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

2014

Open to Public Inspection

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

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

A Employer identification number: 26-1407294

B Telephone number (see 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) ► $ 47,612,264.

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))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Ck ► [X] if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	519.	519.	N/A	
	4	Dividends and interest from securities	1,733,648.	1,733,648.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,259,606.			
	b	Gross sales price for all assets on line 6a 17,762,972.				
	7	Capital gain net income (from Part IV, line 2)		3,259,606.		
	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) See Statement 1	33,716.	33,716.		
	12	Total Add lines 1 through 11	5,027,489.	5,027,489.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	307,481.	67,500.		239,981.
	14	Other employee salaries and wages	77,079.	15,615.		61,464.
	15	Pension plans, employee benefits	42,604.	7,229.		35,375.
	16a	Legal fees (attach schedule) See St 2	487.	244.		243.
	b	Accounting fees (attach sch) See St 3	14,750.	11,063.		3,687.
	c	Other prof fees (attach sch) See St 4	111,162.	107,312.		3,850.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 5	35,681.	2,534.		147.
	19	Depreciation (attach sch) and depletion See Stmt 6	2,178.			
	20	Occupancy				
	21	Travel, conferences, and meetings	29,066.			29,066.
	22	Printing and publications	38.			38.
	23	Other expenses (attach schedule) See Statement 7	40,919.	2,363.		38,556.
	24	Total operating and administrative expenses Add lines 13 through 23	661,445.	213,860.		412,407.
	25	Contributions, gifts, grants paid Part XV	2,804,576.			2,809,133.
	26	Total expenses and disbursements Add lines 24 and 25	3,466,021.	213,860.		3,221,540.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,561,468.			
	b	Net investment income (if negative, enter 0)		4,813,629.		
	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		720,843.	4,728,346.	4,728,346.
3 Accounts receivable ►	171,750.			
Less. allowance for doubtful accounts ►			171,750.	171,750.
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	3,312,591.	6,415,759.	7,629,689.
c Investments – corporate bonds (attach schedule)	Statement 9	150,000.	150,000.	149,988.
11 Investments – land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	Statement 10	34,951,154.	29,912,782.	34,929,013.
14 Land, buildings, and equipment basis ►	26,837.			
Less accumulated depreciation (attach schedule) See Stmt 11 ►	23,359.	5,656.	3,478.	3,478.
15 Other assets (describe ►)		563,260.		
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		39,703,504.	41,382,115.	47,612,264.
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 ► See Statement 12)			117,143.	
23 **Total liabilities** (add lines 17 through 22)		0.	117,143.	
NET ASSETS OR FUND BALANCES **Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		39,703,504.	41,264,972.	
30 **Total net assets or fund balances** (see instructions)		39,703,504.	41,264,972.	
31 **Total liabilities and net assets/fund balances** (see instructions)		39,703,504.	41,382,115.	

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	39,703,504.
2	Enter amount from Part I, line 27a	2	1,561,468.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	41,264,972.
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	41,264,972.

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	3,259,606.
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	36,822.

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	2,895,047.	45,740,669.	0.063293
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

2	**Total** of line 1, column (d)	2	0.286810
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	0.057362
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	47,764,617.
5	Multiply line 4 by line 3	5	2,739,874.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,136.
7	Add lines 5 and 6	7	2,788,010.
8	Enter qualifying distributions from Part XII, line 4	8	3,221,540.

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	48,136.
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	48,136.
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	48,136.
6	Credits/Payments				
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	44,128.		
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	3,000.		
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	47,128.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	544.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	1,552.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ►	**Refunded** ►		11	

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? *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 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

Part VII-A Statements Regarding Activities *(continued)*

		Line	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.theboonefamilyfoundation.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

		Line	Yes	No
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?	16		X
	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 ►			

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.

			Line	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 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?	☐ 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 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

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

		Yes	No
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)? (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? *If 'Yes' to 6b, file Form 8870*	**6b**		X
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		307,485.	33,587.	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	61,209.
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 Donation of 255 books to four public school districts, one private school, Dallas City libraries and three nonprofit organizations	5,248.
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	1a	46,198,840.
b	Average of monthly cash balances	1b	2,293,157.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	48,491,997.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	48,491,997.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	727,380.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,764,617.
6	**Minimum investment return.** Enter 5% of line 5	6	2,388,231.

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	2,388,231.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 48,136.		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	48,136.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,340,095.
4	Recoveries of amounts treated as qualifying distributions	4	4,557.
5	Add lines 3 and 4	5	2,344,652.
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	2,344,652.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	3,221,540.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,221,540.
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	48,136.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,173,404.

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					2,344,652.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
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	496,685.				
f **Total** of lines 3a through e		496,685.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 3,221,540.					
a Applied to 2013, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2014 distributable amount					2,344,652.
e Remaining amount distributed out of corpus		876,888.			
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		1,373,573.			
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)		0.			
8 Excess distributions carryover from 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		1,373,573.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011					
c Excess from 2012					
d Excess from 2013	496,685.				
e Excess from 2014	876,888.				

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 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)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(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 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 Statement 16				
Total			► 3a	2,809,133.
b *Approved for future payment*				
See Statement 17				
Total			► 3b	2,716,666.

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	519.	
4 Dividends and interest from securities			14	1,733,648.	
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	3,259,606.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Other income			14	10.	
b Other K-1 income/(loss)			14	33,798.	
c Other K-1 income/(loss)			14	-92.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,027,489.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,027,489.

(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 11/5/15 | 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		10/27/15		P01400635

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

Firm's address ► P.O. Box 12685, 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	$ 10.	$ 10.	
Other K-1 income/(loss)	33,798.	33,798.	
Other K-1 income/(loss)	-92.	-92.	
Total	$ 33,716.	$ 33,716.	$ 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	$ 487.	$ 244.		$ 243.
Total	$ 487.	$ 244.		$ 243.

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	$ 14,750.	$ 11,063.		$ 3,687.
Total	$ 14,750.	$ 11,063.		$ 3,687.

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
Ginny Martin Productions	$ 3,250.			$ 3,250.
JP Morgan Advisory/custody	5,189.	$ 5,189.		
JP Morgan investment management	61,209.	61,209.		
Nelson Capital investment mgmt	40,914.	40,914.		
Other	100.			100.
Tracie Reveal Shipman	500.			500.
Total	$ 111,162.	$ 107,312.		$ 3,850.

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	$ 33,000.			
Foreign tax paid	2,534.	$ 2,534.		
Personal property tax paid	147.			$ 147.
Total	$ 35,681.	$ 2,534.		$ 147.

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
Glasstop round table								
1/29/08	617	484	S/L	0.1429		88	0	0
Desk with credenza/hutch								
1/29/08	2,455	1,930	S/L	0.1429		351	0	0
Upholstered desk chair								
1/29/08	850	666	S/L	0.1429		121	0	0
Serafina bookcase								
1/29/08	1,794	1,408	S/L	0.1429		256	0	0
(4) Arm chairs								
1/29/08	2,057	1,617	S/L	0.1429		294	0	0
Mitsubishi 46 inch TV								
8/06/08	1,763	1,386	S/L	0.1429		252	0	0
Serafina lateral file cab								
7/01/09	1,081	693	S/L	0.1428		154	0	0
Lateral file cabinet								
3/02/12	935	201	S/L	0.1429		134	0	0
Office shelves								
3/22/12	819	176	S/L	0.1429		117	0	0
Dell desktop								
7/09/13	638	64	S/L	0.2		128	0	0
Lenovo Thinkpad and mouse								
9/20/13	1,413	141	S/L	0.2		283	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
Automobile expenses	$ 11,653.			$ 11,653.
Bank service charges	70.	$ 70.		
Community activities	89.			89.
Equipment rental and maintenance	2,026.			2,026.
Facing Race activity	7,984.			7,984.
Insurance	4,585.	2,293.		2,292.
Meals & entertainment	1,211.			1,211.
Memberships	3,225.			3,225.
Miscellaneous	125.			125.
Office supplies and expenses	414.			414.
Postage & delivery	160.			160.
Professional dues	761.			761.
Publications and subscriptions	6,727.			6,727.
Telephone and internet expenses	1,889.			1,889.
Total	$ 40,919.	$ 2,363.		$ 38,556.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1885 shs American Express co	Cost	$ 134,517.	$ 175,380.
1830 shs Baxter International	Cost	123,603.	134,121.
460 shs Blackrock Inc.	Cost	139,811.	164,478.
2885 shs Capital One Financial Corp	Cost	195,589.	238,157.
2185 shs Colgate Palmolive Co	Cost	126,778.	151,180.
1365 shs Costco Wholesale Corp	Cost	146,858.	193,489.
965 shs Cummins Inc.	Cost	108,943.	139,124.
2560 shs Danaher Corp	Cost	157,383.	219,418.
1275 shs Dover Corp	Cost	103,252.	91,443.
6260 shs E M C Corp Mass	Cost	163,360.	186,172.
1385 shs EOG Resources Inc.	Cost	114,626.	127,517.
2005 shs Express Scripts Holding	Cost	120,430.	169,763.
3370 shs General Mills Inc.	Cost	150,210.	179,722.
1260 shs Gilead Sciences Inc.	Cost	127,002.	118,768.
165 shs Google Inc. Class C	Cost	55,250.	86,856.
497 shs Google Inc Class A	Cost	249,531.	263,738.
1695 shs Home Depot Inc	Cost	128,966.	177,924.
5855 shs Intel Corp	Cost	168,179.	212,478.
2085 shs Johnson & Johnson	Cost	174,737.	218,028.
3770 shs JPMorgan Chase & Co	Cost	183,533.	235,927.
1270 shs Kimberly-Clark Corp	Cost	113,582.	146,736.
2485 shs Medtronic Inc	Cost	124,722.	179,417.
6220 shs Microsoft Corp	Cost	225,573.	288,919.
2455 shs Noble Energy Inc.	Cost	138,325.	116,441.
1985 shs PNC Financial Services Group	Cost	136,896.	181,092.
1030 shs Praxair Inc.	Cost	128,860.	133,447.
1855 shs Prudential Financial Inc	Cost	126,986.	167,803.
2610 shs Qualcomm Inc.	Cost	171,864.	194,001.
1385 shs Snap-On Inc.	Cost	148,102.	189,385.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2720 shs Southwestern Energy Co	Cost	$ 101,787.	$ 74,229.
4000 shs Spectra Energy Corp	Cost	130,170.	145,200.
1710 shs Stryker Corp	Cost	111,297.	161,304.
2345 shs Time Warner Inc.	Cost	165,836.	200,310.
2080 shs TJX Companies Inc	Cost	102,604.	142,646.
1675 shs United Parcel Service Inc	Cost	145,230.	186,210.
2335 shs V F Corp	Cost	114,919.	174,891.
450 shs Visa Inc. Class A	Cost	113,256.	117,990.
2140 shs Walt Disney Co	Cost	138,642.	201,567.
2720 shs Accenture PLC	Cost	202,039.	242,923.
2255 shs Eaton Corp PLC	Cost	142,314.	153,250.
1745 shs Novartis A G	Cost	140,806.	161,692.
3720 shs Roche Holdings Ltd	Cost	131,210.	126,443.
3195 shs Rogers Communications	Cost	130,410.	124,158.
5015 shs Statoil ASA	Cost	124,761.	88,314.
12945 shs Container Store Group	Cost	233,010.	247,638.
	Total	$ 6,415,759.	$ 7,629,689.

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
150000 par Intl Finance Corp	Cost	$ 150,000.	$ 149,988.
	Total	$ 150,000.	$ 149,988.

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	$ 580,817.	$ 669,156.
Blackstone GSO PI Offshore, LP	Cost	770,544.	731,068.
Blackstone GSO PI Offshore II LP	Cost	146,585.	170,151.
Blackstone Commercial Real EstateDebt	Cost	132,162.	141,385.
Carlyle Asia Partners III Private Inv	Cost	366,641.	375,719.
Clayton Dubilier & Rice Fund 8	Cost	709,317.	1,054,149.
Highbridge Mezzanine Partners, LP	Cost	467,446.	458,378.
KKR European Fund III Private Investors	Cost	453,229.	574,848.
Providence TMT Debt Opportunity Feeder	Cost	722,717.	776,090.
Texas Women's Venture Fund-Side LP	Cost	573,103.	552,138.
Total Other Investments		$ 4,922,561.	$ 5,503,082.

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.	$ 3,637,521.
32216 shs Artisan Intl Value Fund	Cost	875,000.	1,102,126.
43146 shs Dodge & Cox International	Cost	1,444,432.	1,816,876.
16170 shs IShares MSCI EAFE Index	Cost	918,687.	983,783.
8500 shs Vanguard FTSE Europe ETF	Cost	408,834.	445,485.
60035 shs Aberdeen Asia-Pac XJ	Cost	685,000.	681,998.
46767 shs Matthews Pacific Tiger Instl	Cost	950,000.	1,242,123.
34310 shs Delaware Emerging Mkts	Cost	480,680.	497,149.
25230 shs SPDR S&P 500 ETF Trust	Cost	3,939,645.	5,185,774.
14929 shs Tributary Small Co-Inst	Cost	345,000.	349,031.
173520 shs Vanguard Total Bond Mkt	Cost	1,895,000.	1,886,164.
159639 shs JPM Core BD FD	Cost	1,860,000.	1,875,754.
47081 shs JPM Inflation Mgd Bond Fd	Cost	500,000.	482,109.
253998 shs Blackrock High Yield Bond	Cost	2,065,000.	2,001,501.
Total Other Publicly Traded Securities		$ 18,548,431.	$ 22,187,394.

Other Securities			
103239 shs PIMCO CommodityPL Strat	Cost	1,105,000.	789,776.
1350 shs SPDR Gold Trust	Cost	227,477.	153,333.
Avenue International Ltd	Cost	750,000.	1,088,736.
Brahman Partners II Offshore Ltd	Cost	500,000.	536,687.
Bridgewater Private Investors Offshore	Cost	500,000.	552,525.
Coatue Offshore Fund Ltd	Cost	500,000.	806,938.
Goldentree Offshore Ltd.	Cost	99,313.	202,839.
Halcyon Partners Offshore Fund Ltd	Cost	500,000.	633,818.
Och-Ziff OZOFII Private Investors	Cost	760,000.	793,635.
Och-Ziff Oza Private Investors Offshore	Cost	500,000.	640,241.
Paulson Enhanced Ltd.	Cost	500,000.	545,526.
Standard Pacific Capital Offshore Fund	Cost	500,000.	494,483.
Total Other Securities		$ 6,441,790.	$ 7,238,537.
Total		$ 29,912,782.	$ 34,929,013.

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.	$ 10,328.	$ 2,043.	$ 2,043.
Machinery and Equipment	14,466.	13,031.	1,435.	1,435.
Total	$ 26,837.	$ 23,359.	$ 3,478.	$ 3,478.

Statement 12
Form 990-PF, Part II, Line 22
Other Liabilities

Payable on unfunded capital call	$ 117,143.
Total	$ 117,143.

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	Brevan Howard	Purchased	Various	Various
5	K-1 pass-through capital gains (losses)	Purchased	Various	12/31/2014
6	Goldentree Offshore Ltd	Purchased	6/01/2008	Various
7	HB Multi-Strategy Hldgs. Ltd	Purchased	8/31/2011	Various
8	HMLP Multi-Strategy PI Ltd	Purchased	6/01/2008	Various
9	JPM Leveraged Loans Ltd	Purchased	9/01/2009	7/31/2014
10	JPM Blackrock Opp RMBS	Purchased	11/01/2009	Various
11	Blackstone Real Estate CMBS	Purchased	6/01/2009	12/31/2014
12	Global Access Macro Ltd	Purchased	Various	12/31/2014

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	10840130.		9388359.	1451771.				$ 1451771.
2	36,822.		0.	36,822.				36,822.
3	166,244.		0.	166,244.				166,244.
4	490,138.		495,481.	-5,343.				-5,343.
5	0.		19,727.	-19,727.				-19,727.
6	159,371.		91,580.	67,791.				67,791.
7	41,115.		14,246.	26,869.				26,869.
8	1854451.		1485754.	368,697.				368,697.
9	1442570.		1000000.	442,570.				442,570.
10	1001166.		750,000.	251,166.				251,166.
11	891,515.		500,000.	391,515.				391,515.
12	839,450.		758,219.	81,231.				81,231.
							Total	$ 3259606.

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	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Garrett Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	President 8.00	$ 0.	$ 0.	$ 0.
Cecilia Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 2.00	0.	0.	0.
Aimee Boone Cunningham 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 8.00	90,000.	6,378.	0.
Cynthia Yung 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	ED & Secretary 40.00	217,485.	27,209.	0.
	Total	$ 307,485.	$ 33,587.	$ 0.

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

Garrett Boone
Cecilia Boone
Aimee Boone Cunningham
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	2014 support of "Boots to Heels"	$ 25,000.
building community WORKSHOP 416 South Ervay Street Dallas, TX 75201	N/A	PC	Sustainable Projects	35,000.
Center for Reproductive Rights, Inc. 120 Wall Street New York, NY 10005	N/A	PC	Research Expenses	150,000.
Center on Communities and Education P. O. Box 750509 Dallas, TX 75275	N/A	PC	The School Zone	50,000.
Circle of Support, Inc. 5207 McKinney Avenue, Suite 200 Dallas, TX 75205	N/A	PC	Girl S.M.A.R.T Summer Learning 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.
Dallas Independent School District 2909 N. Buckner Blvd., Suite 604 Dallas, TX 75228	N/A	PC	Dallas ISD Literacy Program	4,000.
Dallas Social Venture Partners 12900 Preston Road, Suite 1220 Dallas, TX 75230	N/A	PC	Sponsorship of Social Innovation Luncheon and bigBANG!	2,500.
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	School Leadership Development Program	75,000.

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

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
DonorsChose.org 134 W. 37th Street, 11th Floor New York, NY 10018	N/A	PC	Public School Classrooms Dallas ISD	$ 25,000.
Dream Outside the Box 1619 Pennsylvania Avenue Fort Worth, TX 76104	N/A	PC	After school program	5,000.
Education Opens Doors, Inc. 5523 Ellsworth Avenue Dallas, TX 75206	N/A	PC	2014 middle school program support	35,000.
Environmental Defense Fund 301 Congress Avenue, Suite 1300 Austin, TX 78701	N/A	PC	EDF Climate Corps	50,000.
Exponent Philanthropy 1720 N. Street NW Washington , DC 20036	N/A	PC	Support of Educational Programming	1,250.
The Family Place P. O. Box 7999 Dallas, TX 75209	N/A	PC	Child Development Center	50,000.
Foundation Communities 3036 S. 1st Street, Suite 200 Austin, TX 78704	N/A	PC	Dallas VITA Program	50,000.
Friends of Barack Obama Male Leadership 4730 South Landcaster Road Dallas, TX 75216	N/A	PC	School Enrichment Programs	23,830.
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, TX 75252	N/A	PC	STEM Center of Excellence	100,000.
Girls Inc. of Metropolitan Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	PC	General operating support	50,000.
Girls on the Run of the DFW Metroplex 17130 Dallas Parkway, Suite 170 Dallas, TX 75248	N/A	PC	Girls running program	22,000.

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
Human Rights Initiative of North Texas 2801 Swiss Avenue Dallas, TX 75219	N/A	PC	Legal program support for children	$ 75,000.
Ignite 1624 Franklin Street, Suite 1001 Oakland, CA 94612	N/A	PC	Texas girls civic engagement program	60,000.
Institute for Urban Policy Research 800 West Campbell Road, AD13 Richardson, TX 75081	N/A	PC	The Young Leaders, Strong City Conference	720.
Iowa Women's Foundation 2301 East Grandview Drive, Ste 200 Coralville, IA 52241	N/A	PC	Tribute gift	500.
Make Art with Purpose Incorporated 726 Haines Avenue Dallas, TX 75208	N/A	PC	Pilot Program at Billy Dade Middle School	3,000.
National Center Family Philanthropy 1101 Connecticut Ave. NW, Ste 220 Washington, DC 20036	N/A	PC	Friends of Family Leadership Circle	1,000.
North Texas Public Broadcasting, Inc. 3000 Harry Hines Blvd. Dallas, TX 75201	N/A	PC	Education program with Shankar Vedantam	5,000.
Our Friends Place 2501 Oak Lawn Ave., Suite 500 Dallas, TX 75219	N/A	PC	Pauline's Place Transitional Living Center	50,000.
Philanthropy Southwest 624 N. Good Latimer Expwy, Ste. 100 Dallas, TX 75204	N/A	PC	General Operating - 2014	2,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	PC	Office of the President Fund	300,000.

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
Planned Parenthood of Greater Texas 7424 Greenville Ave., Suite 206 Dallas, TX 75231	N/A	PC	General operating support	$ 100,000.
Race Forward 32 Broadway, Suite 1801 New York, NY 10004	N/A	PC	Training and conference	25,000.
Reading Partners 2901 Swiss Avenue Dallas, TX 75204	N/A	PC	Dallas ISD reading program	100,000.
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	Teacher and parent engagement	50,000.
Teach for America 600 N. Pearl Street, Suite 2300 Dallas, TX 75201	N/A	PC	DFW Teacher Program	250,000.
Teaching Trust 1825 Market Center Blvd., Suite 260 Dallas, TX 75207	N/A	PC	Ed Policy Fellows Program	50,000.
TexProtects 2904 Floyd St., Suite C2 Dallas, TX 75204	N/A	PC	General operating support	25,000.
The University of Texas-Pan American Fnd 1201 West University Drive, ITT Bld Edinburg, TX 78539	N/A	PC	MDP Tutoring Program	25,000.
Uptown Dallas, Inc. 3600 McKinney Street, Suite 1210 Dallas, TX 75204	N/A	PC	Griggs Park Capital Campaign and Historical Markers	165,000.
YMCA of the Rockies 2515 Tunnel Road Estes Park, CO 80511	N/A	PC	Estes Park Center-New Mountain Center	250,000.

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
Young Women's Preparatory Network 2804 Swiss Avenue Dallas, TX 75204	N/A	PC	Young Women's Leadership Academy of Grand Prairie	$ 83,333.
Zero to Five Funders Collaborative 3963 Maple Avenue, Suite 390 Dallas, TX 75219	N/A	PC	Early Childhood Program Expenses	25,000.
			Total	$ 2,809,133.

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
Commit!/Communities Fnd of Texas 3863 Maple Avenue, Suite 290 Dallas, TX 75219	N/A	PC	Builder & Literacy Network Program	$ 100,000.
Dallas Women's Foundation 8150 N. Central Expwy, Suite 110 Dallas, TX 75206	N/A	PC	Unlocking Leadership Campaign	750,000.
Alliance for Justice Eleven Dupont Circle, NW, 2nd FL Washington , DC 20036	N/A	PC	Launch Dallas office	50,000.
Education Pioneers 2434 Robinhood, Ste B Houston, TX 77005	N/A	PC	Dallas program	50,000.
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, TX 75252	N/A	PC	STEM Center of Excellence	100,000.
The Family Place P. O. Box 7999 Dallas, TX 75209	N/A	PC	Child Development Center	50,000.

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

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	PC	Office of the President Fund	$ 300,000.
SafePlace P. O. Box 19454 Austin, TX 78760	N/A	PC	General operating support	50,000.
Reading Partners 2910 Swiss Avenue Dallas, TX 75204	N/A	PC	Dallas ISD reading program	100,000.
Teach for America 600 N. Pearl Street, Suite 2300 Dallas, TX 75201	N/A	PC	DFW Teacher Program	250,000.
YMCA of the Rockies 2515 Tunnel Road Estes Park, CO 80511	N/A	PC	Estes Park Center-New Mountain Center	750,000.
Young Women's Preparatory Network 2804 Swiss Avenue Dallas, TX 75204	N/A	PC	Young Women's Leadership Academy of Grand Prairie	166,666.
			Total	$ 2,716,666.

The Boone Family Foundation 26-1407294

Balance Sheet
Accounts receivable

Investment redemptions receivable	$ 171,750.
Total	$ 171,750.

FMV of Assets (990-PF)
Net accounts receivable

Investment redemptions receivable	$ 171,750.
Total	$ 171,750.

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).