



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning , 2013, and ending

TurningPoint Foundation
c/o Morgan Stanley
6145 Luther Lane #244
Dallas, TX 75225

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)
▶ \$ 20,605,309.

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

A Employer identification number
20-3979782

B Telephone number (see the instructions)
(214) 696-7182

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 ☐

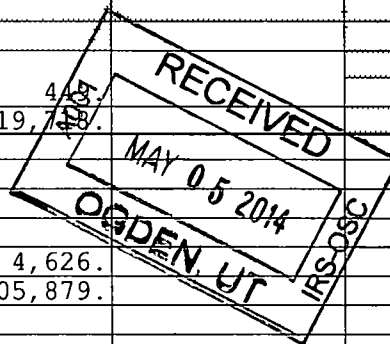
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	215.	215.	N/A	
4 Dividends and interest from securities	337,449.	337,449.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,381,605.			
b Gross sales price for all assets on line 6a	28,977,387.			
7 Capital gain net income (from Part IV, line 2)		1,381,605.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	449.	449.		
12 Total. Add lines 1 through 11	1,719,718.	1,719,718.		
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	10,000.			10,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	See St 2	4,071.		4,071.
b Accounting fees (attach sch)	See St 3	6,168.	4,626.	1,542.
c Other prof fees (attach sch)	See St 4	105,879.	105,879.	
17 Interest				
18 Taxes (attach schedule)(see instrs)	See Stm 5	20,705.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	12,472.			12,472.
22 Printing and publications				
23 Other expenses (attach schedule)	See Statement 6	2,093.	1,471.	622.
24 Total operating and administrative expenses. Add lines 13 through 23	161,388.	111,976.		28,707.
25 Contributions, gifts, grants paid Part XV	962,560.			962,560.
26 Total expenses and disbursements. Add lines 24 and 25	1,123,948.	111,976.		991,267.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	595,770.			
b Net investment income (if negative, enter 0)		1,607,742.		
c Adjusted net income (if negative, enter 0)				



SCANNED MAY 12 2014

25

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	202,443.	1,946,516.	1,946,516.
	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			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	586,374.		
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis			
LIABILITIES		Less accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 7	18,508,561.	17,946,632.	18,658,793.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	19,297,378.	19,893,148.	20,605,309.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
FUNDS	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.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	19,297,378.	19,893,148.	
	30	Total net assets or fund balances (see instructions)	19,297,378.	19,893,148.	
	31	Total liabilities and net assets/fund balances (see instructions)	19,297,378.	19,893,148.	

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	19,297,378.
2	Enter amount from Part I, line 27a	2	595,770.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	19,893,148.
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	19,893,148.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a publicly traded securities		P	Various	Various
b long term capital gain dist		P	Various	Various
c short term capital gain dist		P	Various	Various
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 28,660,108.		27,595,782.	1,064,326.
b 264,256.			264,256.
c 53,023.			53,023.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,064,326.
b			264,256.
c			53,023.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,381,605.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	53,023.

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 does not 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 (column (b) divided by column (c))
2012	952,382.	19,761,478.	0.048194
2011	834,404.	19,709,600.	0.042335
2010	844,286.	18,085,521.	0.046683
2009	815,476.	16,806,089.	0.048523
2008	652,210.	16,351,849.	0.039886

2 Total of line 1, column (d)	2	0.225621
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045124
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,009,279.
5 Multiply line 4 by line 3	5	902,899.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,077.
7 Add lines 5 and 6	7	918,976.
8 Enter qualifying distributions from Part XII, line 4	8	991,267.

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 instrs)			
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	16,077.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	16,077.
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	16,077.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	20,200.	
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	20,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	4,123.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	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 definition)? <i>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</i>		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by 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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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 General Instruction G? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

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>N/A</u>	13	X	
14	The books are in care of <u>Cissy Moses</u> Telephone no <u>(214) 361-2323</u> Located at <u>3541 Marquette St. Dallas TX</u> ZIP + 4 <u>75225</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, 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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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 <input type="checkbox"/>	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013)	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 2013?	4 b	X

BAA

Form 990-PF (2013)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ 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?

☐ Yes ☒ 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

☐

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 ☐ Yes ☐ 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?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b 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?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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

1 List all officers, directors, trustees, 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 8		10,000.	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
Morgan Stanley 6145 Luther Lane, Suite 244 Dallas, TX 75225	Investment mgmt.	105,879.
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	0.

BAA

Form 990-PF (2013)

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	19,924,467.
b Average of monthly cash balances	1 b	389,522.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	20,313,989.
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	20,313,989.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	304,710.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,009,279.
6 Minimum investment return. Enter 5% of line 5	6	1,000,464.

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	1,000,464.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	16,077.	
b Income tax for 2013 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	16,077.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	984,387.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	984,387.	
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	984,387.	

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	991,267.
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	991,267.
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	16,077.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	975,190.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				984,387.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			955,693.	
b Total for prior years 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 991,267.				
a Applied to 2012, but not more than line 2a			955,693.	
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 2013 distributable amount				35,574.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				948,813.
7 Amounts treated as distributions out of corpus-to-satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (2013)

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

Molly L. Byrne

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 9				
Total			3 a	962,560.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	215.	
4	Dividends and interest from securities			14	337,449.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,381,605.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Other income			14	449.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,719,718.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,719,718.

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

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

[illegible]

2013

Federal Statements

Page 1

TurningPoint Foundation
c/o Morgan Stanley

20-3979782

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other income	\$ 449.	\$ 449.	
Total	<u>\$ 449.</u>	<u>\$ 449.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 4,071.			\$ 4,071.
Total	<u>\$ 4,071.</u>	<u>\$ 0.</u>		<u>\$ 4,071.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation services	\$ 6,168.	\$ 4,626.		\$ 1,542.
Total	<u>\$ 6,168.</u>	<u>\$ 4,626.</u>		<u>\$ 1,542.</u>

Statement 4
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
Morgan Stanley investment managment	\$ 105,879.	\$ 105,879.		
Total	<u>\$ 105,879.</u>	<u>\$ 105,879.</u>		<u>\$ 0.</u>

TurningPoint Foundation
c/o Morgan Stanley

20-3979782

Statement 5
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 paid	\$ 20,705.			
Total	<u>\$ 20,705.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 2.	\$ 2.		
D & O insurance	1,959.	1,469.		\$ 490.
Miscellaneous	132.			132.
Total	<u>\$ 2,093.</u>	<u>\$ 1,471.</u>	<u></u>	<u>\$ 622.</u>

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
178,261 shs Causeway Intl Value Instl	Cost	\$ 2,804,049.	\$ 2,882,484.
9,672 shs Delaware Inv Sm Cap Val Instl	Cost	501,313.	530,988.
144,193 shs E V Income Fund of Boston I	Cost	870,247.	873,808.
1,221,310 shs Invesco Premier Inst	Cost	1,221,310.	1,221,310.
21,330 shs Ivy Mid Cap Growth I	Cost	479,848.	518,107.
18,081 shs JP Morgan Dynamic Sm Cp Gr Se	Cost	456,953.	506,076.
261,448 shs Mainstay Large Cap Grw I	Cost	2,371,955.	2,721,673.
34,756 shs Managers Amg Sys MdCap Val In	Cost	472,912.	487,969.
131,306 shs Metropolitan West Tot Ret Bd	Cost	1,431,849.	1,385,280.
101,894 shs Nuveen-Nwq Large Cap Value I	Cost	2,090,288.	2,284,454.
32,828 shs PIMCO Foreign Bd US \$ Hedged	Cost	358,103.	345,346.
302,846 shs PIMCO Low Duration P	Cost	3,174,825.	3,128,404.
73,232 shs Virtus Insight Emerg Mkts I	Cost	676,296.	699,364.
Total Other Publicly Traded Securities		<u>\$ 16,909,948.</u>	<u>\$ 17,585,263.</u>
<u>Other Securities</u>			
854.415 shs Skybridge Mult-Adsr	Cost	1,036,684.	1,073,530.
Total Other Securities		<u>\$ 1,036,684.</u>	<u>\$ 1,073,530.</u>
Total		<u>\$ 17,946,632.</u>	<u>\$ 18,658,793.</u>

TurningPoint Foundation
c/o Morgan Stanley

20-3979782

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Molly L. Byrne 6145 Luther Lane, Suite 244 Dallas, TX 75225	President 1.00	\$ 0.	\$ 0.	\$ 0.
Susan Byrne Montgomery 6145 Luther Lane, Suite 244 Dallas, TX 75225	Treasurer 1.00	0.	0.	0.
Kathleen Byrne 6145 Luther Lane, Suite 244 Dallas, TX 75225	Secretary 8.00	10,000.	0.	0.
Robert Byrne 6145 Luther Lane, Suite 244 Dallas, TX 75225	Director 1.00	0.	0.	0.
Trevor Colhoun 6145 Luther Lane, Suite 244 Dallas, TX 75225	Director 1.00	0.	0.	0.
Total		\$ 10,000.	\$ 0.	\$ 0.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Dallas Museum of Art 1717 N. Harwood Dallas, TX 75201	N/A	PC	general operating support through annual membership and special events underwriting	\$ 54,500.
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	N/A	PC	general operating support through annual membership and special events underwriting	170,000.
AT&T Performing Arts Center 2106 Boll Street Dallas, TX 75204	N/A	PC	Center Stage Diamond sponsor	10,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Dallas Women's Foundation 4300 MacArthur Ave., Suite 255 Dallas, TX 75209	N/A	PC	general operating support	\$ 100,000.
Smithsonian Institution P. O. Box 37012 Washington, DC 20013	N/A	PC	towards the William Gross Stamp collection interactive rooms teaching history through stamps	100,000.
Sammons Center for the Arts 3630 Harry Hines Blvd. Dallas, TX 75219	N/A	PC	towards capital improvements to the center and general operating support	37,500.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	PC	towards the mobile/cellular campaign (\$25,000) and special event underwriting (\$5,000)	30,000.
Family Centers, Inc. P. O. Box 7550 Greenwich, CT 06836	N/A	PC	general operating support and special event underwriting	12,500.
Dallas Children's Advocacy Center 3611 Swiss Ave. Dallas, TX 75204	N/A	PC	Art & Advocacy special event underwriting	10,000.
Southern Methodist University P. O. Box 750261 Dallas, TX 75275	N/A	PC	Meadows School of the Arts support	15,000.
American Philatelic Society 100 Match Factory Place Bellefonte, PA 16823	N/A	PC	general operating support	25,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
The Foundation for Aids Research (AMFAR) 120 Wall Street, FL 13 New York, NY 10005	N/A	PC	support for Two by Two for Aids and Art special event underwriting	\$ 10,000.
Audubon Nature Institute 6500 Magazine Street New Orleans, LA 70118	N/A	PC	general operating support	7,500.
Booker T. Washington HS for Performing P. O. Box 192648 Dallas, TX 75219	N/A	PC	general support of magnet and other programs	12,500.
Camp John Marc/Special Camps for Special 2824 Swiss Avenue Dallas, TX 75204	N/A	PC	general support of Special Camps for Special Kids	2,500.
Gwynedd-Mercy College 1325 Sumneytown Pike Gwynedd Valley, PA 19437	N/A	PC	general operating support	10,000.
Carry the Load Dallas P. O. Box 261904 Dallas, TX 75026	N/A	PC	general operating support	5,000.
St. Bernard Project 8324 Parc Place Chalmette, LA 70043	N/A	PC	towards homes built for disaster relief and community revitalization	35,000.
Suffield Academy 185 North Main Street Suffield, CT 06078	N/A	PC	towards financial aid and the endowment fund	5,000.
Tahoe Safe Alliance P. O. Box 1232 Kings Beach, CA 96143	N/A	PC	general operating support	5,000.
Lake Tahoe School 995 Tahoe Blvd. Incline Village, NV 89451	N/A	PC	general operating support	25,000.
Chiapas International 1722 Routh St., Ste 1313 Dallas, TX 75201	N/A	PC	general operating support	1,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Texas Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219	N/A	PC	towards the Legacy Scholarship Program	\$ 5,000.
Communities Foundation of Texas 5500 Caruth Haven Ln Dallas, TX 75225	N/A	PC	support for the Kennedy 50th anniversary event	10,000.
Dallas Black Dance Theater P. O. Box 131290 Dallas, TX 75313	N/A	PC	towards 3-week in-school residence program	3,000.
Dallas Contemporary 161 Glass St. Dallas, TX 75207	N/A	PC	Be (spoke) special event support	1,500.
Vising Nurse Association of Texas 1600 Viceroy Drive Dallas, TX 75235	N/A	PC	general operating support, Meals on Wheels, and special event underwriting	121,000.
TACA, Inc. 1722 Routh St., Suite 115 Dallas, TX 75201	N/A	PC	general operating support	2,500.
Texas Internat'l Theatrical Arts Society 2100 Ross Avenue, Suite 650 Dallas, TX 75201	N/A	PC	general operating support	2,000.
Dallas Arboretum & Botanical Society 8617 Garland Rd. Dallas, TX 75218	N/A	PC	general operating support	2,500.
Daughters of Charity Foundation P. O. Box 4148 New Orleans, LA 70178	N/A	PC	general operating support	5,000.
IGNITE Texas P. O. Box 333 Austin, TX 78767	N/A	PC	general operating support	10,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Marin Community Foundation 5 Hamilton Landing, Ste. 200 Novato, CA 94949	N/A	PC	towards the Ross School Endowment Pavers Campaign	\$ 10,000.
Dallas Foundation 900 Jackson Street, Ste 705 Dallas, TX 75202	N/A	PC	support for Mayors Intern Fellowship program	5,000.
Metropolitan Museum of Art 1000 Fifth Ave. New York, NY 10028	N/A	PC	general operating support	2,060.
University of Pennsylvania 250 King of Prussia Rd. Radnor, PA 19087	N/A	PC	towards the Penn Medicine Community Radiology Administration	2,500.
Nasher Sculpture Center 2001 Flora Street Dallas, TX 75201	N/A	PC	general operating support	10,000.
Naval Postgraduate School Foundation P. O. Box 8626 Monterey, CA 93943	N/A	PC	toward the Home Modification program	15,000.
New Orleans Museum of Art One Collins C. Duboll Circle New Orleans, LA 70124	N/A	PC	special event underwriting	2,500.
Northern Texas PGA Junior Golf Fnd. 15150 Preston Road, Ste 250 Dallas, TX 75248	N/A	PC	special event underwriting benefiting Children's Medical Center	2,500.
PLAN of North Texas 13151 Emily Rd., Suite 240 Dallas, TX 75240	N/A	PC	general operating support	5,000.
Public Radio International, Inc. 401 Second Ave. No., Suite 500 Minneapolis, MN 55401	N/A	PC	general operating support	2,500.

TurningPoint Foundation
c/o Morgan Stanley

20-3979782

Statement 9 (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>
Resolana P. O. Box 225175 Dallas, TX 75222	N/A	PC	general operating support	\$ 50,000.
Turtle Creek Chorale 3630 Harry Hines, Ste 306 Dallas, TX 75219	N/A	PC	general operating support	5,000.
WYES/Greater New Orleans Educ. TV Fnd 916 Navarre Ave. New Orleans, LA 70124	N/A	PC	general operating support	5,000.
Total				\$ <u>962,560.</u>