

Return of Private Foundation

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

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▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning **AUG 1, 2018**, and ending **JUL 31, 2019**

Name of foundation POTTS AND SIBLEY FOUNDATION		A Employer identification number 75-6081070
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 8907	Room/suite	B Telephone number 432-686-7051
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79708		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 28,463,339.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)			N/A	
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	543,351.	543,351.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,154,972.			
b Gross sales price for all assets on line 6a 15,171,343.				
7 Capital gain net income (from Part IV, line 2)		14,154,972.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,431,751.	1,431,751.		STATEMENT 2
12 Total. Add lines 1 through 11	16,130,074.	16,130,074.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	253,291.	189,968.		63,323.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	24,934.	24,934.		0.
b Accounting fees STMT 4	3,600.	3,600.		0.
c Other professional fees STMT 5	5,681.	5,681.		0.
17 Interest				
18 Taxes STMT 6	250,814.	128,945.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	1,464.	1,464.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	539,784.	354,592.		63,323.
25 Contributions, gifts, grants paid	550,000.			550,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,089,784.	354,592.		613,323.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	15,040,290.			
b Net investment income (if negative, enter -0-)		15,775,482.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	331,312.	99,283.	99,283.
	2 Savings and temporary cash investments	1,277,003.	721,206.	721,206.
	3 Accounts receivable	65,174.		
	Less: allowance for doubtful accounts		65,174.	65,174.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	STMT 9 0.	14,049,292.	14,115,527.
	b Investments - corporate stock	STMT 10 7,858,977.	9,576,204.	12,933,243.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)	STATEMENT 11 354,737.	354,359.	528,906.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,822,029.	24,865,518.	28,463,339.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	734,195.	737,394.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	9,087,834.	24,128,124.		
30 Total net assets or fund balances	9,822,029.	24,865,518.		
31 Total liabilities and net assets/fund balances	9,822,029.	24,865,518.		

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	9,822,029.
2 Enter amount from Part I, line 27a	2	15,040,290.
3 Other increases not included in line 2 (itemize)	3	SEE STATEMENT 8 3,199.
4 Add lines 1, 2, and 3	4	24,865,518.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,865,518.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			
	15,171,343.	1,016,371.	14,154,972.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			
			14,154,972.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	14,154,972.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	620,598.	13,090,010.	.047410
2016	347,333.	9,606,846.	.036155
2015	407,819.	8,918,741.	.045726
2014	506,145.	9,211,861.	.054945
2013	684,192.	8,194,260.	.083496

2	Total of line 1, column (d)	2	.267732
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	.053546
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,975,832.
5	Multiply line 4 by line 3	5	962,534.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	157,755.
7	Add lines 5 and 6	7	1,120,289.
8	Enter qualifying distributions from Part XII, line 4	8	613,323.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	315,510.
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	315,510.
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	315,510.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	68,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	68,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	5,188.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	252,698.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.			X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .			X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>TX</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation		X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.AMCGUIRE.COM	X	
14 The books are in care of ► SILVER LINING SERVICES, LLC Telephone no. ► 432-682-8000 Located at ► 300 N. MARIENFELD, SUITE 960, MIDLAND, TX ZIP+4 ► 79701		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 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 ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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		X
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input 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	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(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.

(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
ROBERT W. BECHTEL PO BOX 8907 MIDLAND, TX 79708	DIR/MGR/CO-T 20.00	179,098.	0.	0.
HIRAM SIBLEY #1 LAS AURAS ALPINE, TX 79830	CHAIRMAN 1.00	1,000.	0.	0.
ALLEN G. MCGUIRE PO BOX 2111 MIDLAND, TX 79702	DIRECTOR 4.00	46,037.	0.	0.
W. BURGESS WADE 500 WEST OHIO AVE., SUITE 201-F MIDLAND, TX 79701	DIRECTOR 4.00	27,157.	0.	0.

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,073,668.
b	Average of monthly cash balances	1b	175,908.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,249,576.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,249,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	273,744.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,975,832.
6	Minimum investment return. Enter 5% of line 5	6	898,792.

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	898,792.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	315,510.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	315,510.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	583,282.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	583,282.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	583,282.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	613,323.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	613,323.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	613,323.

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				583,282.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	34,396.			
b From 2014	53,012.			
c From 2015				
d From 2016				
e From 2017	31,958.			
f Total of lines 3a through e	119,366.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$	613,323.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				583,282.
e Remaining amount distributed out of corpus	30,041.			
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	149,407.			
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	34,396.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	115,011.			
10 Analysis of line 9:				
a Excess from 2014	53,012.			
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	31,958.			
e Excess from 2018	30,041.			

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)

Table with 5 columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

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

SEE STATEMENT 12

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
a Paid during the year				
ALPINE PUBLIC LIBRARY 805 W AVE E ALPINE, TX 79830		PC	OPERATIONS	75,000.
AMERICAN MACULAR DEGENERATION FOUNDATION P.O. BOX 515 NORTHAMPTON, MA 01061		PC	SUPPORT PREVENTION, CURE, AND AFFLICTED	50,000.
AUSTIN SYMPHONY 1101 RED RIVER AUSTIN, TX 78701		PC	PUBLIC SYMPHONY	10,000.
BIG BROTHERS BIG SISTERS OF THE PERMIAN BASIN INC. 714 W LOUISIANA AVE MIDLAND, TX 79701		PC	EDUCATION	25,000.
COMMUNITY CHILDREN'S MINISTRY FOR COMMUNITY CHILDREN'S CLINIC OF MIDLAND P.O. BOX 3328 MIDLAND, TX 79702		PC	PUBLIC HEALTH CARE EDUCATION & ASSISTANCE	35,000.
Total			SEE CONTINUATION SHEET(S)	550,000.
b Approved for future payment				
NONE				
Total			3b	0.

POTTS AND SIBLEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a J M SMUCKER CO- 100 SHS	P	08/05/09	08/10/18
b WHIRLPOOL CORP- 500 SHS	P	10/12/18	10/18/18
c GENERAL ELECTRIC CO- 8000 SHS	P	06/24/14	10/18/18
d ABBVIE INC- 1500 SHS	P	08/07/18	10/31/18
e ABBVIE INC- 2000 SHS	P	04/09/09	11/01/18
f ROCHE HLDG AG ADR- 1000 SHS	P	06/27/14	12/07/18
g REAL ESTATE SELECT SCTR SPDR- 3000 SHS	P	01/12/18	01/08/19
h WABTEC:WAB- CASH IN LIEU FRAC SH	P	06/24/14	02/26/19
i PACCAR INC:PCAR- 1000 SHS	P	04/10/18	03/20/19
j WABTEC:WAB- 37 SHS	P	02/26/19	03/20/19
k PACCAR INC:PCAR- 500 SHS	P	03/20/15	03/20/19
l DOW INC- .6666 SH	P	10/17/11	04/02/19
m GENERAL ELECTRIC CO:GE- 6000 SHS	P	12/13/17	04/08/19
n 3M CO:MMM- 1000 SHS	P	03/06/06	04/25/19
o JOHNSON & JOHNSON- 250 SHS	P	10/04/18	05/31/19

(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 11,029.		4,954.	6,075.
b 53,847.		52,575.	1,272.
c 98,489.		204,177.	-105,688.
d 117,894.		140,999.	-23,105.
e 157,192.		49,938.	107,254.
f 31,635.		37,049.	-5,414.
g 93,875.		117,954.	-24,079.
h 44.			44.
i 67,810.		67,280.	530.
j 2,678.		2,847.	-169.
k 33,905.		31,698.	2,207.
l 37.		22.	15.
m 56,004.		115,568.	-59,564.
n 190,153.		72,126.	118,027.
o 32,721.		34,514.	-1,793.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,075.
b			1,272.
c			-105,688.
d			-23,105.
e			107,254.
f			-5,414.
g			-24,079.
h			44.
i			530.
j			-169.
k			2,207.
l			15.
m			-59,564.
n			118,027.
o			-1,793.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

POTTS AND SIBLEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a JOHNSON & JOHNSON- 1000 SHS	P	05/18/09	05/31/19
b CORTEVA INC:CTVA- 0.6666 SH	P	10/17/11	06/03/19
c DUPONT DE NEMOURS INC- 0.6666 SH	P	10/17/11	06/06/19
d JOHNSON & JOHNSON- 150 SHS	P	10/04/18	07/22/19
e ALIGN TECHNOLOGY INC- 25 SHS	P	07/25/19	07/25/19
f OIL & GAS MINERALS PECOS CO TX	P	04/24/78	03/19/19
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 130,883.		55,708.	75,175.
b 17.		12.	5.
c 48.		32.	16.
d 19,223.		20,708.	-1,485.
e 5,006.		5,010.	-4.
f 14,000,000.		3,200.	13,996,800.
g 68,853.			68,853.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			75,175.
b			5.
c			16.
d			-1,485.
e			-4.
f			13,996,800.
g			68,853.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	14,154,972.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS SYMPHONY 2301 FLORA STREET DALLAS, TX 75201		PC	PUBLIC SYMPHONY	10,000.
MIDLAND COLLEGE FOUNDATION, INC 3600 N GARFIELD MIDLAND, TX 79705		PC	OPERATIONS	20,000.
MIDLAND HABITAT FOR HUMANITY P.O. BOX 2555 MIDLAND, TX 79702		PC	SHELTER FOR THE NEEDY	20,000.
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS MIDLAND, TX 79701		PC	NURSING SCHOLARSHIPS	20,000.
PLANNED PARENTHOOD OF TEXAS 2501 OHIO STREET MIDLAND, TX 79701		PC	ASSISTANCE TO FAMILIES	75,000.
RAYS OF HOPE, HOSPICE OF MIDLAND INC 900 W WALL MIDLAND, TX 79701		PC	MENTAL HEALTH	35,000.
SAFE PLACE P.O. BOX 11331 MIDLAND, TX 79702		PC	ASSISTANCE TO VICTIMS OF DOMESTIC VIOLENCE	25,000.
SALVATION ARMY P.O. BOX 594 MIDLAND, TX 79702		PC	OPERATIONS	25,000.
SIBLEY ENVIRONMENTAL LEARNING CENTER 1307 E WADLEY MIDLAND, TX 79705		PC	NATURE AND CONSERVATION EDUCATION	75,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750336 DALLAS, TX 75275		PC	ARCHEOLOGICAL STUDIES	20,000.
Total from continuation sheets				355,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
CAPITAL GAIN						
DIVIDENDS	68,853.	68,853.	0.	0.		
DIVIDEND INCOME	429,691.	0.	429,691.	429,691.		
INTEREST INCOME	113,660.	0.	113,660.	113,660.		
TO PART I, LINE 4	612,204.	68,853.	543,351.	543,351.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME		2.	2.		
OIL AND GAS ROYALTIES	1,431,749.	1,431,749.			
TOTAL TO FORM 990-PF, PART I, LINE 11	1,431,751.	1,431,751.			

FORM 990-PF	LEGAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	24,934.	24,934.			0.	
TO FM 990-PF, PG 1, LN 16A	24,934.	24,934.			0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,600.	3,600.			0.
TO FORM 990-PF, PG 1, LN 16B	3,600.	3,600.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
APPRAISAL FEES	5,681.	5,681.			0.
TO FORM 990-PF, PG 1, LN 16C	5,681.	5,681.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	548.	548.			0.
FEDERAL TAXES	121,869.	0.			0.
OIL & GAS PRODUCTION TAXES	72,317.	72,317.			0.
AD VALOREM TAXES MINERALS	55,773.	55,773.			0.
PROPERTY TAXES	307.	307.			0.
TO FORM 990-PF, PG 1, LN 18	250,814.	128,945.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	30.	30.			0.
OFFICE & ADMIN EXPENSE	1,029.	1,029.			0.
BANK FEES	30.	30.			0.
MISCELLANEOUS EXPENSES	375.	375.			0.
TO FORM 990-PF, PG 1, LN 23	1,464.	1,464.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
ADJUST BASIS OF MINERAL PROPERTY FROM ORIGINAL CONTRIBUTION		3,199.	
TOTAL TO FORM 990-PF, PART III, LINE 3		3,199.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME BONDS & NOTES	X		14,049,292.	14,115,527.
TOTAL U.S. GOVERNMENT OBLIGATIONS			14,049,292.	14,115,527.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			14,049,292.	14,115,527.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES - MANAGED ACCOUNT	9,576,204.	12,933,243.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,576,204.	12,933,243.	

FORM 990-PF	OTHER ASSETS		STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
REAL PROPERTY	91,379.	91,379.	81,796.	
OIL & GAS MINERALS	262,981.	262,980.	447,110.	
OTHER INVESTMENTS	377.	0.	0.	
TO FORM 990-PF, PART II, LINE 15	354,737.	354,359.	528,906.	

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT W BECHTEL
PO BOX 8907
MIDLAND, TX 79708

<u>TELEPHONE NUMBER</u>	<u>NAME OF GRANT PROGRAM</u>
432-686-7051	POTTS AND SIBLEY FOUNDATION

FORM AND CONTENT OF APPLICATIONS

THE REQUEST FOR FUNDS AFFIDAVIT AND GENERAL INFORMATION FOR GRANT APPLICANTS CAN BE DOWNLOADED FROM:
[HTTP://WWW.AMCGUIRE.COM/ FOUNDATIONS](http://www.amcguire.com/foundations) SEE
[HTTP://WWW.AMCGUIRE.COM/POTTSINFO.PDF](http://www.amcguire.com/pottsinfo.pdf) AND
[HTTP://WWW.AMCGUIRE.COM/POTTSAFFIDAVIT.PDF](http://www.amcguire.com/pottsaaffidavit.pdf)

ANY SUBMISSION DEADLINES

THE GRANT COMMITTEE MEETS GENERALLY IN JANUARY AND JULY OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS GENERALLY RESTRICTED TO GEOGRAPHICAL AREA OF WEST TEXAS AND OTHER SPECIFIC PROGRAMS IN TEXAS