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

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2014

Open to Public Inspection

For calendar year 2014, or tax year beginning . 2014, and ending

TurningPoint Foundation  
c/o Morgan Stanley  
6125 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 foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

► \$ 20,494,792.

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 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)

1 Contributions, gifts, grants, etc. received (attach schedule) . . . . .

2 Ck ☒ if the foundn is not required to attach Sch B

3 Interest on savings and temporary cash investments . . . . .

137.

137.

N/A

4 Dividends and interest from securities . . . . .

427,160.

427,160.

5a Gross rents . . . . .

b Net rental income or (loss) . . . . .

6a Net gain or (loss) from sale of assets not on line 10 . . . . .

982,247.

b Gross sales price for all assets on line 6a . . . . .

8,086,522.

7 Capital gain net income (from Part IV, line 2) . . . . .

982,247.

8 Net short term capital gain . . . . .

9 Income modifications . . . . .

10a Gross sales less returns and allowances . . . . .

b Less Cost of goods sold . . . . .

c Gross profit or (loss) (attach schedule) . . . . .

11 Other income (attach schedule) . . . . .

12 Total. Add lines 1 through 11. . . . .

1,409,544.

1,409,544.

13 Compensation of officers, directors, trustees, etc. . . . .

15,000.

15,000.

14 Other employee salaries and wages . . . . .

15 Pension plans, employee benefits . . . . .

16a Legal fees (attach schedule) See St. 1

7,084.

7,084.

b Accounting fees (attach sch) See St. 2

6,000.

4,500.

1,500.

c Other prof. fees (attach sch) See St. 3

77,859.

76,959.

900.

17 Interest . . . . .

18 Taxes (attach schedule) (see instrs) See Stm 4

2,000.

19 Depreciation (attach sch) and depletion . . . . .

20 Occupancy . . . . .

21 Travel, conferences, and meetings . . . . .

1,500.

1,500.

22 Printing and publication . . . . .

23 Other expenses (attach schedule) . . . . .

See Statement 5

2,030.

1,522.

508.

24 Total operating and administrative expenses Add lines 13 through 23 . . . . .

111,473.

82,981.

26,492.

25 Contributions, gifts, grants paid . . . . . Part. XV.

952,637.

957,637.

26 Total expenses and disbursements. Add lines 24 and 25 . . . . .

1,064,110.

82,981.

984,129.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements . . . . .

345,434.

b Net investment income (if negative, enter 0-) . . . . .

1,326,563.

c Adjusted net income (if negative, enter 0-) . . . . .

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end of year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing .....			
	2 Savings and temporary cash investments .....	1,946,516.	625,844.	625,844.
	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) .....			
	c Investments — corporate bonds (attach schedule) .....			
	11 Investments — land, buildings, and equipment: basis .....			
Less: accumulated depreciation (attach schedule) .....				
12 Investments — mortgage loans .....				
13 Investments — other (attach schedule) <b>Statement 6</b> .....	17,946,632.	19,612,738.	19,868,948.	
14 Land, buildings, and equipment: basis .....				
Less: accumulated depreciation (attach schedule) .....				
15 Other assets (describe .....				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) .....	19,893,148.	20,238,582.	20,494,792.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, & other disqualified persons .....			
	21 Mortgages and other notes payable (attach schedule) .....			
	22 Other liabilities (describe .....			
	23 <b>Total liabilities</b> (add lines 17 through 22) .....	0.	0.	
<b>NET ASSETS OR FUND BALANCES</b>	<b>Foundations that follow SFAS 117, check here</b> .....			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted .....			
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>X</b> .....			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....	19,893,148.	20,238,582.	
30 <b>Total net assets or fund balances</b> (see instructions) .....	19,893,148.	20,238,582.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .....	19,893,148.	20,238,582.		

**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	19,893,148.
2 Enter amount from Part I, line 27a. ....	2	345,434.
3 Other increases not included in line 2 (itemize) .....	3	
4 Add lines 1, 2, and 3 .....	4	20,238,582.
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	20,238,582.

**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				
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 7,456,457.		7,104,275.	352,182.
b 630,065.			630,065.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			352,182.
b			630,065.
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	982,247.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . . ☐ Yes ☒ No

If 'Yes,' the foundation 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))
2013	975,190.	20,009,279.	0.048737
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

2 Total of line 1, column (d) . . . . .	2	0.234472
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	0.046894
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .	4	20,585,840.
5 Multiply line 4 by line 3 . . . . .	5	965,352.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	13,266.
7 Add lines 5 and 6 . . . . .	7	978,618.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	984,129.

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	13,266.
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	13,266.
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	13,266.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014 .....	6a	14,123.	
b Exempt foreign organizations — tax withheld at source .....	6b		
c Tax paid with application for extension of time to file (Form 8868) .....	6c		
d Backup withholding erroneously withheld .....	6d		
7 Total credits and payments. Add lines 6a through 6d .....	7	14,123.	
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	857.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax. ....	11	857.	Refunded. .... 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 Instructions for the 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? .....	2	X
If 'Yes,' attach a detailed description of the activities.		
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? .....	5	X
If 'Yes,' attach the statement required by General Instruction T		
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 2014 or the taxable year beginning in 2014 (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

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Form 990-PF (2014)

**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 N/A	13	X	
14	The books are in care of Cissy Moses Telephone no. (214) 361-2323 Located at 3541 Marquette St. 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			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __ <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. 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2014 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 2014.)	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 2014?	4 b	X

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Form 990-PF (2014)

**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 4945(d)(4)(A)<sup>2</sup> (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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6 b X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 7		15,000.	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 6125 Luther Lane, Suite 244 Dallas, TX 75225	Investment mgmt.	76,959.
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.

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Form 990-PF (2014)



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities . . . . .	<b>1a</b>	20,513,469.
<b>b</b> Average of monthly cash balances . . . . .	<b>1b</b>	385,861.
<b>c</b> Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	20,899,330.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d . . . . .	<b>3</b>	20,899,330.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	313,490.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	20,585,840.
<b>6 Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	1,029,292.

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

<b>1</b> Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	1,029,292.
<b>2a</b> Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	13,266.
<b>b</b> Income tax for 2014. (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2c</b>	13,266.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	1,016,026.
<b>4</b> Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	5,000.
<b>5</b> Add lines 3 and 4 . . . . .	<b>5</b>	1,021,026.
<b>6</b> Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	1,021,026.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 . . . . .	<b>1a</b>	984,129.
<b>b</b> Program-related investments — total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	984,129.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	13,266.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	970,863.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,021,026.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			948,813.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 \$ 984,129.				
a Applied to 2013, but not more than line 2a			948,813.	
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 2014 distributable amount				35,316.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				985,710.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

**2a** 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(i)(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(i)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization. . . . .

(4) Gross investment income .....

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

### 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).)

Molly L. Byrne

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

None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (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 address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached Statement 8	N/A	PC	See statement	957,637.
Total ..... ► 3a				957,637.
b Approved for future payment				
Total ..... ► 3b				

**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	137.	
4 Dividends and interest from securities... . . . .			14	427,160.	
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	982,247.	
9 Net income or (loss) from special events. . . . .					
10 Gross profit or (loss) from sales of inventory ..					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)....				1,409,544.	
13 Total. Add line 12, columns (b), (d), and (e).....				13	1,409,544.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



2014

## Federal Statements

Page 1

Client TURNING

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Statement 1  
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.....	\$ 7,084.			\$ 7,084.
Total	\$ 7,084.	\$ 0.		\$ 7,084.

Statement 2  
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.....	\$ 6,000.	\$ 4,500.		\$ 1,500.
Total	\$ 6,000.	\$ 4,500.		\$ 1,500.

Statement 3  
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
Logo design.....	\$ 900.			\$ 900.
Morgan Stanley investment mgmt.....	76,959.	\$ 76,959.		
Total	\$ 77,859.	\$ 76,959.		\$ 900.

Statement 4  
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.....	\$ 2,000.			
Total	\$ 2,000.	\$ 0.		\$ 0.

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20-3979782

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Statement 5  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
D & O insurance.....	\$ 2,030.	\$ 1,522.		\$ 508.
Total	<u>\$ 2,030.</u>	<u>\$ 1,522.</u>		<u>\$ 508.</u>

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

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
47,416 shs AMG Systematic Mid Cap Val	Cost	\$ 668,713.	\$ 652,445.
197,462 shs BlackRock Low Dur Bd Inv	Cost	1,927,229.	1,911,432.
213,361 shs Causeway Intl Value Instl	Cost	3,383,043.	3,155,602.
9,088 shs Delaware Inv Sm Cap Val	Cost	472,680.	500,309.
117,542 shs E V Income Fund of Boston I	Cost	710,153.	689,972.
699,373 shs Invesco Premier Inst	Cost	699,373.	699,373.
29,302 shs Ivy Mid Cap Growth I	Cost	687,659.	697,978.
141,646 shs John Hancock Displnd Val Ins	Cost	2,591,879.	2,687,020.
19,370 shs JP Morgan Dynamic Sm Cp Gr	Cost	499,426.	499,941.
332,132 shs Mainstay Large Cap Grw	Cost	3,255,861.	3,474,101.
96,422 shs Metropolitan West Tot Ret Bd	Cost	1,049,280.	1,050,997.
31,307 shs PIMCO Foreign Bd US\$ Hedged	Cost	340,875.	337,175.
67,184 shs Virtus Insight Emerg Mkts I	Cost	616,478.	664,446.
Total Other Publicly Traded Securities		<u>\$ 16,902,649.</u>	<u>\$ 17,020,791.</u>
<u>Other Securities</u>			
2,190 shs Skybridge Mult-Adsr	Cost	2,710,089.	2,848,157.
Total Other Securities		<u>\$ 2,710,089.</u>	<u>\$ 2,848,157.</u>
Total		<u>\$ 19,612,738.</u>	<u>\$ 19,868,948.</u>

Statement 7  
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 6125 Luther Lane, Suite 244 Dallas, TX 75225	President 1.00	\$ 0.	\$ 0.	\$ 0.



2014

## Federal Statements

Page 3

Client TURNING

TurningPoint Foundation  
c/o Morgan Stanley

20-3979782

06.59PM

Statement 7 (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	Compensation	Contribution to EBP & DC	Expense Account/ Other
Susan Byrne Montgomery 6125 Luther Lane, Suite 244 Dallas, TX 75225	Treasurer 1.00	\$ 0.	\$ 0.	\$ 0.
Kathleen Byrne 6125 Luther Lane, Suite 244 Dallas, TX 75225	Secretary 8.00	15,000.	0.	0.
Robert Byrne 6125 Luther Lane, Suite 244 Dallas, TX 75225	Director 1.00	0.	0.	0.
Trevor Colhoun 6125 Luther Lane, Suite 244 Dallas, TX 75225	Director 1.00	0.	0.	0.
Total		\$ 15,000.	\$ 0.	\$ 0.

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
All Stars Project, Inc 543 West 42nd St. New York, NY 10036	N/A	PC	Towards the Student Support Programing in Dallas	\$ 1,000 00
Audubon Nature Institute 6500 Magazine Street New Orleans, LA 70118	N/A	PC	General operating support	\$ 5,000.00
AT&T Performing Arts Center 2106 Boll Street Dallas, TX 75204	N/A	PC	General operating support	\$ 10,000 00
Big Thought 1409 South Lamar Street, Suite 1015 Dallas, TX 75215	N/A	PC	Towards the summer learning program	\$ 25,000.00
Booker T Washington High School for Performing Arts P O. Box 192648 Dallas, TX 75219	N/A	PC	Flying Horse sponsorship; general operating support	\$ 2,500.00
Bricolage Academy 4238 St. Charles Avenue New Orleans, LA 70115	N/A	PC	General operating support	\$ 5,000.00
Chiapas International 1722 Routh Street, Suite 1313 Dallas, TX 75201	N/A	PC	General operating support	\$ 500 00
Children's Craniofacial Association 13140 Cort Rd , Ste 517 Dallas, TX 75240	N/A	PC	General operating support	\$ 3,500.00
Children's Theater Association of San Francisco 3450 Sacramento St , PMB442 San Francisco, CA 94118	N/A	PC	General operating support	\$ 10,000.00
Clayton Dabney Foundation for Kids with Cancer 6500 Greenville Ave , Suite 342 Dallas, TX 75206	N/A	PC	Towards support for families with terminally ill children	\$ 3,000.00
Committee of 200 Foundation 980 N. Michigan Ave., Suite 1575 Chicago, IL 60611	N/A	PC	Toward mentoring programs	\$ 15,000 00

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 5,000 00
Dallas Black Dance Theater P. O. Box 131290 Dallas, TX 75313	N/A	PC	Towards the Change a Child's Life Program	\$ 4,000 00
Dallas Children's Advocacy Center 5351 Sameull Blvd Dallas, TX 75228	N/A	PC	Special event underwriting, general operating support	\$ 10,000.00
Dallas Christian School 1515 Republic Pkwy Mesquite, TX 75150	N/A	PC	General operating support	\$ 3,000 00
Dallas Foundation 900 Jackson Street, Suite 705 Dallas, TX 75202	N/A	PC	Towards the Brook Hollow Scholarship Fund	\$ 1,000 00
Dallas Foundation 900 Jackson Street, Suite 705 Dallas, TX 75202	N/A	PC	Towards the Mayor's Intern Fellowship Program	\$ 10,000.00
Dallas Museum of Art 1717 N. Harwood Dallas, TX 75201	N/A	PC	Towards event underwriting benefiting the museum's decorative arts programs and general operating budget	\$ 20,000.00
Dallas Symphony Association, Inc Morton H. Meyerson Symphony Center 2301 Flora Street, Suite 300 Dallas, TX 75201	N/A	PC	General operating support	\$ 1,000 00
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	N/A	PC	Towards event underwriting benefiting the Center's artistic and educational programming and general operating budget	\$ 160,000 00
Dwell with Dignity Foundation 3112 Hood Street Dallas, TX 75219	N/A	PC	General operating support	\$ 1,000.00
Family Centers, Inc P. O. Box 7550 Greenwich, CT 06836	N/A	PC	Towards School Based Health Centers programming and general operating support	\$ 30,000 00

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Foundation for Science and Mathematics 5625 Loyola Ave. New Orleans, LA 70115	N/A	PC	General operating support	\$ 2,500.00
Friends of Mianus River Park, Inc 7 Cogswell Ln. Stamford, CT 06902	N/A	PC	Towards Park maintenance	\$ 10,000 00
George W Bush Foundation 2943 SMU Boulevard Dallas, TX 75205	N/A	PC	Towards the Bush Institute program "The Warrior Open"	\$ 3,000 00
George W. Bush Foundation 2943 SMU Boulevard Dallas, TX 75205	N/A	PC	Towards the Bush Institute program "The Women's Initiative"	\$ 10,000.00
GLBT LEAP 3824 Cedar Springs Rd , Suite 417 Dallas, TX 75219	N/A	PC	Towards the scholarship fund	\$ 5,000.00
Gwynedd Mercy University P. O. Box 901 Gwynedd Valley, PA 19437	N/A	PC	Towards the Financially Challenged Student Scholarship program	\$ 5,000.00
Healing Hands Ministries, Inc. P O Box 741524 Dallas, TX 75374	N/A	PC	Towards the Medical Program Aid Fund	\$ 5,000 00
IGNITE Texas P. O. Box 333 Austin, TX 78767	N/A	PC	General operating support	\$ 10,000.00
Independent Womens Forum 1875 I St. NW, Suite 500 Washington, DC 20006	N/A	PC	Towards mentoring programs	\$ 10,000 00
KERA (North Texas Public Broadcasting) 3000 Harry Hines Blvd. Dallas, TX 75201	N/A	PC	General operating support	\$ 10,000.00
Lake Tahoe School 995 Tahoe Blvd. Incline Village, NV 89451	N/A	PC	General operating support	\$ 20,000 00

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Louisiana Children's Museum 420 Julia St New Orleans, LA 70130	N/A	PC	General operating support	\$ 50,000 00
Media Projects Inc 5215 Homer Dallas, TX 75206	N/A	PC	Toward the Sole Sisters Project	\$ 5,000.00
Newman School 1903 Jefferson Avenue New Orleans, LA 70115	N/A	PC	Towards the Annual Fund	\$ 52,500 00
Parks and Recreation Foundation of Town of Greenwich, CT 15 Valley Drive Greenwich, CT 06831	N/A	PC	Towards Tod's Point (Greenwich Point Park)	\$ 10,000.00
Patient Airlift Services 120 Adams Blvd. Farmingdale, NY 11735	N/A	PC	Towards program services	\$ 1,000.00
Perot Museum of Nature & Science 2201 N. Field Street Dallas, TX 75201	N/A	PC	General operating support	\$ 2,500 00
PLAN of North Texas 13151 Emily Rd., Suite 240 Dallas, TX 75240	N/A	PC	General operating support	\$ 5,000.00
Resource Center of Dallas P. O. Box 190869 Dallas, TX 75219	N/A	PC	Towards the Capital Campaign	\$ 25,000.00
Round Meadow Elementary School 5151 Round Meadow Rd. Hidden Hills, CA 91302	N/A	PC	Towards the Technology Campaign	\$ 10,000.00
Salesmanship Club Chantable Golf of Dallas 106 E. Tenth St Dallas, TX 75203	N/A	PC	Towards Operation Appreciation Military Golfer Pro-Am sponsorships	\$ 24,000 00
Sammons Center for the Arts 3630 Harry Hines Blvd. Dallas, TX 75219	N/A	PC	Towards capital improvements to the Center	\$ 25,000 00

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
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 00
Smithsonian Institution P. O. Box 37012 Washington, DC 20013	N/A	PC	Towards the National Postal Museum's Education Department, including school tour transportation, on-the-floor education carts and smart boards	\$ 22,387.00
Southern Methodist University P. O. Box 750261 Dallas, TX 75275	N/A	PC	Towards Meadows School of the Arts and the Meadows Scholarship Fund	\$ 35,250 00
St. Bernard Project, Inc. 8324 Parc Place Chalmette, LA 70043	N/A	PC	Towards homes built for disaster relief and community revitalization	\$ 10,000 00
Suffield Academy 185 North Main Street Suffield, CT 06078	N/A	PC	Towards financial aid	\$ 1,000.00
TACA (The Arts Community Alliance) 1722 Routh St., Suite 115 Dallas, TX 75201	N/A	PC	General operating support	\$ 4,000 00
Tahoe Safe Alliance 948 Incline Way Incline Village, NV 89451	N/A	PC	General operating support	\$ 4,000 00
Teach for America-DFW 315 West 36th Street, 7th Floor New York, NY 10018	N/A	PC	Towards programming in the Dallas-Fort Worth area	\$ 120,000.00
The Stewpot (First Presbyterian Church) 1835 Young Street Dallas, TX 75201	N/A	PC	General operating support	\$ 10,000 00
TITAS (Texas International Theatrical Arts Society) 2100 Ross Avenue, Suite 650 Dallas, TX 75201	N/A	PC	General operating support	\$ 2,500.00
University of Pennsylvania 250 King of Prussia Rd. Radnor, PA 19087	N/A	PC	Toward the Penn Medicine Community Radiology Administration	\$ 5,000.00

2014

## Federal Statements

Client TURNING

TurningPoint Foundation

20-3979782

## Statement 8

## Form 990-PF, Part XV, Line 3a

## Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
University of Texas Southwestern Medical Center 5323 Harry Hines Blvd. Dallas, TX 75390	N/A	PC	General operating support	\$ 2,500.00
Visiting Nurse Association of Texas 1600 Viceroy Drive Dallas, TX 75235	N/A	PC	Towards event underwriting benefiting Meals on Wheels	\$ 15,000 00
Total grants paid				<u>\$ 957,637</u>