resources | 25,000. |
| Crime Stoppers of Houston Inc PO Box 541654 Houston TX 77254 | N/A | PC | Safe School program | 10,000. |
| Cystic Fibrosis Foundation 57 Executive Park S Ste 380 Atlanta GA 30329 | N/A | PC | General support | 10,000. |
| Discovery Green Conservancy 1500 McKinney St Houston TX 77010 | N/A | PC | Green for Green program | 10,000. |
| Epilepsy Foundation of Texas 2401 Fountain View Dr Ste 900 Houston TX 77057 | N/A | PC | Safari Party Gala | 10,000. |
| Grape Creek Volunteer Fire Dept Inc PO Box 1021 San Angelo TX 76902 | N/A | PC | Pump truck | 50,000. |
| Hill Country Arts Foundation PO Box 1169 Ingram TX 78025 | N/A | PC | Art festival | 35,000. |
| Hill Country Casa Inc PO Box 290965 Kerrville TX 78029 | N/A | PC | General support | 25,000. |

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found- ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|---|---------------------------|------------------------------------|---|---------------|
| His Fathers Heart Ministries 5715 NW Central Dr F109 Houston TX 77092 | N/A | PC | General support | \$ 250,000. |
| Houston Arboretum & Nature Center 4501 Woodway Dr Houston TX 77024 | N/A | PC | General support | 20,000. |
| Houston Ballet Foundation 601 Preston St Houston TX 77002 | N/A | PC | General support | 30,000. |
| Houston Botanic Garden 3701 Kirby Dr Ste 992 Houston TX 77098 | N/A | PC | General support | 50,000. |
| Houston Food Bank 535 Portwall St Houston TX 77029 | N/A | PC | General support | 20,000. |
| Houston Museum of Natural Science 5555 Hermann Park Dr Houston TX 77030 | N/A | PC | General support | 25,000. |
| Hunt Volunteer Fire Department PO Box 362 Hunt TX 78024 | N/A | PC | General support | 10,000. |
| Ingram Volunteer Fire Department Inc PO Box 271 Ingram TX 78025 | N/A | PC | General support | 10,000. |
| Kappa Kappa Gamma Charitable Foundation PO Box 6770 Houston TX 77265 | N/A | PC | Holiday Pilgrimage | 10,000. |
| Kerrville Independent School District 1009 Barnett St Kerrville TX 78028 | N/A | GOV | Tivy High School's health science program | 50,000. |
| Kinkaid School Inc 201 Kinkaid School Dr Houston TX 77024 | N/A | PC | New dining center | 100,000. |

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found- ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|---|---------------------------|------------------------------------|----------------------------------|---------------|
| Mercy Gate Ministries 3170 Junction Hwy Room W-3 Ingram TX 78025 | N/A | PC | Property purchase | \$ 10,000. |
| Museum of Fine Arts Houston PO Box 6826 Houston TX 77265 | N/A | PC | Reinzi building fund | 200,000. |
| Museum of Fine Arts Houston PO Box 6826 Houston TX 77265 | N/A | PC | Reinzi education program | 30,000. |
| Open Door Mission PO Box 9356 Houston TX 77261 | N/A | PC | General support | 25,000. |
| Pathways for Little Feet 9 Greenway Plz Ste 3150 Houston TX 77046 | N/A | PC | Adoption loans | 10,000. |
| Periwinkle Foundation 3400 Bissonnet St Ste 185 Houston TX 77005 | N/A | PC | General support | 10,000. |
| Rafter Cross Cowboy Church PO Box 358 Williston FL 32696 | N/A | PC | Building fund general support | 22,400. |
| Rafter Cross Cowboy Church PO Box 358 Williston FL 32696 | N/A | PC | Building fund | 30,000. |
| Ronald Mcdonald House of Houston Inc 1907 Holcombe Blvd Houston TX 77030 | N/A | PC | General support | 25,000. |
| San Angelo Museum of Fine Arts 1 Love St San Angelo TX 76903 | N/A | PC | Education programs | 25,000. |
| San Angelo Museum of Fine Arts 1 Love St San Angelo TX 76903 | N/A | PC | Education programs | 25,000. |
| Schreiner University CMB 62332100 Memorial Blvd Kerrville TX 78028 | N/A | PC | Scholarship fund | 30,000. |

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found- ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|---|---------------------------|------------------------------------|--|----------------------|
| Seal Legacy Foundation 2525 Wallingwood Dr Ste 214 Austin TX 78746 | N/A | PC | General support | \$ 25,000. |
| Small Steps Nurturing Center 1709 Depelchin St Houston TX 77007 | N/A | PC | General support | 15,000. |
| Spring Branch Baseball Program Inc 8526 Pitner Rd Houston TX 77080 | N/A | PC | General support | 15,000. |
| St Thomas High School 4500 Memorial Dr Houston TX 77007 | N/A | PC | Building fund | 120,000. |
| St. Luke's United Methodist Church 3471 Westheimer Rd Houston TX 77027 | N/A | PC | Nick Finnagen building expansion | 50,000. |
| Stages Inc 3201 Allen Parkway Houston TX 77019 | N/A | PC | Expansion fund | 500,000. |
| Star of Hope Mission 4848 Loop Central Houston TX 77081 | N/A | PC | General support | 25,000. |
| The Council on Recovery 303 Jackson Hill St Houston TX 77007 | N/A | PC | Fall Luncheon | 3,000. |
| The Crystal Charity Ball 3838 Oak Lawn Ave Ste L150 Dallas TX 75219 | N/A | PC | General support | 15,000. |
| The Forge for Families Inc 3435 Dixie Dr Houston TX 77021 | N/A | PC | General support | 20,000. |
| The Salvation Army 1801 Edinburgh St Rawlins WY 82301 | N/A | PC | General support | 30,000. |
| University of Houston 4800 Calhoun Rd Houston TX 77004 | N/A | GOV | Bert F. Winston Jr. Band Performance Center | 500,000. |
| Total | | | | <u>\$ 2,615,400.</u> |