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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ 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

, 20

Name of foundation SAPPHIRE FOUNDATION, INC.		A Employer identification number 30-0674167
Number and street (or P O box number if mail is not delivered to street address) 8333 DOUGLAS AVENUE, STE 1450		B Telephone number (see instructions) (214) 369-0406
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75225-5852		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 22,482,007.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		3,333,334.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		288.	288.		
4 Dividends and interest from securities		91,968.	91,968.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,111,917.			
b Gross sales price for all assets on line 6a 765,071.					
7 Capital gain net income (from Part IV, line 2)			1,050,850.		
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) ATCH. 1		565,643.	542,306.		
12 Total. Add lines 1 through 11		5,103,150.	1,685,412.		
13 Compensation of officers, directors, trustees, etc		36,000.			36,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,754.			2,754.
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH. 2		375.	375.		
c Other professional fees (attach schedule) [3]		36,199.	35,865.		334.
17 Interest					
18 Taxes (attach schedule) (see instructions) [2]		54,418.	603.		512.
19 Depreciation (attach schedule) and depletion					
20 Occupancy		10,917.			10,917.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 5		406,021.	358,190.		37,279.
24 Total operating and administrative expenses. Add lines 13 through 23.		546,684.	395,033.		87,796.
25 Contributions, gifts, grants paid		701,500.			701,500.
26 Total expenses and disbursements Add lines 24 and 25		1,248,184.	395,033.	0	789,296.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		3,854,966.			
b Net investment income (if negative, enter -0-)			1,290,379.		
c Adjusted net income (if negative, enter -0-)					

647

1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	418,908.	2,002,333.	2,002,333.	
	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 schedule) ▶ *		* 75,000.	ATCH 6	
		Less allowance for doubtful accounts ▶		75,000.	75,000.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) [7]	327,096.	453,782.	452,077.	
	b	Investments - corporate stock (attach schedule) ATCH 8	1,685,266.	2,944,625.	3,244,482.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	86,079.	166,149.	164,919.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 10	14,395,766.	15,126,192.	16,543,196.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,913,115.	20,768,081.	22,482,007.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	16,913,115.	20,768,081.		
	30	Total net assets or fund balances (see instructions)	16,913,115.	20,768,081.		
	31	Total liabilities and net assets/fund balances (see instructions)	16,913,115.	20,768,081.		

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	16,913,115.
2	Enter amount from Part I, line 27a	2	3,854,966.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,768,081.
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	20,768,081.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	1,050,850.	
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	536,232.	15,685,068.	0.034187
2012	264,573.	10,868,109.	0.024344
2011			
2010			
2009			
2 Total of line 1, column (d)			2 0.058531
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 0.019510
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 20,049,602.
5 Multiply line 4 by line 3			5 391,168.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,904.
7 Add lines 5 and 6			7 404,072.
8 Enter qualifying distributions from Part XII, line 4 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			8 789,296.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	12,904.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	12,904.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,904.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	13,300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,410.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		19,710.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6,806.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 6,806. Refunded ☐ 11			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN, 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 ☐ SAPPHIRE FOUNDATION INC. Telephone no ☐ 214-369-0406 Located at ☐ 8333 DOUGLAS AVENUE, SUITE 1450 DALLAS, TX ZIP+4 ☐ 75225-5852			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. ☐ 15			
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	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
1b	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 ☐	1b	X
1c	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?	1c	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 ☐		
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)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No

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? ☐ 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
ATCH 11		36,000.	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. ☐

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
NONE		

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

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2014)

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	3,339,383.
b	Average of monthly cash balances	1b	800,161.
c	Fair market value of all other assets (see instructions).	1c	16,215,382.
d	Total (add lines 1a, b, and c)	1d	20,354,926.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,354,926.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	305,324.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,049,602.
6	Minimum investment return. Enter 5% of line 5	6	1,002,480.

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

1	Minimum investment return from Part X, line 6	1	1,002,480.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		12,904.
b	Income tax for 2014 (This does not include the tax from Part VI). 2b		9,283.
c	Add lines 2a and 2b	2c	22,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	980,293.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	980,293.
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	980,293.

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	789,296.
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	789,296.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	12,904.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	776,392.

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.

Form 990-PF (2014)

Page **9****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				980,293.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			490,137.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
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				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>789,296.</u>				
a Applied to 2013, but not more than line 2a			490,137.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				299,159.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				681,134.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
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				

Form **990-PF** (2014)

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

ATTACHMENT 12

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

N/A

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				
ATCH 13				
Total			3a	701,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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)
---------------	--

[illegible]

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 | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | 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. | | | |

[illegible]

- 2a 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

**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

11/13/15

► President i.e.c.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

11/12/2015

Check	if
-------	----

self-employed

PTIN	
------	--

P01345770

Firm's name

► FOUNDATION SOURCE

Firm's address

► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

11042

Phone no

8008391754

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Name of the organization

SAPPHIRE FOUNDATION, INC.

Employer identification number

30-0674167

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **SAPPHIRE FOUNDATION, INC.**Employer identification number
30-0674167**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JUETT, KATHERINE L 8333 DOUGLAS AVENUE, SUITE 1450 DALLAS, TX 75225	\$ 3,333,334.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **SAPPHIRE FOUNDATION, INC.**

Employer identification number

30-0674167

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization **SAPPHIRE FOUNDATION, INC.**

Employer identification number

30-0674167

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Sapphire Foundation, Inc
Taxable Year Ending December 31, 2014

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 765,071	\$ 694,593	\$ 70,478
Section 751 gain on sale of partnership - Reclass						\$ 980,787
						\$ (415)
Total included in Part IV				<u>\$ 765,071</u>	<u>\$ 694,593</u>	<u>\$ 1,050,850</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						<u>\$ 61,067</u>
Part I, Line 6a Total						<u>\$ 1,111,917</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ACCESS MIDSTREAM PARTNERS	-410.	
K-1 INC/LOSS AMERIGAS PARTNERS LP	-188.	3.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-226.	-5.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-1,236.	42.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-231.	52.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS	-855.	3.
K-1 INC/LOSS ENTERPRISE PRODUCTS	-3,043.	1.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-197.	
K-1 INC/LOSS EV ENERGY PARTNERS, LP	-63.	1.
K-1 INC/LOSS GENESIS ENERGY, L.P.	-560.	13.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND	43,239.	37,544.
K-1 INC/LOSS KINDER MORGAN ENERGY	-119.	4.
K-1 INC/LOSS LINN ENERGY, LLC	337.	3.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY	45,558.	45,300.
K-1 INC/LOSS LUPTON HEDGE FUND	362,738.	335,458.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	126,675.	123,836.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-361.	1.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS	-1,588.	44.
K-1 INC/LOSS ONEOK PARTNERS LP	-1,156.	
K-1 INC/LOSS PLAINS ALL AMERICAN	-522.	3.
K-1 INC/LOSS REGENCY ENERGY PARTNERS LP	-598.	3.
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-414.	
K-1 INC/LOSS WILLIAMS PARTNERS L.P.	-1,552.	
SEC 751 GAIN ON SALE ENERGY TRANSFER	19.	
SEC 751 GAIN ON SALE KINDER MORGAN ENRGY	295.	
SEC 751 GAIN ON SALE LINN ENERGY, LLC	101.	
TOTALS	<u>565,643.</u>	<u>542,306.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX RETURN PREPARATION/REVIEW	375.	375.		
TOTALS	<u>375.</u>	<u>375.</u>		

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION OF FOUNDATION	154.		154.
INVESTMENT MANAGEMENT SERVICES	35,865.	35,865.	
PROFESSIONAL DESIGN SERVICES	180.		180.
TOTALS	<u>36,199.</u>	<u>35,865.</u>	<u>334.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
990-PF ESTIMATED TAX FOR 2014	13,300.		
990-PF EXCISE TAX FOR 2013	2,144.		
990-PF EXTENSION FOR 2013	5,055.		
990-T INCOME TAX FOR 2013	25,728.		
FOREIGN TAX PAID	603.	603.	
PROPERTY TAXES	512.		512.
STATE INCOME TAX 2013	7,076.		
TOTALS	<u>54,418.</u>	<u>603.</u>	<u>512.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES			
BANK CHARGES	36,600.	258.	36,600.
K-1 EXP ENBRIDGE ENERGY PARTNE	4.		
K-1 EXP ENERGY TRANSFER EQUITY	3.	3.	
K-1 EXP ENERGY TRANSFER PARTNE	14.	13.	
K-1 EXP ENLINK MIDSTREAM PARTN	2.		
K-1 EXP ENTERPRISE PRODUCTS PA	1.		
K-1 EXP EV ENERGY PARTNERS, LP	89.		
K-1 EXP GENESIS ENERGY, L.P.	3.	3.	
K-1 EXP JTL PRIVATE EQUITY FUN	51,787.	50,095.	
K-1 EXP KINDER MORGAN ENERGY P	29.		
K-1 EXP LINN ENERGY, LLC	596.		
K-1 EXP LUPTON DOMESTIC EQUITY	37,360.	36,801.	
K-1 EXP LUPTON HEDGE FUND PART	214,591.	207,181.	
K-1 EXP LUPTON INTERNATIONAL E	63,981.	63,819.	
K-1 EXP MAGELLAN MIDSTREAM PAR	1.		
K-1 EXP ONEOK PARTNERS LP	1.		
K-1 EXP PLAINS ALL AMERICAN PI	19.	17.	
K-1 EXP REGENCY ENERGY PARTNER	2.		
K-1 EXP WILLIAMS PARTNERS L.P.	1.		
PAYROLL PROCESSING FEES	628.		628.
STATE OR LOCAL FILING FEES	51.		51.
TOTALS	<u>406,021.</u>	<u>358,190.</u>	<u>37,279.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: OTR FUND I, LLC
ORIGINAL AMOUNT: 75,000.
INTEREST RATE: 3.000000
DATE OF NOTE: 10/31/2014
MATURITY DATE: 10/31/2019
REPAYMENT TERMS: ANNUALLY
SECURITY PROVIDED: COMPANY ASSETS
PURPOSE OF LOAN: SUPPORT MISSION OF MAKING BELOW MARKET INT RT LOAN
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE

ENDING BALANCE DUE 75,000.

ENDING FAIR MARKET VALUE 75,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE

75,000.

75,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDL NATL MTG ASSN POOL #AS204	908.	920.
FEDL NATL MTG ASSN POOL 3.500%	963.	1,005.
FHLM PPOOL #A93070 - 5.00% - 0	2,505.	2,517.
FHLM Q3168 - 4.500% - 09/01/20	10,597.	10,758.
FHLMC - 4.750% - 11/17/2015	5,431.	5,194.
FHLMC - K012 CL A2- 4.186% - 1	4,370.	4,410.
FHLMC REMIC K-AIV CL A 2 - 3.	6,487.	6,535.
FNMA - 3.500% - 09/01/2042 - A	23,032.	22,419.
FNMA - 6.625% - 11/15/2030	12,375.	13,364.
FNMA POOL #AI5587 - 5.000% - 0	2,249.	2,252.
FNMA POOL #AL2629 - 5.000% - 0	3,534.	3,613.
FNMA POOL #AL5369 - 4.50% - 05	1,810.	1,815.
FNMA POOL #AS0680 - 4.50% - 10	3,531.	3,556.
FNMA POOL #AV8830 - 3.50% - 08	10,040.	10,192.
FNMA POOL #AW7104 - 4.50% - 07	6,358.	6,371.
FNMA POOL #MA1204 - 3.50% - 10	2,455.	2,497.
U S T BD STRIPPED PRIN PMT 0.0	17,773.	18,003.
US T BILL - 5.250% - 02/15/202	2,563.	2,691.
US T BOND - 3.125% - 08/15/204	3,926.	4,306.
US T BOND - 4.250% - 11/15/204	6,843.	7,767.
US T BOND - 4.375% - 05/15/204	6,981.	7,958.
US T NOTE - 0.3750% - 06/30/20	10,025.	10,013.
US T NOTE - 1.000% - 10/31/201	10,097.	10,072.
US T NOTE - 1.250% - 11/30/201	4,929.	4,965.
US T NOTE - 2.375% - 08/15/202	16,752.	17,315.
US T NOTE - 2.750% - 11/15/202	2,052.	2,106.
US T NTS - 0.750% - 10/31/2017	94,433.	94,242.
US T NTS - 2.000% - 11/15/2021	37,904.	38,139.
US T NTS - 3.625% - 02/15/2021	41,591.	41,859.
US TIPS - 0.125% - 07/15/2022	56,445.	51,308.
US TIPS - 2.500% - 01/15/2029	44,823.	43,915.
US OBLIGATIONS TOTAL		452,077.
		453,782.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACTAVIS PLC	10,232.	26,771.
ADT LTD.	6,507.	6,521.
AFLAC INC.	35,655.	40,930.
ALLIANZ FIXED INC SHARES SER C	227,151.	205,625.
ALLIANZ FIXED INC SHARES SER M	212,481.	205,119.
AMC NETWORKS INC	2,859.	2,615.
AMERICAN EXPRESS CO	9,383.	10,700.
ANADARKO PETROLEUM CORP	27,302.	22,770.
ANNALY MTG MGMT INC	6,727.	6,918.
AUTODESK, INC.	12,614.	17,057.
BARRICK GOLD CORP COM	12,165.	7,364.
BAXTER INTERNATIONAL INC.	11,412.	12,093.
BED BATH & BEYOND INC.	12,843.	14,853.
BOGEN IDEC INC	16,389.	20,367.
BOEING CO	29,045.	41,204.
BRITISH AMERICAN TOBACCO PLC	37,627.	39,139.
BROADCOM CORPORATION	10,194.	16,162.
CABLEVISION SYSTEMS CORP CL A	14,033.	17,379.
CALIFORNIA RESOURCES CORPORAT	1,386.	959.
CHEVRON CORP	12,283.	11,218.
CHUBB CORP	12,634.	14,486.
CISCO SYSTEMS INC	9,597.	11,267.
CITRIX SYSTEMS INC	8,928.	9,251.
COLGATE-PALMOLIVE COMPANY	34,202.	43,036.
COMCAST CORP	31,306.	37,478.
CONOCOPHILLIPS	11,529.	10,704.
COVIDIEN LTD	5,655.	9,307.
CREE, INC.	18,615.	10,794.
DIAGEO PLC ADS	37,153.	38,220.

ATTACHMENT 8 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIAMOND OFFSHORE DRL	5,280.	6,424.
DIRECTV GROUP	5,649.	7,976.
DOLBY LABORATORIES	7,824.	9,530.
DOMINION RESOURCES INC	41,679.	45,217.
DOUBLELINE TOTAL RETURN BOND	404,130.	404,443.
DR PEPPER SNAPPLE GROUP, INC	11,549.	17,920.
EBAY INC.	11,814.	12,627.
EMERSON ELECTRIC CO.	35,114.	38,396.
EXELON CORPORATION	14,540.	17,242.
EXPRESS SCRIPTS HOLDING CO.	13,407.	16,934.
EXXON MOBIL CORP	16,031.	16,179.
FLUOR CORP	14,994.	12,247.
FREEMPORT-MCMORAN COPPER & GOLD	4,248.	2,920.
GLAXOSMITHKLINE PLC	10,340.	8,975.
HONDA MOTOR CO LTD	12,986.	12,546.
ILLINOIS TOOL WORKS	30,909.	45,930.
IMMUNOGEN, INC	3,041.	1,153.
INTEL CORP	40,230.	57,556.
INVESCO PLC	41,767.	46,317.
ISIS PHARMACEUTICALS, INC.	4,565.	9,817.
JOHNSON & JOHNSON	40,087.	51,553.
L-3 COMMUNICATIONS CORP	18,286.	23,223.
LIBERTY BROADBAND CORP RTS	489.	67.
LIBERTY BROADBAND CORPORATION	1,021.	501.
LIBERTY BROADBAND CORP K	7,995.	1,046.
LIBERTY INTERACTIVE CORPORAT	3,058.	10,091.
LIBERTY MEDIA CORPORATION	1,601.	3,013.
LIBERTY MEDIA CORPORATION COM	1,392.	1,517.
LIBERTY VENTURES		1,811.

ATTACHMENT 8 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOOMIS SAYLES SECURITIZED ASSE	230,972.	230,515.
MACK CALI RLTY CORP	5,045.	4,479.
MEDTRONIC INC	47,862.	70,539.
MICROSOFT CORPORATION	51,751.	64,984.
MOLSON COOR BREW CO CL B	11,194.	15,277.
NATL OILWELL VARCO	6,635.	5,963.
NEWMONT MINING CORP	7,400.	5,387.
NEXTERA ENERGY, INC	30,542.	45,067.
NORDSTROM INC	41,788.	54,462.
NORTHEAST UTIL	35,446.	48,007.
NOVARTIS AG ADR	30,965.	43,828.
NOW INC.	5,793.	4,657.
NUANCE COMMUNICATIONS, INC.	4,934.	4,495.
NUCOR CP	14,301.	13,734.
OCCIDENTAL PETROLEUM CORP	38,571.	35,227.
PALL CP	14,690.	18,926.
PEARSON PLC	42,629.	40,867.
PENTAIR INC. COM	6,839.	6,775.
PEPSICO INC	18,434.	20,803.
PNC FINANCIAL GROUP INC.	13,785.	16,421.
PROCTER GAMBLE CO	14,335.	16,396.
QUALCOMM INC	41,678.	38,949.
ROCHE HOLDING LTD ADR	41,732.	39,360.
SANDISK CORP	8,468.	13,129.
SEAGATE TECHNOLOGY	14,371.	19,817.
SOUTHWESTERN ENERGY	9,938.	8,187.
STANLEY BLACK & DECKER INC	39,858.	46,599.
STARZ	1,465.	1,485.
SUNTRUST BKS INC	6,919.	8,380.

ATTACHMENT 8 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
T. ROWE PRICE ASSOCIATES	13,119.	13,738.
TAIWAN SEMICONDUCTOR MFG CO LT	9,046.	10,742.
TARGET CORPORATION	15,423.	19,357.
TE CONNECTIVITY LTD	17,601.	20,367.
TORCHMARK CORP	7,099.	7,584.
TRAVELERS COMPANIES INC	53,708.	63,192.
TYCO INTERNATIONAL LTD.	12,733.	14,825.
UNION PACIFIC	41,708.	52,894.
UNITED PARCEL SERVICE	36,807.	47,358.
UNITED TECHNOLOGIES CORP	33,673.	41,170.
UNITEDHEALTH GROUP INC.	27,666.	36,190.
US BANCORP	13,948.	16,182.
V F CORP	29,750.	50,932.
VERTEX PHARMCTLS INC	8,090.	13,662.
WAL-MART STORES INC.	22,562.	25,764.
WEATHERFORD INTL	27,374.	18,675.
WELLS FARGO & CO.	13,176.	16,172.
YUM BRANDS INC	40,869.	39,485.
TOTALS	<u>2,944,625.</u>	<u>3,244,482.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AFLAC INC - 3.625% - 11/15/202	5,091.	5,098.
AIG - 3.375% - 08/15/2020	5,144.	5,194.
AMGEN INC - 2.200% - 05/22/201	5,001.	4,981.
ANHEUSER BUSCH COS - 6.45% - 0	5,189.	5,261.
AOL TIME WARNER - 7.625% - 04/	5,329.	5,576.
APPLE INC NOTE - 2.400% - 05/0	4,654.	4,849.
BANK AMER CORP FR - 2.000% - 0	5,001.	4,996.
BANK NEW YORK - 3.650% - 02/04	5,105.	5,229.
BARRICK NORTH AMERICA FIN LLC	5,147.	5,049.
CAPITAL ONE FINL CORP - 6.150%	5,560.	5,373.
CISCO SYSTEMS INC - 5.500% - 0	5,478.	5,275.
CITIGROUP INC - 6.125% - 05/15	4,640.	4,527.
CONOCPhillips - 5.625% - 10/15	5,648.	5,398.
DEERE JOHN CAP CORP - 1.200% -	4,977.	4,972.
EQUITY RESIDENTIAL PPTYS - 5.1	5,421.	5,241.
ETP L.P. - 04.65% - 06/01/2021	5,298.	5,227.
GE CAP CORP SER A - 5.625% - 9	4,584.	4,440.
JPMORGAN CHASE & CO - 5.150% -	5,337.	5,139.
MARATHON OIL CORP - 6.600% - 1	5,041.	4,711.
MCDONALDS CORP NT - 5.000% - 0	4,603.	4,451.
MORGAN STANLEY SR NT-F 3.750%	5,002.	5,129.
NEWMONT MINING CORP NT - 3.500	4,481.	4,699.
ONEOK PARTNERS CONS - 6.150% -	4,524.	4,295.
PETROBRAS - 05.625% - 05/20/20	5,240.	4,892.
PRUDENTIAL - 3.500% - 05/15/24	5,060.	5,082.
STATOIL ASA - 1.150% - 05/15/2	4,910.	4,904.
TOTAL CAPITAL GTD - 3.000% - 0	5,176.	5,058.
UNITEDHEALTH GROUP INC - 5.80%	4,789.	4,953.
VERIZON - 3.000% - 11/01/2021	4,961.	4,931.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VIACOM INC - 6.875% - 04/30/20	4,873.	5,077.
VODAFONE GROUP PLC - 6.15% - 0	4,718.	4,827.
WELLS FARGO CO - 4.600% - 04/0	5,538.	5,562.
XEROX - 6.350% - 05/15/2018	4,629.	4,523.
TOTALS	<u>166,149.</u>	<u>164,919.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCESS MIDSTREAM PARTNERS LP	6,969.	6,233.
AMERIGAS PARTNERS LP	2,682.	3,067.
ENBRIDGE ENERGY PARTNERS LP	12,261.	13,726.
ENERGY TRANSFER EQUITY LP	48,167.	45,961.
ENERGY TRANSFER PARTNERS LP	16,222.	18,330.
ENLINK MIDSTREAM PARTNERS LP	13,349.	13,664.
ENTERPRISE PRODUCTS PARTNERS L	76,953.	71,590.
EQT MIDSTREAM PARTNERS LP	9,900.	9,680.
EV ENERGY PARTNERS, LP	3,188.	1,619.
GENESIS ENERGY, L.P.	12,468.	9,969.
JTL PRIVATE EQUITY FUND, L.P.	2,026,082.	2,158,832.
LUPTON DOMESTIC EQUITY PARTNER	2,681,480.	3,045,505.
LUPTON HEDGE FUND PARTNERSHIP	6,580,038.	7,220,892.
LUPTON INTERNATIONAL EQUITY PA	3,471,849.	3,778,439.
MAGELLAN MIDSTREAM PARTNERS LP	36,730.	37,610.
MARKWEST ENERGY PARTNERS L.P.	25,832.	23,651.
ONEOK PARTNERS LP	18,147.	13,395.
PLAINS ALL AMERICAN PIPELINE L	29,836.	26,071.
REGENCY ENERGY PARTNERS LP	14,352.	11,544.
TARGA RESOURCES PARTNERS LP	16,949.	12,162.
WILLIAMS PARTNERS L.P.	22,738.	21,256.
TOTALS	<u>15,126,192.</u>	<u>16,543,196.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
765,071.		PUBLICLY-TRADED SECURITIES 694,593.					70,478.	
		PASSTHROUGH K1 CAPITAL GAIN					980,787.	
		SEC 751 GAIN ON SALE OF PTSHP - RECLASS					-415.	
TOTAL GAIN(LOSS)							<u>1,050,850.</u>	

SAPPHIRE FOUNDATION, INC.

30-0674167

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
ANDERSON BURNS CROSLAND 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR / TREAS 1.00	
BENJAMIN LUPTON CROSLAND 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR / SEC 1.00	
KATHERINE L JUETT 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	CHAIRMAN OF THE BOARD / DIR 1.00	
WILLIAM DANA JUETT 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	PRES / DIR 25.00	36,000.
ALICE CROSLAND TREASTER 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR 1.00	
GRAND TOTALS		<u>36,000.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE L JUETT
WILLIAM DANA JUETT

SAPPHIRE FOUNDATION, INC.

30-0674167

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABERG CENTER FOR LITERACY 5100 ROSS AVE DALLAS, TX 75206	N/A PC		GENERAL & UNRESTRICTED	10,000.
ALLEYS HOUSE 4113 JUNIUS ST DALLAS, TX 75246	N/A PC		GENERAL & UNRESTRICTED	2,500
AMISTAD MISSION 523 3RD AVE S NASHVILLE, TN 37210	N/A PC		SUPPORT FOR THE CHILDREN AND STAFF OF CASA ESPERANZA	10,000.
BIG THOUGHT 1409 S LAMAR ST DALLAS, TX 75215	N/A PC		GENERAL & UNRESTRICTED	50,000
BIKEDFW PO BOX 671354 DALLAS, TX 75367	N/A PC		GENERAL & UNRESTRICTED	2,000
BIRTHDAY PARTY PROJECT 4950 KELLER SPRINGS RD ADDISON, TX 75001	N/A PC		GENERAL & UNRESTRICTED	2,000

ATTACHMENT 13

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHIAPAS INTERNATIONAL 1722 ROUTH ST STE 1313 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	12,500.
CHIAPAS INTERNATIONAL 1722 ROUTH ST STE 1313 DALLAS, TX 75201	N/A PC	CHARITABLE EVENT	3,000
CHIAPAS INTERNATIONAL 1722 ROUTH ST STE 1313 DALLAS, TX 75201	N/A PC	GRAMEEN LAST MILE INITIATIVE	10,000
CHILDRENS NUTRITION PROGRAM OF HAITI INC PO BOX 3720 CHATTANOOGA, TN 37404	N/A PC	GENERAL & UNRESTRICTED	4,250.
COMMUNITIES FOUNDATION OF TEXAS INC 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC	CHAMPION IMPACT CAPITAL 'ON THE ROAD LENDING' PROGRAM	2,000.
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS, TX 75218	N/A PC	YEAR OF THE CHILDREN'S GARDEN PROGRAM	25,000

SAPPHIRE FOUNDATION, INC.

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION I 2100 ROSS AVE DALLAS, TX 75201	N/A PC	ANNUAL FUND	10,000.
DALLAS FOUNDATION A TX NONPROFIT CORPORATION 3963 MAPLE AVE STE 390 DALLAS, TX 75219	N/A PC	FILMANTHROPY SIGNS OF HUMANITY FUND	5,000.
DALLAS FOUNDATION A TX NONPROFIT CORPORATION 3963 MAPLE AVE STE 390 DALLAS, TX 75219	N/A PC	LETOT CENTER CAPITAL FOUNDATION FUND	25,000
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS, TX 75201	N/A PC	ART IN BLOOM - DESIGN SPONSOR PROGRAM	2,500
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	BENEFACTOR PROGRAM	10,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	SPONSORSHIP OF THE DTC PRODUCTION OF "LES MISERABLES" PROGRAM	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC		CHARITABLE EVENT	25,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC		CAPITAL CAMPAIGN	50,000.
EXTRA DIMENSION INC 4627 N CENTRAL EXPWY DALLAS, TX 75205	N/A PC		GENERAL & UNRESTRICTED	35,000.
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC		VISIONARY FRIEND - YOUNG SCIENTIST AWARD PROGRAM	25,000.
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC		BRAIN PERFORMANCE INSTITUTE PROJECT	25,000
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC		100 X 100 CAMPAIGN	50,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GENESIS WOMEN'S SHELTER 4411 LEMMON AVE DALLAS, TX 75219	N/A PC	GENERAL & UNRESTRICTED	10,000.
GIRLS PREPARATORY SCHOOL INC 205 ISLAND AVE CHATTANOOGA, TN 37405	N/A PC	ANNUAL FUND	5,000
HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LN DALLAS, TX 75205	N/A PC	MAD FOR PLAID ANNUAL CAMPAIGN	1,000
INTERNATIONAL FOLK ART ALLIANCE INC 404 KIVA CT BLDG B STE G SANTA FE, NM 87505	N/A PC	GENERAL & UNRESTRICTED	5,000.
JESUIT COLLEGE PREPARATORY SCHOOL OF DALLAS INC 12345 INWOOD RD DALLAS, TX 75244	N/A PC	SOLE BENEFIT OF CRISTO REY DALLAS	35,000
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710759 DALLAS, TX 75371	N/A PC	GENERAL & UNRESTRICTED	25,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710759 DALLAS, TX 75371	N/A PC	MATCHING GRANT ENDOWMENT CAMPAIGN	4,750.
JUNE SHELTON SCHOOL AND EVALUATION CENTER 15720 HILLCREST RD DALLAS, TX 75248	N/A PC	GENERAL & UNRESTRICTED	10,000
PEDAL AGAINST PTSD 5349 AMESBURY DR APT 1804 DALLAS, TX 75206	N/A PC	GENERAL & UNRESTRICTED	2,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTOREFF AVE STE 100 MOUNTAIN VIEW, CA 94043	N/A PC	GENERAL & UNRESTRICTED	2,000.
PRESTON HOLLOW PRESBYTERIAN SCHOOL 9800 PRESTON RD RM 228 DALLAS, TX 75230	N/A PC	GENERAL & UNRESTRICTED	7,500
RISE SCHOOL OF DALLAS 5923 ROYAL LN DALLAS, TX 75230	N/A PC	GENERAL & UNRESTRICTED	10,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAINT MICHAEL AND ALL ANGELS CHURCH 8011 DOUGLAS AT COLGATE DALLAS, TX 75225	N/A PC	PRE SCHOOL PROGRAM	5,000
SAINT MICHAEL AND ALL ANGELS CHURCH 8011 DOUGLAS AT COLGATE DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	1,000
SALESMANSHIP CLUB OF DALLAS 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A PC	CHARITABLE EVENT	20,000.
SECOND THOUGHT THEATRE 3523 MCKINNEY AVE 452 DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	5,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275	N/A PC	BESS ENLOE ENDOWED MEADOWS SCHOLAR FUND	5,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275	N/A PC	SMU-IN-TAOS PROGRAM	1,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275	N/A PC	CHARITABLE EVENT	5,000.
SPECIAL CAMPS FOR SPECIAL KIDS 2929 CARLISLE ST STE 355 DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	5,000
TACA INC 1722 ROUTH ST STE 115 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	10,000.
TACA INC 1722 ROUTH ST STE 115 DALLAS, TX 75201	N/A PC	SUPPORT THE COMMUNITY RELATIONS MANAGER STAFF	10,000
TEXAS TECH FOUNDATION INC PO BOX 41102 LUBBOCK, TX 79409	N/A PC	CATCHER POSITION SCHOLARSHIP ENDOWMENT IN BASEBALL PROGRAM	10,000
THE DALLAS INSTITUTE OF HUMANITIES AND CULTURE 2719 ROUTH ST DALLAS, TX 75201	N/A PC	CHARITABLE EVENT	50,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE DALLAS INSTITUTE OF HUMANITIES AND CULTURE 2719 ROUTH ST DALLAS, TX 75201	N/A PC	GENERAL PURPOSES OF THE INSTITUTE AND THE INSTITUTES COWAN CENTER FOR EDUCATION	10,000
TOLSON GROUP 3419 WESTMINSTER AVE STE 293 DALLAS, TX 75205	N/A PC	GENERAL & UNRESTRICTED	2,500
TRADITIONAL SMALL CRAFT ASSOCIATION INC PO BOX 350 MYSTIC, CT 06355	N/A PC	LOST COAST CHAPTER	1,500
UNIVERSITY PARK UNITED METHODIST CHURCH 4024 CARUTH BLVD DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	2,500
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DR STE 400 DALLAS, TX 75235	N/A PC	CHARITABLE EVENT	5,000
WHITE ROCK LAKE CONSERVANCY INC PO BOX 140227 DALLAS, TX 75214	N/A PC	STONE TABLES AREA IMPROVEMENT AND RESTORATION PROJECT	10,000

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WOODBERRY FOREST SCHOOL
898 WOODBERRY FOREST RD
WOODBERRY FOREST, VA 22969

N/A
PC

GENERAL & UNRESTRICTED

5,000

TOTAL CONTRIBUTIONS PAID

701,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT	
				AMOUNT	FUNCTION INCOME
K-1 INC/LOSS	525990	16,707.	14	548,521.	
SECTION 751 GAIN ON SALE OF PARTNERSHIP RECLASS	525990	415.			
TOTALS		<u>17,122.</u>		<u>548,521.</u>	