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Return of Private Foundation

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

OMB No 1545-0052

Form **990-PF****2014**Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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		A Employer identification number 75-0808801
Number and street (or P O box number if mail is not delivered to street address) 600 N PEARL STREET, SUITE S 2270		B Telephone number (see instructions) 214-979-2323
City or town, state or province, country, and ZIP or foreign postal code DALLAS TX 75201		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,001,692		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (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	73,566	41,213		
	4 Dividends and interest from securities	416,872	416,872		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	367,477			
	b Gross sales price for all assets on line 6a 4,451,107				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	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) Stmt 2	52,782		52,782		
12 Total. Add lines 1 through 11	910,697	458,085	52,782		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 3	10,943	10,943		
	c Other professional fees (attach schedule) Stmt 4	23,934	23,934		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	1,788	1,788		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 6	96,693	96,693		
	24 Total operating and administrative expenses. Add lines 13 through 23	133,358	133,358	0	0
	25 Contributions, gifts, grants paid See Statement 7	3,062,500			3,062,500
	26 Total expenses and disbursements. Add lines 24 and 25	3,195,858	133,358	0	3,062,500
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,285,161				
b Net investment income (if negative, enter -0-)		324,727			
c Adjusted net income (if negative, enter -0-)			52,782		

For Paperwork Reduction Act Notice, see instructions.

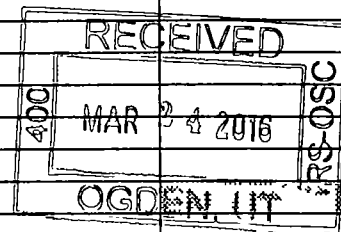
Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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			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 (attach schedule) ▶ See Wrk					
	Less allowance for doubtful accounts ▶	0		152,143		
	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)					
Liabilities	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
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
Net Assets or Fund Balances	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			12,727,986	10,442,825	
	30 Total net assets or fund balances (see instructions)			12,727,986	10,442,825	
	31 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

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	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

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

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (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 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	

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		
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	0
3 Add lines 1 and 2	3	6,495
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	6,495
6 Credits/Payments		
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?		
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) 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

N/A

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 ► RONALD ROBBINS 600 N PEARL STREET, #S 2270 Located at ► DALLAS TX ZIP+4 ► 75201 Telephone no ► 214-979-2323			
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	N/A	
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?	N/A	

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)? **N/A**

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID A. DEAN 8080 PARK LANE, SUITE 600 DALLAS TX 75231	PRESIDENT 0.00	0	0	0
JEAN M. DEAN 8080 PARK LANE, SUITE 600 DALLAS TX 75231	SECRETARY/TR 0.00	0	0	0
JOHN CRANFILL 8080 PARK LANE, SUITE 600 DALLAS TX 75231	TRUSTEE 0.00	0	0	0
REBECCA DEWEY 8080 PARK LANE, SUITE 600 DALLAS TX 75231	TRUSTEE 0.00	0	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 ▶	

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

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).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,391,881			
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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(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))
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.

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 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	

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

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

Federal Statements

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

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

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

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Purchase Price				
RYMAN HOSPITAL PPTYS	6/17/13	3/12/15	\$	Purchase 62,448 \$	36,822 \$	\$	\$	25,626
LEGG MASON INC	3/14/13	4/10/15		Purchase 190,515	111,744			78,771
LEGG MASON INC	5/06/13	4/10/15		Purchase 81,649	49,154			32,495
CUMMINS INC	12/14/12	8/20/15		Purchase 126,129	106,711			19,418
CUMMINS INC	5/23/13	8/20/15		Purchase 63,065	58,772			4,293
DUKE ENERGY CORP	6/25/10	8/25/15		Purchase 121,098	81,030			40,068
DUKE ENERGY CORP	7/22/10	8/25/15		Purchase 121,098	85,679			35,419
HALLIBURTON CO.	8/09/11	8/25/15		Purchase 52,426	64,473			-12,047
HALLIBURTON CO.	9/22/11	8/25/15		Purchase 34,951	33,441			1,510
HALLIBURTON CO.	11/25/11	8/25/15		Purchase 87,376	80,101			7,275
HERSHEY COMPANY	3/27/13	8/25/15		Purchase 131,414	130,189			1,225
HERSHEY COMPANY	5/23/13	8/25/15		Purchase 43,805	44,789			-984
HERSHEY COMPANY	7/01/13	8/25/15		Purchase 43,805	45,078			-1,273
KEURIG GREEN MOUNTAIN INC	8/26/13	8/25/15		Purchase 52,300	88,073			-35,773
WAL-MART STORES INC.	5/05/10	8/25/15		Purchase 258,970	205,514			53,456
WAL-MART STORES INC.	6/24/10	8/20/15		Purchase 86,323	62,726			23,597
STEIN MART INC	3/21/14	5/21/15		Purchase 49,067	65,206			-16,139

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
NATIONAL OILWELL VARCO		5/30/12	2/20/15	\$ 16,152	Purchase	18,296	\$	\$	-2,144
WAL-MART STORES INC		4/26/12	8/20/15	34,529	Purchase	29,595			4,934
BP PLC SPONS ADR		5/07/14	9/08/14	90,614	Purchase	102,189			-11,575
DRYSHIP INC		3/07/14	9/25/14	12,576	Purchase	20,200			-7,624
DRYSHIP INC		2/26/14	9/25/14	12,576	Purchase	17,936			-5,360
Total				\$ 4,451,107	\$	4,083,630	\$	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	\$ 52,782

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

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

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

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

Federal Statements**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	\$	\$ 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 ContentsDescription

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 DeadlinesDescription

NONE.

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

NONE.