Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.*

OMB No 1545 0052

2013

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

The Boone Family Foundation
5949 Sherry Lane #1010
Dallas, TX 75225

A Employer identification number: 26-1407294
B Telephone number (see the instructions): (214) 368-0828
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 [X] 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)* ► $ 48,884,328.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	18.	18.	N/A	
	4 Dividends and interest from securities	1,019,366.	1,019,366.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	426,150.			
	b Gross sales price for all assets on line 6a 10,562,575.				
	7 Capital gain net income (from Part IV, line 2)		426,150.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	-31,951.	-31,951.		
	12 **Total.** Add lines 1 through 11	1,413,583.	1,413,583.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	290,625.	58,500.		232,125.
	14 Other employee salaries and wages	50,333.	13,224.		37,109.
	15 Pension plans, employee benefits	39,460.	6,809.		32,651.
	16 a Legal fees (attach schedule) See St 2	603.	302.		301.
	b Accounting fees (attach sch) See St 3	15,700.	11,775.		3,925.
	c Other prof fees (attach sch) See St 4	97,404.	97,404.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 5	18,648.	1,299.		349.
	19 Depreciation (attach sch) and depletion See Stm 6	3,214.			
	20 Occupancy				
	21 Travel, conferences, and meetings	12,542.			12,542.
	22 Printing and publications	753.			753.
	23 Other expenses (attach schedule) See Statement 7	45,503.	2,178.		43,325.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	574,785.	191,491.		363,080.
	25 Contributions, gifts, grants paid Part XV	2,544,188.			2,544,188.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,118,973.	191,491.		2,907,268.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,705,390.			
	b **Net investment income** (if negative, enter 0)		1,222,092.		
	c **Adjusted net income** (if negative, enter 0)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1	Cash — non-interest-bearing			
2	Savings and temporary cash investments	807,769.	720,843.	720,843.
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) Statement 8	2,892,763.	3,312,591.	4,559,607.
c	Investments — corporate bonds (attach schedule) Statement 9	150,000.	150,000.	150,041.
11	Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) Statement 10	37,547,388.	34,951,154.	42,884,921.
14	Land, buildings, and equipment basis ► 26,837.			
	Less accumulated depreciation (attach schedule) See Stmt 11 ► 21,181.	6,819.	5,656.	5,656.
15	Other assets (describe ► See Statement 12)	7,264.	563,260.	563,260.
16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	41,412,003.	39,703,504.	48,884,328.
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 ►)	3,109.		
23	**Total liabilities** (add lines 17 through 22)	3,109.	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 ► [X] 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	41,408,894.	39,703,504.	
30	**Total net assets or fund balances** (see instructions)	41,408,894.	39,703,504.	
31	**Total liabilities and net assets/fund balances** (see instructions)	41,412,003.	39,703,504.	

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	41,408,894.
2	Enter amount from Part I, line 27a	2	-1,705,390.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	39,703,504.
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	39,703,504.

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)
1a	See Statement 13			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

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	426,150.
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	14,690.

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	2,586,974.	43,538,224.	0.059418
2011	2,905,719.	45,396,585.	0.064007
2010	2,595,114.	44,852,728.	0.057859
2009	1,728,059.	40,917,558.	0.042233
2008	1,157,710.	47,092,832.	0.024584

2	**Total** of line 1, column (d)	2	0.248101
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	0.049620
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	45,740,669.
5	Multiply line 4 by line 3	5	2,269,652.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,221.
7	Add lines 5 and 6	7	2,281,873.
8	Enter qualifying distributions from Part XII, line 4	8	2,907,268.

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 ► [ ] 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 ► [X] and enter 1% of Part I, line 27b		1	12,221.
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	12,221.
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	12,221.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 19,723.		
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	19,723.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	7,502.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 7,502. **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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		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*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	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*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	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? If 'No,' attach explanation*	8 b	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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		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)	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?	13	X	

Website address ► www.thebοonefamilyfoundation.org

14 The books are in care of ► Jim Adams Telephone no ► (214) 368-0828

Located at ► 5949 Sherry Lane, Suite 1010 Dallas TX ZIP + 4 ► 75225

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1 b		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 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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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

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)? **5b** 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? **6b** No: 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 **7b**

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 14		290,625.	32,416.	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
JPMorgan Chase Bank, N.A. 2200 Ross Ave, FL 10 Dallas, TX 75201	Investment Mgmt	65,874.
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.

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	45,658,542.
b Average of monthly cash balances		1 b	778,685.
c Fair market value of all other assets (see instructions)		1 c	
d **Total** (add lines 1a, b, and c)		1 d	46,437,227.
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	46,437,227.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	696,558.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	45,740,669.
6 **Minimum investment return.** Enter 5% of line 5		6	2,287,033.

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	2,287,033.
2a Tax on investment income for 2013 from Part VI, line 5	2a 12,221.		
b Income tax for 2013 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	12,221.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	2,274,812.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,274,812.
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	2,274,812.

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	2,907,268.
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	2,907,268.
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	12,221.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,895,047.

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				2,274,812.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			135,771.	
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 ► $ 2,907,268.				
a Applied to 2012, but not more than line 2a			135,771.	
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				2,274,812.
e Remaining amount distributed out of corpus	496,685.			
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	496,685.			
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				0.
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	496,685.			
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 496,685.				

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 2013, 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	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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))

See Statement 15

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

Check here ► [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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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 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 16				
Total			► 3a	2,544,188.
b *Approved for future payment*				
See Statement 17				
Total			► 3b	2,549,999.

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) Exclusion 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	18.	
4 Dividends and interest from securities			14	1,019,366.	
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	426,150.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Other income			14	521.	
b Other K-1 income/(loss)			14	-32,472.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,413,583.	

13 Total. Add line 12, columns (b), (d), and (e) 13 1,413,583.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 11/14/14 — Title: Vice President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
Evelyn H Moses		11/11/14		P01400635

Firm's name ► Evelyn H. Moses, CPA — Firm's EIN ►

Firm's address ► 3541 Marquette, Dallas, TX 75225 — Phone no (214) 361-2323

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	$ 521.	$ 521.	
Other K-1 income/(loss)	-32,472.	-32,472.	
Total	$ -31,951.	$ -31,951.	$ 0.

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	$ 603.	$ 302.		$ 301.
Total	$ 603.	$ 302.		$ 301.

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
Accounting and tax prep.services	$ 15,700.	$ 11,775.		$ 3,925.
Total	$ 15,700.	$ 11,775.		$ 3,925.

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
JP Morgan Advisory/custody	$ 5,459.	$ 5,459.		
JP Morgan investment management	60,415.	60,415.		
Nelson Capital investment mgmt	31,530.	31,530.		
Total	$ 97,404.	$ 97,404.		$ 0.

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	$ 17,000.			
Foreign tax paid	1,299.	$ 1,299.		
Personal property tax paid	349.			$ 349.
Total	$ 18,648.	$ 1,299.		$ 349.

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Dell Latitude D630								
2/01/08	2,783	2,506	S/L	0.1		277	0	0
Razor's Edge 7 Software								
4/14/08	9,632	8,667	S/L	0.1		965	0	0
Glasstop round table								
1/29/08	617	396	S/L	0.1428		88	0	0
Desk with credenza/hutch								
1/29/08	2,455	1,579	S/L	0.1428		351	0	0
Upholstered desk chair								
1/29/08	850	545	S/L	0.1428		121	0	0
Serafina bookcase								
1/29/08	1,794	1,152	S/L	0.1428		256	0	0
(4) Arm chairs								
1/29/08	2,057	1,323	S/L	0.1428		294	0	0
Mitsubishi 46 inch TV								
8/06/08	1,763	1,134	S/L	0.1428		252	0	0
Serafina lateral file cab								
7/01/09	1,081	539	S/L	0.1429		154	0	0
Lateral file cabinet								
3/02/12	935	67	S/L	0.1429		134	0	0
Office shelves								
3/22/12	819	59	S/L	0.1429		117	0	0
Dell desktop								
7/09/13	638		S/L	0.1		64	0	0
Lenovo Thinkpad and mouse								
9/20/13	1,413		S/L	0.1		141	0	0

Statement 7
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 service charges	$ 59.	$ 59.		
Community activities	964.			$ 964.
Equipment rental and maintenance	1,930.			1,930.
Facing Race activity	17,561.			17,561.
Insurance	4,238.	2,119.		2,119.
Meals & entertainment	7,484.			7,484.
Memberships	3,000.			3,000.
Miscellaneous	214.			214.
Office supplies and expenses	667.			667.
Postage & delivery	65.			65.
Professional development	6,034.			6,034.
Professional dues	798.			798.
Publications and subscriptions	1,635.			1,635.
Telephone and telecommunications	854.			854.
Total	$ 45,503.	$ 2,178.		$ 43,325.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1105 shs American Express co	Cost	$ 66,171.	$ 100,257.
635 shs Apache Corp	Cost	50,277.	54,572.
1120 shs Baxter International Inc.	Cost	71,698.	77,896.
2095 shs BB&T Corp	Cost	59,978.	78,185.
130 shs Blackrock Inc	Cost	32,249.	41,141.
1785 shs Capital One Financial Corp	Cost	105,054.	136,749.
1350 shs Colgate Palmolive	Cost	72,976.	88,686.
845 shs Costco Wholesale Corp	Cost	81,952.	100,572.
575 shs Cummins Inc	Cost	55,827.	81,058.
1575 shs Danaher Corp	Cost	83,464.	121,590.
3890 shs E M C Corp	Cost	95,093.	97,833.
365 shs EOG Resources Inc	Cost	48,340.	61,262.
1255 shs Express Scripts Holding	Cost	67,154.	88,151.
1305 shs Franklin Resource Inc	Cost	57,261.	75,338.
1945 shs General Mills Inc	Cost	78,125.	97,075.
190 shs Google Inc	Cost	127,412.	212,935.
1020 shs Home Depot Inc	Cost	66,438.	83,987.
2165 shs Intel Corp	Cost	45,484.	56,193.
420 shs IBM	Cost	79,960.	78,779.
1295 shs Johnson & Johnson	Cost	91,705.	118,609.
2335 shs JP Morgan Chase & Co	Cost	96,979.	136,551.
785 shs Kimberly-Clark Corp	Cost	66,803.	82,001.
1530 shs Medtronic Inc	Cost	64,915.	87,807.
3100 shs Microsoft Corp	Cost	84,510.	115,971.
1510 shs Noble Energy Inc	Cost	72,725.	102,846.
975 shs Nordstrom Inc	Cost	54,384.	60,255.
1145 shs PNC Financial Services Group	Cost	65,192.	88,829.
375 shs Praxxair Inc	Cost	44,361.	48,761.
1080 shs Prudential Financial Inc	Cost	58,176.	99,598.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1605 shs Qualcomm Inc	Cost	$ 96,726.	$ 119,171.
815 shs Snap-On Inc	Cost	79,216.	89,259.
2485 shs Sprectra Energy Corp	Cost	70,701.	88,516.
1055 shs Stryker Energy Corp	Cost	58,153.	79,273.
1250 shs TJX Companies Inc	Cost	53,140.	79,662.
745 shs United Parcel Service Inc	Cost	54,807.	78,285.
1460 shs V F Corp	Cost	57,011.	91,016.
1330 shs Walt Disney Co	Cost	66,800.	101,612.
1355 shs Accenture PLC	Cost	91,438.	111,408.
1355 shs Eaton Corp PLC	Cost	87,222.	103,143.
1435 shs Noble Corporation PLC	Cost	50,825.	53,769.
660 shs Novartis A G	Cost	40,224.	53,051.
1100 shs Roche Holdings Ltd	Cost	75,257.	77,220.
1870 shs Rogers Communications	Cost	80,116.	84,617.
3015 shs Statoil ASA	Cost	73,282.	72,752.
12945 shs Container Store Group	Cost	233,010.	603,366.
	Total	$ 3,312,591.	$ 4,559,607.

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
150000 Intl Finance Corp	Cost	$ 150,000.	$ 150,041.
	Total	$ 150,000.	$ 150,041.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
BCP VI Private Investors Offshore LP	Cost	$ 276,442.	$ 306,525.
Blackstone GSO Private Investors LP	Cost	901,678.	1,084,126.
Carlyle Asia Partners III Private Inv	Cost	416,412.	441,545.
Clayton Dubilier & Rice Fund 8	Cost	704,512.	1,251,340.
Highbridge Mezzanine Partners, LP	Cost	806,477.	865,287.
KKR European Fund III Private Investors	Cost	571,171.	666,809.
Providence TMT Debt Opportunity Feeder	Cost	1,005,389.	1,162,153.
Blackstone Commercial Real Estate Debt	Cost	300,946.	319,389.
Texas Women's Venture Fund-Side LP	Cost	226,793.	232,533.
ARRA Loan Fund	Cost	16,917.	16,917.
Total Other Investments		$ 5,226,737.	$ 6,346,624.

Statement 10 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities			
25121 shs IShares Core S&P Mid-cap ETF	Cost	$ 2,181,153.	$ 3,361,441.
32216 shs Artisan Intl Value Fund	Cost	875,000.	1,184,601.
42181 shs Dodge & Cox International	Cost	1,403,517.	1,815,478.
7500 shs IShares MSCI EAFE Index	Cost	393,335.	503,213.
8500 shs Vanguard FTSE Europe ETF	Cost	408,834.	499,800.
60035 shs Aberdeen Asia-Pac XJ	Cost	685,000.	688,602.
46767 shs Matthews Pacific Tiger Instl	Cost	950,000.	1,167,764.
34310 shs Delaware Emerging Mkts	Cost	480,680.	558,220.
91790 shs JPM STR Inc. Opp Fd	Cost	1,069,000.	1,091,386.
110967 shs JPM Core Bond Fd	Cost	1,285,000.	1,272,794.
101442 shs JPM High Yield Fd	Cost	811,798.	809,510.
93060 shs JPM Short Duration Bond Fd	Cost	989,937.	1,013,421.
47081 shs JPM Inflation Mgd Bond Fd	Cost	500,000.	488,701.
153364 shs PIMCO Low Duration Fund	Cost	1,543,093.	1,584,250.
81257 shs Eaton Vance Floating Rate	Cost	750,000.	746,750.
13000 shs IShares Russell 1000 Growth	Cost	866,622.	1,117,350.
35045 shs SPDR S&P 500 ETF Trust	Cost	4,839,559.	6,472,461.
Total Other Publicly Traded Securities		$ 20,032,528.	$ 24,375,742.

Other Securities			
Brevan Howard Emerging Mks Local FI LP	Cost	515,300.	498,050.
JP Morgan Leveraged Loans Ltd	Cost	1,000,000.	1,420,327.
JP Morgan-Blackrock Opportunities RMBS	Cost	750,000.	981,705.
Avenue International Ltd	Cost	750,000.	1,093,059.
Brahman Partners II Offshore Ltd	Cost	500,000.	567,168.
Bridgewater Private Investors Offshore	Cost	500,000.	522,375.
Coatue Offshore Fund Ltd	Cost	500,000.	835,670.
Global Access-Macro Strategies	Cost	758,219.	800,353.
Goldentree Offshore Ltd.	Cost	190,893.	298,395.
Halcyon Partners Offshore Fund Ltd	Cost	500,000.	656,323.
HMLP Multi-Strategy Private Investors	Cost	1,500,000.	1,815,309.
Och-Ziff Oza Private Investors Offshore	Cost	500,000.	606,530.
Paulson Enhanced Ltd.	Cost	500,000.	555,420.
Standard Pacific Capital Offshore Fund	Cost	500,000.	503,857.
Blackstone Real Estate CMBS	Cost	500,000.	845,892.
SPDR Gold Trust	Cost	227,477.	162,122.
Total Other Securities		$ 9,691,889.	$ 12,162,555.
Total		$ 34,951,154.	$ 42,884,921.

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 12,371.	$ 8,561.	$ 3,810.	$ 3,810.
Machinery and Equipment	14,466.	12,620.	1,846.	1,846.
Total	$ 26,837.	$ 21,181.	$ 5,656.	$ 5,656.

Statement 12
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Due from pending sales		$ 563,260.	$ 563,260.
	Total	$ 563,260.	$ 563,260.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	publicly traded securities	Purchased	Various	Various
2	short term capital gain dist	Purchased	Various	Various
3	long term capital gain dist	Purchased	Various	Various
4	Galleon Offshore Liq. Trust	Purchased	Various	12/17/2013
5	Global Access Macro Ltd	Purchased	7/01/2010	9/30/2013
6	Goldentree Offshore Ltd	Purchased	6/01/2008	12/31/2013
7	Highbridge Quant. Comm. Fd Ltd	Purchased	5/01/2011	5/31/2013
8	HB Multi-Strategy Hldgs. Ltd	Purchased	Various	Various
9	K-1 pass-through capital gains (losses)	Purchased	Various	12/31/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	8956807.		8581020.	375,787.				$ 375,787.
2	14,690.		0.	14,690.				14,690.
3	109,457.		0.	109,457.				109,457.
4	770.		2,361.	-1,591.				-1,591.
5	250,000.		241,781.	8,219.				8,219.
6	563,260.		309,106.	254,154.				254,154.
7	639,012.		1000000.	-360,988.				-360,988.
8	28,579.		0.	28,579.				28,579.
9	0.		2,157.	-2,157.				-2,157.
							Total	$ 426,150.

Statement 14
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	Compensation	Contribution to EBP & DC	Expense Account/ Other
Garrett Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 5.00	$ 0.	$ 0.	$ 0.

Statement 14 (continued)
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
Cecilia Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	President, Dir 2.00	$ 0.	$ 0.	$ 0.
Aimee Brooks Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Katherine Nancy Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Daniel Guthrie Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
James F. Adams 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	VP/Treas./A.Sec 6.00	78,000.	6,105.	0.
Cynthia Yung 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	ED & Secretary 40.00	212,625.	26,311.	0.
	Total	$ 290,625.	$ 32,416.	$ 0.

Statement 15
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Garrett Boone
Cecilia Boone
Aimee Brooks Boone
Katherine Nancy Boone
Daniel Guthrie Boone

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Attitudes & Attire 2050 North Stemmons Fwy Dallas, TX 75207	N/A	PC	Veteran's Initiative	$ 25,000.
building community WORKSHOP 416 South Ervay Street Dallas, TX 75201	N/A	PC	Sustainable Projects	35,000.
Center on Communities and Education P. O. Box 750509 Dallas, TX 75275	N/A	PC	The School Zone	50,000.
Children at Risk 3625 North Hall Street, Suite 760 Dallas, TX 75219	N/A	PC	Food Security & Public Education Reform, Research & Advocacy	25,000.
Circle of Support, Inc. 5207 McKinney Avenue, Suite 200 Dallas, TX 75205	N/A	PC	Girl's Technology Program	10,000.
Commit!/Communities Foundation of Texas 3963 Maple Avenue, Suite 290 Dallas, TX 75219	N/A	PC	Builder and Literacy Network Program	100,000.
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, TX 75225	N/A	PC	Big D Reads	2,505.
Conference of Southwest Foundations 624 N. Good Latimer Expwy, Ste 100 Dallas, TX 75204	N/A	PC	General operating support	2,000.
Dallas Arboretum & Botanical Society 8525 Garland Road Dallas, TX 75218	N/A	PC	The Rory Meyers Children's Adventure Garden	100,000.
Dallas Black Dance Theatre 2700 Flora Dallas, TX 75201	N/A	PC	General operating support	1,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Dallas Women's Foundation 8150 N. Central Expwy, Suite 110 Dallas, TX 75206	N/A	PC	Unlocking Leadership Campaign	$ 250,000.
DC Prep 707 Edgewood Street NE Washington , DC 20017	N/A	PC	Leadership Development Program	75,000.
DonorsChose.org 134 W. 37th Street, 11th Floor New York, NY 10018	N/A	PC	Public School Classrooms	25,000.
Education Opens Doors, Inc. 5523 Ellsworth Avenue Dallas, TX 75206	N/A	PC	General operating support	45,000.
Education Pioneers, Inc. 2434 Robinhood, Suite B Houston, TX 77005	N/A	PC	Dallas Program Expansion-2013	50,000.
Environmental Defense Fund 301 Congress Avenue, Suite 1300 Austin, TX 78701	N/A	PC	EDF Climate Corps	25,000.
Fnd. for the Education of Young Women 2804 Swiss Avenue Dallas, TX 75204	N/A	PC	Grand Prairie Young Women's Leadership Academy	83,333.
Friends of Barack Obama Male Leadership 4730 South Landcaster Road Dallas, TX 75216	N/A	PC	Cesar Chavez Boys Leadership Conference	7,500.
Friends of the LCC 2600 Live Oak Dallas, TX 75204	N/A	PC	General operating support	500.
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, TX 75252	N/A	PC	Bronze Blitz Pilot Program	50,000.
Girls Incorporated of Metro. Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	PC	After school and summer programming	50,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Girls on the Run of the DFW Metroplex 17130 Dallas Parkway, Suite 170 Dallas, TX 75248	N/A	PC	5 new after-school classes	$ 15,000.
Golden S.E.E.D.S. Foundation 1128 Sabine Street Dallas, TX 75203	N/A	PC	Summer Leadership Academy	1,000.
Ignite 1624 Franklin Street, Suite 1001 Oakland, CA 94612	N/A	PC	Civic leadership skills for female students	35,000.
Junior Achievement of Dallas, Inc. 1201 Executive Drive West Richardson, TX 75081	N/A	PC	Junior Achievement Finance Park	30,000.
Leadership DISD P. O. Box 195975 Dallas, TX 75219	N/A	PC	Capacity Building	30,000.
Perot Museum of Nature & Science 2201 North Field Street Dallas, TX 75201	N/A	PC	Science Summer Academy	10,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	PC	Office of the President Fund	300,000.
Planned Parenthood of Greater Texas 7424 Greenville Ave. , Suite 206 Dallas, TX 75231	N/A	PC	Program support	100,000.
Race Forward 32 Broadway, Suite 1801 New York, NY 10004	N/A	PC	Training workshops for Facing Race 2014	25,000.
Reading Partners 2910 Swiss Avenue Dallas, TX 75204	N/A	PC	K-5 Literacy Intervention	75,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
REAL School Gardens 1700 University Drive, Suite 260 Fort Worth, TX 76107	N/A	PC	Dallas ISD school gardens	$ 25,000.
SafePlace P. O. Box 19454 Austin, TX 78760	N/A	PC	General operating support	50,000.
Stand for Children Texas 1933 East Levee Dallas, TX 75207	N/A	PC	Parent & Teacher Engagement	50,000.
Stray Dog, Inc. P. O. Box 1465 Gun Barrel City, TX 75147	N/A	PC	General Operating Support	1,000.
Teach for America 600 N. Pearl Street, Suite S2300 Dallas, TX 75201	N/A	PC	Alumni Network Support	150,000.
Teaching Trust 1825 Market Center Blvd., Suite 260 Dallas, TX 75207	N/A	PC	ED-Policy Fellows Program	50,000.
TexProtects 2904 Floyd Street, Suite C2 Dallas, TX 75204	N/A	PC	General Operating Support	25,000.
The Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington , DC 20036	N/A	PC	General operating support	5,000.
The Trinity Trust Foundation 1444 Oak Lawn Ave., Suite 200 Dallas, TX 75207	N/A	PC	Trinity Forest Elm Fork Plan	100,000.
The Univ.of Texas/Dallas/Jindal School 800 West Campbell Rd., SM 40 Richardson, TX 75080	N/A	PC	Screening of Girl Rising	350.
Uptown Dallas, Inc. 3600 McKinney Street, Suite 1210 Dallas, TX 75204	N/A	PC	Griggs Park Capital Campaign	125,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Woodall Rodgers Park Foundation 19909 Woodall Rodgers Fwy, Ste 403 Dallas, TX 75201	N/A	PC	Smart green features and dog park	$ 300,000.
Zero to Five Funders Collaborative c/o Dallas Foundation, 3963 Maple Dallas, TX 75219	N/A	PC	Early Childhood Project Expenses	30,000.
			Total	$ 2,544,188.

Statement 17
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
building community WORKSHOP 416 South Ervay Street Dallas, TX 75201	N/A	PC	Sustainable Projects	$ 35,000.
Center on Communities and Education P. O. Box 750509 Dallas, TX 75275	N/A	PC	The School Zone	50,000.
Commit!/Communities Fnd of Texas 3863 Maple Avenue, Suite 290 Dallas, TX 75219	N/A	PC	Builder & Literacy Network Program	200,000.
Dallas Women's Foundation 8150 N. Central Expwy, Suite 110 Dallas, TX 75206	N/A	PC	Unlocking Leadership Campaign	1,000,000.
DC Prep 707 Edgewood Street NE Washington , DC 20017	N/A	PC	Leadership Development Program	75,000.
DonorsChose.org 134 W. 37th Street, 11th Floor New York, NY 10018	N/A	PC	Public School Classrooms	25,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Fnd. for the Education of Young Women 2804 Swiss Avenue Dallas, TX 75204	N/A	PC	Grand Prairie Young Woman's Leadership Academy	$ 249,999.
Friends of Barack Obama Male Leadership 4730 South Lancaster Road Dallas, TX 75216	N/A	PC	School Enrichment Programs	25,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	PC	Office of the President Fund	600,000.
Race Forward 32 Broadway, Suite 1801 New York, NY 10004	N/A	PC	Facing Race 2014 Conference in Dallas	25,000.
Stand for Children Texas 1933 East Levee Dallas, TX 75207	N/A	PC	Parent & Teacher Engagement	50,000.
Teaching Trust 1825 Market Center Blvd., Suite 260 Dallas, TX 75207	N/A	PC	ED-Policy Fellows Program	50,000.
Uptown Dallas, Inc. 3600 McKinney Street, Suite 1210 Dallas, TX 75204	N/A	PC	Griggs Park Capital Campaign	165,000.
			Total	$ 2,549,999.

2013 Federal Book Depreciation Schedule

Client BOONE

The Boone Family Foundation

26-1407294

11/11/14 12 32PM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn	Depr Basis	Prior Depr.	Method		Life	Rate	Current Depr.
	Form 990/990-PF																
	Furniture and Fixtures																
3	Glasstop round table	1/29/08		617							617	396	S/L	HY	7	14280	88
4	Desk with credenza/hutch	1/29/08		2,455							2,455	1,579	S/L	HY	7	14280	351
5	Upholstered desk chair	1/29/08		850							850	545	S/L	HY	7	14280	121
6	Serafina bookcase	1/29/08		1,794							1,794	1,152	S/L	HY	7	14280	256
7	(4) Arm chairs	1/29/08		2,057							2,057	1,323	S/L	HY	7	14280	294
8	Mitsubishi 46 inch TV	8/06/08		1,763							1,763	1,134	S/L	HY	7	14280	252
9	Serafina lateral file cab	7/01/09		1,081							1,081	539	S/L	HY	7	14290	154
10	Lateral file cabinet	3/02/12		935							935	67	S/L	HY	7	14290	134
11	Office shelves	3/22/12		819							819	59	S/L	HY	7	14290	117
	Total Furniture and Fixtures			12,371		0	0	0	0	0	12,371	6,794					1,767
	Machinery and Equipment																
1	Dell Latitude D630	2/01/08		2,783							2,783	2,506	S/L	HY	5	10000	277
2	Razor's Edge 7 Software	4/14/08		9,632							9,632	8,667	S/L	HY	5	10000	965
12	Dell desktop	7/09/13		638							638		S/L	HY	5	.10000	64
13	Lenovo Thinkpad and mouse	9/20/13		1,413							1,413		S/L	HY	5	10000	141
	Total Machinery and Equipment			14,466		0	0	0	0	0	14,466	11,173					1,447
	Total Depreciation			26,837		0	0	0	0	0	26,837	17,967					3,214
	Grand Total Depreciation			26,837		0	0	0	0	0	26,837	17,967					3,214

Additional Detail

Form 990-PF, Part VII-B, Line 1a.(3)

Garrett and Cecilia Boone, Directors and Founders of The Boone Family Foundation own Innisfree Investments LLC, which furnishes partial use of office space to The Boone Family Foundation in order to operate its grant-making and investment management activities. The use of the facilities are provided free of charge. This activity is not an act of self-dealing as codified in Section 4941 (D)(2)(C).

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II | **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: The Boone Family Foundation

Employer identification number (EIN) or: 26-1407294

Number, street, and room or suite number If a P O box, see instructions: Evelyn H. Moses, CPA, 3541 Marquette

Social security number (SSN):

City, town or post office, state, and ZIP code For a foreign address, see instructions: Dallas, TX 75225

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► Jim Adams
Telephone No ► (214) 368-0828 Fax No. ► (214) 368-0829
• If the organization does not have an office or place of business in the United States, check this box ► [ ]
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 14
5 For calendar year 2013, or other tax year beginning ______, 20 __, and ending ______, 20 __
6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period
7 State in detail why you need the extension Due to circumstances beyond the taxpayers control, certain fair value information is pending at the due date of the automatic extension, and such fair value information is necessary for an accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 13,360.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 19,723.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► [signature] Title ► CPA for the taxpayer Date ► 8/12/14

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions The Boone Family Foundation	Employer identification number (EIN) or 26-1407294
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 5949 Sherry Lane #1010	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jim Adams

Telephone No ► (214) 368-0828 Fax No ► (214) 368-0829

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 10,818.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 19,723.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions