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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

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning 09/01/14, and ending 08/31/15

Name of foundation

**DEAN LEARNING CENTER**

Number and street (or P O box number if mail is not delivered to street address)

**600 N PEARL STREET, SUITE S 2270**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

**DALLAS TX 75201**

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at J Accounting method  Cash  Accrual  
end of year (from Part II, col (c),  
line 16) ► \$ **11,001,692** (Part I, column (d) must be on cash basis)

A Employer identification number

**75-0808801**

B Telephone number (see instructions)

**214-979-2323**C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the  
85% test, check here and attach computation ► E If private foundation status was terminated under  
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses** (The total of  
amounts in columns (b), (c), and (d) may not necessarily equal  
the amounts in column (a) (see instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	<b>73,566</b>	<b>41,213</b>	
	4 Dividends and interest from securities	<b>416,872</b>	<b>416,872</b>	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<b>367,477</b>		
	b Gross sales price for all assets on line 6a	<b>4,451,107</b>		
	7 Capital gain net income (from Part IV, line 2)		<b>0</b>	
	8 Net short-term capital gain			<b>0</b>
	9 Income modifications			
<b>Operating and Administrative Expenses</b>	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)	<b>Stmt 1</b>	<b>52,782</b>	<b>52,782</b>
	12 Total. Add lines 1 through 11	<b>910,697</b>	<b>458,085</b>	<b>52,782</b>
	13 Compensation of officers, directors, trustees, etc		<b>0</b>	
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	<b>Stmt 3</b>	<b>10,943</b>	<b>10,943</b>
	c Other professional fees (attach schedule)	<b>Stmt 4</b>	<b>23,934</b>	<b>23,934</b>
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	<b>Stmt 5</b>	<b>1,788</b>	<b>1,788</b>
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (att sch)	<b>Stmt 6</b>	<b>96,693</b>	<b>96,693</b>
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	<b>133,358</b>	<b>133,358</b>	<b>0</b>
	25 Contributions, gifts, grants paid	<b>See Statement 7</b>	<b>3,062,500</b>	<b>3,062,500</b>
	26 Total expenses and disbursements. Add lines 24 and 25	<b>3,195,858</b>	<b>133,358</b>	<b>0</b>
	27 Subtract line 26 from line 12	<b>-2,285,161</b>		<b>52,782</b>
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		<b>324,727</b>	
	c Adjusted net income (if negative, enter -0-)			

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2014)

G21 4

## Form 990-PF (2014) DEAN LEARNING CENTER

75-0-8801

Page 2

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
	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		1,498,938	829,008	829,008
	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 (att schedule) ► See Wrk	0	152,143		
	Less allowance for doubtful accounts ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S. and state government obligations (attach schedule) Stmt 8		11,073,922	995,332	1,004,431
	b Investments – corporate stock (attach schedule) See Stmt 9			8,615,502	9,165,270
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe) ► See Statement 10 )		2,983	2,983	2,983
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		12,727,986	10,442,825	11,001,692
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) ► )		0	0	
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>				
	25 Unrestricted				
	26 Temporarily restricted				
	27 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	28 Capital stock, trust principal, or current funds				
	29 Paid-in or capital surplus, or land, bldg , and equipment fund				
	30 Retained earnings, accumulated income, endowment, or other funds		12,727,986	10,442,825	
	31 Total net assets or fund balances (see instructions)		12,727,986	10,442,825	
	32 Total liabilities and net assets/fund balances (see instructions)		12,727,986	10,442,825	

## 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	12,727,986
2 Enter amount from Part I, line 27a	2	-2,285,161
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	10,442,825
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	10,442,825

Form 990-PF (2014)

## 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 N/A					
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) F M V 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		
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		

## 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

N/A

 Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

## Form 990-PF (2014) DEAN LEARNING CENTER

75-0-J8801

Page 4

## 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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	►	1	6,495
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	6,495
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2		5	6,495
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-			
6	<b>Credits/Payments</b>			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	147	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,642	
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 ►	11		
		Refunded	►	

## Part VII-A Statements Regarding Activities

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? Yes  No  1a

1b 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 1b

1c Did the foundation file Form 1120-POL for this year? 1c

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e 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 2

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a

4b If "Yes," has it filed a tax return on Form 990-T for this year? 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 5

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

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 7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A

8b TX 8b

9 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 9

10 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 10

11 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 11

## 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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13

Website address ► **N/A**  
 14 The books are in care of ► **RONALD ROBBINS**  
**600 N PEARL STREET, #S 2270**

Telephone no ► **214-979-2323**Located at ► **DALLAS****TX**ZIP+4 ► **75201**

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? 16  Yes  No

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.

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

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

**N/A**► 

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? **N/A**

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.) **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**

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) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**

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? **4a**

**N/A**► **4b**

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
DAVID A. DEAN 8080 PARK LANE, SUITE 600	DALLAS TX 75231	PRESIDENT 0.00	0	0
JEAN M. DEAN 8080 PARK LANE, SUITE 600	DALLAS TX 75231	SECRETARY/TR 0.00	0	0
JOHN CRANFILL 8080 PARK LANE, SUITE 600	DALLAS TX 75231	TRUSTEE 0.00	0	0
REBECCA DEWEY 8080 PARK LANE, SUITE 600	DALLAS TX 75231	TRUSTEE 0.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0  
Form 990-PF (2014)

Form 990-PF (2014) DEAN LEARNING CENTER

75-0J8801

Page 7

**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 N/A	
2	
All other program-related investments. See instructions	
3	

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	12,279,033
b	Average of monthly cash balances	1b	1,466,492
c	Fair market value of all other assets (see instructions)	1c	2,983
d	<b>Total</b> (add lines 1a, b, and c)	1d	13,748,508
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	13,748,508
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	206,228
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,542,280
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	677,114

**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	677,114
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,495
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,495
3	Distributable amount before adjustments Subtract line 2c from line 1	3	670,619
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	670,619
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	670,619

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	3,062,500
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	3,062,500
b	Cash distribution test (attach the required schedule)	5	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,062,500
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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				670,619
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years. 20_____, 20_____, 20_____				
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 ► \$ 3,062,500				
a Applied to 2013, but not more than line 2a				
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				670,619
e Remaining amount distributed out of corpus	2,391,881			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)			X	
6 Enter the net total of each column as indicated below:	2,391,881			
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				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)				
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	2,391,881			
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	2,391,881			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							(e) Total
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)(ii)							
(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) )

**N/A**

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

**RONALD ROBBINS 214-979-2323****600 N PEARL STREET, SUITE S 2270 DALLAS TX 75201**

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

**See Statement 11**

c Any submission deadlines

**NONE**.

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

**NONE**.

## Form 990-PF (2014) DEAN LEARNING CENTER

75-0-08801

Page 11

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS TX 75229	NONE		EDUCATIONAL	3,000,000
LITERACY THROUGH MULTISENSORY 124 E 24TH ST, APT 6H NEW YORK NY 10010-3611	NONE		EDUCATIONAL	25,000
DRAKE BENNETT SUMMER SCHOOL 124 E 24TH STREET, APT 6H NEW YORK NY 10010-3611	NONE		EDUCATIONAL	37,500
Total			► 3a	3,062,500
b Approved for future payment				
N/A				
Total			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	73,566	
4 Dividends and interest from securities				14	416,872	
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						367,477
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a						
b <b>SOUTH PORT CHARITABLE TRUST</b>				16	52,782	
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			0		543,220	367,477
13 Total. Add line 12, columns (b), (d), and (e)				13		910,697

(See worksheet in line 13 instructions to verify calculations )

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



**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain/Loss
				Sale Price	Cost			
SIGNET JEWELRY LTD		2/19/14	1/08/15	\$ 248,227	\$ 179,390	\$	\$	\$ 68,837
ENSCO PLC		3/27/14	3/12/15	\$ 43,793	\$ 104,756			-\$ 60,963
POLARIS INDs INC		8/08/14	3/20/15	\$ 71,941	\$ 73,867			-\$ 1,926
DELTA AIR LINES INC		4/23/14	4/01/15	\$ 64,486	\$ 55,047			\$ 9,439
DELTA AIR LINE INC		5/16/14	4/01/15	\$ 64,486	\$ 57,774			\$ 6,712
FOOT LOCKER INC		1/08/15	8/20/15	\$ 345,224	\$ 272,738			\$ 72,486
INTERNATIONAL PAPER CO		8/26/14	8/20/15	\$ 92,600	\$ 95,473			-\$ 2,873
STEIN MART INC		6/23/14	5/21/15	\$ 27,259	\$ 34,767			-\$ 7,508
NATIONAL OIL WELL VARCO INC		12/31/11	2/20/15	\$ 107,678	\$ 122,540			-\$ 14,862
NATIONAL OIL WELL VARCO INC		3/16/12	2/20/15	\$ 26,920	\$ 37,673			-\$ 10,753
NATIONAL OIL WELL VARCO INC		2/10/13	2/20/14	\$ 37,687	\$ 43,231			-\$ 5,544
RYMAN HOSPITAL PPTYS		2/20/13	2/10/15	\$ 110,446	\$ 86,868			\$ 23,578
RYMAN HOSPITAL PPTYS		6/17/13	2/10/15	\$ 82,835	\$ 55,233			\$ 27,602
BOEING CO		10/05/10	3/12/15	\$ 304,282	\$ 136,980			\$ 167,302
BUILDERS FIRSTSOURCE INC		1/22/14	3/12/15	\$ 27,583	\$ 37,585			-\$ 10,002
BUILDERS FIRSTSOURCE INC		1/02/14	3/12/15	\$ 60,265	\$ 72,793			-\$ 12,528
BUILDERS FIRSTSOURCE INC		1/22/14	3/12/15	\$ 2,411	\$ 3,268			-\$ 857

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
CORRECTIONS CORP AMER	4/23/13	3/12/15	\$ 79,088	\$ 71,293	\$			\$ 7,795
CUMMINS INC	12/14/12	3/12/15	\$ 69,945	\$ 53,356				\$ 16,589
DEVON ENERGY CORP	9/18/08	3/12/15	\$ 40,028	\$ 68,386				-\$28,358
DEVON ENERGY CORP	10/02/08	3/12/15	\$ 45,747	\$ 66,839				-\$21,092
DEVON ENERGY CORP	10/17/08	3/12/15	\$ 57,183	\$ 70,251				-\$13,068
DEVON ENERGY CORP	10/29/08	3/12/15	\$ 57,183	\$ 75,786				-\$18,603
DEVON ENERGY CORP	10/08/10	3/12/15	\$ 28,592	\$ 32,986				-\$4,394
ENS CO PLC	11/06/13	3/12/15	\$ 43,793	\$ 120,544				-\$76,751
GENERAL ELECTRIC CO	2/22/13	3/12/15	\$ 126,942	\$ 116,631				10,311
HALLIBURTON CO.	4/25/11	3/12/15	\$ 82,039	\$ 101,017				-\$18,978
HALLIBURTON CO	8/09/11	3/12/15	\$ 20,510	\$ 21,491				-\$981
NOW INC	12/31/11	3/12/15	\$ 12,163	\$ 13,779				-\$1,616
NOW INC	3/16/12	3/12/15	\$ 3,041	\$ 4,236				-\$1,195
NOW INC	5/30/12	3/12/15	\$ 1,824	\$ 2,057				-\$233
NOW INC	4/10/13	3/12/15	\$ 4,257	\$ 4,861				-\$604
POLARIS INDs INC	9/17/13	3/20/15	\$ 248,196	\$ 217,003				31,193
POLARIS INDs INC	10/10/13	3/20/15	\$ 39,567	\$ 35,413				4,154

**Federal Statements**

1/25/2016 10:44 AM

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Description	Whom Sold	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
RYMAN HOSPITAL PPTYS		6/17/13	3/12/15	\$ 62,448	\$ 36,822			\$ 25,626
LEGG MASON INC		3/14/13	4/10/15	Purchase 190,515				
LEGG MASON INC		5/06/13	4/10/15	Purchase 81,649				
CUMMINS INC		12/14/12	8/20/15	Purchase 126,129				
CUMMINS INC		5/23/13	8/20/15	Purchase 63,065				
DUKE ENERGY CORP		6/25/10	8/25/15	Purchase 121,098				
DUKE ENERGY CORP		7/22/10	8/25/15	Purchase 121,098				
HALLIBURTON CO.		8/09/11	8/25/15	Purchase 52,426				
HALLIBURTON CO.		9/22/11	8/25/15	Purchase 34,951				
HALLIBURTON CO.		11/25/11	8/25/15	Purchase 87,376				
HERSHEY COMPANY		3/27/13	8/25/15	Purchase 131,414				
HERSHEY COMPANY		5/23/13	8/25/15	Purchase 43,805				
HERSHEY COMPANY		7/01/13	8/25/15	Purchase 43,805				
KEURIG GREEN MOUNTAIN INC		8/26/13	8/25/15	Purchase 52,300				
WAL-MART STORES INC.		5/05/10	8/25/15	Purchase 258,970				
WAL-MART STORES INC.		6/24/10	8/20/15	Purchase 86,323				
STEIN MART INC		3/21/14	5/21/15	Purchase 49,067				

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 75-0808801  
 FYE: 8/31/2015

**Federal Statements**

1/25/2016 10:44 AM

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
NATIONAL OILWELL VARCO		5/30/12	2/20/15	\$ 16,152	\$ 18,296	\$		\$ -2,144
WAL-MART STORES INC		4/26/12	8/20/15	\$ 34,529	\$ 29,595			\$ 4,934
BP PLC SPONS ADR		5/07/14	9/08/14	\$ 90,614	\$ 102,189			\$ -11,575
DRYSHIP INC		3/07/14	9/25/14	\$ 12,576	\$ 20,200			\$ -7,624
DRYSHIP INC		2/26/14	9/25/14	\$ 12,576	\$ 17,936			\$ -5,360
Total				\$ 4,451,107	\$ 4,083,630	\$ 0	\$ 0	\$ 367,477

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income		Adjusted Net Income
		\$	\$	
SOUTH PORT CHARITABLE TRUST	\$ 52,782	\$	\$	\$ 52,782
Total	\$ 52,782	\$ 0	\$ 0	\$ 52,782

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

Description	Total	Net Investment		Adjusted Net
		\$	\$	
ROBBINS TAPP COBB & ASSOCIATES	\$ 8,175	\$ 8,175	\$	\$
CM ROSEN, LLC	\$ 2,768	\$ 2,768	\$	\$
Total	\$ 10,943	\$ 10,943	\$ 0	\$ 0

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75-0808801  
FYE: 8/31/2015

**Federal Statements**

1/25/2016 10:44 AM

**Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MUNSCH HARDT HARR & KOPF	\$ 23,934	\$ 23,934	\$ 0	\$ 0
Total	\$ 23,934	\$ 23,934	\$ 0	\$ 0

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES ON DIVIDEND INCOME	\$ 1,788	\$ 1,788	\$ 0	\$ 0
Total	\$ 1,788	\$ 1,788	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
POSTAGE & DELIVERY	220	220	220	
Investment FEES	92,911	92,911	92,911	
STORAGE	3,528	3,528	3,528	
SUPPLIES	34	34	34	
Total	\$ 96,693	\$ 96,693	\$ 0	\$ 0

**Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants**

Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
3,000,000				5/07/15

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75-0808801  
FYE: 8/31/2015

**Federal Statements**

1/25/2016 10:44 AM

**Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MERRILL LYNCH BONDS	\$ 11,073,922	\$ 995,332	Market	\$ 1,004,431
Total	\$ 11,073,922	\$ 995,332		\$ 1,004,431

**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FIRST DALLAS SECURITIES ACCOUNT	\$ 0	\$ 8,615,502	Market	\$ 9,165,270
Total	\$ 0	\$ 8,615,502		\$ 9,165,270

## Federal Statements

### Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
OTHER ASSETS	\$ 2,983	\$ 2,983	\$ 2,983
Total	\$ 2,983	\$ 2,983	\$ 2,983

### Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

INITIALLY, A LETTER REQUEST DESCRIBING THE ORGANIZATION, WORK AND EXPECTED RESULTS TO BE ACHIEVED FROM THE GRANT MUST BE SUBMITTED.

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

NONE.

### Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

NONE.