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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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, 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

Room/suite

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☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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. ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 21,071,080.

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments.	415.	415.		
	4 Dividends and interest from securities	186,664.	186,664.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,589,383.			
	b Gross sales price for all assets on line 6a	4,269,247.			
	7 Capital gain net income (from Part IV, line 2)		1,568,901.		
	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	522,274.	491,089.			
12 Total. Add lines 1 through 11	2,298,736.	2,247,069.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	72,000.			72,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,508.			5,508.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	81,308.	81,308.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	77,673.	4,025.		746.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	10,831.			10,831.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 4	343,932.	299,824.		35,632.
	24 Total operating and administrative expenses. Add lines 13 through 23.	591,252.	385,157.		124,717.
	25 Contributions, gifts, grants paid	793,000.			793,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,384,252.	385,157.		917,717.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	914,484.				
b Net investment income (if negative, enter -0-)		1,861,912.			
c Adjusted net income (if negative, enter -0-)					

9 16 653

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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		2,002,333.	807,937.	807,937.
	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 5
		Less allowance for doubtful accounts ▶		75,000.	75,000.	75,000.
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule) [6]		453,782.	61,751.	62,424.
	b	Investments - corporate stock (attach schedule) ATCH 7		2,944,625.	10,649,111.	10,225,439.
	c	Investments - corporate bonds (attach schedule) ATCH 8		166,149.	195,531.	186,212.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans.					
13	Investments - other (attach schedule) ATCH 9		15,126,192.	9,893,235.	9,714,068.	
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)		20,768,081.	21,682,565.	21,071,080.	
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		20,768,081.	21,682,565.	
	30	Total net assets or fund balances (see instructions)		20,768,081.	21,682,565.	
31	Total liabilities and net assets/fund balances (see instructions)		20,768,081.	21,682,565.		

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	20,768,081.
2	Enter amount from Part I, line 27a	2	914,484.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,682,565.
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	21,682,565.

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) 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	(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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,568,901.	
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))
2014	776,392.	20,049,602.	0.038724
2013	536,232.	15,685,068.	0.034187
2012	264,573.	10,868,109.	0.024344
2011			
2010			
2 Total of line 1, column (d)			2 0.097255
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 0.024314
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 19,142,525.
5 Multiply line 4 by line 3			5 465,431.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18,619.
7 Add lines 5 and 6			7 484,050.
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			8 917,717.

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	18,619.
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	18,619.
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	18,619.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	44,506.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	65,189.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		109,695.
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		91,076.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 18,700. Refunded ☐	11		72,376.

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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ☐ N/A		
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 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	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	
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)?		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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)		
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 2015 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 2015)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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)? ☐ **5b**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? ☐ **6b** X

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? ☐ **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
ATCH 10		72,000.	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
ATCH 11		81,308.
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	

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	
All other program-related investments. See instructions.	
3 NONE	
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	8,698,151.
b	Average of monthly cash balances	1b	859,314.
c	Fair market value of all other assets (see instructions)	1c	9,876,571.
d	Total (add lines 1a, b, and c)	1d	19,434,036.
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	19,434,036.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	291,511.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,142,525.
6	Minimum investment return. Enter 5% of line 5	6	957,126.

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	957,126.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	18,619.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	4,237.
c	Add lines 2a and 2b	2c	22,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	934,270.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	934,270.
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	934,270.

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	917,717.
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	917,717.
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	18,619.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	899,098.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				934,270.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			681,134.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>917,717.</u>				
a Applied to 2014, but not more than line 2a			681,134.	
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 2015 distributable amount.				236,583.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015. (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				697,687.
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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	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				
ATCH 13				
Total			3a	793,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[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

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.

**Sign
Here**

W. Dona Jett

10/26/16

► PRES & CEO

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if ☒	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/14/2016	self-employed	P01345770
Firm's name ▶	FOUNDATION SOURCE		Firm's EIN ▶ 510398347	
Firm's address ▶	ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042		Phone no 8008391754	

Taxable Year Ending December 31, 2015

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,158,345	\$ 3,173,001	\$ (14,656)
Section 751 gain on sale of partnership - Reclass						\$ (349,314)
Lupton Domestic Equity Partnership, L.P.	2/21/2012	Purchased	8/5/2015	\$ 256,496	\$ (273,327)	\$ (5,132)
Lupton International Equity Partnership, L.P.	2/21/2012	Purchased	8/5/2015	\$ 854,406	\$ (555,735)	\$ 529,823
						\$ 1,410,141
Total included in Part IV				<u>\$ 4,269,247</u>	<u>\$ 2,343,939</u>	<u>\$ 1,570,862</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 18,521
Part I, Line 6a Total						<u>\$ 1,589,383</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ACCESS MIDSTREAM PARTNERS L	-68.	
K-1 INC/LOSS AMERIGAS PARTNERS LP	-644.	14.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-1,300.	5.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-6,559.	319.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-3,959.	233.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-3,923.	36.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-11,219.	6.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-715.	15.
K-1 INC/LOSS EV ENERGY PARTNERS, LP	8.	
K-1 INC/LOSS GENESIS ENERGY, L.P	-2,521.	71.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	60,496.	53,503.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY PART	21,493.	16,580.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	381,448.	308,739.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	110,217.	108,728.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-2,939.	3.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS	-3,980.	176.
K-1 INC/LOSS ONEOK PARTNERS LP	-5,403.	
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-3,812.	8.
K-1 INC/LOSS REGENCY ENERGY PARTNERS LP	-561.	
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-411.	-9.
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-3,083.	37.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-8,546.	
\$751 GAIN ON SALE ENERGY TRANSFER EQUITY	321.	
\$751 GAIN ON SALE ENTERPRISE PRODUCTS PA	196.	
\$751 GAIN ON SALE EV ENERGY PARTNERS, LP	78.	
\$751 GAIN ON SALE MARKWEST ENERGY	414.	
\$751 GAIN ON SALE PLAINS ALL AMERICAN PI	114.	
\$751 GAIN ON SALE TARGA RESOURCES PARTNE	340.	
\$751 GAIN ON SALE WILLIAMS PARTNERS LP	3,669.	
FEDERAL TAX REFUND	6.	
INTEREST ON NOTE REC - OTR FUND I, LLC	2,625.	2,625.
STATE TAX REFUND	492.	

TOTALS

ATTACHMENT 1 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	<u>522,274.</u>	<u>491,089.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	81,308.	81,308.
TOTALS	<u>81,308.</u>	<u>81,308.</u>

ATTACHMENT 3FORM 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 2015	37,700.		
990-PF EXTENSION FOR 2014	6,410.		
990-T EXTENSION FOR 2014	21,300.		
FOREIGN TAX PAID	4,025.	4,025.	
IRS MISCELLANEOUS FEE	392.		
PROPERTY TAXES	746.		746.
STATE INCOME TAX 2014	7,100.		
TOTALS	<u>77,673.</u>	<u>4,025.</u>	<u>746.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	35,044.		35,044.
BANK CHARGES	1,340.	1,340.	
K-1 EXP ENBRIDGE ENERGY PARTNE	4.	1.	
K-1 EXP ENERGY TRANSFER EQUITY	8.	8.	
K-1 EXP ENERGY TRANSFER PARTNE	127.	120.	
K-1 EXP ENLINK MIDSTREAM PARTN	6.		
K-1 EXP ENTERPRISE PRODUCTS PA	3.		
K-1 EXP EV ENERGY PARTNERS, LP	52.		
K-1 EXP GENESIS ENERGY, L.P	21.	18.	
K-1 EXP JTL PRIVATE EQUITY FUN	41,852.	41,300.	
K-1 EXP LUPTON HEDGE FUND PART	264,718.	256,908.	
K-1 EXP MAGELLAN MIDSTREAM PAR	5.		
K-1 EXP MARKWEST ENERGY	3.		
K-1 EXP ONEOK PARTNERS LP	1.		
K-1 EXP PLAINS ALL AMERICAN PI	141.	125.	
K-1 EXP REGENCY ENERGY PARTNER	3.		
K-1 EXP TARGA RESOURCES PARTNE	1.		
K-1 EXP WILLIAMS PARTNERS LP	15.	4.	
PAYROLL PROCESSING FEES	562.		562.
STATE OR LOCAL FILING FEES	22.		22.
CREDIT CARD FEES	4.		4.
TOTALS	<u>343,932.</u>	<u>299,824.</u>	<u>35,632.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: OTR FUND I, LLC
ORIGINAL AMOUNT: 75,000.
INTEREST RATE: 3.0000 %
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 75,000.

ENDING BALANCE DUE 75,000.

ENDING FAIR MARKET VALUE 75,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 75,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 75,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 75,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATIONAL MORTGAGE ASSO	11,039.	11,329.
FHLMC - K012 CL A2 - 4.186% -	6,613.	6,518.
FHLMC REMIC K-AIV CL A 2 - 3.9	6,487.	6,434.
U S T BD - 0.000% - 11/15/2018	15,908.	16,397.
US T BDS - 2.500% - 02/15/2045	4,943.	4,486.
US T BDS - 3.000% - 05/15/2045	10,918.	10,950.
US T BOND - 4.375% - 05/15/204	5,843.	6,310.
US OBLIGATIONS TOTAL	<u>61,751.</u>	<u>62,424.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABERDEEN ASSET MANAGEMENT PLC	19,036.	13,408.
ABIOMED	20,379.	27,265.
ACADIA PHARMACEUTICALS INC	7,618.	7,094.
ACCENTURE PLC	56,267.	55,699.
ACCOR SA	30,061.	24,543.
ADIDAS AG	20,455.	26,583.
ADT LTD	20,074.	19,293.
AEGON N V ORD AMER REG	34,323.	25,158.
AGIOS PHARMACEUTICALS INC	8,018.	4,804.
AGREE REALTY CORP	4,608.	5,200.
AKORN INC	15,268.	19,737.
ALBEMARLE CP	11,465.	11,930.
ALDER BIOPHARMACEUTICALS	5,877.	4,195.
ALERIAN MLP ETF	18,772.	14,568.
ALEXANDRIA REAL ESTATE EQUITIE	7,604.	7,590.
ALLERGAN PLC	52,769.	78,438.
ALLETE INC	8,482.	9,099.
ALLIANT CORP	13,225.	13,864.
ALLIANZ SE ADR	24,472.	27,117.
ALLIED WORLD ASSURANCE CO HLDG	8,596.	8,256.
AMADEUS IT HLDS SA	16,156.	17,760.
AMC NETWORKS INC	12,269.	13,069.
AMCOR LTD	29,894.	28,865.
AMERICAN EXPRESS CO	22,100.	19,126.
AMN HEALTHCARE SVCS	15,651.	13,879.
AMTRUST FINANCIAL SERVICES, IN	21,555.	21,307.
ANACOR PHARMACEUTICALS INC	7,113.	6,439.
ANADARKO PETROLEUM CORP	73,755.	43,139.
ANI PHARMACEUTICALS INC	10,338.	8,891.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANNALY MTG MGMT INC. COM	10,387.	9,286.
APPLIED IDNS TECH	11,832.	12,228.
ARES CAPITAL CORPORATION - CLO	17,541.	15,305.
ARRIS GROUP INC	15,862.	14,246.
ASTRAZENECA	44,521.	45,120.
ASTRONICS CORPORATION	18,925.	12,498.
ATOS	28,267.	30,065.
AUTODESK, INC	36,121.	43,931.
AUTOLIV INC	8,761.	10,231.
AVAGO TECHNOLOGIES LIMITED	25,486.	28,885.
AVNET INC	12,247.	13,066.
AZZ INCORPORATED	12,280.	14,448.
B&G FOODS INC	19,426.	20,137.
BAIDU.COM - ADR	15,242.	15,312.
BANCO BILBAO ARG SA	27,784.	20,326.
BANCO LATINOAMERICANO DE COMER	13,113.	11,280.
BARCLAYS PLC ADR	26,652.	21,228.
BAXALTA INCORPORATED	9,783.	12,294.
BAXTER INTERNATIONAL INC	12,069.	12,017.
BED BATH & BEYOND INC	13,506.	9,891.
BGC PARTNERS INC	3,746.	3,806.
BIOGEN INC	63,568.	63,721.
BITAUTO HOLDINGS LTD	10,344.	4,525.
BLACKROCK STRAT INC OPP - INS	798,134.	766,850.
BLUEBIRD BIO INC	7,226.	3,789.
BOEING CO	43,016.	55,956.
BOFI HOLDING INC	15,652.	10,609.
BOK FINANCIAL CORP	1,764.	1,734.
BOSTON BEER CO INC	12,650.	11,509.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRAMBLES LTD UNSP AD	11,211.	11,794.
BRASIL FOODS S.A	14,888.	10,033.
BRITISH AMERICAN TOBACCO PLC	31,723.	32,031.
BRITISH SKY ADS	90,622.	91,178.
BROADCOM CORPORATION	28,992.	44,637.
BROADRIDGE FINANCIAL	6,683.	6,770.
BROADSOFT INC	5,803.	5,658.
BUNZL PLC SPONSORED ADR	12,344.	12,843.
BURLINGTON STORES, INC	22,969.	18,533.
CABOT CP	7,524.	8,421.
CAESARSTONE SDOT YAM LIMITED	17,344.	12,222.
CALRSBERG AS SP ADR REP B	25,827.	26,127.
CAMBREX CP	13,273.	16,293.
CANADIAN NATL RAILWAY CO	16,899.	16,540.
CARRIZO OIL & GAS, INC	17,762.	10,235.
CASEY'S GENERAL STORES, INC	19,467.	22,645.
CENOVUS ENERGY INC	11,175.	9,982.
CGI GROUP INC CL A SUB VTG SHS	35,045.	36,828.
CHARLES RIV LABORATORIES INTL	20,238.	23,152.
CHEMED CORP	16,306.	20,073.
CHEVRON CORP	15,990.	14,843.
CHINA BIOLOGIC PRODUCTS INC	14,853.	20,229.
CHINA MOBILE HGK LTD	27,932.	25,686.
CIELO SA ADR	17,483.	11,509.
CIENA CORP	13,692.	12,786.
CIMPRESS NV	11,611.	11,035.
CIRRUS LOGIC INC	14,098.	11,458.
CISCO SYSTEMS INC	12,690.	14,121.
CITRIX SYSTEMS INC	23,077.	26,553.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CITY HOLDING COMPANY	2,929.	2,693.
CK HUTCHISON HLDGS	35,031.	33,062.
COCA-COLA AMATIL LTD ADR	6,030.	5,994.
COLGATE-PALMOLIVE COMPANY	51,123.	56,827.
COLONY FINANCIAL INC	17,293.	15,136.
COLUMBIA SPORTSWEAR CO	15,450.	12,141.
COMCAST CORP	82,595.	87,128.
COMPAGNIE FINANCIERE RICHEMONT	15,589.	14,867.
COMPASS GROUP PLC ADR	23,385.	24,562.
COMSCORE, INC	15,253.	13,209.
CONSOLIDATED COMMUNICATIONS HO	5,017.	5,175.
COOPER TIRE & RUBBER CO	15,045.	14,459.
COPA HOLDINGS S.A	13,199.	8,880.
CRANE CO	82,401.	63,675.
CREE, INC	50,429.	39,978.
CULLEN FROST BANKERS INC	13,729.	11,160.
CYS INVESTMENTS INC	2,804.	2,488.
DENSO CORP ADR	41,128.	40,169.
DEUTSCHE BOERSE ADR	25,645.	26,058.
DEUTSCHE POST AG	46,382.	41,864.
DIAGEO PLC ADS	56,483.	53,662.
DIAMOND OFFSHORE DRL	16,596.	11,711.
DIAMONDBACK ENERGY INC	11,897.	10,303.
DIGITAL RLTY TR INC	11,966.	13,309.
DISCOVERY COMMUNICATIONS CL A	18,336.	16,702.
DOLBY LABORATORIES	13,242.	12,787.
DOMINION RESOURCES INC	58,561.	54,383.
DONALDSON CO. INC	4,433.	3,726.
DOUBLELINE TOTAL RETURN BOND	391,142.	384,617.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
E-HOUSE HLDGS LTD	4,865.	4,409.
EASTGROUP PROPERTIES INC	7,195.	7,007.
EBAY INC	18,758.	20,335.
EMBRAER EMPRESA BR	27,191.	27,177.
ENLINK MIDSTREAM LLC	18,285.	10,140.
ENTANTA PHARMACEUTICALS INC	8,851.	8,189.
EPR PROPERTIES	14,534.	15,255.
ERICSSON L M TEL CO	58,047.	52,442.
EURONET WORLDWIDE INC	26,311.	31,217.
EXELON CORPORATION	24,650.	21,105.
EXPRESS SCRIPTS HOLDING CO	16,288.	20,104.
EXXON MOBIL CORP	26,927.	23,775.
FANUC LIMITED UNSPONSORED	11,885.	11,553.
FIDELITY NATIONAL FINANCIAL IN	10,294.	9,326.
FINANCIAL ENGINES INC COM	12,986.	10,505.
FIRSTMERIT CORPORATION	7,665.	7,106.
FLOWERVE CP	6,724.	6,354.
FLUOR CORP	45,458.	38,579.
FOMENTO ECONOMICO MEXICANO	10,560.	10,805.
FRANKLIN RES INC	17,053.	13,623.
FREEMPORT-MCMORAN COPPER & GOLD	28,510.	15,930.
G III APPAREL GRP LTD	19,815.	15,314.
GALLAGHER ARTHUR J & CO	8,144.	7,042.
GARMIN LTD	13,168.	11,783.
GEMALTO N.V. ADR	27,968.	26,252.
GETINGE AB UNSP ADR	22,641.	24,083.
GLAXOSMITHKLINE PLC	18,813.	16,544.
GLOBAL LOGISTIC PROP	32,616.	25,128.
GLOBUS MEDICAL INC	7,610.	8,457.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GRAMERCY PROPERTY TRUST INC	9,989.	10,561.
GREAT PLAINS ENERGY	6,437.	7,073.
GREAT WALL MOTOR	18,899.	16,449.
GREEN DOT CORP A	9,784.	10,295.
GRUPO TELEVISIA	29,147.	23,319.
HARRIS CORP DEL	8,869.	9,820.
HASBRO INC	14,987.	13,270.
HATTERAS FINL CPRP	6,618.	5,102.
HEARTLAND PYMT SYS	27,538.	49,496.
HELMERICH PAYNE	3,562.	2,945.
HERCULES TECHNOLOGY GROWTH	8,511.	9,130.
HEXCEL CP DELAWARE	14,474.	13,610.
HFF INC	10,086.	7,954.
HNI CORP	9,714.	7,609.
HOLLYFRONTIER CORP	11,320.	10,132.
HOME DEPOT INC	54,923.	59,777.
HONDA MOTOR CO LTD	17,395.	18,200.
HORIZON PHARMA PLC	18,509.	13,934.
HSBC HOLDINGS PLC	32,458.	26,721.
HUBBELL CLASS B	7,207.	6,972.
HUNTSMAN CORP	17,572.	10,881.
ICON PLC - AMERICAN DEPOSITARY	26,305.	30,847.
INDEX CP	9,736.	9,576.
ILLINOIS TOOL WORKS	45,182.	57,276.
IMAX CORPORATION	12,223.	12,155.
IMMUNOGEN, INC	6,094.	13,054.
INDUSTRIAL & COM UNSP/ADR	15,632.	13,120.
INFINEON TECH ADS	22,651.	27,249.
INFINERA CORPORATION	16,479.	15,239.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INGREDION INC	6,779.	8,146.
INSULET CORPORATION	5,383.	7,524.
INTEL CORP	47,609.	60,012.
INTERACTIVE BROKERS GROUP, INC	12,579.	15,783.
INVECO PLC	62,673.	58,423.
IONIS PHARMACEUTICALS INC	10,290.	16,040.
ITC HOLDINGS CORP	9,192.	10,990.
J2 GLOBAL INC	31,401.	38,032.
JANUS CAPITAL GROUP INC	15,642.	12,357.
JAPAN TOB INC	22,228.	23,925.
JOHNSON & JOHNSON	18,226.	18,490.
JOHNSON CONTROLS INC	62,283.	50,350.
JULIUS BAER GROUP LTD	48,194.	43,922.
KAPSTONE PAPER AND PACKAGING C	13,892.	11,634.
KASIKORNBANK PUB CO LTD ADR CM	22,866.	17,498.
KINGFISHER PLC	24,161.	22,064.
KOMATSU LTD	15,625.	13,685.
KONINKLIJKE DSM NV ADR	29,040.	25,836.
KONINKLIJKE PHILIPS ELECTRONIC	28,382.	26,672.
KORN FERRY INTL	14,205.	14,666.
L-3 COMMUNICATIONS CORP	49,717.	54,138.
LA 2 BOY INC	15,434.	13,602.
LIBERTY BROADBAND CORPORATION	1,898.	1,859.
LIBERTY BROADBAND CORP K	3,804.	3,786.
LIBERTY INTERACTIVE CORPORATIO	22,982.	23,413.
LIBERTY MEDIA CORPORATION - SE	12,383.	13,138.
LIBERTY MEDIA CORPORATION COM	6,278.	6,712.
LIBERTY VENTURES	3,977.	5,007.
LINCOLN ELECTRIC HOLDING INC	9,618.	8,302.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LITHIA MOTORS INC CL A	19,063.	19,201.
LITTELFUSE, INC	6,735.	7,919.
LIXIL GROUP CORPORATION	26,046.	28,767.
LLOYDS TSB GROUP PLC	21,548.	18,430.
LOOMIS SAYLES SECURITIZED ASSE	224,022.	216,820.
MACK CALI RLTY CORP	7,387.	8,289.
MANHATTAN ASSOCIATES INC	21,188.	26,137.
MARKETAXESS HOLDINGS, INC	8,995.	11,829.
MARKIT LTD	25,394.	28,692.
MARSH AND MCLENNAN COMPANIES I	55,296.	56,725.
MATADOR RESOURCES COMPANY	9,826.	7,493.
MATRIX SERVICE CO COM STK	8,798.	9,818.
MAXIM INTEGRATED PRODS INC	6,728.	7,904.
MAXIMUS INC	18,622.	16,425.
MCDONALD'S CORP	56,108.	59,779.
MCGRATH RENTCORP	3,537.	3,098.
MEDICAL PROPERTIES TRUST, INC	17,120.	14,641.
MEDIDATA SOLUTIONS, INC	16,630.	15,132.
MEDTRONIC PLC	97,664.	97,535.
MENTOR GRAPHICS CORP	12,408.	9,357.
MICROCHIP TECHNOLOGY INC	10,622.	11,123.
MICROSOFT CORP	54,151.	75,897.
MINE SAFETY APPL	7,803.	6,955.
MITSUBISHI ESTATE CO ADR	28,797.	26,220.
MOMENTA PHARMACEUTICALS, INC	5,349.	3,858.
MTS SYSTEMS CORPORATION	4,173.	4,058.
NATIONAL GRID TRANSFO PLC	26,696.	28,720.
NATL OILWELL VARCO	31,601.	21,735.
NATUS MEDICAL INCORPORATED	14,452.	18,499.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEXTERA ENERGY, INC	44,898.	56,724.
NORDSTROM INC	65,282.	51,902.
NOVARTIS AG ADR	92,311.	93,181.
NOVO NORDISK A S	13,125.	13,881.
NOW INC	16,074.	10,963.
NUANCE COMMUNICATIONS, INC	11,073.	13,903.
NUCOR CP	40,049.	34,739.
OCCIDENTAL PETROLEUM CORP	64,022.	51,248.
OMEGA HEALTHCARE INV	15,950.	15,811.
ONE GAS INC	2,655.	3,010.
OPHTHOTECH CORP	10,283.	16,413.
OTSUKA HOLDINGS CO	24,060.	26,878.
PACKAGING CORP AMER	8,203.	8,260.
PACWEST BANCORP	16,738.	15,775.
PENTAIR INC. COM	20,085.	15,800.
PEPSICO INC	79,936.	85,232.
PINNACLE ENTERTAINMENT INC	8,568.	7,251.
PNC FINANCIAL GROUP INC	19,685.	23,828.
PNM RESOURCES INC	6,408.	7,765.
PORTFOLIO RECOVERY ASSOCIATES,	14,791.	8,950.
POWER INTEGRATIONS, INC	12,155.	11,768.
PRADA SPA ADR	10,735.	6,928.
PROCTER GAMBLE CO	19,887.	19,455.
PROSIEBENSAT.1 MEDIA	17,921.	18,073.
PROTO LABS INC	12,624.	11,273.
PT BK MANDIR PRS UNSP/ADR	12,604.	10,968.
PUBLICIS GROUPE S.A	31,410.	28,023.
QUALCOMM INC	13,921.	10,997.
RADIUS HEALTH INC	6,239.	5,477.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RELX PLC	34,880.	38,477.
RESTORATION HARDWARE	18,434.	16,128.
ROCHE HOLDING LTD ADR	76,730.	74,696.
ROCKWELL AUTOMATION INC	56,944.	55,102.
ROYAL DUTCH SHELL PLC SPONS ADR	26,256.	21,455.
ROYAL DUTCH SHELL CL A	40,502.	35,716.
ROYAL KPN N.V	26,913.	27,189.
RPM INTERNATIONAL INC	7,113.	6,609.
SAIA, INC	14,571.	7,743.
SANDERSON FARMS INC	6,798.	7,364.
SANDISK CORP	43,717.	52,661.
SAP AKTIENGESSELL ADS	25,784.	29,109.
SCHLUMBERGER LTD	66,190.	50,708.
SCHNEIDER ELEC UNSP/ADR	29,187.	25,470.
SEAGATE TECHNOLOGY	62,633.	48,061.
SECOM CO LTD ADR OTC	29,828.	28,815.
SEIKO EPSON CORP ADR	27,114.	26,565.
SEVEN & I HOLDINGS C	26,435.	28,197.
SILGAN HOLDINGS, INC	14,069.	13,860.
SINCLARI BROADCAST GROUP INC	15,534.	18,060.
SKECHERS U S A INC CL A	20,651.	20,029.
SMITH & NEPHEW PLC ADR	50,498.	51,371.
SNAP ON INC	9,592.	10,286.
SOCIETE GENERLE FRNCE ADR	25,873.	24,728.
SOUTHWESTERN ENERGY	25,957.	7,323.
SPORTSMANS WAREHOUSE HOLDINGS	11,681.	11,468.
STARZ	6,132.	5,930.
STERIS PLC	27,498.	27,424.
SUMITOMO MITSUI FINCL GRP	44,658.	38,322.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUNCOR ENERGY INC	21,821.	20,975.
SUNTORY BEVERAGE & FOOD LTD AD	26,927.	27,868.
SUNTRUST BKS INC	6,919.	8,568.
SUPER MICRO COMPUTER INC	9,270.	7,353.
SWATCH GROUP AG	13,456.	12,089.
SYNAPTICS INC	12,323.	11,328.
SYNGENTA AG ADS	72,768.	72,589.
SYNTEL INC	11,265.	11,313.
TAIWAN SEMICONDUCTOR MFG CO LT	42,435.	45,546.
TANDEM DIABETES CARE INC	3,975.	3,862.
TARGA RESOURCES CORP	13,093.	5,547.
TARGET CORPORATION	21,002.	23,961.
TE CONNECTIVITY LTD	49,327.	53,109.
TELEFLEX INC	8,756.	8,544.
TEMPLETON GLOBAL BD	564,191.	526,948.
TEVA PHARMACEUTICAL INDUSTRIES	45,456.	48,311.
TEXAS INSTRUMENTS INC	51,130.	53,878.
THE COCA-COLA CO	53,132.	53,958.
THORNBURG DEVELOPING WORLD FD	780,020.	662,583.
TORAY INDUSTRIES INC	25,493.	28,146.
TORCHMARK CORP	10,626.	12,004.
TORONTO DOMINION	57,615.	54,015.
TOTAL FINA ELF S.A	27,289.	24,723.
TOYOTA MTR CORP	19,968.	18,948.
TRAVELERS COMPANIES INC	15,072.	18,622.
TRIANGLE CAPITAL CORPORATION	1,996.	1,663.
TUDOR PERINI CP	10,901.	7,968.
TUPPERWARE CORP	11,105.	9,627.
TWITTER INC	26,259.	24,158.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TYCO INTERNATIONAL LTD	39,531.	32,879.
UBS AG	27,092.	24,813.
UMPUA HOLDINGS CORPORATION	8,513.	7,616.
UNIBAIL RODAMCO SE	27,631.	26,565.
UNILEVER N V N Y	17,347.	17,978.
UNION PACIFIC	65,219.	52,863.
UNITED OVRSEAS BK LTD ADR	23,704.	19,230.
UNITED TECHNOLOGIES CORP	58,436.	55,336.
UNITEDHEALTH GROUP INC	61,888.	75,525.
US BANCORP	19,642.	21,122.
V F CORP	46,670.	57,083.
VALIDUS HLDS LTD	12,915.	13,470.
VECTREN CORP	7,338.	7,763.
VEEVA SYSTEMS INC	5,706.	6,030.
VERINT SYSTEMS INC	18,881.	11,925.
VERMILION ENERGY	4,096.	3,393.
VERTEX PHARMCTLS INC	18,629.	24,285.
VIRTUSA CORPORATION	13,226.	13,394.
VIVENDI SA	27,408.	23,207.
VODAFONE GROUP PLC	45,292.	40,615.
WAL-MART STORES INC	34,572.	27,892.
WASHINGTON TRUST BANCORP INC	8,600.	8,576.
WEATHERFORD INTL	71,382.	52,723.
WELLS FARGO & CO	18,672.	21,744.
WESTERN DIGITAL CORP	26,070.	24,020.
WH GROUP LIMITED	30,518.	27,680.
WHOLE FOODS MARKET, INC	18,320.	19,263.
WILLIAM HILL PLC ADR	29,846.	28,913.
WPP GROUP PLC	66,236.	66,664.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
YAHOO JAPAN CORP	25,925.	27,410.
TOTALS	<u>10,649,111.</u>	<u>10,225,439.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
21ST CENTY FOX AMER INC BND -	2,168.	2,152.
ABBEY NATIONAL TREASURY SERVIC	5,071.	4,992.
AFLAC INC - 3.625% - 11/15/202	5,091.	5,074.
AMGEN INC - 2.200% - 05/22/201	5,001.	4,994.
ANHEUSER BUSCH COS - 6.450% -	5,189.	4,736.
AOL TIME WARNER - 7.625% - 04/	4,058.	3,712.
APPLE INC NOTE - 2.400% - 05/0	4,654.	4,871.
AT&T INC BOND - 3.400% - 05/15	4,761.	4,805.
BANK AMER CORP FR - 2.000% - 0	5,001.	4,994.
BANK NEW YORK - 3.650% - 02/04	5,105.	5,191.
BARRICK NORTH AMERICA FIN LLC	5,147.	4,490.
BP CAP MKTS SR NT - 3.062% - 0	5,149.	4,899.
CAPITAL ONE FINL CORP - 6.150%	5,561.	5,155.
CISCO SYSTEMS INC - 5.500% - 0	5,478.	5,032.
CONOCPhillips - 5.625% - 10/15	5,649.	5,163.
DEERE JOHN CAP CORP - 1.200% -	4,977.	4,982.
DEUTSCHE BANK AG BOND - 2.950%	5,017.	5,007.
ENTERPRISE OPER LLC - 2.550% -	5,122.	4,794.
EQUITY RESIDENTIAL PPTYS - 5.1	5,421.	5,039.
ETP L.P - 4.650% - 06/01/2021	5,298.	4,694.
GE CAP CORP SER A - 5.625% - 0	4,584.	4,277.
INTERNATIONAL BUSINESS MACHINE	4,567.	4,677.
JPMORGAN CHASE & CO MTN - 1.70	5,031.	4,976.
KINDER MORGAN INC - 3.020% - 1	5,105.	4,628.
MARATHON OIL CORP - 6.600% - 1	5,041.	3,432.
MCDONALDS CORP NT - 5.000% - 0	4,603.	4,322.
METLIFE INC - 4.368% - 09/15/2	5,402.	5,368.
MORGAN STANLEY SR NT-F - 3.750	5,002.	5,121.
NEWMONT MINING CORP NT - 3.500	4,481.	4,457.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ONEOK PARTNERS CONS - 6.150% -	4,524.	4,106.
ORACLE CORP SR GLBL NT - 2.500	4,848.	4,908.
PRUDENTIAL - 3.500% - 05/15/20	5,060.	5,021.
ROYAL BANK OF CANADA - 2.150%	5,049.	4,951.
STATOIL ASA - 1.150% - 05/15/2	4,910.	4,918.
UNITEDHEALTH GROUP INC - 5.800	4,789.	4,720.
VERIZON - 3.000% - 11/01/2021	4,961.	5,014.
VIACOM INC - 6.875% - 04/30/20	4,873.	3,962.
VODAFONE GROUP PLC - 6.150% -	4,718.	3,947.
WELLS FARGO CO - 4.600% - 04/0	4,436.	4,355.
XEROX - 6.350% - 05/15/2018	4,629.	4,276.
TOTALS	<u>195,531.</u>	<u>186,212.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERIGAS PARTNERS LP	5,570.	5,003.
ENBRIDGE ENERGY PARTNERS LP	24,294.	18,179.
ENERGY TRANSFER EQUITY LP	100,419.	49,409.
ENERGY TRANSFER PARTNERS LP	54,458.	36,968.
ENLINK MIDSTREAM PARTNERS LP	30,556.	24,638.
ENTERPRISE PRODUCTS PARTNERS L	128,506.	109,073.
EQT MIDSTREAM PARTNERS LP	31,184.	30,486.
GENESIS ENERGY, L.P	27,387.	24,689.
GOOD RETURNS GROUP, INC	108,315.	108,315.
JTL PRIVATE EQUITY FUND, L.P	1,778,665.	1,607,059.
LUPTON HEDGE FUND PARTNERSHIP	7,363,013.	7,492,327.
MAGELLAN MIDSTREAM PARTNERS LP	72,507.	68,803.
MPLX LP	34,139.	37,521.
ONEOK PARTNERS LP	24,793.	22,236.
PLAINS ALL AMERICAN PIPELINE L	58,868.	31,185.
SHELL MIDSTREAM PARTNERS LP	7,940.	8,429.
TALLGRASS ENERGY PARTNERS LP	12,185.	11,415.
WESTERN GAS PARTNERS, LP	7,499.	8,365.
WILLIAMS PARTNERS LP	22,937.	19,968.
TOTALS	<u>9,893,235.</u>	<u>9,714,068.</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)	
3,158,345.		PUBLICLY-TRADED SECURITIES 3,174,962.					-16,617.	
		PASSTHROUGH K1 CAPITAL GAIN					-349,314.	
		SEC 751 GAIN ON SALE OF PTSHP-RECLASS					-5,132.	
256,496.		LUPTON DOMESTIC EQUITY PARTNERSHIP, L.P -273,327.				P	02/21/2012 529,823.	08/05/2015
854,406.		LUPTON INTERNATIONAL EQUITY PTSHP, LP -555,735.				P	02/21/2012 1,410,141.	08/05/2015
TOTAL GAIN(LOSS)							<u>1,568,901.</u>	

SAPPHIRE FOUNDATION, INC.

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ANDERSON BURNS CROSLAND 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR / TREAS 1.00	0.	0.	0.
BENJAMIN LUPTON CROSLAND 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR / SEC 1.00	0.	0.	0.
KATHERINE L JUETT 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	CHAIRMAN OF THE BOARD / DIR 1.00	0.	0.	0.
WILLIAM DANA JUETT 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	PRES / DIR 25.00	72,000.	0.	0.
ALICE CROSLAND TREASTER 8333 DOUGLAS AVENUE, STE 1450 DALLAS, TX 75225-5852	DIR 1.00	0.	0.	0.
GRAND TOTALS		72,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
REYNOLDS AND PARK WEALTH MANAGEMENT ONE UNION SQUARE, STE 100 CHATTANOOGA, TN 37402	INVESTMENT MGT	81,308.
TOTAL COMPENSATION		<u>81,308.</u>

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE L JUETT
WILLIAM DANA JUETT

SAPPHIRE FOUNDATION, INC

30-0674167

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

ATTACHMENT 13

<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>
ABERG CENTER FOR LITERACY 5100 ROSS AVE DALLAS, TX 75206	N/A PC	GENERAL & UNRESTRICTED	10,000
ABERG CENTER FOR LITERACY 5100 ROSS AVE DALLAS, TX 75206	N/A PC	CHAPITABLE EVENT	2,500.
AMARILLO COLLEGE FOUNDATION INC PO BOX 447 AMARILLO, TX 79178	N/A PC	JANE AND BILL JUETT SCHOLARSHIP FUND	5,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST ATLANTA, GA 30303	N/A PC	DALLAS COUNTY TRANSPORTATION TO CANCER TREATMENT PROGRAM	75,000.
AMERICAN NATIONAL RED CROSS INTERNATIONAL RESPONSE P.O BOX 37243 WASHINGTON, DC 20013	N/A PC	INTERNATIONAL SERVICES - NEPAL RELIEF CAMPAIGN	10,000
AMISTAD MISSION PO BOX 23030 NASHVILLE, TN 37202	N/A PC	IN SUPPORT OF CASA ESPERANZA	10,000

ATTACHMENT 13

SAPPHIRE FOUNDATION, INC

30-0674167

FORM 990BF - 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
BIG THOUGHT 1409 S LAMAR ST STE 1015 DALLAS, TX 75215	N/A PC	DALLAS CITY OF LEARNING PROGRAM	50,000
BIRTHDAY PARTY PROJECT 4950 KELLER SPRINGS RD ADDISON, TX 75001	N/A PC	GENERAL & UNRESTRICTED	3,000
BRIDGE BREAST CENTER INC 4000 JUNIUS ST DALLAS, TX 75246	N/A PC	GENERAL & UNRESTRICTED	5,000
CHAMBLISS CENTER FOR CHILDREN 315 GILLESPIE RD CHATTANOOGA, TN 37411	N/A PC	CAPITAL CAMPAIGN	50,000
CHEER 4 YOUR LIFE 3026 MOCKINGBIRD LN DALLAS, TX 75205	N/A PC	GENERAL & UNRESTRICTED	15,000
CHIAPAS INTERNATIONAL 1722 ROUTH ST STE 1313 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	7,500

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	CHARITABLE EVENT	5,000
CHIHUAHUA DESERT RESOURCE CONSERVATION & DEVELOPM 1013 PEACH TREE CIR ALPINE, TX 79830	N/A PC	GEORGE MILLS MEMORIAL RAIN GARDEN IN ALPINE, TEXAS	2,000
COLLEGE BASEBALL FOUNDATION 2524 82ND ST LUBBOCK, TX 79423	N/A PC	GENERAL & UNRESTRICTED	10,000
CRISTO REY DALLAS HIGH SCHOOL INC 1064 N SAINT AUGUSTINE DR DALLAS, TX 75217	N/A PC	ATHLETIC UNIFORMS FUND	5,000
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS, TX 75218	N/A PC	GENERAL & UNRESTRICTED	25,000
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION I 700 N PEARL ST STE N1800 DALLAS, TX 75201	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
DALLAS FIREFIGHTERS MUSEUM INCORPORATED 3801 PARRY AVE DALLAS, TX 75226	N/A PC			GENERAL & UNRESTRICTED	10,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC			CHARITABLE EVENT	2,500.
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC			CHARITABLE EVENT	10,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC			GENERAL AND MEMBERSHIP FUND	20,000.
DALLAS THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	N/A PC			BENEFACTOR PROGRAM	10,000
DALLAS THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	N/A PC			CAPITAL CAMPAIGN	50,000.

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 THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	N/A PC	FOR THE SPONSORSHIP OF THE CENTER'S PRODUCTION OF 'COLOSSAL'	25,000.
EXTRA DIMENSION INC 4727 N CENTRAL EXPY STE 2000 DALLAS, TX 75205	N/A PC	GENERAL & UNRESTRICTED	25,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209	N/A PC	TEXAS TRAILBLAZER AWARDS PROGRAM	5,000
FARMERS ASSISTING RETURNING MILITARY FARM A VETERA 2127 SIESTA DR DALLAS, TX 75224	N/A PC	GENERAL & UNRESTRICTED	5,000
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 INSTITUTES 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	5,000
GEORGIA OKEEFFE MUSEUM 217 JOHNSON ST SANTA FE, NM 87501	N/A PC	GENERAL & UNRESTRICTED	5,000
INTERNATIONAL FOLK ART ALLIANCE INC 404 KIVA CT STE B # G SANTA FE, NM 87505	N/A PC	GENERAL & UNRESTRICTED	2,500
JOHN S BRADFIELD SCHOOL PARENT TEACHER ASSOCIATION 4300 SOUTHERN AVE DALLAS, TX 75205	N/A PC	CHARITABLE EVENT	3,000
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 710759 DALLAS, TX 75371	N/A PC	3 X 25 PROGRAM	25,000
JUNE SHELTON SCHOOL AND EVALUATION CENTER 15720 HILLCREST RD DALLAS, TX 75248	N/A PC	GENERAL & UNRESTRICTED	10,000

SAPPHIRE FOUNDATION, INC

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FORM 990EF, 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
ON THE ROAD MOTORS 4141 OFC PKWY DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	15,000.
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	5,000
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A PC	CHARITABLE EVENT	25,000.
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A PC	THE COWAN CENTER FOR EDUCATION INITIATIVE	5,000
PRESTON HOLLOW PRESBYTERIAN SCHOOL 9800 PRESTON RD RM 228 DALLAS, TX 75230	N/A PC	GENERAL & UNRESTRICTED	7,500.
REAL SCHOOL GARDENS 1700 UNIVERSITY DR STE 260 FORT WORTH, TX 76107	N/A PC	GENERAL & UNRESTRICTED	2,500

SAPPHIRE FOUNDATION, INC

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FORM 990BF - 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	CHARITABLE EVENT	1,500
SAINT MICHAEL AND ALL ANGELS CHURCH 8011 DOUGLAS AT COLGATE DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	10,000
SALESMANSHIP CLUB OF DALLAS 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A PC	CHARITABLE EVENT	9,000
SALESMANSHIP CLUB OF DALLAS 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A PC	SPONSORSHIP OF A KEYNOTE SPEAKER AT THE 2015 'CHANGING THE ODDS' CONFERENCE	25,000
SECOND THOUGHT THEATRE 3839 MCKINNEY AVE STE 155-452 DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	6,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275	N/A PC	MEADOWS AT THE MEYERSON, DONNA WILHELM ENDOWMENT FUND	2,500

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
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275	N/A PC	CHARITABLE EVENT	5,000
SOUTHWESTERN MEDICAL FOUNDATION 3889 MAPLE AVE STE 100 DALLAS, TX 75219	N/A PC	CENTER FOR DEPRESSION RESEARCH AND CLINICAL CARE, UNDER THE DIRECTION OF DR MADHUKAR TRIVEDI	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	20,000.
TEXAS TECH FOUNDATION INC PO BOX 41102 LUBBOCK, TX 79409	N/A PC	CATCHER POSITION SCHOLARSHIP ENDOWMENT IN BASEBALL	10,000.
THE BAYLOR SCHOOL 171 BAYLOR SCHOOL RD CHATTANOOGA, TN 37405	N/A PC	GENERAL & UNRESTRICTED	2,500.

SAPPHIRE FOUNDATION, INC

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
TRINITY TRUST FOUNDATION 1444 OAK LAWN AVE STE 200 DALLAS, TX 75207	N/A PC		GENERAL & UNRESTRICTED	25,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC		CHARITABLE EVENT	1,000
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DR STE 400 DALLAS, TX 75235	N/A PC		CARING GIFT SOCIETY	5,000.
WATERTOWER THEATRE INC 15650 ADDISON RD ADDISON, TX 75001	N/A PC		IN SUPPORT OF THE PRODUCTION OF "CREEP"	5,000
WOMENS AUXILIARY TO THE CHILDRENS MEDICAL CENTER 2777 N STEMMONS FWY DALLAS, TX 75207	N/A PC		CHARITABLE EVENT	2,500
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A PC		GENERAL & UNRESTRICTED	5,000
TOTAL CONTRIBUTIONS PAID				<u>793,000</u>

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS	525990	20,949.	14	493,070.
FEDERAL TAX REFUND			01	6.
SEC 751 GAIN ON SALE OF PTSHP	525990	5,132.	14	2,625.
INTEREST ON NOTE RECEIVABLE			01	492.
STATE TAX REFUND				
TOTALS		<u>26,081.</u>		<u>496,193.</u>